

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CADENCE PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

41-2142317
(I.R.S. Employer
Identification Number)

**12481 High Bluff Drive, Suite 200
San Diego, CA 92130
(858) 436-1400**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

CADENCE PHARMACEUTICALS, INC. 2006 EQUITY INCENTIVE AWARD PLAN, AS AMENDED
(Full title of the plan)

**Theodore R. Schroeder
President and Chief Executive Officer
Cadence Pharmaceuticals, Inc.
12481 High Bluff Drive, Suite 200
San Diego, CA 92130
(858) 436-1400**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Cheston J. Larson, Esq.
Latham & Watkins LLP
12636 High Bluff Drive, Suite 400
San Diego, CA 92130
(858) 523-5400**

**Hazel M. Aker, Esq.
Robert G. Steenblik, Esq.
Cadence Pharmaceuticals, Inc.
12481 High Bluff Drive, Suite 200
San Diego, CA 92130
(858) 436-1400**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001, par value per share	6,000,000(1)(2)	\$5.01(3)	\$30,060,000(3)	\$4,101

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of common stock, par value \$0.0001 per share of Cadence Pharmaceuticals, Inc. ("Common Stock") which become issuable under the Cadence Pharmaceuticals, Inc. 2006 Equity Incentive Award Plan (as amended, the "2006 Plan") by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.
- (2) Represents 6,000,000 additional shares of Common Stock available for issuance under the 2006 Plan.
- (3) This estimate is made pursuant to Rules 457(c) and (h) of the Securities Act solely for purposes of calculating the registration fee, and is based on the average (\$5.01) of the high (\$5.05) and low (\$4.96) prices for the common stock reported by the Nasdaq Global Market on March 4, 2013.

Proposed sales to take place as soon after the effective date of the registration statement as awards granted under the 2006 Plan are granted, exercised and/or distributed.

EXPLANATORY NOTE

We have prepared this registration statement in accordance with the requirements of Form S-8 under the Securities Act to register an additional 6,000,000 shares of our Common Stock issuable pursuant to the 2006 Plan. In accordance with Instruction E to Form S-8, the contents of the prior registration statements on Form S-8 (File Nos. 333-138226, 333-163941 and 333-171396) filed with the Securities and Exchange Commission (the "Commission") with respect to the 2006 Plan are incorporated herein by reference.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Commission allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring you to those documents instead of having to repeat the information in this prospectus. The information incorporated by reference is considered to be part of this prospectus, and later information that we file with the Commission will automatically update and supersede this information. We incorporate by reference the documents listed below and any future information filed (rather than furnished) with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), between the date of this prospectus and the termination of the offering, and also between the date of the prior registration statements filed with respect to the 2006 Plan and prior to effectiveness of this registration statement, provided, however, that we are not incorporating any information furnished under Item 2.02 or Item 7.01 of any current report on Form 8-K:

- our annual report on Form 10-K for the year ended December 31, 2012, which was filed on March 8, 2013;
- our current reports on Form 8-K filed on January 7, 2013 and February 28, 2013;
- the description of our common stock contained in our registration statement on Form S-1 (File No. 333-135821), filed on July 17, 2006, including any amendments or reports filed for the purpose of updating this description; and
- all documents filed by us with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and before the termination of this offering.

To the extent that any information contained in any current report on Form 8-K or any exhibit thereto, was furnished, rather than filed with the Commission, such information or exhibit is specifically not incorporated by reference in this prospectus.

These documents may also be accessed on our website at www.cadencepharm.com. Except as otherwise specifically incorporated by reference in this prospectus, information contained in, or accessible through, our website is not a part of this prospectus.

