

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>Sibold William John</u> (Last) (First) (Middle) <u>C/O MADRIGAL PHARMACEUTICALS, INC.</u> <u>1001 CONSHOHOCKEN STATE ROAD SUITE</u> <u>2-350</u> (Street) <u>WEST</u> <u>PA</u> <u>19428</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MADRIGAL PHARMACEUTICALS,</u> <u>INC. [MDGL]</u> Foreign Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>President and CEO</u>	
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/09/2026</u>		6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
	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	09/09/2026		s ⁽¹⁾		131	D	\$527.8783 ⁽²⁾	209,198	D	
Common Stock	09/09/2026		s ⁽¹⁾		347	D	\$529.2671 ⁽³⁾	208,851	D	
Common Stock	09/09/2026		s ⁽¹⁾		522	D	\$530.2311 ⁽⁴⁾	208,329	D	
Common Stock	09/09/2026		s ⁽¹⁾		368	D	\$531.9897 ⁽⁵⁾	207,961	D	
Common Stock	09/09/2026		s ⁽¹⁾		512	D	\$533.0932 ⁽⁶⁾	207,449	D	
Common Stock	09/09/2026		s ⁽¹⁾		396	D	\$534.1964 ⁽⁷⁾	207,053	D	
Common Stock	09/09/2026		s ⁽¹⁾		644	D	\$535.2719 ⁽⁸⁾	206,409	D	
Common Stock	09/09/2026		s ⁽¹⁾		1,040	D	\$536.1123 ⁽⁹⁾	205,369	D	
Common Stock	09/09/2026		s ⁽¹⁾		640	D	\$537.1738 ⁽¹⁰⁾	204,729	D	
Common Stock	09/09/2026		s ⁽¹⁾		520	D	\$538.2971 ⁽¹¹⁾	204,209	D	
Common Stock	09/09/2026		s ⁽¹⁾		215	D	\$539.0281 ⁽¹²⁾	203,994	D	
Common Stock	09/09/2026		s ⁽¹⁾		505	D	\$540.1909 ⁽¹³⁾	203,489	D	
Common Stock	09/09/2026		s ⁽¹⁾		362	D	\$541.6538 ⁽¹⁴⁾	203,127	D	
Common Stock	09/09/2026		s ⁽¹⁾		160	D	\$542.5475 ⁽¹⁵⁾	202,967	D	
Common Stock	09/11/2026		s ⁽¹⁶⁾		60	D	\$533.0913 ⁽¹⁷⁾	202,907	D	
Common Stock	09/11/2026		s ⁽¹⁶⁾		106	D	\$534.063 ⁽¹⁸⁾	202,801	D	
Common Stock	09/11/2026		s ⁽¹⁶⁾		218	D	\$535.9435 ⁽¹⁹⁾	202,583	D	
Common Stock	09/11/2026		s ⁽¹⁶⁾		160	D	\$537.6175 ⁽²⁰⁾	202,423	D	
Common Stock	09/11/2026		s ⁽¹⁶⁾		687	D	\$540.5857 ⁽²¹⁾	201,736	D	
Common Stock	09/11/2026		s ⁽¹⁶⁾		368	D	\$541.6423 ⁽²²⁾	201,368	D	
Common Stock	09/11/2026		s ⁽¹⁶⁾		1,202	D	\$542.6032 ⁽²³⁾	200,166	D	
Common Stock	09/11/2026		s ⁽¹⁶⁾		1,539	D	\$544.024 ⁽²⁴⁾	198,627	D	
Common Stock	09/11/2026		s ⁽¹⁶⁾		761	D	\$544.8307 ⁽²⁵⁾	197,866	D	
Common Stock	09/11/2026		s ⁽¹⁶⁾		120	D	\$546.3767 ⁽²⁶⁾	197,746	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	Amount or Number of Shares				

Explanation of Responses:

1. This sale represents the number of shares sold by the Issuer on behalf of the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units. This sale was automatic and not at the discretion of the Reporting Person.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$527.49 to \$528.27, 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 \$528.54 to \$529.51, inclusive.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$529.64 to \$530.48, inclusive.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$531.57 to \$532.28, inclusive.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$532.57 to \$533.29, inclusive.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$533.58 to \$534.57, inclusive.
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$534.63 to \$535.62, inclusive.
9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$535.64 to \$536.45, inclusive.
10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$536.64 to \$537.56, inclusive.
11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$537.70 to \$538.65, inclusive.
12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$538.86 to \$539.83, inclusive.
13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$539.86 to \$540.47, inclusive.
14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$541.29 to \$542.27, inclusive.
15. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$542.42 to \$542.68, inclusive.
16. These sales were effected automatically pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 5, 2026.
17. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$532.76 to \$533.64, inclusive.
18. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$533.76 to \$534.48, inclusive.
19. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$535.52 to \$536.02, inclusive.
20. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$537.235 to \$538.00, inclusive.
21. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$539.97 to \$540.90, inclusive.
22. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$541.00 to \$541.73, inclusive.
23. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$542.11 to \$543.02, inclusive.
24. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$543.27 to \$544.20, inclusive.
25. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$544.38 to \$545.32, inclusive.
26. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$546.28 to \$546.56, inclusive.

Remarks:

/s/ Mardi Dier, as Attorney-in-Fact

09/11/2026

** 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.

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.