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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 13, 2012**

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**Cadence Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-33103**  
(Commission  
File Number)

**41-2142317**  
(IRS Employer  
Identification No.)

**12481 High Bluff Drive, Suite 200  
San Diego, California 92130**  
(Address of principal executive offices, including zip code)

**(858) 436-1400**  
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

At the Annual Meeting of Stockholders held on June 13, 2012, the stockholders of Cadence Pharmaceuticals, Inc. (the "Company") approved an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the authorized number of shares of common stock from 100,000,000 to 200,000,000. Following the meeting, the Company filed a Certificate of Amendment of Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, which became effective on June 13, 2012.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the complete text of the Certificate of Amendment of Amended and Restated Certificate of Incorporation, which is filed as Exhibit 3.1 to this report and is incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 13, 2012, the Company held its Annual Meeting of Stockholders in San Diego, California, at which the stockholders voted on proposals as follows:

**Proposal 1.** The election of Mr. Cam L. Garner, Mr. Brian G. Atwood, Dr. Samuel L. Barker and Mr. Michael L. Eagle as directors for a three-year term expiring at the 2015 Annual Meeting of Stockholders:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Cam L. Garner	58,307,617	15,966,935	7,887,306
Brian G. Atwood	61,769,871	12,504,681	7,887,306
Samuel L. Barker	59,575,420	14,699,132	7,887,306
Michael L. Eagle	62,202,736	12,071,816	7,887,306

**Proposal 2.** The approval of an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the authorized number of shares of common stock from 100,000,000 to 200,000,000:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
77,767,710	4,392,480	1,668	N/A

**Proposal 3.** The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
81,982,407	71,782	107,669	N/A

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
3.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Company, dated June 13, 2012

**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.

CADENCE PHARMACEUTICALS, INC.

By: /s/ William R. LaRue  
William R. LaRue  
Senior Vice President, Chief Financial Officer, Treasurer  
and Assistant Secretary

Date: June 15, 2012

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**EXHIBIT INDEX**

**Exhibit  
Number**

**Description of Exhibit**

3.1

Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Company, dated June 13, 2012

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
CADENCE PHARMACEUTICALS, INC.**

Cadence Pharmaceuticals, Inc. (the “**Corporation**”), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is Cadence Pharmaceuticals, Inc. The Corporation’s original Certificate of Incorporation was filed on May 26, 2004, under the name Strata Pharmaceuticals, Inc.

2. The Board of Directors of said Corporation duly adopted resolutions proposing and declaring advisable the following amendment of the Amended and Restated Certificate of Incorporation (the “**Certificate**”) of said Corporation. The resolution setting forth the proposed amendment is as follows:

THEREFORE, BE IT RESOLVED, that the Certificate is hereby amended by striking out the first sentence of Article Fourth thereof and by substituting, in lieu of said sentence, the following:

“FOURTH: The Corporation is authorized to issue two classes of stock to be designated, respectively, Common Stock, par value \$0.0001 per share (“**Common Stock**”), and Preferred Stock, par value \$0.0001 per share (“**Preferred Stock**”). The total number of shares the Corporation shall have the authority to issue is Two Hundred Ten Million (210,000,000) shares, Two Hundred Million (200,000,000) shares of which shall be Common Stock and Ten Million (10,000,000) shares of which shall be Preferred Stock.”

3. Thereafter, pursuant to a resolution of the Board of Directors, the stockholders gave their approval of said amendment at a meeting of stockholders in accordance with the provisions of Section 211 of the General Corporation Law of the State of Delaware.

4. The aforesaid amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

5. Said amendment shall be executed, filed and recorded in accordance with Section 103 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Cadence Pharmaceuticals, Inc. has caused this Certificate of Amendment to be signed by an authorized officer thereof, this 13<sup>th</sup> day of June 2012.

CADENCE PHARMACEUTICALS, INC.

/s/ William R. LaRue

By: William R. LaRue  
Title: Senior Vice President, Chief Financial Officer,  
Treasurer and Assistant Secretary