



MARVEL  
COMICS  
GROUP **12¢**

# the AMAZING SPIDER-MAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

IND.

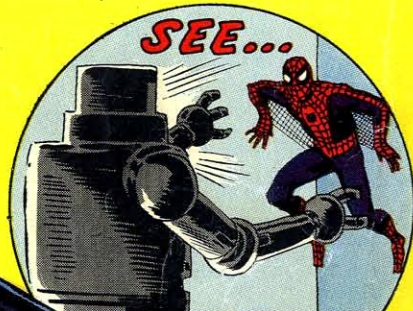
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JAN.

**SPECIAL "TRIBUTE-TO-TEEN-AGERS" ISSUE!!**

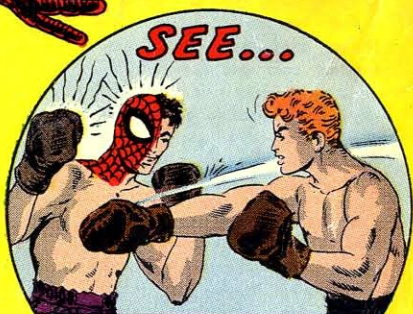


DON'T MISS  
OUR EXTRA  
ADDED  
ATTRACTION...

SPIDER-MAN  
TACKLES *the* **HUMAN TORCH**



SPIDER-MAN VERSUS  
"THE LIVING  
BRAIN!"



PETER PARKER'S FIGHT  
WITH FLASH  
THOMPSON!



**YOU'VE HEARD ABOUT IT!  
YOU'VE READ ABOUT IT!**

**WORLD'S SMALLEST  
WRIST RADIO**

# **ALL-TRANSISTOR** WRIST WATCH TYPE **RADIO**

**LOUD—CLEAR RECEPTION GUARANTEED!**

**COMPLETE WITH BATTERIES—STAINLESS BAND  
NOTHING ELSE TO BUY — COMPLETELY ASSEMBLED**

**\$4<sup>98</sup>**  
complete

**NOT A TOY—NOT A CRYSTAL SET**

**A GENUINE ALL TRANSISTOR WRIST RADIO**

**To Delight Every Man, Woman, Girl and Boy**

Be the first in your neighborhood to own this amazing Niresk All Transistor Wrist Radio. Music, News, Sports now available to you 24 hours a day. Imagine, being the proud owner of a radio less than 2 inches square. The unit is installed in a highly shock resistant case and comes with a beautiful stainless wrist band. The 2 tiny mercury hearing aid batteries are guaranteed to play for 100 hours. Batteries are obtainable everywhere for about 35c.

The Niresk Wrist Radio is guaranteed to be shipped in perfect condition and especially designed for local reception. In some localities you can receive up to seven stations. Don't wait, rush your order today on money-back guarantee.



**ACTUAL  
SIZE**

**LOOK AT THESE  
SENSATIONAL FEATURES!**

- 2 Transistor - 1 Diode
- Lightweight — compact
- Includes 100 hour mercury batteries obtained everywhere at 35c
- Stainless steel watch band stretches to fit all wrists
- Magnetic earphone included
- Especially designed for local reception
- Guaranteed to receive all stations in your area
- Plays equally well indoors or outdoors

**SOLD ON  
MONEY-BACK  
GUARANTEE**

**FREE TRIAL OFFER**

**NIRESK INDUSTRIES, Dept. MW-2**  
Chicago 11, Illinois

Please rush on 10 day Free Trial the Niresk All-Transistor Wrist Radio. I must be 100% satisfied or my money will be refunded in full after 10 days.

Name

Address

City  Zone  State

☐ I enclose \$4.95 plus 25c postage.

☐ I enclose \$1.00 deposit — balance C.O.D.

**NIRESK INDUSTRIES, INC., CHICAGO 11, ILL.**

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# THE TERRIBLE THREAT OF "THE LIVING BRAIN!"

**A MARVEL  
MASTERPIECE!**

WRITTEN BY:  
**STAN LEE**  
ILLUSTRATED BY:  
**STEVE DITKO**  
LETTERED BY:  
**ART SIMEK**

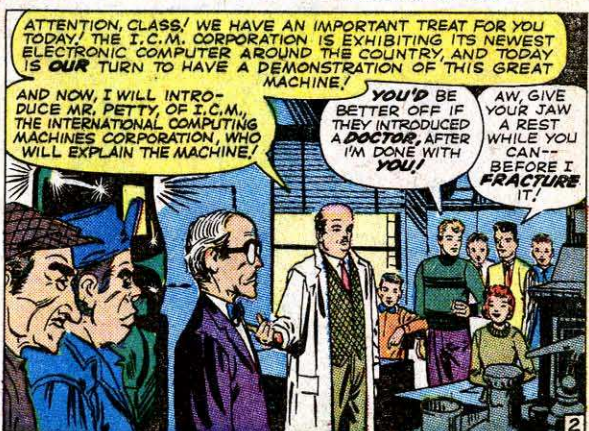
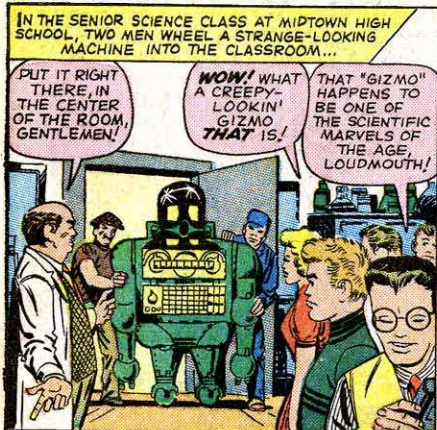


**HOW  
WOULD YOU  
LIKE TO...**

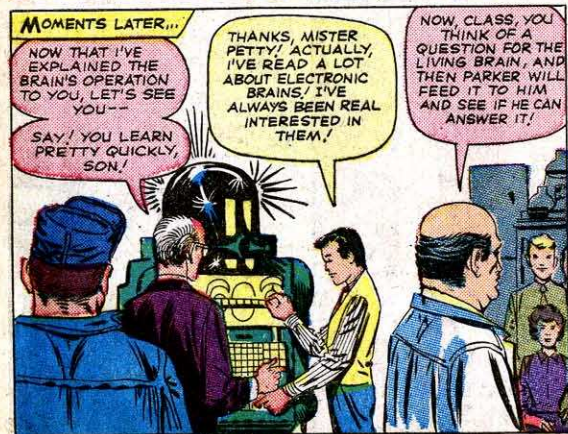
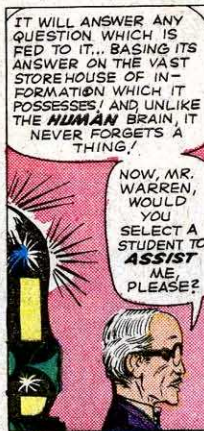
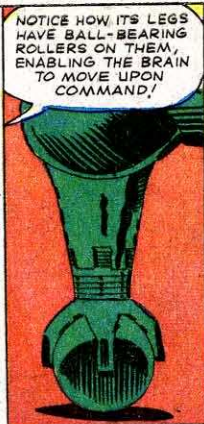
- **SEE PETE PARKER  
FIGHT FLASH THOMPSON?**
- **SEE SPIDER-MAN FIGHT  
A NON-HUMAN MENACE?**
- **SEE A TALE OF SHEER  
FANTASY, SO REAL  
YOU'LL FEEL IT'S  
HAPPENING TO YOU!**

