

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Schroeder Theodore R</u> (Last) (First) (Middle) <u>C/O CADENCE PHARMACEUTICALS, INC.</u> <u>12481 HIGH BLUFF DRIVE, SUITE 200</u> (Street) <u>SAN DIEGO CA 92130</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CADENCE PHARMACEUTICALS INC [CADX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/19/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	03/19/2014		U		12,664	D	\$14	0	D	
common stock	03/19/2014		U		307,500	D	\$14	0	I	by the Schroeder Living Trust ⁽¹⁾

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 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
stock option (right to buy)	\$1.36	03/19/2014		D			510,935	(2)	05/08/2016	common stock	510,935	\$12.64	0	D	
stock option (right to buy)	\$15.13	03/19/2014		D			100,000	(3)	03/21/2017	common stock	100,000	\$0.00	0	D	
stock option (right to buy)	\$6.01	03/19/2014		D			400,000	(2)	03/17/2018	common stock	400,000	\$7.99	0	D	
stock option (right to buy)	\$8.35	03/19/2014		D			200,000	(2)	03/17/2019	common stock	200,000	\$5.65	0	D	
stock option (right to buy)	\$9.22	03/19/2014		D			35,000	(2)	03/25/2020	common stock	35,000	\$4.78	0	D	
stock option (right to buy)	\$9.22	03/19/2014		D			150,000	(2)	03/25/2020	common stock	150,000	\$4.78	0	D	
stock option (right to buy)	\$8.55	03/19/2014		D			500,000	(2)	03/16/2021	common stock	500,000	\$5.45	0	D	
stock option (right to buy)	\$3.51	03/19/2014		D			350,000	(2)	03/14/2022	common stock	350,000	\$10.49	0	D	
stock option (right to buy)	\$3.51	03/19/2014		D			164,074	(2)	03/14/2022	common stock	164,074	\$10.49	0	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				
stock option (right to buy)	\$5.4	03/19/2014		D			400,000	(2)	03/13/2023	common stock	400,000	\$8.6	0	D	
restricted stock units	\$0.00	03/19/2014		D			400,000	(4)	(4)	common stock	400,000	\$14	0	D	

Explanation of Responses:

- Mr. Schroeder is the trustee of this trust.
- In connection with the merger of Cadence Pharmaceuticals, Inc. ("Cadence") with Madison Merger Sub, Inc. ("Merger Sub") on March 19, 2014, and pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement") by and among Cadence, Mallinckrodt plc ("Parent") and Merger Sub, dated February 10, 2014, this option became fully vested and was automatically canceled and terminated and the holder became entitled to receive an amount in cash, without interest and less the amount of any tax withholding, equal to the product of (a) the number of shares of common stock of Cadence underlying such option multiplied by (b) the excess, if any, of \$14.00 (the "Offer Price") over the exercise price per share of such option.
- Pursuant to the terms of the Merger Agreement, this option was cancelled because the exercise price per share of the option exceeded the Offer Price.
- Pursuant to the terms of the Merger Agreement, these restricted stock units were converted into a right to receive a cash payment upon vesting equal to the product of the Offer Price, without interest, and the number of shares of Cadence common stock subject to this grant (the "Converted Award"). The Converted Award will vest in accordance with the original vesting schedule of the restricted stock units, subject to accelerated vesting upon the earlier to occur of (a) September 11, 2014 or (b) certain terminations of the reporting person's employment as set forth in the Merger Agreement.

Remarks:

/s/ Hazel M. Aker, Attorney-in-fact 03/21/2014

** 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.

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