

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* <b>SOKOLOFF JONATHAN D</b>  (Last) (First) (Middle) <b>11111 SANTA MONICA BLVD.</b> <b>SUITE 2000</b>  (Street) <b>LOS ANGELES CA 90025</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>JOANN Inc. [ JOAN ]</b>	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) <b>04/16/2021</b>	
	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	04/16/2021		J <sup>(1)</sup>		27,827,357 <sup>(2)</sup>	D	\$11.38	0 <sup>(3)</sup>	I	See footnote. <sup>(4)</sup>
Common Stock	04/16/2021		J <sup>(1)</sup>		27,827,357 <sup>(5)</sup>	A	\$11.38	27,827,357 <sup>(6)</sup>	I	See footnote. <sup>(4)</sup>

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	(7)							(8)	(8)	Common Stock	7,812	7,812 <sup>(9)</sup>	D	

Explanation of Responses:

- On April 16, 2021, Green Equity Investors V, L.P. ("GEI V"), Green Equity Investors Side V, L.P. ("GEI Side V"), and Needle Coinvest LLC ("Coinvest") contributed all securities of the Issuer to each of Green Equity Investors CF, L.P. ("Main CF"), Green Equity Investors Side CF, L.P. ("Side CF"), and LGP Associates CF, LLC ("Associates CF") as part of a transaction pursuant to which GEI V, GEI Side V, Coinvest, and other affiliated co-investment vehicles engaged in a coordinated transfer of their equity interests in several portfolio companies (including the Issuer) to one or more newly formed affiliated investment funds (the "Transaction").
- Represents shares of Common Stock of the Issuer contributed by GEI V, GEI Side V, and Coinvest pursuant to the Transaction. Of the shares of Common Stock contributed, 21,117,204 were contributed by GEI V, 6,334,611 were contributed by GEI Side V, and 375,542 were contributed by Coinvest.
- Represents shares of Common Stock of the Issuer owned by GEI V, GEI Side V, and Coinvest. Of the shares of Common Stock reported, 0 are owned by GEI V, 0 are owned by GEI Side V, and 0 are owned by Coinvest.
- 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 GEI V, GEI Side V, and Coinvest, and 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.
- Represents shares of Common Stock of the Issuer acquired by Main CF, Side CF, and Associates CF pursuant to the Transaction. Of the shares of Common Stock acquired, 19,903,749 were acquired by Main CF, 7,826,629 were acquired by Side CF, and 96,979 were acquired by Associates CF.
- Represents shares of Common Stock of the Issuer owned by Main CF, Side CF, and Associates CF. Of the shares of Common Stock reported, 19,903,749 are owned by Main CF, 7,826,629 are owned by Side CF, and 96,979 are owned by Associates CF.
- 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,  
Attorney-in-fact

04/20/2021

\*\* 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.