**YOU'D LIKE IT?  
OKAY, YOU'VE GOT IT!  
START READING...**

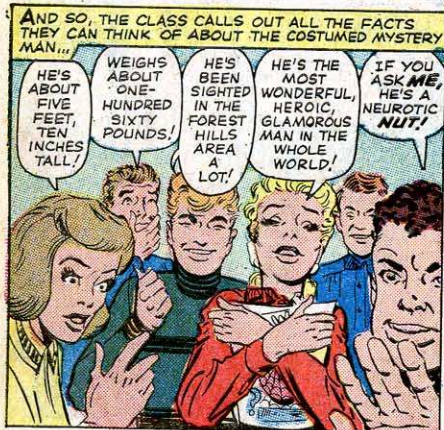
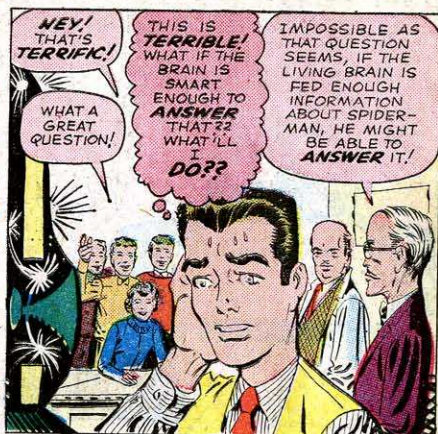




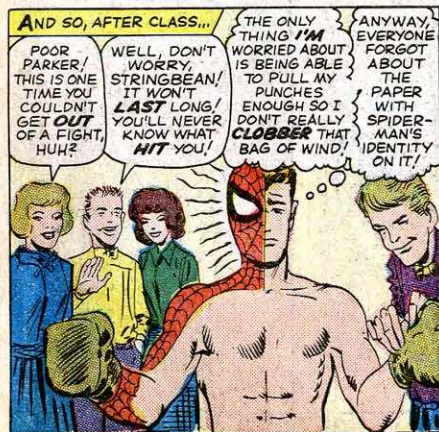




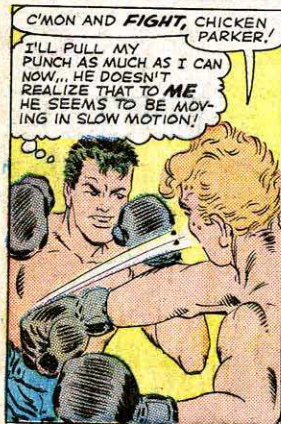
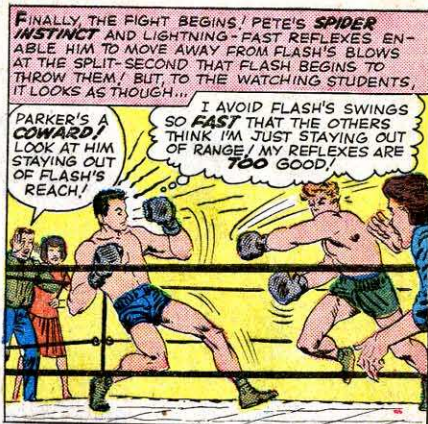
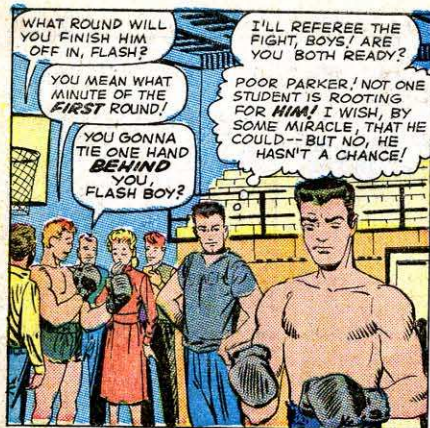












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New Amazing Invention — "MAGIC ART REPRODUCER"

# DRAW ANY PERSON NO TALENT! IN ONE MINUTE NO LESSONS!

Anyone Can Draw With This Amazing  
New Invention—Instantly!



**FREE!** "Simple Secrets of Art Tricks of the Trade" This valuable illustrated guide is yours FREE with order of "Magic Art Reproducer." Easy ABC art tricks that anyone can follow on different techniques, effects, proportions, perspectives, shading, color, animated cartoons, human figures to use with "Magic Art Reproducer" for added touches to your drawings.

You Can Draw Your Family, Friends, Anything From REAL LIFE—Like An Artist Even If You CAN'T DRAW A Straight Line!

Yes, anyone from 5 to 80 can draw or sketch or paint anything now . . . the very first time you use the "Magic Art Reproducer" like a professional artist—no matter how "hopeless" you think you are! Anything you want to draw is automatically seen on any sheet of paper instantly! Then easily and quickly follow the lines of the "picture line" with your pencil . . . and you have an accurate original drawing that anyone would think an artist had done. Also make drawings larger or smaller as you wish. Anyone can use it on any desk, table, board, etc.—indoors or outdoors! No other lessons or practice or talent needed!

**HAVE FUN! BE POPULAR!** Everyone will ask you to draw them. You'll be in demand! After a short time you may find you can draw well without the "Magic Art Reproducer" because you have developed a "knack" and feeling artists have—which may lead to a good paying art career.

Still Life, Vases, Bowls of Fruit, Lamps, Furniture, all objects.



Outdoor Scenes, Landscapes, Buildings.



Also Excellent for Every Other Type of Drawing!

• Human Figures • Outdoor Scenes, landscapes, buildings • Still life, vases, bowls of fruit, lamps, furniture, all objects • Copy photos, other pictures, portraits, etc. • Copy blueprints, designs, diagrams, for woodwork, machines, for needlework, crocheting, knitting • Copy all cartoons.

**SEND NO MONEY! Free 10-Day Trial!**

Just send name and address. Pay postman on delivery \$1.98 plus postage. Or send only \$1.98 with order and we pay postage. You must be convinced that you can draw anything like an artist, or return merchandise after 10-day trial and your money will be refunded.

**NORTON PRODUCTS, Dept. 999, 296 Broadway, New York 7, N. Y.**



## new! YOU'LL HAVE FUN & THRILLS AS THIS 7 FOOT GIANT ZOOMS 500 FT. IN 3 MINUTES!

### EXCITING NEW SPORT FOR YOUNG AND OLD!

As you let out the cord, this giant Windhooker soars skyward . . . 200, 500, 700, 1,000 feet and more — in minutes. You're at the controls, making it climb, dive, loop and roll. Now, compete with dad and friends for high flying thrills, exciting sky maneuvers, skillful target diving and sky dueling. Enjoyment all year long.

