SEC Form 4

FORM 4

☐	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).	

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person*

 MANHARD KIMBERLY

 (Last) (First) (Middle)
 4242 CAMPUS POINT COURT
 SUITE 200
 (Street)
 SAN DIEGO CA 92121
 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 HERON THERAPEUTICS, INC. /DE/ [HRTX]

 3. Date of Earliest Transaction (Month/Day/Year)
 04/13/2022

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 X Director   10% Owner
 X Officer (give title below)   Other (specify below)
 EVP, Drug Development

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X Form filed by One Reporting Person
 ☐ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/13/2022		M		1,250	A	(1)	8,320	D	
Common Stock	04/13/2022		M		4,564	A	(1)	12,884	D	
Common Stock	04/13/2022		F		2,012	D(2)	$6.07	10,872	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	04/13/2022		M			1,250	(3)	(3)	Common Stock	1,250	$0.00	12,500	D	
Restricted Stock Units	(1)	04/13/2022		M			4,564	(4)	(4)	Common Stock	4,564	$0.00	46,192	D	

Explanation of Responses:

1. Restricted stock units convert into common stock on a one-for-one basis.

2. Represents the withholding by the Company of certain of the vested shares of restricted stock to satisfy the minimum statutory tax obligations applicable to such transactions.

3. The restricted stock units vest in 16 equal quarterly installments beginning one quarter after the date of grant (10/13/2020).

4. The restricted stock units vest quarterly with 33% of the shares vesting during the first year, 33% of the shares vesting during the second year, 22% of the shares vesting during the third year and the remaining 12% of the shares vesting during the fourth year, such that all shares will be fully vested on the four year anniversary of the date of grant (10/13/2021).

Remarks:

/s/ Lisa Peraza Attorney-in-fact for Kimberly Manhard   04/15/2022

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.