

**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 18, 2021 (June 17, 2021)

MADRIGAL PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or another jurisdiction
of incorporation)

001-33277
(Commission
File Number)

04-3508648
(IRS Employer
Identification No.)

**Four Tower Bridge
200 Barr Harbor Drive, Suite 200
West Conshohocken, Pennsylvania**
(Address of principal executive offices)

19428
(Zip Code)

(267) 824-2827
Registrant's telephone number, including area code

(Former name or former address, if changed since last report)

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 Par Value Per Share	MDGL	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.*(e) Amendment to Amended 2015 Stock Plan*

In April of 2021, Madrigal Pharmaceuticals, Inc. (the “Company”) approved, subject to stockholder approval, an amendment to the Company’s 2015 Amended Stock Plan (as amended, the “Plan”). Subsequent thereto, the Plan was approved by the Company’s stockholders at the 2021 annual meeting of stockholders held on June 17, 2021 (the “Annual Meeting”). The Plan amendment increased the total number of shares of common stock reserved for issuance under the Plan by 1,200,000 shares and incorporated a new policy for annual equity awards to our non-employee directors whereby grant values will be benchmarked against the 50th percentile of the Company’s peer group (the “50th Percentile Grant Value”) based on the advice of the Company’s compensation consultant. The amended terms are reflected in more detail in the Company’s definitive proxy statement, which was filed with the Securities and Exchange Commission on April 30, 2021 (the “Proxy Statement”).

The foregoing description of the Plan amendment does not purport to be complete and is qualified in its entirety by reference to the Proxy Statement description of the Plan amendment and the Plan itself, a copy of which was attached to the Proxy Statement as Annex A and which is incorporated herein by reference.

On June 17, 2021, following stockholder approval of the Plan, each non-employee director received a grant of stock options for 12,489 shares of common stock at an exercise price of \$105.08 per share, the closing price for our stock on the grant date. Each such option was valued under Black-Scholes methodologies at \$362,645, which was equal to the 50th Percentile Grant Value. For more detail concerning such director grant methodologies, see Exhibit A of the Proxy Statement.

Item 5.07 Submission of Matters to a Vote of Security Holders.**(a) 2021 Annual Meeting of Stockholders**

The Company held the Annual Meeting on a virtual basis via internet at 9:00 a.m., Eastern time, on Thursday, June 17, 2021. As of April 26, 2021, the record date for the Annual Meeting, the Company had 16,847,127 shares of its common stock outstanding and entitled to vote, of which 14,890,939 shares of the Company’s common stock were present in person or represented by proxy and entitled to vote, constituting a quorum, at the Annual Meeting.

(b) Annual Meeting Voting Results

The following is a brief description of the final voting results for each of the proposals submitted to a vote of the stockholders at the Annual Meeting. These matters are described in more detail in the Proxy Statement.

Proposal No. 1: The Company’s stockholders elected each of the two Class II nominees named below to serve on the Company’s Board of Directors for a three-year term expiring at the Company’s 2024 annual meeting of stockholders and until their respective successors are duly elected and qualified.

Class II Nominee	Votes For	Votes Withheld	Broker Non-votes
Rebecca Taub, M.D.	13,134,959	597,100	1,158,880
Fred B. Craves, Ph.D.	12,710,582	1,021,477	1,158,880

Proposal No. 2: The Company’s stockholders approved the Plan, including amendment provisions described above.

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
12,308,854	—	1,423,205	1,158,880

Proposal No. 3: The Company’s stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021.

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
14,872,430	7,875	10,634	—

Proposal No. 4: The Company’s stockholders approved, on an advisory basis (with the affirmative vote of 98.31% of the votes cast FOR), the compensation of the Company’s named executive officers as described in the Proxy Statement.

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
13,492,590	230,987	8,482	1,158,880

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MADRIGAL PHARMACEUTICALS, INC.

Date: June 18 2021

/s/ Brian J. Lynch

Brian J. Lynch

Senior Vice President and General Counsel