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OMB APPROVAL

OMB Number: 3235-0076

Expires February 28, 2009

Estimated average burden hours per response: 4.00

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001

Item 1. Issuer's Identity

Name of Issuer Cadence Pharmaceuticals, Inc.	Previous Name(s) Strata Pharmaceuticals, Inc.	<input type="checkbox"/> None	Entity Type (Select one) <input checked="" type="checkbox"/> Corporation
Jurisdiction of Incorporation/Organization Delaware	PROCESSED MAR 12 2009 THOMSON REUTERS		<input type="checkbox"/> Limited Partnership
Year of Incorporation/Organization (Select one) <input type="checkbox"/> Over Five Years Ago <input checked="" type="checkbox"/> Within Last Five Years <input type="checkbox"/> Yet to Be Formed (specify year) <u>2004</u>			<input type="checkbox"/> Limited Liability Company
			<input type="checkbox"/> General Partnership
			<input type="checkbox"/> Business Trust
			<input type="checkbox"/> Other (Specify)

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1 12481 High Bluff Drive	Street Address 2 Suite 200		
City San Diego	State/Province/Country CA	ZIP/Postal Code 92130	Phone No. (858) 436-1400

Item 3. Related Persons

Last Name Schroeder	First Name Theodore	Middle Name R.
Street Address 1 c/o Cadence Pharmaceuticals, Inc. 12481 High Bluff Drive	Street Address 2 Suite 200	
City San Diego	State/Province/Country CA	ZIP/Postal Code 92130

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary)

(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)



Item 4. Industry Group (Select one)

<input type="checkbox"/> Agriculture	<input type="checkbox"/> Business Services	<input type="checkbox"/> Construction
<input checked="" type="checkbox"/> Banking and Financial Services	<input type="checkbox"/> Energy	<input type="checkbox"/> REITS & Financial
<input type="checkbox"/> Commercial Banking	<input type="checkbox"/> Electric Utilities	<input type="checkbox"/> Residential
<input type="checkbox"/> Insurance	<input type="checkbox"/> Energy Conservation	<input type="checkbox"/> Other Real Estate
<input type="checkbox"/> Investing	<input type="checkbox"/> Coal Mining	<input type="checkbox"/> Retailing
<input type="checkbox"/> Investment Banking	<input type="checkbox"/> Environmental Services	<input type="checkbox"/> Restaurants
<input type="checkbox"/> Pooled Investment Fund	<input type="checkbox"/> Oil & Gas	<input type="checkbox"/> Technology
If selecting this industry, also select one fund type below and answer the question below:	<input type="checkbox"/> Other Energy	<input type="checkbox"/> Computers
<input type="checkbox"/> Hedge Fund	<input checked="" type="checkbox"/> Health Care	<input type="checkbox"/> Telecommunications
<input type="checkbox"/> Private Equity Fund	<input type="checkbox"/> Biotechnology	<input type="checkbox"/> Other Technology
<input type="checkbox"/> Venture Capital Fund	<input type="checkbox"/> Health Insurance	<input type="checkbox"/> Travel
<input type="checkbox"/> Other Investment Fund	<input type="checkbox"/> Hospitals & Physicians	<input type="checkbox"/> Airlines & Airports
Is the issuer registered as an investment company under the Investment Company Act of 1940?	<input checked="" type="checkbox"/> Pharmaceuticals	<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Other Health Care	<input type="checkbox"/> Tourism & Travel Services
<input type="checkbox"/> Other Banking & Financial Services	<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Other Travel
	<input type="checkbox"/> Real Estate	<input type="checkbox"/> Other
	<input type="checkbox"/> Commercial	

SEC Mail Processing Section

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Washington, DC 111

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Washington, DC 20549

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 -\$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 -\$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying hedge" or "other investment" fund in OR Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 -\$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed

(Select all that apply)

- | | | |
|---|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(7) | |

Item 7. Type of Filing

- New Notice **OR** Amendment

Date of First Sale in this Offering: 2/18/2009 **OR** First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? Yes No

Item 9. Type(s) of Securities Offered (Select all that apply)

- | | |
|---|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe) |

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0.00

Item 12. Sales Compensation

Recipient _____ Recipient CRD Number _____ No CRD Number

(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number _____ No CRD Number

Street Address 1 _____ Street Address 2 _____

City _____ State/Province/Country _____ ZIP/Postal Code _____

States of Solicitation All States

- | | | | | | | | | | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> PR |

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 86,596,218.40 OR Indefinite

