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

Form 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of October 2025

Commission File Number: 001-42877

LEIFRAS Co., Ltd.

**Ebisu Garden Place Tower Floor 20
4-20-3, Ebisu, Shibuya-ku
Tokyo, Japan**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Pricing and Closing of Initial Public Offering

On October 8, 2025, LEIFRAS Co., Ltd. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Kingswood Capital Partners, LLC, as representative of the several underwriters listed on Schedule 1 to the Underwriting Agreement (the “Representative”), relating to the Company’s initial public offering (the “IPO”) of 1,250,000 American Depositary Shares (the “ADSs”). Each ADS represents one ordinary share of the Company.

On October 10, 2025, the Company closed the IPO. The Company completed the IPO pursuant to its registration statement on Form F-1 (File No. 333-283712), which was initially filed with the U.S. Securities and Exchange Commission (the “SEC”) on December 10, 2024, as amended, and declared effective by the SEC on September 29, 2025. The ADSs were priced at \$4.00 per ADS, and the offering was conducted on a firm commitment basis. The ADSs were approved for listing on The Nasdaq Capital Market and commenced trading under the ticker symbol “LFS” on October 9, 2025.

The Company intends to use the net proceeds from the IPO for (i) investing in full-time human resources to expand the market shares of its sports school and social businesses; (ii) expanding its sports school business, including securing sports facilities and hiring part-time school assistance; (iii) expanding its social business, including hiring part-time personnel for its social business; and (iv) other working capital uses.

In connection with the IPO, the Company issued three press releases, one on October 8, 2025, announcing the pricing of the IPO, one on October 9, 2025, announcing the listing on The Nasdaq Capital Market, and one on October 10, 2025, announcing the closing of the IPO, respectively.

Copies of the three press releases are attached hereto as Exhibits 99.1, 99.2, and 99.3, respectively, and are incorporated by reference herein.

This report does not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

EXHIBIT INDEX

Exhibit No	Description
99.1	Press Release on Pricing of the Company's Initial Public Offering
99.2	Press Release on Listing on the Nasdaq Capital Market
99.3	Press Release on Closing of the Company's Initial Public Offering

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LEIFRAS Co., Ltd.

By: /s/ Kiyotaka Ito
Kiyotaka Ito
Representative Director and Chief Executive Officer

Date: October 10, 2025

LEIFRAS Co., Ltd. Announces Pricing of Initial Public Offering

Tokyo, Japan, October 8, 2025 – LEIFRAS Co., Ltd. (the “Company” or “Leifras”), a sports and social business company dedicated to youth sports and community engagement, today announced the pricing of its initial public offering (the “Offering”) of 1,250,000 American Depositary Shares (“ADSs”) at a public offering price of US\$4.00 per ADS. Each ADS represents one ordinary share of the Company. The ADSs have been approved for listing on the Nasdaq Capital Market and are expected to commence trading on October 9, 2025 under the ticker symbol “LFS.”

The Company expects to receive aggregate gross proceeds of US\$5.0 million from the Offering, before deducting underwriting discounts and Offering expenses. In addition, the Company has granted the underwriters a 45-day option to purchase up to an additional 187,500 ADSs to cover over-allotments at the public offering price, less underwriting discounts. The Offering is expected to close on or about October 10, 2025, subject to the satisfaction of customary closing conditions.

Proceeds from the Offering will be used for: (i) investing in full-time human resources to expand the market shares of the Company’s sports school and social businesses; (ii) expanding the Company’s sports school business, including securing sports facilities and hiring part-time school assistance; (iii) expanding the Company’s social business, including hiring part-time personnel for its social business, and (iv) other working capital uses. The Offering is being conducted on a firm commitment basis. Kingswood Capital Partners, LLC (“Kingswood”) is acting as the representative of the underwriters for the Offering. Hunter Taubman Fischer & Li LLC is acting as U.S. counsel to the Company and Loeb & Loeb LLP is acting as U.S. counsel to Kingswood in connection with the Offering.

A registration statement on Form F-1 (File Number: 333-283712), as amended, relating to the Offering was filed with the U.S. Securities and Exchange Commission (the “SEC”) and was declared effective by the SEC on September 29, 2025. The Offering is being made only by means of a prospectus, forming a part of the effective registration statement. Electronic copies of the final prospectus relating to the Offering, when available, may be obtained from Kingswood by email at ttian@kingswoodus.com, by standard mail to 126 E 56th Street, Suite 22S, New York, NY 10022, or by telephone at +1-732-208-4091. In addition, copies of the final prospectus relating to the Offering, when available, may be obtained via the SEC’s website at www.sec.gov.

Before you invest, you should read the prospectus and other documents the Company has filed or will file with the SEC for more information about the Company and the Offering. This press release does not constitute an offer to sell, or the solicitation of an offer to buy any of the Company’s securities, nor shall such securities be offered or sold in the United States absent registration or an applicable exemption from registration, nor shall there be any offer, solicitation, or sale of any of the Company’s securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction.

About LEIFRAS Co., Ltd.

Headquartered in Tokyo, Leifras is a sports and social business company dedicated to youth sports and community engagement. The Company primarily provides services related to the organization and operations of sports schools and sports events for children. As of December 31, 2024, Leifras was recognized as one of Japan’s largest operators of children’s sports schools in terms of both membership and facilities by Tokyo Shoko Research. The Company’s approach to sports education emphasizes the development of non-cognitive skills, following the teaching principle “acknowledge, praise, encourage, and motivate.” The holistic approach that integrates physical and mental development sets Leifras apart in the industry. Building upon deep experience and know-how in sports education, Leifras also operates a robust social business sector, dispatching sports coaches to meet various community needs with the aim to promote physical health, social inclusion, and community well-being across different demographics. For more information, please visit the Company’s website: <https://ir.leifras.co.jp/>.

