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

## SCHEDULE 13G Under the Securities Exchange Act of 1934

(AMENDMENT NO. 2)

BRILLIANT EARTH GROUP, INC.
(Name of Issuer)
CLASS A COMMON STOCK, PAR VALUE \$0.0001 PER SHARE
(Title of Class of Securities)
(This of Glass of Securities)
109504100
(CUSIP Number)
DECEMBER 31, 2022
(Date of event which requires filing of this statement)

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

o Rule 13d-1(b)

☑ Rule 13d-1(c)

o Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

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	NAMES OF REP	ORTING F	PERSONS					
1								
	Integrated Core St							
2		PROPRIA	TE BOX IF A MEMBER OF A GROUP					
	(a) o							
3	(b) o SEC USE ONLY							
3		R PLACE	OF ORGANIZATION					
4	CITIZEI (OIIII O	K I LITCL	OF OROTHUMION					
	Delaware							
			SOLE VOTING POWER					
		5						
	V 1 (DED CE		-0-					
l N	UMBER OF SHARES		SHARED VOTING POWER					
BF	NEFICIALLY	6						
l	WNED BY		-0-					
	EACH	7	SOLE DISPOSITIVE POWER					
ı	EPORTING	l ′	-0-					
PERSON WITH			SHARED DISPOSITIVE POWER					
		8						
			-0-					
	AGGREGATE A	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON					
9								
	-0-	-0-						
	CHECK BOX IF	THE AGG	REGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
10								
	-	0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11	PERCENT OF CI	LASS KEP	RESENTED BY AMOUNT IN ROW (9)					
	0.0%							
	TYPE OF REPOR	TING PER	RSON					
12								
	00							

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1	NAMES OF REPORTING PERSONS  Integrated Assets III LLC							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0 (b) 0							
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION							
		5	SOLE VOTING POWER -0-					
BE:	UMBER OF SHARES NEFICIALLY OWNED BY		SHARED VOTING POWER 1,894					
R	EACH EPORTING RSON WITH	7	SOLE DISPOSITIVE POWER -0-					
FERSON WITH		8	SHARED DISPOSITIVE POWER 1,894					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,894							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  o							
11	0.0%		RESENTED BY AMOUNT IN ROW (9)					
12	TYPE OF REPOR	TING PEF	RSON					

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1	NAMES OF REPORTING P	PERSON	S					
	ICS Opportunities, Ltd.							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0 (b) 0							
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands							
			SOLE VOTING POWER					
		5	-0-					
	NUMBER OF		SHARED VOTING POWER					
	SHARES BENEFICIALLY	6	19					
OWNED BY EACH REPORTING PERSON WITH	EACH REPORTING	7	SOLE DISPOSITIVE POWER -0-					
	TERSON WITH	8	SHARED DISPOSITIVE POWER 19					
	AGGREGATE AMOUNT B	ENEFIC	IALLY OWNED BY EACH REPORTING PERSON					
9	19	EI IEI IC	ELLI OWNES STEROM LEI ONTWOTERSON					
10	CHECK BOX IF THE AGG	REGATI	E AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
	0	0						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	0.0%							
	TYPE OF REPORTING PER	RSON						
12	CO							

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1	NAMES OF REPORTING PERSONS  ICS Opportunities II LLC						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0 (b) 0						
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands						
	NUMBER OF	5	SOLE VOTING POWER -0-				
	NUMBER OF SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER  96				
	EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER -0-				
FERSON WITH		8	SHARED DISPOSITIVE POWER  96				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  96						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  o						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.0%						
12	TYPE OF REPORTING PER	RSON					

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1	NAMES OF REPORTING PERSONS  Integrated Assets, Ltd.							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) 0  (b) 0							
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands							
	NITMBED OF	5	SOLE VOTING POWER -0-					
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER -0-					
		7	SOLE DISPOSITIVE POWER -0-					
F.D.		8	SHARED DISPOSITIVE POWER -0-					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.0%							
12	TYPE OF REPORTING PEF CO	RSON						

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1	NAMES OF REPORTING PERSONS  Integrated Assets II LLC							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o							
3	SEC USE ONLY							
4	CITIZENSHIP O	R PLACE	OF ORGANIZATION					
N	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER -0-					
BE			SHARED VOTING POWER 38,561					
R			SOLE DISPOSITIVE POWER -0-					
1 ENGON WITH		8	SHARED DISPOSITIVE POWER 38,561					
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 38,561			ENEFICIALLY OWNED BY EACH REPORTING PERSON					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES							
11	PERCENT OF CI 0.4%	LASS REP	RESENTED BY AMOUNT IN ROW (9)					
12	TYPE OF REPOR	TING PEF	SON					

