

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>MAINSAIL GP III, LLC</u>  (Last) (First) (Middle) <u>C/O MAINSAIL MANAGEMENT COMPANY, LLC</u> <u>500 WEST 5TH STREET, SUITE 1100</u>  (Street) <u>AUSTIN TX 78701</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/27/2023</u>		
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
	Rule 10b5-1(c) Transaction Indication  <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 B Common Stock	12/27/2023		c <sup>(1)(2)</sup>		24,221 <sup>(1)</sup>	D	(1)	31,918,184 <sup>(3)</sup>	I	See footnotes <sup>(3)(4)</sup>
Class A Common Stock	12/27/2023		c <sup>(1)</sup>		24,221 <sup>(1)</sup>	A	(1)	24,221	I	See footnote <sup>(4)</sup>
Class A Common Stock	12/27/2023		s <sup>(4)</sup>		24,221 <sup>(1)</sup>	D	\$3.5004 <sup>(5)</sup>	0	I	See footnote <sup>(4)</sup>
Class B Common Stock	12/28/2023		c <sup>(2)(6)</sup>		9,191 <sup>(6)</sup>	D	(6)	31,908,993 <sup>(7)</sup>	I	See footnotes <sup>(4)(7)</sup>
Class A Common Stock	12/28/2023		c <sup>(6)</sup>		9,191 <sup>(6)</sup>	A	(6)	9,191	I	See footnote <sup>(4)</sup>
Class A Common Stock	12/28/2023		s <sup>(4)</sup>		9,191 <sup>(6)</sup>	D	\$3.5211 <sup>(8)</sup>	0	I	See footnote <sup>(4)</sup>
Class B Common Stock	12/29/2023		c <sup>(2)(9)</sup>		8,222 <sup>(9)</sup>	D	(9)	31,900,771 <sup>(10)</sup>	I	See footnotes <sup>(4)(10)</sup>
Class A Common Stock	12/29/2023		c <sup>(9)</sup>		8,222 <sup>(9)</sup>	A	(9)	8,222	I	See footnote <sup>(4)</sup>
Class A Common Stock	12/29/2023		s <sup>(4)</sup>		8,222 <sup>(9)</sup>	D	\$3.4618 <sup>(11)</sup>	0	I	See footnote <sup>(4)</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
LLC Units	(2)	12/27/2023		c <sup>(1)(2)</sup>		24,221 <sup>(1)</sup>		(2)	(2)	Class A Common Stock	24,221	(2)	31,918,184 <sup>(3)</sup>	I	See footnotes <sup>(3)(4)</sup>
LLC Units	(2)	12/28/2023		c <sup>(2)(6)</sup>		9,191 <sup>(6)</sup>		(2)	(2)	Class A Common Stock	9,191	(2)	31,908,993 <sup>(7)</sup>	I	See footnotes <sup>(4)(7)</sup>
LLC Units	(2)	12/29/2023		c <sup>(2)(9)</sup>		8,222 <sup>(9)</sup>		(2)	(2)	Class A Common Stock	8,222	(2)	31,900,771 <sup>(10)</sup>	I	See footnotes <sup>(4)(10)</sup>

