

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Kuo Jeffrey Chuenhong</u>  (Last) (First) (Middle) C/O BRILLIANT EARTH GROUP, INC. 300 GRANT AVENUE, THIRD FLOOR  (Street) SAN FRANCISCO CA 94108  (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)  Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;"><b>Chief Financial Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2022	
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 A Common Stock	04/01/2022		C		42,329	A	\$0.00	130,048	D	
Class A Common Stock	04/01/2022		S <sup>(1)</sup>		40,107	D	\$9.33 <sup>(2)</sup>	89,941	D	
Class A Common Stock	04/01/2022		S <sup>(1)</sup>		2,222	D	\$10.26 <sup>(3)</sup>	87,719	D	
Class B Common Stock	04/01/2022		J <sup>(4)</sup>		42,329	D	\$0.00	569,843	D	
Class A Common Stock	04/01/2022		C		14,000	A	\$0.00	14,000	I	Held by the Alpha Echo Family Protection Trust
Class A Common Stock	04/01/2022		S <sup>(1)</sup>		11,799	D	\$9.59 <sup>(5)</sup>	2,201	I	Held by the Alpha Echo Family Protection Trust
Class A Common Stock	04/01/2022		S <sup>(1)</sup>		2,201	D	\$10.27 <sup>(6)</sup>	0	I	Held by the Alpha Echo Family Protection Trust
Class A Common Stock	04/01/2022		C		14,000	A	\$0.00	14,000	I	Held by the Beta Echo Family Protection Trust
Class A Common Stock	04/01/2022		S <sup>(1)</sup>		11,802	D	\$9.59 <sup>(5)</sup>	2,198	I	Held by the Beta Echo Family Held by the Beta Echo Family Protection Trust

**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 A Common Stock	04/01/2022		S <sup>(1)</sup>		2,198	D	\$10.27 <sup>(6)</sup>	0	I	Held by the Held by the Beta Echo Family Protection Trust
Class B Common Stock	04/01/2022		J <sup>(4)</sup>		14,000	D	\$0.00	101,903	I	Held by the Alpha Echo Family Protection Trust
Class B Common Stock	04/01/2022		J <sup>(4)</sup>		14,000	D	\$0.00	101,903	I	Held by the Beta Echo Family Protection Trust
Class A Common Stock	04/04/2022		C		19,185	A	\$0.00	106,904	D	
Class A Common Stock	04/04/2022		S <sup>(1)</sup>		19,185	D	\$9.48 <sup>(7)</sup>	87,719	D	
Class B Common Stock	04/04/2022		J <sup>(4)</sup>		19,185	D	\$0.00	550,658	D	
Class A Common Stock	04/05/2022		C		8,986	A	\$0.00	96,705	D	
Class A Common Stock	04/05/2022		S <sup>(1)</sup>		8,986	D	\$9.355 <sup>(8)</sup>	87,719	D	
Class B Common Stock	04/05/2022		J <sup>(4)</sup>		8,986	D	\$0.00	541,672	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)		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
Common Units	\$0.00	04/01/2022		C			42,329	(9)	(9)	Class A Common Stock	42,329	\$0.00	733,043 <sup>(10)</sup>	D	
Common Units	\$0.00	04/01/2022		C			14,000	(9)	(9)	Class A Common Stock	14,000	\$0.00	101,903	I	Held by the Alpha Echo Family Protection Trust
Common Units	\$0.00	04/01/2022		C			14,000	(9)	(9)	Class A Common Stock	14,000	\$0.00	101,903	I	Held by the Beta Echo Family Protection Trust
Common Units	\$0.00	04/04/2022		C			19,185	(9)	(9)	Class A Common Stock	19,185	\$0.00	713,858	D	
Common Units	\$0.00	04/05/2022		C			8,986	(9)	(9)	Class A Common Stock	8,986	\$0.00	704,872	D	

**Explanation of Responses:**

- The transactions reported herein were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 13, 2021.
- This transaction was executed in multiple trades ranging from \$9.10 to \$10.08. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades ranging from \$10.16 to \$10.32. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- Reflects the cancellation for no consideration of Class B Common Stock in connection with the redemption of Common Units.
- This transaction was executed in multiple trades ranging from \$9.22 to \$10.18. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades ranging from \$10.23 to \$10.32. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades ranging from \$9.18 to \$9.675. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades ranging from \$9.12 to \$9.74. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- 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.

10. The reporting person's Form 4 filed on February 24, 2022 inadvertently underreported the number of common units directly held by the reporting person following the transactions reported therein. The amounts in Table II, column 9 of this filing have been corrected.

**Remarks:**

/S/ Jeffrey Kuo

04/05/2022

\*\* 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.

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