
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

JOANN Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

46-1095540
(IRS Employer Identification No.)

5555 Darrow Road, Hudson, Ohio 44236
(Address of Principal Executive Offices Including Zip Code)

**JOANN Inc. 2021 Employee Stock Purchase Plan
JOANN Inc. 2021 Equity Incentive Plan**
(Full Title of the Plan)

Ann Aber, Esq.
Senior Vice President, Chief Legal Officer & Secretary
JOANN Inc.

5555 Darrow Road
Hudson, Ohio 44236
(Name and Address of Agent for Service)

(330) 656-2600
(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

JOANN Inc. (the “**Registrant**”) hereby files this Registration Statement on Form S-8 (the “**Registration Statement**”) to register an additional 400,000 shares of Common Stock, par value \$0.01 per share (the “**Common Stock**”), under the JOANN Inc. 2021 Employee Stock Purchase Plan (as amended and restated to date, the “**ESPP**”) and an additional 1,622,298 shares of Common Stock under the JOANN Inc. 2021 Equity Incentive Plan (the “**Equity Plan**” and, together with the ESPP, the “**Share Plans**”). Previously filed registration statements on Form S-8 are effective for the Share Plans. Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the [Registration Statement on Form S-8](#) (Registration No. 333-254372) filed by the Registrant on March 17, 2021, plus the [Registration Statement on Form S-8](#) (Registration No. 333-265559) filed by the Registrant on June 13, 2022, including all attachments and exhibits thereto, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and, in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the “**Commission**”). The following documents have been filed by the Registrant with the Commission and are incorporated herein by reference:

- (a) The Registrant’s [Annual Report on Form 10-K for the fiscal year ended January 28, 2023](#) (Commission File No. 001-40204), filed April 4, 2023;
- (b) The Registrant’s [Quarterly Report on Form 10-Q for the quarterly period ended April 29, 2023](#) (Commission File No. 001-40204), filed June 8, 2023;
- (c) The Registrant’s Current Reports on Form 8-K (Commission File No. 001-40204), filed [March 13, 2023](#) and [May 9, 2023](#); and
- (d) The description of the Common Stock contained in the [Registrant’s Registration Statement on Form 8-A](#), filed March 11, 2021 (Commission File No. 001-40204), as updated by the description of the Common Stock contained in [Exhibit 4.2](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended January 30, 2021 (Commission File No. 001-40204), and as amended by any subsequently filed amendments and reports updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement, and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40204) filed with the Commission on March 19, 2021)
4.2	Amended and Restated Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-40204) filed with the Commission on March 19, 2021)
4.3	Amended and Restated Shareholders Agreement, dated March 16, 2021, among the Registrant and certain of its shareholders (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-40204) filed with the Commission on March 19, 2021)
4.4	Description of the Registrant's Securities Registered Pursuant to Section 12 of the Exchange Act (incorporated herein by reference to Exhibit 4.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 30, 2021 (Commission File No. 001-40204), filed with the Commission on April 1, 2021)
5.1	Opinion of Jones Day
23.1	Consent of Ernst & Young LLP
23.2	Consent of Jones Day (included in Exhibit 5.1)
24.1	Powers of Attorney (included on the signature page of this Registration Statement)
99.1	JOANN Inc. 2021 Employee Stock Purchase Plan (amended and restated on October 11, 2022) (incorporated herein by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended October 29, 2022 (Commission File No. 001-40204), filed on December 12, 2022)
99.2	JOANN Inc. 2021 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K for the fiscal year ended January 30, 2021 (Commission File No. 001-40204), filed on April 1, 2021)
107	Calculation of Filing Fee Tables

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hudson, State of Ohio, on this 9th day of June, 2023.

JOANN INC.

By: /s/ Ann Aber

Name: Ann Aber

Title: Senior Vice President, Chief Legal
Officer & Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned officers and directors of the Registrant hereby constitutes and appoints Scott Sekella and Ann Aber, or either of them, each acting alone, as the true and lawful attorney-in-fact or agent, or attorneys-in-fact or agents, for each of the undersigned, with full power of substitution and resubstitution, and in the name, place and stead of each of the undersigned, to execute and file any and all amendments, including post-effective amendments, supplements and exhibits to the Registration Statement and any and all applications or other documents to be filed with the Commission or any state securities commission or other regulatory authority or exchange with respect to the securities covered by the Registration Statement, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary, appropriate or desirable to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as he or she might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Date: June 13, 2023

/s/ Christopher DiTullio

Christopher DiTullio

Executive Vice President, Chief Customer Officer (principal executive officer)

Date: June 9, 2023

/s/ Scott Sekella

Scott Sekella

Executive Vice President, Chief Financial Officer (principal financial and accounting officer)

