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): August 11, 2026

MADRIGAL PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-33277	04-3508648
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1001 Conshohocken State Road, Suite 2-350 West Conshohocken, Pennsylvania	19428
(Address of principal executive offices)	(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 11, 2026, the Board of Directors (the "Board") of Madrigal Pharmaceuticals, Inc. (the "Company") expanded the size of the Board from eight to nine members and, following the recommendation of its Nominating and Governance Committee, elected John C. Reed, M.D., Ph.D. to fill the newly created vacancy on the Board effective as of August 11, 2026. Dr. Reed will serve as a Class II director with a term expiring at the annual meeting of stockholders to be held in 2027 or until his successor is duly elected and qualified. Dr. Reed has been appointed to the Science and Technology Committee of the Board.

As a non-employee director, in accordance with the Company's Non-Employee Director Compensation Policy, Dr. Reed will receive an annual cash retainer of $50,000. He will also be entitled to $10,000 annually for his service on the Science and Technology Committee. In addition, in connection with his appointment to the Board, Dr. Reed will receive an equity grant with a value of $675,000, consisting of 50% nonqualified stock options ("Options") to purchase shares of common stock of the Company (the "Option Grant") and 50% restricted stock units of the Company (the "RSU Grant"), in each case pursuant to the Company's 2026 Stock Plan. The Option Grant will vest as to 50% of such Options on the first anniversary of the grant date and 12.5% of such Options on the last day of each successive three-month period for four successive three-month periods, subject to Dr. Reed's continued service on such dates. Half of the shares underlying the RSU Grant will vest on the first anniversary of the grant date and the remaining half will vest on the second anniversary of the grant date, subject to Dr. Reed’s continued service on such dates. Dr. Reed will also be entitled to an annual award on the date of the Company’s annual meeting of stockholders consistent with other non-employee directors of the Board, prorated based on the date of his appointment. In addition, Dr. Reed will enter into an indemnification agreement with the Company consistent with the form of the existing indemnification agreement entered into between the Company and its non-employee directors.

There are no arrangements or understandings between Dr. Reed and any other persons pursuant to which he was selected as a director. Additionally, Dr. Reed has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On August 12, 2026, the Company issued a press release announcing the foregoing. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liability of that section, nor shall such information be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated August 12, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document)

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.

MADRIGAL PHARMACEUTICALS, INC.

By: /s/ Mardi Dier

Name: Mardi Dier

Title: Executive Vice President and Chief Financial Officer

Date: August 12, 2026

Exhibit 99.1

Madrigal Appoints John C. Reed, M.D., Ph.D., to its Board of Directors

CONSHOHOCKEN, Pa., August 12, 2026 – Madrigal Pharmaceuticals, Inc. (NASDAQ: MDGL), a biopharmaceutical company focused on delivering novel therapeutics for metabolic dysfunction-associated steatohepatitis (MASH), today announced it has appointed John C. Reed, M.D., Ph.D., to its Board of Directors.

Dr. Reed currently serves as Executive Vice President, Innovative Medicine, Research & Development at Johnson & Johnson ("J&J") and is a member of J&J's Executive Committee, where he leads research and development across oncology, immunology, neuroscience and other areas of significant unmet medical need.

Julian Baker, Chairman of the Board of Directors of Madrigal, stated, "I am pleased to welcome John Reed to Madrigal. John is one of the biopharma industry's most accomplished physician-scientists and research leaders, with an extraordinary track record of advancing innovative medicines and building premier research organizations. His deep scientific expertise, strategic leadership and global experience developing breakthrough therapies will be invaluable as Madrigal continues to grow and expand its leadership in MASH."

Bill Sibold, Chief Executive Officer of Madrigal, added, "John's appointment reflects Madrigal's continued commitment to scientific excellence and long-term innovation. As we build on the successful launch of Rezdiffra and advance our industry-leading MASH pipeline, John's insights across drug discovery, translational medicine and global R&D strategy will be an important asset to our Board and management team."

