

APPROVED
BY THE
COMICS
CODE
IND.
C.C.
AUTHORITY

the AMAZING SPIDER-MAN

MARVEL
COMICS GROUP 12¢

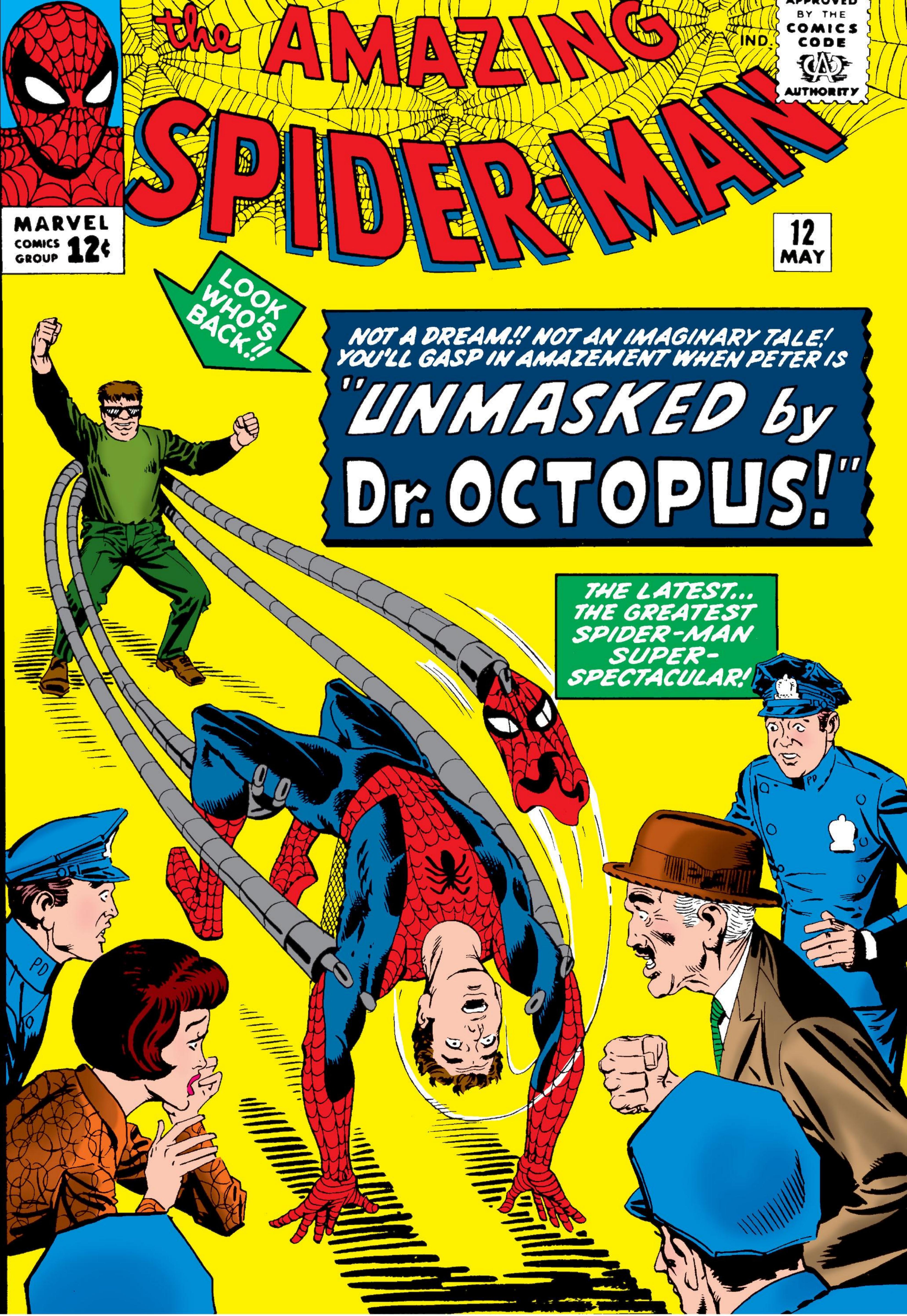
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MAY

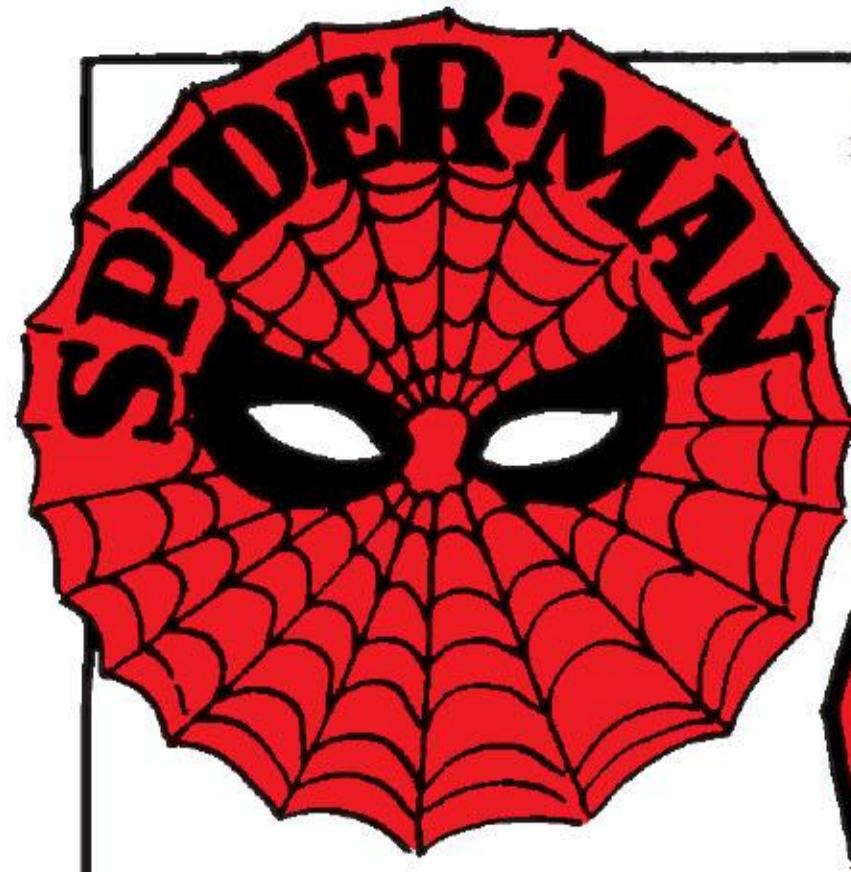
LOOK
WHO'S
BACK!!

NOT A DREAM!! NOT AN IMAGINARY TALE!
YOU'LL GASP IN AMAZEMENT WHEN PETER IS

"UNMASKED by
Dr. OCTOPUS!"

THE LATEST...
THE GREATEST
SPIDER-MAN
SUPER-
SPECTACULAR!

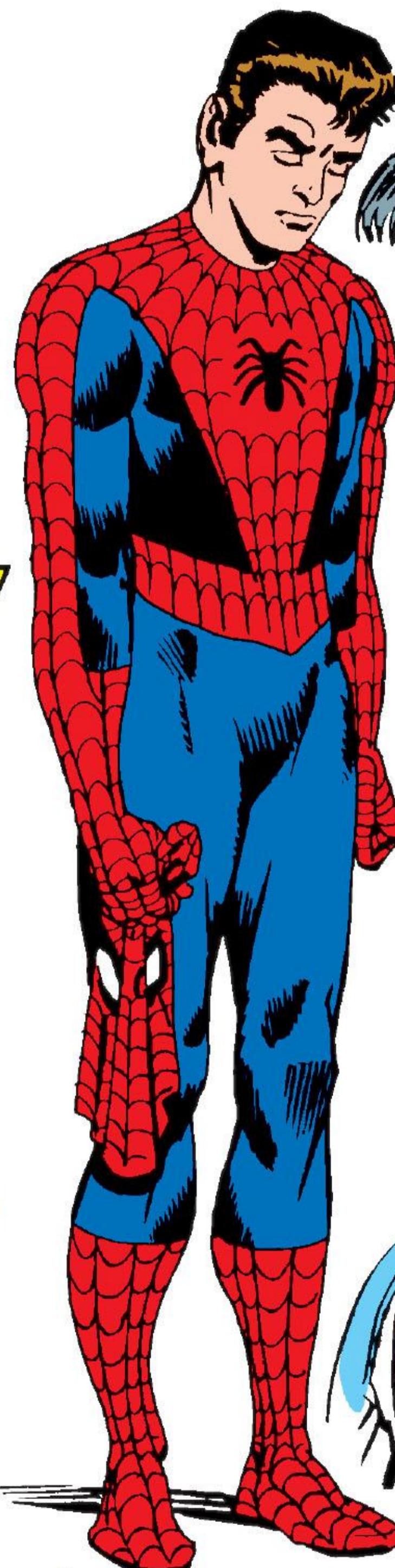
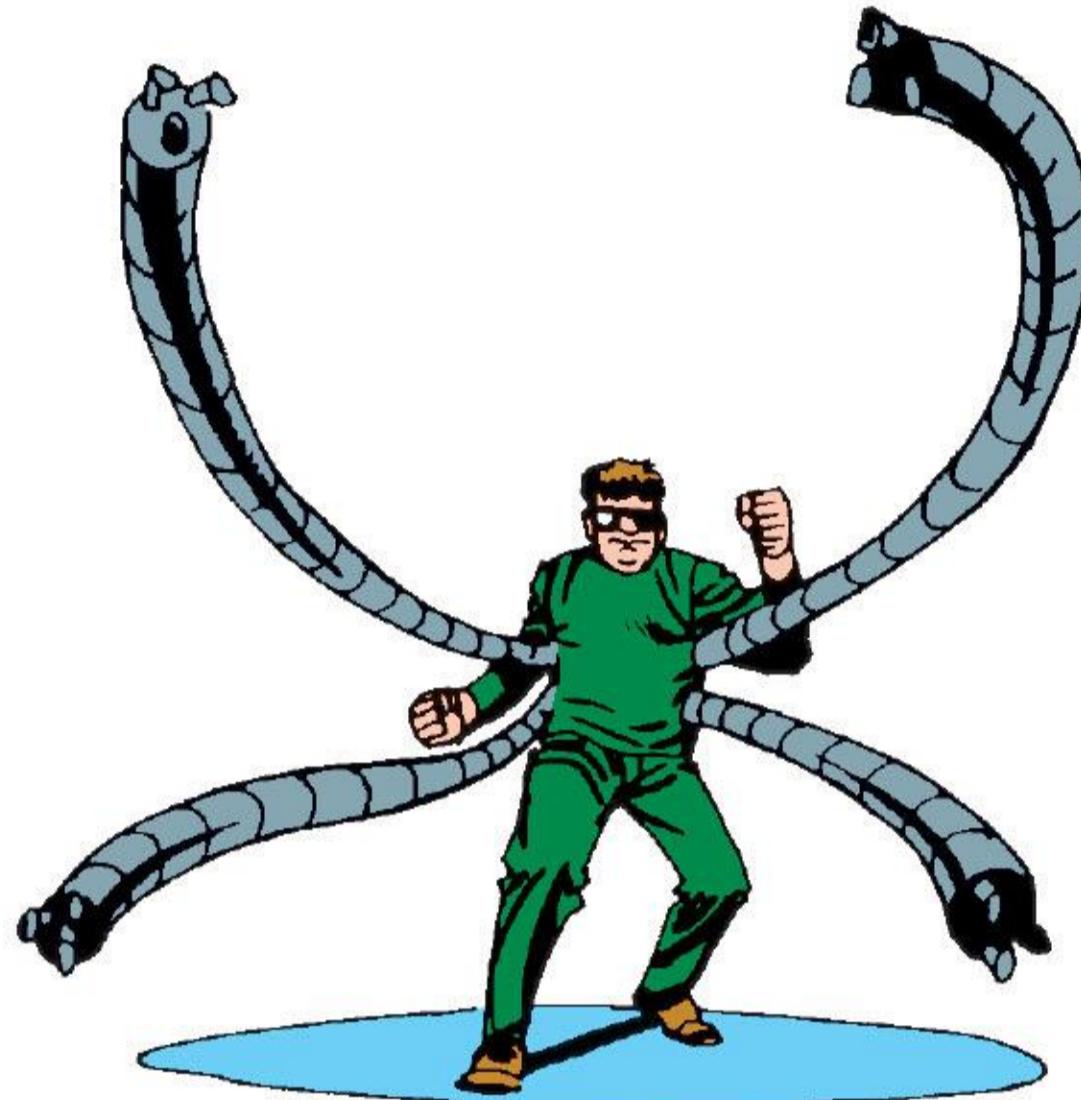




"UNMASKED By Dr. OCTOPUS!"