#### WINDHOOKER THRILLS, EVEN ON WINDLESS DAYS!

Amazing aerodynamic concept using gigantic air surface lets you enjoy Windhooking even on calm, almost windless days. So big, it can be seen from miles away . . . yet folds away

for compact storage.

A full 7 feet tall—it is made of tough, durable, colorful plastic fabric with strong, lightweight aluminum struts. Complete with a 200 ft. roll of cable cord, a cord feeder and interesting Instruction/Rules for starting your own Windhooking Club.

#### NO COMPLICATED ASSEMBLY, FLY IN 5 MINUTES!

Now, be the envy of your friends. Be first into the sky with your own cloud-hopping, giant Windhooker. You must be thrilled as never before, or return it for your money back in full. Order now, only \$3.95 p.p.d.; or 2 for \$6.90 p.p.d., you save \$1.00. No C.O.D.

#### NO RISK ORDER FORM

GRAYSON PRODUCTS, INC., Dept. W-2, 210 Fifth Ave. N.Y.C. 10

I enclose \$\_\_\_\_\_ send \_\_\_\_\_ Windhooker(s)

Name \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

**10 DAY  
MONEY BACK  
GUARANTEE!**



MEANWHILE, ON THE FLOOR ABOVE, WE FIND THE TWO TECHNICIANS ALONE WITH THE GIANT COMPUTING MACHINE...

NOW'S OUR CHANCE TO TAKE THIS MEAL TICKET AND CUT OUT OF HERE!

RIGHT! MOST EVERYBODY'S DOWN IN THE GYM, WATCHING THE FIGHT!



BUT THERE IS ONE MAN WHO IS NOT WATCHING THE FIGHT...

WAIT! WHERE ARE YOU TWO GOING WITH THE BRAIN??!

IT'S PETTY! WE'VE GOT TO SHUT HIM UP, FAST!



THERE! BY THE TIME HE WAKES UP, WE'LL BE GONE!

HEY-- LOOK OUT! YOU MADE ME BUMP INTO THE BRAIN'S CONTROL PANEL!



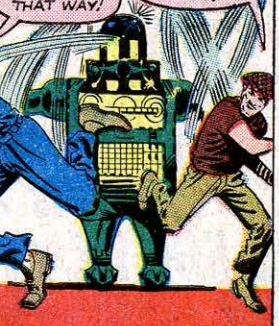
OH NO! I MUST HAVE SHORT-CIRCUITED IT! LOOK-- IT'S MOVING BY ITSELF! IT-- IT NEVER DID THAT BEFORE!



IT'S COMING TOWARDS US --AS THOUGH IT WANTS TO HARM US! H-HOW DO WE STOP IT?

WE CAN'T STOP IT! CAN'T GET NEAR IT WHILE ITS ARMS ARE SWINGING! THAT WAY!

ANYTHING CAN HAPPEN NOW! LET'S GET OUT OF HERE-- WHILE WE CAN!



IT KEEPS BLOCKING THE EXITS. I'D SWEAR IT DOESN'T WANT US TO LEAVE!

WITH ITS STRENGTH, AND ITS INTELLIGENCE, NOTHING CAN STOP IT IF IT'S ON A RAMPAGE!



BUT SUDDENLY, THE LIVING BRAIN TAKES A RANDOM TURN, AND...

LOOK! IT-IT'S THE GIANT COMPUTING MACHINE!

BUT NOBODY'S CONTROLLING IT!

IT'S RUNNING WILD! STAY CLEAR OF THOSE SWINGING ARMS!



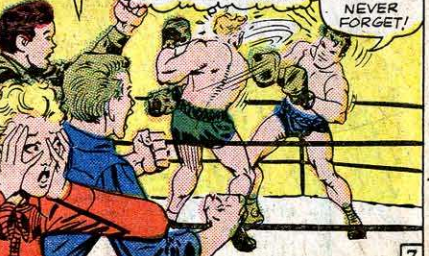
WHILE IN THE GYM BELOW, THE FIGHT GOES ON...

COME ON, FLASH BOY! YOU'VE CARRIED HIM LONG ENOUGH! GIVE 'IM THE OL' ONE-TWO NOW!

NOW, LET ME PRO-LONG THE AGONY A LITTLE LONGER!

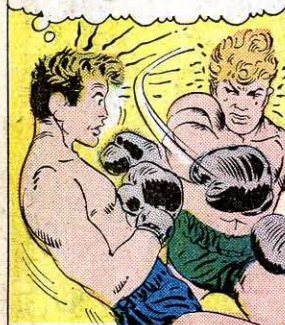
I'M TRYING TO FINISH HIM OFF, BUT I CAN'T! I DON'T GET IT! HE DODGES EVERY PUNCH WITHOUT EVEN TRYIN'!

OKAY, LOUD MOUTH! THE FUN'S OVER! NOW YOU'RE GONNA LEARN A LESSON YOU'LL NEVER FORGET!





I'VE FINALLY FIGURED OUT HOW TO HIT HIM WITHOUT SPLATTERING HIM ALL OVER THE GYM! I'LL JUST SWAT HIM BY FLIPPING MY **WRIST** INSTEAD OF MY WHOLE ARM!!



HERE IT COMES, FLASH! NOW SMILE -- I WANT TO **REMEMBER** YOU AS YOU LOOK RIGHT NOW!



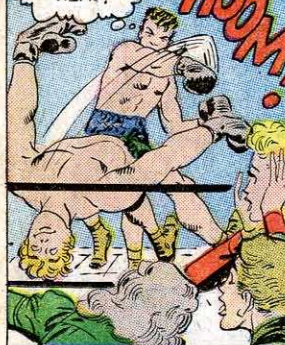
BUT JUST THEN, A FRANTIC CRY RINGS OUT... AND FLASH AUTOMATICALLY TURNS HIS HEAD IN THE DIRECTION OF THE SOUND!

**HELP!** THE BRAIN IS OUT OF CONTROL! **HELP!**

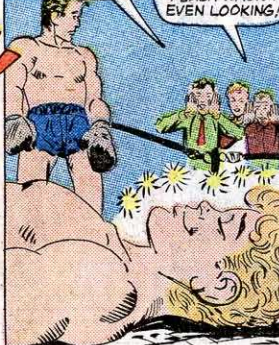
CAN'T STOP MY BLOW!



THAT **DID** IT! B-BUT IF ONLY HE HADN'T TURNED HIS HEAD!



**BOOOO!** YOU HIT HIM WHEN HIS HEAD WAS TURNED! IT WAS A **FOUL!**

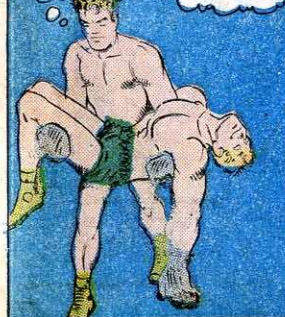


AT THAT MOMENT...

**MR. PETTY!** WHERE'S MR. PETTY?? HE'S THE ONLY ONE WHO CAN **DO** ANYTHING!



I'LL BRING FLASH TO THE LOCKER ROOM! HE'LL BE OKAY--JUST HAD THE WIND KNOCKED OUT OF HIM!



