

**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 6, 2023

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	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	HRTX	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 June 12, 2023, Heron Therapeutics, Inc. (the “**Company**”) announced that, by mutual agreement with the Company’s management, Kimberly Manhard resigned as Executive Vice President, Drug Development of the Company, effective June 6, 2023. Ms. Manhard’s decision to resign was amicable and not the result of any dispute or disagreement with the Company, the Company’s management or the Board of Directors of the Company (the “**Board**”) on any matter relating to the operations, policies or practices of the Company.

Additionally, effective as of June 6, 2023, William Forbes joined the Company as Executive Vice President, Chief Development Officer.

A copy of the press release announcing the foregoing is filed herewith as Exhibit 99.1.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 8, 2023, the Company held its 2023 Annual Meeting of Stockholders (the “**Annual Meeting**”).

At the Annual Meeting, the Company’s stockholders approved and adopted an amendment to the Company’s Certificate of Incorporation, to increase the total number of shares of common stock authorized for issuance from 150,000,000 shares to 225,000,000 shares (the “**Charter Amendment**”). The Charter Amendment was filed with the Secretary of State of the State of Delaware on June 8, 2023 and became effective on June 9, 2023.

This description is a summary of the Charter Amendment and is qualified in its entirety by reference to Proposal 4 in the definitive proxy statement on Schedule 14A filed by the Company with the Securities and Exchange Commission on May 1, 2023, and the full text of the Charter Amendment is filed as Exhibit 3.1 hereto and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Six proposals were voted on at the Annual Meeting: (1) to elect seven director nominees: Adam Morgan, Craig Collard, Sharmila Dissanaiké, M.D., FACS, FCCM, Craig Johnson, Kevin Kotler, Susan Rodriguez and Christian Waage, to serve until the 2024 Annual Meeting of Stockholders and until their successors are duly elected and qualified; (2) to ratify the appointment of Withum Smith+Brown, PC as the Company’s independent registered public accounting firm for the year ending December 31, 2023; (3) to approve, on an advisory basis, compensation paid to the Company’s Named Executive Officers during the year ended December 31, 2022; (4) to approve the Charter Amendment to increase the aggregate number of authorized shares of common stock by 75,000,000 from 150,000,000 to 225,000,000; (5) to approve an amendment to the Company’s 2007 Amended and Restated Equity Incentive Plan to increase the number of shares of common stock authorized for issuance thereunder from 30,700,000 to 39,190,000; and (6) to approve an amendment to the Company’s 1997 Employee Stock Purchase Plan, as amended, to increase the number of shares of common stock authorized for issuance thereunder from 1,825,000 to 2,225,000.

Only stockholders of record as of the close of business on April 18, 2023 (the “**Record Date**”) were entitled to vote at the Annual Meeting. As of the Record Date, 119,279,998 shares of common stock of the Company were outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 95,065,640 shares of common stock of the Company were represented in person and by proxy constituting a quorum for the Annual Meeting. As set forth below, all six proposals voted on at the Annual Meeting were approved by the stockholders entitled to vote thereon.

The votes with respect to each of the proposals are set forth below.

Proposal 1: Election of seven director nominees to serve until the 2024 Annual Meeting of Stockholders and until their successors are duly elected and qualified:

Name of Director Nominee	For	Against	Abstain	Broker Non-Votes
Adam Morgan	70,193,794	982,661	300,499	23,588,686
Craig Collard	70,704,459	680,282	92,213	23,588,686
Sharmila Dissanaiké	69,647,185	1,529,163	300,606	23,588,686
Craig Johnson	69,771,541	1,405,655	299,758	23,588,686
Kevin Kotler	70,231,798	938,366	306,790	23,588,686
Susan Rodriguez	69,745,506	1,434,506	296,942	23,588,686
Christian Waage	69,684,886	1,485,469	306,599	23,588,686

