

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

1. Name and Address of Reporting Person* <u>Green Equity Investors CF, L.P.</u>  (Last) (First) (Middle) 1111 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) 06/27/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	06/27/2023		A		457,986	A	\$0.00	517,266	I	See footnote. (1)
Common Stock								20,436,421 <sup>(2)</sup> (3)(4)(5)	D	
Common Stock								7,293,957 <sup>(3)(4)</sup> (5)(6)	D	
Common Stock								96,979 <sup>(3)(4)(5)(7)</sup>	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)		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)					

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\*  
GEI Capital 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\*

[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)

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)

**Explanation of Responses:**

1. Represents shares of the Issuer's common stock held by Jonathan Sokoloff and Brian Coleman, and Lily Chang. Of the 517,266 shares reported, 175,026 are held by Mr. Sokoloff, 175,026 are held by Ms. Chang, and 167,214 are held by Mr. Coleman. The shares are held for the benefit of Leonard Green & Partners, L.P. ("LGP") and each of Messrs. Sokoloff and Coleman and Ms. Chang disclaims beneficial ownership of such shares, except to the extent of his or her pecuniary interest therein.
2. Represents shares of common stock owned by Green Equity Investors CF, L.P. ("Main CF").
3. GEI Capital CF, LLC ("Capital") is the general partner of Main CF and Green Equity Investors Side CF, L.P. ("Side CF"). 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 manager of LGP Associates CF LLC ("Associates CF").
4. 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.

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 owned by Side CF.

7. Represents shares of common stock owned by Associates CF.

**Remarks:**

/s/ Andrew Goldberg,  
attorney-in-fact

06/29/2023

\*\* 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.**