

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

CADENCE PHARMACEUTICALS, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.0001

(Title of Class of Securities)

12738T 10 0

(CUSIP Number)

February 18, 2009

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

-
1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

FRAZIER HEALTHCARE V, L.P.

-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

-
3. SEC USE ONLY

-
4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	4,894,035
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	4,894,035

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,894,035

-
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

-
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.7%

-
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

FHM V, L.P.

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(a)
(b)

-
3. SEC USE ONLY

-
4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY	6. SHARED VOTING POWER	4,894,035
EACH	7. SOLE DISPOSITIVE POWER	0
REPORTING PERSON WITH	8. SHARED DISPOSITIVE POWER	4,894,035

-
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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Delaware

-
- | | | |
|-----------------------------|-----------------------------|------------------|
| NUMBER OF
SHARES | 5. SOLE VOTING POWER | 0 |
| BENEFICIALLY
OWNED BY | 6. SHARED VOTING POWER | 4,894,035 |
| EACH | 7. SOLE DISPOSITIVE POWER | 0 |
| REPORTING
PERSON
WITH | 8. SHARED DISPOSITIVE POWER | 4,894,035 |

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FRAZIER HEALTHCARE VI, L.P.

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
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(b)

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Delaware

-
- | | | |
|-----------------------------|-----------------------------|------------------|
| NUMBER OF
SHARES | 5. SOLE VOTING POWER | 0 |
| BENEFICIALLY
OWNED BY | 6. SHARED VOTING POWER | 4,692,387 |
| EACH | 7. SOLE DISPOSITIVE POWER | 0 |
| REPORTING
PERSON
WITH | 8. SHARED DISPOSITIVE POWER | 4,692,387 |

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9.0%

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.0%

-
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

Item 1(a). Name of Issuer:

CADENCE PHARMACEUTICALS, INC. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

12481 High Bluff Drive, Suite 200
San Diego, CA 92130

Item 2(a). Name of Person Filing:

This 13 G/A is being jointly filed by:

- (i) FHM V, L.L.C., a Delaware limited liability company ("FHM V, L.L.C."), with respect to the shares of Common Stock of the Issuer held by Frazier Healthcare V, L.P. ("FH V"). FHM V, L.L.C. is the general partner of FHM V, L.P. ("FHM V"), which is the general partner of FH V. FHM V, L.L.C. may be deemed to beneficially own the securities held by FH V.
- (ii) FHM V with respect to shares of Common Stock of the Issuer held by FH V. FHM V is the general partner of FHV and may be deemed to beneficially own the securities held by FH V.
- (iii) FH V with respect to shares of Common Stock of the Issuer that it holds directly.
- (iv) FHM VI, L.L.C., a Delaware limited liability company ("FHM VI, L.L.C."), with respect to the shares of Common Stock of the Issuer held by Frazier Healthcare VI, L.P. ("FH VI"). FHM VI, L.L.C. is the general partner of FHM VI, L.P. ("FHM VI"), which is the general partner of FH VI. FHM VI, L.L.C. may be deemed to beneficially own the securities held by FH VI.
- (v) FHM VI with respect to shares of Common Stock of the Issuer held by FH VI. FHM VI is the general partner of FH VI and may be deemed to beneficially own the securities held by FH VI.
- (vi) FH VI with respect to shares of Common Stock of the Issuer that it holds directly.

Item 2(b). Address of Principal Business Office or, if None, Residence:

Address for FH V, L.P.; FHM V, L.P.; and FHM V, L.L.C.; FH VI; FHM VI; and FHM VI, L.L.C.:
601 Union Street, Suite 3200
Seattle, WA 98101

Item 2(c). Citizenship:

FH V – Delaware
FHM V – Delaware
FHM V, L.L.C. – Delaware
FH VI- Delaware
FHM VI- Delaware
FHM VI, L.L.C.- Delaware

Item 2(d). Title of Class of Securities:

Common Stock, \$0.0001 par value per share

Item 2(e). CUSIP Number:

12738T 10 0

Item 3. Not applicable.**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

FH V

- (a) Amount beneficially owned: 4,894,035
- (b) Percent of class: 9.7%
- (c) Number of shares as to which person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 4,894,035
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 4,894,035

FHM V

- (a) Amount beneficially owned: 4,894,035
- (b) Percent of class: 9.7%
- (c) Number of shares as to which person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 4,894,035

- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 4,894,035

FHM V, L.L.C.

- (a) Amount beneficially owned: 4,894,035
- (b) Percent of class: 9.7%
- (c) Number of shares as to which person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 4,894,035
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 4,894,035

FHM VI

- (a) Amount beneficially owned: 4,692,387
- (b) Percent of class: 9.0%
- (c) Number of shares as to which person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 4,692,387
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 4,692,387

FH VI

- (a) Amount beneficially owned: 4,692,387
- (b) Percent of class: 9.0%
- (c) Number of shares as to which person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 4,692,387
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 4,692,387

FHM VI, L.L.C.

- (a) Amount beneficially owned: 4,692,387
- (b) Percent of class: 9.0%
- (c) Number of shares as to which person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 4,692,387
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 4,692,387

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

See Item 2(a) and 4.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 20, 2009

Date

FRAZIER HEALTHCARE V, L.P.

By: FHM V, L.P., its General Partner

By: FHM V, L.L.C., its General Partner

/s/ Thomas S. Hodge

Signature

Thomas S. Hodge, Chief Operating Officer

Name/Title

FHM V, L.P.

By: FHM V, L.L.C., its General Partner

/s/ Thomas S. Hodge

Signature

Thomas S. Hodge, Chief Operating Officer

Name/Title

FHM V, L.L.C.

/s/ Thomas S. Hodge

Signature

Thomas S. Hodge, Chief Operating Officer

Name/Title

FHM VI, L.L.C.

By: /s/ Thomas S. Hodge

Thomas S. Hodge, Chief Operating Officer

FHM VI, L.P.

By: FHM VI, L.L.C., its General Partner

By: /s/ Thomas S. Hodge

Thomas S. Hodge, Chief Operating Officer

FRAZIER HEALTHCARE VI, L.P.

By: FHM VI, L.P., its General Partner

By: FHM VI, L.L.C., its General Partner

By: /s/ Thomas S. Hodge

Thomas S. Hodge, Chief Operating Officer

EXHIBIT INDEX

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G/A is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G/A shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

February 20, 2009

Date

FRAZIER HEALTHCARE V, L.P.

By: FHM V, L.P., its General Partner
By: FHM V, L.L.C., its General Partner

/s/ Thomas S. Hodge

Signature

Thomas S. Hodge, Chief Operating Officer

Name/Title

FHM V, L.P.

By: FHM V, L.L.C., its General Partner

/s/ Thomas S. Hodge

Signature

Thomas S. Hodge, Chief Operating Officer

Name/Title

FHM V, L.L.C.

/s/ Thomas S. Hodge

Signature

Thomas S. Hodge, Chief Operating Officer

Name/Title

FHM VI, L.L.C.

By: /s/ Thomas S. Hodge
Thomas S. Hodge, Chief Operating Officer

FHM VI, L.P.

By: FHM VI, L.L.C., its General Partner

By: /s/ Thomas S. Hodge
Thomas S. Hodge, Chief Operating Officer

FRAZIER HEALTHCARE VI, L.P.

By: FHM VI, L.P., its General Partner
By: FHM VI, L.L.C., its General Partner

By: /s/ Thomas S. Hodge
Thomas S. Hodge, Chief Operating Officer