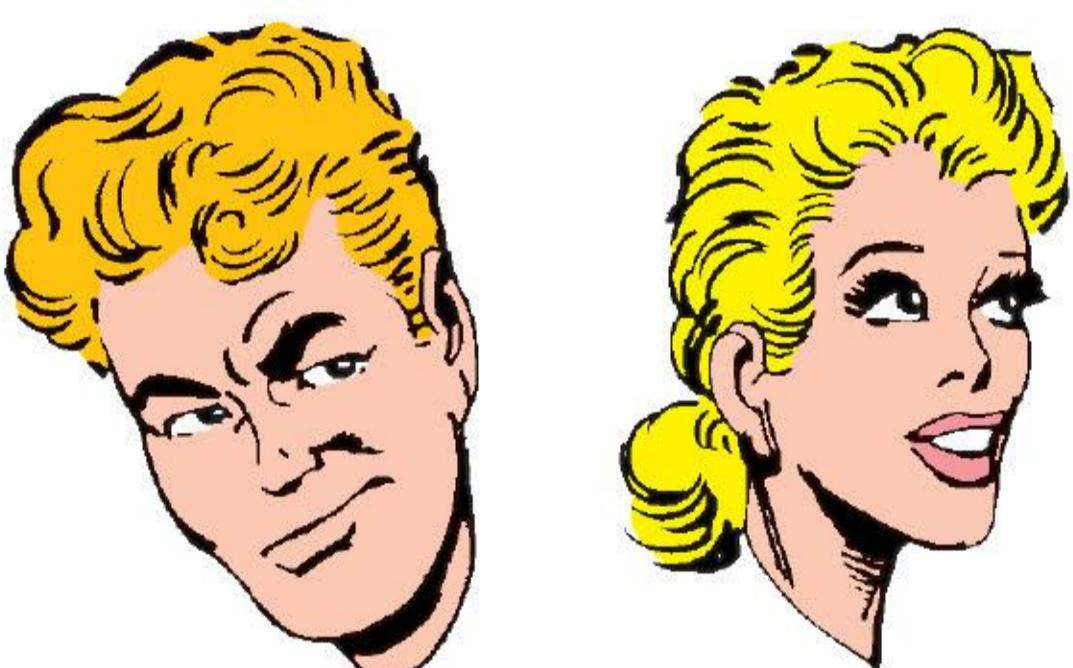
1 TAKE ONE OF THE MOST POWERFUL SUPER-VILLAINS OF ALL TIME...

2 ...ADD A SPINE-TINGLING ASSORTMENT OF WILD BEASTS ON THE RAMPAGE...



3 ...MIX WELL WITH OUR USUAL CAST OF OFF-BEAT CHARACTERS...

4 ...AND TOP IT OFF WITH THE EXPOSÉ OF SPIDER-MAN! WHO COULD ASK FOR ANYTHING MORE??!



YES INDEED, FAITHFUL FRIEND! STAN AND STEVE PULLED OUT ALL THE STOPS TO MAKE THIS ONE OF THE MOST MEMORABLE OF OL' SPIDEY'S EPIC ADVENTURES!

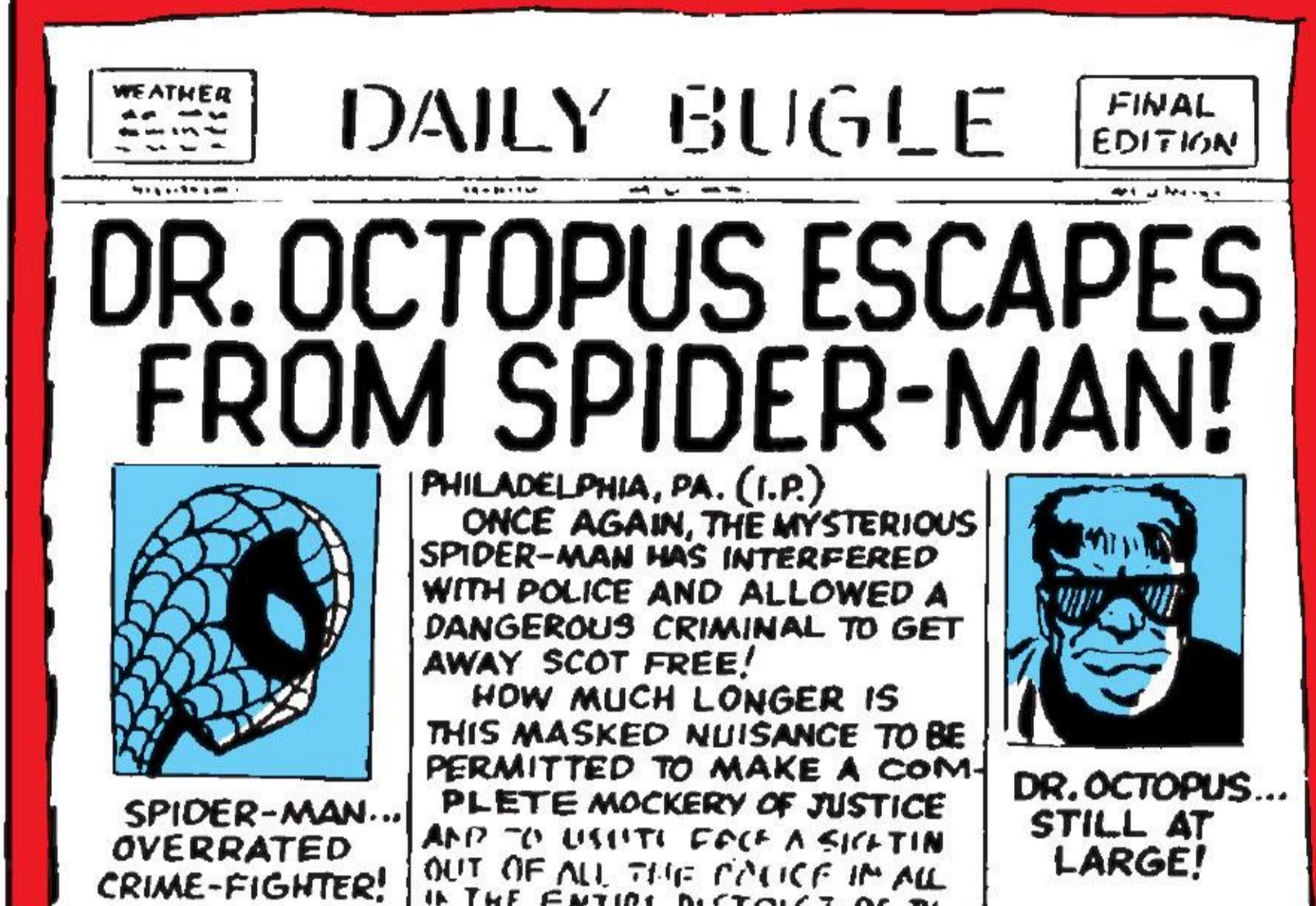
NOW AFTER THEY WENT TO ALL THAT TROUBLE, THE LEAST YOU CAN DO IS READ IT, ENJOY IT, AND RAVE ABOUT IT! AND, Y'KNOW SOMETHING? WE HAVE A HUNCH YOU WILL!

WRITTEN IN THE WHITE HEAT OF INSPIRATION BY: STAN LEE

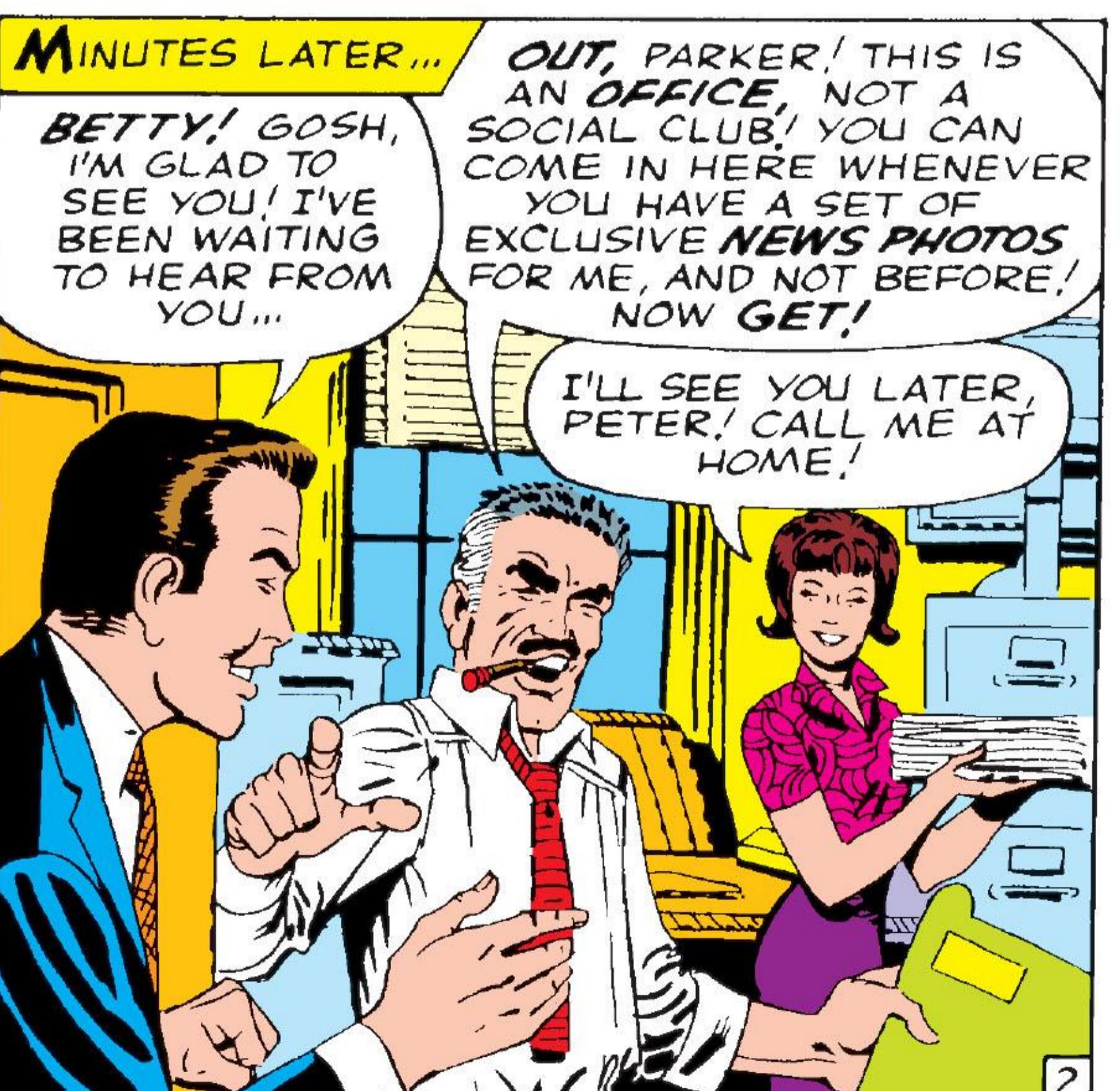
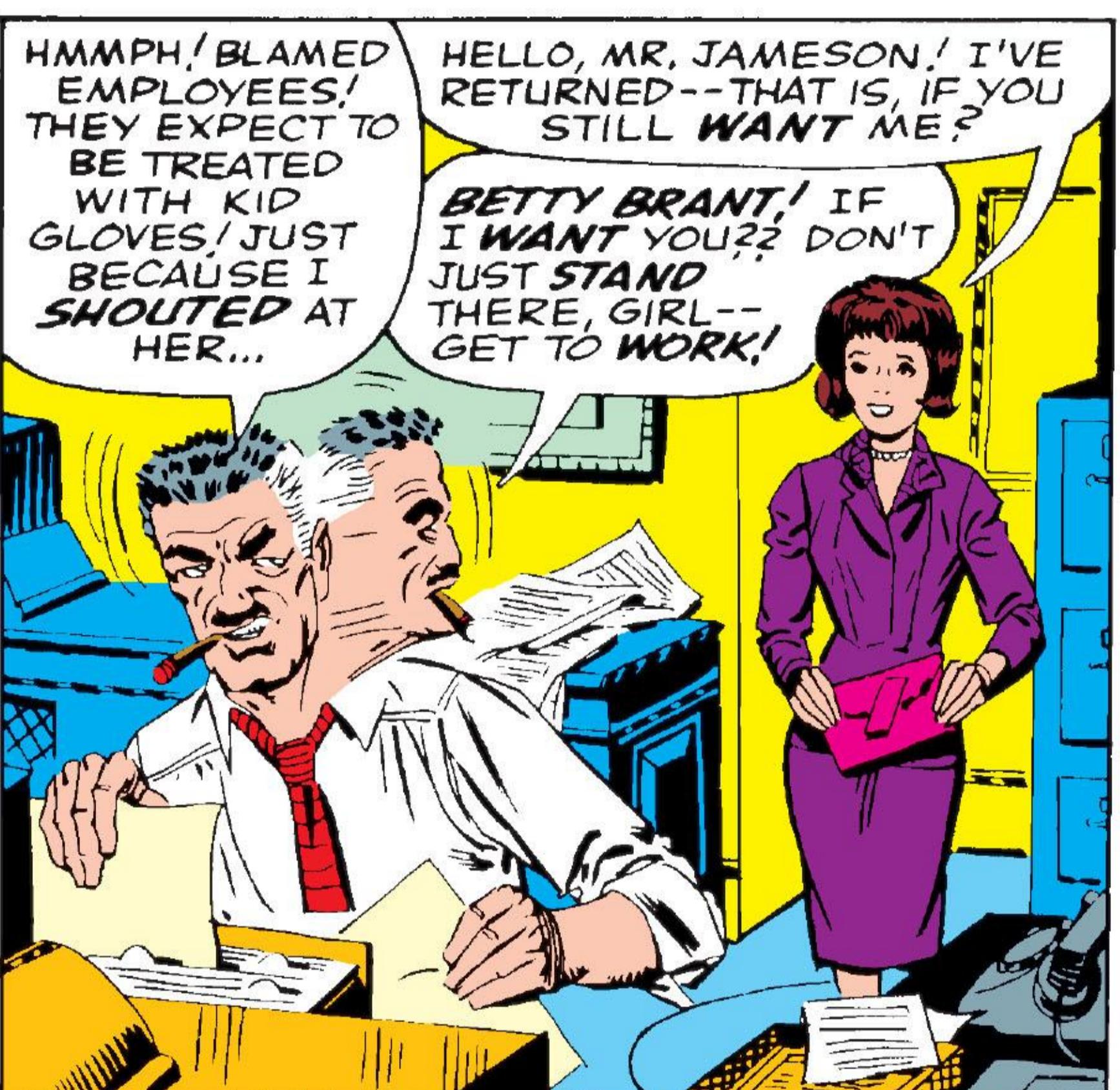
DRAWN IN A WILD FRENZY OF ENTHUSIASM BY: STEVE DITKO

