CADENCE PHARMACEUTICALS INC

FORM 3
(Initial Statement of Beneficial Ownership)

Filed 10/24/2006 For Period Ending 10/24/2006

Address	12481 HIGH BLUFF DRIVE SUITE 200
	SAN DIEGO, California 92130
Telephone	858-436-1400
CIK	0001333248
Industry	Not Assigned

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FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name **and** Ticker or Trading Symbol
GARNER CAM L	**10/24/2006**	**CADENCE PHARMACEUTICALS INC [CADX]**
(Last) (First) (Middle) **C/O CADENCE PHARMACEUTICALS, INC., 12481 HIGH BLUFF DRIVE, SUITE 200**	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) __ X __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)	
(Street) **SAN DIEGO, CA 92130** (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ X _ 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)
Common Stock	**435000** (1)	**I**	**By Garner Investments, LLC** (2)
Common Stock	**538435** (3)	**I**	**By Garner Family Trust** (4)

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: 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-1 Preferred Stock (5)	(6)	(7)	**Common Stock**	**26595** (8)	(9)	**I**	**By Garner Investments, LLC** (2)
Series A-3 Preferred Stock (5)	(6)	(7)	**Common Stock**	**25000** (8)	(9)	**I**	**By Garner Investments, LLC** (2)

Explanation of Responses:

(1) 17,500 of these shares are subject to the Company's right to repurchase as of the date of this report, of which approximately 2,188 shares vest and are no longer subject to the Company's right to repurchase on the first day of each fiscal quarter until 07/01/2008.

(2) Mr. Garner is the managing member of Garner Investments, LLC

(3) 535,935 of these shares are subject to the Company's right to repurchase as of the date of this report. 85,125 shares vest and are no longer subject to the Company's right to repurchase on 12/30/2006, and approximately 7,094 shares vest and are no longer subject to the Company's right to repurchase on the 1st of each month thereafter until 12/01/2009. 48,858 shares vest and are no longer subject to the Company's right to repurchase on 02/22/2007, and approximately 4,072 vest and are no longer subject to the Company's right to repurchase on the 1st of each month thereafter until 2/01/2010.

(4) Mr. Garner is the trustee of this trust.

(5) These securities will automatically convert into Common Stock upon the closing of Cadence Pharmaceuticals, Inc.'s initial public offering.

(6) Immediately convertible.

(7) Not applicable.

(8) 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.

(9) 4-for-1.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARNER CAM L **C/O CADENCE PHARMACEUTICALS, INC.** **12481 HIGH BLUFF DRIVE, SUITE 200** **SAN DIEGO, CA 92130**	**X**			

Signatures

/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 control 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/ Cam L. Garner
Cam L. Garner