

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

MADRIGAL PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

04-3508648
(I.R.S. Employer
Identification Number)

**Four Tower Bridge
200 Barr Harbor Drive, Suite 200
West Conshohocken, Pennsylvania 19428**
(Address of Principal Executive Offices; Zip Code)

MADRIGAL PHARMACEUTICALS, INC. AMENDED 2015 STOCK PLAN
(as Amended and Restated June 17, 2021)
(Full Title of the Plan)

**Brian J. Lynch
Senior Vice President and
General Counsel
Madrigal Pharmaceuticals, Inc.
Four Tower Bridge
200 Barr Harbor Drive, Suite 200
West Conshohocken, Pennsylvania 19428
(267) 824-2827**
(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	1,200,000 (1)	\$100.95 (2)	\$121,140,000 (2)	\$13,217 (2)

- (1) Consists of shares of common stock, par value \$0.0001 per share (“Common Stock”), of Madrigal Pharmaceuticals, Inc. (the “Registrant”), which may be sold upon the exercise of options or the issuance of stock or equity-based awards which may hereafter be granted under the Madrigal Pharmaceuticals, Inc. Amended 2015 Stock Plan, as amended and restated June 17, 2021 (the “2015 Plan”). The maximum number of shares which may be sold upon the exercise of options or the issuance of stock or equity-based awards granted under the 2015 Plan is subject to adjustment in accordance with certain anti-dilution and other provisions of the 2015 Plan. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable upon the operation of any such anti-dilution and other provisions of the 2015 Plan.
 - (2) This calculation is made solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act based on the average of the high and low sale prices per share of Common Stock on The NASDAQ Global Select Market as of June 28, 2021.
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Preliminary Note: At the June 17, 2021 Annual Meeting of Stockholders, the stockholders of Madrigal Pharmaceuticals, Inc. approved a proposal to amend and restate the Madrigal Pharmaceuticals, Inc. Amended 2015 Stock Plan (the “Plan”) to, among other things, increase by 1,200,000 the number of shares available for issuance under the Plan. This Form S-8 filing is being made to register such 1,200,000 additional Plan shares.

REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E.

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 (this “Registration Statement”) is being filed to register an additional 1,200,000 shares of common stock, par value \$0.0001 per share (“Common Stock”), of Madrigal Pharmaceuticals, Inc. (the “Registrant”) reserved under the Madrigal Pharmaceuticals, Inc. Amended 2015 Stock Plan, as amended and restated June 17, 2021 (the “2015 Plan”). On April 30, 2021, the Registrant filed with the U.S. Securities and Exchange Commission (the “SEC”) a definitive proxy statement that included proposals to, among other things, increase the number of shares available for issuance under the 2015 Plan by 1,200,000 shares of Common Stock. The proposal to increase the number of shares available for issuance under the 2015 Plan was approved by the Company’s stockholders on June 17, 2021. This Registration Statement registers additional securities of the same class as other securities of the Registrant for which the registration statements filed on Form S-8 relating to the 2015 Plan (File Nos. [333-206128](#), [333-212615](#), [333-224503](#) and [333-249866](#)) of the Registrant are effective. The information contained in the Registrant’s registration statements on Form S-8 relating to the 2015 Plan (File Nos. [333-206128](#), [333-212615](#), [333-224503](#) and [333-249866](#)) is hereby incorporated by reference pursuant to General Instruction E of Form S-8.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Registrant with the SEC, are incorporated by reference in this Registration Statement (excluding any portions of such documents that have been “furnished” but not “filed” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)):

- our [Annual Report on Form 10-K for the fiscal year ended December 31, 2020, as filed with the SEC on February 25, 2021](#), including the information specifically incorporated therein by reference from our [Definitive Proxy Statement on Schedule 14A, as filed with the SEC on April 30, 2021](#);
- our [Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2021, as filed with the SEC on May 6, 2021](#);
- our Current Reports on Form 8-K, as filed with the SEC on [May 18, 2021](#), [June 1, 2021](#) and [June 21, 2021](#); and
- the description of our common stock contained in our Registration Statement on [Form 8-A](#) filed with the SEC on January 26, 2007, including any amendment thereto or report filed for the purpose of updating such description, including but not limited to the description of our common stock contained in [Exhibit 4.1](#) of our Registration Statement on Form S-3ASR filed with the SEC on June 1, 2021.

