

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> (Last) (First) (Middle) <u>90 NASSAU STREET, 5TH FLOOR</u> (Street) <u>PRINCETON NJ 08542</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/17/2007</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	08/17/2007		S		100	D	\$15	12,400 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/17/2007		S		200	D	\$14.94	12,200 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/17/2007		S		200	D	\$14.93	12,000 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/17/2007		S		300	D	\$14.92	11,700 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/17/2007		S		2,994	D	\$14.9	8,706 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/17/2007		S		200	D	\$14.88	8,506 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/17/2007		S		200	D	\$14.86	8,306 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/17/2007		S		300	D	\$14.84	8,006 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/17/2007		S		80	D	\$14.83	7,926 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/17/2007		S		400	D	\$14.81	7,526 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock	08/17/2007		S		2,626	D	\$14.8	4,900 ⁽¹⁾	I	By ProQuest Management LLC ⁽²⁾
Common Stock								3,053,174	D ⁽³⁾	

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year)	5. Number of 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 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)	
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. 3, 4 and 5)	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 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)

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*
[SCHREIBER ALAIN](#)
 (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*
[Moorin Jay](#)
 (Last) (First) (Middle)
[C/O PROQUEST INVESTMENTS 90 NASSAU STREET, 5TH FLOOR](#)

(Street)
[PRINCETON NJ 08542-4520](#)
 (City) (State) (Zip)

Explanation of Responses:

- 1,3,125 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 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.

Remarks:

/s/ Hazel M. Aker Attorney-in-fact 08/21/2007

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby authorizes Theodore R. Schroeder, William R. LaRue, Hazel M. Aker and Justin Thacker 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 caused this Power of Attorney to be executed as of this 17th day of August, 2007.

ProQuest Management, LLC
By: Pasquale DeAngelis
Its: Administrative Partner and CFO

s/s Pasquale DeAngelis
Signature of Stockholder

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby authorizes Theodore R. Schroeder, William R. LaRue, Hazel M. Aker and Justin Thacker 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 caused this Power of Attorney to be executed as of this 21st day of August, 2007.

/s/ Jay Moorin
Jay Moorin