

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) 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. [ 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) Senior VP, Chief Pharma Dev.
	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2023	

**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	02/28/2023		M		5,000	A	\$87.92	10,667	D	
Common Stock	02/28/2023		S		900	D	\$271.03 <sup>(2)</sup>	9,767	D	
Common Stock	02/28/2023		S		4,100	D	\$272.3 <sup>(3)</sup>	5,667	D	
Common Stock	03/01/2023		M		5,000	A	\$87.92	10,667	D	
Common Stock	03/01/2023		S		1,928	D	\$273.44 <sup>(4)</sup>	8,739	D	
Common Stock	03/01/2023		S		1,672	D	\$274.57 <sup>(5)</sup>	7,067	D	
Common Stock	03/01/2023		S		1,300	D	\$275.53 <sup>(6)</sup>	5,767	D	
Common Stock	03/01/2023		S		100	D	\$276.19	5,667	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)	\$87.92	02/28/2023		M			5,000	(I)	08/02/2031	Common Stock	5,000	\$0.00	30,000	D	
Stock Option (Right to Buy)	\$87.92	03/01/2023		M			5,000	(I)	08/02/2031	Common Stock	5,000	\$0.00	25,000	D	

**Explanation of Responses:**

- All shares issued pursuant to the exercise of the options reported herein represent 10,000 shares underlying an overall option award of 35,000 shares. All exercised options had vested. As to the overall option for 35,000 shares, 25% of the shares underlying the option vested on August 2, 2022 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$270.58 to \$271.47, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$271.82 to \$272.77, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$273.00 to \$274.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$274.06 to \$274.99, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$275.18 to \$276.18, inclusive.

**Remarks:**

As attorney-in-fact for Reporting Person

/s/ Brian J. Lynch

03/02/2023

\*\* 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.**