

| OMB APPROVAL | |
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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>SHERMAN NICOLETTE D</u> (Last) (First) (Middle) C/O CERTARA, INC. 100 OVERLOOK CENTER, SUITE 101 (Street) PRINCETON NJ 08540 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Certara, Inc. [CERT]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CHIEF HUMAN RESOURCES OFFICER |
| | 3. Date of Earliest Transaction (Month/Day/Year) 04/01/2024 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | | | |
| Common Stock | 04/01/2024 | | M | | 3,991 | A | \$0 ⁽¹⁾ | 22,708 ⁽²⁾ | D | |
| Common Stock | 04/01/2024 | | F | | 1,252 ⁽³⁾ | D | \$17.88 | 21,456 ⁽²⁾ | D | |
| Common Stock | 04/01/2024 | | M | | 4,228 | A | \$0 ⁽⁴⁾ | 25,684 ⁽²⁾ | D | |
| Common Stock | 04/01/2024 | | F | | 1,326 ⁽³⁾ | D | \$17.88 | 24,358 ⁽²⁾ | D | |

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 |
| Restricted Stock Units | (1) | 04/01/2024 | | M | | | 3,991 | (1) | 04/01/2025 | Common Stock | 3,991 | \$0 | 3,991 | D | |
| Restricted Stock Units | (4) | 04/01/2024 | | M | | | 4,228 | (4) | 04/01/2026 | Common Stock | 4,228 | \$0 | 8,456 | D | |
| Restricted Stock Units | (5) | 04/01/2024 | | A | | | 15,190 | (5) | 04/01/2027 | Common Stock | 15,190 | \$0 | 15,190 | D | |

Explanation of Responses:

- Each RSU was granted on April 1, 2022, under the Certara, Inc. ("Certara") 2020 Incentive Plan (the "2020 Incentive Plan") and represents a right to receive one share of common stock or the cash equivalent. One-third of the RSUs vested and were settled on March 31, 2023. One-third of the RSUs vested and were settled on April 1, 2024. The remaining one-third of the RSUs are scheduled to vest and settle on April 1, 2025.
- The total reported in Column 5 includes 3,369 RSUs which was previously reported in Table 1 of Form 4.
- Represents RSUs of Certara withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnotes, 1 and 4, exempt under Rule 16b-3.
- Each RSU was granted on April 1, 2023, under the 2020 Incentive Plan and represents a right to receive one share of common stock or the cash equivalent. One-third of the RSUs vested and were settled on April 1, 2024. The remaining two-thirds of the RSUs are scheduled to vest and settle in equal parts on April 1, 2025 and April 1, 2026.
- Each RSU was granted on April 1, 2024, under the 2020 Incentive Plan and represents a right to receive one share of common stock or the cash equivalent. The RSUs will vest and settle in three equal installments on April 1, 2025, April 1, 2026 and April 1, 2027.

/s/ Richard M. Traynor, as
 Attorney-in-Fact for Nicolette D. Sherman 04/03/2024

** 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.