LETTERED IN A COMFORTABLE ROOM BY: ART SIMEK

AS ALL OF OUR WELL-READ READERS KNOW, SPIDER-MAN BATTLED DR. OCTOPUS LAST ISSUE, AND WHILE THE AMAZING TEEN-AGER FOILED THE SUPER-VILLAIN'S PLANS, HE WAS UNABLE TO PREVENT HIS ESCAPE! HENCE THESE HEADLINES IN THE BUGLE...



READING THE NEWS ITEM, WHICH WAS OBVIOUSLY WRITTEN BY ORDER OF PUBLISHER J. JONAH JAMESON WHO HATES SPIDER-MAN, THE ANGRY ADVENTURER DECIDES TO PAY JAMESON A VISIT...



MEANWHILE, AT DIFFERENT PLACES THRUOUT THE NATION, MOVING FROM CITY TO CITY LIKE THE ELUSIVE MARAUDER HE IS, THE AWESOME DR. OCTOPUS ATTEMPTS SOME OF THE MOST COLORFUL CRIMES EVER PERPETRATED!

EVEN AN ARMORED CAR IS NO MATCH FOR MY POWER!

EACH ESCAPE IS NARROWER THAN THE LAST, BUT I CAN'T STOP NOW!

THE POLICE HAVE BEEN ALERTED TO ME! I DARE NOT USE THE SAME TRICKS TWICE!

I'VE GOT TO CONTINUE MY SPECTACULAR CAREER, SO THAT SPIDER-MAN WILL READ ABOUT MY EXPLOITS AND TRY TO ATTACK ME AGAIN!

I KNOW I'M STRONGER THAN HE IS! I KNOW THAT I'LL DESTROY HIM WHEN NEXT WE MEET! BUT, SO LONG AS HE LIVES, I'LL NEVER BE TRULY SAFE! I'VE GOT TO FORCE HIM TO FIGHT ME AGAIN!

BUT WHY HASN'T HE FOLLOWED ME? I'VE GIVEN HIM EVERY CHANCE -- ALL THE BAIT HE NEEDS! PERHAPS I'LL HAVE TO RETURN TO NEW YORK AND FIND HIM!

AND WHY HASN'T SPIDER-MAN FOLLOWED THE TRAIL OF HIS ARCH FOE AROUND THE COUNTRY?? THE ANSWER IS REALLY VERY SIMPLE, WHEN WE REALIZE WE'RE DEALING WITH A TRUE-TO-LIFE YOUNGSTER...

YOU FEEL A LITTLE WARM, PETER! YOU'D BETTER STAY IN TONIGHT, DEAR! YOU MAY BE GETTING A COLD!

IF ONLY I COULD HEAD OUT WEST WHERE DOC OCK WAS LAST REPORTED! BUT I HAVEN'T MONEY FOR THE FARE, AND MY END TERM EXAMS ARE COMING UP SOON, AND AUNT MAY WOULD NEVER LET ME GO ANYWAY!

THE NEXT DAY...

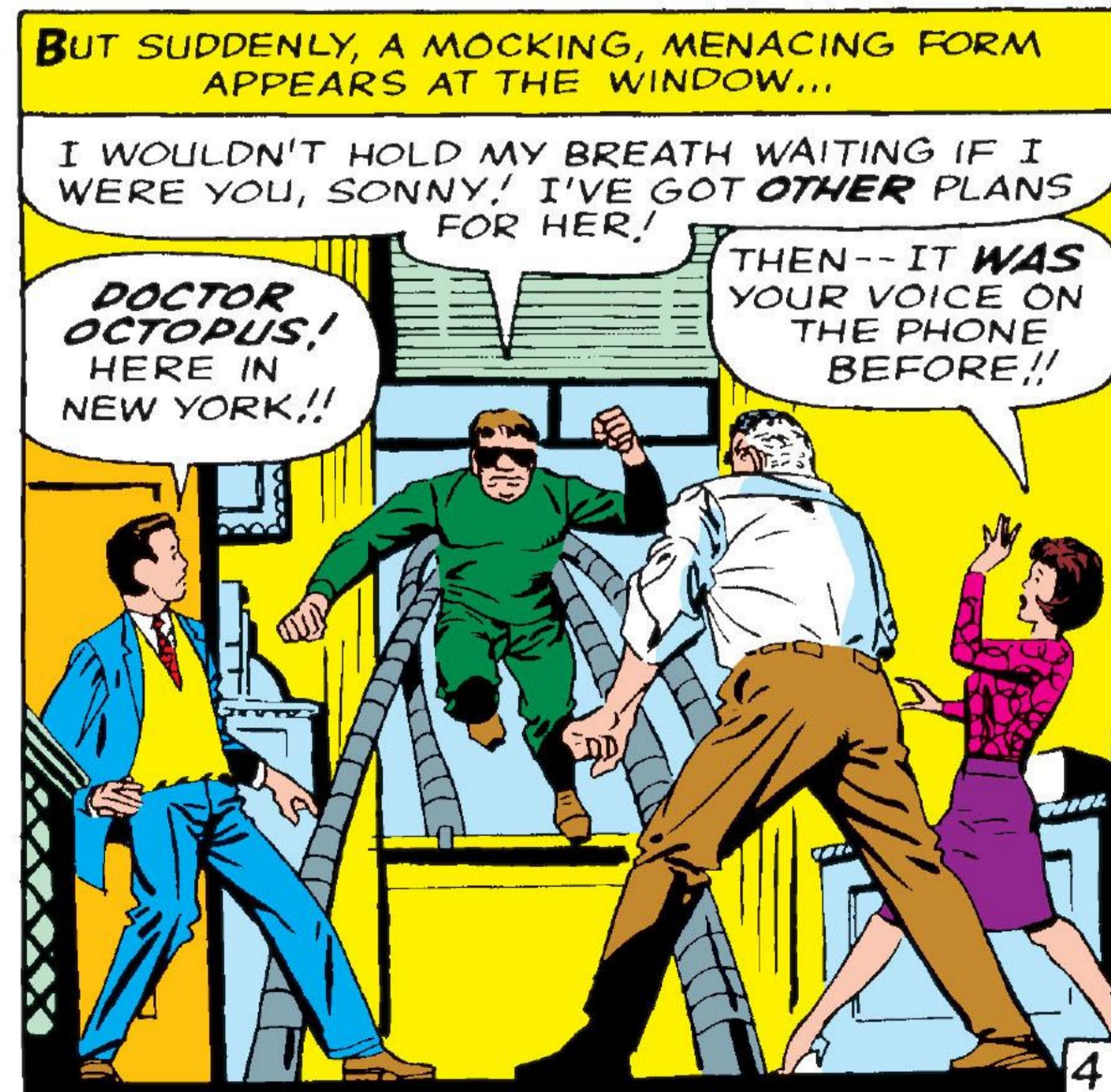
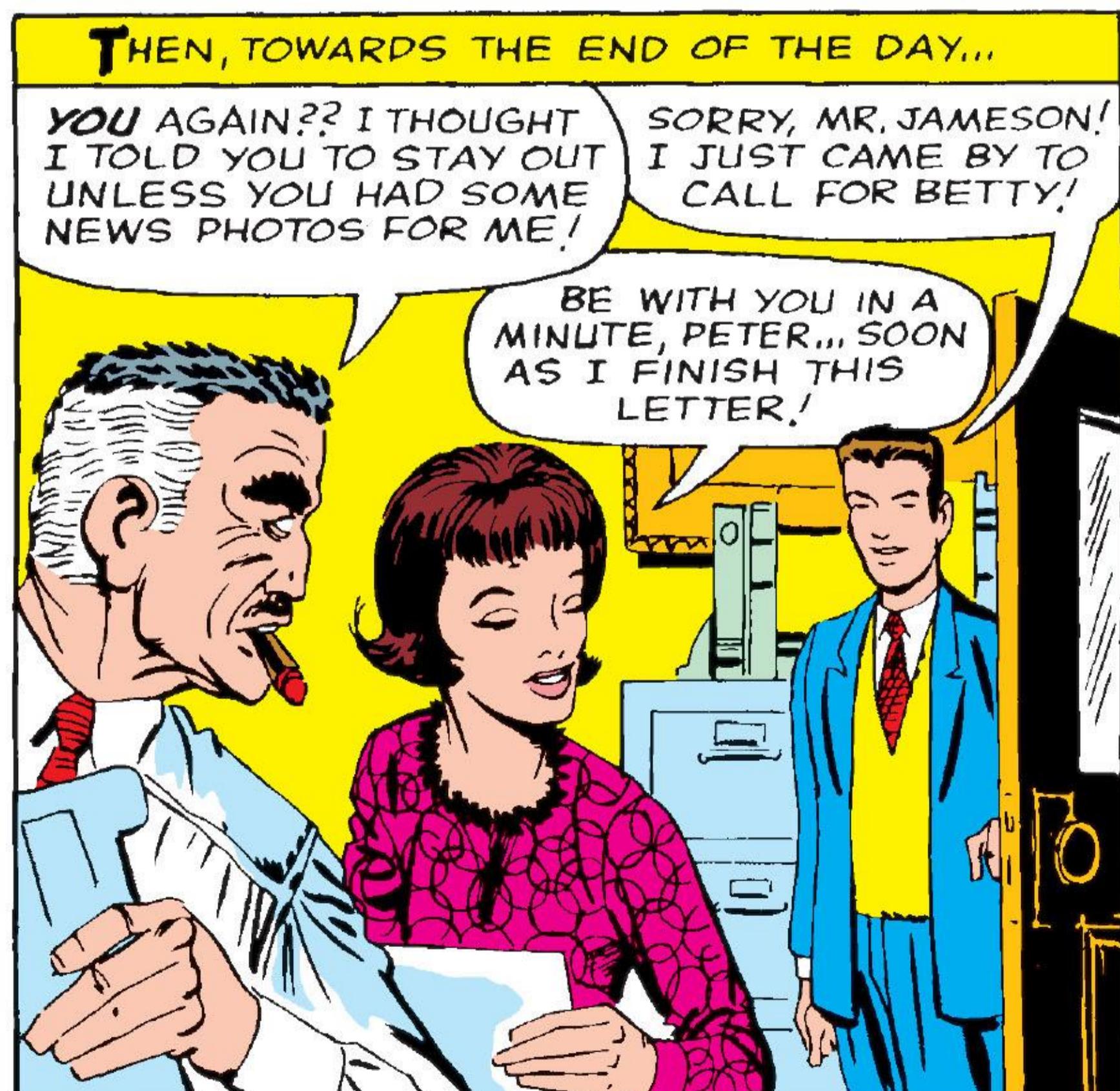
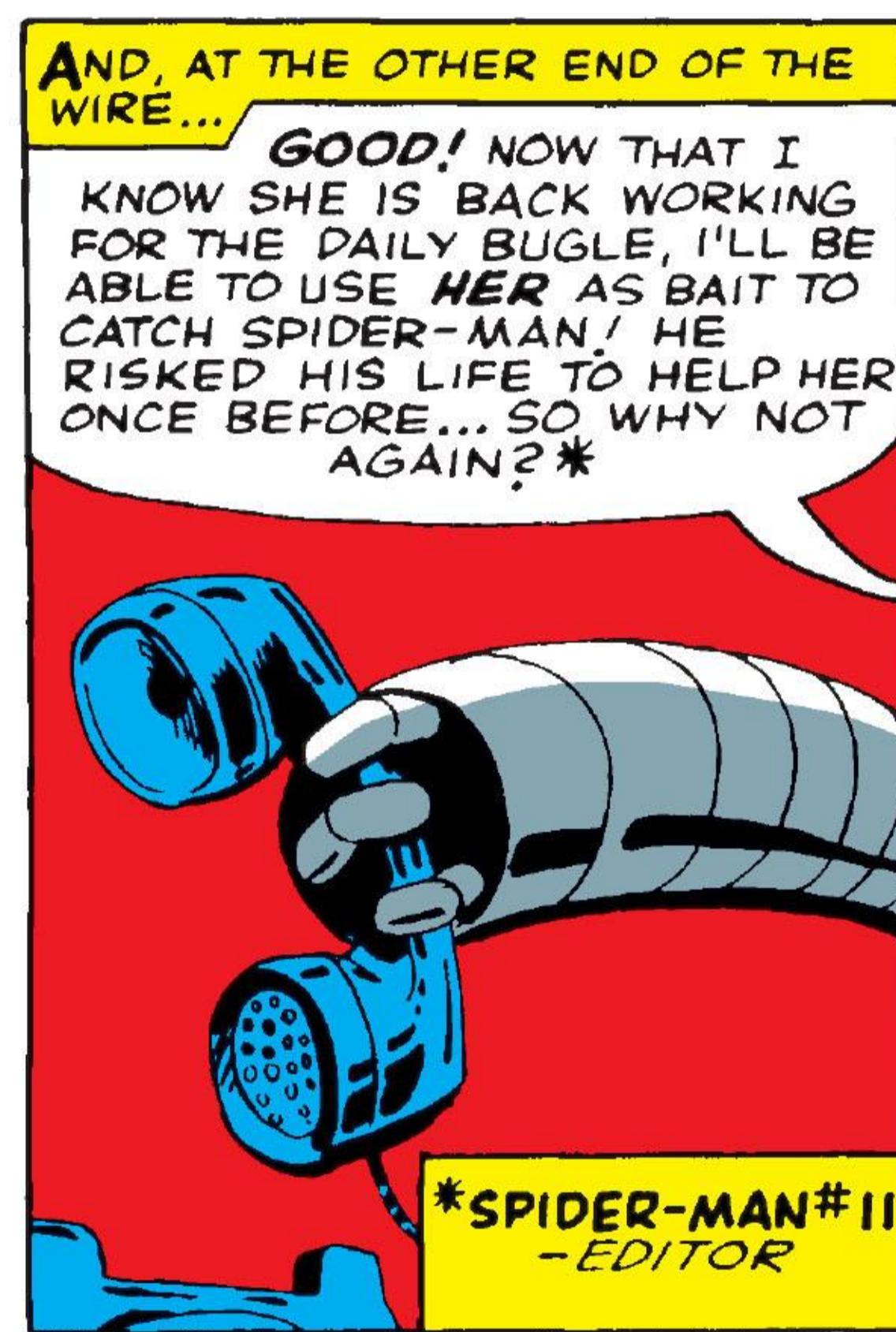
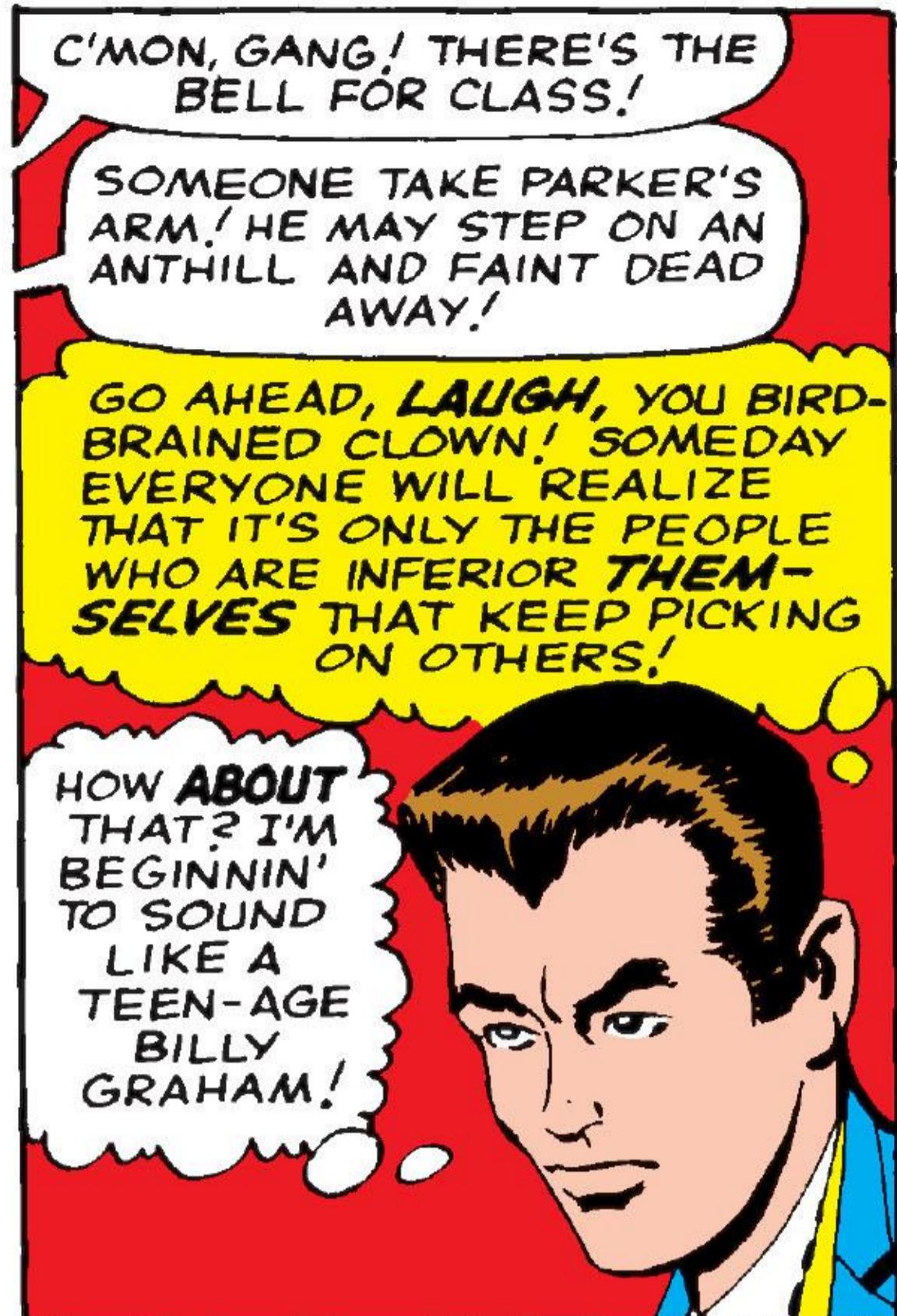
OH WELL, MAYBE OCTOPUS WILL RETURN TO NEW YORK SOMEDAY, AND THEN--SAY!

