

**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): October 1, 2021

Certara, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39799
(Commission
File Number)

82-2180925
(IRS Employer
Identification No.)

**100 Overlook Center
Suite 101
Princeton, New Jersey**
(Address of principal executive offices)

08540
(Zip Code)

(609) 716-7900
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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 communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.01 per share	CERT	The Nasdaq Global Select 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.

Item 7.01 Regulation FD Disclosure.

On October 4, 2021, Certara, Inc. (the “Company”) issued a press release announcing the completion of the Merger (as defined below). A copy of that press release is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1 hereto) is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 8.01 Other Events

On October 1, 2021, the Company completed the previously announced acquisition of Pinnacle 21, LLC (“Pinnacle”). Pursuant to the definitive agreement, dated as of August 2, 2021 (the “Merger Agreement”), by and among the Company, Puma Merger Sub, LLC (“Merger Sub”), Pinnacle, and Shareholder Representative Services LLC, as the equityholder representative, Merger Sub, an indirectly wholly-owned subsidiary of the Company, merged with and into Pinnacle (the “Merger”), with Pinnacle surviving the Merger as an indirect wholly-owned subsidiary of the Company, for an enterprise value of \$310 million. The transaction proceeds paid by the Company were comprised of approximately \$250 million in cash consideration and 2,239,717 shares of restricted common stock of the Company which were received by certain equityholders of Pinnacle, in each case, subject to certain adjustments as described in the Merger Agreement.

The foregoing summary of the Merger and the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, a copy of which was filed as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed on August 5, 2021.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release issued by Certara, Inc.
104	Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURES

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

CERTARA, INC.
(Registrant)

Date: October 4, 2021

By: /s/ Richard M. Traynor
Richard M. Traynor
Senior Vice President and General Counsel

Certara Completes Acquisition of Pinnacle 21

Complementary technologies accelerate and help assure success in the drug development process

Princeton, N.J., October 4, 2021 – Certara, Inc. (Nasdaq: CERT), a global leader in biosimulation, today announced the completion of the previously announced transaction to acquire Pinnacle 21, a leading provider of SaaS solutions for clinical data fitness, regulatory compliance and submission readiness. At closing, equityholders of Pinnacle 21 received approximately \$250 million in cash consideration and 2,239,717 shares of Certara restricted common stock, subject to certain customary closing adjustments.

The transaction is expected to be accretive to Certara’s revenue, revenue growth, and adjusted EBITDA. Certara will update financial guidance when the Company releases third quarter 2021 earnings in November.

“We are pleased to welcome Pinnacle 21’s talented team to Certara,” said William F. Feehery, Ph.D., CEO of Certara. “With Pinnacle 21’s software for high-quality clinical data standardization, we can together provide a broader portfolio of industry-leading software and technology-driven services to our customers worldwide. This transaction amplifies our capabilities to inform critical decisions that further de-risk and expedite the drug development process.”

Pinnacle 21’s software is used to validate compliance to the Clinical Data Interchange Standards Consortium (CDISC) standards, which are required by the U.S. Food & Drug Administration (FDA) and Japan’s Pharmaceuticals and Medical Devices Agency (PMDA) for evaluating regulatory submissions. Pinnacle 21’s Enterprise software is adopted by the FDA and PMDA as well as 22 of the top 25 biopharmaceutical companies by R&D spend. Pinnacle 21’s current software applications will continue to be supported, updated and developed.

“This is an exciting day for all of us at Pinnacle 21,” said Max Kanevsky, Founder and CEO of Pinnacle 21. “Certara’s global footprint and focus on growth fast-forward Pinnacle 21’s journey for continued success. I look forward to expanding our technology capabilities together to advance life-saving therapies to patients.”

About Certara

Certara accelerates medicines using proprietary biosimulation software and technology to transform traditional drug discovery and development. Its clients include more than 1,650 global biopharmaceutical companies, leading academic institutions, and key regulatory agencies across 61 countries.

About Pinnacle 21

Pinnacle 21 is a global leader in software for preparing clinical trial data for regulatory submission. Our platform validates data quality and compliance with CDISC standards, enabling a clean data pipeline from worldwide sponsors to health authorities, including the FDA, PMDA and NMPA. Streamlined approvals bring life-saving medicines to patients faster.

Forward Looking Statements

This press release contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. Statements that are not historical facts, including statements about Certara’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties, and a number of factors could cause actual results to differ materially from those contained in any forward-looking statement. These factors include, but are not limited to: (i) our ability to successfully integrate Pinnacle 21 into our existing organization; (ii) our ability to retain key personnel from Pinnacle 21 or recruit additional qualified personnel; (iii) expectations with respect to the impact of Pinnacle 21 on the Company, its service offerings, and financial performance; (iv) our ability to achieve operational synergies; and (v) our ability to compete within our market. In some cases, forward-looking statements can be identified by words or phrases such as “may,” “will,” “expect,” “anticipate,” “target,” “aim,” “estimate,” “intend,” “plan,” “believe,” “potential,” “continue,” “is/are likely to” or other similar expressions. All information provided in this press release is as of the date of this press release, and Certara undertakes no duty to update such information, except as required under applicable law.

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