
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

HERON THERAPEUTICS, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - 1) Title of each class of securities to which transaction applies:

 - 2) Aggregate number of securities to which transaction applies:

 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - 4) Proposed maximum aggregate value of transaction:

 - 5) Total fee paid:

 - Fee paid previously with preliminary materials.
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - 1) Amount previously paid:

 - 2) Form, Schedule or Registration Statement No.:

 - 3) Filing party:

 - 4) Date Filed:

-

Your **Vote** Counts!

HERON THERAPEUTICS, INC.

2021 Annual Meeting
Vote by June 16, 2021
11:59 PM ET

HERON THERAPEUTICS, INC.
6342 CAMPUS POINT COURSE, SUITE 200
SAN DIEGO, CA 92121



D49901-PS1916

You invested in HERON THERAPEUTICS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on June 17, 2021.**

Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 3, 2021. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

June 17, 2021
9:00 AM Pacific Time

Virtually at:
www.virtualshareholdermeeting.com/HRTX2021

*Please check the meeting materials for any special requirements for meeting attendance.

v1

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect five director nominees named in the accompanying Proxy Statement to serve until the 2022 Annual Meeting of Stockholders and until their successors are duly elected and qualified; Nominees:	
1a. Barry Quart, Pharm.D.	<input checked="" type="checkbox"/> For
1b. Stephen Davis	<input checked="" type="checkbox"/> For
1c. Craig Johnson	<input checked="" type="checkbox"/> For
1d. Kimberly Manhard	<input checked="" type="checkbox"/> For
1e. Christian Waage	<input checked="" type="checkbox"/> For
2. To ratify the appointment of OUM & Co. LLP as our independent registered public accounting firm for the year ending December 31, 2021;	<input checked="" type="checkbox"/> For
3. To approve, on an advisory basis, compensation paid to our Named Executive Officers during the year ended December 31, 2020;	<input checked="" type="checkbox"/> For
4. To amend the Company's 2007 Amended and Restated Equity Incentive Plan (the " 2007 Plan ") to increase the number of shares of common stock authorized for issuance thereunder from 25,800,000 to 27,800,000;	<input checked="" type="checkbox"/> For
5. To amend the Company's 1997 Employee Stock Purchase Plan, as amended (the " ESPP ") to increase the number of shares of common stock authorized for issuance thereunder from 775,000 to 975,000; and	<input checked="" type="checkbox"/> For
6. To transact such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".