I WONDER WHAT THE KIDS ARE READING ABOUT?

HOW DO YOU LIKE THIS? THE DAILY BUGLE IS STILL WRITING EDITORIALS CALLING SPIDER-MAN A FAKE AND A COWARD!

THAT'S EASY FOR JAMESON TO SAY! I'D LIKE TO SEE HIM TACKLE DR. OCTOPUS!

I WONDER IF WE'LL EVER FIND OUT WHO SPIDER-MAN REALLY IS?





AND THEN, AS A SPECIAL, EXTRA EDITION OF THE BUGLE HITS THE NEWSSTANDS...

GET DOWN TO CONEY ISLAND, PARKER! WAIT FOR SPIDER-MAN TO SHOW UP! BRING PLENTY OF FILM! IF YOU BOTCH THIS ASSIGNMENT, I'LL HAVE YOUR HIDE!

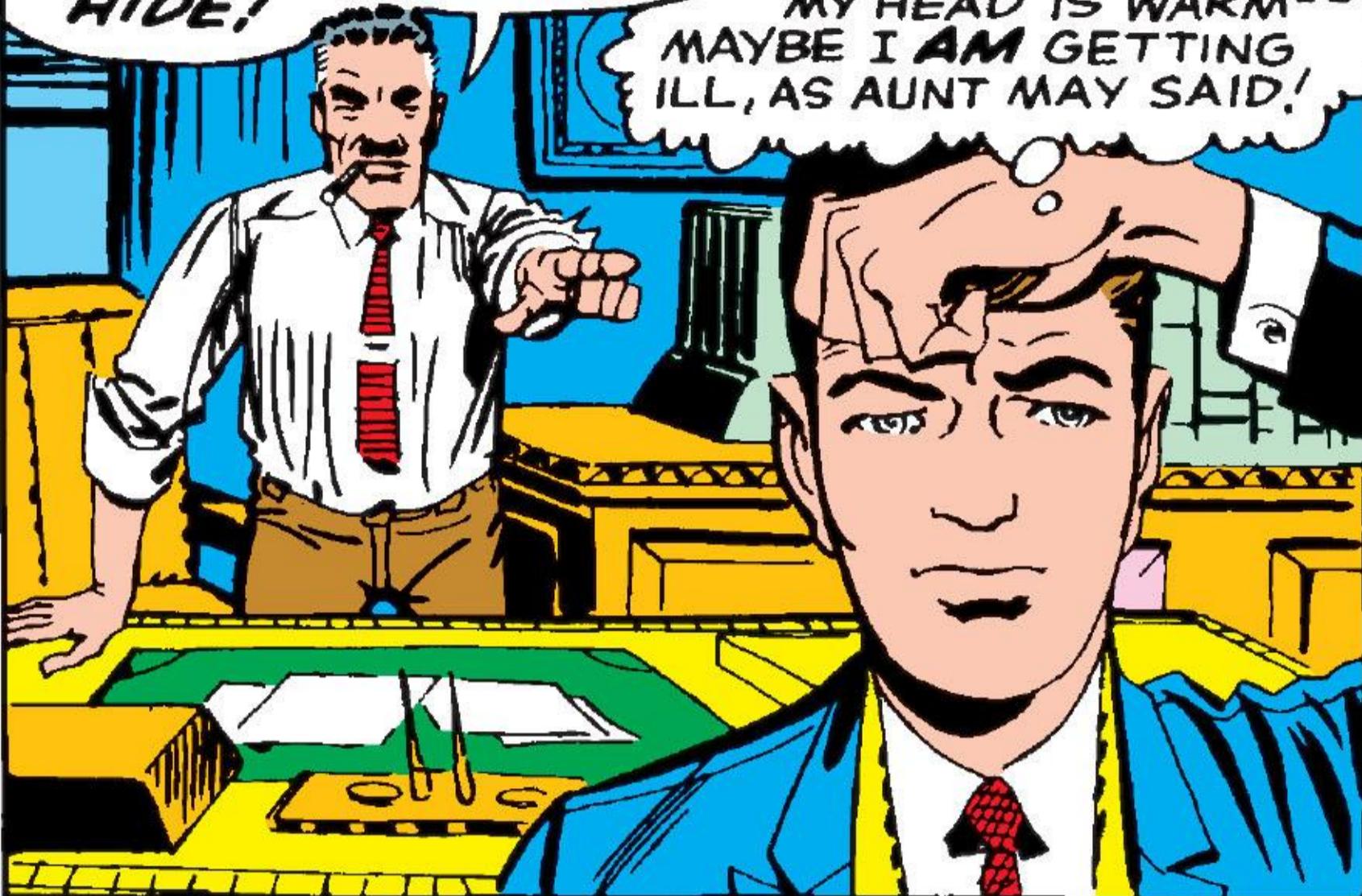
DON'T WORRY-- NOTHING COULD KEEP ME AWAY!

STRANGE-- I FEEL KIND OF WOOSY-- MY HEAD IS WARM-- MAYBE I AM GETTING ILL, AS AUNT MAY SAID!

BUT, SHRUGGING OFF HIS OWN PROBLEM, PETER QUICKLY RUSHES TO AN ALLEY, WHERE HE CHANGES TO SPIDER-MAN, AND THEN...

MUST I SAW THE NOTICE IN PRETEND YOUR PAPER, JAMESON! I KNOW WHAT DO YOU WANT TO SEE ME ABOUT?