(b) Total Amount Sold \$ 86,596,218.40

(c) Total Remaining to be Sold (Subtract (a) from (b)) \$ 0.00 OR Indefinite

Clarification of Response (if Necessary)

Item 14. Investors

Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: _____

Enter the total number of investors who already have invested in the offering: 27

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Clarification of Response (if Necessary) Sales Commissions \$ 0.00 Estimate
Finders' Fees \$ 0.00 Estimate

U.S. Securities and Exchange Commission
Washington, DC 20549

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount. \$ _____ Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

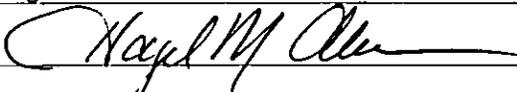
Issuer(s)

Cadence Pharmaceuticals, Inc.

Name of Signer

Hazel M. Aker

Signature



Title

Senior Vice President, General Counsel and Secretary

Number of continuation pages attached:

5

Date

February 26 2009

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

Instructions for Submitting a Form D Notice

General Instructions

Who must file: Each issuer of securities that sells its securities in reliance on an exemption provided in Regulation D or Section 4(6) of the Securities Act of 1933 must file this notice containing the information requested with the U.S. Securities and Exchange Commission (SEC) and with the state(s) requiring it. If more than one issuer has sold its securities in the same transaction, all issuers should be identified in one filing with the SEC, but some states may require a separate filing for each issuer or security sold.

When to file:

- An issuer must file a new notice with the SEC for each new offering of securities no later than 15 calendar days after the "date of first sale" of securities in the offering as explained in the Instruction to Item 7. For this purpose, the date of first sale is the date on which the first investor is irrevocably contractually committed to invest, which, depending on the terms and conditions of the contract could be the date on which the issuer receives the investor's subscription agreement or check. An issuer may file the notice at any time before that if it has determined to make the offering. An issuer must file a new notice with each state that requires it at the time set by the state. For state filing information, go to www.NASAA.org. A mandatory capital commitment call does not constitute a new offering, but is made under the original offering, so no new Form D filing is required.
- An issuer may file an amendment to a previously filed notice at any time.
- An issuer must file an amendment to a previously filed notice for an offering:
 - to correct a material mistake of fact or error in the previously filed notice, as soon as practicable after discovery of the mistake or error;
 - to reflect a change in the information provided in the previously filed notice, except as provided below, as soon as practicable after the change; and
 - annually, on or before the first anniversary of the most recent previously filed notice, if the offering is continuing at that time.

When amendment is not required: An issuer is not required to file an amendment to a previously filed notice to reflect a change that occurs after the offering terminates or a change that occurs solely in the following information:

- the address or relationship to the issuer of a related person identified in response to Item 3;
- an issuer's revenues or aggregate net asset value;
- the minimum investment amount, if the change is an increase, or if the change, together with all other changes in that amount since the previously filed notice, does not result in a decrease of more than 10%;
- any address or state(s) of solicitation shown in response to Item 12;
- the total offering amount, if the change is a decrease, or if the change, together with all other changes in that amount since the previously filed notice, does not result in an increase of more than 10%;
- the amount of securities sold in the offering or the amount remaining to be sold;
- the number of non-accredited investors who have invested in the offering, as long as the change does not increase the number to more than 35;
- the total number of investors who have invested in the offering; and
- the amount of sales commissions, finders' fees or use of proceeds for payments to executive officers, directors or promoters, if the change is a decrease, or if the change, together with all other changes in that amount since the previously filed notice, does not result in an increase of more than 10%.

Saturdays, Sundays and holidays: If the date on which a notice or an amendment to a previously filed notice is required to be filed falls on a Saturday, Sunday or holiday, the due date is the first business day following.

Amendment content: An issuer that files an amendment to a previously filed notice must provide current information in response to all items of this Form D, regardless of why the amendment is filed.

How to file: Issuers may file this notice with the SEC by delivering one manually signed and one other copy to the SEC headquarters office at 100 F Street N.E., Washington, DC 20549. Only pages 1 to 4 and any continuation pages used need to be filed. A notice filed on paper is deemed filed with the SEC on the earlier of the date it is received by the SEC at that address or, if received by the SEC at that address after the date on which it was due, on the date it was mailed by United States registered or certified mail to that address. The notice also may be filed online through www.sec.gov. For state filing information, go to www.NASAA.org.

Filing fee: There is no federal filing fee. For information on state filing fees, go to www.NASAA.org.

