

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 17, 2020 (June 17, 2020)**

**MADRIGAL PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or another jurisdiction  
of incorporation)

**001-33277**  
(Commission  
File Number)

**04-3508648**  
(IRS Employer  
Identification No.)

**Four Tower Bridge  
200 Barr Harbor Drive, Suite 200  
West Conshohocken, Pennsylvania**  
(Address of principal executive offices)

**19428**  
(Zip Code)

**(267) 824-2827**

Registrant's telephone number, including area code

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 Par Value Per Share	MDGL	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.****(a) 2020 Annual Meeting of Stockholders**

The Company held a virtual Annual Meeting, via Internet webcast, at 9:00 a.m., Eastern time, on Wednesday, June 17, 2020. As of April 24, 2020, the record date for the Annual Meeting, the Company had 15,429,154 shares of its common stock outstanding and entitled to vote, of which 14,339,286 shares of the Company's common stock were present in person or represented by proxy and entitled to vote, constituting a quorum, at the Annual Meeting.

**(b) Annual Meeting Voting Results**

The following is a brief description of the final voting results for each of the proposals submitted to a vote of the stockholders at the Annual Meeting. These matters are described in more detail in the Proxy Statement.

**Proposal No. 1:** The Company's stockholders elected each of the three Class I nominees named below to serve on the Company's Board of Directors for a three-year term expiring at the Company's 2023 annual meeting of stockholders and until their respective successors are duly elected and qualified.

<u>Class I Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-votes</u>
Paul A. Friedman, M.D.	11,237,483	680,239	2,421,564
Kenneth M. Bate	10,223,285	1,694,464	2,421,564
James M. Daly	10,197,153	1,720,569	2,421,564

**Proposal No. 2:** The Company's stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
14,334,506	4,175	605	—

**Proposal No. 3:** The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers as described in the Proxy Statement.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
11,799,778	93,291	24,653	2,421,564

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 18, 2020

MADRIGAL PHARMACEUTICALS, INC.

/s/ Brian J. Lynch

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Brian J. Lynch

Senior Vice President and General Counsel