Date: June 8, 2023

/s/ Darrell Webb
Darrell Webb
Chairman of the Board

Date: June 8, 2023

/s/ Lily Chang
Lily Chang
Director

Date: June 8, 2023

/s/ Marybeth Hays
Marybeth Hays
Director

Date: June 8, 2023

/s/ Anne Mehlman
Anne Mehlman
Director

Date: June 8, 2023

/s/ Jonathan Sokoloff
Jonathan Sokoloff
Director

Date: June 8, 2023

/s/ Brian Coleman
Brian Coleman
Director

JONES DAY

NORTH POINT • 901 LAKESIDE AVENUE • CLEVELAND, OHIO 44114-1190
TELEPHONE: +1.216.586.3939 • JONESDAY.COM

June 14, 2023

JOANN Inc.
5555 Darrow Road
Hudson, Ohio 44236

Re: Registration Statement on Form S-8 Filed by JOANN Inc.

Ladies and Gentlemen:

We have acted as counsel to JOANN Inc., a Delaware corporation (the “**Company**”), in connection with the registration of 2,022,298 shares (the “**Shares**”) of common stock, par value \$0.01 per share, of the Company, consisting of (1) 400,000 Shares (the “**ESPP Shares**”) that may be issued or delivered and sold pursuant to the JOANN Inc. 2021 Employee Stock Purchase Plan (as amended or amended and restated to date, the “**ESPP**”), and (2) 1,622,298 Shares (the “**Equity Plan Shares**”) that may be issued or delivered and sold pursuant to the JOANN Inc. 2021 Equity Incentive Plan (the “**Equity Plan**” and, together with the ESPP, the “**Share Plans**”). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares that may be issued or delivered and sold under the Share Plans will be, when issued or delivered and sold in accordance with the applicable Share Plan (and, in the case of the Equity Plan Shares, in accordance with the authorized award agreements thereunder (the “**Award Agreements**”)), validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinions expressed herein are limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the ESPP Shares pursuant to the ESPP, and the Equity Plan Shares pursuant to the Equity Plan and the Award Agreements, will be in full force and effect at all times at which the ESPP Shares and the Equity Plan Shares are issued or delivered and sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we have assumed that each award under the ESPP and the Equity Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the ESPP Shares and the Equity Plan Shares under the Securities Act of 1933 (the “**Act**”). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the JOANN Inc. 2021 Employee Stock Purchase Plan and JOANN Inc. 2021 Equity Incentive Plan of our reports dated April 4, 2023, with respect to the consolidated financial statements of JOANN Inc. and the effectiveness of internal control over financial reporting of JOANN Inc. included in its Annual Report (Form 10-K) for the year ended January 28, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Cleveland, Ohio

June 14, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

JOANN Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share	Other	400,000	\$1.14	\$456,000	\$110.20 per \$1 million	\$51
Equity	Common Stock, par value \$0.01 per share	Other	1,622,298	\$1.14	\$1,849,419.72	\$110.20 per \$1 million	\$204
Total Offering Amounts					\$2,305,419.72		\$255
Total Fee Offsets							\$0
Net Fee Due							\$255

The amount registered reflected in row one of Table 1 above represents the maximum number of additional shares of Common Stock, par value \$0.01 per share (the “Common Stock”), of JOANN Inc. (the “Registrant”) issuable pursuant to the JOANN Inc. 2021 Employee Stock Purchase Plan (as amended or amended and restated to date, the “ESPP”), being registered on the Registration Statement on Form S-8 (the “Registration Statement”) to which this exhibit relates. The amount registered reflected in row two of Table 1 above represents the maximum number of additional shares of Common Stock of the Registrant issuable pursuant to the JOANN Inc. 2021 Equity Incentive Plan (the “Equity Plan” and, together with the ESPP, the “Share Plans”), being registered on the Registration Statement to which this exhibit relates. Pursuant to Rule 416 of the Securities Act of 1933 (the “Securities Act”), the Registration Statement also covers such additional shares of Common Stock as may become issuable pursuant to the anti-dilution provisions of the Share Plans. The proposed maximum offering price per unit and the maximum aggregate offering prices in Table 1 above are estimated solely for the purposes of determining the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act, on the basis of the average of the high and low sale prices of Common Stock on the New York Stock Exchange on June 8, 2023, which is a date within five business days prior to filing.

Table 2: Fee Offset Claims and Sources

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)											
Fee Offset Claims											
Fee Offset Sources											

The Registrant is not relying on Rule 457(p) under the Securities Act to offset any of the filing fee due with respect to the Registration Statement to which this exhibit relates, so no information is provided under this Table 2.