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,	$D \subset$	205/19	
wasiiiiigioii,	D.C.	20349	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

	unide. See		Filed									f 1934		liours	s per re	esponse.	0.5
1. Name and Address of Reporting Person* <u>Harris Jennifer Noel</u>				2. Issuer Name <b>and</b> Ticker or Trading Symbol Brilliant Earth Group, Inc. [ BRLT ]								Check all a	oplicable) ector		10% O	wner	
(Last) (First) (Middle) C/O BRILLIANT EARTH GROUP, INC. 300 GRANT AVENUE, THIRD FLOOR					3. Date of Earliest Transaction (Month/Day/Year) 01/31/2022									Officer (give title below)		Other (specify below)	
SCO				4. If <i>F</i>	Amend	ment, I	Date of	f Origina	l Filed	I (Month/Da	y/Year)		ine) X Foi Foi	m filed by Or m filed by Mo	ie Rej	porting Pers	on
	Table	l - Non-	-Deriva	tive S	Secui	ities	Acq	uired,	Dis	osed of	or B	Benefic	ially Ow	ned			
Date				Execution Date, if any		Date,	Transaction Disposed (Code (Instr. 5)				and Secu Bene Own	rities ficially ed Following	Fori	m: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	Amount (A) or (D)		Tran	Transaction(s) (Instr. 3 and 4)			(111341. 4)
Class B Common Stock 01/31				/2022		A		859	A	\$ \$	(1) 8,532			D			
	Ta													ed			
le of rative rity (. 3) 2. Conversion or Exercise (Month/Day/Year) 2. Conversion or Exercise (Month/Day/Year) Derivative Security 3. Transaction Date Execution Date, if any (Month/Day/Year)		n Date,	Code (8)	(Instr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)		3 and 4)  Amou			derivative Securities Beneficial Owned Following Reported	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	(FILLIANT INT AVEID SCOOL (SECONT SCOOL SC	(First) (CLLIANT EARTH GROUP ANT AVENUE, THIRD FLOOD COMMON Stock  Common Stock  2. Conversion or Exercise Price of Derivative  2. (Month/Day/Year)	(First) (Middle)  LLIANT EARTH GROUP, INC.  ANT AVENUE, THIRD FLOOR  CA 94108  (State) (Zip)  Table I - Non  Security (Instr. 3)  Common Stock  Table II - I  (Month/Day/Year)  Price of Derivative  Table II - I  (Month/Day/Year)	(First) (Middle)  LLIANT EARTH GROUP, INC.  ANT AVENUE, THIRD FLOOR  CA 94108  (State) (Zip)  Table I - Non-Derivation (Month/Day)  Table II - Derivation (e.g., put (Month/Day)/Year)  Conversion or Exercise Price of Derivative  2. Transaction Date (Month/Day)/Year)  3. Transaction (Month/Day)/Year)	dd Address of Reporting Person*  Jennifer Noel  (First) (Middle)  LLIANT EARTH GROUP, INC.  ANT AVENUE, THIRD FLOOR  Common Stock  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security (Month/Day/Year)  2. Table II - Derivative Security (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  A. Transa Code (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  A. Transa Code (Month/Day/Year)	d Address of Reporting Person*  Jennifer Noel  (First) (Middle)  LLIANT EARTH GROUP, INC.  ANT AVENUE, THIRD FLOOR  Common Stock  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, vone Exercise Price of Derivative Security (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  A. Transaction Code (Instr. 8)  3. Transaction Date (Month/Day/Year)  A. Transaction Code (Instr. 8)	Common Stock   Canonidade   C	or Section 30(h) of the front of Address of Reporting Person*  Jennifer Noel  (First) (Middle)  (First) (Middle)  (LLIANT EARTH GROUP, INC. ANT AVENUE, THIRD FLOOR  Table I - Non-Derivative Securities Acqueric (Month/Day/Year)  Table II - Derivative Securities Acqueric (e.g., puts, calls, warrants, (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities Acqueric (e.g., puts, calls, warrants, (Month/Day/Year)  3. Date of Earliest Transaction 24. If Amendment, Date of Execution Date, if any (Month/Day/Year)  Table II - Derivative Securities Acqueric (e.g., puts, calls, warrants, (Month/Day/Year)  3. Date of Earliest Transaction 24. If Amendment, Date of Execution Date, if any (Month/Day/Year)  2. Transaction Date (if any (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction of Derivative Securities Acqueric (A) or Disposed of (D) (Instr. 3, 4 and 5)	or Section 30(h) of the investment of Address of Reporting Person*  Jennifer Noel  (First) (Middle)  LLIANT EARTH GROUP, INC.  ANT AVENUE, THIRD FLOOR  CA 94108  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year) (Month/Day/Year)  For Address of Reporting Person*  Jennifer Noel  3. Date of Earliest Transaction (Not) (Not	Common Stock   Cappending   C	Address of Reporting Person*  Jennifer Noel  (First) (Middle)  LLIANT EARTH GROUP, INC.  INT AVENUE, THIRD FLOOR  Table I - Non-Derivative Securities Acquired, Disposed of Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Month/Day/Year)  Tansaction Date Fransaction Month/Day/Year)  Tansaction Code (Instr. (Nonth/Day/Year)  Tansaction Date Fransaction Month/Day/Year)  Tansaction Code (Instr. (Nonth/Day/Year)  Tansaction Date Fransaction Month/Day/Year)  Tansaction Date Fransaction (Month/Day/Year)  Tansaction Date Fransaction Month/Day/Year)  Tansaction Date Fransaction Month/Day/Year)  Tansaction Date Fransaction Month/Day/Year)	or Section 30(h) of the Investment Company Act of 1940  Id Address of Reporting Person*  Jennifer Noel  (First) (Middle)  LLIANT EARTH GROUP, INC.  INT AVENUE, THIRD FLOOR  Table I - Non-Derivative Securities Acquired, Disposed of, or Education Date, if any (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible service of Exercise of Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible services of Code (Instr. 8)  3. Transaction Date, if any (Month/Day/Year)  A 859  A 859  A B59  A	or Section 30(h) of the Investment Company Act of 1940  Id Address of Reporting Person' Jennifer Noel  (First) (Middle)  LLIANT EARTH GROUP, INC.  INT AVENUE, THIRD FLOOR  CA 94108  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Execution Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 if Amendment and Ticker or Trading Symbol Brilliant Earth Group, Inc. [BRLT]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. A. Securities Acquired (A) Transaction Code (Instr. 5)  6. Code V Amount (A) or Price Of Code (Instr. 2)  7. Table II - Derivative Securities Acquired, Disposed of, or Beneficial Cetter (e.g., puts, calls, warrants, options, convertible securities (e.g., puts, calls, warrants, options, convertible Securities (Party Conversion of Code (Instr. 2)  8. Transaction Date Execution Date (Figure 1)  8. S. Number of Date (Month/Day/Year)  8. S. Number of Date (Month/Day/Year)  8. S. Number of Derivative (Month/Day/Year)  8. S. Number	or Section 30(h) of the investment Company Act of 1940    Company   Content   Company   Company	Internation   Securities   Se	Internation   Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934   Internation   Internation	Address of Reporting Person'   Dennifer Noel

## **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 Harris

02/02/2022

\*\* 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.