

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
A.P. Pharma, Inc.		01/09/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Heron Therapeutics, Inc.		
Street Address:	123 Saginaw Drive		
City:	Redwood City		
State/Country:	CALIFORNIA		
Postal Code:	94063		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	85831041	ZARMA	
Registration Number:	2807409	A.P. PHARMA	
Registration Number:	2724941	A.P. PHARMA	
Registration Number:	2732851	BIOCHRONOMER	
Registration Number:	2732850	BIOCHRONOMER	
Registration Number:	4118925	SUSTOL	
CORRESPONDENCE DATA			
Fax Number:	4157735759		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	415 773 5700		
Email:	ipprosecutionsf@orrick.com		
Correspondent Name:	Betsy Wang Lee/Elayne G. Ricci		
Address Line 1:	405 Howard Street		
Address Line 2:	Orrick, Herrington & Sutcliffe LLP		
Address Line 4:	San Francisco, CALIFORNIA 94105		

CH \$165.00 85831041

ATTORNEY DOCKET NUMBER:	21539-6000
NAME OF SUBMITTER:	Betsy Wang Lee
Signature:	/betsywanglee/
Date:	02/27/2014
Total Attachments: 3 source=Certified Copy Change of Name AP Pharma to Heron Therapeutics#page1.tif source=Certified Copy Change of Name AP Pharma to Heron Therapeutics#page2.tif source=Certified Copy Change of Name AP Pharma to Heron Therapeutics#page3.tif	

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "A.P. PHARMA, INC.", CHANGING ITS NAME FROM "A.P. PHARMA, INC." TO "HERON THERAPEUTICS, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF JANUARY, A.D. 2014, AT 6:57 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTEENTH DAY OF JANUARY, A.D. 2014, AT 12:01 O'CLOCK A.M.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1167710

DATE: 02-27-14

TRADEMARK
REEL: 005226 FRAME: 0615

**CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION OF
A.P. PHARMA, INC.**

A.P. Pharma, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That Article I of the Certificate of Incorporation of the Corporation is hereby amended in its entirety as follows:

"I: Name. The name of the corporation is Heron Therapeutics, Inc."

SECOND: 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 which the corporation is authorized to issue is Seventy Seven Million Five Hundred Thousand (77,500,000). The number of common shares authorized to be issued is Seventy Five Million (75,000,000), 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")."

THIRD: That, upon the Effective Time, Article IV of the Certificate of Incorporation of the Corporation shall be amended by adding at the end of Section A the following new sentences:

"Effective as of the Effective Time, as defined in the Certificate of Amendment filed with the Delaware Secretary of State on January 9, 2014, each 20 outstanding shares of Common Stock of the Corporation shall be combined and converted automatically into one share of Common Stock. In lieu of any fractional shares to which a holder would be otherwise entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of one share of Common Stock (pre-reverse-split), as determined by the Board of Directors of the Corporation. The Common Stock issued in this exchange (post-reverse stock split) shall have the same rights, preferences and privileges as the Common Stock (pre-reverse stock split)."

FOURTH: 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 General Corporation Law of the State of Delaware (the "DGCL"). A special meeting of stockholders was duly called upon notice in accordance with Section 222 of the DGCL and held on September 19, 2013, at which meeting the necessary number of shares were voted in favor of the proposed amendments. The stockholders of the Corporation duly adopted this Certificate of Amendment.

FIFTH: The amendment to the Certificate of Incorporation of the Corporation herein shall be effective January 13, 2014 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 9th day of January, 2014.

/s/ Barry D. Quart, Pharm.D.
Name: Barry D. Quart, Pharm.D.
Title: Chief Executive Officer