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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

June 9, 2015

Heron Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-33221

94-2875566

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

123 Saginaw Drive, Redwood City, California

94063

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

650-366-2626

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On June 9, 2015, Heron Therapeutics, Inc. (the "Company") issued a press release announcing the Company's intention to offer and sell shares of its common stock in an underwritten public offering pursuant to existing shelf registrations, as described in the press release furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No./ Description

99.1 Press Release, dated June 9, 2015

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Heron Therapeutics, Inc.

June 9, 2015

By: /s/ Esme C. Smith

Name: Esme C. Smith

Title: VP, General Counsel & Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated June 9, 2015

Heron Therapeutics, Inc. Announces Proposed Underwritten Offering of Common Stock

REDWOOD CITY, Calif. – (BUSINESS WIRE) – June 9, 2015 – Heron Therapeutics, Inc. (NASDAQ: HRTX), a biotechnology company, today announced its intention to offer and sell shares of its common stock in an underwritten offering pursuant to existing shelf registrations. All of the shares in the proposed offering are to be sold by Heron Therapeutics, Inc.

Jefferies LLC, Leerink Partners LLC and Cowen and Company, LLC are acting as joint book-runners for the offering. Heron Therapeutics, Inc. intends to grant the underwriters a 30-day option to purchase additional shares of its common stock. The offering is subject to market conditions, and there can be no assurance as to whether or when the offering may be completed, or the actual size or terms of the offering.

Heron Therapeutics, Inc. intends to use the net proceeds from the underwritten offering primarily for general corporate purposes, which include, but are not limited to, the commercial launch of SUSTOL® (granisetron injection, extended release), if approved by the FDA, funding the company's ongoing and future clinical trials, preclinical development work, and for general and administrative expenses, or other product development activities.

The securities described above are being offered pursuant to shelf registration statements (File Nos. 333-195928 and 333-198862), which were declared effective by the United States Securities and Exchange Commission ("SEC") on May 23, 2014 and October 6, 2014, respectively. The securities described above have not been qualified under any state blue sky laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction. The offering can be made only by means of a prospectus, copies of which may be obtained at the SEC's website at www.sec.gov, or by request at Jefferies LLC, Attention: Equity Syndicate Prospectus Department, 520 Madison Avenue, 2nd Floor, New York, NY 10022, telephone: (877) 547-6340, e-mail: Prospectus—Department@Jefferies.com.

Source: Heron Therapeutics, Inc.

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and

Corporate Contact:

Heron Therapeutics, Inc.
Brian Drazba, 858-703-6065
Vice President, Finance and Chief Financial Officer