Prior to joining Johnson & Johnson in April 2023, Dr. Reed held executive leadership positions at Sanofi and Roche, serving on their respective executive committees. Earlier in his career, he served as President and Chief Executive Officer of Sanford-Burnham Medical Research Institute (now Sanford Burnham Prebys), where he established multiple disease-focused research centers and platform technology organizations.

An internationally recognized leader in biomedical research, Dr. Reed has authored more than 900 scientific publications, holds more than 130 patents and has been consistently recognized among the world's most highly cited researchers in life sciences and medicine. He is a Fellow of the American Association for the Advancement of Science and has received numerous awards recognizing his contributions to biomedical research and innovation. He earned a Bachelor of Arts in Chemistry from the University of Virginia and both his M.D. and Ph.D. in Immunology from the University of Pennsylvania School of Medicine.

About Madrigal
Madrigal Pharmaceuticals, Inc. (Nasdaq: MDGL) is a biopharmaceutical company focused on delivering novel therapeutics for metabolic dysfunction-associated steatohepatitis (MASH), a liver disease with high unmet medical need. Madrigal's medication, Rezdiffra (resmetirom), is a once-daily, oral, liver-directed THR-β agonist designed to target key underlying causes of MASH. Rezdiffra was the first medication approved by both the FDA and European Commission for the treatment of MASH with moderate to advanced fibrosis (F2 to F3). An ongoing Phase 3 outcomes trial is evaluating Rezdiffra for the treatment of compensated MASH cirrhosis (F4c). For more information, visit www.madrigalpharma.com and follow us on LinkedIn.

Forward-Looking Statements

This press release includes “forward-looking statements” made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended, including statements related to Madrigal’s growth, Madrigal’s leadership position in the MASH sector and Madrigal’s ability to advance its pipeline. Forward-looking statements are subject to a number of risks and uncertainties including, but not limited to: the assumptions underlying the forward-looking statements; Madrigal’s ability to successfully commercialize Rezdiffra in the U.S. and Europe; risks related to obtaining and maintaining regulatory approvals, including, but not limited to, potential regulatory delays or rejections; Madrigal’s history of operating losses and the possibility that Madrigal may never achieve or maintain profitability; risks associated with meeting the objectives of Madrigal’s clinical trials, including, but not limited to Madrigal’s ability to achieve enrollment objectives concerning patient numbers (including an adequate safety database), outcomes objectives and/or timing objectives for its trials; any delays or failures in enrollment, and the occurrence of adverse safety events; risks related to the effects of Rezdiffra’s (resmetirom’s) mechanism of action or of any other product candidate; market demand for and acceptance of Rezdiffra; Madrigal’s ability to service indebtedness and otherwise comply with debt covenants; outcomes or trends from competitors; future topline data timing or results; Madrigal’s ability to prevent and/or mitigate cyber-attacks; Madrigal’s ability to protect its intellectual property rights; the uncertainties inherent in clinical testing; uncertainties concerning analyses or assessments outside of a controlled clinical trial; and changes in laws and regulations applicable to Madrigal’s business and its ability to comply with such laws and regulations. Undue reliance should not be placed on forward-looking statements, which speak only as of the date they are made. Except as required by applicable law, Madrigal undertakes no obligation to update any forward-looking statements to reflect new information, events, or circumstances after the date they are made, or to reflect the occurrence of unanticipated events. Please refer to Madrigal’s reports filed with the U.S. Securities and Exchange Commission (SEC) for more detailed information regarding these risks and uncertainties and other factors that may cause actual results to differ materially from those expressed or implied. Madrigal specifically discusses these risks and uncertainties in greater detail in the sections appearing in Part I, Item 1A of its Annual Report on Form 10-K for the year ended December 31, 2025, and as updated from time to time by Madrigal’s other filings with the SEC.

Madrigal may use its website to comply with its disclosure obligations under Regulation FD. Therefore, investors should monitor Madrigal’s website in addition to following its press releases, filings with the SEC, public conference calls, and webcasts.

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