

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>MAINSAIL GP III, LLC</u> (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 <u>Brilliant Earth Group, Inc. [BRLT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/27/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	09/27/2021		D ⁽¹⁾		469,824 ⁽²⁾	D	(1)	31,965,771 ⁽³⁾	I	See footnote ⁽⁴⁾	

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
LLC Units	(5)	09/27/2021		D ⁽¹⁾		469,824 ⁽²⁾	(5)	(5)		Class A Common Stock	469,824	\$11.22	31,965,771 ⁽³⁾	I	See footnote ⁽⁴⁾

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)

(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:

- On September 27, 2021, the Issuer used a portion of the net proceeds from the closing of its initial public offering ("IPO") of Class A common stock to redeem common units of Brilliant Earth LLC (the "LLC Units") from the reporting persons, at a price of \$11.22 per LLC Unit (the "Redemption"). One share of the Issuer's Class B common stock for every LLC Unit redeemed was forfeited and canceled for no consideration in connection with the Redemption.
- Consists of (i) 458,769 shares of Class B common stock forfeited by Mainsail Partners III, L.P. ("MP III"), (ii) 912 shares of Class B common stock forfeited by Mainsail Incentive Program, LLC ("MIP"), and (iii) 10,143 shares of Class B common stock forfeited by Mainsail Co-Investors III, L.P. ("MCOI"), in each case, in connection with the Redemption.
- Consists of (i) 31,213,636 shares of Class B common stock (and associated LLC Units) held by Mainsail Partners III, L.P. ("MP III"), (ii) 62,051 shares of Class B common stock (and associated LLC Units) held by Mainsail Incentive Program, LLC ("MIP"), and (iii) 690,084 shares of Class B common stock (and associated LLC Units) held by Mainsail Co-Investors III, L.P. ("MCOI").
- 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 sole Manager of MMC. Mr. Turner has separately reported the securities held by each of the foregoing on his Form 3 filed in his capacity as a director of the Issuer. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interests therein.
- 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. LLC Units do not expire.

Remarks:

/s/ Gavin Turner, Mainsail GP III, LLC	09/28/2021
/s/ Gavin Turner, Mainsail Partners III, L.P.	09/28/2021
/s/ Gavin Turner, Mainsail Co-Investors III, L.P.	09/28/2021
/s/ Gavin Turner, Mainsail Incentive Program, LLC	09/28/2021
/s/ Gavin Turner, Mainsail Management Company, LLC	09/28/2021
** 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.