

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 Address of Reporting Person* <u>Waltermire Robert E.</u>			2. Issuer Name and Ticker or Trading Symbol <u>MADRIGAL PHARMACEUTICALS, INC. [ MDGL ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP, Chief Pharma Dev.</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/12/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person		
<u>C/O MADRIGAL PHARMACEUTICALS, INC.</u> <u>200 BARR HARBOR DRIVE, SUITE 200</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>WEST</u> <u>PA</u> <u>19428</u>			Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)			(State)			(Zip)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/12/2023		M <sup>(1)</sup>		1,300	A	\$87.92	6,967	D	
Common Stock	12/12/2023		S		500	D	\$216	6,467	D	
Common Stock	12/12/2023		S		800	D	\$219	5,667	D	
Common Stock	12/13/2023		M <sup>(1)</sup>		2,500	A	\$87.92	8,167	D	
Common Stock	12/13/2023		S		1,500	D	\$225	6,667	D	
Common Stock	12/13/2023		S		1,000	D	\$226	5,667	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$87.92	12/12/2023		M			1,300	(1)	08/02/2031	Common Stock	1,300	\$0	23,700	D	
Stock Option (Right to Buy)	\$87.92	12/13/2023		M			2,500	(1)	08/02/2031	Common Stock	2,500	\$0	21,200	D	

Explanation of Responses:

1. All shares issued pursuant to the exercise of the options reported herein represent 3,800 shares underlying an overall option award of 35,000 shares. All exercised options had vested. As to the overall option for 35,000 shares, 25% of the shares underlying the option vested on August 2, 2022 and, thereafter, 6.25% of the shares vested, or will vest, on the last day of each successive three-month period, provided the Reporting Person continues in service with the Issuer on each such date.

Remarks:

\*As attorney-in-fact for Reporting Person

/s/ Brian J. Lynch\*

12/14/2023

\*\* 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.