
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 9, 2025

Certara, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39799
(Commission
File Number)

82-2180925
(IRS Employer
Identification No.)

**4 Radnor Corporate Center
Suite 350
Radnor, Pennsylvania**
(Address of principal executive offices)

19087
(Zip Code)

(415) 237-8272
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.01 per share	CERT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company, as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 11, 2025, Certara, Inc. (the “Company”) announced the appointment of Jon Resnick to serve as the Company’s Chief Executive Officer, effective as of January 1, 2026 (the “Start Date”), to succeed Dr. William F. Feehery who is departing from his role as the Company’s Chief Executive Officer and as a member of the Company’s Board of Directors (the “Board”), effective as of the close of business on December 31, 2025. The Company also announced the Board’s appointment of Mr. Resnick to serve as a Class III member of the Board, effective as of the Start Date, with a term expiring at the Company’s 2026 annual meeting of stockholders.

Mr. Resnick, 53, has served as the President for the U.S. and Canada regional business of IQVIA Holdings Inc. (“IQVIA”), a leading global provider of clinical research services, commercial insights and healthcare intelligence to the life sciences and healthcare industries, since July 2019. Prior to his current role, Mr. Resnick served as President of IQVIA’s Real World Solutions business, which he led since the merger of IMS Health and Quintiles in 2016. Jon first joined IMS Health, a predecessor company to IQVIA, in 2002 within the consulting division and subsequently held several different European and U.S. leadership positions within the consulting and services and real-world businesses. Prior to IMS Health, Mr. Resnick worked for the U.S. Senate Committee on Finance, where he advised on healthcare policy and developed legislation around Medicare, Medicaid, and broader health care reform. Mr. Resnick holds an MBA from the Kellogg School of Management, Northwestern University and a BA in Political Science from Union College.

There are no family relationships between Mr. Resnick and any of the directors or executive officers of the Company, and there are no transactions in which Mr. Resnick has a direct or indirect material interest requiring disclosure under Item 404(a) of Regulation S-K. There is no arrangement or understanding between Mr. Resnick and any other person pursuant to which Mr. Resnick was selected as a director or officer of the Company.

Employment Agreement with Mr. Resnick

In connection with Mr. Resnick’s appointment, the Company entered into an employment agreement (the “Employment Agreement”) with Mr. Resnick pursuant to which Mr. Resnick will commence employment effective as of the Start Date. The Employment Agreement provides that Mr. Resnick will receive an initial annual base salary of \$750,000 and will be eligible for an annual target bonus opportunity of 100% of his base salary. In addition, the Employment Agreement provides that Mr. Resnick will receive a “make whole” restricted stock unit grant with a target value of \$6,500,000 in respect of forfeited equity awards from Mr. Resnick’s prior employer that will vest on the first two yearly anniversaries of the Start Date. Mr. Resnick will also receive a pro-rata 2025 long-term incentive award with a target value equal to \$4,000,000 and will be granted his 2026 long-term incentive award with a target value equal to \$8,000,000. The 2025 and 2026 long-term incentive awards will be comprised of 60% performance-vesting stock units and 40% time-vesting restricted stock units. From 2027 onward, Mr. Resnick will be eligible to receive annual long-term incentive awards consistent with other senior executives of the Company at a grant level that is commensurate with his status as Chief Executive Officer.

In the event of a termination of Mr. Resnick’s employment by the Company without cause or by Mr. Resnick for good reason, Mr. Resnick will be entitled to severance benefits consisting of (i) 1 times the sum of his salary and target bonus (or 1.5 times the sum of his salary and target bonus if the termination is during the six months prior to or the 24 months following a change in control (the “change in control protection period”), (ii) a pro-rated annual bonus for the year of termination based on actual performance, (iii) company-paid COBRA coverage for up to 12 months (or for up to 18 months if the termination is during the change in control protection period), (iv) full accelerated vesting of any unvested portion of the make-whole equity grant, (v) full vesting of the next scheduled vesting tranche of any then-outstanding time-vesting restricted stock units granted (or full vesting of any then-outstanding time-vesting restricted stock units if the termination is during the change in control protection period) and (vi) prorated vesting of any then-outstanding performance-vesting stock units granted based on actual performance achieved through the date of the termination of Mr. Resnick’s employment (or full vesting of any then-outstanding performance-vesting stock units based on actual performance achieved if the termination is during the change in control protection period).

Dr. Feehery Departure and Consulting Arrangement

Dr. Feehery’s departure from the Company will be treated as a termination without cause pursuant to the terms of his existing employment agreement with EQT Avatar Parent L.P. and Certara USA, Inc., dated as of May 14, 2019, which sets forth post-employment payments and benefits therewith, contingent upon Dr. Feehery’s execution of a release of claims in favor of the Company and its affiliates. Please refer to the description of the post-employment payments and benefits included under the heading “[Executive Compensation—Termination and Severance](#)” in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 8, 2025, which description is incorporated herein by reference. Additionally, to facilitate a smooth leadership transition, Dr. Feehery will provide certain transition services to the Company following his departure as Chief Executive Officer. In consideration of Dr. Feehery’s consulting services, he will be paid a consulting fee at a rate of \$20,000 per month. The consulting arrangement can be terminated by either party with five (5) days’ prior written notice to the other party. Additionally, Dr. Feehery will be entitled to pro-rata vesting of his equity awards that were granted to him in May 2025 in accordance with the terms of such awards.

