

OMB APPROVAL	
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**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>1111 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>03/16/2021</b>	
	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	03/16/2021		S		5,263,834 <sup>(1)</sup>	D	\$11.2	27,827,357 <sup>(2)</sup>	I	See footnote. <sup>(3)</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						Title
Restricted Stock Units	(4)	03/17/2021		A		7,812		(5)	(5)	Common Stock	7,812	\$0.00	7,812 <sup>(6)</sup>	D	

**Explanation of Responses:**

- Represents shares of Common Stock of the Issuer sold by Green Equity Investors V, L.P. ("GEI V"), Green Equity Investors Side V, L.P. ("GEI Side V"), and Needle Coinvest LLC ("Coinvest"). Of the shares of Common Stock sold, 3,994,539 were sold by GEI V, 1,198,257 were sold by GEI Side V, and 71,038 were sold 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, 21,117,204 are owned by GEI V, 6,334,611 are owned by GEI Side V, and 375,542 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. 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 the contingent right to receive one share of the Issuer's Common Stock.
- The restricted stock unit vests on March 17, 2022.
- The restrict 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, 03/18/2021  
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.