

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Heron Therapeutics, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

94-2875566
(I.R.S. Employer
Identification No.)

**123 Saginaw Drive
Redwood City, CA 94063**
(Address of Principal Executive Offices, Zip Code)

**2007 Amended and Restated Equity Incentive Plan
1997 Employee Stock Purchase Plan
Non-Plan Based Option Grants**
(Full Title of the Plans)

**Esmé C. Smith
Vice President, General Counsel and Secretary
Heron Therapeutics, Inc.
123 Saginaw Drive
Redwood City, California 94063**
(Name and Address of Agent for Service)

(650) 366-2626
(Telephone Number, including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.01 per share ⁽²⁾	1,775,000	\$9.18 ⁽³⁾	\$16,294,500 ⁽³⁾	\$2,099
Common Stock, par value \$0.01 per share ⁽⁴⁾	472,222	\$9.00	\$4,249,998	\$547

- (1) Pursuant to Rule 416(a), this Registration Statement shall also cover any additional shares that become issuable by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock, or any anti-dilution provisions of the Amended and Restated 2007 Equity Incentive Plan (the "2007 Plan"), the 1997 Employee Stock Purchase Plan, as amended (the "ESPP") or the Non-Plan Grants (defined below).
- (2) Represents: (i) 1,750,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), of Heron Therapeutics, Inc. issuable under the 2007 Plan, plus (ii) 25,000 shares of Common Stock issuable under the ESPP.
- (3) The maximum offering price per share and the maximum aggregate offering price are estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act based upon the average of the high and low trading price as reported on The NASDAQ Capital Market on September 18, 2014, which was \$9.18.
- (4) Represents a total of 472,222 shares of Common Stock reserved for issuance upon the exercise of outstanding non-plan options granted to certain employees on January 3, 2014 with an exercise price of \$9.00 per share (the "Non-Plan Grants").

REGISTRATION OF ADDITIONAL SECURITIES

On January 14, 2008, Heron Therapeutics, Inc. (formerly A.P. Pharma, Inc.), a Delaware corporation (the “Company”), filed a Registration Statement on Form S-8, Registration No. 333-148660 (the “First 2007 Plan Registration Statement”) with the Securities and Exchange Commission (the “SEC”) relating to an aggregate of 150,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”) for issuance from time to time in connection with the Company’s Amended and Restated 2007 Equity Incentive Plan (the “2007 Plan”). On June 15, 2010, the Company filed a Registration Statement on Form S-8, Registration No. 333-167515 (the “Second 2007 Plan Registration Statement”), registering an additional 100,000 shares of Common Stock issuable under the 2007 Plan. On August 17, 2011, the Company filed a Registration Statement on Form S-8, Registration No. 333-176365 (the “Third 2007 Plan Registration Statement”), registering an additional 4,500,000 shares of Common Stock issuable under the 2007 Plan. Under this Registration Statement, the Company is hereby registering an additional 1,750,000 shares of Common Stock issuable under the 2007 Plan, none of which have been issued as of the date of this Registration Statement.

On September 8, 1997, the Company filed a Registration Statement on Form S-8, Registration No. 333-35151 (the “First Purchase Plan Registration Statement”), with the SEC relating to an aggregate of 5,000 shares of Common Stock for issuance from time to time in connection with the Company’s 1997 Employee Stock Purchase Plan, as amended (“ESPP”). On August 25, 2004, the Company filed a Registration Statement on Form S-8, Registration No. 333-118546 (the “Second Purchase Plan Registration Statement”), with the SEC relating to an additional 1,250 shares of Common Stock issuable under the ESPP. On August 15, 2005, the Company filed a Registration Statement on Form S-8, Registration No. 333-127574 (the “Third Purchase Plan Registration Statement”), with the SEC relating to an additional 1,875 shares of Common Stock issuable under the ESPP. On October 11, 2006, the Company filed a Registration Statement on Form S-8, Registration No. 333-137954 (the “Fourth Purchase Plan Registration Statement”), with the SEC relating to an additional 1,875 shares of Common Stock issuable under the ESPP. On January 14, 2008, the Company filed a Registration Statement on Form S-8, Registration No. 333-148660 (the “Fifth Purchase Plan Registration Statement”), with the SEC relating to an additional 5,000 shares of Common Stock issuable under the ESPP. On October 21, 2009, the Company filed a Registration Statement on Form S-8, Registration No. 333-162610 (the “Sixth Purchase Plan Registration Statement”), with the SEC relating to an additional 10,000 shares of Common Stock issuable under the ESPP. On August 17, 2011, the Company filed a Registration Statement on Form S-8, Registration No. 333-176366 (the “Seventh Purchase Plan Registration Statement”), with the SEC relating to an additional 25,000 shares of Common Stock issuable under the ESPP. Under this Registration Statement, the Company is hereby registering an additional 25,000 shares of Common Stock issuable under the ESPP, none of which have been issued as of the date of this Registration Statement.

