

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)¹

Cadence Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$.0001 par value

(Title of Class of Securities)

12738T 10 0

(CUSIP Number)

Domain Associates, LLC

One Palmer Square

Princeton, NJ 08542

Attn: Kathleen K. Schoemaker

Tel: (609) 683-5656

Ropes & Gray LLP

1211 Avenue of the Americas

New York, NY 10036

Attn: Morri Weinberg, Esq.

Tel: (212) 596-9000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 17, 2013

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

¹The 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 disclosures provided in a prior cover page.

The information required on 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.	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (VOLUNTARY)	Domain Partners VI, L.P.
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS	Not Applicable
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS o IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 8,334,500
	8.	SHARED VOTING POWER 0
	9.	SOLE DISPOSITIVE POWER 8,334,500
	10.	SHARED DISPOSITIVE POWER 0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	8,334,500
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	9.7%
14.	TYPE OF REPORTING PERSON	PN

1.	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (VOLUNTARY)	DP VI Associates, L.P.
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS	Not Applicable
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS o IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 89,320
	8.	SHARED VOTING POWER 0
	9.	SOLE DISPOSITIVE POWER 89,320
	10.	SHARED DISPOSITIVE POWER 0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	89,320
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0.1%
14.	TYPE OF REPORTING PERSON	PN

1.	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (VOLUNTARY)	Domain Partners VII, L.P.
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS	Not Applicable
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS o IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 4,069,365
	8.	SHARED VOTING POWER 0
	9.	SOLE DISPOSITIVE POWER 4,069,365
	10.	SHARED DISPOSITIVE POWER 0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	4,069,365
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	4.7%
14.	TYPE OF REPORTING PERSON	PN

1.	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (VOLUNTARY)	DP VII Associates, L.P.
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS	Not Applicable
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS o IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 69,413
	8.	SHARED VOTING POWER 0
	9.	SOLE DISPOSITIVE POWER 69,413
	10.	SHARED DISPOSITIVE POWER 0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	69,413
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	Less than 0.1%
14.	TYPE OF REPORTING PERSON	PN

1.	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (VOLUNTARY)	Domain Associates, LLC
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS	Not Applicable
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS o IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 27,500
	8.	SHARED VOTING POWER 0
	9.	SOLE DISPOSITIVE POWER 27,500
	10.	SHARED DISPOSITIVE POWER 0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	27,500
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	Less than 0.1%
14.	TYPE OF REPORTING PERSON	OO

AMENDMENT NO. 2 TO SCHEDULE 13D

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission (the "Commission") by the Reporting Persons with respect to the Common Stock of the Issuer on March 5, 2008 and Amendment No. 1 thereto filed on February 25, 2009 (as so amended, the "Schedule 13D"). Terms defined in the Schedule 13D are used herein as so defined.

The following items of the Schedule 13D are hereby amended as follows:

Item 2. Identity and Background.

Item 2(b)-(c) is hereby amended to (i) remove Robert J. More as a managing member of OPSA VI and DA and (ii) add Kim P. Kamdar as a managing member of DA.

Item 4. Purpose of Transaction.

Item 4 is hereby amended by adding the following thereto:

As previously stated in the Schedule 13D, the Reporting Persons have acquired securities of the Issuer in the ordinary course of business for general investment purposes. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on market conditions and various other considerations, the Reporting Persons may take such actions with respect to their investment in the Issuer as they deem appropriate, including purchasing additional securities of the Issuer, selling and/or otherwise disposing of some or all of their respective holdings in the Issuer and/or otherwise changing their intention with respect to any of the matters referred to in Item 4 of Schedule 13D, as permitted by the relevant securities laws and any agreement or agreements that have been or may be entered into with the Issuer.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated as follows:

The information requested by this paragraph is incorporated herein by reference to the cover pages to this Amendment No. 2 to Schedule 13D. Share numbers reported give effect to the exercise of all Warrants held by the Reporting Persons and ownership percentages are based on 85,559,869 shares of Common Stock outstanding as of October 31, 2012, as reported in the Issuer's Report on Form 10Q for the period ended September 30, 2012 filed with the Commission on November 6, 2012.

Item 5(c) of the Schedule 13D is hereby amended and restated as follows:

On January 17, 2013, DP VII, DP VII A, DP VI and DP VI A sold an aggregate 52,150 shares of Common Stock in open market transactions, at an average price of \$5.3475 per share. On January 18, 2013, DP VII, DP VII A, DP VI and DP VI A sold an aggregate 78,873 shares of Common Stock in open market transactions, at an average price of \$5.1851 per share. Such shares were sold pursuant to Rule 10b5-1 Sales Plans adopted by DP VII, DP VII A, DP VI and DP VI A with respect to the Common Stock of the Issuer.

SIGNATURES

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

Dated: January 22, 2013

DOMAIN PARTNERS VI, L.P.

By: One Palmer Square Associates VI, LLC,
General Partner

By: /s/ Kathleen K. Schoemaker
Managing Member

DP VI ASSOCIATES, L.P.

By: One Palmer Square Associates VI, LLC,
General Partner

By: /s/ Kathleen K. Schoemaker
Managing Member

DOMAIN PARTNERS VII, L.P.

By: One Palmer Square Associates VII, LLC,
General Partner

By: /s/ Kathleen K. Schoemaker
Managing Member

DP VII ASSOCIATES, L.P.

By: One Palmer Square Associates VII, LLC,
General Partner

By: /s/ Kathleen K. Schoemaker
Managing Member

DOMAIN ASSOCIATES, LLC

By: /s/ Kathleen K. Schoemaker
Managing Member