SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)*

Brilliant Earth Group, Inc.

(Name of Issuer)

Class A common stock, $0.0001 par value per share

(Title of Class of Securities)

(CUSIP Number)

09/30/2026

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☑ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons Mainsail GP III, LLC
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)
3	Sec Use Only
4	Citizenship or Place of Organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 31,786,248.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 31,786,248.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 31,786,248.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11		Percent of class represented by amount in row (9) 64.72 %
12		Type of Reporting Person (See Instructions) OO

Comment for Type of Reporting Person: The amount in row 9 above represents 31,786,248 shares of Class A common stock ("Class A Common Stock") issuable upon the exchange of an equal number of limited liability company units of Brilliant Earth, LLC ("Units"). Upon exchange of Units for Class A Common Stock, an equal number of shares of the Issuer's Class B common stock ("Class B Common Stock") will be delivered to the Issuer and cancelled for no consideration. The percent in row 11 above is calculated based on (i) 17,266,337 shares of Class A Common Stock outstanding as of September 30, 2026, as reported in Exhibit 99.1 to the Issuer's Form 8-K filed with the SEC on November 5, 2026 and (ii) 31,848,071 shares of Class A Common Stock issuable upon exchange of an equal number of Units.

SCHEDULE 13G

CUSIP No.

1		Names of Reporting Persons Mainsail Partners III, L.P.
2		Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)
3		Sec Use Only
4		Citizenship or Place of Organization DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 31,098,704.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power

	31,098,704.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 31,098,704.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11	Percent of class represented by amount in row (9) 63.32 %
12	Type of Reporting Person (See Instructions) PN

Comment for Type of Reporting Person: The amount in row 9 above represents 31,098,704 shares of Class A Common Stock issuable upon exchange of an equal number of Units (and cancellation for no consideration of an equal number of shares of Class B Common Stock). The percent in row 11 above is calculated based on (i) 17,266,337 shares of Class A Common Stock outstanding as of September 30, 2026, as reported in Exhibit 99.1 to the Issuer's Form 8-K filed with the SEC on November 5, 2026 and (ii) 31,848,071 shares of Class A Common Stock issuable upon exchange of an equal number of Units.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons Mainsail Co-Investors III, L.P.	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 687,544.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 687,544.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 687,544.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 1.40 %	
12	Type of Reporting Person (See Instructions)	

PN

Comment for Type of Reporting Person: The amount in row 9 above represents 687,544 shares of Class A Common Stock issuable upon exchange of an equal number of Units (and cancellation for no consideration of an equal number of shares of Class B Common Stock). The percent in row 11 above is calculated based on (i) 17,266,337 shares of Class A Common Stock outstanding as of September 30, 2026, as reported in Exhibit 99.1 to the Issuer's Form 8-K filed with the SEC on November 5, 2026 and (ii) 31,848,071 shares of Class A Common Stock issuable upon exchange of an equal number of Units.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons MAINSAIL INCENTIVE PROGRAM, LLC	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 61,823.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 61,823.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 61,823.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 0.13 %	
12	Type of Reporting Person (See Instructions) OO	

Comment for Type of Reporting Person: The amount in row 9 above represents 61,823 shares of Class A Common Stock issuable upon exchange of an equal number of Units (and cancellation for no consideration of an equal number of shares of Class B Common Stock). The percent in row 11 above is calculated based on (i) 17,266,337 shares of Class A Common Stock outstanding as of September 30, 2026, as reported in Exhibit 99.1 to the Issuer's Form 8-K filed with the SEC on November 5, 2026 and (ii) 31,848,071 shares of Class A Common Stock issuable upon exchange of an equal number of Units.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons MAINSAIL MANAGEMENT COMPANY, LLC	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5 Sole Voting Power 0.00	
	6 Shared Voting Power 61,823.00	
	7 Sole Dispositive Power 0.00	
	8 Shared Dispositive Power 61,823.00	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 61,823.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 0.13 %	
12	Type of Reporting Person (See Instructions) OO	

Comment for Type of Reporting Person: The amount in row 9 above represents 61,823 shares of Class A Common Stock issuable upon exchange of an equal number of Units (and cancellation for no consideration of an equal number of shares of Class B Common Stock). The percent in row 11 above is calculated based on (i) 17,266,337 shares of Class A Common Stock outstanding as of September 30, 2026, as reported in Exhibit 99.1 to the Issuer's Form 8-K filed with the SEC on November 5, 2026 and (ii) 31,848,071 shares of Class A Common Stock issuable upon exchange of an equal number of Units.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons Gavin Turner	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 31,848,071.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 31,848,071.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 31,848,071.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11		Percent of class represented by amount in row (9) 64.84 %
12		Type of Reporting Person (See Instructions) IN

