SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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)
Kanayama Mei	Tokyo Lifestyle Co., Ltd. [TKLF]	☑ Director ☑ 10% Owner
(Last) (First) (Middle)	Foreign Trading Symbol	☑ Officer (give title below) ☐ Other (specify below)
HARUMI BUILDING, 2-5-9 KOTOBASHI	3. Date of Earliest Transaction (Month/Day/Year)	Representative Director (PEO)
(Street)	09/29/2026	
TOKYO 130-0022	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		☑ Form filed by One Reporting Person
JAPAN		☐ Form filed by More than One Reporting Person
(Country)		

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			
Ordinary shares(1)	09/29/2026		P		1,396,755	A	$0.274	8,613,191	D	
Ordinary shares(2)	09/29/2026		J		12,106,893	A	$0.274	25,681,997	I	By Tokushin G. K.(3)
American depositary shares(4)								172,016	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	Title	Amount or Number of Shares				

Explanation of Responses:

1. On September 29, 2026, Mr. Kanayama acquired 1,396,755 ordinary shares ("Ordinary Shares") of Tokyo Lifestyle Co., Ltd. (the "Company") directly from the Company for JPY58,838,000 in aggregate, or approximately JPY42.124782 per share. The US$0.274 per-share pricing benchmark was converted at the JPY/US$ Telegraphic Transfer Middle Rate of 153.74 per US$1.00, published by Mitsubishi UFJ Research & Consulting Co., Ltd. on September 9, 2026, the business day before the approval of the board of directors of the Company.

2. On September 29, 2026, Tokushin (as defined below) acquired 12,106,893 Ordinary Shares by contributing its JPY510,000,000 loan principal receivable from the Company, equivalent to approximately JPY42.124763 per share (approximately US$0.274 per share using the same pricing benchmark and exchange rate in footnote 1).

3. Tokushin G. K. ("Tokushin") is a limited liability company formed under the laws of Japan owned by Mr. Kanayama and his family, for which Mr. Kanayama is the managing member, and accordingly, Mr. Kanayama has the voting and dispositive control of the ordinary shares Tokushin holds in the Company.

4. Each American depositary share represents ten Ordinary Shares of the Company.

/s/ Mei Kanayama — 10/01/2026

** 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.