

**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
(Amendment No.)**

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 all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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Your **Vote** Counts!

HERON THERAPEUTICS, INC.

2025 Annual Meeting
Vote by June 11, 2025
11:59 PM ET

HERON THERAPEUTICS, INC.
550 REGENCY FOREST DRIVE, SUITE 300
CARLISLE, NC 27518



V74542-P28909

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 materials for the stockholder meeting to be held on June 12, 2025.**

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 May 29, 2025. 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 12, 2025
9:00 AM Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/HRTX2025

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

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 six director nominees to serve until the 2026 Annual Meeting of Stockholders and until their successors are duly elected and qualified or until their earlier death, resignation or removal. Nominees:	
1a. Craig Collard	✔ For
1b. Sharmila Dissanaiké, M.D., FACS, FCCM	✔ For
1c. Craig Johnson	✔ For
1d. Michael Kaseta	✔ For
1e. Adam Morgan	✔ For
1f. Christian Waage	✔ For
2. To ratify the appointment of Withum as our independent registered public accounting firm for the fiscal year ending December 31, 2025.	✔ For
3. To approve, on a nonbinding advisory basis, compensation paid to our Named Executive Officers for the fiscal year ended December 31, 2024.	✔ For
4. To approve, on a nonbinding advisory basis, the frequency of future advisory votes on the compensation paid to our Named Executive Officers.	1 Year
5. To transact such other business as may properly come before the Annual Meeting.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".

