
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM-8K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: February 5, 2004
(Date of earliest event reported)

Commission File No. 1-6695

JO-ANN STORES, INC.

(Exact name of Registrant as specified in its charter)

Ohio
(State or other jurisdiction of
incorporation or organization)

34-0720629
(I.R.S. Employer Identification No.)

5555 Darrow Road, Hudson, Ohio
(Address of principal executive offices)

44236
(Zip Code)

Registrant's telephone number, including area code: **(330) 656-2600**

ITEM 9. REGULATION FD DISCLOSURE.

The information contained in Item 9 of this Current Report on Form 8-K, including the related exhibit attached hereto, is being furnished to the Securities and Exchange Commission and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Furthermore, the information contained in Item 9 of this Current Report on Form 8-K shall not be deemed to be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended.

On February 5, 2004, Jo-Ann Stores, Inc. announced that it has commenced a cash tender offer to purchase all of its outstanding 10 3/8% Senior Subordinated Notes due 2007 and consent solicitation to amend the related Note Indenture. A copy of the press release announcing the tender offer and consent solicitation is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

The information contained in Item 12 of this Current Report on Form 8-K, including the related exhibit attached hereto, is being furnished to the Securities and Exchange Commission and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Furthermore, the information contained in Item 12 of this Current Report on Form 8-K shall not be deemed to be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended.

On February 5, 2004, Jo-Ann Stores, Inc. announced its net sales for the four weeks, thirteen weeks and fiscal year ended January 31, 2004. A copy of the press release is attached as Exhibit 99.2 to this Current Report on Form 8-K.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

JO-ANN STORES, INC.
(Registrant)

Date: February 5, 2004

By: /s/ Brian P. Carney
Name: Brian P. Carney
Title: Executive Vice President
and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release of Jo-Ann Stores, Inc., announcing the tender offer and consent solicitation, dated February 5, 2004
99.2	Press Release of Jo-Ann Stores, Inc., announcing net sales as of January 31, 2004, dated February 5, 2004