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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Brilliant Earth Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

87-1015499
(I.R.S. Employer Identification No.)

300 Grant Avenue, Third Floor
San Francisco, California
Telephone: (800) 691-0952
(Address of Principal Executive Offices)

94108
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered
Class A common stock, par value \$0.0001 per share

Name of each exchange on which
each class is to be registered
The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box:

**Securities Act registration statement or Regulation A offering statement file number to which this form relates:
333-259164.**

**Securities to be registered pursuant to Section 12(g) of the Act:
None.**

Item 1. Description of Registrant's Securities to be Registered.

The description of the Class A common stock, par value \$0.0001 per share, of Brilliant Earth Group, Inc. (the "Company") as included under the caption "Description of Capital Stock" in the prospectus forming a part of the Company's Registration Statement on Form S-1, originally filed with the Securities and Exchange Commission (the "Commission") on August 30, 2021 (File No. 333-259164) and as subsequently amended (the "Registration Statement"), is hereby incorporated by reference herein. In addition, all of the above-referenced descriptions included in any prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Company are registered on The Nasdaq Global Select Market and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: September 23, 2021

BRILLIANT EARTH GROUP, INC.

By: /s/ Jeffrey Kuo

Name: Jeffrey Kuo

Title: *Chief Financial Officer*