On December 11, 2025, the Company issued a press release announcing the foregoing transition matters. A copy of the Company’s press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of Certara, Inc. dated December 11, 2025 announcing executive transition.
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 11, 2025

CERTARA, INC.
(Registrant)

By: /s/ Daniel Corcoran

Daniel Corcoran
Senior Vice President and General Counsel

Certara Appoints Jon Resnick as Chief Executive Officer

Resnick brings decades of leadership experience in health sciences, business operations, strategy, innovation and commercial growth

William Feehery to step down as CEO on December 31, 2025

Company reaffirms full year 2025 financial outlook

RADNOR, PA – December 11, 2025 – Certara, Inc. (Nasdaq: CERT), a global leader in model-informed drug development, announced today that it has appointed Jon Resnick as its next Chief Executive Officer and member of Certara’s Board of Directors, effective January 1, 2026, succeeding William F. Feehery, who will at that point serve as an external advisor during a transition period.

Resnick brings over 20 years of experience with IQVIA, a global technology-enabled, data and analytics and services business that helps life sciences organizations develop and commercialize therapies. Since 2019, he has served as the President of the United States and Canada regional business, with overall management responsibility for the region’s commercial business. Prior to this role and immediately following the merger of IMS Health and Quintiles, Resnick served as President of IQVIA’s Real World Solutions business. Before the merger, Resnick was the Vice President and General Manager for IMS Health’s Real-World Solutions business and had various positions in IQVIA’s US and EMEA consulting and services organization.

“We are excited to welcome Jon to Certara,” said James E. Cashman III, Chairman of the Board of Directors. “He brings a proven track record of building and scaling market leaders, advancing technological innovation in healthcare and life sciences and fostering collaborative teams. We are confident that his leadership will help propel Certara to its next phase of growth and realize the full potential of model-informed drug development in accelerating medicines to patients.”

"I am thrilled to join Certara, a market-leading strategically important company at the forefront of innovation in drug discovery and development," said Resnick. "Certara's suite of AI, data and simulation technologies, backed by a team of world-class experts, is uniquely positioned to drive long-term growth, while helping clients reduce risk, accelerate timelines and transform how medicines reach patients. I look forward to leading this talented team and helping our clients reach their goals."

Prior to joining IQVIA in 2002, Resnick worked for the U.S. Senate Committee on Finance, where he advised on healthcare policy and developed legislation around Medicare, Medicaid and broader healthcare reform. He holds an MBA from Northwestern University’s Kellogg School of Management and a degree in Political Science from Union College.

Cashman added, “The Board would like to thank Bill for his many contributions, including guiding Certara through its successful IPO, leading Certara’s investment in software development and reinforcing its position as a global biosimulation leader. We are pleased that Bill will serve as an advisor to Certara to ensure a smooth transition.”

“I am incredibly proud of what we have accomplished at Certara,” said Feehery. “Together, we accelerated the adoption of biosimulation and helped our clients advance medicines with greater speed and confidence. As Certara enters its next chapter, this is the right moment for a leadership transition. I remain fully committed to supporting a smooth transition and am confident that Certara’s future is exceptionally bright.”

As part of this announcement, the Company is reaffirming its 2025 full year financial outlook as previously disclosed on November 6, 2025.

About Certara

Certara accelerates medicines using proprietary biosimulation software, technology and services to transform traditional drug discovery and development. Its clients include more than 2,400 biopharmaceutical companies, academic institutions, and regulatory agencies across 70 countries. Visit us at www.certara.com.

Forward Looking Statements

This press release contains certain statements that constitute forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements regarding the Company’s financial guidance, management and director succession plans and future business and financial performance and outlook. These statements typically contain words such as “believe,” “may,” “potential,” “will,” “plan,” “could,” “estimate,” “expects” and “anticipates” or the negative of these words or other similar terms or expressions. Any statement in this press release that is not a statement of historical fact is a forward-looking statement and involves significant risks and uncertainties. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot provide any assurance that these expectations will prove to be correct. You should not rely upon forward-looking statements as predictions of future events and actual results, events, or circumstances. Actual results may differ materially from those described in the forward-looking statements and are subject to a variety of assumptions, uncertainties, risks and factors that are beyond our control, including any deceleration in, or resistance to, the acceptance of model-informed biopharmaceutical discovery and development; our ability to compete within our market; changes or delays in government regulation relating to the biopharmaceutical industry; trends in research and development (“R&D”) spending; the use of third parties by biopharmaceutical companies and a shift toward more R&D occurring at smaller biotechnology companies; consolidation within the biopharmaceutical industry; our ability to successfully increase our customer base, expand our relationships and the products and services we provide, and enter new markets; our ability to retain key personnel or recruit additional qualified personnel; risks related to the mischaracterization of our independent contractors; any delays or defects in our release of new or enhanced software or other biosimulation tools; issues relating to the use of artificial intelligence and machine learning in our products and services; failure of our existing customers to renew their software licenses or any delays or terminations of contracts or reductions in scope of work by our existing customers; risks related to our contracts with government customers, including the ability of third parties to challenge our receipt of such contracts; our ability to sustain historic growth rates; any future acquisitions and our ability to successfully integrate such acquisitions; the accuracy of our addressable market estimates; and the other factors detailed under the captions “Risk Factors” and “Special Note Regarding Forward-Looking Statements” and elsewhere in our Securities and Exchange Commission (“SEC”) filings, and reports, including the Form 10-K filed by the Company with the Securities and Exchange Commission on February 26, 2025, and subsequent reports filed with the SEC. Any forward-looking statements speak only as of the date of this release and, except to the extent required by applicable securities laws, we expressly disclaim any obligation to update or revise any of them to reflect actual results, any changes in expectations or any change in events.

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