

July 8, 2021

Alex K. Grab  
General Counsel  
Brilliant Earth Group, Inc.  
2600 Farrel Street, 10th Floor  
San Francisco, CA 94108

Re: Brilliant Earth

Group, Inc.

Confidential Draft

Registration Statement on Form S-1

Submitted June 11,

2021

CIK 0001866757

Dear Mr. Grab:

We have reviewed your draft registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to these comments and your amended draft registration statement or filed registration statement, we may have additional comments.

Confidential Draft Registration Statement on Form S-1 submitted June 11, 2021

General

1. Please disclose the total economic value of the payments under the Tax Receivable Agreement. Because it appears that you use Adjusted EBITDA as a significant metric for measuring your financial performance and because this measure does not account for a reduction in a deferred tax asset, please describe the impact the arrangement has on the business's total enterprise value and, consequently, the price of the securities you will be offering in the IPO. The discussion of the Tax Receivable Agreement and the redirection of cash flows to the pre-IPO owners should be given more prominence in your prospectus than is currently present. While the disclosure on pages 61-64 is descriptive, the TRA is a key financial arrangement that will materially impact your liquidity and should be

Alex K. Grab  
FirstName LastNameAlex  
Brilliant Earth Group, Inc. K. Grab  
Comapany  
July 8, 2021NameBrilliant Earth Group, Inc.  
July 8,2 2021 Page 2  
Page  
FirstName LastName

featured as a principal topic in the prospectus. Because the arrangement could be considered a windfall for the pre-IPO owners, your disclosure should adequately and prominently address the fact that the agreement confers significant

economic benefits to  
the TRA Participants and redirects cash flows to them at the expense  
of public  
shareholders.  
Dilution, page 87

2. Please disclose how the numbers and percentages in the table on page  
88 would change  
assuming the exercise of all outstanding options and warrants.  
Management's Discussion and Analysis of Financial Condition and Results of  
Operations  
Results of Operations, page 106

3. We note your disclosures regarding the factors to which you attribute  
the fluctuations in  
income statement line items. In addition to discussing the reasons for  
the change, as  
appropriate please revise your disclosures to also quantify the change  
resulting from each  
of the factors noted.

4. We note your discussion of gross profit on page 109 and your reference  
to improvements  
in that measure being offset by higher cost of sales in the reported  
periods. To the extent  
possible, please revise the discussion to quantify the impact of the  
factors that impacted  
your gross profit both positively and negatively during the reported  
periods, including the  
components of cost of sales you currently reference. Separately  
quantify and discuss each  
material factor, rather than netting them. Refer to FR-72.  
Sourcing and Supply Chain, page 130

5. Please clarify the nature of your arrangements with your suppliers and  
manufacturing  
partners, including how pricing is determined, given that your  
disclosure indicates you  
typically do not enter into long-term contracts.  
Brilliant Earth Group, Inc  
Report of Independent Registered Public Accounting Firm, page F-2

6. Please have your registered public accounting firm revise its report  
to indicate that the  
firm conducted its audits in accordance with the "standards of the  
Public Company  
Accounting Oversight Board (United States)." The reference in the  
report to the  
"auditing" standards of the Public Company Accounting Oversight Board  
is not consistent  
with the requirements of PCAOB AS3101.  
Brilliant Earth, LLC  
Report of Independent Registered Public Accounting Firm, page F-5

7. Please have your registered public accounting firm revise its report  
to indicate that the  
firm conducted its audits in accordance with the "standards of the  
Public Company  
Alex K. Grab  
Brilliant Earth Group, Inc.  
July 8, 2021  
Page 3  
Accounting Oversight Board (United States)." The reference in the  
report to the  
"auditing" standards of the Public Company Accounting Oversight Board  
is not consistent  
with the requirements of PCAOB AS3101.  
Exhibits

8. Please file as exhibits the executive compensation arrangements  
mentioned on page 145.  
You may contact Effie Simpson at 202-551-3346 or Martin James at  
202-551-3671 if you  
have questions regarding comments on the financial statements and related  
matters. Please  
contact Geoff Kruczek at 202-551-3641 or Jay Ingram at 202-551-3397 with any  
other questions.

FirstName LastNameAlex K. Grab  
Comapany NameBrilliant Earth Group, Inc.

Sincerely,

