

**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

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

1. Name and Address of Reporting Person* <u>BAY CITY CAPITAL LLC</u> _____ (Last) (First) (Middle) <u>750 BATTERY STREET, SUITE 400</u> _____ (Street) <u>SAN FRANCISCO CA 94111</u> _____ (City) (State) (Zip)	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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/13/2019		S		1,174,680	D	\$105.47	4,089,702	I	See Footnote <sup>(1)(2)</sup>
Common Stock	12/13/2019		S		25,320	D	\$105.47	88,152	I	See Footnote <sup>(1)(3)</sup>

**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)		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)					

1. Name and Address of Reporting Person\*  
BAY CITY CAPITAL LLC  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
750 BATTERY STREET, SUITE 400  
 \_\_\_\_\_  
 (Street)  
SAN FRANCISCO CA 94111  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Bay City Capital Management IV LLC  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
750 BATTERY STREET, SUITE 400  
 \_\_\_\_\_  
 (Street)  
SAN FRANCISCO CA 94111  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Bay City Capital Fund IV, L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)

750 BATTERY STREET, SUITE 400

(Street)

SAN FRANCISCO CA 94111

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

BAY CITY CAPITAL FUND IV CO  
INVESTMENT FUND LP

(Last)

(First)

(Middle)

750 BATTERY STREET, SUITE 400

(Street)

SAN FRANCISCO CA 94111

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Bay City Capital LLC, a Delaware limited liability company ("BCC"), Bay City Capital Management IV LLC, a Delaware limited liability company ("Management IV"), Bay City Capital Fund IV, L.P., a Delaware limited partnership ("Fund IV"), and Bay City Capital Fund IV Co-Investment Fund, L.P., a Delaware limited partnership ("Co-Investment IV") are deemed to be a "group" for the purposes of Section 13(d) under the Securities Exchange Act of 1934. Management IV is the general partner of Fund IV and Co-Investment IV and has sole voting and dispositive power with respect to the securities held by Fund IV and Co-Investment IV. BCC, the manager of Management IV, is also an advisor to Fund IV and Co-Investment IV and has sole voting and dispositive power with respect to the securities held by Fund IV and Co-Investment IV.

2. The securities are held by Fund IV.

3. The securities are held by Co-Investment IV.

**Remarks:**

Bay City Capital LLC, a Delaware limited liability company, By: /s/ Fred Craves, Managing Director 12/13/2019

Bay City Capital Management IV LLC, a Delaware limited liability company, by Bay City Capital LLC, its Manager, By: /s/ Fred Craves, Managing Director 12/13/2019

Bay City Capital Fund IV, L.P., a Delaware limited partnership, by Bay City Capital Management IV LLC, its General Partner, by Bay City Capital LLC, its Manager, By: /s/ Fred Craves, Managing Director 12/13/2019

Bay City Capital Fund IV Co-Investment Fund, L.P., a Delaware limited partnership, by Bay City Capital Management IV LLC, its General Partner, by Bay City Capital LLC, its Manager, By: /s/ Fred Craves, Managing Director 12/13/2019

\*\* 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.