SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
OKAMOTO HIROYUKI	KURA SUSHI USA, INC. [KRUS]	

1. Name and Address of Reporting Person[*]

OKAMOTO HIROYUKI

(Last)	(First)	(Middle)

C/O KURA SUSHI USA, INC.

17461 DERIAN AVENUE, SUITE 200

(Street)

IRVINE	CA	92614

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol
KURA SUSHI USA, INC. [KRUS]

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director ___ 10% Owner

___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Class A Common Stock	$22.65	02/01/2021		A		1,650		(1)	02/01/2031	Class A Common Stock	1,650	$0.00	1,650	D	
Option to Purchase Class A Common Stock	$22.65	02/01/2021		A		2,500		(2)	02/01/2031	Class A Common Stock	2,500	$0.00	2,500	D	

Explanation of Responses:

1. The Option is granted under the issuer's 2018 Incentive Compensation Plan. The Option shares will vest and become exercisable in full on the date that is 12 months following the date of grant.

2. The Option is granted under the issuer's 2018 Incentive Compensation Plan. One-fourth of the Option shares will vest and become exercisable in full on the date that is 12 months following the date of grant (the "Anniversary Date"). The remaining Option shares will continue to vest in equal quarterly installments on the first day of each quarter starting from May 1, 2022 and over the three years after the Anniversary Date.

Remarks:

/s/ Hiroyuki Okamoto, by Hajime Uba as attorney-in-fact   02/03/2021

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.