

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Dier Mardi</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) EVP and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 12/02/2025	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	12/02/2025		M		4,173	A	\$251.63	14,613	D	
Common Stock	12/02/2025		S ⁽¹⁾		320	D	\$570.386 ⁽²⁾	14,293	D	
Common Stock	12/02/2025		S ⁽¹⁾		410	D	\$571.9892 ⁽³⁾	13,883	D	
Common Stock	12/02/2025		S ⁽¹⁾		354	D	\$573.0151 ⁽⁴⁾	13,529	D	
Common Stock	12/02/2025		S ⁽¹⁾		717	D	\$574.0011 ⁽⁵⁾	12,812	D	
Common Stock	12/02/2025		S ⁽¹⁾		120	D	\$574.9524 ⁽⁶⁾	12,692	D	
Common Stock	12/02/2025		S ⁽¹⁾		240	D	\$576.1517 ⁽⁷⁾	12,452	D	
Common Stock	12/02/2025		S ⁽¹⁾		320	D	\$577.8144 ⁽⁸⁾	12,132	D	
Common Stock	12/02/2025		S ⁽¹⁾		258	D	\$578.831 ⁽⁹⁾	11,874	D	
Common Stock	12/02/2025		S ⁽¹⁾		480	D	\$579.8525 ⁽¹⁰⁾	11,394	D	
Common Stock	12/02/2025		S ⁽¹⁾		240	D	\$585.4383 ⁽¹¹⁾	11,154	D	
Common Stock	12/02/2025		S ⁽¹⁾		240	D	\$587.8495 ⁽¹²⁾	10,914	D	
Common Stock	12/02/2025		S ⁽¹⁾		160	D	\$589.6479 ⁽¹³⁾	10,754	D	
Common Stock	12/02/2025		S ⁽¹⁾		160	D	\$590.3725 ⁽¹⁴⁾	10,594	D	
Common Stock	12/02/2025		S ⁽¹⁾		74	D	\$595.2047 ⁽¹⁵⁾	10,520	D	
Common Stock	12/02/2025		S ⁽¹⁾		80	D	\$596.185 ⁽¹⁶⁾	10,440	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)	\$251.63	12/02/2025		M			4,173	(17)	03/01/2034	Common Stock	4,173	\$0	9,180	D	

Explanation of Responses:

1. These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 2, 2025.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$570.17 to \$570.77, 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.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$571.45 to \$572.34, inclusive.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$572.48 to \$573.38, inclusive.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$573.59 to \$574.44, inclusive.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$574.67 to \$575.24, inclusive.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$575.69 to \$576.46, inclusive.
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$577.36 to \$578.31, inclusive.
9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$578.37 to \$579.20, inclusive.
10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$579.59 to \$580.46, inclusive.
11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$585.08 to \$585.99, inclusive.
12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$587.58 to \$588.07, inclusive.
13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$589.13 to \$589.96, inclusive.
14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$590.15 to \$590.58, inclusive.
15. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$595.18 to \$595.41, inclusive.
16. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$596.18 to \$596.19, inclusive.
17. All shares issued pursuant to the exercise of the options reported herein represent 4,173 shares underlying an overall option award of 13,353 shares. All exercised options had vested. As to the overall option for 13,353 shares, 25% of the shares vested on March 1, 2025, 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.

Remarks:

/s/ Mardi Dier

12/03/2025

** 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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