

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

---

**SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No.)\***

---

**Brilliant Earth Group, Inc.**

(Name of Issuer)

**Class A Common Stock  
(Title of Class of Securities)**

109504100  
(CUSIP Number)

**December 31, 2021  
(Date of Event Which Requires Filing of this Statement)**

---

Check the Appropriate Box to Designate the Rule Pursuant to Which this Schedule Is Filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- 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 disclosures provided in a prior cover page.

The information required on 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*).

---

---

1.	Names of Reporting Persons <b>Mainsail GP III, LLC</b>	
2.	Check The Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power <b>0</b>
	6.	Shared Voting Power <b>31,903,720</b>
	7.	Sole Dispositive Power <b>0</b>
	8.	Shared Dispositive Power <b>31,903,720</b>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>31,903,720(1)</b>	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented By Amount in Row (9) <b>76.8%(2)</b>	
12.	Type of Reporting Person (See Instructions) <b>OO</b>	

- (1) Represents 31,903,720 shares of Class A Common Stock issuable upon the exchange of an equal number of limited liability company units of Brilliant Earth LLC (“Units”). Upon exchange of Units for Class A Common Stock, an equal number of shares of the Issuer’s Class B common stock (“Class B Common Stock”) will be delivered to the Issuer and cancelled for no consideration.
- (2) Calculated based on (i) 9,583,332 shares of Class A Common Stock outstanding as of September 30, 2021 as reported on the Issuer’s Form 10-Q, filed on November 12, 2021 and (ii) 31,965,771 shares of Class A Common Stock issuable in respect of the shares of Class B Common Stock and Units.

1.	Names of Reporting Persons <b>Mainsail Partners III, L.P.</b>	
2.	Check The Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power <b>0</b>
	6.	Shared Voting Power <b>31,213,636</b>
	7.	Sole Dispositive Power <b>0</b>
	8.	Shared Dispositive Power <b>31,213,636</b>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>31,216,636(1)</b>	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented By Amount in Row (9) <b>75.1%(2)</b>	
12.	Type of Reporting Person (See Instructions) <b>PN</b>	

(1) Represents 31,213,636 shares of Class A Common Stock issuable upon exchange of an equal number of Units.

(2) Calculated based on (i) 9,583,332 shares of Class A Common Stock outstanding as of September 30, 2021 as reported on the Issuer's Form 10-Q, filed on November 12, 2021 and (ii) 31,965,771 shares of Class A Common Stock issuable upon exchange of an equal number of Units.

1.	Names of Reporting Persons <b>Mainsail Co-Investors III, L.P.</b>	
2.	Check The Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power <b>0</b>
	6.	Shared Voting Power <b>690,084</b>
	7.	Sole Dispositive Power <b>0</b>
	8.	Shared Dispositive Power <b>690,084</b>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>690,084(1)</b>	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented By Amount in Row (9) <b>1.7%(2)</b>	
12.	Type of Reporting Person (See Instructions) <b>PN</b>	

(1) Represents 690,084 shares of Class A Common Stock issuable upon exchange of an equal number of Units.

(2) Calculated based on (i) 9,583,332 shares of Class A Common Stock outstanding as of September 30, 2021 as reported on the Issuer's Form 10-Q, filed on November 12, 2021 and (ii) 31,965,771 shares of Class A Common Stock issuable upon exchange of an equal number of Units.

1.	Names of Reporting Persons <b>MAINSAIL INCENTIVE PROGRAM, LLC</b>	
2.	Check The Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power <b>0</b>
	6.	Shared Voting Power <b>62,051</b>
	7.	Sole Dispositive Power <b>0</b>
	8.	Shared Dispositive Power <b>62,051</b>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>62,051(1)</b>	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented By Amount in Row (9) <b>0.1%(2)</b>	
12.	Type of Reporting Person (See Instructions) <b>OO</b>	

(1) Represents 62,051 shares of Class A Common Stock issuable upon exchange of an equal number of Units.

(2) Calculated based on (i) 9,583,332 shares of Class A Common Stock outstanding as of September 30, 2021 as reported on the Issuer's Form 10-Q, filed on November 12, 2021 and (ii) 31,965,771 shares of Class A Common Stock issuable upon exchange of an equal number of Units.

1.	Names of Reporting Persons <b>MAINSAIL MANAGEMENT COMPANY, LLC</b>	
2.	Check The Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power <b>0</b>
	6.	Shared Voting Power <b>62,051</b>
	7.	Sole Dispositive Power <b>0</b>
	8.	Shared Dispositive Power <b>62,051</b>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>62,051(1)</b>	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented By Amount in Row (9) <b>0.1%(2)</b>	
12.	Type of Reporting Person (See Instructions) <b>OO</b>	

(1) Represents 62,051 shares of Class A Common Stock issuable upon exchange of an equal number of Units.

