

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>Kelley Shannon T</u><br>_____<br>(Last) (First) (Middle)<br>C/O MADRIGAL PHARMACEUTICALS, INC.<br>200 BARR HARBOR DRIVE, SUITE 200<br>_____<br>(Street)<br>WEST PA 19428<br>CONSHOHOCKEN<br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MADRIGAL PHARMACEUTICALS, INC. [ MDGL ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>General Counsel |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/04/2026                                |  |
| 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                    | 03/04/2026                           |  | A <sup>(1)</sup>               |   | 4,017   | A          | \$0      | 12,498  | D  |   |
| Common Stock                    | 03/06/2026                           |  | S <sup>(2)</sup>               |   | 360   | D          | \$431.94 | 12,138  | 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)                | \$434.8  | 03/04/2026                           |  | A                              |   | 5,022  |     | (3)  | 03/04/2036      | Common Stock  | 5,022                                      | \$0  | 5,022   | D  |       |

**Explanation of Responses:**

- Represents a grant of restricted stock units, which vest as to 25% of the shares on each of March 4, 2027, March 4, 2028, March 4, 2029 and March 4, 2030, provided the Reporting Person continues in service with the Issuer on each such date.
- This sale represents the number of shares sold by the Issuer on behalf of the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units. This sale was automatic and not at the discretion of the Reporting Person.
- The option vests as to 25% of the shares on the first anniversary of the date of grant (March 4, 2027) and, thereafter, 6.25% of the shares shall 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:**

/s/ Mardi Dier, as Attorney-in-Fact 03/06/2026

\*\* 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.