

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>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">Chief Financial Officer</p>
	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2022	
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	02/22/2022		C		56,255	A	\$0	143,974	D	
Class A Common Stock	02/22/2022		S ⁽¹⁾		38,257	D	\$9.96 ⁽²⁾	105,717	D	
Class A Common Stock	02/22/2022		S ⁽¹⁾		17,998	D	\$10.785 ⁽³⁾	87,719	D	
Class B Common Stock	02/22/2022		J ⁽⁴⁾		56,255	D	\$0	641,317	D	
Class A Common Stock	02/22/2022		C		11,364	A	\$0	11,364	I	Held by the Alpha Echo Family Protection Trust
Class A Common Stock	02/22/2022		S ⁽¹⁾		7,728	D	\$9.96 ⁽²⁾	3,636	I	Held by the Alpha Echo Family Protection Trust
Class A Common Stock	02/22/2022		S ⁽¹⁾		3,636	D	\$10.785 ⁽³⁾	0	I	Held by the Alpha Echo Family Protection Trust
Class B Common Stock	02/22/2022		J ⁽⁴⁾		11,364	D	\$0	124,539	I	Held by the Alpha Echo Family Protection Trust
Class A Common Stock	02/22/2022		C		11,364	A	\$0	11,364	I	Held by the Beta Echo Family Protection Trust
Class A Common Stock	02/22/2022		S ⁽¹⁾		7,728	D	\$9.96 ⁽²⁾	3,636	I	Held by the Beta Echo Family Protection Trust

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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	02/22/2022		s ⁽¹⁾		3,636	D	\$10.785 ⁽³⁾	0	I	Held by the Beta Echo Family Protection Trust
Class B Common Stock	02/22/2022		j ⁽⁴⁾		11,364	D	\$0	124,539	I	Held by the Beta Echo Family Protection Trust
Class A Common Stock	02/23/2022		c		18,545	A	\$0	106,264	D	
Class A Common Stock	02/23/2022		s ⁽¹⁾		18,545	D	\$9.74 ⁽⁵⁾	87,719	D	
Class B Common Stock	02/23/2022		j ⁽⁴⁾		18,545	D	\$0	622,772	D	
Class A Common Stock	02/23/2022		c		3,746	A	\$0	3,746	I	Held by the Alpha Echo Family Protection Trust
Class A Common Stock	02/23/2022		s ⁽¹⁾		3,746	D	\$9.74 ⁽⁵⁾	0	I	Held by the Alpha Echo Family Protection Trust
Class B Common Stock	02/23/2022		j ⁽⁴⁾		3,746	D	\$0	120,793	I	Held by the Alpha Echo Family Protection Trust
Class A Common Stock	02/23/2022		c		3,746	A	\$0	3,746	I	Held by the Beta Echo Family Protection Trust
Class A Common Stock	02/23/2022		s ⁽¹⁾		3,746	D	\$9.74 ⁽⁵⁾	0	I	Held by the Beta Echo Family Protection Trust
Class B Common Stock	02/23/2022		j ⁽⁴⁾		3,746	D	\$0	120,793	I	Held by the Beta Echo Family Protection Trust
Class A Common Stock	02/24/2022		c		24,200	A	\$0	111,919	D	
Class A Common Stock	02/24/2022		s ⁽¹⁾		24,200	D	\$8.9 ⁽⁶⁾	87,719	D	
Class B Common Stock	02/24/2022		j ⁽⁴⁾		24,200	D	\$0	598,572	D	
Class A Common Stock	02/24/2022		c		4,890	A	\$0	4,890	I	Held by the Alpha 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	02/24/2022		s ⁽¹⁾		4,890	D	\$8.9 ⁽⁶⁾	0	I	Held by the Alpha Echo Family Protection Trust
Class B Common Stock	02/24/2022		j ⁽⁴⁾		4,890	D	\$0	115,903	I	Held by the Alpha Echo Family Protection Trust
Class A Common Stock	02/24/2022		c		4,890	A	\$0	4,890	I	Held by the Beta Echo Family Protection Trust
Class A Common Stock	02/24/2022		s ⁽¹⁾		4,890	D	\$8.9 ⁽⁶⁾	0	I	Held by the Beta Echo Family Protection Trust
Class B Common Stock	02/24/2022		j ⁽⁴⁾		4,890	D	\$0	115,903	I	Held by the Beta Echo Family Protection Trust

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	Amount or Number of Shares				
Common Units	\$0.0	02/22/2022		C			56,255	(7)	(7)	Class A Common Stock	56,255	\$0	641,317	D	
Common Units	\$0.0	02/22/2022		C			11,364	(7)	(7)	Class A Common Stock	11,364	\$0	124,539	I	Held by the Alpha Echo Family Protection Trust
Common Units	\$0.0	02/22/2022		C			11,364	(7)	(7)	Class A Common Stock	11,364	\$0	124,539	I	Held by the Beta Echo Family Protection Trust
Common Units	\$0.0	02/23/2022		C			18,545	(7)	(7)	Class A Common Stock	18,545	\$0	622,772	D	
Common Units	\$0.0	02/23/2022		C			3,746	(7)	(7)	Class A Common Stock	3,746	\$0	120,793	I	Held by the Alpha Echo Family Protection Trust
Common Units	\$0.0	02/23/2022		C			3,746	(7)	(7)	Class A Common Stock	3,746	\$0	120,793	I	Held by the Beta Echo Family Protection Trust
Common Units	\$0.0	02/24/2022		C			24,200	(7)	(7)	Class A Common Stock	24,200	\$0	598,572	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	\$0.0	02/24/2022		C			4,890	(7)	(7)	Class A Common Stock	4,890	\$0	115,903	I	Held by the Alpha Echo Family Protection Trust
Common Units	\$0.0	02/24/2022		C			4,890	(7)	(7)	Class A Common Stock	4,890	\$0	115,903	I	Held by the Beta Echo Family Protection Trust

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 \$9.45 to \$10.44. 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 \$10.46 to \$11.27. 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 \$9.39 to \$10.21. 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 \$8.66 to \$9.15. 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.

Remarks:

/s/ Jeffrey Kuo

02/24/2022

** 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.

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.