In addition, the Company is hereby registering a total of 472,222 shares of Common Stock, which are potentially issuable upon the exercise of certain outstanding option grants made on January 3, 2014 outside of the Company’s stockholder-approved equity compensation plans. The non-plan grants were issued on that date to the employees listed below, entitling each to purchase shares at a price of \$9.00 per share, which is equal to the closing price for the Common Stock on the date of grant: (1) Michael Adam (30,000 shares); (2) Stephen Davis (53,333 shares granted, of which 5,556 shares are currently outstanding); (3) Mark Gelder (80,000 shares); (4) Thomas Ottoboni (50,000 shares); (5) Barry Quart (136,666 shares); and (6) Robert Rosen (170,000 shares).

On January 23, 2014, the Company implemented a 1:20 reverse split of the then-outstanding Common Stock. In addition, on May 25, 2007, the Company implemented a 1:4 reverse split of the then-outstanding Common Stock, which was prior to the adoption of the 2007 Plan, but did affect the number of shares reserved under the ESPP. All share numbers in this Registration Statement have been adjusted to give effect to those reverse stock splits, as applicable.

Pursuant to Instruction E of Form S-8, the contents of the First 2007 Plan Registration Statement, the Second 2007 Plan Registration Statement, the Third 2007 Plan Registration Statement, the First Purchase Plan Registration Statement, the Second Purchase Plan Registration Statement, the Third Purchase Plan Registration Statement, the Fourth Purchase Plan Registration Statement, the Fifth Purchase Plan Registration Statement, the Sixth Purchase Plan Registration Statement and the Seventh Purchase Plan Registration Statement are incorporated herein by reference and made part of this Registration Statement on Form S-8.

PART I

The information called for in Part 1 of Form S-8 is not being filed with or included in this Registration Statement on Form S-8 (by incorporation, by reference or otherwise) in accordance with the rules and regulations of the SEC.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the SEC by the Company are incorporated by reference in this Registration Statement:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013;

(b) The Company's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2014 and June 30, 2014;

(c) The Company's Current Reports on Forms 8-K filed with the SEC on January 13, 2014, January 17, 2014, May 15, 2014, May 29, 2014, June 2, 2014, June 19, 2014 and June 27, 2014 (in each case, not including any information furnished under Items 2.02 or 7.01 of Form 8-K, including the related exhibits, which information is not incorporated by reference herein);

(d) The description of the Company's Common Stock contained in Amendment No. 2 to that certain registration statement on Form 8-A, filed with the Commission on January 22, 2014 pursuant to Section 12 of the Exchange Act of 1934, as amended (the "Exchange Act"), including any subsequent amendment or report filed for the purpose of updating that description; and

(e) All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement. Under no circumstances will any information filed under items 2.02 or 7.01 of Form 8-K be deemed to be incorporated by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

The Registrant has the power to indemnify its officers and directors against liability for certain acts pursuant to Section 145 of the General Corporation Law of the State of Delaware. Section B of Article VI of the Registrant's Certificate of Incorporation provides:

"(1) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or

was a director or officer, of the Corporation or is or was serving at the request of the Corporation, as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section B shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the General Corporation Law of the State of Delaware requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(2) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section B shall not be exclusive of any other rights which any person may have or hereafter acquire under any statute, provisions of this Certificate of Incorporation, Bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

(3) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under Delaware General Corporation Law.”

The Registrant has obtained a liability insurance policy for the officers and directors that, subject to certain limitations, terms and conditions, will insure them against losses arising from wrongful acts (as defined by the policy) in their capacity as directors and officers.

In addition, the Registrant has entered into agreements to indemnify its directors and certain officers in addition to the indemnification provided for in the Certificate of Incorporation and Bylaws. These agreements, among other things, indemnify the Registrant's directors and certain of its officers for certain expenses (including attorneys' fees), judgments, fines and settlement amounts incurred by such person in any action or proceeding, including any action by or in the right of the Registrant, on account of services as a director or officer of the Registrant or as a director or officer, of any subsidiary of the Registrant, or as a director or officer of any other company or enterprise that the person provides services to at the request of the Registrant.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

A list of exhibits filed with this Registration Statement is set forth in the Exhibit Index and is incorporated herein by reference.

Item 9. Undertakings

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs A(1)(i) and A(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

* * *

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on September 16, 2014.