You may request a copy of any or all of the information incorporated by reference, at no cost, by writing or telephoning us at the following address:

Cadence Pharmaceuticals, Inc.
12481 High Bluff Drive, Suite 200
San Diego, California 92130
(858) 436-1400
Attention: Investor Relations

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Form of common stock certificate (incorporated by reference to Exhibit 4.1 to the registrant's quarterly report on Form 10-Q (File No. 001-33103) for the period ended September 30, 2006 as filed with the Commission on November 30, 2006)
5.1 [±]	Opinion of Latham & Watkins LLP
10.1	2010 Amendment and Restatement of the Cadence Pharmaceuticals, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to Exhibit 10.5 to the registrant's Registration Statement on Form S-8 (File No. 333-171396) as filed with the Commission on December 23, 2010)
23.1 [±]	Consent of Independent Registered Public Accounting Firm
23.2 [±]	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
24.1 [±]	Power of Attorney (included on the signature page to this registration statement)

[±] Included in this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Cadence Pharmaceuticals, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on March 8, 2013.

CADENCE PHARMACEUTICALS, INC.

By: /s/ THEODORE R. SCHROEDER
Theodore R. Schroeder
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Theodore R. Schroeder and William R. LaRue, and each or either of them, his true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to sign any registration statement for the same offering covered by this registration statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ THEODORE R. SCHROEDER</u> Theodore R. Schroeder	President, Chief Executive Officer and Director (Principal Executive Officer)	March 8, 2013
<u>/s/ WILLIAM R. LARUE</u> William R. LaRue	Senior Vice President, Chief Financial Officer, Treasurer and Assistant Secretary (Principal Financial and Accounting Officer)	March 8, 2013
<u>/s/ CAM L. GARNER</u> Cam L. Garner	Chairman of the Board of Directors	March 8, 2013
<u>/s/ BRIAN G. ATWOOD</u> Brian G. Atwood	Director	March 8, 2013
<u>/s/ SAMUEL L. BARKER, PH.D.</u> Samuel L. Barker, Ph.D.	Director	March 8, 2013
<u>/s/ MICHAEL A. BERMAN, M.D.</u> Michael A. Berman, M.D.	Director	March 8, 2013
<u>/s/ JAMES C. BLAIR, PH.D.</u> James C. Blair, Ph.D.	Director	March 8, 2013
<u>/s/ MICHAEL L. EAGLE</u> Michael L. Eagle	Director	March 8, 2013
<u>/s/ ALAN D. FRAZIER</u> Alan D. Frazier	Director	March 8, 2013
<u>/s/ TODD W. RICH</u> Todd W. Rich	Director	March 8, 2013
<u>/s/ CHRISTOPHER J. TWOMEY</u> Christopher J. Twomey	Director	March 8, 2013

INDEX TO EXHIBITS

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LATHAM & WATKINS^{LLP}

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Madrid	Washington, D.C.
Milan	

March 8, 2013

Cadence Pharmaceuticals, Inc.
 12481 High Bluff Drive, Suite 200
 San Diego, California 92130

Re: Registration Statement on Form S-8; 6,000,000 Shares of Common Stock, par value \$0.0001 per share

Ladies and Gentlemen:

We have acted as special counsel to Cadence Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the proposed issuance of 6,000,000 shares (the "Shares") of common stock, par value \$0.0001 per share, of the Company, pursuant to the Company's 2006 Equity Incentive Award Plan (as amended, the "Plan"). The Shares are included in a Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on March 8, 2013 (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, or certificates representing the Shares (in the form of the specimen certificate incorporated by reference as an exhibit to the Company's most recent Annual Report on Form 10-K) have been manually signed by an authorized officer of the transfer agent and registrar therefor, and subject to the Company completing all actions and proceedings required on its part to be taken prior to the issuance of the Shares, when the Shares have been issued by the Company in the

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circumstances contemplated by the Plan against requisite payment therefor, the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) to be filed on or about March 8, 2013 pertaining to the Cadence Pharmaceuticals, Inc. 2006 Equity Incentive Plan of our reports dated March 8, 2013, with respect to the financial statements of Cadence Pharmaceuticals, Inc., and the effectiveness of internal control over financial reporting of Cadence Pharmaceuticals, Inc., included in the Annual Report (Form 10-K) for the year ended December 31, 2012, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
March 8, 2013