
**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): June 11, 2026

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.

Departure of Chief Financial Officer

On June 11, 2026, John E. Gallagher III, Senior Vice President and Chief Financial Officer of Certara, Inc. (the “Company”), tendered his notice of resignation to the Company to pursue another opportunity. The Company has commenced a search process to identify Mr. Gallagher’s successor.

Mr. Gallagher is expected to continue to serve as the Company’s Chief Financial Officer through July 14, 2026 (the “Effective Date”) and, prior to the Effective Date, will assist with the transition of his responsibilities through the closing process for the Company’s quarterly period ending June 30, 2026. Mr. Gallagher’s decision to resign was not the result of any disagreement with the Company, the Company’s management or any member of the Company’s Board of Directors, or on any matter relating to the Company’s operations, policies, practices, or financial reporting.

Appointment of Interim Chief Financial Officer

On June 17, 2026, the Company appointed Faiz Mohammed as its Interim Chief Financial Officer and as both principal financial officer and principal accounting officer of the Company for purposes of the Securities Exchange Act of 1934, as amended, effective as of the Effective Date and until a successor may be appointed.

Faiz Mohammed, age 53, was appointed Interim Chief Financial Officer effective July 15, 2026. Mr. Mohammed has served as Senior Vice President, Finance and Treasurer of the Company since 2018. Mr. Mohammed has over 25 years of experience in finance, financial planning and analysis, Securities and Exchange Commission reporting, internal controls, treasury, accounting, capital markets, strategic planning, and corporate governance. Prior to joining the Company, he served as Chief Accounting Officer and Controller of Recorded Books, Inc. from 2015 to 2018 and as Chief Accounting Officer and Vice President, Controller of Hights Cross Communications, Inc. from 2005 to 2015. Earlier in his career, Mr. Mohammed was a Senior Associate in the Assurance and Advisory practice of Ernst & Young LLP. Mr. Mohammed holds a Bachelor of Science degree in Accounting from Hunter College.

There are no family relationships between Mr. Mohammed and any of the directors or executive officers of the Company, and there are no transactions in which Mr. Mohammed 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. Mohammed and any other person pursuant to which Mr. Mohammed was selected as an officer of the Company.

Item 7.01. Regulation FD Disclosure.

On June 17, 2026, the Company issued a press release announcing the foregoing transition matters and reaffirming guidance for the full year 2026. A copy of the press release is attached hereto and furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of Certara, Inc. dated June 17, 2026.
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: June 17, 2026

CERTARA, INC.
(Registrant)

By: /s/ Daniel Corcoran

Daniel Corcoran
Senior Vice President and General Counsel

**Certara Announces CFO Transition
Reaffirms 2026 Guidance**

RADNOR, PA – June 17, 2026 -- Certara, Inc. (Nasdaq: CERT), a global leader in model-informed drug development, announces that John Gallagher, Chief Financial Officer, has notified the Company of his intent to resign from his office effective as of the end of the day on July 14, 2026.

Concurrently, Certara has launched a search with a leading executive search firm to identify the Company's next Chief Financial Officer.

Faiz Mohammed, Certara's Senior Vice President of Finance and Treasurer, has agreed to serve as Interim CFO upon Mr. Gallagher's departure until a successor is named and appointed. Mr. Mohammed has been a finance leader with Certara since 2018 and brings more than 25 years of senior finance and accounting experience across public and private equity-backed companies.

Certara Reaffirms 2026 Guidance

Certara takes this opportunity to reaffirm the Company's 2026 Financial Guidance provided during the first quarter earnings call on May 11, 2026.

About Certara

Certara transforms drug discovery and development for good, helping scientists and clinical teams generate regulatory-grade evidence faster. Its solutions combine biosimulation, clinical intelligence, and regulatory science, and are embedded in the workflows of drug developers worldwide. Certara clients include more than 2,600 biopharmaceutical companies, academic institutions, and global regulatory agencies. Learn more at certara.com.

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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, including, but not limited to, statements regarding the Company’s financial guidance, management succession plans and future business and financial performance and outlook. 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 disruption from the recently completed divestiture of our Regulatory Medical Writing business transaction making it more difficult to maintain business and operational relationships; 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 spending; operational disruptions, funding constraints and policy changes at the Food and Drug Administration and other government agencies; consolidation within the biopharmaceutical industry; our ability to increase successfully our customer base, expand 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 implementation, use and development 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 and receipt of government grants; risks related to any future acquisitions and other strategic transactions; the accuracy of our addressable market estimates; our ability to operate successfully a global business and adverse global economic conditions; our ability to comply with applicable trade compliance and economic sanctions laws and regulations; the impact of litigation; the sufficiency of our insurance coverage; our ability to perform our services in accordance with contractual requirements, regulatory standards and ethical considerations; the loss of more than one of our major customers; our ability to raise capital or generate sufficient cash flows; the ability or inability of our bookings to accurately predict our future revenue and our ability to realize the anticipated revenue reflected in our; our ability to comply with anti-corruption laws; risks related to catastrophic events; the application of evolving corporate governance and public disclosure requirements; disruptions in the operations of the third-party providers who host our software solutions or any limitations on their capacity or interference with our use; any unauthorized access to or use of customer or other proprietary or confidential data or other breach of our cybersecurity measures, compliance with privacy and cybersecurity laws and related contractual requirements; our ability to reliably meet our data storage and management requirements, or the experience of any failures or interruptions in the delivery of our services over the internet; our ability to comply with the terms of any licenses governing our use of third-party open source software; our ability to adequately enforce or defend our ownership and use of our intellectual property and other proprietary rights; any allegations that we are infringing, misappropriating or otherwise violating a third party’s intellectual property rights; our ability to comply with healthcare laws; risks related to our indebtedness; any additional impairment of goodwill or other intangible assets; our ability to use net operating losses; the volatility of the market price of our common stock; future sales of our common stock by existing stockholders; the substantial holdings of our largest stockholder; 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, 2026, 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.
