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): August 13, 2026

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.)

25 Fenton Main Street, Suite 300, Cary, NC	**27511**
(Address of principal executive offices)	(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 1.01 Entry into a Material Definitive Agreement.

On August 13, 2026, Heron Therapeutics, Inc. (the “Company”) entered into Amendment No. 1 to Tax Benefit Preservation Plan (the “Amendment”), which amends the Tax Benefit Preservation Plan, dated as of August 14, 2025 (the “Plan”), by and between the Company and Computershare Trust Company, N.A., as rights agent.

The Amendment amends the definition of “Final Expiration Date” and all references to August 14, 2026 in the Plan to mean August 14, 2029.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 4.1 and is incorporated herein by reference.

Item 3.03 Material Modification to Rights of Security Holders.

The information included in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
4.1	Amendment No. 1 to Tax Benefit Preservation Plan, dated as of August 13, 2026, by and between Heron Therapeutics, Inc. and Computershare Trust Company, N.A., as rights agent.
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: August 14, 2026	/s/ Ira Duarte
	Ira Duarte Executive Vice President, Chief Financial Officer

Exhibit 4.1

AMENDMENT NO. 1 TO
TAX BENEFIT PRESERVATION PLAN

This Amendment No. 1 to Tax Benefit Preservation Plan (this "**Amendment**") is dated as of August 13, 2026 (the "**Effective Date**"), and amends that certain Tax Benefit Preservation Plan, dated as of August 14, 2025 (the "**Plan**"), by and between Heron Therapeutics, Inc., a Delaware corporation (the "**Company**"), and Computershare Trust Company, N.A., a federally chartered trust company, as rights agent (the "**Rights Agent**"). Capitalized terms used in this Amendment and not otherwise defined have the meanings given to them in the Plan.

RECITALS

A. The Company previously entered into the Plan.

B. In accordance with Section 26 of the Plan, for so long as the Rights are redeemable, the Company may, in its sole and absolute discretion, supplement or amend the Plan in any respect without the approval of any holders of Rights or Common Stock, and the Rights Agent must, if the Company so directs, execute such supplement or amendment, subject to Section 26 of the Plan.

C. The Rights are currently redeemable and no person is an Acquiring Person.

D. The Company wishes to amend certain terms in the Plan.

E. The Company has delivered to the Rights Agent a certificate stating that this Amendment complies with Section 26 of the Plan.

F. The Rights Agent is directed to join in this Amendment.

AGREEMENT

The parties hereto therefore agree as follows:

Section 1. *Amendment of the Plan*. The definition of "Final Expiration Date" in Section 7.1 of the Plan and all references to August 14, 2026 therein are hereby amended to mean August 14, 2029.

Section 2. *No Other Amendment; Effect of Amendment*. Except as and to the extent expressly modified by this Amendment, the Plan and the exhibits thereto remain in full force and effect in all respects without any modification. This Amendment will be deemed an amendment to the Plan and will become effective on the Effective Date. In the event of a conflict or inconsistency between this Amendment, on the one hand, and the Plan and the exhibits thereto, on the other hand, the provisions of this Amendment will govern.

Section 3. *Further Assurances*. Each of the parties hereto will reasonably cooperate and take such action as may be reasonably requested by the other party in order to carry out the provisions and purposes of this Amendment, the Plan and the transactions contemplated hereunder and thereunder.

Section 4. *Miscellaneous*. Section 26, Section 32, Section 33 and Section 34 of the Plan apply to this Amendment, *mutatis mutandis*.

[*Signature page follows*.]

The parties hereto are signing this Amendment on the Effective Date.

HERON THERAPEUTICS, INC.

By: /s/ Craig Collard
Name: Craig Collard
Title: Chief Executive Officer (CEO)

COMPUTERSHARE TRUST COMPANY, N.A.

By: /s/ Patrick Hayes
Name: Patrick Hayes
Title: Manager, Client Management