

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

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>Grossberg Eric Scott</u> (Last) (First) (Middle) C/O BRILLIANT EARTH GROUP, INC. 300 GRANT AVENUE, THIRD FLOOR (Street) SAN FRANCISCO CA 94108 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 A Common Stock	02/14/2022		C		12,536	A	\$0	12,536	I	See Footnote ⁽¹⁾
Class A Common Stock	02/14/2022		S ⁽²⁾		12,536	D	\$12.1 ⁽³⁾	0	I	See Footnote ⁽¹⁾
Class C Common Stock	02/14/2022		J ⁽⁴⁾		12,536	D	\$0	49,172,097	I	See Footnote ⁽¹⁾
Class A Common Stock	02/15/2022		C		48,595	A	\$0	48,595	I	See Footnote ⁽¹⁾
Class A Common Stock	02/15/2022		S ⁽²⁾		48,595	D	\$12.05 ⁽⁵⁾	0	I	See Footnote ⁽¹⁾
Class C Common Stock	02/15/2022		J ⁽⁴⁾		48,595	D	\$0	49,123,502	I	See Footnote ⁽¹⁾
Class A Common Stock	02/16/2022		C		3,526	A	\$0	3,526	I	See Footnote ⁽¹⁾
Class A Common Stock	02/16/2022		S ⁽²⁾		3,526	D	\$12.03 ⁽⁶⁾	0	I	See Footnote ⁽¹⁾
Class C Common Stock	02/16/2022		J ⁽⁴⁾		3,526	D	\$0	49,119,976	I	See Footnote ⁽¹⁾

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					
Common Units	\$0.0	02/14/2022		C		12,536		(7)	(7)	Class D Common Stock	\$0	49,172,097	I	See Footnote ⁽¹⁾
Class D Common Stock	\$0.0	02/14/2022		C		12,536		(8)	(8)	Class A Common Stock	\$0	12,536	I	See Footnote ⁽¹⁾
Class D Common Stock	\$0.0	02/14/2022		C		12,536		(8)	(8)	Class A Common Stock	\$0	0	I	See Footnote ⁽¹⁾
Common Units	\$0.0	02/15/2022		C		48,595		(7)	(7)	Class D Common Stock	\$0	49,123,502	I	See Footnote ⁽¹⁾
Class D Common Stock	\$0.0	02/15/2022		C		48,595		(8)	(8)	Class A Common Stock	\$0	48,595	I	See Footnote ⁽¹⁾
Class D Common Stock	\$0.0	02/15/2022		C		48,595		(8)	(8)	Class A Common Stock	\$0	0	I	See Footnote ⁽¹⁾

**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	Amount or Number of Shares				
Common Units	\$0.0	02/16/2022		C			3,526	(7)	(7)	Class D Common Stock	3,526	\$0	49,119,976	I	See Footnote ⁽¹⁾
Class D Common Stock	\$0.0	02/16/2022		C		3,526		(8)	(8)	Class A Common Stock	3,526	\$0	3,526	I	See Footnote ⁽¹⁾
Class D Common Stock	\$0.0	02/16/2022		C			3,526	(8)	(8)	Class A Common Stock	3,526	\$0	0	I	See Footnote ⁽¹⁾

Explanation of Responses:

- Held by Just Rocks, Inc. The Reporting Person owns his shares of Just Rocks, Inc. through The Eric S. Grossberg 2021 Annuity Trust and The Eric S. Grossberg Revocable Trust. Mr. Grossberg is the Trustee of the foregoing trusts and has voting power and investment power over the shares owned through such trusts.
- This Form 4 reports transactions by Just Rocks, Inc. effected pursuant to a Rule 10b5-1 trading plan adopted on December 3, 2021. Each of Beth Gerstein and Just Rocks, Inc. has also separately filed a Form 4 as required by SEC rules to disclose the same transactions reported herein.
- This transaction was executed in multiple trades ranging from \$12.00 to \$12.315. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- Reflects the cancellation for no consideration of Class C Common Stock in connection with the redemption of Common Units for Class D Common Stock.
- This transaction was executed in multiple trades ranging from \$12.00 to \$12.15. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades ranging from \$12.00 to \$12.13. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- The Common Units may be redeemed by Just Rocks Inc., at any time for shares of Class D Common Stock on a one-to-one basis, and a corresponding number of shares of Class C Common Stock will be forfeited in connection with the redemption. The Common Units have no expiration date.
- The Class D Common Stock is convertible at any time at the option of the holder into the Issuer's Class A Common Stock on a one-to-one basis.

Remarks:

/s/ Jeffrey Kuo as Attorney-in-fact 02/16/2022

** 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.