

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Lynch Brian Joseph</u> _____ (Last) (First) (Middle) FOUR TOWER BRIDGE 200 BARR HARBOR DRIVE, SUITE 200 _____ (Street) WEST CONSHOHOCKEN PA 19428 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/29/2019	3. Issuer Name and Ticker or Trading Symbol <u>MADRIGAL PHARMACEUTICALS, INC. [ MDGL ]</u>	
		4. 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>SVP and General Counsel</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	530	I	In IRA

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	10/01/2018 <sup>(1)</sup>	07/01/2028	Common Stock	5,000	279.69	D
Stock Option (Right to Buy)	04/14/2019 <sup>(1)</sup>	01/14/2029	Common Stock	3,000	114.55	D
Stock Option (Right to Buy)	02/05/2020 <sup>(2)</sup>	02/05/2029	Common Stock	16,000	114.27	D
Stock Option (Right to Buy)	02/19/2022 <sup>(2)</sup>	02/19/2029	Common Stock	19,000	134.25	D

**Explanation of Responses:**

- Represents consultant option award vesting in 6.25% increments on each quarterly anniversary after the date of grant until fully vested.
- The option vests as to 25% of the shares on the first anniversary of the date of grant and as to 6.25% of the shares on each quarterly anniversary thereafter until fully vested.

**Remarks:**

/s/ Brian J. Lynch 05/08/2019

\*\* 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 5 (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.**