

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ProQuest Investments III, L.P.</u> (Last) (First) (Middle) <u>90 NASSAU STREET, 5TH FLOOR</u> (Street) <u>PRINCETON NJ 08542</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/24/2006</u>	3. Issuer Name and Ticker or Trading Symbol <u>CADENCE PHARMACEUTICALS INC [CADX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>12,500⁽¹⁾</u>	<u>I</u>	<u>By ProQuest Management LLC⁽²⁾</u>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Series A-1 Preferred Stock⁽³⁾</u>	<u>(4)</u>	<u>(5)</u>	<u>Common Stock</u> <u>598,404⁽⁶⁾</u>	<u>(7)</u>	<u>D⁽⁸⁾</u>	
<u>Series A-2 Preferred Stock⁽³⁾</u>	<u>(4)</u>	<u>(5)</u>	<u>Common Stock</u> <u>954,770⁽⁶⁾</u>	<u>(7)</u>	<u>D⁽⁸⁾</u>	
<u>Series A-3 Preferred Stock⁽³⁾</u>	<u>(4)</u>	<u>(5)</u>	<u>Common Stock</u> <u>1,500,000⁽⁶⁾</u>	<u>(7)</u>	<u>D⁽⁸⁾</u>	
<u>Stock option (right to buy)</u>	<u>(9)</u>	<u>07/12/2006</u>	<u>Common Stock</u> <u>15,000</u>	<u>3.2</u>	<u>I</u>	<u>By Dr. Alain Schreiber</u>

1. Name and Address of Reporting Person*
ProQuest Investments III, L.P.
 (Last) (First) (Middle)
90 NASSAU STREET, 5TH FLOOR
 (Street)
PRINCETON NJ 08542
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ProQuest Associates III LLC
 (Last) (First) (Middle)
90 NASSAU STREET, 5TH FLOOR
 (Street)
PRINCETON NJ 08542
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Moorin Jay
 (Last) (First) (Middle)
C/O PROQUEST INVESTMENTS, L.P.
90 NASSAU STREET, 5TH FLOOR

(Street)
PRINCETON NJ 08542

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[SCHREIBER ALAIN](#)

(Last) (First) (Middle)
C/O PROQUEST INVESTMENTS, L.P.
90 NASSAU STREET, 5TH FLOOR

(Street)
PRINCETON NJ 08542

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[ProQuest Management LLC](#)

(Last) (First) (Middle)
90 NASSAU STREET, 5TH FLOOR

(Street)
PRINCETON NJ 08542

(City) (State) (Zip)

Explanation of Responses:

- 4,375 of these shares are subject to the Company's right to repurchase as of the date of this report, of which approximately 625 shares vest and are no longer subject to the Company's right to repurchase on the first day of each fiscal quarter until 07/01/2008.
- Dr. Schreiber and Mr. Moorin are managing members of ProQuest Management LLC. Each of them disclaim beneficial ownership of these shares, except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission for Section 16 or any other purpose.
- These securities will automatically convert into Common Stock upon the closing of Cadence Pharmaceuticals, Inc.'s initial public offering.
- Immediately convertible.
- Not applicable.
- Reflects a 1-for-4 reverse stock split, pursuant to which each share of Preferred Stock became convertible into 1/4 of a share of Common Stock.
- 4-for-1.
- Dr. Schreiber and Mr. Moorin are managing members of ProQuest Associates III LLC, the general partner of ProQuest Investments III, L.P. Dr. Schreiber and Mr. Moorin disclaim beneficial ownership of these shares, except to the extent of their respective pecuniary interests therein, and this report shall not be deemed an admission for Section 16 or any other purpose.
- All of the shares of common stock subject to the option are immediately exercisable. 1,250 shares of common stock subject to the option are vested and are no longer subject to the Company's right to repurchase. 1/12 of the total number of shares of common stock subject to the option vest and are no longer subject to the Company's right to repurchase on the first day of each fiscal quarter.