Definitions of terms: Terms used but not defined in this form that are defined in Rule 405 and Rule 501 under the Securities Act of 1933, 17 CFR 230.405 and 230.501, have the meanings given to them in those rules.

FORM D

Item-by-Item Instructions

Item 1. Issuer's Identity. Identify each legal entity issuing any securities being reported as being offered by entering its full name; any previous name used within the past five years; and its jurisdiction of incorporation or organization, type of legal entity, and year of incorporation or organization within the past five years or status as formed over five years ago or not yet formed. If more than one entity is issuing the securities, identify a primary issuer in the first fields shown on the first page of the form, checking the box provided, and identify additional issuers by attaching Items 1 and 2 continuation page(s).

Item 2. Principal Place of Business and Contact Information. Enter a full street address of the issuer's principal place of business. Post office box numbers and "In care of" addresses are not acceptable. Enter a contact telephone number for the issuer. If you identified more than one issuer in response to Item 1, enter the requested information for the primary issuer you identified in response to that item and, at your option, for any or all of the other issuers you identified on your Item 1 and 2 continuation page(s).

Item 3. Related Persons. Enter the full name and address of each person having the specified relationships with any issuer and identify each relationship:

- Each executive officer and director of the issuer and person performing similar functions (title alone is not determinative) for the issuer, such as the general and managing partners of partnerships and managing members of limited liability companies; and
- Each person who has functioned directly or indirectly as a promoter of the issuer within the past five years of the later of the first sale of securities or the date upon which the Form D filing was required to be made.

If necessary to prevent the information supplied from being misleading, also provide a clarification in the space provided.

Identify additional persons having the specified relationships by checking the box provided and attaching Item 3 continuation page(s).

Item 4. Industry Group. Select the issuer's industry group. If the issuer or issuers can be categorized in more than one industry group, select the industry group that most accurately reflects the use of the bulk of the proceeds of the offering. For purposes of this filing, use the ordinary dictionary and commonly understood meanings of the terms identifying the industry group.

Item 5. Issuer Size.

- **Revenue Range** (for issuers that do not specify "Hedge Fund" or "Other Investment Fund" in response to Item 4): Enter the revenue range of the issuer or of all the issuers together for the most recently completed fiscal year available, or, if not in existence for a fiscal year, revenue range to date. Domestic SEC reporting companies should state revenues in accordance with Regulation S-X under the Securities Exchange Act of 1934. Domestic non-reporting companies should state revenues in accordance with U.S. Generally Accepted Accounting Principles (GAAP). Foreign issuers should calculate revenues in U.S. dollars and state them in accordance with U.S. GAAP, home country GAAP or International Financial Reporting Standards. If the issuer(s) declines to disclose its revenue range, enter "Decline to Disclose." If the issuer's(s) business is intended to produce revenue but did not enter "No Revenues." If the business is not intended to produce revenue (for example, the business seeks asset appreciation only), enter "Not Applicable."
- **Aggregate Net Asset Value** (for issuers that specify "Hedge Fund" or "Other Investment Fund" in response to Item 4): Enter the aggregate net asset value range of the issuer or of all the issuers together as of the most recent practicable date. If the issuer(s) declines to disclose its aggregate net asset value range, enter "Decline to Disclose."

Item 6. Federal Exemption(s) and Exclusion(s) Claimed. Select the provision(s) being claimed to exempt the offering and resulting sales from the federal registration requirements under the Securities Act of 1933 and, if applicable, to exclude the issuer from the definition of "investment company" under the Investment Company Act of 1940. Select "Rule 504(b)(1) (not (i), (ii) or (iii))" only if the issuer is relying on the exemption in the introductory sentence of Rule 504 for offers and sales that satisfy all the terms and conditions of Rules 501 and 502(a), (c) and (d).

Item 7. Type of Filing. Indicate whether the issuer is filing a new notice or an amendment to a notice that was filed previously. If this is a new notice, enter the date of the first sale of securities in the offering or indicate that the first sale has "Yet to Occur." For this purpose, the date of first sale is the date on which the first investor is irrevocably contractually committed to invest which, depending on the terms and conditions of the contract could be the date on which the issuer receives the investor's subscription agreement or check.

Item 8. Duration of Offering. Indicate whether the issuer intends the offering to last for more than one year.

