

**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): November 4, 2024

Heron Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33221
(Commission
File Number)

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

4242 Campus Point Court, Suite 200, San Diego, CA
(Address of principal executive offices)

92121
(Zip Code)

Registrant's telephone number, including area code (858) 251-4400

N/A

(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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, par value \$0.01 per share

Trading Symbol(s)
HRTX

Name of each exchange on which registered
The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 4, 2024, the Board of Directors (the “Board”) of Heron Therapeutics, Inc. (the “Company”) appointed Michael Kaseta to the Board to serve for a term expiring at the Company’s 2025 annual meeting of stockholders and until his successor is duly elected and qualified or until his earlier death, resignation or removal. No action has been taken at this time with respect to Mr. Kaseta’s committee appointments.

There were no arrangements or understanding between Mr. Kaseta and any other person pursuant to which he was appointed as a director of the Company. Mr. Kaseta does not have a direct or indirect material interest in any transactions required to be disclosed pursuant to Item 404(a) of Regulation S-K.

For his service as a non-employee director of the Company, Mr. Kaseta will receive compensation in accordance with the Company’s standard compensation program for its non-employee directors, which is described under the heading “Director Compensation” in the Company’s definitive proxy statement on Schedule 14A filed with the United States Securities and Exchange Commission on April 29, 2024. In addition, Mr. Kaseta will enter into the Company’s standard form of Director Indemnification Agreement (the “Indemnification Agreement”).

The foregoing description of the Indemnification Agreement does not purport to be complete and is subject to, and qualified in its entirety by the full text of the form of Indemnification Agreement, which will be filed as an exhibit with the Company’s Annual Report on Form 10-K for the year ended December 31, 2024, which is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On November 4, 2024, the Company issued a press release with respect to the matters described in this Current Report on Form 8-K and such press release is attached hereto and furnished as Exhibit 99.1.

As provided in General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall such information or Exhibit 99.1 be deemed to be incorporated by reference in any filing under the Securities Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated November 4, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Date: November 4, 2024

/s/ Ira Duarte

Ira Duarte

Executive Vice President, Chief Financial Officer

Heron Therapeutics Announces Appointment of Michael Kaseta to Board of Directors

SAN DIEGO, November 4, 2024 /PRNewswire/ -- Heron Therapeutics, Inc. (Nasdaq: HRTX), a commercial-stage biotechnology company, announced today the appointment of Michael Kaseta to its Board of Directors. Mr. Kaseta has an extensive background spanning corporate finance, business strategy, and the commercialization of biopharma products in large pharmaceutical companies and small biotech companies.

Mr. Kaseta currently serves as the Chief Financial Officer and Chief Operating Officer of Liquidia Corporation, a biopharmaceutical company developing innovative therapies for patients with rare cardiopulmonary diseases. Prior to Liquidia, Mr. Kaseta served as the Chief Financial Officer at Aerami Therapeutics, Inc., a private biotech company focused on the development of improved therapies for the treatment of severe respiratory diseases, including pulmonary arterial hypertension. Previously, Mr. Kaseta served as the Chief Financial Officer at Aralez Pharmaceuticals, Inc., and spent eleven years at Sanofi S.A. in a variety of financial roles, culminating in the Chief Financial Officer role at Sanofi North America, Global Services. In this role he managed a \$10 billion business covering several product launches and more than 100 products across eight therapeutic areas. Mr. Kaseta holds a BBA in accounting from James Madison University, is a CPA (inactive) licensed in the state of New Jersey, and serves as a director of Bryn Pharma.

"We are excited to welcome Mike and his deep experience in commercial biotechnology leadership to Heron's Board of Directors," said Craig Collard, Chief Executive Officer of Heron. "I look forward to working with Mike more closely and I am confident that he will be an important asset to the Board as we drive continued growth of our existing portfolio of proprietary products focused on improving the lives of patients."

About Heron Therapeutics, Inc.

Heron Therapeutics, Inc. is a commercial-stage biotechnology company focused on improving the lives of patients by developing and commercializing therapeutic innovations that improve medical care. Our advanced science, patented technologies, and innovative approach to drug discovery and development have allowed us to create and commercialize a portfolio of products that aim to advance the standard-of-care for acute care and oncology patients. For more information, visit www.herontx.com.

Forward-looking Statements

This news release contains "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. Heron cautions readers that forward-looking statements are based on management's expectations and assumptions as of the date of this news release and are subject to certain risks and uncertainties that could cause actual results to differ materially. These risks and uncertainties include, but are not limited to, risks and uncertainties identified in the company's filings with the Securities and Exchange Commission. Forward-looking statements reflect our analysis only on their stated date, and Heron takes no obligation to update or revise these statements except as may be required by law.

Investor Relations and Media Contact:

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