HERON THERAPEUTICS, INC.
(Registrant)

By: /s/ Brian G. Drazba
Brian G. Drazba
Vice President, Finance and Chief Financial Officer

POWER OF ATTORNEY

Each of the undersigned hereby constitutes and appoints each of Brian G. Drazba and Esmé C. Smith as his or her attorney-in-fact, with power of substitution, in his or her name and in the capacity indicated below, to sign any and all further amendments (including post-effective amendments) to this Registration Statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Barry D. Quart</u> Barry D. Quart, Pharm.D.	Chief Executive Officer and Director (Principal Executive Officer)	September 16, 2014
<u>/s/ Brian G. Drazba</u> Brian G. Drazba	Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	September 16, 2014
<u>/s/ Robert H. Rosen</u> Robert H. Rosen	President and Director	September 16, 2014
<u>/s/ Kevin C. Tang</u> Kevin C. Tang	Chairman of the Board of Directors	September 16, 2014
<u>/s/ Stephen R. Davis</u> Stephen R. Davis	Director	September 16, 2014
<u>/s/ Craig A. Johnson</u> Craig A. Johnson	Director	September 16, 2014
<u>/s/ Kimberly J. Manhard</u> Kimberly J. Manhard	Director	September 16, 2014
<u>/s/ John W. Poyhonen</u> John W. Poyhonen	Director	September 16, 2014

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	Certificate of Incorporation, as amended through July 29, 2009 (incorporated herein by reference to Quarterly Report on Form 10-Q for the quarter ended June 30, 2009), as amended by that Certificate of Amendment of Certificate of Incorporation (incorporated herein by reference to the Current Report on Form 8-K filed on June 30, 2011), and as further amended by that Certificate of Amendment of Certificate of Incorporation (incorporated herein by reference to the Current Report on Form 8-K filed on January 13, 2014)
4.2	Bylaws (incorporated herein by reference to Registration Statement on Form S-1, Registration No. 33-15429)
5.1	Opinion of Gibson, Dunn & Crutcher LLP
23.1	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1 above)
23.2	Consent of OUM & Co. LLP, the Registrant's independent registered accounting firm
24.1	Power of Attorney (included on the signature page).
99.1	Amended and Restated 1997 Employee Stock Purchase Plan (Filed as Exhibit B to Registrant's Definitive Proxy Statement on Schedule 14A filed April 24, 2014, and incorporated herein by reference)
99.2	Amended and Restated 2007 Equity Incentive Plan (Filed as Exhibit A to Registrant's Definitive Proxy Statement on Schedule 14A filed April 24, 2014, and incorporated herein by reference)
99.3	Form of Non-Qualified Stock Option Agreement (Filed as Exhibit 10-AL to Registrant's Quarterly Report on Form 10-Q filed August 8, 2013, and incorporated herein by reference)

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Gibson, Dunn & Crutcher LLP

555 Mission Street
San Francisco, CA 94105-0921
Tel 415.393.8200
www.gibsondunn.com

September 19, 2014

Heron Therapeutics, Inc.
123 Saginaw Drive
Redwood City, California 94063Re: Heron Therapeutics, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement"), of Heron Therapeutics, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") on or about September 19, 2014 pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the registration by the Company of a total of 2,247,222 shares (the "Shares") of Company common stock, par value \$0.01 per share (the "Common Stock"), consisting of: (a) 1,750,000 shares of Common Stock issuable to eligible individuals under the Company's Amended and Restated 2007 Equity Incentive Plan (the "2007 Plan"), (b) 25,000 shares of Common Stock issuable to eligible individuals under the Company's 1997 Employee Stock Purchase Plan, as amended (the "ESPP") and, together with the 2007 Plan and the award agreements for the Non-Plan Grants, the "Plans") and (c) 472,222 shares of Common Stock granted to certain employees as stand-alone awards in connection with such employees' employment (the "Non-Plan Grants").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plans that would expand, modify or otherwise affect the terms of the Plans or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Beijing Ÿ Brussels Ÿ Century City Ÿ Dallas Ÿ Denver Ÿ Dubai Ÿ Hong Kong Ÿ London Ÿ Los Angeles Ÿ Munich
New York Ÿ Orange County Ÿ Palo Alto Ÿ Paris Ÿ San Francisco Ÿ São Paulo Ÿ Singapore Ÿ Washington, D.C.

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Heron Therapeutics, Inc.
September 19, 2014
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Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in each of the Plans and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the “DGCL”). This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption “Legal Matters” in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8, pertaining to the 2007 Amended and Restated Equity Incentive Plan and the 1997 Employee Stock Purchase Plan of Heron Therapeutics, Inc., of our reports dated March 4, 2014 relating to the financial statements and the effectiveness of internal control over financial reporting of Heron Therapeutics, Inc. included in its Annual Report on Form 10-K for the year ended December 31, 2013, filed with the Securities and Exchange Commission.

/s/ OUM & CO. LLP

San Francisco, California
September 18, 2014