SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

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)

2. Issuer Name **and** Ticker or Trading Symbol
Brilliant Earth Group, Inc. [BRLT]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director
☑ 10% Owner
Officer (give title below)
Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
Form filed by One Reporting Person
☑ Form filed by More than One Reporting Person

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	08/24/2026		J[1]		16,014[1]	A	[1]	31,848,071[2]	I	See footnotes[2][3]

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				
LLC Units	[4]	08/24/2026		J[1]		16,014[1]		[4]	[4]	Class A Common Stock	16,014[1]	[1]	31,848,071[2]	I	See footnotes[2][3]

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 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 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 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. The reported transaction, which involves a purchase of a limited partner's interest in Mainsail Co-Investors III, L.P. ("MCOI"), may represent a change in the Reporting Persons' pecuniary interest in common units of Brilliant Earth, LLC (the "LLC Units") and shares of Class B common stock held by MCOI. For purposes of Section 16(b), such deemed purchase, for an aggregate consideration of $18,096, could be matchable against the sales reported on August 10, 2026, as reported on the Form 4 filed by the Reporting Persons on August 12, 2026. Accordingly, the Reporting Persons have fully disgorged to the Issuer, the Section 16(b) deemed profit of $2,033.

2. Consists of (i) 31,098,704 shares of Class B common stock (and associated LLC Units) held by Mainsail Partners III, L.P. ("MP III"), (ii) 61,823 shares of Class B common stock (and associated LLC Units) held by Mainsail Incentive Program, LLC ("MIP"), and (iii) 687,544 shares of Class B common stock (and associated LLC Units) held by MCOI.

3. 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.

4. 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.

/s/ Gavin Turner, Mainsail GP III, LLC	08/26/2026
/s/ Gavin Turner, Mainsail Partners III, L.P.	08/26/2026
/s/ Gavin Turner, Mainsail Co-Investors III, L.P.	08/26/2026
/s/ Gavin Turner, Mainsail Incentive Program, LLC	08/26/2026
/s/ Gavin Turner, Mainsail Management Company, LLC	08/26/2026
** 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.