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1	NAMES OF REPORTING	PERSON	S					
1	Millennium International M	lanageme	nt LP					
_	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
2	(a) o (b) o							
3	SEC USE ONLY							
	CITIZENSHIP OR PLACE	OF ORC	ANIZATION					
4	Delaware							
		1	SOLE VOTING POWER					
		5						
	NUMBER OF		-0-					
	SHARES	6	SHARED VOTING POWER					
	BENEFICIALLY	"	38,676					
	OWNED BY EACH	7	SOLE DISPOSITIVE POWER					
	REPORTING		-0-					
	PERSON WITH	<u> </u>	SHARED DISPOSITIVE POWER					
		8	SIERRED DISTOSTIVE TOWER					
			38,676					
	AGGREGATE AMOUNT F	3ENEFIC	CIALLY OWNED BY EACH REPORTING PERSON					
9								
	38,676	SDEC AT	E AMOUNT IN DOM (0) EVOLUDES CERTAIN SHARES					
10	CHECK BOX IF THE AGC	JKEGAI.	E AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
10	0							
	PERCENT OF CLASS REI	PRESENT	TED BY AMOUNT IN ROW (9)					
11	0.4%							
	TYPE OF REPORTING PE	PSON						
12	TITE OF REPORTING FE	KJOIV						
	PN							

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1	NAMES OF REPORTING PERSONS  Millennium Management LLC							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0 (b) 0							
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE Delaware	OF ORG	ANIZATION					
	NUMBER OF	5	SOLE VOTING POWER -0-					
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 40,570					
		7	SOLE DISPOSITIVE POWER -0-					
		8	SHARED DISPOSITIVE POWER 40,570					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,570							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES							
11	0.4%		ED BY AMOUNT IN ROW (9)					
12	TYPE OF REPORTING PER	RSON						

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1	NAMES OF REPORTING PERSONS  Millennium Group Management LLC							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0 (b) 0							
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE Delaware	OF ORG	ANIZATION					
	NUMBER OF	5	SOLE VOTING POWER -0-					
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 40,570					
		7	SOLE DISPOSITIVE POWER -0-					
		8	SHARED DISPOSITIVE POWER 40,570					
9	40,570		IALLY OWNED BY EACH REPORTING PERSON					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES							
11	PERCENT OF CLASS REP 0.4%	RESENT	TED BY AMOUNT IN ROW (9)					
12	TYPE OF REPORTING PER	RSON						

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1	NAMES OF REPORTING P	ERSON	S					
•	Israel A. Englander							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
2	(a) o (b) o							
3	SEC USE ONLY							
J	CITIZENSHIP OR PLACE OF ORGANIZATION							
4								
	United States							
			SOLE VOTING POWER					
		5	-0-					
	NUMBER OF		SHARED VOTING POWER					
	SHARES BENEFICIALLY	6	10.550					
	OWNED BY	<del></del>	40,570 SOLE DISPOSITIVE POWER					
	EACH	7	SOLE DISPOSITIVE POWER					
	REPORTING PERSON WITH		-0-					
	TEROSIV WITH		SHARED DISPOSITIVE POWER					
		8	40,570					
	AGGREGATE AMOUNT B	ENEFIC	IALLY OWNED BY EACH REPORTING PERSON					
9								
	40,570	EDECATE AMOUNT IN DOW (A) EVEL LIDES CEDITAIN SWAD TO						
10	CHECK BUX IF THE AGG.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
	0							
	PERCENT OF CLASS REP	RESENT	TED BY AMOUNT IN ROW (9)					
11	0.4%							
	TYPE OF REPORTING PER	RSON						
12								
	IN							

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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, California 94108

## <u>Item 2.</u> (a) <u>Name of Person Filing</u>:

- (b) Address of Principal Business Office:
- (c) Citizenship:

Integrated Core Strategies (US) LLC c/o Millennium Management LLC 399 Park Avenue New York, New York 10022 Citizenship: Delaware

Integrated Assets III LLC c/o Millennium Management LLC 399 Park Avenue New York, New York 10022 Citizenship: Delaware

ICS Opportunities, Ltd. c/o Millennium International Management LP 399 Park Avenue New York, New York 10022 Citizenship: Cayman Islands

ICS Opportunities II LLC c/o Millennium International Management LP 399 Park Avenue New York, New York 10022 Citizenship: Cayman Islands