YOU!! TURN OFF THAT BLASTED BEAM! I'M NOT IMPRESSED WITH YOUR PHONY THEATRICS! BETTY BRANT HAS BEEN CAPTURED BY DR. OCTOPUS!



THEN, AFTER JAMESON HAS EXPLAINED...

NOW FOR CONEY ISLAND! HEY--I MUST BE SICK! I-I'M NOT CLINGING TO THE WALL AS WELL AS USUAL!

MEANWHILE...

EVEN THOUGH PARKER IS MY BEST FREE-LANCE PHOTOGRAPHER, I CAN'T TAKE ANY CHANCE OF HIM MUFFING THIS JOB! MAYBE I'D BETTER GET TO CONEY ISLAND MYSELF!

IT'S MID-WINTER, SO THE AMUSEMENTS WILL ALL BE SHUT DOWN FOR THE SEASON! I'LL MAKE SURE THAT DR. OCTOPUS DOESN'T SEE ME, BUT I'LL HAVE A CHANCE TO OBSERVE WHATEVER HAPPENS, FIRST HAND!

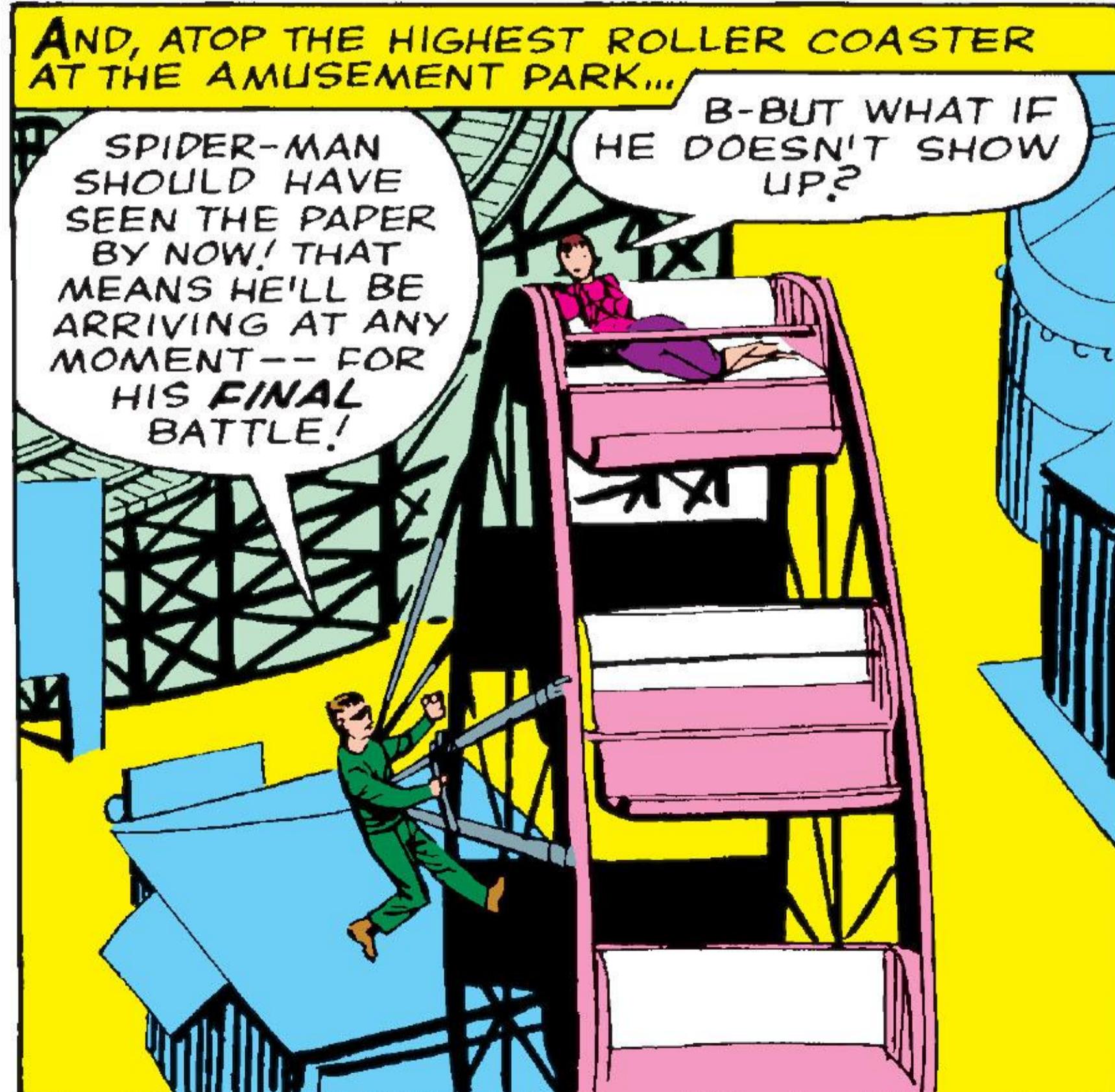


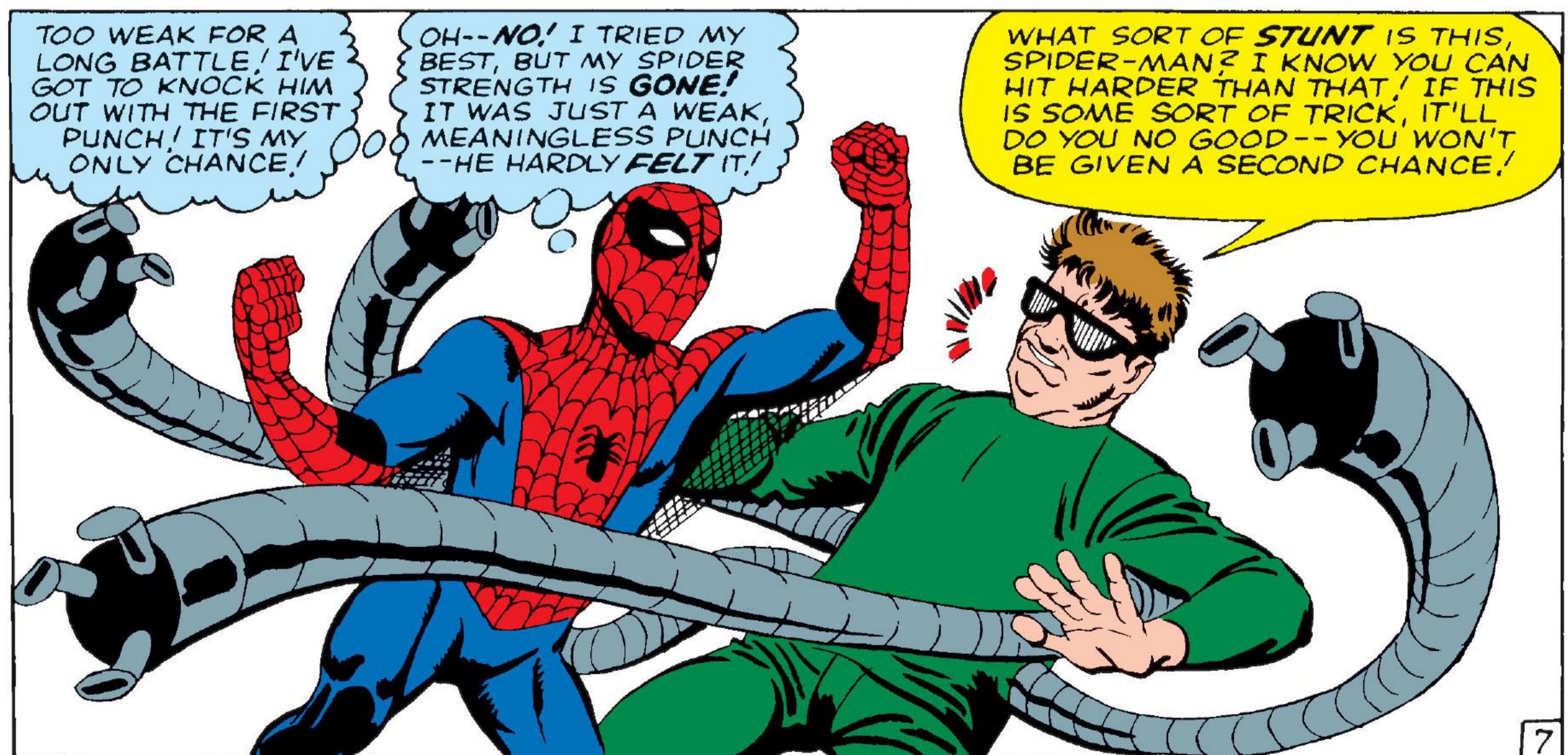
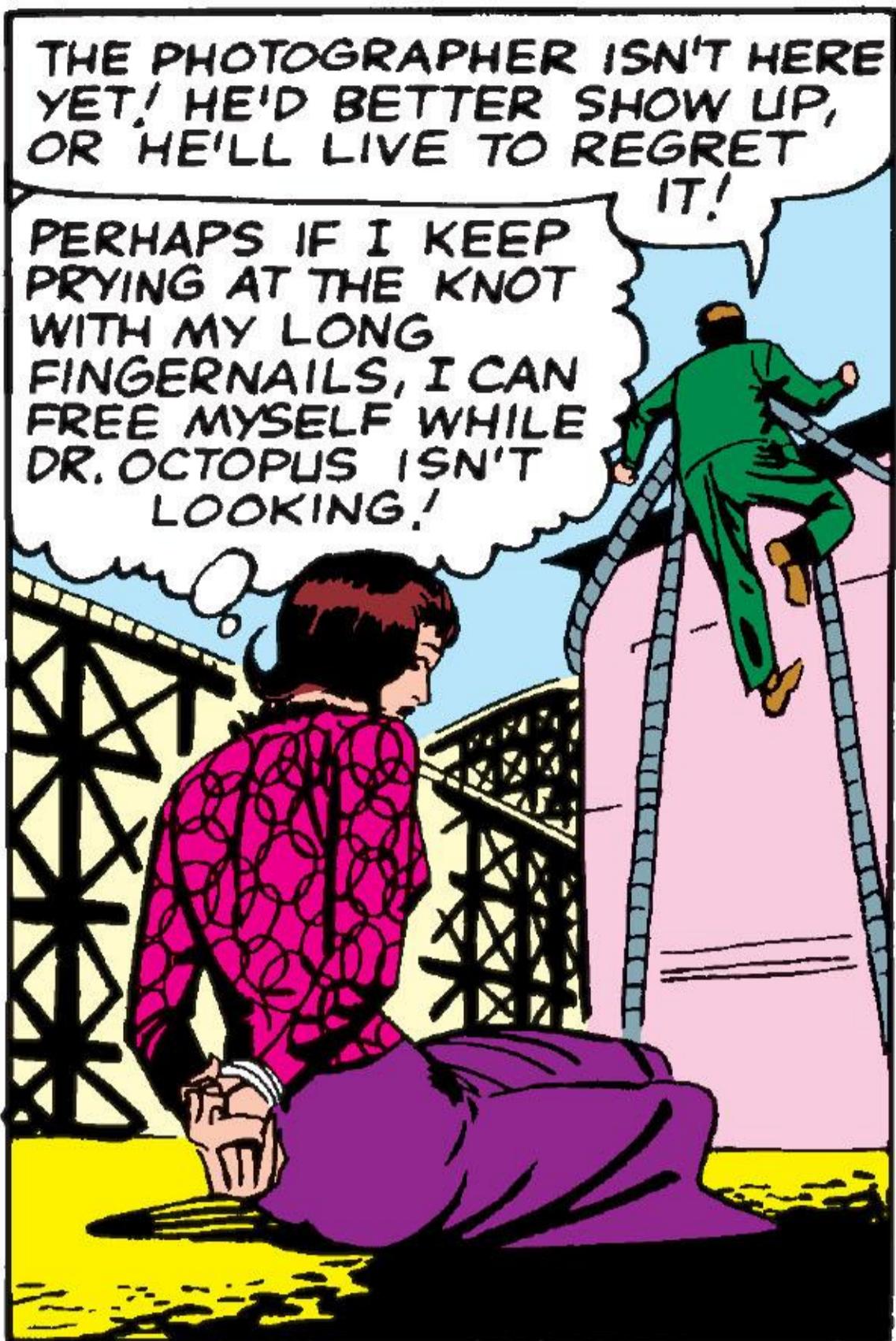
AND, ATOP THE HIGHEST ROLLER COASTER AT THE AMUSEMENT PARK...