(2) Calculated based on (i) 9,583,332 shares of Class A Common Stock outstanding as of September 30, 2021 as reported on the Issuer's Form 10-Q, filed on November 12, 2021 and (ii) 31,965,771 shares of Class A Common Stock issuable upon exchange of an equal number of Units.

1.	Names of Reporting Persons <b>Gavin Turner</b>	
2.	Check The Appropriate Box if a Member of a Group (See Instructions)  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization <b>United States of America</b>	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power <b>0</b>
	6.	Shared Voting Power <b>31,965,771</b>
	7.	Sole Dispositive Power <b>0</b>
	8.	Shared Dispositive Power <b>31,965,771</b>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>31,965,771(1)</b>	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented By Amount in Row (9) <b>76.9%(2)</b>	
12.	Type of Reporting Person (See Instructions) <b>IN</b>	

(1) Represents 31,965,771 shares of Class A Common Stock issuable upon exchange of an equal number of Units.

(2) Calculated based on (i) 9,583,332 shares of Class A Common Stock outstanding as of September 30, 2021 as reported on the Issuer's Form 10-Q, filed on November 12, 2021 and (ii) 31,965,771 shares of Class A Common Stock upon exchange of an equal number of Units.

**Item 1(a). Name of Issuer**

Brilliant Earth Group, Inc.

**Item 1(b). Address of the Issuer's Principal Executive Offices**

300 Grant Avenue, Third Floor  
San Francisco, CA 94108

**Item 2(a). Names of Persons Filing**

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

- (i) Mainsail GP III, LLC ("GP III")
- (ii) Mainsail Partners III, L.P. ("MP III")
- (iii) Mainsail Co-Investors III, L.P. ("MCOI")
- (iv) Mainsail Incentive Program, LLC ("MIP")
- (v) Mainsail Management Company, LLC ("MMC")
- (vi) Gavin Turner

**Item 2(b). Address of the Principal Business Office, or if none, Residence:**

500 West 5th Street, Suite 1100  
Austin, TX 78701

**Item 2(c). Citizenship**

See responses to Item 4 on each cover page.

**Item 2(d). Title of Class of Securities**

Class A common stock

**Item 2(e). CUSIP Number**

109504100

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

Not Applicable.

**Item 4. Ownership**

(a) **Amount beneficially owned:** See responses to Item 9 on each cover page.

(b) **Percent of Class:** See responses to Item 11 on each cover page.

(c) **Number of shares as to which the Reporting Person has:**

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

See responses to Item 5 on each cover page.



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

See responses to Item 6 on each cover page.

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

See responses to Item 7 on each cover page.

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

See responses to Item 8 on each cover page. 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. MMC is the managing member of MIP and Gavin Turner is sole Manager of MMC. This Statement shall not be construed as an admission that any of the Reporting Persons are, for purposes of Section 13(d) and 13(g), beneficial owners of the reported securities.

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

Not Applicable.

**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**

Not Applicable.

**Item 9. Notice of Dissolution of Group**

Not Applicable.

**Item 10. Certification**

Not Applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2022

**MAINSAIL GP III, LLC**

By:           /s/ Gavin Turner          

Name: Gavin Turner

Title: Managing Director

---

EXHIBIT LIST

Exhibit A      Joint Filing Agreement, dated as of February 11, 2022

EXHIBIT A

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. (this "Agreement"), is being filed, and all amendments thereto will be filed by Mainsail GP III, LLC as the designated filer on behalf of each of the persons and entities named below that is named as a reporting person in such filing 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 11, 2022

**MAINSAIL GP III, LLC**

By: /s/ Gavin Turner  
Name: Gavin Turner  
Title: Managing Director

**MAINSAIL PARTNERS III, L.P.**

By: Mainsail GP III, LLC, its general partner

By: /s/ Gavin Turner  
Name: Gavin Turner  
Title: Managing Director

**MAINSAIL CO-INVESTORS III, L.P.**

By: Mainsail GP III, LLC, its general partner

By: /s/ Gavin Turner  
Name: Gavin Turner  
Title: Managing Director

**MAINSAIL INCENTIVE PROGRAM, LLC**

By: Mainsail Management Company, LLC, its managing member

By: /s/ Gavin Turner  
Name: Gavin Turner  
Title: Managing Director

**MAINSAIL MANAGEMENT COMPANY, LLC**

By: /s/ Gavin Turner  
Name: Gavin Turner  
Title: Managing Director

By: /s/ Gavin Turner  
Name: Gavin Turner