EXACTLY THIRTY SECONDS LATER...

I DON'T SEE **HOW** THE BRAIN COULD GO OUT OF CONTROL --UNLESS IT WAS **TAMPERED** WITH!

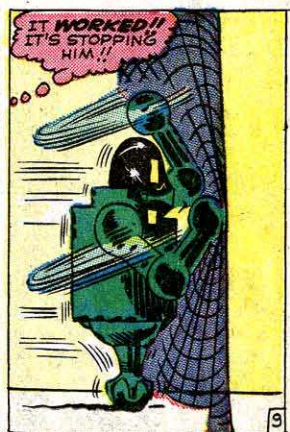


ANYWAY, HOW CAN AN **ELECTRONIC THINKING MACHINE** CAUSE SUCH ALARM?? I'M SURE IT'S JUST--

**SIZZLIN' SPIDER-WEBS!!** LOOK AT **THAT!** NO **WONDER** THEY'RE SCARED!











HE'S GRASPING THE WEB! I-I COULD SWEAR HE'S **TESTING** IT... ANALYZING ITS STRENGTH!



I HEAR HIS GEARS MOVING... AS THOUGH HE'S DECIDING HOW MUCH PRESSURE TO APPLY!!

AW, THAT'S **IMPOSSIBLE!** HE CAN'T BREAK MY WEB!



BUT THE MIGHTY MACHINE PLOWS THROUGH THE DECEPTIVELY STRONG WEBBING AS THOUGH IT DOESN'T EXIST!

WHEW! HE'S STRONGER THAN I **THOUGHT!** HAVE TO TRY SOMETHING **ELSE!**



FIRST, I'LL TEST HIS THINKING ABILITY! I'LL LET HIM **HEAR** ME RUNNING-- THEN I'LL SEE WHAT HE **DOES!**



HE **DOES** THINK LIKE A **HUMAN!** AT THE SOUND OF MY FOOTSTEPS HE **TURNED...**



HE'S EXTENDING HIS ARMS, STRIKING AT ME... AS A **MAN** WOULD! AND HE'S **FAST!** FASTER THAN I WOULD HAVE GUESSED!



HE **KNOWS** I'M AN ENEMY! HE'S **AFTER** ME!

I'VE **GOT** TO STAY OUT OF REACH OF THOSE POWERFUL ARMS!



OH, **NO!** THE BRAIN FIGURED OUT MY SPEED, AND INCREASED HIS **OWN** ENOUGH TO OVERTAKE ME!!



HE OUT-MANEUVERED ME! HE REALLY **IS** THE FASTEST THINKING MACHINE ON EARTH!! I-I'M **TRAPPED!**





CONTINUED AFTER NEXT PAGE..



# THROW YOUR VOICE



Throw your voice into trunks behind doors, everywhere. Instrument fits in your mouth and out of sight. Cool teacher, friends and family. Free book on "How to Become a Ventriloquist". No. 2137..... 25¢

Ventriloquist & Book



**SILENT DOG WHISTLE**  
This whistle can't be heard by human ears, but Rover can hear it half a mile away. Your dog will understand that this whistle is far from alone. Be amazed how quickly he responds. No. 3781..... \$1.00

# MUSICAL JUKE BOX BANK

Drop in a coin and the turntable revolves to a lilting melody... just like the modern juke box that youngsters adore. Makes saving a pleasure—money mounts up. Made of sturdy metal. 4" x 4". No. 2005..... \$1.50



# MAGIC CARDS

Deck is marked and stripped. Can be read from the back but looks like ordinary deck. With instructions for 10 terrific tricks. Put on a card magic show that will astonish any party. No. 2183..... \$1.98



# SEE BEHIND GLASSES

A specially treated pair of sunglasses with secret mirrors that enable you to see behind you without anyone knowing your watching. Really comes in handy at times. \$6.30..... 75¢



# YOU, TOO, CAN BE TOUGH

Master Jiu Jitsu and you'll win any fight. This book gives all the grips, blocks, etc. which are so effective in counterattack. FREE book on how to perform strong man stunts also included. No. 224..... 1.00



**SURPRISE PACKAGE**  
Are you willing to take a chance? We won't tell you what you get, but because you're willing to gamble, we'll give you more than your money's worth. Only No. 678..... 50¢



# AMAZING MINIATURE RADIO

This tiny, feather weight radio operates without batteries, without tubes, but brings you years of listening pleasure. There's nothing to wear out nothing to replace. No. 3544..... \$4.98

# TREASURE CHEST OF FUN



# TRANSISTOR RADIO KIT

This amazing radio kit contains all the components to construct a powerful, highly efficient instrument. It operates 1,000 hours on 2 Junior pen light batteries and is simple to construct. Full instructions and all parts are included for you to build your own private transistor radio. No. 2131..... \$5.98

# KRAZY KRAK

Apply this to the television screen and it appears that the glass is cracked. No. 3333..... 50¢



# BANK VAULT WITH ALARM

Bank vault has combination type lock that gives an alarm when opened. Protects valuables and possessions. Frighten off would be invaders of your privacy. Excellent for storing money, valuables prizes. No. 2113..... \$1.49



# BIKE WINDSHIELD

Turn your bike into something really special with this clear, transparent bike windshield. Just like the one on Motorcycles. Handy built-in pouch enables you to keep your sunglasses, tools, and personal effects within easy reach. Really makes your bike different. No. 4268..... \$1.00



# INSECT COLLECTING KIT

Complete equipment for making perfect safe, insect specimens. SET includes efficient net for catching insect, killing jar, forceps, magnifying glass, mounting pins, preserving strips, identification labels, etc. Full instructions are included. No. 2117..... 1.00



# MINIATURE PRECISION CAMERA

Creates camera so small, it fits in cigarette pack. Weighs 2 1/2 ounces and takes 10 pictures per roll. Focuses, diaphragm, and time exposure shutter. Can be hidden anywhere. Complete with free roll of film. No. 788..... 1.25



# EXPLODING HAND GRENADE

This menacing hand grenade looks and works just like a real one. All you do is pull the pin, throw the grenade, and watch the fun as the caps explode. It's harmless. 2109..... 75¢

# BIKE SPEEDOMETER

Now you can see how fast you're riding with this precision engineered speedometer for only 75¢. You can time yourself for racing, sports, distance. Just fasten it to your handlebar and go. No. 8190..... 75¢



# ATOMIC SMOKE BOMB

Just light one and watch the column of thick, white smoke rise to the ceiling, mushrooming into a dense cloud, just like an A Bomb. No. 971..... 20¢



# AMAZING NEW SPACE PHONE SET — 2 WAY SENDS... RECEIVES

You can talk back and forth between houses, from room to room, and from secret hiding places, because it's portable — no electric wires — no batteries. No. 3194..... 85¢

**HONOR HOUSE PROD. CORP., Dept. GK17, LYNNBROOK, N.Y.**  
Rush me the items listed below. If I am not 100% satisfied, I may return any part of my purchase after 10 days Free Trial for full refund of purchase price.