Integrated Assets, Ltd. c/o Millennium International Management LP 399 Park Avenue New York, New York 10022 Citizenship: Cayman Islands

Integrated Assets II LLC c/o Millennium International Management LP 399 Park Avenue New York, New York 10022 Citizenship: Cayman Islands

Millennium International Management LP 399 Park Avenue New York, New York 10022 Citizenship: Delaware

Millennium Management LLC 399 Park Avenue New York, New York 10022 Citizenship: Delaware

Millennium Group Management LLC 399 Park Avenue New York, New York 10022 Citizenship: Delaware

Israel A. Englander c/o Millennium Management LLC 399 Park Avenue New York, New York 10022 Citizenship: United States Class A common stock, par value \$0.0001 per share ("Class A Common Stock")

(e) CUSIP Number:

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## Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) o An investment adviser in accordance with  $\S 240.13d-1(b)(1)(ii)(E)$ ;
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

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- (g) o A parent holding company or control person in accordance with  $\S 240.13d-1(b)(1)(ii)(G)$ ;
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o 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) o Group, in accordance with  $\S240.13d-1(b)(1)(ii)(J)$ .

## Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

## (a) Amount Beneficially Owned

See response to Item 9 on each cover page.

## (b) Percent of Class:

See response to Item 11 on each cover page.

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

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

See response to Item 5 on each cover page.

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

See response to Item 6 on each cover page.

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

See response to Item 7 on each cover page.

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

See response to Item 8 on each cover page.

The securities disclosed herein as potentially beneficially owned by Millennium Management LLC, Millennium Group Management LLC and Mr. Englander are held by entities subject to voting control and investment discretion by Millennium Management LLC and/or other investment managers that may be controlled by Millennium Group Management LLC (the managing member of Millennium Management LLC) and Mr. Englander (the sole voting trustee of the managing member of Millennium Group Management LLC). The foregoing should not be construed in and of itself as an admission by Millennium Management LLC, Millennium Group Management LLC or Mr. Englander as to beneficial ownership of the securities held by such entities.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following b.

## Item 6. Ownership of More than Five 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.

Not applicable.

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

See Exhibit I.

## Item 9. Notice of Dissolution of Group

Not applicable.

## Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Exhibits:

Exhibit I: Joint Filing Agreement, dated as of February 13, 2023, by and among Integrated Core Strategies (US) LLC, Integrated Assets III LLC, ICS Opportunities, Ltd., ICS Opportunities II LLC, Integrated Assets, Ltd., Integrated Assets II LLC, Millennium International Management LP, Millennium Management LLC, Millennium Group Management LLC and Israel A. Englander.

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#### **SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 13, 2023

## INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP, its Managing Member

By: Millennium Management LLC, its General Partner

By: /s/Gil Raviv

Title: Global General Counsel

## INTEGRATED ASSETS III LLC

By: Integrated Holding Group LP, its Managing Member

By: Millennium Management LLC, its General Partner

By: /s/ Gil Raviv Name: Gil Raviv

Title: Global General Counsel

## ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP, its Investment Manager

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

#### ICS OPPORTUNITIES II LLC

By: Millennium International Management LP, its Investment Manager

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

#### INTEGRATED ASSETS, LTD.

By: Millennium International Management LP, its Investment Manager

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## INTEGRATED ASSETS II LLC

By: Millennium International Management LP, its Investment Manager

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## MILLENNIUM MANAGEMENT LLC

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## MILLENNIUM GROUP MANAGEMENT LLC

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

# /s/ Israel A. Englander

Israel A. Englander

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#### **EXHIBIT I**

#### JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Class A Common Stock, par value \$0.0001 per share, of Brilliant Earth Group, Inc. will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: February 13, 2023

## INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP, its Managing Member

By: Millennium Management LLC, its General Partner

By: /s/ Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

#### INTEGRATED ASSETS III LLC

By: Integrated Holding Group LP, its Managing Member

By: Millennium Management LLC, its General Partner

By: /s/ Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP, its Investment Manager

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

#### ICS OPPORTUNITIES II LLC

By: Millennium International Management LP, its Investment Manager

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## INTEGRATED ASSETS, LTD.

By: Millennium International Management LP, its Investment Manager

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## INTEGRATED ASSETS II LLC

By: Millennium International Management LP, its Investment Manager

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## MILLENNIUM MANAGEMENT LLC

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## MILLENNIUM GROUP MANAGEMENT LLC

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

# /s/ Israel A. Englander

Israel A. Englander