

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ARSENAL CAPITAL INVESTMENT VI LP</u>  (Last) (First) (Middle) C/O ARSENAL CAPITAL GROUP LLC 100 PARK AVENUE, 31ST FLOOR  (Street) NEW YORK NY 10017  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/08/2022	3. Issuer Name and Ticker or Trading Symbol <u>Certara, Inc.</u> [ CERT ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock, \$0.01 par value	36,345,835	I	See Footnote <sup>(1)(2)(3)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
ARSENAL CAPITAL INVESTMENT VI LP  
 (Last) (First) (Middle)  
 C/O ARSENAL CAPITAL GROUP LLC  
 100 PARK AVENUE, 31ST FLOOR  
 (Street)  
 NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ARSENAL CAPITAL PARTNERS III LP  
 (Last) (First) (Middle)  
 C/O ARSENAL CAPITAL GROUP LLC  
 100 PARK AVENUE, 31ST FLOOR  
 (Street)  
 NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

ARSENAL CAPITAL PARTNERS III-B LP

(Last) (First) (Middle)

C/O ARSENAL CAPITAL GROUP LLC  
100 PARK AVENUE, 31ST FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

ARSENAL SATURN HOLDINGS LP

(Last) (First) (Middle)

C/O ARSENAL CAPITAL GROUP LLC  
100 PARK AVENUE, 31ST FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

ARSENAL CAPITAL INVESTMENT III LP

(Last) (First) (Middle)

C/O ARSENAL CAPITAL GROUP LLC  
100 PARK AVENUE, 31ST FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

MULLEN TERRENCE M.

(Last) (First) (Middle)

C/O ARSENAL CAPITAL GROUP LLC  
100 PARK AVENUE, 31ST FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

KOVACH JEFFREY B.

(Last) (First) (Middle)

C/O ARSENAL CAPITAL GROUP LLC  
100 PARK AVENUE, 31ST FLOOR

(Street)

NEW YORK NY 10017

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Arsenal Saturn Holdings LP ("Holdings LP") directly holds 29,954,521 shares of the Issuer's common stock, Arsenal Capital Partners III LP ("Partners III") directly holds 3,559,745 shares of the Issuer's common stock and Arsenal Capital Partners III-B LP ("Partners III-B" and together with Partners III, the "Arsenal III Funds" and, together with Holdings LP, the "Arsenal Funds") directly holds 2,831,569 shares of the Issuer's common stock.

2. Arsenal Capital Investment III LP ("Investment III LP") is the general partner of each of the Arsenal III Funds. Arsenal Capital Investment VI LP ("Investment VI LP" and together with Investment III LP, the "Investment LPs") is the general partner of Holdings LP. Each Investment LP is governed by a limited partner committee consisting of Terrence M. Mullen and Jeffrey B. Kovach. As such, Terrence M. Mullen and Jeffrey B. Kovach have the power to control each Investment LP's voting and investment decisions and may be deemed to have beneficial ownership of the securities held by the Arsenal Funds. Each of Investment III LP, Investment VI LP, Mr. Mullen and Mr. Kovach disclaims beneficial ownership of the common stock held directly by the Arsenal Funds, except to the extent of such person's pecuniary interest therein, and the filing of this statement shall not be deemed an admission of beneficial ownership of the securities reported herein for purposes of Section 16 or otherwise by any

3. (Continued Footnote 2) of the foregoing or by any of the reporting persons.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Frank Scrudato,  
Authorized Signatory of  
the General Partner of the 12/16/2022  
General Partner of Arsenal  
Capital Partners III LP

/s/ Frank Scrudato,  
Authorized Signatory of  
the General Partner of the 12/16/2022  
General Partner of Arsenal  
Capital Partners III-B LP

/s/ Terrence M. Mullen,  
Managing Director of the  
General Partner of the 12/16/2022  
General Partner of Arsenal  
Saturn Holdings LP

/s/ Terrence M. Mullen,  
Managing Director of the  
General Partner of Arsenal 12/16/2022  
Capital Investment VI LP

/s/ Frank Scrudato,  
Authorized Signatory of  
the General Partner of 12/16/2022  
Arsenal Capital  
Investment III LP

/s/ Jeffrey B. Kovach 12/16/2022

/s/ Terrence M. Mullen 12/16/2022

\*\* 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 5 (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.**

POWER OF ATTORNEY

FOR SECTION 16 REPORTING OBLIGATIONS

December 16, 2022

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Frank Scudato, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding common stock of Certara, Inc., a Delaware corporation (the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Form 3, 4 and 5 electronically with the SEC; (iii) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Power of Attorney and ratifies any such release of information; and (iv) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date first written above.

Signed and acknowledged:

/s/ Frank Scudato, Authorized Signatory of the General Partner of the General Partner of Arsenal Capital Partners III LP

/s/ Frank Scudato, Authorized Signatory of the General Partner of the General Partner of Arsenal Capital Partners III-B LP

/s/ Terrence M. Mullen, Managing Director of the General Partner of the General Partner of Arsenal Saturn Holdings LP

/s/ Terrence M. Mullen, Managing Director of the General Partner of Arsenal Capital Investment VI LP

/s/ Frank Scudato, Authorized Signatory of the General Partner of Arsenal Capital Investment III LP

/s/ Jeffrey B. Kovach

/s/ Terrence M. Mullen