ITEM - NAME OF ITEM HOW MANY TOTAL PRICE

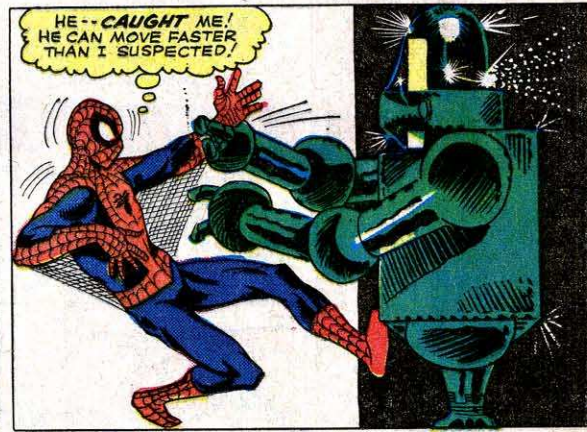

☐ I enclose \_\_\_\_\_ in full payment. Same guarantee  
☐ Send C.O.D. I will pay postman on delivery plus postage.

Name \_\_\_\_\_

Address \_\_\_\_\_

☐ I enclose 10¢ additional. Please send me your 40 page catalog of over 500 Top Tricks and Novelties.







THEN, THE LIVING BRAIN SUDDENLY SPINS SPIDER-MAN AROUND AND RELEASES HIM, IN AN EFFORT TO DASH HIM AGAINST THE WALL!



HE REALIZES MY STRENGTH NOW! HE'S TAKING NO CHANCES WITH ME!

BUT THE MASKED TEEN-AGER SAVES HIMSELF BY A LIGHTNING-FAST MANEUVER...



GOOD THING I LOADED MY VIAL WITH ENOUGH WEB FLUID THIS MORNING!



THWUP!

GOOD OL' TRUSTY WEB! IT HELD! STOPPED ME FROM HITTING THE WALL!



AND NOW, I'M IN MY OWN ELEMENT!



BETTER CLING TO THE CEILING WHILE I PLAN MY NEXT MOVE!



LUCKILY, I'M JUST OUT OF HIS REACH!

BUT I CAN'T STAY UP HERE FOREVER!



SAY, WHAT'S HE TRYING TO DO NOW??



HOLY SMOKE! I'LL SAY HE CAN THINK! HE'S TRYING TO DISLodge ME BY HITTING THE WALLS!



...AND HE'S USING THAT DOOR LIKE A FLY-SWATTER!







# HYPNO-COIN

**NEW - POCKET SIZE INVENTION  
HELPS HYPNOTIZE IN MINUTES  
IT MUST WORK FOR YOU OR MONEY BACK!**

Hold the HYPNO-COIN in front of the person you want to hypnotize. Then, gently vibrate the plastic lens. This sets the hypnotic pattern into a whirling motion. A motion that is so fascinating, it captures and rivets your subject's eyes to the "Hypno-Coin".

Now, proceed to give your hypnotic suggestions and commands. Get this amazing hypnotic aid complete with a FREE revealing booklet of secrets and instructions. It tells you what to say and do, how to command and re-hypnotize with the snap of a finger, how to thrill and amaze them with hypnotic stunts, feats of strength and memory, etc. Get the COIN, Booklet and large illustrated catalog for only \$1.00 ppd. Sent in a plain wrapper, Money back if not delighted! Sorry no C.O.D.s Send to:

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95 Madison Avenue • New York 16, N.Y.

Enclosed \$1.00 Send Hypno-Coin

Name

Address

City  State

only —

**\$1.00**  
ppd.

**MAIL  
TODAY**

**THRILL AND  
AMAZE THEM at  
parties and gath-  
erings with fasci-  
nating hypnotic  
feats of memory,  
stunts, and exhi-  
bitions!**

**BONUS  
Free!**

Booklet of revealing  
secrets & instructions  
and large illustrated  
catalog with order!



**REWARD  
\$11,750.00**

**FOR THIS COIN!**

**\$5,000,000.00 Search For**

**Rare Coins, OLD & NEW!**



Illustrated: 1904 silver  
dollar — 19,000 minted,  
only 12 accounted for—  
where are the rest?

**FOR CERTAIN COINS  
WE PAY UP TO  
CERTAIN:**

Gold Coins Before 1929...	\$35,000.00
Nickels Before 1945.....	16,000.00
Silver Dollars Before 1938.	11,750.00
Half Dollars Before 1947...	5,550.00
Pennies Before 1919.....	4,800.00
Dimes Before 1946.....	4,750.00
Quarters Before 1941.....	4,500.00
Half Cents Before 1910.....	3,500.00
Lincoln Pennies Before 1940	250.00

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**MAIL FREE TRIAL COUPON NOW!**

**Best Values Co., Dept. A-641  
285 Market St., Newark, N. J.**

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NAME

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IF YOU ARE NOT SATISFIED WITH THIS CATALOG**

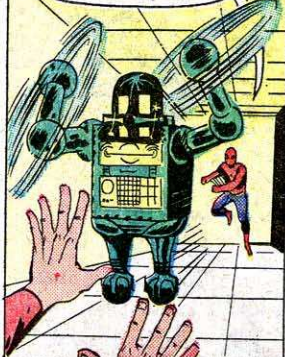


SEEING THE LIVING BRAIN BEARING DOWN ON THEM, THE STUDENTS TURN AND FLEE... BUT, IN THEIR HASTE, ONE TRIPS, AND...

CHARLIE, GET UP! HURRY! IT'S ALMOST ON TOP OF US!



I'VE GOT TO REACH THE BRAIN BEFORE IT CAN GET TO THOSE KIDS!



OL' SPIDER-STRENGTH, IF I EVER NEEDED YOU, I NEED YOU NOW!



GOT HIM! NOW, IF I CAN JUST REACH THAT CONTROL PANEL...

LOOK! SPIDER-MAN SAVED US!

YEAH! BUT NOW WHO'S GONNA SAVE SPIDER-MAN??

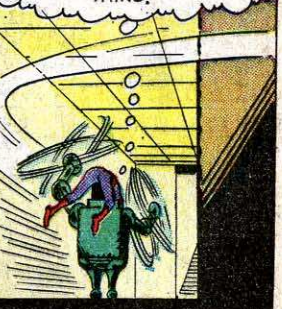


AT LEAST I DIVERTED HIS ATTENTION FROM THOSE KIDS!

BUT HE'S MOVING SO FAST I CAN'T REACH HIS CONTROLS!



THIS IS THE SHOWDOWN! HE WON'T REST NOW UNTIL I'M COMPLETELY DESTROYED. I'VE JUST GOT TO HOPE HE CAN'T THINK OF A WAY TO DO IT BEFORE I CAN DO SOMETHING!



WHAT A PICKLE! IF I FALL OFF, I'M DONE FOR!

AND IF I STAY ON HERE, I'LL SOON BE A SITTING DUCK FOR HIM!



THERE! I FINALLY REACHED HIS CONTROL SWITCHES.

