Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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

| STATEMENT | OF CH | IANGES | IN BEN | NEFICIAL | OWNERS | HIP |
|-----------|-------|--------|--------|----------|--------|-----|
| | | | | | | |

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. | | | | | |
|--|---------|----------|--|--|------------------------------------|-----------------------|--|--|
| I I. Name and Address of Reporting Feison | | | 2. Issuer Name and Ticker or Trading Symbol Brilliant Earth Group, Inc. [BRLT] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| <u>suques rititeu</u> | | | | X | Director | 10% Owner | | |
| | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 08/31/2023 | | Officer (give title below) | Other (specify below) | | |
| C/O BRILLIANT EARTH GROUP, INC. 300 GRANT AVENUE, THIRD FLOOR | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applica Line) | | | | |
| | | | | X | Form filed by One Reporting Person | | | |
| (Street) SAN | | | | | Form filed by More than Person | One Reporting | | |
| FRANCISCO | CA | 94108 | Rule 10b5-1(c) Transaction Indication | | | | | |
| (City) | (State) | (Zip) | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | |

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) | | | | | 5. Amount of Securities Beneficially Owned Following | (D) or Indirect | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|---|---|--------|---------------|---------------------------|---|-----------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Class B Common Stock | 08/31/2023 | | A | | 571 | Α | \$0 ⁽¹⁾ | 15,394 | 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. Transa Code (8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | Expiration Date (Month/Day/Year) | | d 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 | | | | | | | | |

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 Attorney- | 09/01 |
|----------------------------------|-------|
| <u>in-Fact for Attica Jaques</u> | 00/01 |

Date

1/2023

** Signature of Reporting Person

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.