

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Sukhija Remy</u> (Last) (First) (Middle) C/O MADRIGAL PHARMACEUTICALS, INC. 200 BARR HARBOR DRIVE, SUITE 200 (Street) WEST CONSHOHOCKEN PA 19428 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>MADRIGAL PHARMACEUTICALS, INC.</u> [ MDGL ]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X Chief Commercial Officer		
			3. Date of Earliest Transaction (Month/Day/Year) 12/23/2022					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		

**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	12/23/2022		M <sup>(1)</sup>		30,000	A	\$60.26	30,000	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		593	D	\$266.04 <sup>(3)</sup>	29,407	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		1,107	D	\$267.47 <sup>(4)</sup>	28,300	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		1,913	D	\$268.5 <sup>(5)</sup>	26,387	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		1,476	D	\$269.61 <sup>(6)</sup>	24,911	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		2,069	D	\$270.56 <sup>(7)</sup>	22,842	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		2,084	D	\$271.54 <sup>(8)</sup>	20,758	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		5,534	D	\$272.68 <sup>(9)</sup>	15,224	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		2,471	D	\$273.54 <sup>(10)</sup>	12,753	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		3,019	D	\$274.56 <sup>(11)</sup>	9,734	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		811	D	\$275.7 <sup>(12)</sup>	8,923	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		700	D	\$276.67 <sup>(13)</sup>	8,223	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		700	D	\$277.83 <sup>(14)</sup>	7,523	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		3,003	D	\$279.15 <sup>(15)</sup>	4,520	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		2,620	D	\$279.96 <sup>(16)</sup>	1,900	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		1,000	D	\$280.92 <sup>(17)</sup>	900	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		400	D	\$282.13 <sup>(18)</sup>	500	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		400	D	\$283.43 <sup>(19)</sup>	100	D	
Common Stock	12/23/2022		S <sup>(1)</sup>		100	D	\$284.65	0	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
Stock Option (Right to Buy)	\$60.26	12/23/2022		M <sup>(1)</sup>			30,000	(2)	04/01/2030	Common Stock	30,000	\$0.00	30,000	D	

**Explanation of Responses:**

- All transactions reported herein were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person. After giving effect to these transactions, the reporting person's Rule 10b5-1 trading plan has been concluded and no more trading will be conducted thereunder.
- All shares issued pursuant to the exercise of the options reported herein represent 30,000 shares underlying an overall option award of 60,000 shares. All exercised options had vested. As to the overall option

for 60,000 shares, 25% of the shares underlying the option vested on April 1, 2021 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.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$265.76 to \$266.75, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote and the footnotes below.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$266.98 to \$267.85, inclusive.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$268.00 to \$268.82, inclusive.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$269.01 to \$269.95, inclusive.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$270.04 to \$271.01, inclusive.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$271.04 to \$272.01, inclusive.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$272.04 to \$273.02, inclusive.

10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$273.04 to \$274.01, inclusive.

11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$274.19 to \$275.13, inclusive.

12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$275.24 to \$276.23, inclusive.

13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$276.40 to \$277.31, inclusive.

14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$277.49 to \$278.13, inclusive.

15. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$278.53 to \$279.50, inclusive.

16. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$279.56 to \$280.42, inclusive.

17. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$280.61 to \$281.44, inclusive.

18. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$282.00 to \$282.20, inclusive.

19. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$283.11 to \$283.83, inclusive.

#### Remarks:

\*\* As attorney-in-fact for Reporting Person

/s/ Brian J. Lynch\*\*

12/28/2022

\*\* 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.

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