BUT HE'S HEAD-ING FOR THE STAIRS! I'VE GOT SECONDS TO FIGURE THESE THINGS OUT!

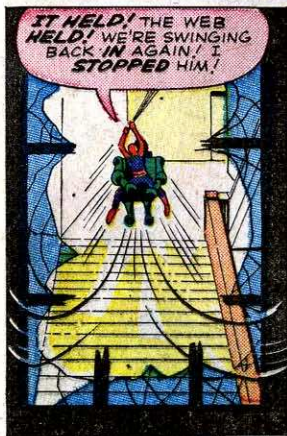


I DID IT! I FLIPPED THE MAIN CUT-OFF SWITCH! HE'S INCAPABLE OF FURTHER INDEPENDENT ACTION!

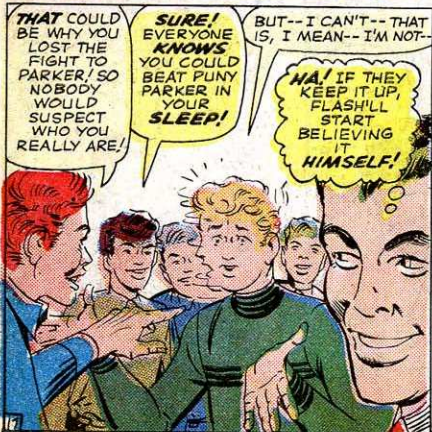
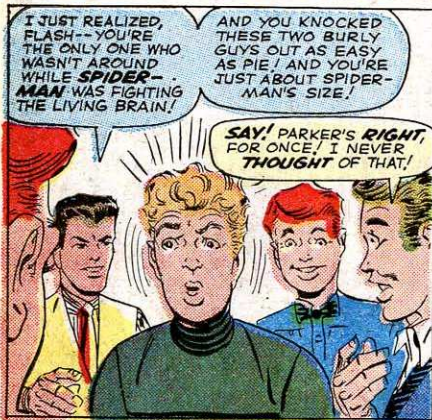
BUT HE CAN'T STOP HIMSELF-- HE'S GONNA CRASH DOWN THOSE STAIRS --WITH ME GOING ALONG FOR THE RIDE!











the END



# SPIDER-MAN TACKLES THE TORCH!



**A SPIDER-MAN  
SURPRISE EXTRA!**

THIS IS  
WHERE DORIS  
EVANS, THE  
TORCH'S GIRL  
FRIEND, LIVES!  
WHILE I'M IN  
THE NEIGHBOR-  
HOOD, I'LL PAY  
HER A VISIT  
AND SHOW  
HER WHAT  
SHE'S MISS-  
ING BY NOT  
DATING  
SPIDER-  
MAN!

WELL, HIT MY HEAD  
AND CALL ME SHORTY!  
LOOKS LIKE I'M JUST  
IN TIME FOR A PARTY!

JOHNNY  
STORM / YOU  
DIDN'T TELL  
ME YOU HAD A  
NEW STING-  
RAY! IT'S  
GORGEOUS!

LOOK!  
THERE'S THE  
HUMAN TORCH!  
HI, JOHNNY...  
WE'VE BEEN  
WAITING  
FOR YOU!

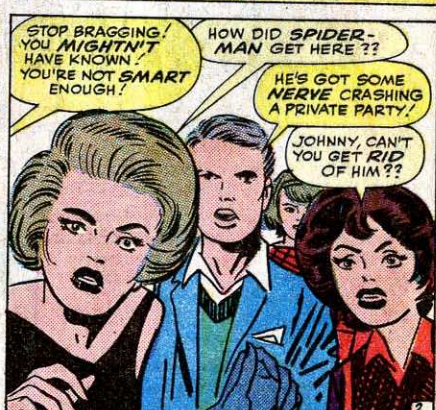
TRAVELIN'  
IN STYLE  
THESE DAYS,  
EH, TORCH?

WELL, IT'S NO  
FANTASTI-CAR!  
BUT IT TAKES ME  
WHERE I'M  
GOIN'!

WRITTEN BY:  
**STAN LEE**  
DRAWN BY:  
**JACK KIRBY**  
INKED BY:  
**STEVE DITKO**  
LETTERED BY:  
**S. ROSEN**

LAST WEEK  
HE WAS  
DRIVING AN  
XK JAG! AND  
NOW THIS! OH,  
IF ONLY DORIS  
HADN'T FOUND  
HIM FIRST!















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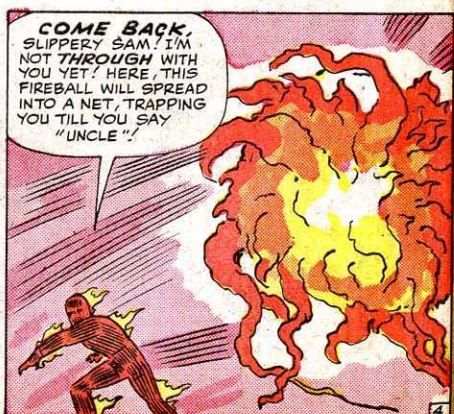
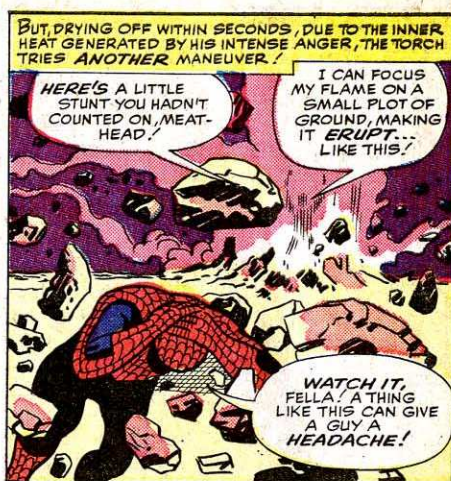
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BUT WITH HIS SUPER-HUMAN AGILITY, SPIDER-MAN EASILY DARTS THROUGH THE SPACES IN THE TORCH'S FLAME NET...

WHEW! I GUESS I'D BETTER JUST CALL IT A DRAW AND CUT OUT OF HERE! I DIDN'T EXPECT THAT HUMAN MATCH-STICK TO GET SO ANGRY!!

SUDDENLY, BEFORE SPIDER-MAN CAN REGAIN HIS FEET, HE SEES...

CAN I GIVE YOU A HAND, SON?

OL' TORCHY AIN'T AS EASY TO HANDLE AS YA THOUGHT, HUH?

MISTER FANTASTIC!! INVISIBLE GIRL!! AND THE MUSCLE-BOUND THING!!



WAIT! WHAT ARE YOU DOING? KNOCK IT OFF, BOY!

THINK I'M GONNA LET YOU SIT THERE AND LAUGH AT ME?? WELL, YOU'VE GOT ANOTHER THINK COMING... ALL OF YOU!

NO ONE'S LAUGHING AT YOU, YOU FOOL! STOP!! DON'T FORCE US TO GET ROUGH!

CLAM UP, SKINNY! WHAT'S WRONG WITH GETTIN' ROUGH?? I'M ITCHIN' TO TANGLE WITH THAT CLOWN!