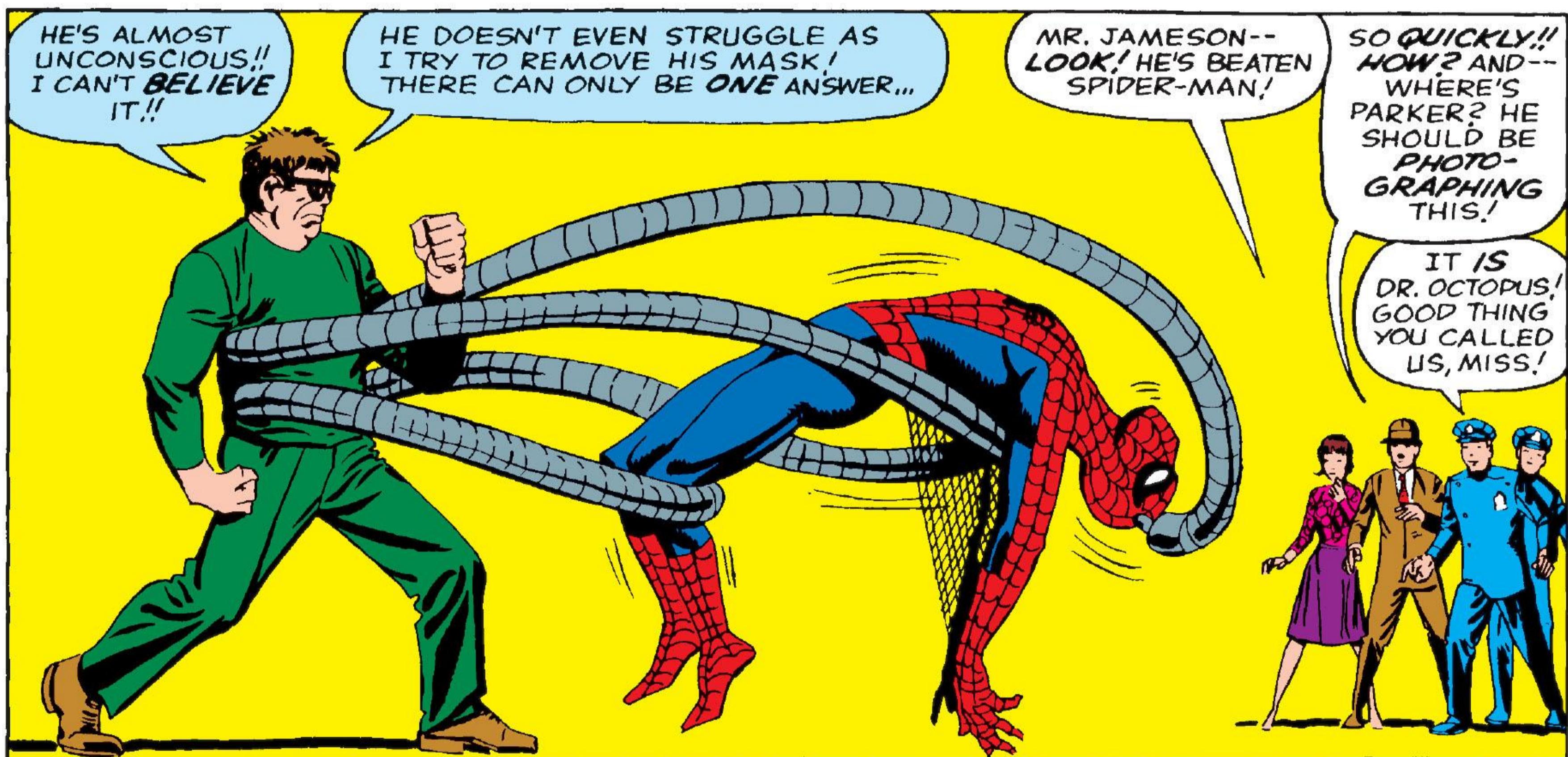
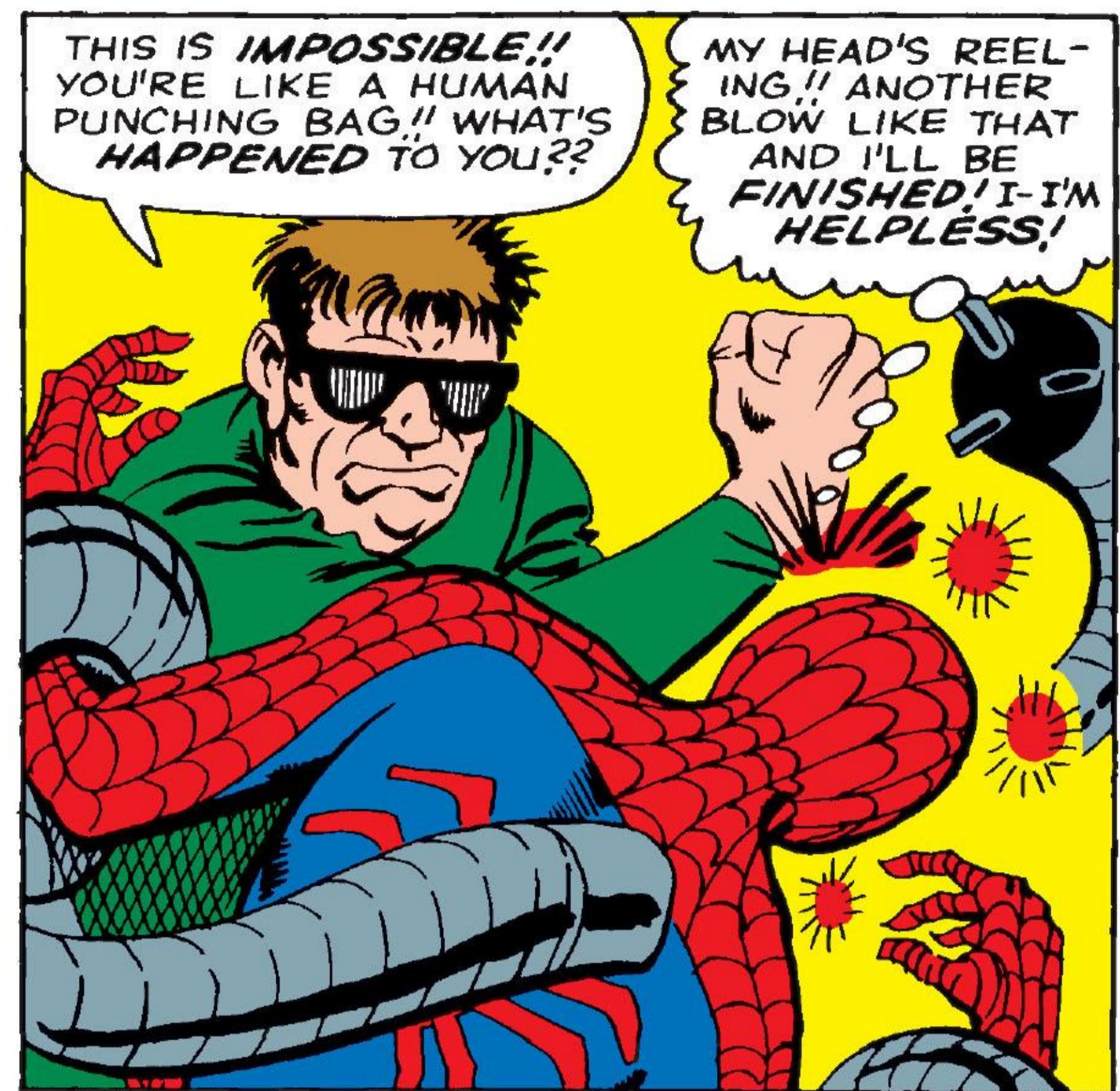
SPIDER-MAN SHOULD HAVE SEEN THE PAPER BY NOW! THAT MEANS HE'LL BE ARRIVING AT ANY MOMENT-- FOR HIS FINAL BATTLE!

