

| 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>SOKOLOFF JONATHAN D</u> (Last) (First) (Middle) 11111 SANTA MONICA BLVD. 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) 09/10/2021 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 | 09/10/2021 | | J ⁽¹⁾ | | 532,672 ⁽²⁾ | D | \$11.38 ⁽¹⁾ | 27,827,357 ⁽³⁾ | I | See footnote. ⁽⁴⁾ |
| Common Stock | 09/10/2021 | | J ⁽¹⁾ | | 532,672 ⁽²⁾ | A | \$11.38 ⁽¹⁾ | 27,827,357 ⁽³⁾ | I | See footnote. ⁽⁴⁾ |

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 | | | | | |
| Restricted Stock Units | ⁽⁵⁾ | | | | | | | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 7,812 | 7,812 ⁽⁷⁾ | D | |

Explanation of Responses:

- This Form 4 is being filed as a result of a rebalancing transaction in which Green Equity Investors Side CF, L.P. ("Side CF") transferred 532,672 shares of Common Stock of the Issuer to Green Equity Investors CF, L.P. ("Main CF") to correct a scrivener's error in the recorded holdings of each of Main CF and Side CF (the "Transaction"). There was no change in the aggregate number of shares of Common Stock beneficially owned by Main CF, Side CF, and LGP Associates CF, LLC ("Associates CF") as a result of such transaction. The price reflected in this Form 4 is the closing price on April 16, 2021, the record date of the holdings as to which the scrivener's error related.
- Represents shares of Common Stock transferred to Main CF by Side CF as part of the Transaction.
- Represents shares of Common Stock owned by Main CF, Side CF, and Associates CF. Of the shares of Common Stock reported, 20,436,421 are held by Main CF following the Transaction, 7,293,957 are held by Side CF following the Transaction, and 96,979 are held by Associates CF.
- Mr. Sokoloff 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 the shares of Common Stock owned by Main CF, Side CF, and Associates CF. Mr. Sokoloff disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.
- The restricted stock unit vests on March 17, 2022.
- The restricted stock units reported on this row are held by Mr. Sokoloff for the benefit of Leonard Green & Partners, L.P. Mr. Sokoloff disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Remarks:

/s/ Andrew C. Goldberg, 09/14/2021
Attorney-in-fact
 ** 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.