## SEC Form 3 FORM 3

## UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

3235-OMB Number: 0104

Estimated average burden hours per response: 0.5

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 A Virkler D	Address of Repo Drayton	orting Person <sup>*</sup>	2. Date of Event Requiring Statement (Month/Day/Year) 09/02/2022 3. Issuer Name <b>and</b> Ticker or Trading Symbol Certara, Inc. [ CERT ]							
(Last) (First) (Middle) C/O CERTARA, INC.				4. Relationship of Reporting Issuer (Check all applicable) Director		g Person(s) to 10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)		
100 OVERLOOK CENTER, SUITE 101					X Officer (give title below) Interim President, F	Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person		
(Street) PRINCETON NJ 08540					,	U		Form filed by More than One Reporting Person		
(City)	(State)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)				1	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Owne Form: D (D) or In (I) (Instr	Direct C Idirect		Nature of Indirect Beneficial vnership (Instr. 5)	
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)										
E ((		2. Date Exercisable and Expiration Date Month/Day/Year)		3. Title and Amount of Se Underlying Derivative Sec (Instr. 4)		4. Convers or Exerc	ise Form:	Ownership (Instr.		
		ate xercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivativ Security		5)		
Restricted S	tock Units		(1)	10/01/2022	Common Stock	10,574	(2)	D		
Restricted S	tock Units		(3)	10/01/2024	Common Stock	9,063	(2)	D		
Restricted S	tock Units		(4)	04/01/2025	Common Stock	11,972	(2)	D		

**Explanation of Responses:** 

1. The RSUs were granted on October 1, 2021 and will cliff vest on October 1, 2022 subject to the continued service of the reporting person through the vesting date.

2. Each restricted stock unit ("RSUs") was granted under the Certara, Inc. 2020 Incentive Plan and represents a right to receive one share of common stock or the cash equivalent thereof.

3. The RSUs were granted on October 1, 2021 and will vest and settle in three equal installments on October 1, 2022, October 1, 2023 and October 1, 2024, subject to the continued service of the reporting person.

4. The RSUs were granted on April 1, 2022 and will vest and settle in three equal installments on April 1, 2023, April 1, 2024 and April 1, 2025, subject to the continued service of the reporting person.

> /s/ Richard M. Traynor as 09/09/2022 attorney-in-fact for **Drayton Virkler** \*\* Signature of Reporting Date

Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 5 (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.

## POWER OF ATTORNEY

Know all by these presents that the undersigned, does hereby make, constitute and appoint each of Richard M. Traynor, John Hoffman, and Margaret A. Peter, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (in the undersigned's individual capacity), to execute and deliver such forms that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Certara, Inc. (the "Company") (i) pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, statements on Form 3, Form 4 and Form 5 (including any amendments thereto) and (ii) in connection with any applications for EDGAR access codes or any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the Securities and Exchange Commission, including without limitation the Form ID. The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to his or her ownership of or transactions in securities of the Company, unless earlier revoked in writing. The undersigned acknowledges that Richard M. Traynor, John Hoffman, and Margaret A. Peter are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

Date: September 2, 2022

By <u>/s/ Drayton Virkler</u> Drayton Virkler