

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ATWOOD BRIAN G</u> (Last) (First) (Middle) <u>C/O CADENCE PHARMACEUTICALS, INC.</u> <u>12481 HIGH BLUFF DRIVE</u> (Street) <u>SAN DIEGO CA 92130</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/24/2006</u>	3. Issuer Name and Ticker or Trading Symbol <u>CADENCE PHARMACEUTICALS INC [CADX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. 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 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-3 Preferred Stock ⁽¹⁾	(2)	(3)	Common Stock	1,945,686 ⁽⁴⁾	(5)	I	By Versant Venture Capital II, L.P. ⁽⁶⁾
Series A-3 Preferred Stock ⁽¹⁾	(2)	(3)	Common Stock	36,923 ⁽⁴⁾	(5)	I	By Versant Affiliates Fund II-A, L.P. ⁽⁶⁾
Series A-3 Preferred Stock ⁽¹⁾	(2)	(3)	Common Stock	17,389 ⁽⁴⁾	(5)	I	By Versant Side Fund II, L.P. ⁽⁶⁾
Stock option (right to buy)	(7)	05/08/2016	Common Stock	10,000	1.36	D	
Stock option (right to buy)	(8)	07/12/2016	Common Stock	15,000	3.2	D	

Explanation of Responses:

- These securities will automatically convert into Common Stock upon the closing of Cadence Pharmaceuticals, Inc.'s initial public offering.
- Immediately convertible.
- Not applicable.
- Reflects a 1-for-4 reverse stock split, pursuant to which each share of Preferred Stock became convertible into 1/4 of a share of Common Stock.
- 4-for-1.
- Mr. Atwood is a managing member of Versant Ventures II, LLC, the general partner of each of these funds. Mr. Atwood disclaims beneficial ownership of the shares held by these funds, except to the extent of his pecuniary interest therein. The inclusion of these shares shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.
- All of the shares of common stock subject to the option are immediately exercisable. 1,875 shares of common stock subject to the option are vested and are no longer subject the Company's right to repurchase. 1/16 of the total number of shares of common stock subject to the option vest and are no longer subject the Company's right to repurchase on the first day of each fiscal quarter.
- All of the shares of common stock subject to the option are immediately exercisable. 1,250 shares of common stock subject to the option are vested and are no longer subject the Company's right to repurchase. 1/12 of the total number of shares of common stock subject to the option vest and are no longer subject the Company's right to repurchase on the first day of each fiscal quarter.

Remarks:

/s/ Jennifer M. Repine,
Attorney-in-fact

10/24/2006

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby authorizes Theodore R. Schroeder, William R. LaRue and Jennifer M. Repine 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 director 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 cause this Power of Attorney to be executed as of this 18th day of October, 2006.

/s/ Brian G. Atwood
Brian G. Atwood

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby authorizes Robin L. Praeger, to execute for and on behalf of the undersigned, in the undersigned's capacity as a director or 5% stockholder of Cadence Pharmaceuticals, Inc. (the "Company"), Forms 3, 4 and 5, Schedules 13D and 13G, 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) and Section 13 of the Securities Act of 1934, relating to the undersigned's beneficial ownership of securities in the Company. The undersigned hereby grants to 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 attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, any of the undersigned's responsibilities to comply with Section 16 and/or Section 13 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 and/or Schedules 13D and 13G 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 cause this Power of Attorney to be executed as of this 23rd day of October, 2006.

/s/ Brian G. Atwood
Brian G. Atwood