Forward-Looking Statements

Certain statements in this announcement are forward-looking statements, including, but not limited to, the Company's proposed Offering and intended use of proceeds. These forward-looking statements involve known and unknown risks and uncertainties and are based on the Company's current expectations and projections about future events that the Company believes may affect its financial condition, results of operations, business strategy, and financial needs, including the expectation that the Offering will be successfully completed. Investors can find many (but not all) of these statements by the use of words such as "approximates," "believes," "hopes," "expects," "anticipates," "estimates," "projects," "intends," "plans," "will," "would," "should," "could," "may," or other similar expressions in this press release. The Company undertakes no obligation to update or revise publicly any forward-looking statements to reflect subsequent occurring events or circumstances, or changes in its expectations, except as may be required by law. These statements are subject to uncertainties and risks, including, but not limited to, the uncertainties related to market conditions, and other factors discussed in the "Risk Factors" section of the registration statement filed with the SEC. Although the Company believes that the expectations expressed in these forward-looking statements are reasonable, it cannot assure you that such expectations will turn out to be correct, and the Company cautions investors that actual results may differ materially from the anticipated results and encourages investors to review other factors that may affect its future results in the registration statement and other filings with the SEC. Additional factors are discussed in the Company's filings with the SEC, which are available for review at www.sec.gov.

For more information, please contact:

LEIFRAS Co., Ltd.

Investor Relations Department

Email: IR@leifras.co.jp

Ascent Investor Relations LLC

Tina Xiao

Phone: +1-646-932-7242

Email: investors@ascent-ir.com

IPO Details

Listing Market: Nasdaq Capital Market

Ticker Symbol: LFS

Trading Start Date: October 9, 2025

Official IR Website: <https://ir.leifras.co.jp>

LEIFRAS Co., Ltd. Announces Listing on the Nasdaq Capital Market in the U.S.

Tokyo, Japan, October 9, 2025 – LEIFRAS Co., Ltd. (Nasdaq: LFS) (the “Company” or “Leifras”), a sports and social business company dedicated to youth sports and community engagement, today announced that its American Depository Shares (“ADSs”) will commence trading on the Nasdaq Capital Market under the ticker symbol “LFS” on October 9, 2025.

A registration statement on Form F-1 (File Number: 333-283712), as amended, relating to this offering was filed with the U.S. Securities and Exchange Commission (the “SEC”) and was declared effective by the SEC on September 29, 2025. This offering is being made only by means of a prospectus, forming a part of the effective registration statement. Kingswood Capital Partners, LLC (“Kingswood”) is acting as the representative of the underwriters for the Offering. Electronic copies of the final prospectus relating to the offering may be obtained from Kingswood by email at ttian@kingswoodus.com, by standard mail to 126 E 56th Street, Suite 22S, New York, NY 10022, or by telephone at +1-732-208-4091. In addition, copies of the final prospectus, when available, relating to this offering may be obtained via the SEC’s website at www.sec.gov.

This press release does not constitute an offer to sell, or the solicitation of an offer to buy any of the Company’s securities, nor shall such securities be offered or sold in the United States absent registration or an applicable exemption from registration, nor shall there be any offer, solicitation, or sale of any of the Company’s securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction.

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Investor Relations Department

Email: IR@leifras.co.jp

Ascent Investor Relations LLC

Tina Xiao

Phone: +1-646-932-7242

Email: investors@ascent-ir.com

LEIFRAS Co., Ltd. Announces Closing of Initial Public Offering

Tokyo, Japan, October 10, 2025 -- LEIFRAS Co., Ltd. (Nasdaq: LFS) (the “Company” or “Leifras”), a sports and social business company dedicated to youth sports and community engagement, today announced the closing of its initial public offering (the “Offering”) of 1,250,000 American Depositary Shares (“ADSs”) at a public offering price of US\$4.00 per ADS. Each ADS represents one ordinary share of the Company. The ADSs began trading on the Nasdaq Capital Market on October 9, 2025 under the ticker symbol “LFS.”

The Company received aggregate gross proceeds of US\$5.0 million from the Offering, before deducting underwriting discounts and other Offering expenses. In addition, the Company has granted the underwriters a 45-day option to purchase up to an additional 187,500 ADSs to cover over-allotments at the public offering price, less underwriting discounts.

Proceeds from the Offering will be used for: (i) investing in full-time human resources to expand the market shares of the Company’s sports school and social businesses; (ii) expanding the Company’s sports school business, including securing sports facilities and hiring part-time school assistance; (iii) expanding the Company’s social business, including hiring part-time personnel for its social business, and (iv) other working capital uses.

The Offering was conducted on a firm commitment basis. Kingswood Capital Partners, LLC (“Kingswood”) acted as the representative of the underwriters for the Offering. Hunter Taubman Fischer & Li LLC acted as U.S. counsel to the Company and Loeb & Loeb LLP acted as U.S. counsel to Kingswood in connection with the Offering.

A registration statement on Form F-1 (File Number: 333-283712), as amended, relating to the Offering was filed with the U.S. Securities and Exchange Commission (the “SEC”) and was declared effective by the SEC on September 29, 2025. The Offering was made only by means of a prospectus, forming a part of the effective registration statement. Electronic copies of the final prospectus relating to the Offering may be obtained from Kingswood by email at ttian@kingswoodus.com, by standard mail to 126 E 56th Street, Suite 22S, New York, NY 10022, or by telephone at +1-732-208-4091. In addition, copies of the final prospectus relating to the Offering may be obtained via the SEC’s website at www.sec.gov.

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