
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Brilliant Earth Group, Inc.
(Exact name of Registrant as specified in its charter)

Nevada
(State or other jurisdiction of
Incorporation or organization)

87-1015499
(I.R.S. Employer
Identification No.)

300 Grant Avenue, Third Floor
San Francisco, California 94108
(800) 691-0952
(Address of principal executive offices) (Zip code)

Brilliant Earth Group, Inc. 2021 Incentive Award Plan
(Full title of the plans)

Alex Grab, Esq.
General Counsel
Brilliant Earth Group, Inc.
300 Grant Avenue, Third Floor
San Francisco, California 94108
(800) 691-0952
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

With copies to:
Tad J. Freese
Jenna B. Cooper
Latham & Watkins LLP
1271 Avenue of the Americas
New York, New York 10022
Telephone: (212) 906-1200
Fax: (212) 751-4864

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 775,901 shares of Brilliant Earth Group, Inc.'s (the "Registrant") Class A common stock, par value \$0.0001 per share, that became available for issuance pursuant to the Company's 2021 Incentive Award Plan (the "2021 Plan") for which Registration Statements of the Company on Form S-8 (File Nos. [333-285801](#), [333-278351](#), [333-270725](#), [333-266807](#) and [333-259736](#)) are effective.

Pursuant to General Instructions E of Form S-8, the contents of the above referenced prior Registration Statements on Form S-8, including any amendments thereto, filed with the Securities and Exchange Commission (the "Commission"), relating to the 2021 Plan are incorporated herein by reference.

Item 8. Exhibits

Exhibit Number	Description
4.1	Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-40836) filed with the Commission on December 22, 2025)
4.2	Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-40836) filed with the Commission on December 22, 2025)
5.1*	Opinion of Greenberg Traurig, LLP
23.1*	Consent of BDO USA, P.C., Independent Registered Public Accounting Firm
23.2*	Consent of Greenberg Traurig, LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page)
99.1	Brilliant Earth Group, Inc. 2021 Incentive Award Plan (incorporated by reference to Exhibit 10.10 to the Registrant's Report on Form 10-K (File No. 001-40836), filed with the Commission on March 17, 2026)
107*	Filing Fees

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on March 17, 2026.

BRILLIANT EARTH GROUP, INC.

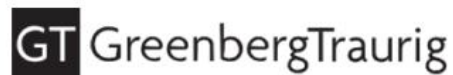
By: /s/ Jeffrey Kuo
Jeffrey Kuo
Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Beth Gerstein and Jeffrey Kuo, or each of them singly, with full power to act without the other, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement and any and all amendments, including post-effective amendments to this registration statement, and to file the same, with exhibits and schedules thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary or desirable to be done in connection therewith as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Beth Gerstein</u> Beth Gerstein	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 17, 2026
<u>/s/ Jeffrey Kuo</u> Jeffrey Kuo	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 17, 2026
<u>/s/ Eric Grossberg</u> Eric Grossberg	Executive Chairman	March 17, 2026
<u>/s/ Ian M. Bickley</u> Ian M. Bickley	Director	March 17, 2026
<u>/s/ Jennifer N. Harris</u> Jennifer N. Harris	Director	March 17, 2026
<u>/s/ Attica A. Jaques</u> Attica A. Jaques	Director	March 17, 2026
<u>/s/ Beth J. Kaplan</u> Beth J. Kaplan	Director	March 17, 2026
<u>/s/ Gavin M. Turner</u> Gavin M. Turner	Director	March 17, 2026



March 17, 2026

Brilliant Earth Group, Inc.
300 Grant Avenue, Third Floor
San Francisco, California 94108.

Re: Registration Statement on Form S-8 for shares issuable pursuant to the amended and restated 2021 Incentive Award Plan of Brilliant Earth Group, Inc.

Ladies and Gentlemen:

We have acted as special Nevada counsel to Brilliant Earth Group, Inc., a Nevada corporation (the "Company") in connection with the filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the issuance, offering and/or sale by the Company of up to 775,901 shares of the Class A common stock, par value \$0.0001 per share (the "Shares") of the Company, that have become reserved, in the aggregate, for issuance under the Company's 2021 Incentive Award Plan (the "Plan").

We have examined the Articles of Incorporation and the Bylaws of the Company, the Registration Statement, the Plan, and originals, or copies certified to our satisfaction, of records of the meetings of the directors and stockholders of the Company, and of such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

The opinions expressed above are limited to Chapters 75, 78 and 92A of the Nevada Revised Statutes, including the statutory provisions thereof as well as reported judicial decisions interpreting these laws. Our opinion is rendered only with respect to laws, and the rules, regulations and orders thereunder, which are currently in effect.

We assume that all appropriate actions will be taken, prior to the offer and sale of the Shares in accordance with the Plan, and to register and qualify the Shares for sale under all applicable state securities or "Blue Sky" laws.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

March 17, 2026

Page 2

Based on the foregoing, and assuming that the consideration, if any, required to be paid in connection with the issuance and sale of shares of Shares under the respective Plan is actually received by the Company as provided in such Plan, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/S/ GREENBERG TRAURIG, LLP

GREENBERG TRAURIG, LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 17, 2026, relating to the consolidated financial statements of Brilliant Earth Group, Inc. (the Company) appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ BDO USA, P.C.

Denver, Colorado
March 17, 2025