# SEC Form 4

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## 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

### OMB APPROVAL

| OMB Number:         | 3235-0287 |
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| hours per response: | 0.5       |

| 1. Name and Address of Reporting Person <sup>*</sup><br>Schemick Michael Andrew |  |       | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>Certara, Inc.</u> [ CERT ] | (Check                  | ionship of Reporting Perso<br>all applicable)<br>Director<br>Officer (give title                | on(s) to Issuer<br>10% Owner<br>Other (specify |  |
|---|--|-------|---|-------------------------|---|--|--|
| (Last)<br>C/O CERTARA   | (First) (Middle)<br>, INC.<br>DK CENTER, SUITE 101 |       | 3. Date of Earliest Transaction (Month/Day/Year)<br>10/18/2021                      | X                       | below)<br>CHIEF FINANCIAL   | below)   |  |
| (Street)<br>PRINCETON NJ 08540<br>(City) (State) (Zip)                          |  | 08540 | 4. If Amendment, Date of Original Filed (Month/Day/Year)                            | 6. Indivi<br>Line)<br>X | idual or Joint/Group Filing (<br>Form filed by One Repor<br>Form filed by More than (<br>Person | ting Person                                    |  |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   | 4. Securities<br>Disposed Of |               |            | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |
|---------------------------------|--|---|-----------------------------|---|------------------------------|---------------|------------|---|---|---|
|                                 |  |   | Code                        | v | Amount                       | (A) or<br>(D) | Price      | Transaction(s)<br>(Instr. 3 and 4)  |   | (Instr. 4)  |
| Common Stock                    | 10/18/2021                                 |   | S <sup>(1)</sup>            |   | 62,049                       | D             | \$36.42(2) | 568,127   | D   |   |
| Common Stock                    | 10/18/2021                                 |   | S <sup>(1)</sup>            |   | 4,618                        | D             | \$37.33(3) | 563,509   | D   |   |

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Number<br>of |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|-----------------|-----|--|--------------------|---|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)             | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |

#### Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.

2. This transaction was executed in multiple trades at prices ranging from \$36.03 to \$37.02. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

3. This transaction was executed in multiple trades at prices ranging from \$37.03 to \$37.68. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

<u>/s/ Richard M. Traynor,</u> <u>Attorney-in-Fact for Michael</u> <u>10/19/2021</u> <u>Andrew Schemick</u>

\*\* 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.