

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* <u>Gerstein Beth Tamara</u>  (Last) (First) (Middle) <u>C/O BRILLIANT EARTH GROUP, INC.</u> <u>300 GRANT AVENUE, THIRD FLOOR</u>  (Street) <u>SAN FRANCISCO CA 94108</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Brilliant Earth Group, Inc. [ BRLT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;"><u>Chief Executive Officer</u></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/27/2021</u>	
	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			
Class C Common Stock	09/27/2021		D <sup>(1)</sup>		727,613 <sup>(2)</sup>	D	\$0.00	49,505,250	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	Amount or Number of Shares				
Common Units	(4)	09/27/2021		D <sup>(5)</sup>			727,613	(6)	(5)	Class D Common Stock	727,613	\$11.22	49,505,250	I	See Footnote <sup>(3)</sup>

**Explanation of Responses:**

- Reflects the cancellation for no consideration of Class B Common Stock in connection with the redemption of the Common Units for cash.
- The Class C Common Stock will automatically convert into one share of Class B Common Stock upon the earlier of (1) the 10-year anniversary of the date of the closing of the Issuer's Initial Public Offering and (2) the date on which the Reporting Person ceases to hold at least 8% of the aggregate number of shares of all classes of the Issuer's Common Stock then outstanding.
- Held by Just Rocks, Inc. The Reporting Person owns her shares of Just Rocks, Inc. through The Best T. Gerstein 2021 Annuity Trust, The Alexander M. Sutton 2021 Annuity Trust and The Sutton-Gerstein Family Trust, each of which Ms. Gerstein is the Trustee and has voting power and investment power over such shares.
- The Common Units may be redeemed by the Reporting Person at any time for shares of Class A Common Stock on a 1-to-1 basis, and a corresponding number of shares of Class B Common Stock will be forfeited in connection with the redemption. The Common Units have no expiration date.
- As described in the prospectus filed by the Issuer with the Securities and Exchange Commission, upon the closing of the initial public offering and the underwriters' exercise of the additional shares, the Issuer redeemed the Common Units from the Reporting Person.
- The Common Units are fully vested.

**Remarks:**

Exhibit 24 - Power of Attorney.

/s/ Jeffrey Kuo as Attorney-in-fact for Beth Tamara Gerstein 09/28/2021

\*\* 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.

## POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Brilliant Earth Group, Inc. (the "Company"), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the United States Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain and/or regenerate codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of September, 2021.

By: /s/ Beth Gerstein

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Name: Beth Gerstein

## Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

Alex Grab  
Jeffrey Kuo