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

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**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**MADRIGAL PHARMACEUTICALS, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**04-3508648**  
(I.R.S. Employer  
Identification No.)

**Four Tower Bridge  
200 Barr Harbor Drive, Suite 200  
West Conshohocken, Pennsylvania 19428**  
(Address of Principal Executive Offices, Zip Code)

**MADRIGAL PHARMACEUTICALS, INC. AMENDED 2015 STOCK PLAN**  
(as Amended and Restated on June 25, 2024)  
(Full title of the plan)

**Mardi Dier**  
**Senior Vice President and Chief Financial Officer**  
**Madrigal Pharmaceuticals, Inc.**  
**Four Tower Bridge**  
**200 Barr Harbor Drive, Suite 200**  
**West Conshohocken, Pennsylvania 19428**  
(Name and address of agent for service)

**(267) 824-2827**  
(Telephone number, including area code, of agent for service)

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*Copies to:*

**Gregg Katz, Esq.**  
**Goodwin Procter LLP**  
**100 Northern Avenue**  
**Boston, MA 02210**  
**(617) 570-1000**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 (this “Registration Statement”) is being filed to register an additional 750,000 shares of common stock, par value \$0.0001 per share (“Common Stock”), of Madrigal Pharmaceuticals, Inc. (the “Registrant”) reserved under the Madrigal Pharmaceuticals, Inc. Amended 2015 Stock Plan, as amended and restated on June 25, 2024 (the “2015 Plan”). On April 29, 2024, the Registrant filed with the U.S. Securities and Exchange Commission (the “SEC”) a definitive proxy statement that included proposals to, among other things, increase the number of shares available for issuance under the 2015 Plan by 750,000 shares of Common Stock. The proposal to increase the number of shares available for issuance under the 2015 Plan was approved by the Company’s stockholders on June 25, 2024. This Registration Statement registers additional securities of the same class as other securities of the Registrant for which the registration statements filed on Form S-8 relating to the 2015 Plan (File Nos. [333-206128](#), [333-212615](#), [333-224503](#), [333-249866](#) and [333-257506](#)) of the Registrant are effective. The information contained in the Registrant’s registration statements on Form S-8 relating to the 2015 Plan (File Nos. [333-206128](#), [333-212615](#), [333-224503](#), [333-249866](#) and [333-257506](#)) is hereby incorporated by reference pursuant to General Instruction E of Form S-8, except with respect to Item 3. Incorporation of Documents by Reference and Item 8. Exhibits thereof.

## Part II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Registrant with the SEC, are incorporated by reference in this Registration Statement (excluding any portions of such documents that have been “furnished” but not “filed” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)):

- (a) Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, as filed with the SEC on February 28, 2024, including the information specifically incorporated therein by reference from our Definitive Proxy Statement on [Schedule 14A](#), as filed with the SEC on April 30, 2024;
- (b) Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2024, June 30, 2024 and September 30, 2024, as filed with the SEC on [May 7, 2024](#), [August 7, 2024](#) and [October 31, 2024](#), respectively;
- (c) Current Reports on Form 8-K, as filed with the SEC on [January 8, 2024](#), [February 28, 2024](#) (Item 5.02), [March 15, 2024](#), [March 20, 2024](#), [April 2, 2024](#), [May 7, 2024](#) (Items 1.01, 1.02 and 8.01) and [June 27, 2024](#); and
- (d) The description of the Registrant’s common stock contained in its Registration Statement on [Form 8-A](#) filed with the SEC on January 26, 2007, including any amendment thereto or report filed for the purpose of updating such description, including but not limited to the description of the Registrant’s common stock contained in [Exhibit 4.3](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022 filed with the SEC on February 23, 2023.

All documents that the Registrant subsequently files under Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents (excluding any portions of such documents that have been “furnished” but not “filed” for purposes of the Exchange Act). Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information filed under current items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

**Item 8. Exhibits.**

The exhibits listed on the Exhibit Index immediately preceding such exhibits are filed as part of this Registration Statement, and the contents of the Exhibit Index are incorporated herein by reference.

