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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
TANG KEVIN C (Last) (First) (Middle) 4747 EXECUTIVE DRIVE SUITE 510 (Street) SAN DIEGO CA 92121 (City) (State) (Zip)	HERON THERAPEUTICS, INC. /DE/ [HRTX] 3. Date of Earliest Transaction (Month/Day/Year) 01/19/2017 4. If Amendment, Date of Original Filed (Month/Day/Year)	X Director X 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X 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	01/19/2017		P		2,459,016	A	$12.2	8,332,907	I[(1)]	By LP[(1)]
Common Stock								14,347	I[(2)]	As Trustee[(2)]
Common Stock								6,941	D[(3)]	

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				

1. Name and Address of Reporting Person[*]
TANG KEVIN C   (Last)   (First)   (Middle)   4747 EXECUTIVE DRIVE   SUITE 510   (Street)   SAN DIEGO   CA   92121   (City)   (State)   (Zip)
1. Name and Address of Reporting Person[*]
TANG CAPITAL MANAGEMENT LLC   (Last)   (First)   (Middle)   4747 EXECUTIVE DRIVE, SUITE 510   (Street)   SAN DIEGO   CA   92121   (City)   (State)   (Zip)
1. Name and Address of Reporting Person[*]
TANG CAPITAL PARTNERS LP

(Last)	(First)	(Middle)
4747 EXECUTIVE DRIVE, SUITE 510		

(Street)		
SAN DIEGO	CA	92121

| (City) | (State) | (Zip) |

Explanation of Responses:

1. The securities are held by Tang Capital Partners, LP and Tang (APPA) Holdings, LLC. Kevin C. Tang is the sole manager of Tang Capital Management, LLC, which is the general partner of Tang Capital Partners, LP. Tang Capital Partners, LP is the sole manager of Tang (APPA) Holdings, LLC. Mr. Tang disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

2. The securities are held by Kevin C. Tang as custodian for his minor children, as Trustee of the Kevin C. Tang Family Trust, and as Trustee of the Tang Advisors, LLC Profit Sharing Plan.

3. 2,147 of these securities are held by Kevin C. Tang's IRA.

Remarks:

/s/ Kevin C. Tang	01/23/2017
/s/ Kevin C. Tang, Managing Member	01/23/2017
/s/ Kevin C. Tang, as Managing Member of Tang Capital Management, LLC, General Partner	01/23/2017
** 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.