

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) 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 _____ Officer (give title below) _____ Other (specify below) _____ <b>X SVP AND GENERAL COUNSEL</b>
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2022	
	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	04/01/2022		F		1,723 <sup>(1)</sup>	D	\$21.48	209,564 <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)	04/01/2022		A		19,953		(4)	04/01/2025	Common Stock	19,953	\$0	19,953	D	

**Explanation of Responses:**

- Represents restricted stock units ("RSU") withheld to satisfy tax withholding obligations in connection with the vesting and settlement of 5,494 RSUs, previously granted to the reporting person on April 1, 2021. The remaining two-thirds of the RSUs are scheduled to vest and settle in two equal installments on April 1, 2023 and April 1, 2024.
- The total reported in Column 5 includes 198,574 shares of common stock and 10,990 RSUs, each of which was previously reported in Table 1 of Form 4. Does not include 19,953 newly-awarded RSUs which are reported in Table II.
- Each RSU is granted under the Certara, Inc. 2020 Incentive Plan and represents a right to receive one share of common stock or the cash equivalent thereof. The reporting person has reported prior awards of RSUs in Table 1 of Form 4.
- The RSUs will vest and settle in three equal installments on April 1, 2023, April 1, 2024 and April 1, 2025.

/s/ Richard M. Traynor

04/05/2022

\*\* 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 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.**