

**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): July 27, 2021

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.)

**100 Overlook Center
Suite 101
Princeton, New Jersey**
(Address of principal executive offices)

08540
(Zip Code)

(609) 716-7900
(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 Global Select Market

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 7.01 Regulation FD Disclosure.

On July 27, 2021, certain existing institutional shareholders of Certara, Inc. (the “Company”), including a shareholder affiliated with EQT AB (“EQT”), entered into an agreement to sell an aggregate of 9,615,384 shares at \$26 per share to an affiliate of Mubadala Investment Company. The transaction is scheduled to close on August 2, 2021. EQT will remain a significant shareholder in Certara, Inc. after the transaction.

On July 27, 2021, the Company issued a press release announcing the transaction. A copy of that press release is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1 hereto) is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Forward-Looking Statements

This current report contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. Statements that are not historical facts, including statements about the Company’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties, and a number of factors could cause actual results to differ materially from those contained in any forward-looking statement. These factors include, but are not limited to, (i) the failure of the transaction described above to close, or a delay in the anticipated closing date; (ii) any deceleration in, or resistance to, the acceptance of model-informed biopharmaceutical discovery; (iii) increasing competition, regulation and other cost pressures within the pharmaceutical and biotechnology industries; (iv) our ability to compete within our market; (v) changes or delays in government regulation relating to the biopharmaceutical industry and (vi) changes in EQT’s plans with respect to the Company. In some cases, forward-looking statements can be identified by words or phrases such as “may,” “will,” “expect,” “anticipate,” “target,” “aim,” “estimate,” “intend,” “plan,” “believe,” “potential,” “continue,” “is/are likely to” or other similar expressions. All information provided in this press release is as of the date of this press release, and Certara undertakes no duty to update such information, except as required under applicable law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release issued by Certara, Inc.
104	Cover Page Interactive Data File (formatted as Inline XBRL).

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.

CERTARA, INC.
(Registrant)

Date: July 27, 2021

By: /s/ Richard M. Traynor
Richard M. Traynor
Senior Vice President and General Counsel

Mubadala Invests in Global Biosimulation Leader Certara

Princeton, N.J., July 27, 2021: Certara (NASDAQ: CERT), a global leader in biosimulation, today announced that Mubadala Investment Company (Mubadala) has made an approximately \$250 million investment in Certara. The investment aligns with Mubadala's strategy of enabling innovation to address unmet clinical needs and drive cost efficiencies.

Mubadala and certain existing institutional shareholders of Certara, including a shareholder affiliated with EQT, have entered into an agreement under which an affiliate of Mubadala will purchase an aggregate of 9,615,384 shares at \$26 per share from the shareholders in a private transaction. The transaction is scheduled to close on August 2, 2021. EQT will remain a significant shareholder in the company after the transaction.

"We are pleased to welcome a significant new investment from Mubadala, a sovereign investor with deep expertise in life sciences that is focused on creating lasting value," said William F. Feehery, Chief Executive Officer of Certara. "As a newly listed public company, we are excited by Mubadala's recognition of Certara's performance and position as a global leader in biosimulation, especially as we execute on our next phase of growth."

Camilla Languille, Head of Life Sciences at Mubadala, said, "Biosimulation is transforming traditional drug development via computational approaches that save time and cost throughout the entire biopharma R&D process. We are proud to have invested in Certara, whose industry-standard software is accelerating the development of new medicines that improve the lives of patients."

Eric Liu, Co-Head of EQT's Global Healthcare Sector Team, added, "We welcome Mubadala as a new shareholder of Certara. EQT remains a significant investor in Certara, and we look forward to continuing to support the management team in their efforts to accelerate medicines to patients through the use of biosimulation."

About Certara

Certara accelerates medicines using biosimulation software and technology to transform traditional drug discovery and development. Its clients include more than 1,650 global biopharmaceutical companies, leading academic institutions, and key regulatory agencies across 61 countries.

About Mubadala Investment Company

Mubadala Investment Company is a sovereign investor managing a global portfolio, aimed at generating sustainable financial returns for the Government of Abu Dhabi.

Mubadala's \$243.4 billion (AED 894 billion) portfolio spans six continents with interests in multiple sectors and asset classes. We leverage our deep sectoral expertise and long-standing partnerships to drive sustainable growth and profit, while supporting the continued diversification and global integration of the economy of the United Arab Emirates.

Headquartered in Abu Dhabi, Mubadala has offices in London, Rio de Janeiro, Moscow, New York, San Francisco and Beijing.

For more information about Mubadala Investment Company, please visit: www.mubadala.com

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