Proposal 2: Ratification of the appointment of Withum Smith+Brown, PC as the Company's independent registered public accounting firm for the year ending December 31, 2023:

For	Against	Abstain	Broker Non-Votes
94,461,433	384,912	219,295	0

Proposal 3: Advisory vote to approve compensation paid to the Company's Named Executive Officers during the year ended December 31, 2022:

For	Against	Abstain	Broker Non-Votes
69,340,148	1,730,470	406,336	23,588,686

Proposal 4: Amendment to the Company's Certificate of Incorporation to increase the aggregate number of authorized shares of common stock by 75,000,000 from 150,000,000 to 225,000,000:

For	Against	Abstain	Broker Non-Votes
68,794,453	2,476,711	205,790	23,588,686

Proposal 5: Amendment to the Company's 2007 Amended and Restated Equity Incentive Plan to increase the number of shares of common stock authorized for issuance thereunder from 30,700,000 to 39,190,000:

For	Against	Abstain	Broker Non-Votes
56,253,856	14,934,421	288,677	23,588,686

Proposal 6: Amendment to the Company's 1997 Employee Stock Purchase Plan, as amended, to increase the number of shares of common stock authorized for issuance thereunder from 1,825,000 to 2,225,000:

For	Against	Abstain	Broker Non-Votes
69,697,124	1,603,862	175,968	23,588,686

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Certificate of Incorporation, dated June 8, 2023 and effective June 9, 2023
99.1	Press Release, dated June 12, 2023
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: June 12, 2023

/s/ David Szekeres

David Szekeres

Executive Vice President, Chief Operating Officer

CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION OF
HERON THERAPEUTICS, INC.

Heron Therapeutics, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation" and the "DGCL", respectively), does hereby certify:

FIRST: That, upon the Effective Time, Section A of Article IV of the Certificate of Incorporation of the Corporation shall be amended and restated in its entirety as follows:

"A. Authorized Capital. The Corporation is authorized to issue two classes of shares of stock to be designated, respectively, "preferred" and "common." The total number of shares that the Corporation is authorized to issue is Two Hundred Twenty-Seven Million Five Hundred Thousand (227,500,000). The number of shares of common stock authorized to be issued is Two Hundred Twenty-Five Million (225,000,000), each such share to have a par value of \$0.01 ("Common Stock"), and the number of preferred shares authorized to be issued is Two Million Five Hundred Thousand (2,500,000), each such share to have a par value of \$0.01 ("Preferred Stock")."

SECOND: The amendment to the Certificate of Incorporation of the Corporation herein was duly adopted by this Corporation's Board of Directors in accordance with the applicable provisions of Section 242 of the DGCL. An annual meeting of the stockholders of the Corporation was duly called upon notice in accordance with Section 222 of the DGCL and held on June 8, 2023, at which meeting the necessary number of shares were voted in favor of the proposed amendment. The stockholders of the Corporation duly adopted this Certificate of Amendment in accordance with the applicable provisions of Section 242 of the DGCL.

THIRD: The amendment to the Certificate of Incorporation of the Corporation herein shall be effective June 9, 2023 at 12:01 a.m. Eastern Time (the "Effective Time").

IN WITNESS WHEREOF, said Corporation has caused this Certificate of Amendment to be executed by its duly authorized officer this 8th day of June, 2023.

HERON THERAPEUTICS, INC.

By: /s/ Craig Collard
Name: Craig Collard
Title: Chief Executive Officer



Heron Therapeutics Announces Appointment of William Forbes, Pharm.D. as Chief Development Officer

SAN DIEGO, June 12, 2023 /PRNewswire/ -- Heron Therapeutics, Inc. (Nasdaq: HRTX), a commercial-stage biotechnology company focused on improving the lives of patients by developing best-in-class treatments to address some of the most important unmet patient needs, today announced the appointment of William Forbes, Pharm.D., as Executive Vice President, Chief Development Officer. In addition, Kimberly Manhard, Heron's Executive Vice President, Drug Development, has resigned from her position. Dr. Forbes joins Heron's management team and will be responsible for leading clinical and product development for Heron's acute care and oncology care franchises.

