

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 2)¹

Madrigal Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

558868105

(CUSIP Number)

September 30, 2024

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

1	NAME OF REPORTING PERSON PAULSON & CO. INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 2,042,000 (See Note 1 to Item 4 below)
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 2,042,000 (See Note 1 to Item 4 below)
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,042,000 (See Note 1 to Item 4 below)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.4%	
12	TYPE OF REPORTING PERSON IA	

Item 1(a). Name of Issuer:

Madrigal Pharmaceuticals, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

Four Tower Bridge
200 Barr Harbor Drive, Suite 200
West Conshohocken, PA 19428

Item 2(a). Name of Persons Filing:

Paulson & Co. Inc. (the "Reporting Person")

Item 2(b). Address of Principal Business Office or, if none, Residence:

1133 Avenue of the Americas, New York, NY 10036

Item 2(c). Citizenship:

Delaware corporation

Item 2(d). Title of Class of Securities:

Common stock, \$0.0001 par value per share (the "Common Stock")

Item 2(e). CUSIP Number:

558868105

Item 3. If this statement is filed pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- /x/ Not Applicable
- (a) // Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
 - (b) // Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) // Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) // Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) // Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).*
 - (f) // Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).
 - (g) // Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).**
 - (h) // Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
 - (i) // Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3).
 - (j) // Non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
 - (k) // Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).
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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer.

- (a) Amount beneficially owned: 2,042,000
- (b) Percent of class: 9.4%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 2,042,000 (See Note 1)
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 2,042,000 (See Note 1)
 - (iv) Shared power to dispose or to direct the disposition of: 0

The aggregate percentage of Common Stock reported owned by each person named herein is based upon 21,810,407 shares of Common Stock outstanding as of October 28, 2024, which is the total number of shares of Common Stock outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 31, 2024.

Note 1: Paulson & Co. Inc. ("Paulson") and its affiliates furnish investment advice to and manage onshore and offshore investment funds and separate managed accounts (such investment funds and accounts, the "Funds"). In its role as investment advisor, or manager, Paulson possesses voting and/or investment power over the securities of the Issuer described in this schedule that are owned by the Funds. All securities reported in this schedule are owned by the Funds. Paulson disclaims beneficial ownership of such securities.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

All securities reported in this schedule are owned by Paulson's advisory clients, none of which to Paulson's knowledge owns more than 5% of the class. Paulson itself disclaims beneficial ownership of all such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURES

After reasonable inquiry and to the best of its or his knowledge and belief, each of the undersigned certifies that the information with respect to it or him set forth in this statement is true, complete and correct.

Dated: November 14, 2024

PAULSON & CO. INC.

By: /s/ Stuart L. Merzer

Stuart L. Merzer,
General Counsel & Chief Compliance Officer