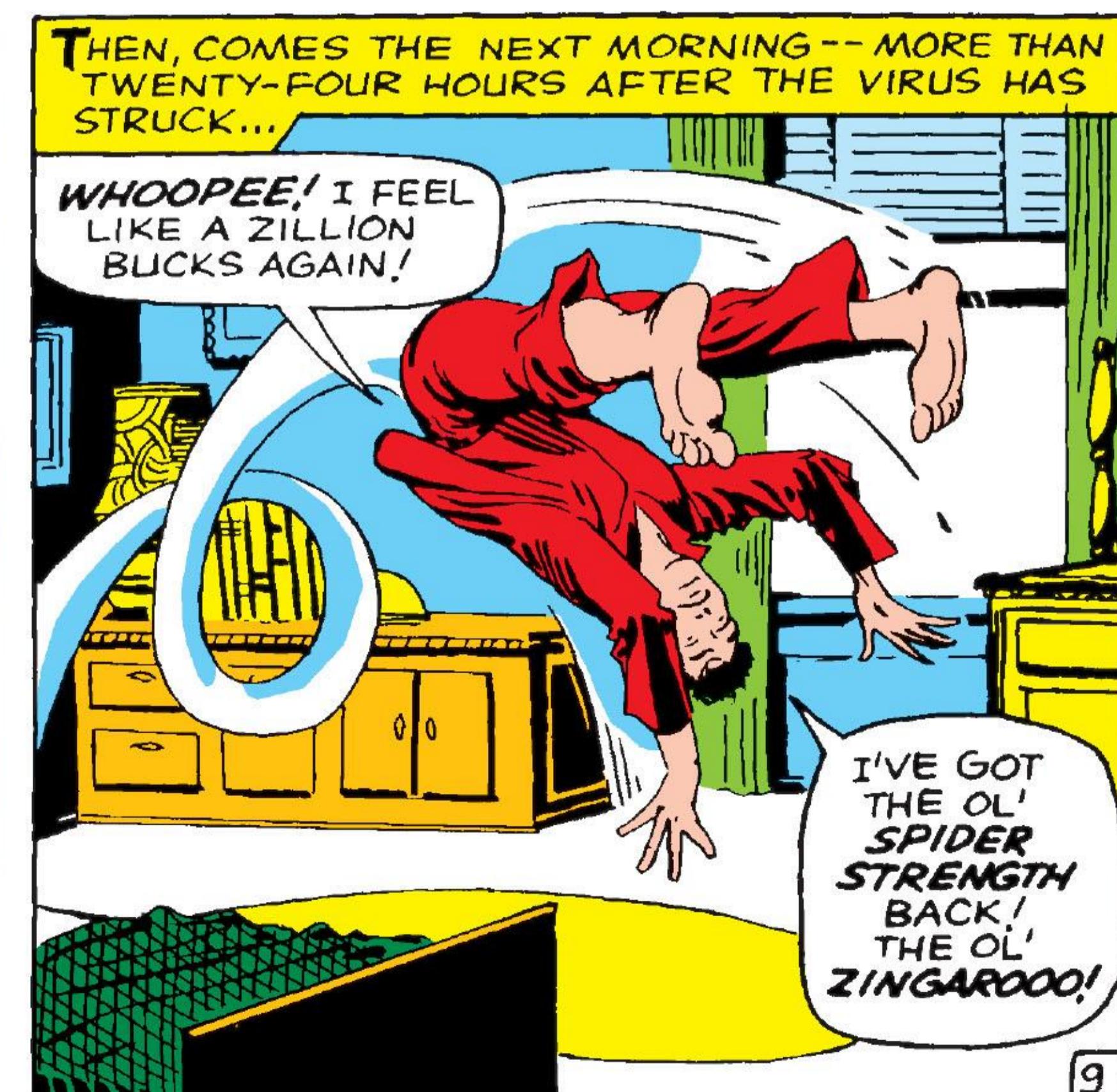
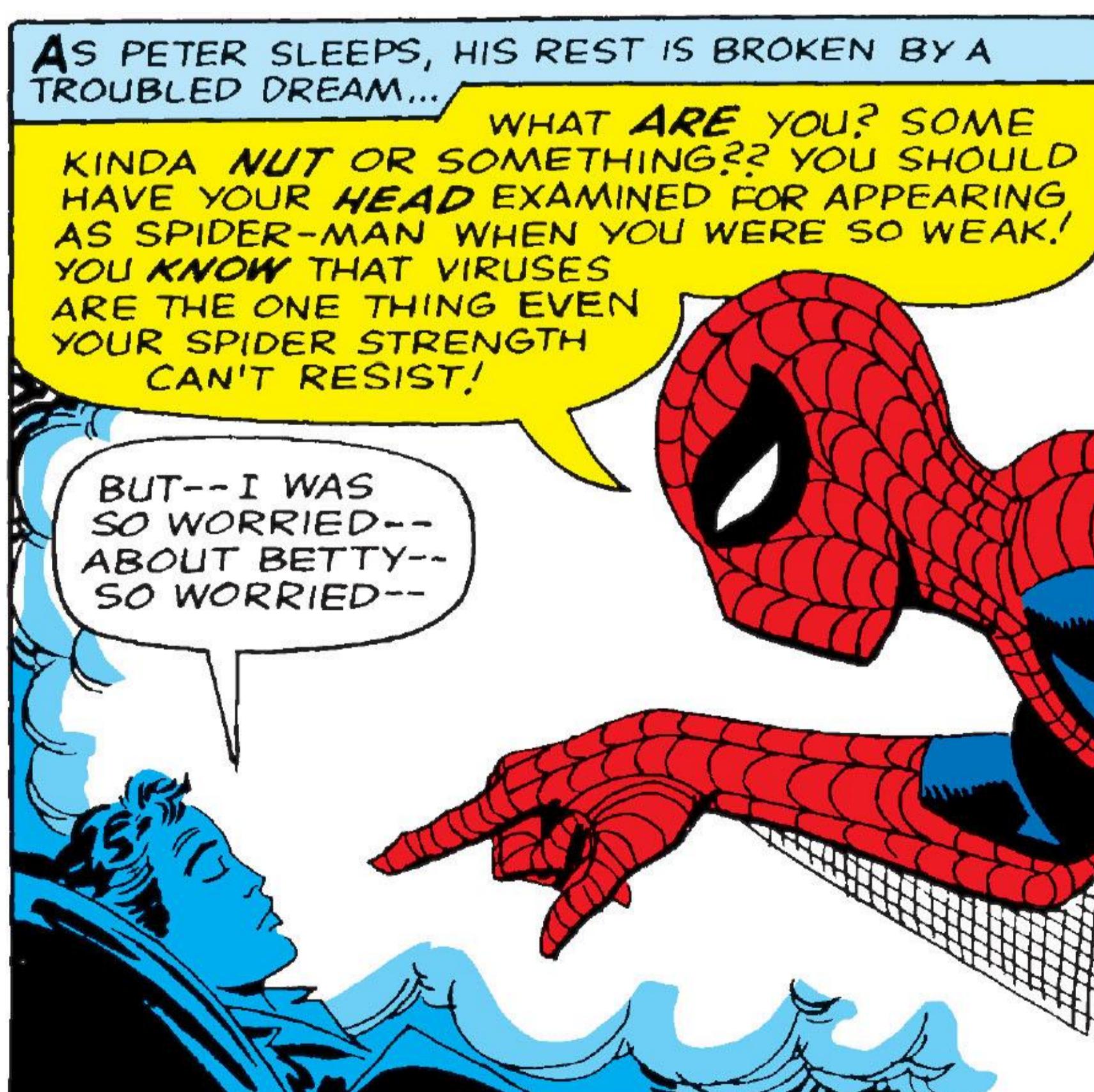
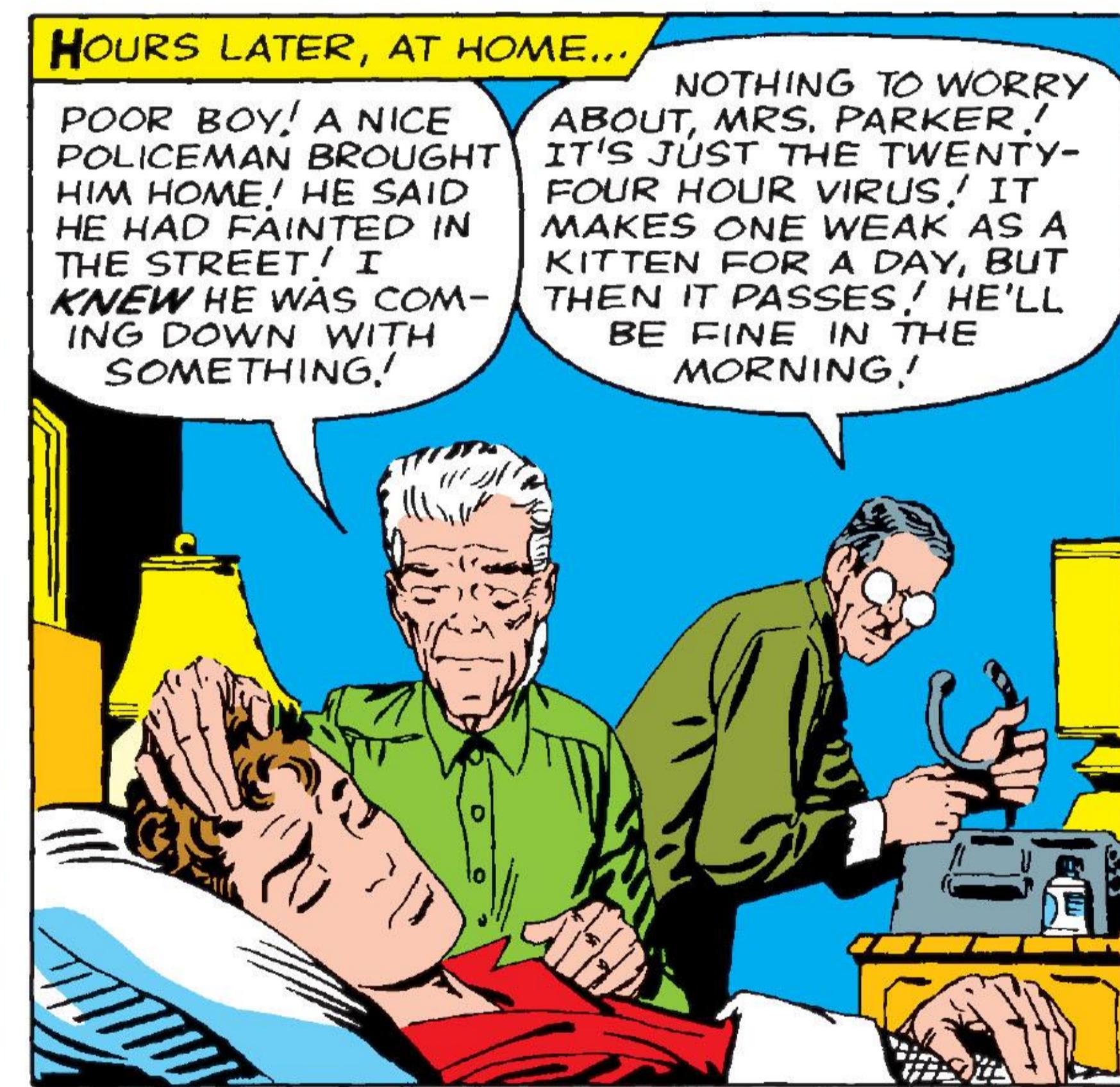
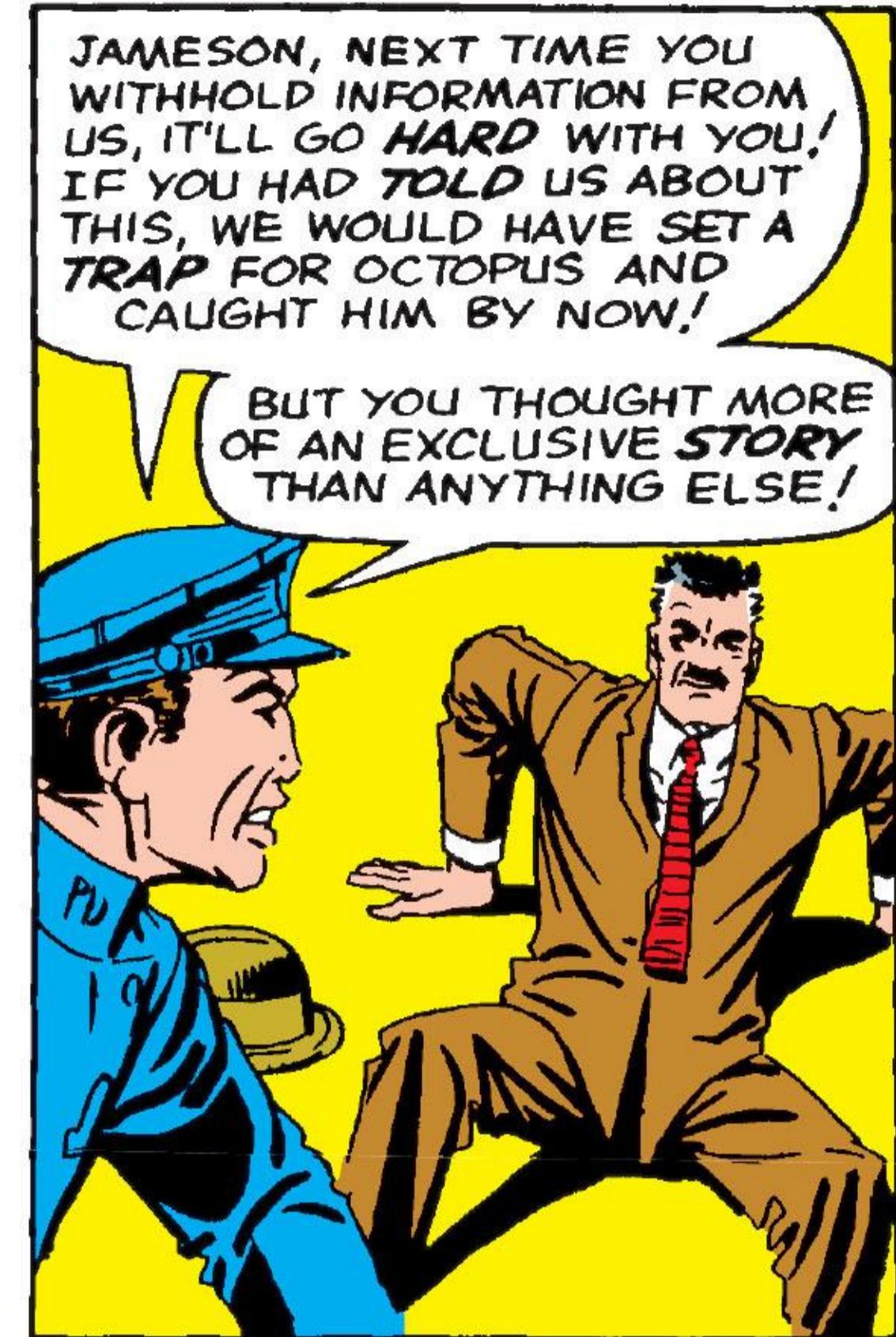
B-BUT WHAT IF HE DOESN'T SHOW UP?

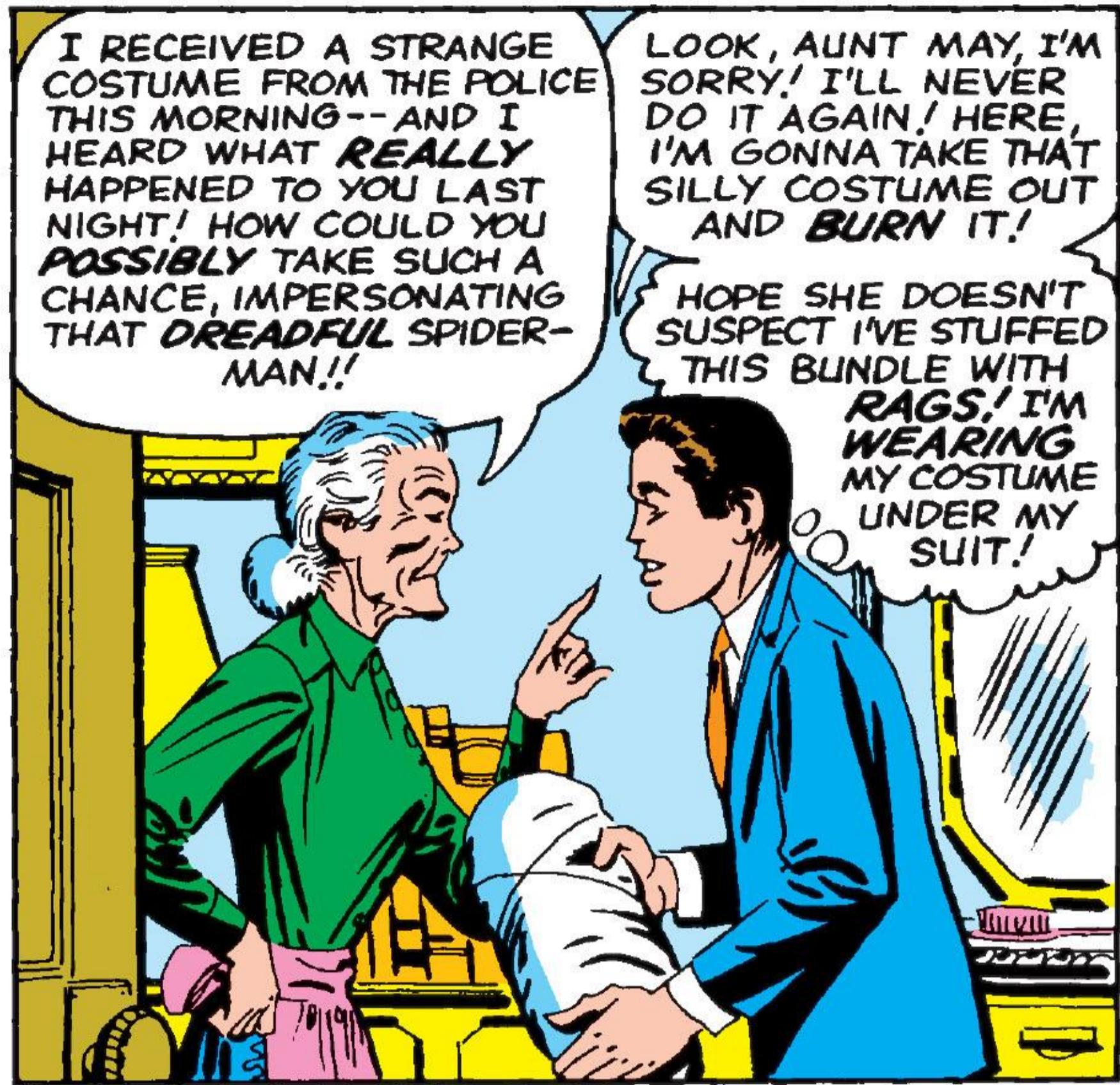
THAT WILL BE TOO BAD, MY DEAR! FOR YOU! AND NOW, I'LL LOWER YOU TO THE GROUND, SO THE PHOTOGRAPHER CAN EASILY GET GOOD PICTURES OF MY VICTORY OVER THAT MASKED FOOL! THOSE PICTURES, FOR THE WORLD TO SEE, WILL BE SPIDER-MAN'S GREATEST HUMILIATION!

