

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>UBA HAJIME</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>KURA SUSHI USA, INC. [KRUS]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SEE REMARKS (a) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2024</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| <u>C/O KURA SUSHI USA, INC.</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | |
| <u>17461 DERIAN AVE, SUITE 200</u> | | | Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | |
| (Street) | (City) | (State) | | | | | | | (Zip) |
| <u>IRVINE</u> | <u>CA</u> | <u>92614</u> | | | | | | | |

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 | | | |
| Class A Common Stock ⁽¹⁾ | 02/01/2024 | | A | | 1,146 | A | \$0.00 | 4,187 | D | |
| Class A Common Stock | 02/01/2024 | | F ⁽²⁾ | | 137 | D | \$98.13 | 4,050 | D | |

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 | | | | | | Amount or Number of Shares |
| Option to Purchase Class A Common Stock | \$98.13 | 02/01/2024 | | A | | 4,436 | | (3) | 02/01/2034 | Class A Common Stock | 4,436 | \$0.00 | 4,436 | D | |

Explanation of Responses:

- Represents the grant of restricted stock units to the Reporting Person. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A common stock.
- Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of shares of restricted common stock of the Issuer.
- Represents an option granted on February 1, 2024 under the Issuer's 2018 Incentive Compensation Plan, 25% of which will vest one year from the date of the grant with the remaining 75% vesting in equal quarterly amounts over a period of 36 months commencing from February 1, 2025.

Remarks:

(a) President, Chief Executive Officer and Chairman of the Board of Directors.

/s/ Brent Takao, Attorney-in-Fact for Hajime Uba 02/05/2024

** 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.