"I am thrilled to welcome Bill to the Heron team as Chief Development Officer," said Craig Collard, Chief Executive Officer of Heron. "Bill has a proven track record of success in pharmaceutical product development, achieving many key regulatory milestones and marketing approvals across a wide range of therapeutic areas and markets. His extensive experience will be valuable as we grow our commercial franchises and advance our product pipeline in acute care and oncology."

Dr. Forbes brings more than thirty years of pharmaceutical product development experience to Heron and has contributed to 14 marketing approvals spanning a diverse range of therapeutic areas in the U.S. and European markets. Prior to joining Heron, Dr. Forbes served as the Chief Development Officer at Trevi Therapeutics, Inc. from 2021 to 2022. From 2016 to 2020, Dr. Forbes served as the President and CEO of Vivelix Pharmaceuticals, Ltd., where he was the founder and responsible for all strategic and operational aspects of the organization. Prior to that, Dr. Forbes served as the Chief Development Officer at Salix Pharmaceuticals, Inc. as the Head of Medical and R&D from 2005 to 2015. Earlier in his career, Dr. Forbes held various positions in clinical research and development at Metabasis Therapeutics, Inc., Otsuka America Pharmaceuticals, Inc., and Glaxo, Inc. Dr. Forbes received his Doctor of Pharmacy degree from Creighton University, and he completed fellowships in cardiovascular research at Creighton Cardiac Center and in clinical research at Glaxo, Inc.

"This is a very exciting time to join Heron, with a thriving commercial portfolio designed to address some of the most important unmet needs in oncology and postoperative pain management," said Dr. Forbes. "My enthusiasm for APONVIE, ZYNRELEF, SUSTOL and CINVANTI is very high, and I look forward to working with the accomplished team to achieve our product development goals and continue to deliver benefit to the patients we serve."

In connection with the commencement of Dr. Forbes' employment, Heron granted Dr. Forbes an inducement award consisting of (i) a non-statutory stock option to purchase 500,000 shares of Heron common stock (Inducement Option), (ii) restricted stock units consisting of 50,000 shares of Common Stock (Inducement RSUs), and (iii) a non-statutory stock option to purchase up to 700,000 shares of Heron common stock based upon the achievement of certain stock price goals (Inducement PSO). The Inducement Option and Inducement PSO each have an exercise price based on the closing price per share as reported on the Nasdaq Capital Market as of June 6, 2023, the effective date of the grants and the start date of Dr. Forbes's employment with

Heron. The Inducement Option has a 10-year term with a four-year vesting schedule, with 25% of the shares subject to the option vesting on the first anniversary of the grant date and the remaining 75% vesting on a monthly basis over the next three years, subject to Dr. Forbes' continuous service through each vesting date. The Inducement RSUs vest as to 25% of the shares subject to the Inducement RSUs on each of the first four anniversaries of the grant date, subject to Dr. Forbes' continuous service through each such vesting date. The Inducement PSO has a 10-year term and vests as to a certain number of shares of common stock upon achievement of certain stock price goals during Dr. Forbes' employment with Heron and during the term of the Inducement PSO, subject to Dr. Forbes' continuous service through each such vesting date. In accordance with Nasdaq Listing Rule 5635(c)(4), the inducement award grants were approved by Heron's Compensation Committee of the Board of Directors and made as a material inducement to Dr. Forbes entering into employment with Heron.

About Heron Therapeutics, Inc.

Heron Therapeutics, Inc. is a commercial-stage biotechnology company focused on improving the lives of patients by developing best-in-class treatments to address some of the most important unmet patient needs. 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, and other risks and uncertainties identified in the Company's filings with the U.S. 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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