

**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>Frazier Healthcare V, LP</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>02/18/2009</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>601 UNION STREET, SUITE 3200</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>SEATTLE</u>	<u>WA</u>	<u>98101</u>	(City)				

**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 <sup>(1)(7)</sup>	02/18/2009		P		347,584	A	\$7.13	4,720,243	I	See Footnote <sup>(1)</sup>
Common Stock <sup>(2)(7)</sup>	02/18/2009		P		347,584	A	\$7.13	4,720,243	I	See Footnote <sup>(2)</sup>
Common Stock <sup>(3)(7)</sup>	02/18/2009		P		347,584	A	\$7.13	4,720,243	D	
Common Stock <sup>(4)(7)</sup>	02/18/2009		P		3,128,258	A	\$7.13	3,128,258	I	See Footnote <sup>(4)</sup>
Common Stock <sup>(5)(7)</sup>	02/18/2009		P		3,128,258	A	\$7.13	3,128,258	I	See Footnote <sup>(5)</sup>
Common Stock <sup>(6)(7)</sup>	02/18/2009		P		3,128,258	A	\$7.13	3,128,258	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				
Warrant (right to buy) <sup>(1)(7)</sup>	\$7.84	02/18/2009		P		1		02/18/2009	02/18/2014	Common Stock	173,792	\$0.125	1	I	See Footnote <sup>(1)</sup>
Warrant (right to buy) <sup>(2)(7)</sup>	\$7.84	02/18/2009		P		1		02/18/2009	02/18/2014	Common Stock	173,792	\$0.125	1	I	See Footnote <sup>(2)</sup>
Warrant (right to buy) <sup>(3)(7)</sup>	\$7.84	02/18/2009		P		1		02/18/2009	02/18/2014	Common Stock	173,792	\$0.125	1	D	
Warrant (right to buy) <sup>(4)(7)</sup>	\$7.84	02/18/2009		P		1		02/18/2009	02/18/2014	Common Stock	1,564,129	\$0.125	1	I	See Footnote <sup>(4)</sup>
Warrant (right to buy) <sup>(5)(7)</sup>	\$7.84	02/18/2009		P		1		02/18/2009	02/18/2014	Common Stock	1,564,129	\$0.125	1	I	See Footnote <sup>(5)</sup>
Warrant (right to buy) <sup>(6)(7)</sup>	\$7.84	02/18/2009		P		1		02/18/2009	02/18/2014	Common Stock	1,564,129	\$0.125	1	D	

1. Name and Address of Reporting Person\*  
Frazier Healthcare V, LP

(Last) (First) (Middle)  
601 UNION STREET, SUITE 3200

(Street)  
SEATTLE WA 98101

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[FHM V, LP](#)

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(Last) (First) (Middle)  
601 UNION STREET, SUITE 3200

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(Street)  
SEATTLE WA 98101

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[FHM V, LLC](#)

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(Last) (First) (Middle)  
601 UNION STREET, SUITE 3200

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(Street)  
SEATTLE WA 98101

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Frazier Healthcare VI, L.P.](#)

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(Last) (First) (Middle)  
601 UNION STREET, SUITE 3200

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(Street)  
SEATTLE WA 98101

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[FHM VI, L.P.](#)

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(Last) (First) (Middle)  
601 UNION STREET, SUITE 3200

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(Street)  
SEATTLE WA 98101

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[FHM VI, L.L.C.](#)

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(Last) (First) (Middle)  
601 UNION STREET, SUITE 3200

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(Street)  
SEATTLE WA 98101

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(City) (State) (Zip)

**Explanation of Responses:**

1. These securities were acquired and are held directly by Frazier Healthcare V, L.P. ("FH V"). FHM V, L.L.C. ("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 have voting and dispositive power with respect to the shares held by FH V. FHM V L.L.C. disclaims beneficial ownership of securities held by FH V except to the extent of any pecuniary interest therein.
2. These securities were acquired and are held directly by FH V. FHM V is the general partner of FH V and may be deemed to have voting and dispositive power with respect to the shares held by FH V. FHM V disclaims beneficial ownership of the securities held by FH V except to the extent of any pecuniary interest therein.
3. These securities were acquired and are held directly by FH V.
4. These securities were acquired and are held directly by Frazier Healthcare VI, L.P. ("FH VI"). FHM VI, L.L.C. ("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 have voting and dispositive power with respect to the shares held by FH VI. FHM VI L.L.C. disclaims beneficial ownership of the securities held by FH VI except to the extent of any pecuniary interest therein.
5. These securities were acquired and are held directly by FH VI. FHM VI is the general partner of FH VI and may be deemed to have voting and dispositive power with respect to the shares held by FH VI. FHM VI disclaims beneficial ownership of the securities held by FH VI except to the extent of any pecuniary interest therein.
6. These securities were acquired and are held directly by FH VI.
7. The Reporting Persons may be deemed to be members of a group that beneficially owns more than ten percent (10%) of the Common Stock of the Issuer (see that certain Schedule 13G/A filed on February 20, 2009 by the Reporting Persons). The Reporting Persons disclaim the existence of a 13(d) group and this statement shall not be deemed an admission that such a group exists.

/s/ Thomas S. Hodge, Chief  
Operating Officer of each of  
FHM V, L.L.C. and FHM VI,  
L.L.C.

02/20/2009

\*\* 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.**