I'M REALLY MAD NOW! I DON'T CARE HOW MANY OF YOU THERE ARE! I'LL CLIMB YOU ALL AND THEN I'LL GO BACK AND SETTLE UP WITH THAT FLAMING FREAK!!



STAND BACK, BOYS AND GIRLS! OL' BENJAMIN J. GRIMM IS GONNA KNOCK A LITTLE SENSE INTO THAT CREEP'S FAT HEAD.



FOR THE LUVVA PETE! WHERE'D HE GO?

I'LL GIVE YOU THREE GUESSES, GARGOYLE!



WELL, AIN'T YOU THE LITTLE FUN BOY!! I HOPE YOUR INSURANCE IS ALL PAID UP, BRIGHT EYES!

YOUR CONCERN FOR MY WELFARE TOUCHES ME DEEPLY, HANDSOME! WHEN DID YOU JOIN THE SALVATION ARMY?









# SPIDER'S WEB

Please address  
your letters to:  
**THE SPIDER'S WEB**  
Third Floor  
655 Madison Ave.  
New York 21, N. Y.

Dear Stan and Steve,

Great—that's putting it mildly! SPIDER-MAN #5 has topped all previous issues. At first I thought Spider-Man was going to be a plain, dime-a-dozen crimefighter, but instead you made him into a really fabulous hero. In all your comics you have started something new that will last forever. SPIDER-MAN is well taken by the readers because of his originality! You appear to be starting something between Pete and Janeson's secretary Betty! Keep it going, but don't destroy Spider-Man by giving him a big romance—let it stay the way it is. Your writing style is great, great, great—and that's not whistling Dixie! Keep guest appearances coming and when you do make them full-length stories, this gives plenty of room and a worthwhile story. I thought that the X-MEN were great but please change them a bit as they are a little too much like the FF—otherwise—OK. THE AVENGERS were great—the plot was something, having Thor pursue the villain while Giant-Man and Iron Man try to get the Hulk. One thing—drop Ant-Man's partner, the Wasp—two bugs are one too many!

Bob Churchill  
3663 Hilaire Way  
Seaford, N. Y.

*The fans have FINALLY stopped asking that Invisible Girl be dropped from FANTASTIC FOUR ... and now YOU'RE starting with the Wasp! C'mon, Bobby boy, don't be a fanatic!*

Dear Stan and Steve,

I was just reading the current SPIDER'S WEB when I read a very interesting letter. It was about dropping the word 'Amazing' from the title of the AMAZING SPIDER-MAN. Personally, I think it gives your mag class. That Larry Brown doesn't know what he's talking about! As the Thing would put it, "He's got rocks in his head or something!" Your mag is really really 'hairy.' Keep up the good work!

Phil Montoya  
231 Closson St.  
Santa Fe, N. Mex.

*So the word AMAZING gives us class, eh, Phil?? Smilin' Stevey Ditko will be sorry to hear that! We'll expect him to wear SHOES from now on when he visits the office!*

Dear Stan and Steve,

In the STRANGE TALES ANNUAL the Spider-Man vs. Torch story was simply terrific. Kirby did a commendable penciling job, but even with Ditko inking, it didn't come out quite as Spider-Man could be and as only Ditko could draw him. The story was engrossing from the first to the last panel. In the '40's we had the Torch vs. Namor battles. It's now my hope that the '60's will see a series of Torch vs. Spider-Man battles. Keep Spider-Man in a situation similar to that in the story of the Annual. "Is Spider-Man friend or foe, good or bad?" keep that idea going. Without a doubt MARVEL COMICS are bringing about the MARVEL AGE OF COMICS. Your great ability and willingness to try something new has accomplished this and you should be complimented for it. You've forged ahead and taken an undisputed lead. With X-MEN, THE AVENGERS, a possible return of Captain America, and other things equally exciting, the MARVEL AGE OF COMICS may well be ushering in a new GOLDEN

AGE OF COMICS. In closing may I suggest you locate a few more talented artists and writers to add to your already talented staff. After all you're only human and humans can only do so much work in so much time. I'd hate to see a shortage in artists and writers prevent you from realizing your full capabilities. Best of luck on all your many fine creations!

Buddy Saunders  
1605 Joyce  
Arlington, Texas

*Appreciate your interesting comments, Buddy. As for your final suggestion, we've discussed that on the letters page of the current FANTASTIC FOUR (#22), so we don't want to repeat ourselves here. (We're not only loveable, we're lazy!)*

Dear Stan and Steve,

I have all five of the SPIDER-MAN magazines. I am proud to say that I enjoy them very much! Both of my parents have read them and they think that they are good and are not as childish as the other comics they have read. I think there is only one mistake you have made in your mag—you play up radiation too much! Spider-Man got his powers because of it, Dr. Octopus had his false arms attached to his body because of it, Sandman got his power because of it, and who is going to be next? Other than this, your comic is great!

Kevin R. McDonald  
112-22 68 Dr.  
Forest Hills 75, N. Y.

*We hope you fans don't make a big thing of this anti-radiation jazz, Kevin! Heck, how would we write comic mag stories without it??*

Dear Stan and Steve,

The topic of this letter is so unimportant that after reading the second line you may not even bother to finish it. But, in all honesty, did you ever stop to think of the purpose of Spider-Man's mask? Actually, it is unique and has something no other hero's mask has. Give up? Well, before I tell you, I must ask one more question. Did you ever wonder how other characters managed to keep their secret identity while their voice would be a dead give-away? Spider-Man doesn't have that problem. Because his mask has no openings except for the eyes, his voice is muffled and his secret is kept a secret! (I should have warned you—I have inside information.)

Peter Parker  
Midtown, N. Y.  
(Tim DeChenne  
4128 Tilden Ave.  
Culver City, Cal.)

*Everybody seems to know more about Spidey than WE do! We always thought the mask was just to protect him from drafts, because he has sinus trouble! Oh well, as Aunt May might say: Live and learn!*

Dear Stan and Steve,

We, at the Comic Storehouse, have picked Stan Lee and Steve Ditko as the best writer-artist pair of 1963!

Ed Corbett  
Comic Storehouse  
145 Sanford St.  
Glens Falls, N. Y.

CONTINUED



*And we, at the Marvel sweatshop, congratulate the Comic Storehouse (whatever it is!) on showing such good taste! Noblesse Oblige, Ed!*

Dear Stan and Steve,

The main purpose of my letter is to congratulate you on such a fine character—I'm talking about Spider-Man. I have all five issues and will have #6 next month. I think that so far #5 is the greatest. Old Doc Doom never had it so tough! But just once I'd like to see Pete Parker sock Flash Thompson. In #1, page 2, panel 1 you show Pete saying, "My Spider-Man costume! I wish there were no such thing!" Really! If I had his powers I'd be bubbling with joy—and I think almost anybody else would, too.

Joe Campbell  
3045 N. 48 Ave.  
Phoenix 31, Ariz.

