

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>Green Equity Investors CF, L.P.</u> <hr/> (Last) (First) (Middle) 1111 SANTA MONICA BLVD. SUITE 2000 <hr/> (Street) LOS ANGELES CA 90025 <hr/> (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)		

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⁾	A	\$11.38 ⁽¹⁾	20,436,421 ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	D	
Common Stock	09/10/2021		j ⁽¹⁾		532,672 ⁽⁷⁾	D	\$11.38 ⁽¹⁾	7,293,957 ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁸⁾	D	
Common Stock								96,979 ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
Green Equity Investors CF, L.P.

 (Last) (First) (Middle)
 1111 SANTA MONICA BLVD.
 SUITE 2000

 (Street)
 LOS ANGELES CA 90025

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Green Equity Investors Side CF, L.P.

 (Last) (First) (Middle)
 1111 SANTA MONICA BLVD.
 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)
 (City) (State) (Zip)

(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 CF, 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*

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*

PERIDOT COINVEST MANAGER 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*

GEI Capital CF, LLC

(Last) (First) (Middle)
1111 SANTA MONICA BLVD.
SUITE 2000

(Street)
LOS ANGELES CA 90025

(City) (State) (Zip)

Explanation of Responses:

1. 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 the Reporting Persons 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.
2. Represents shares of Common Stock transferred to Main CF by Side CF as part of the Transaction.
3. Represents shares owned by Main CF.
4. GEI Capital CF, LLC ("Capital") is the general partner of Main CF and Side CF. Leonard Green & Partners, L.P. ("LGP") is the management company of Main CF and Side CF, and an affiliate of Capital. LGP Management, Inc. ("LGPM") is the general partner of LGP. Peridot Coinvest Manager LLC ("Peridot") is the management company of LGP Associates CF, LLC ("Associates CF").
5. Each of Main CF, Side CF, Associates CF, Capital, LGP, LGPM, 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 Main CF, Side CF, and Associates CF (together, the "Investors") and, therefore, a "ten percent holder" hereunder.
6. 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.
7. Represents shares of Common Stock transferred by Side CF to Main CF as part of the Transaction.
8. Represents shares of Common Stock owned by Side CF .
9. Represents shares of Common Stock owned by Associates CF.

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

09/14/2021

** 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.