UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 12, 2024

Brilliant Earth Group, Inc.

(Exact name of registrant as specified in its charter)

	•	-			
Delaware		001-40836	87-1015499		
(State or other jurisdiction of incorporation or organization)		(Commission File Number)	(I.R.S. Employer Identification No.)		
	nue, Third Floor, ncisco, CA		94108		
(Address of Princip	al Executive Offices)		(Zip Code)		
	Registrant's teleph	one number, including area code: (80	00) 691-0952		
Check the appropriate bo		s intended to simultaneously satisfy the visions (see General Instruction A.2.	he filing obligation of the registrant under any of the below):		
☐ Written communications	pursuant to Rule 425 under the	Securities Act (17 CFR 230.425)			
Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)					
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))					
☐ Pre-commencement com	munications pursuant to Rule 13	se-4(c) under the Exchange Act (17 C	CFR 240.13e-4(c))		
ecurities registered pursuant	to Section 12(b) of the Act:				

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.0001 par value per share	BRLT	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ⊠

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. \square

Item 5.07 Submission of Matters to a Vote of Security Holders

The 2024 Annual Meeting of Stockholders (the "Annual Meeting") of Brilliant Earth Group, Inc. (the "Company") was held on June 12, 2024.

At the Annual Meeting, the Company's stockholders:

- (a) Elected the two Class III director nominees, each director to hold office until the 2027 annual meeting of stockholders and until such director's successor is duly elected and qualified, or until such director's earlier death, resignation or removal; and
- (b) Ratified the appointment of BDO USA, P.C. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.

The proposals considered and voted upon at the Annual Meeting are described in more detail in the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on April 22, 2024.

Each share of the Company's Class A common stock and Class B common stock entitles its holders to one vote per share on all matters presented to stockholders generally, and each share of Class C common stock entitles its holders to ten votes per share on all matters presented to stockholders generally. Holders of the Company's Common Stock voted together as a single class on all matters presented at the Annual Meeting.

The following is a summary of the final voting results for each matter presented to stockholders.

Proposal 1: Election of Class III Directors.

<u>Nominee</u>	Votes For	Votes Withheld	Broker Non-Votes
Jennifer N. Harris	528,831,222	521,616	4,353,817
Beth J. Kaplan	528,226,966	1,125,872	4,353,817

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm.

Votes For	Votes Against	Abstentions	Broker Non-Votes
533,350,040	65,160	291,455	0

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BRILLIANT EARTH GROUP, INC.

Date: June 14, 2024 By: /s/ Jeffrey Kuo

Jeffrey Kuo

Chief Financial Officer