

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

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(HTML Version on [secdatabase.com](https://www.secdatabase.com))

REPORTING OWNER

SHERMAN NICOLETTE D

CIK: 1872604
Type: 4 | Act: 34 | File No.: 001-39799 | Film No.: 24726470

Mailing Address
C/O CERTARA, INC.
100 OVERLOOK CENTER,
SUITE 101
PRINCETON NJ 08540

ISSUER

Certara, Inc.

CIK: 1827090 | IRS No.: 000000000 | State of Incorporation: DE | Fiscal Year End: 1231
SIC: 7372 Prepackaged software

Mailing Address
100 OVERLOOK CENTER,
SUITE 101
PRINCETON NJ 08540

Business Address
100 OVERLOOK CENTER,
SUITE 101
PRINCETON NJ 08540
(609) 716-7900

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person SHERMAN NICOLETTE D (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 Certara, Inc. [CERT] 3. Date of Earliest Transaction (Month/Day/Year) 03/05/2024 4. If Amendment, Date Original Filed(Month/Day/Year)	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 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person
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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	03/05/2024		A		6,600	A	\$ 0 (1)	21,090	D	
Common Stock	03/05/2024		F (2)		2,373	D	\$18.88	18,717	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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
									Amount or Number of Shares				

Explanation of Responses:

1. Each performance stock unit ("PSU") was granted on August 1, 2021, under the Certara, Inc. 2020 Incentive Plan and represents a right to receive one share of common stock. The PSUs are subject to the achievement of certain performance objectives over a three-year period from January 1, 2021 to December 31, 2023. The PSUs were vested and settled on March 5, 2024.
2. Represents shares of the issuer withheld to satisfy tax withholding obligations in connection with the vesting of PSUs described in footnote 1.

Signatures

/s/ Richard M. Traynor, Attorney-in-Fact for Nicolette D. Sherman

** Signature of Reporting Person

03/06/2024

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.