

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>ProQuest Investments III, L.P.</u>			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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/20/2007</u>			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		
<u>90 NASSAU STREET, 5TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>PRINCETON NJ 08542</u>								
(City) (State) (Zip)								

Table 1 - 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	08/20/2007		S		100	D	\$14.81	4,800 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/20/2007		S		124	D	\$14.74	4,676 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/20/2007		S		100	D	\$14.73	4,576 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/20/2007		S		800	D	\$14.72	3,776 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/20/2007		S		1,026	D	\$14.71	2,750 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/20/2007		S		438	D	\$14.7	2,312 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/20/2007		S		300	D	\$14.69	2,012 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/20/2007		S		262	D	\$14.68	1,750 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/20/2007		S		786	D	\$14.67	964 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/20/2007		S		50	D	\$14.66	914 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/20/2007		S		314	D	\$14.65	600 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/20/2007		S		400	D	\$14.64	200 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/20/2007		S		100	D	\$14.62	100 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/20/2007		S		100	D	\$14.61	0 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾

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	08/20/2007		S		389	D	\$14.55	0 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/20/2007		S		111	D	\$14.54	0 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/20/2007		S		125	D	\$14.53	0 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/21/2007		M		3,750	A	\$3.2	3,125 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾⁽³⁾
Common Stock	08/21/2007		J ⁽⁴⁾		3,125	D	\$0.4	0	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/20/2007		S		75	D	\$14.53	3,053,099	D ⁽⁵⁾	
Common Stock	08/20/2007		S		300	D	\$14.51	3,052,799	D ⁽⁵⁾	
Common Stock	08/20/2007		S		200	D	\$14.5	3,052,599	D ⁽⁵⁾	
Common Stock	08/21/2007		S		900	D	\$14.67	3,051,699	D ⁽⁵⁾	
Common Stock	08/21/2007		S		100	D	\$14.59	3,051,599	D ⁽⁵⁾	
Common Stock	08/21/2007		S		100	D	\$14.54	3,051,499	D ⁽⁵⁾	
Common Stock	08/21/2007		S		12	D	\$14.52	3,051,487	D ⁽⁵⁾	
Common Stock	08/21/2007		S		2,822	D	\$14.5	3,048,665	D ⁽⁵⁾	

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
Stock Option (right to buy)	\$3.2	08/21/2007		M		3,750		(6)	09/26/2007 ⁽⁷⁾	Common Stock	3,750	(8)	0	I	By Dr. Alain Schreiber ⁽³⁾⁽⁹⁾

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 Management LLC](#)

(Last) (First) (Middle)
90 NASSAU ST.
5TH FLOOR

(Street)
PRINCETON NJ 08542

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>SCHREIBER ALAIN</u>		
(Last)	(First)	(Middle)
C/O CADENCE PHARMACEUTICALS, INC.		
12481 HIGH BLUFF DRIVE, SUITE 200		
(Street)		
SAN DIEGO	CA	92130
(City)		
(State)	(Zip)	
1. Name and Address of Reporting Person*		
<u>Moorin Jay</u>		
(Last)	(First)	(Middle)
C/O PROQUEST INVESTMENTS		
90 NASSAU STREET, 5TH FLOOR		
(Street)		
PRINCETON	NJ	08542-4520
(City)		
(State)	(Zip)	

Explanation of Responses:

- 3,125 of the shares are subject to the Company's right to repurchase as of the date of this report.
- Dr. Alain Schreiber and Mr. Jay Moorin are managing members of ProQuest Management LLC. 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.
- Dr. Schreiber exercised his options to purchase these shares in the name of ProQuest Management LLC.
- Unvested shares early exercised by Dr. Schreiber in the name of ProQuest Management LLC were repurchased by the Company.
- Dr. Schreiber and Mr. Moorin are managing members of ProQuest Associates III LLC and general partners 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.
- Immediately exercisable.
- Expiration date is 90 days following Dr. Schreiber's termination from the Board of Directors following the Company's Annual Meeting on June 28, 2007.
- Not applicable to this transaction.
- Dr. Schreiber is a former director of the Company, a managing member of ProQuest Associates III LLC and a general partner of both ProQuest Investments III, LLC and ProQuest Management LLC.

Remarks:

/s/ Hazel M. Aker Attorney-in-
fact

08/22/2007

** 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.

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.