1. Name and Address of Reporting Person* <u>MAINSAIL GP III, LLC</u>  (Last) (First) (Middle) <u>C/O MAINSAIL MANAGEMENT COMPANY, LLC</u> <u>500 WEST 5TH STREET, SUITE 1100</u>  (Street)
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AUSTIN	TX	78701
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Mainsail Partners III, L.P.</a>		
(Last)	(First)	(Middle)
C/O MAINSAIL MANAGEMENT COMPANY, LLC		
500 WEST 5TH STREET, SUITE 1100		
(Street)		
AUSTIN	TX	78701
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Mainsail Co-Investors III, L.P.</a>		
(Last)	(First)	(Middle)
C/O MAINSAIL MANAGEMENT COMPANY, LLC		
500 WEST 5TH STREET, SUITE 1100		
(Street)		
AUSTIN	TX	78701
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">MAINSAIL INCENTIVE PROGRAM, LLC</a>		
(Last)	(First)	(Middle)
C/O MAINSAIL MANAGEMENT COMPANY, LLC		
500 WEST 5TH STREET, SUITE 1100		
(Street)		
AUSTIN	TX	78701
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">MAINSAIL MANAGEMENT COMPANY, LLC</a>		
(Last)	(First)	(Middle)
C/O MAINSAIL MANAGEMENT COMPANY, LLC		
500 WEST 5TH STREET, SUITE 1100		
(Street)		
AUSTIN	TX	78701
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Represents common units of Brilliant Earth, LLC (the "LLC Units") and shares of Class B common stock exchanged for shares of Class A common stock including (i) 23,651 LLC Units and shares of Class B common stock exchanged by Mainsail Partners III, L.P. ("MP III"), (ii) 47 LLC Units and shares of Class B common stock exchanged by Mainsail Incentive Program, LLC ("MIP"), and (iii) 523 LLC Units and shares of Class B common stock exchanged by Mainsail Co-Investors III, L.P. ("MCOI").
2. LLC Units (together with one share of Class B common stock for every LLC Unit) are exchangeable for one share of the Issuer's Class A common stock. The reported LLC Units, which were acquired by the reporting persons prior to the Issuer's initial public offering, do not expire.
3. Consists of (i) 31,167,169 shares of Class B common stock (and associated LLC Units) held by MP III, (ii) 61,959 shares of Class B common stock (and associated LLC Units) held by MIP, and (iii) 689,056 shares of Class B common stock (and associated LLC Units) held by MCOI.
4. Mainsail GP III, LLC ("GP III") is the general partner of MP III. MCOI is a co-investment vehicle that invests alongside MP III. GP III is the general partner of MCOI. A three member investment committee of GP III 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. Mainsail Management Company, LLC ("MMC") is the managing member of MIP, and Gavin Turner is the sole Manager of MMC. Mr. Turner has separately reported the transactions and reported securities reflected in this statement. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interests therein.
5. This sale of shares of Class A common stock was executed pursuant to a Rule 10b5-1 plan that was entered into by the reporting persons during an open trading window. This transaction was executed in multiple trades at prices ranging from \$3.43 to \$3.60, inclusive. The reported price reflects the weighted average sale price. The reporting persons hereby undertake to provide upon request to the United States Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was affected.
6. Represents the LLC Units and shares of Class B common stock exchanged for shares of Class A common stock including (i) 8,975 LLC Units and shares of Class B common stock exchanged by MP III, (ii) 18 LLC Units and shares of Class B common stock exchanged by MIP, and (iii) 198 LLC Units and shares of Class B common stock exchanged by MCOI.
7. Consists of (i) 31,158,194 shares of Class B common stock (and associated LLC Units) held by MP III, (ii) 61,941 shares of Class B common stock (and associated LLC Units) held by MIP, and (iii) 688,858 shares of Class B common stock (and associated LLC Units) held by MCOI.
8. This sale of shares of Class A common stock was executed pursuant to a Rule 10b5-1 plan that was entered into by the reporting persons during an open trading window. This transaction was executed in multiple trades at prices ranging from \$3.43 to \$3.62, inclusive. The reported price reflects the weighted average sale price. The reporting persons hereby undertake to provide upon request to the United States Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was affected.
9. Represents the LLC Units and shares of Class B common stock exchanged for shares of Class A common stock including (i) 8,029 LLC Units and shares of Class B common stock exchanged by MP III, (ii) 16 LLC Units and shares of Class B common stock exchanged by MIP, and (iii) 177 LLC Units and shares of Class B common stock exchanged by MCOI.
10. Consists of (i) 31,150,165 shares of Class B common stock (and associated LLC Units) held by MP III, (ii) 61,925 shares of Class B common stock (and associated LLC Units) held by MIP, and (iii) 688,681 shares of Class B common stock (and associated LLC Units) held by MCOI.
11. This sale of shares of Class A common stock was executed pursuant to a Rule 10b5-1 plan that was entered into by the reporting persons during an open trading window. This transaction was executed in multiple trades at prices ranging from \$3.44 to \$3.50, inclusive. The reported price reflects the weighted average sale price. The reporting persons hereby undertake to provide upon request to the United States Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was affected.

/s/ Gavin Turner, Mainsail GP III, LLC

12/29/2023

<u>/s/ Gavin Turner, Mainsail Partners III, L.P.</u>	<u>12/29/2023</u>
<u>/s/ Gavin Turner, Mainsail Co-Investors III, L.P.</u>	<u>12/29/2023</u>
<u>/s/ Gavin Turner, Mainsail Incentive Program, LLC</u>	<u>12/29/2023</u>
<u>/s/ Gavin Turner, Mainsail Management Company, LLC</u>	<u>12/29/2023</u>
** 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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