**EXHIBIT INDEX**

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference			
			Form	SEC File / Registration Number	Exhibit	Filing Date
4.1	<a href="#">Restated Certificate of Incorporation of the Registrant</a>		10-K	001-33277	3.1	03/31/17
4.2	<a href="#">Certificate of Amendment to Restated Certificate of Incorporation of the Registrant</a>		8-K	001-33277	3.1	06/20/23
4.3	<a href="#">Restated Bylaws of the Registrant</a>		8-K	001-33277	3.1	04/14/16
5.1	<a href="#">Opinion of Goodwin Procter LLP</a>	X				
23.1	<a href="#">Consent of Goodwin Procter LLP (included in opinion of counsel filed as Exhibit 5.1)</a>	X				
23.2	<a href="#">Consent of PricewaterhouseCoopers LLP</a>	X				
24	<a href="#">Power of Attorney to file future amendments (set forth on the signature page of this Registration Statement)</a>	X				
99.1	<a href="#">2015 Plan</a>		8-K	001-33277	99.1	06/27/24
107	<a href="#">Filing Fee table</a>	X				

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in West Conshohocken, Pennsylvania, on October 31, 2024.

### **MADRIGAL PHARMACEUTICALS, INC.**

By: /s/ William J. Sibold

William J. Sibold

President and Chief Executive Officer

Each person whose signature appears below constitutes and appoints William J. Sibold and Mardi Dier, and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement of Madrigal Pharmaceuticals, Inc. and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
<hr/> <i>/s/ William J. Sibold</i> William J. Sibold	President and Chief Executive Officer and Director (Principal Executive Officer)	October 31, 2024
<hr/> <i>/s/ Mardi C. Dier</i> Mardi C. Dier	Chief Financial Officer (Principal Financial and Accounting Officer)	October 31, 2024
<hr/> <i>/s/ Julian C. Baker</i> Julian C. Baker	Chairman of the Board	October 31, 2024
<hr/> <i>/s/ Kenneth M. Bate</i> Kenneth M. Bate	Director	October 31, 2024
<hr/> <i>/s/ Raymond Cheong, M.D., Ph.D.</i> Raymond Cheong, M.D., Ph.D.	Director	October 31, 2024
<hr/> <i>/s/ Fred B. Craves, Ph.D.</i> Fred B. Craves, Ph.D.	Director	October 31, 2024
<hr/> <i>/s/ James M. Daly</i> James M. Daly	Director	October 31, 2024
<hr/> <i>/s/ Paul A. Friedman, M.D.</i> Paul A. Friedman, M.D.	Director	October 31, 2024
<hr/> <i>/s/ Richard S. Levy, M.D.</i> Richard S. Levy, M.D.	Director	October 31, 2024
<hr/> <i>/s/ Rebecca Taub, M.D.</i> Rebecca Taub, M.D.	President, Research & Development, Chief Medical Officer, and Director	October 31, 2024



Goodwin Procter LLP  
100 Northern Avenue  
Boston, MA 02210

goodwinlaw.com  
+1 415 733 6000

October 31, 2024

Madrigal Pharmaceuticals, Inc.  
Four Tower Bridge  
200 Barr Harbor Drive, Suite 200  
West Conshohocken, PA 19428

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 750,000 shares (the "Shares") of Common Stock, par value \$0.0001 per share ("Common Stock"), of Madrigal Pharmaceuticals, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Madrigal Pharmaceuticals, Inc. Amended 2015 Stock Plan, as amended and restated on June 25, 2024 (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that, at the time Shares are issued, the total number of then unissued Shares, when added to the number of shares of Common Stock issued, subscribed for, or otherwise committed to be issued, does not exceed the number of shares of Common Stock authorized by the Company's certificate of incorporation.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when delivered against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Madrigal Pharmaceuticals, Inc. of our report dated February 28, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Madrigal Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP  
Philadelphia, Pennsylvania  
October 31, 2024

**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**Madrigal Pharmaceuticals, Inc.**  
(Exact name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share	457(h)	750,000 <sup>(2)</sup>	\$203.41 <sup>(3)</sup>	\$152,557,500.00	0.00015310	\$23,356.56
Total Offering Amounts					\$152,557,500.00		\$23,356.56
Total Fee Offsets							—
Net Fee Due							\$23,356.56

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (“Registration Statement”) shall also cover any additional shares of common stock, \$0.0001 par value per share (the “Common Stock”) of Madrigal Pharmaceuticals, Inc. (the “Registrant”) that become issuable under the Madrigal Pharmaceuticals, Inc. Amended 2015 Stock Plan, as amended and restated on June 25, 2024 (the “Plan”), by reason of any stock dividend, stock split, recapitalization or any other similar transactions.
- (2) Represents an increase of 750,000 shares of Common Stock available for issuance under the Plan, as approved on June 25, 2024.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act, and based on \$203.41, the average of the high and low sale prices of the Common Stock as reported on Nasdaq on October 24, 2024 (such date being within five business days of the date that this Registration Statement was filed with the Commission).