FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL								
l	OMB Number:	3235-0287							
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0.5

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

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's Traynor Richard M. (Last) (First) (Middle) (Last) (First) (Middle) (Last) (First) (Middle) (Local Person Richard M. (Street) (Street) (City) (State) (Zip) (State) (Zip) (Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) (Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) (City) (Stat																				
Click (First) (Middle) (M										(Check all applicable)										
(Last) (First) (Middle) (Middle) (A) (D2024 SPRAC COUNSEL COCETARA, INC. (Street) PRINCETON NJ 08540 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, (Nonth/Day/Year) (Month/Day/Year) (Mont	<u>114y110</u>	1 Kiciiai u	1V1.										1							
A. If Amendment, Date of Original Filed (Month/Day/Year) S. Individual or Joint/Group Filing (Check Applicable Line) Line X Form filed by More than One Reporting Person form filed Person Person Form filed by More than One Reporting Person form filed Person Person Form filed by More than One Reporting Person filed Person Person Form filed By North Person Form filed By Nor	(Last)	(F	irst) ((Middle)		` ' ')	below) below)							
Common Stock	C/O CEF	RTARA, IN	C.												5 VF AND GENERAL COUNSEL					
Rule 10b5-1(c) Transaction 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) (Month/Day/Yea	'						4. If Amendment, Date of Original Filed (Month/Day/Year)													
PRINCETON NJ	(Ct===t))	X Form filed by One Reporting Person					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/	,	TON N	J (08540																
Table - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) Date Da	(City) (State) (Zip)						Rule 10b5-1(c) Transaction Indication													
1. Title of Security (Instr. 3)																				
Date (Month/Day/Year) Execution Date, farry (Month/Day/Year) Execution Date, for (Month/Da			Tab	le I - No	n-Deriv	ative S	ecuri	ties Ac	quired	Dis	posed o	of, or	Bene	ficiall	y Owned	ı				
Common Stock	Date						Execu	Execution Date, if any		Transaction Code (Instr.		Disposed Of (D) (Instr. 3,			Securitie Benefici Owned F	ies ially Following	Form: Direct (D) or Indirect	of Indirect Beneficial Ownership		
Common Stock									Code	v	Amount	() (I	A) or D)	Price	Transact	tion(s)		(instr. 4)		
Common Stock	Common Stock 04/01					/2024			F ⁽¹⁾		1,723	(2)	D	\$17.88	3 167,	750(3)	D			
Common Stock O4/01/2024 F 2,276(2) D \$17.88 176,524 D Common Stock O4/01/2024 S(6) 3,000 D \$18 173,524 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) Price of Derivative Security (Security (Instr. 3) and 4) S(6) A \$0(5) 178,800 D \$17.88 176,524 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) One of Derivative Security (Instr. 3) One of Derivative Security (Instr. 4) One of Derivative Security (Instr. 4) Ownership Securities (Instr. 4)	Common Stock 04/01					/2024			M		6,651	1	A	\$0 ⁽⁴⁾	174	1,401	D			
Common Stock 04/01/2024 F 2,276(2) D \$17.88 176,524 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Conversion or Exercise Price of Derivative Security (Instr. 3) Derivative Security Securities (Month/Day/Year) A. Deemed Expiration Date (Month/Day/Year) (Instr. 3) Derivative Securities (A) or Disposed of or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 7. Title and Expiration Date (Month/Day/Year) Derivative Securities (Month/Day/Year) Ownership Or Indirect (D) Or Indi	Common Stock 04/4				04/01/	/2024			F		2,245(2)		D	\$17.88	172,156		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 Security (Instr. 3) 2. Conversion Or Exercise Price of Derivative Security (Instr. 3) 3. Transaction Date (Month/Day/Year) 4. Transaction Derivative Securities (Month/Day/Year) 5. Number of Derivative Securities (Month/Day/Year) 7. Title and Amount of Securities Underlying Derivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 5) 9. Number of derivative Security (Instr. 5) 10. Ownership Of Indirect (I) (Instr. 4) 11. Nature of Derivative Security (Instr. 3) 12. Ownership Or Indirect (I) (Instr. 4) 13. Transaction (Instr. 4)	Common Stock 04/01/					/2024			M		6,644	4	A	\$0 ⁽⁵⁾	178	3,800	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) 1. Title of Derivative Security S								+		2,276 ⁽²⁾ D		D		-		D				
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) Operivative Security Security Operivative Securi	Common Stock 04/01/2						/2024		S ⁽⁶⁾		3,000		D	\$18	173	3,524	D			
Derivative Security (Instr. 3) Defivative Security Comersion or Exercise (Price of Derivative Security Security Date (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securities (Month/Day/Year) Derivative Securities (Month/Day/Year) Derivative Securities (Instr. 5) Derivative Securities (Instr. 5) Derivative Securities (Instr. 5) Derivative Securities (Instr. 5) Derivative Securities (Instr. 4) Ownership Form: Direct (D) or Indirect (I) (Instr. 4) Ownership (Instr. 4) Ownership (Instr. 4) Ownership (Instr. 4)			Т												Owned					
	Derivative Security	Derivative locurity l			Fransaction Code (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date			Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		curity)	Derivative Security (Instr. 5) Owned Following Reported Transacti		Owners Form: ly Direct or Indi (I) (Inst	hip of Indirec Beneficial Ownershi ect (Instr. 4)				

Explanation of Responses:

(4)

04/01/2024

04/01/2024

Restricted

Stock

Units Restricted

Stock

Units

1. Each RSU was granted on April 1, 2021, under the Certara, Inc. ("Certara") 2020 Incentive Plan (the "2020 Incentive Plan") and represents the right to receive one share of common stock or the cash equivalent. One-third of the RSUs vested and were settled on April 1, 2022. One-third of the RSUs vested and were settled on March 31, 2023. The remaining one-third of the RSUs vested and were settled on

Date

Exercisable

(4)

(5)

Expiration Date

04/01/2025

04/01/2026

Title

Stock

Stock

2. Represents RSUs of Certara withheld to satisfy tax withhelding obligations in connection with the vesting of RSUs described in footnotes, 1, 4, and 5, exempt under Rule 16b-3.

(A) (D)

6.651

- $3.\ The\ total\ reported\ in\ Column\ 5\ includes\ 5,495\ RSUs\ which\ was\ previously\ reported\ in\ Table\ 1\ of\ Form\ 4.$
- 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. 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
- 5. 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.
- 6. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 11, 2023.

Code ν

> /s/ Richard M. Traynor 04/03/2024

** Signature of Reporting Person

or Number

Shares

6,651

6,644

\$<mark>0</mark>

\$<mark>0</mark>

6,651

13,288

D

D

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.