

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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).

1. Name and Address of Reporting Person* <u>Green Equity Investors V, L.P.</u> (Last) (First) (Middle) 1111 SANTA MONICA BOULEVARD, SUITE 2000 (Street) LOS ANGELES CA 90025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>JOANN Inc. [JOAN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2021	
		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

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			
Common Stock	03/16/2021		S		3,994,539 ⁽¹⁾	D	\$11.2	21,117,204 ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	D	
Common Stock	03/16/2021		S		1,198,257 ⁽⁶⁾	D	\$11.2	6,334,611 ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁷⁾	D	
Common Stock	03/16/2021		S		71,038 ⁽⁸⁾	D	\$11.2	375,542 ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁹⁾	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
Restricted Stock Units	⁽¹⁰⁾	03/17/2021		A		23,436 ⁽¹¹⁾		⁽¹²⁾	⁽¹²⁾	Common Stock	23,436	\$0.00	23,436	I	See footnote. ⁽¹³⁾

1. Name and Address of Reporting Person*
Green Equity Investors V, L.P.
 (Last) (First) (Middle)
 1111 SANTA MONICA BOULEVARD, SUITE 2000
 (Street)
 LOS ANGELES CA 90025
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Green Equity Investors Side V, L.P.
 (Last) (First) (Middle)
 1111 SANTA MONICA BOULEVARD, SUITE 2000
 (Street)
 LOS ANGELES CA 90025
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GEI Capital V, LLC
 (Last) (First) (Middle)
 1111 SANTA MONICA BOULEVARD, SUITE 2000
 (Street)
 LOS ANGELES CA 90025
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Green V Holdings, LLC		
(Last)	(First)	(Middle)
1111 SANTA MONICA BOULEVARD, SUITE 2000		
(Street)		
LOS ANGELES	CA	90025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Leonard Green & Partners, L.P.		
(Last)	(First)	(Middle)
1111 SANTA MONICA BOULEVARD, SUITE 2000		
(Street)		
LOS ANGELES	CA	90025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
LGP Associates V LLC		
(Last)	(First)	(Middle)
1111 SANTA MONICA BOULEVARD, SUITE 2000		
(Street)		
LOS ANGELES	CA	90025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
LGP MANAGEMENT INC		
(Last)	(First)	(Middle)
1111 SANTA MONICA BOULEVARD, SUITE 2000		
(Street)		
LOS ANGELES	CA	90025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Needle Coinvest LLC		
(Last)	(First)	(Middle)
1111 SANTA MONICA BLVD. SUITE 2000		
(Street)		
LOS ANGELES	CA	90025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
PERIDOT COINVEST MANAGER LLC		
(Last)	(First)	(Middle)
1111 SANTA MONICA BOULEVARD, SUITE 2000		
(Street)		
LOS ANGELES	CA	90025
(City)	(State)	(Zip)

Explanation of Responses:

1. Represents shares of Common Stock of the Issuer sold by Green Equity Investors V, L.P. ("GEI V").

2. Represents shares owned by GEI V.

3. GEI Capital V, LLC ("Capital") is the general partner of GEI V and Green Equity Investors Side V, L.P. ("GEI Side V"). Leonard Green & Partners, L.P. ("LGP") is the management company of GEI V and GEI Side V, and an affiliate of Capital. LGP Management, Inc. ("LGPM") is the general partner of LGP. Green V Holdings, LLC is a limited partner of GEI V and GEI Side V. LGP Associates V LLC ("Associates") is the manager of Needle Coinvest LLC ("Coinvest"). Peridot Coinvest Manager LLC ("Peridot") is the management company of Associates.

4. Each of GEI V, GEI Side V, Coinvest, Associates, Capital, LGP, LGPM, Holdings and Peridot directly (whether through ownership or position), or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of some or all of the shares of Common Stock held by GEI V, GEI Side V, and Coinvest (together, the "Investors") and, therefore, a "ten percent holder" hereunder.

5. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein and not held for record by such Reporting Person, except to the extent of its pecuniary interest therein. This report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities not held of record by the respective Reporting Person, for purposes of Section 16 or for any other purpose.

6. Represents shares of Common Stock sold by GEI Side V.

7. Represents shares of Common Stock owned by GEI Side V .

8. Represents shares of Common Stock sold by Needle Coinvest LLC.

9. Represents shares of Common Stock owned by Needle Coinvest LLC.

10. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.

11. Represents restricted stock units granted to Messrs. Jonathan Sokoloff and John Yoon and Ms. Lily Chang, as members of the board of directors of the Issuer. Each of Messrs. Sokoloff and Yoon and Ms. Chang received 7,812 restricted stock units.

12. The restricted stock unit vests on March 17, 2022.

13. Represents restricted stock units held by Messrs. Sokoloff and Yoon and Ms. Chang. Of the 23,436 shares reported, 7,812 are held by Mr. Sokoloff, 7,812 are held by Mr. Yoon, and 7,812 are held by Ms. Chang. The shares are held for the benefit of LGP and each of Messrs. Sokoloff and Yoon and Ms. Chang disclaims beneficial ownership of such shares, except to the extent of his or her pecuniary interest therein.

Remarks:

Messrs. Jonathan Sokoloff and John Yoon are members of the board of directors of the Issuer, and each is a partner of LGP, which is an affiliate of the other reporting persons (the "LGP Entities"). Accordingly, Messrs. Sokoloff and Yoon may be determined to represent the interests of the LGP Entities on the board of directors of the Issuer, and accordingly, the LGP Entities may be deemed to be a director for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

/s/ Andrew C. Goldberg,
attorney-in-fact

03/18/2021

** 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.