

OMB APPROVAL	
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**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>Waltermire Robert E.</u>  (Last) (First) (Middle) <u>C/O MADRIGAL PHARMACEUTICALS, INC.</u> <u>200 BARR HARBOR DRIVE, SUITE 200</u>  (Street) <u>WEST</u> <u>CONSHOHOCKEN PA</u> 19428  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP, Chief Pharma Dev.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/23/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	01/23/2024		A <sup>(1)</sup>		1,419	A	\$0	6,536	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)	\$229	01/23/2024		A		2,138		(2)	01/23/2031	Common Stock	2,138	\$0	2,138	D	
Market Stock Unit	(3)	01/23/2024		A		1,419		(3)	(3)	Common Stock	1,419	\$0	1,419	D	

**Explanation of Responses:**

- Represents a grant of restricted stock units, which vest as to 25% of the shares on each of January 23, 2025, January 23, 2026, January 23, 2027 and January 23, 2028, provided the Reporting Person continues in service with the Issuer on each such date.
- The option vests as to 25% of the shares on the first anniversary of the date of grant (January 23, 2025) 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.
- Each market stock unit, which is performance-based, represents the contingent right to receive one share of common stock. The amount reported represents the target number of shares which may be issued upon vesting. The market stock units will vest upon certification concerning the Company's stock price performance measured against biotechnology stock index companies for the entire performance period ending December 31, 2026.

**Remarks:**

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

/s/ Brian J. Lynch\*\*

01/25/2024

\*\* 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.