*Okay, Joe, you convinced us! Now, as soon as we learn how to draw a fella bubbling with joy...!*

Dear Stan and Steve,

Your latest and greatest creation AMAZING SPIDER-MAN has surpassed anything I've ever seen hit the stands! The element of conflict has been developed to such a degree that I just can't wait for the next issue. Each time you come out with the most interesting villains, depicted by Steve Ditko, who is the one and only man who can do such a job. Everything about Spider-Man must be discussed in the superlative. However, there is one thing that bothers me about Spider-Man. He may, in due season, become "just another hero." You may call me a pessimist, but I've seen it happen before and it can happen again. Some things that could wreck the mag are: the elimination of the problem J. J. Jameson is creating all of a sudden. I wouldn't mind his elimination, but it would be better if the problem were dealt with gradually; another thing: if he joins the F.F., he may have the spotlight taken off him... more guest appearances in AMAZING SPIDER-MAN by the Fantastic Four, for instance; also: he may be given more powers, a female counterpart, and who knows what. You see, I'm very worried about what will happen to my now favorite mag. And, oh yes... thanks a lot for making AMAZING SPIDER-MAN a monthly comic. Rest assured that it is appreciated.

Doug Storer.  
2719 State St.  
Butte, Montana

*We appreciate your appreciation, Doug! But let's not worry about all the things that may spoil Spider-Man in the future... we've got enough problems with him right NOW! (Like having to draw that blamed web under his arms all the time!!)*



#### SPECIAL ANNOUNCEMENTS SECTION:

Well, we still have all this space to fill, so we'll have to find SOMETHING to announce! Okay then, let's see—what's taking place of late around the Marvel bullpen?

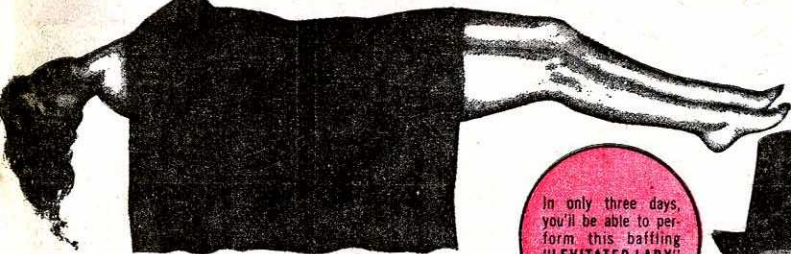
- A lot of fans thought we were nuts when we introduced a WAR mag, of all things, at the beginning of this year! Well, it looks as though we were as dumb as foxes! For, SGT. FURY AND HIS HOWLING COMMANDOS seems to be a real surprise success! (We call it a "surprise" success because nobody is more surprised than WE!) Anyway, next ish (#5, on sale soon) features a truly fascinating villain—Baron Strucker, the most dangerous Nazi of all! If you haven't yet met Sgt. Fury and his howlers, try to get this ish and see what the shouting's all about!
- By the way, one of the letters we recently received said "—I hate to congratulate you on your mags because you do such a good job of congratulating YOURSELVES!" Perhaps we do boast a little too

much—and we hope you'll forgive us—but honestly, we're just so darn enthusiastic about our features, and we like to think that YOU are, too!

- Have you seen our new series in TALES TO ASTONISH, entitled "The Wasp Tells A Tale"? It's a little extra we dreamed up, and we're anxious to know your reaction to it. It'll be a steady monthly feature until you yell "Uncle!"
- Don't miss all the great guest stars in TALES OF SUSPENSE #49 (on sale now). You'll see The Angel (from our new fantasy-team mag, X-MEN), the ever-lovin' FANTASTIC FOUR, and if you look real fast, you'll even spot Spidey, the old web-spinner, himself! Guess we shouldn't forget to mention that the NEW Iron Man is the star! What's new about him? See for yourself!
- And how about our other new feature, Tales of Asgard? (appearing monthly in JOURNEY INTO MYSTERY). The Mighty Thor has caused so much interest in the legends of Asgard that we decided to devote a story per ish to the fabled doings of the mythical immortals! Now don't be party poops and keep us waiting too long for your comments, huh?
- Stop the presses! The results are in on our "Should we keep the word AMAZING in our title?" poll! More than twenty times as many letters favored KEEPING the word than dropping it! So the literary world can now rest easy! THE AMAZING SPIDER-MAN he is—and the AMAZING SPIDER-MAN he shall REMAIN!
- Okay! We read all your letters and did what you asked! We made Dr. Strange the second feature of STRANGE TALES! (Co-starring with the teen-ager who tops Spider-Man's hate list—the Human Torch). We've stretched the Doc's stories to eight pages, and knocked ourselves out to present as much black magic as possible! So don't just SIT there—go BUY a few dozen copies!
- Now for our newbies—The AVENGERS looks like a sure-fire hit, judging by the letters we've received so far—but we kind of expected that! However, X-MEN is gonna be a problem! Hundreds of you have written saying it's even better than SPIDER-MAN or the FF! But, a few dozen have commented that they'd even prefer MILLIE THE MODEL! It seems that those of you who like it LOVE it—but those who dislike it LOATHE it! We'll keep you posted on the final results but if you want OUR opinion—confidentially—we think it's destined to become one of the great comic mags of all time! We'd say more—but as you know, we hate to brag!
- For those of you who missed the every first issue of the FANTASTIC FOUR (shame on you!), here's your chance to see the first foe they ever fought in action again! The current ish features The Return of the Mole Man! We recommend it highly—but as you know, we're somewhat prejudiced!
- By next ish we'll have your verdict all tabulated on whether or not to continue our Spider-Man letters page! But, till then, keep readin', keep writin' (we almost said "keep 'rithmetic!") and keep being as loyal, and as critical as you are! We don't know whether we have the MOST fans or not, but we sure as shootin' have the BEST!
- Oh, we almost forgot—this ish of SPIDER-MAN was intended as a chance of pace! We hope you got a kick out of it—and we're anxious to know if you'd like similar issues to appear from time to time. But, NEXT ish will find us back on the track with a typical Spider-Man yarn, a breath-taking new Spider-Man villain, and page after page of the most amazing action we can dream up! So, till then, the merry Marvel Group wishes you happy reading, and keep your webs untangled!



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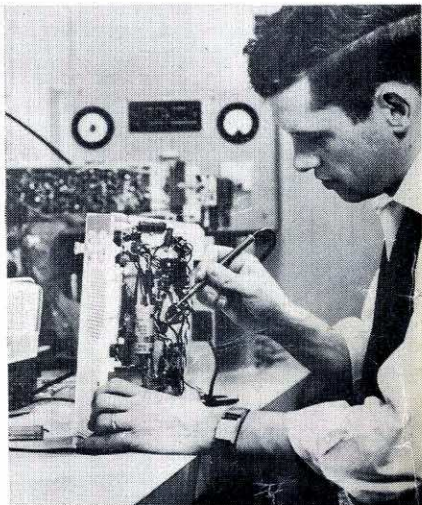
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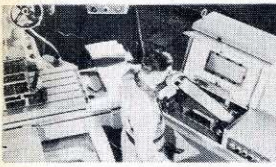
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