

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>MAINSAIL GP III, LLC</u>  (Last) (First) (Middle) C/O MAINSAIL MANAGEMENT COMPANY, LLC 500 WEST 5TH STREET, SUITE 1100  (Street) AUSTIN TX 78701  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/23/2021	3. Issuer Name and Ticker or Trading Symbol <u>Brilliant Earth Group, Inc. [ ?BRLT? ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class B Common Stock	32,435,595 <sup>(1)</sup>	I	See footnote <sup>(2)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
LLC Units	(1)	(1)	Class A Common Stock	32,435,595 <sup>(1)</sup>	(1)	I	See footnote <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
MAINSAIL GP III, LLC  
  
 (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\*  
Mainsail Partners III, L.P.  
  
 (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\*

[MAINSAIL INCENTIVE PROGRAM, LLC](#)

(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\*

[Mainsail Co-Investors III, L.P.](#)

(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\*

[MAINSAIL MANAGEMENT COMPANY, LLC](#)

(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. Consists of (i) 31,672,405 shares Class B common stock (and associated common units in Brilliant Earth LLC ("LLC Units")) held by Mainsail Partners III, L.P. ("MP III"), (ii) 62,963 shares of Class B common stock (and associate LLC Units) held by Mainsail Incentive Program, LLC ("MIP"), and (iii) 700,227 shares of Class B common stock (and associated LLC Units) held by Mainsail Co-Investors III, L.P. ("MCOI"). Shares of Class B common stock of the Issuer confer no economic rights on the holders thereof. Holders of shares of Class B common stock will be entitled to one vote per share on all matters to be voted on by holders of the Issuer's shares of Class A common stock. Upon exchange of LLC Units that are held by the reporting persons and reported in Table II hereof, an equal number of shares of Class B common stock will be delivered to the Issuer and cancelled for no consideration. LLC Units do not expire.

2. 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 sole Manager of MMC. Mr. Turner has separately reported the securities held by each of the foregoing on his Form 3 filed in his capacity as a director of the Issuer. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interests therein.

**Remarks:**

[/s/ Gavin Turner, Mainsail GP III, LLC](#) [09/23/2021](#)

[/s/ Gavin Turner, Mainsail Partners III, L.P.](#) [09/23/2021](#)

[/s/Gavin Turner, Mainsail Co-Investors III, L.P.](#) [09/23/2021](#)

[/s/ Gavin Turner, Mainsail Incentive Program, LLC](#) [09/23/2021](#)

/s/ Gavin Turner, Mainsail Management Company, LLC

\*\* 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 5 (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.**