Comment for Type of Reporting Person: The amount in row 9 above represents 31,848,071 shares of Class A Common Stock issuable upon exchange of an equal number of Units (and cancellation for no consideration of an equal number of shares of Class B Common Stock). The percent in row 11 above is calculated based on (i) 17,266,337 shares of Class A Common Stock outstanding as of September 30, 2026, as reported in Exhibit 99.1 to the Issuer's Form 8-K filed with the SEC on November 5, 2026 and (ii) 31,848,071 shares of Class A Common Stock issuable upon exchange of an equal number of Units.

SCHEDULE 13G

Item 1.		
	(a)	Name of issuer: Brilliant Earth Group, Inc.
	(b)	Address of issuer's principal executive offices: 300 Grant Avenue, Third Floor, San Francisco, CA 94108
Item 2.		
	(a)	Name of person filing: This Statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons": (i) Mainsail GP III, LLC ("GP III") (ii) Mainsail Partners III, L.P. ("MP III") (iii) Mainsail Co-Investors III, L.P. ("MCOI") (iv) Mainsail Incentive Program, LLC ("MIP") (v) Mainsail Management Company, LLC ("MMC") (vi) Gavin Turner
	(b)	Address or principal business office or, if none, residence: 500 West 5th Street, Suite 1100 Austin, TX 78701
	(c)	Citizenship: See responses to row 4 on each cover page hereto.
	(d)	Title of class of securities: Class A common stock, $0.0001 par value per share
	(e)	CUSIP No.:
Item 3.		If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
	(a)	☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

(k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

(a) See responses to row 9 on each cover page hereto. The reported securities are held directly by MP III, MCOI and MIP. The general partner of each of MP III and MCOI is GP III, whose three-member investment committee acts by a majority vote, with Gavin Turner possessing a veto right, with respect to the voting and dispositive power of the securities held by MP III and MCOI. MMC is the managing member of MIP, and Mr. Turner, through Mainsail Management Company Holdings, LLC, is the indirect sole manager of MMC. As such, Mr. Turner has voting and dispositive control over, and may be deemed to beneficially own, the reported securities. This Statement shall not be construed as an admission that any of the Reporting Persons are, for purposes of Section 13(d) and 13(g) or for any other purpose, beneficial owners of the reported securities.

(b) Percent of class:

See responses to row 11 on each cover page hereto. %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See responses to row 5 on each cover page hereto.

(ii) Shared power to vote or to direct the vote:

See responses to row 6 on each cover page hereto.

(iii) Sole power to dispose or to direct the disposition of:

See responses to row 7 on each cover page hereto.

(iv) Shared power to dispose or to direct the disposition of:

See responses to row 8 on each cover page hereto.

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Mainsail GP III, LLC

Signature: /s/ Gavin Turner
Name/Title: Gavin Turner/Managing Director
Date: 11/06/2026

Mainsail Partners III, L.P.

Signature: /s/ Gavin Turner
Name/Title: Gavin Turner/Managing Director of Mainsail GP III, LLC, its general partner
Date: 11/06/2026

Mainsail Co-Investors III, L.P.

Signature: /s/ Gavin Turner
Name/Title: Gavin Turner/Managing Director of Mainsail GP III, LLC, its general partner
Date: 11/06/2026

MAINSAIL INCENTIVE PROGRAM, LLC

Signature: /s/ Gavin Turner
Name/Title: Gavin Turner/Managing Member of Mainsail Management Company Holdings, LLC, the sole manager of Mainsail Management Company, LLC, its managing member
Date: 11/06/2026

MAINSAIL MANAGEMENT COMPANY, LLC

Signature: /s/ Gavin Turner
Name/Title: Gavin Turner/Managing Member of Mainsail Management Company Holdings, LLC, its sole manager
Date: 11/06/2026

Gavin Turner

Signature: /s/ Gavin Turner
Name/Title: Gavin Turner
Date: 11/06/2026

Exhibit Information

EXHIBIT LIST Exhibit A. Joint Filing Agreement, dated as of February 11, 2022, by and among the Reporting Persons (incorporated herein by reference to Exhibit A of the statement on Schedule 13G filed by the Reporting Persons on February 11, 2022).