

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>Traynor Richard M.</u>  (Last) (First) (Middle) <u>C/O CERTARA, INC.</u> <u>100 OVERLOOK CENTER, SUITE 101</u>  (Street) <u>PRINCETON NJ 08540</u>  (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) <u>SVP AND GENERAL COUNSEL</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	03/31/2023		F		1,723 <sup>(1)</sup>	D	\$23.8	182,841 <sup>(2)</sup>	D	
Common Stock	03/31/2023		M		6,651 <sup>(3)</sup>	A	\$0	189,492 <sup>(2)</sup>	D	
Common Stock	03/31/2023		F		2,124 <sup>(4)</sup>	D	\$23.8	187,368 <sup>(2)</sup>	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	(3)	03/31/2023		M			6,651	(3)	04/01/2025	Common Stock	6,651	\$0	13,302	D	
Restricted Stock Units	(5)	04/01/2023		M		19,932		(5)	04/01/2026	Common Stock	19,932	\$0	19,932	D	

**Explanation of Responses:**

- Represents restricted stock units ("RSUs") withheld to satisfy the tax withholding obligations in connection with the vesting and settlement of RSUs, exempt under Rule 16b-3. Each RSUs was granted on April 1, 2021, under the Certara, Inc. 2020 Incentive Plan (the "2020 Incentive Plan") and represents a right to receive one share of common stock or the cash equivalent thereof. One-third of the RSUs vested and were settled on April 1, 2022. One-third of the RSUs vested and were on March 31, 2023. The remaining one-third of the RSUs are scheduled to vest and settle on April 1, 2024.
- The total reported in Column 5 includes 5,495 RSUs which was previously reported in Table I of Form 4.
- Each RSU was granted on April 1, 2022, under the 2020 Incentive Plan and represents a right to receive one share of common stock or the cash equivalent thereof. One-third of the RSUs vested and were settled on March 31, 2023. The remaining two-thirds of the RSUs are scheduled to vest and settle in two equal installments on April 1, 2024, and April 1, 2025.
- Represents RSUs withheld to satisfy the tax withholding obligations in connection with the vesting and settlement of RSUs, 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 thereof. The RSUs will vest and settle in three equal installments on April 1, 2024, April 1, 2025, and April 1, 2026.

/s/ Richard M. Traynor 04/03/2023  
 \*\* 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.