

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).

1. Name and Address of Reporting Person* <u>Lynch Brian Joseph</u>			2. Issuer Name and Ticker or Trading Symbol <u>MADRIGAL PHARMACEUTICALS, INC.</u> [ MDGL ]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>SVP and General Counsel</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O MADRIGAL PHARMACEUTICALS, INC. 200 BARR HARBOR DRIVE, SUITE 200			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) WEST CONSHOCKEN PA 19428								
(City)	(State)	(Zip)						

**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	01/03/2023		M <sup>(1)</sup>		13,000	A	\$91.79	13,000	D	
Common Stock	01/03/2023		S <sup>(1)</sup>		600	D	\$277.91 <sup>(3)</sup>	12,400	D	
Common Stock	01/03/2023		S <sup>(1)</sup>		400	D	\$279.1 <sup>(4)</sup>	12,000	D	
Common Stock	01/03/2023		S <sup>(1)</sup>		1,800	D	\$280.66 <sup>(5)</sup>	10,200	D	
Common Stock	01/03/2023		S <sup>(1)</sup>		2,656	D	\$281.97 <sup>(6)</sup>	7,544	D	
Common Stock	01/03/2023		S <sup>(1)</sup>		2,628	D	\$282.97 <sup>(7)</sup>	4,916	D	
Common Stock	01/03/2023		S <sup>(1)</sup>		1,549	D	\$283.85 <sup>(8)</sup>	3,367	D	
Common Stock	01/03/2023		S <sup>(1)</sup>		829	D	\$285.15 <sup>(9)</sup>	2,538	D	
Common Stock	01/03/2023		S <sup>(1)</sup>		2,038	D	\$285.74 <sup>(10)</sup>	500	D	
Common Stock	01/03/2023		S <sup>(1)</sup>		400	D	\$286.62 <sup>(11)</sup>	100	D	
Common Stock	01/03/2023		S <sup>(1)</sup>		100	D	\$287.86 <sup>(12)</sup>	0	D	
Common Stock								530	I	In IRA

**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
Stock Option (Right to Buy)	\$91.79	01/03/2023		M <sup>(1)</sup>		13,000	(2)	03/05/2030	Common Stock	13,000	\$0.00	12,000	D	

**Explanation of Responses:**

- All transactions reported herein were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- All shares issued pursuant to the exercise of the options reported herein represent 13,000 shares underlying an overall option award of 32,000 shares. All exercised options had vested. As to the overall option for 32,000 shares, 25% of the shares underlying the option vested on March 5, 2021 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 \$277.90 to \$277.92, 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 \$279.06 to \$279.38, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$280.22 to \$281.16, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$281.32 to \$282.30, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$282.41 to \$283.33, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$283.42 to \$284.21, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$284.50 to \$285.49, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$285.50 to \$286.29, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$286.61 to \$286.63, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$287.86 to \$287.86, inclusive.

**Remarks:**

/s/ Brian J. Lynch

01/05/2023

\*\* 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.

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