FORM D

U.S. Securities and Exchange Commission Washington, DC 20549

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Breitmeyer	James	B.
Street Address 1	Street Address 2	
c/o Cadence Pharmaceuticals, Inc. 12481 High Bluff Drive	Suite 200	
City	State/Province/Country	ZIP/Postal Code
San Diego	CA	92130
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Aker	Hazel	M.
Street Address 1	Street Address 2	
c/o Cadence Pharmaceuticals, Inc. 12481 High Bluff Drive	Suite 200	
City	State/Province/Country	ZIP/Postal Code
San Diego	CA	92130
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Craig	William	S.
Street Address 1	Street Address 2	
c/o Cadence Pharmaceuticals, Inc. 12481 High Bluff Drive	Suite 200	
City	State/Province/Country	ZIP/Postal Code
San Diego	CA	92130
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
LaRue	William	R.
Street Address 1	Street Address 2	
c/o Cadence Pharmaceuticals, Inc. 12481 High Bluff Drive	Suite 200	
City	State/Province/Country	ZIP/Postal Code
San Diego	CA	92130
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

FORM D

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Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Lloyd-Smith	Malcolm	
Street Address 1	Street Address 2	
c/o Cadence Pharmaceuticals, Inc. 12481 High Bluff Drive	Suite 200	
City	State/Province/Country	ZIP/Postal Code
San Diego	CA	92130
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Socks	David	A.
Street Address 1	Street Address 2	
c/o Cadence Pharmaceuticals, Inc. 12481 High Bluff Drive	Suite 200	
City	State/Province/Country	ZIP/Postal Code
San Diego	CA	92130
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Hardalo	Catherine	J.
Street Address 1	Street Address 2	
c/o Cadence Pharmaceuticals, Inc. 12481 High Bluff Drive	Suite 200	
City	State/Province/Country	ZIP/Postal Code
San Diego	CA	92130
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Royal	Mike	A.
Street Address 1	Street Address 2	
c/o Cadence Pharmaceuticals, Inc. 12481 High Bluff Drive	Suite 200	
City	State/Province/Country	ZIP/Postal Code
San Diego	CA	92130
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

FORM D

U.S. Securities and Exchange Commission Washington, DC 20549

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Sheehan	Diane	K.
Street Address 1	Street Address 2	
c/o Cadence Pharmaceuticals, Inc. 12481 High Bluff Drive	Suite 200	
City	State/Province/Country	ZIP/Postal Code
San Diego	CA	92130
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Garner	Cam	L.
Street Address 1	Street Address 2	
c/o Cadence Pharmaceuticals, Inc. 12481 High Bluff Drive	Suite 200	
City	State/Province/Country	ZIP/Postal Code
San Diego	CA	92130
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Atwood	Brian	
Street Address 1	Street Address 2	
c/o Cadence Pharmaceuticals, Inc. 12481 High Bluff Drive	Suite 200	
City	State/Province/Country	ZIP/Postal Code
San Diego	CA	92130
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Barker	Samuel	L.
Street Address 1	Street Address 2	
c/o Cadence Pharmaceuticals, Inc. 12481 High Bluff Drive	Suite 200	
City	State/Province/Country	ZIP/Postal Code
San Diego	CA	92130
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

FORM D

U.S. Securities and Exchange Commission Washington, DC 20549

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Berman	Michael	A.
Street Address 1	Street Address 2	
c/o Cadence Pharmaceuticals, Inc. 12481 High Bluff Drive	Suite 200	
City	State/Province/Country	ZIP/Postal Code
San Diego	CA	92130
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Blair	James	C.
Street Address 1	Street Address 2	
c/o Domain Associates, L.L.C., One Palmer Square	Suite 515	
City	State/Province/Country	ZIP/Postal Code
Princeton	NJ	08542
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Frazier	Alan	D.
Street Address 1	Street Address 2	
c/o Frazier Healthcare, 601 Union Street	Suite 3200	
City	State/Province/Country	ZIP/Postal Code
Seattle	WA	98101
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Twomey	Christopher	J.
Street Address 1	Street Address 2	
c/o Cadence Pharmaceuticals, Inc. 12481 High Bluff Drive	Suite 200	
City	State/Province/Country	ZIP/Postal Code
San Diego	CA	92130
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

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Washington, DC 20549

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Rich	Todd	W.
Street Address 1	Street Address 2	
c/o Cadence Pharmaceuticals, Inc. 12481 High Bluff Drive	Suite 200	
City	State/Province/Country	ZIP/Postal Code
San Diego	CA	92130
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

END

(Copy and use additional copies of this page as necessary.)