Remarks:

[/s/ Pasquale DeAngelis, a member of ProQuest Associates III, LLC, its general partner](#) [10/24/2006](#)
[Pasquale DeAngelis, Managing Member](#) [10/24/2006](#)
[Pasquale DeAngelis, Attorney-in-fact](#) [10/24/2006](#)
[Pasquale DeAngelis, Attorney-in-fact](#) [10/24/2006](#)
[Pasquale DeAngelis, Member](#) [10/24/2006](#)

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby authorizes Theodore R. Schroeder, William R. LaRue and Jennifer M. Repine of Cadence Pharmaceuticals, Inc. (the "Company"), and each of them individually to execute for and on behalf of the undersigned, in the undersigned's capacity as a shareholder of the Company, Forms 3, 4 and 5, and any amendments thereto, and cause such form(s) to be filed with the United States Securities and Exchange Commission pursuant to Section 16(a) of the Securities Act of 1934, relating to the undersigned's beneficial ownership of securities in the Company. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has cause this Power of Attorney to be executed as of this 18th day of October, 2006.

ProQuest Investments III, L.P.
By: ProQuest Associates III LLC
Its: General Partner

/s/ Alain B. Schreiber
Signature of Stockholder

Alain B. Schreiber, Managing Member
Title of Signatory, if applicable

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby authorizes Pasquale DeAngelis, individually to execute for and on behalf of the undersigned, in the undersigned's capacity as a 5% shareholder of Cadence Pharmaceuticals, Inc. (the "Company"), Forms 3, 4 and 5, and Schedules 13D and 13G and any amendments thereto, and cause such form(s) to be filed with the United States Securities and Exchange Commission pursuant to Section 16(a) and Section 13 of the Securities Act of 1934, relating to the undersigned's beneficial ownership of securities in the Company. The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, any of the undersigned's responsibilities to comply with Section 16 and Section 13 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has cause this Power of Attorney to be executed as of this 23rd day of October, 2006.

/s/ Alain B. Schreiber, M.D.
Alain B. Schreiber, M.D.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby authorizes Pasquale DeAngelis, individually to execute for and on behalf of the undersigned, in the

undersigned's capacity as a 5% shareholder of Cadence Pharmaceuticals, Inc. (the "Company"), Forms 3, 4 and 5, and Schedules 13D and 13G and any amendments thereto, and cause such form(s) to be filed with the United States Securities and Exchange Commission pursuant to Section 16(a) and Section 13 of the Securities Act of 1934, relating to the undersigned's beneficial ownership of securities in the Company. The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, any of the undersigned's responsibilities to comply with Section 16 and Section 13 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has cause this Power of Attorney to be executed as of this 23rd day of October, 2006.

/s/ Jay Moorin
Jay Moorin

JOINT FILING AGREEMENT

In accordance with Rule 16a-3(j) and Rule 13d-1(k)(1) and under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of Forms 3, 4, 5 and Schedules 13D and 13G (including any and all amendments thereto) with respect to the Common Stock, par value \$0.0001 per share, of Cadence Pharmaceuticals, Inc., and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Forms 3, 4, 5 and Schedules 13D and 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein; provided that no party is responsible for the completeness or accuracy of the information concerning any other filing party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original instrument, but all of such counterparts together shall constitute one agreement.

In evidence thereof, the undersigned, being duly authorized, hereby execute this Joint Filing Agreement this 23rd day of October, 2006.

PROQUEST ASSOCIATES III, LLC

/s/ Pasdqual DeAngelis
Name: Pasquale DeAngelis
Its: Member

PROQUEST INVESTMENTS, L.P.

By: ProQuest Associates III LLC
Its: General Partner

/s/ Pasdqual DeAngelis
Name: Pasquale DeAngelis
Its: Member

Jay Moorin

/s/ Jay Moorin
Name: Jay Moorin

Alain B. Schreiber, M.D.

/s/ Alain B. Schreiber, M.D.
Name: Alain B. Schreiber, M.D.

PROQUEST MANAGEMENT LLC

Name: Pasquale DeAngelis
Its: Member