FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
-------------	------------

Check this box if no longer subject	STATEMENT OF C
to Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	Filed pursuant to

## CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>Harris Jennifer Noel</u>					2. Issuer Name and Ticker or Trading Symbol Brilliant Earth Group, Inc. [ BRLT ]									(Che	elationship eck all app X Direc	,		on(s) to Is 10% Ov	
(Last)	(Fi	est) (N	/liddle)		3. Date of Earliest Transaction (Month/Day/Year) 09/30/2023										Office below	er (give title /)		Other (s below)	specify
C/O BRILLIANT EARTH GROUP, INC. 300 GRANT AVENUE, THIRD FLOOR					4. If Amendment, Date of Original Filed (Month/Day/Year)								Line	ndividual or Joint/Group Filin e) X Form filed by One Rep			` .	·	
(Street) SAN FRANCI	•				Rul	Rule 10b5-1(c) Transaction Indication									Form filed by More than One Reporting Person				
(City)	(St	ate) (Z	Zip)		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.											nded to			
		Table	I - Non-D	Deriva	tive S	Secu	rities	Acq	uired,	Disp	osed of	, or E	3en	eficia	lly Own	ed			
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da					Exe if an	Deemed cution Date, y nth/Day/Year)		3. Transaction Code (Instr. 8) 4. Secu Dispose 5)		Disposed	ies Acquired (A) Of (D) (Instr. 3,		(A) or . 3, 4 and	Benefic Owned	ies cially Following	6. Own Form: (D) or I (I) (Inst	Direct of the last	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) (D)	or	Price	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Class B Common Stock 09/30/					2023				A		859	1	A	\$ <mark>0</mark> (1)	25	5,712	I		
	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 I if any (Month/Day	Date,	4. Transa Code ( 8)			vative irities ired r osed )	6. Date E Expiration (Month/I	on Dat		7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)		nstr.	B. Price of Derivative Security Instr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	ly Di or	0. Ownership orm: Oirect (D) r Indirect ) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code V		(A)	(D)	Date Exercisable		Expiration Date	or Nu piration of		nber ares					

## **Explanation of Responses:**

1. Reflects the acquisition for no consideration of Class B Common Stock in connection with the vesting of Common Units.

## Remarks:

/S/ Jeffrey Kuo as Attorneyin-Fact for Jennifer Noel **Harris** 

10/02/2023

\*\* 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.