All documents that the Registrant subsequently files under Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents (excluding any portions of such documents that have been “furnished” but not “filed” for purposes of the Exchange Act). Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The exhibits listed on the Exhibit Index immediately preceding such exhibits are filed as part of this Registration Statement, and the contents of the Exhibit Index are incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Filed Herewith</u>	<u>Incorporated by Reference</u>			
			<u>Form</u>	<u>SEC File / Registration Number</u>	<u>Exhibit</u>	<u>Filing Date</u>
4.1	Restated Certificate of Incorporation of the Registrant.		10-K	001-33277	3.1	03/31/17
4.2	Bylaws of the Registrant, as amended April 13, 2016.		DEFA14A; 8-K	001-33277	3.1	04/14/16
4.3	Specimen Common Stock Certificate.		Form S-3	333-256666	4.5	06/01/21
5.1	Opinion of Hogan Lovells US, LLP, as to the legality of shares being registered.	X				
23.1	Consent of Hogan Lovells US, LLP (included in opinion of counsel filed as Exhibit 5.1).	X				
23.2	Consent of PricewaterhouseCoopers LLP.	X				
24	Power of Attorney to file future amendments (set forth on the signature page of this Registration Statement).	X				
99.1	Amended 2015 Stock Plan.		DEF 14A	001-33277	Annex A	04/30/21

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in West Conshohocken, Pennsylvania, on June 29, 2021.

MADRIGAL PHARMACEUTICALS, INC.

By: /s/ PAUL A. FRIEDMAN, M.D.

Paul A. Friedman, M.D.
Chief Executive Officer

Each person whose signature appears below constitutes and appoints Paul A. Friedman, M.D., Brian J. Lynch and Alex G. Howarth, and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement of Madrigal Pharmaceuticals, Inc. and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ PAUL A. FRIEDMAN, M.D.</u> Paul A. Friedman, M.D.	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	June 29, 2021
<u>/s/ ALEX G. HOWARTH</u> Alex G. Howarth	Chief Financial Officer (Principal Financial and Accounting Officer)	June 29, 2021
<u>/s/ KENNETH M. BATE</u> Kenneth M. Bate	Director	June 29, 2021
<u>/s/ JAMES M. DALY</u> James M. Daly	Director	June 29, 2021
<u>/s/ FRED B. CRAVES, PH.D.</u> Fred B. Craves, Ph.D.	Director	June 29, 2021
<u>/s/ KEITH R. GOLLUST</u> Keith R. Gollust	Director	June 29, 2021
<u>/s/ RICHARD S. LEVY, M.D.</u> Richard S. Levy, M.D.	Director	June 29, 2021
<u>/s/ DAVID MILLIGAN, PH.D.</u> David Milligan, Ph.D.	Director	June 29, 2021
<u>/s/ REBECCA TAUB, M.D.</u> Rebecca Taub, M.D.	President, Research & Development, Chief Medical Officer, and Director	June 29, 2021



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June 29, 2021

Board of Directors
Madrigal Pharmaceuticals, Inc.
Four Tower Bridge
200 Barr Harbor Drive, Suite 200
West Conshohocken, PA 19428

Ladies and Gentlemen:

We are acting as counsel to Madrigal Pharmaceuticals, Inc., a Delaware corporation (the “**Company**”), in connection with its registration statement on Form S-8 (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”) relating to the proposed offering of up to 1,200,000 newly issued shares of the common stock, par value \$0.0001 per share (the “**Common Stock**”) of the Company (the “**Shares**”), all of which shares are issuable pursuant to the Madrigal Pharmaceuticals, Inc. Amended 2015 Stock Plan (the “**Plan**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the Plan, and (iii) receipt by the Company of the consideration for the Shares specified in the applicable resolutions of the Board of Directors and in the Plan, the Shares will be validly issued, fully paid, and nonassessable.

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the effective date of the Registration Statement.

Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. “Hogan Lovells” is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Alicante Amsterdam Baltimore Beijing Birmingham Boston Brussels Colorado Springs Denver Dubai Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston Johannesburg London Los Angeles Luxembourg Madrid Mexico City Miami Milan Minneapolis Monterrey Moscow Munich New York Northern Virginia Paris Perth Philadelphia Rome San Francisco São Paulo Shanghai Silicon Valley Singapore Sydney Tokyo Warsaw Washington, D.C. Associated Offices: Budapest Jakarta Riyadh Shanghai FTZ Ulaanbaatar. Business Service Centers: Johannesburg Louisville. Legal Services Center: Berlin. For more information see www.hoganlovells.com

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Act.

Very truly yours,

/s/ HOGAN LOVELLS US LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Madrigal Pharmaceuticals, Inc. of our report dated February 25, 2021 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Madrigal Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP
Philadelphia, PA
June 29, 2021