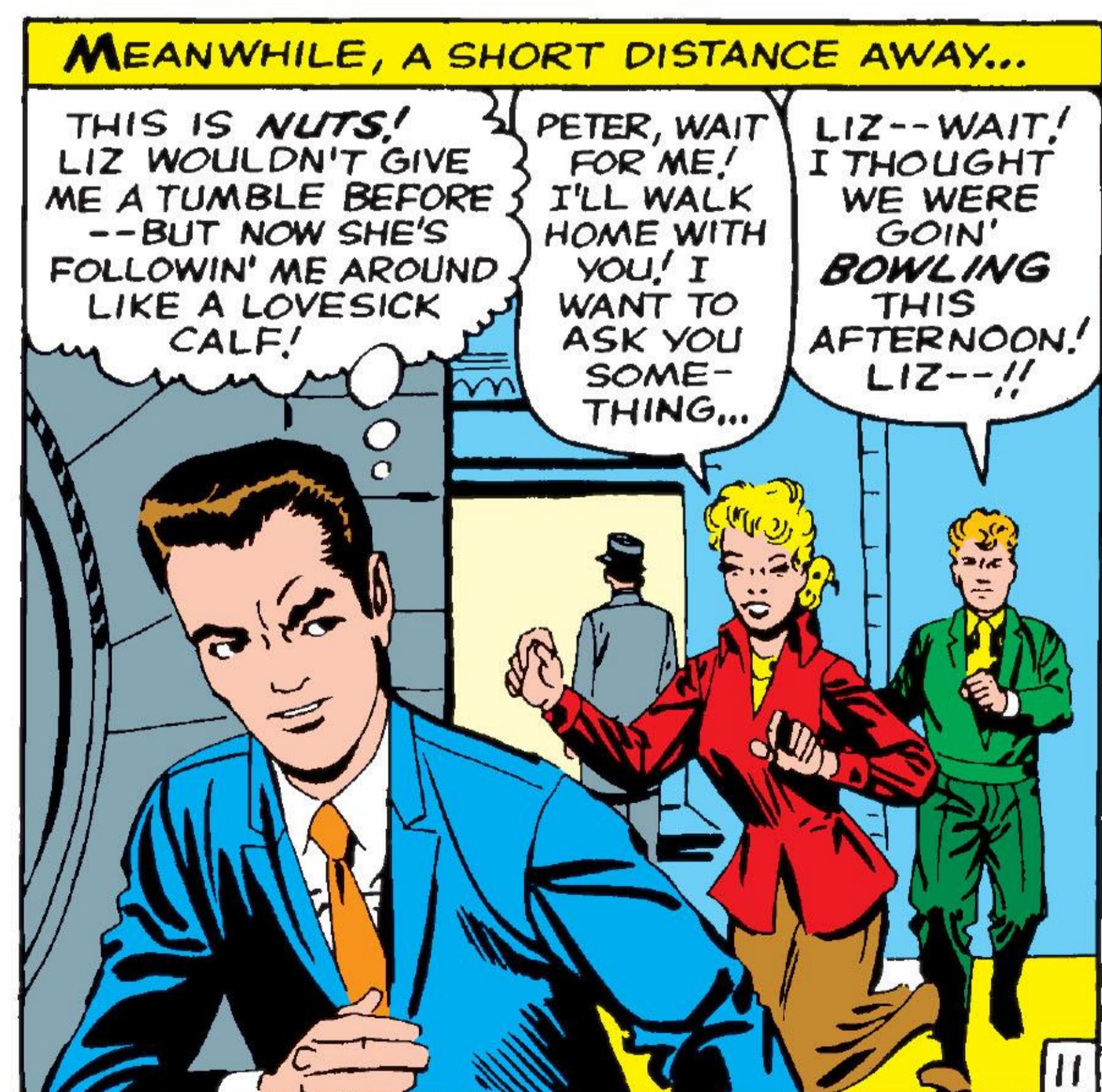
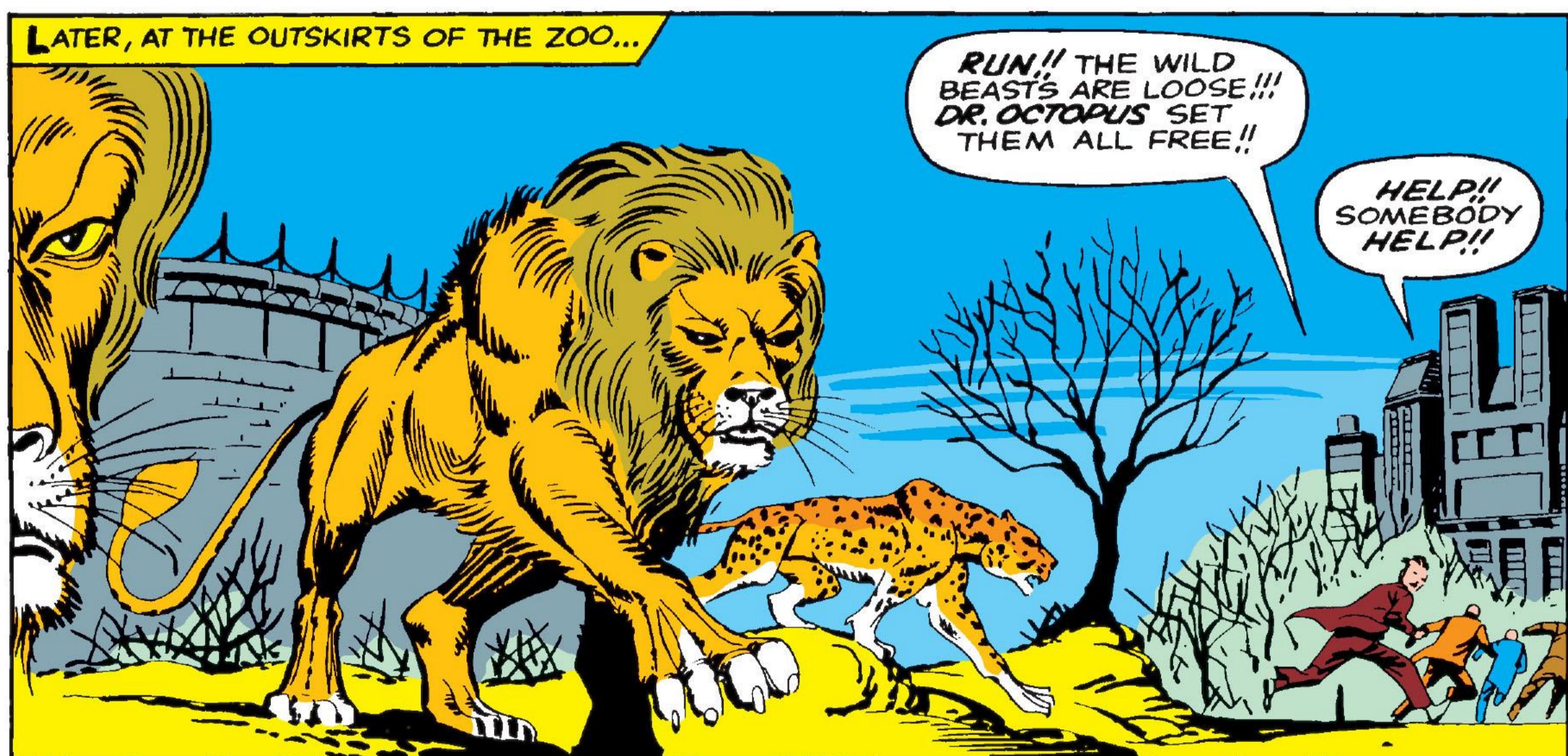
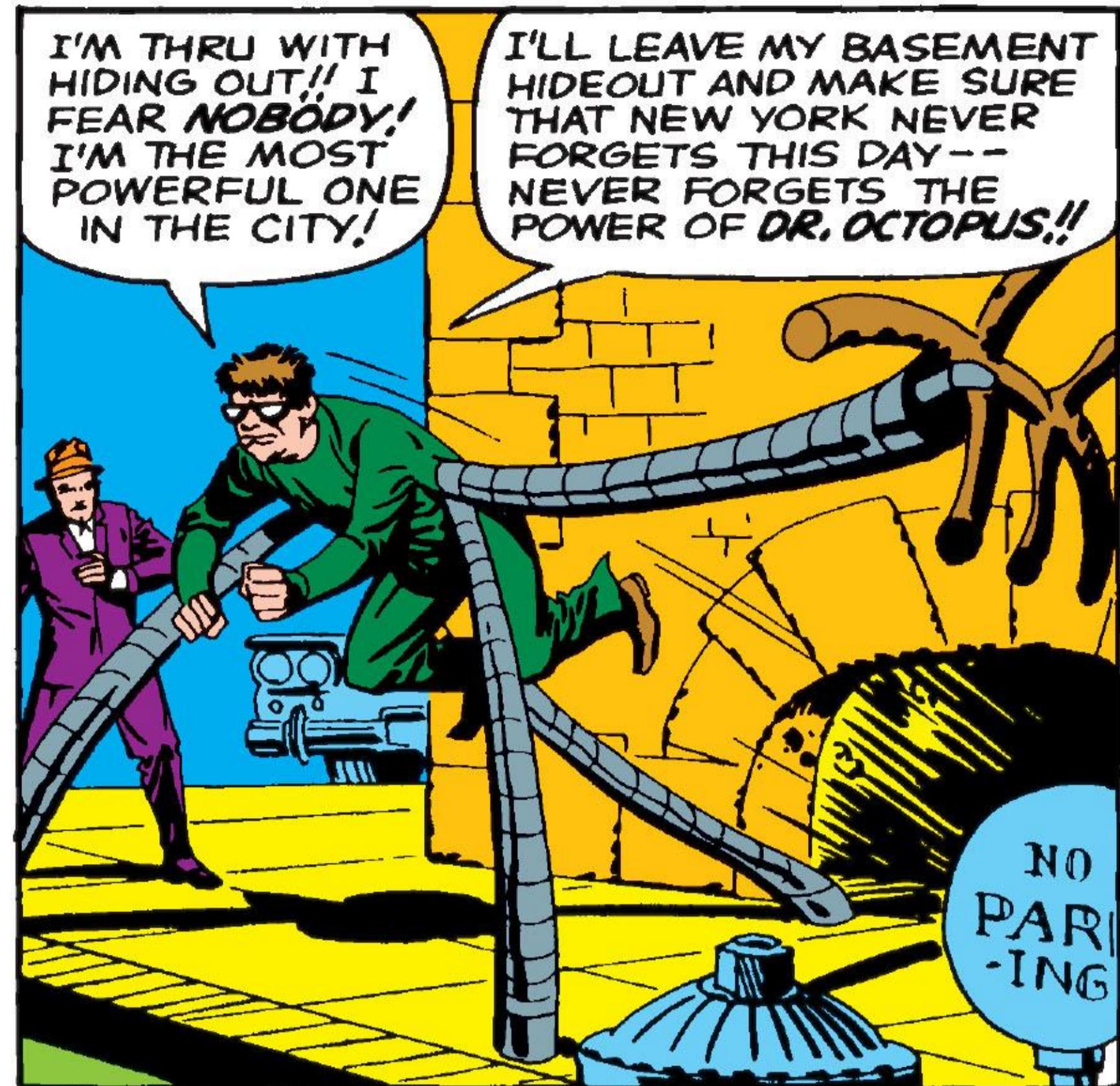




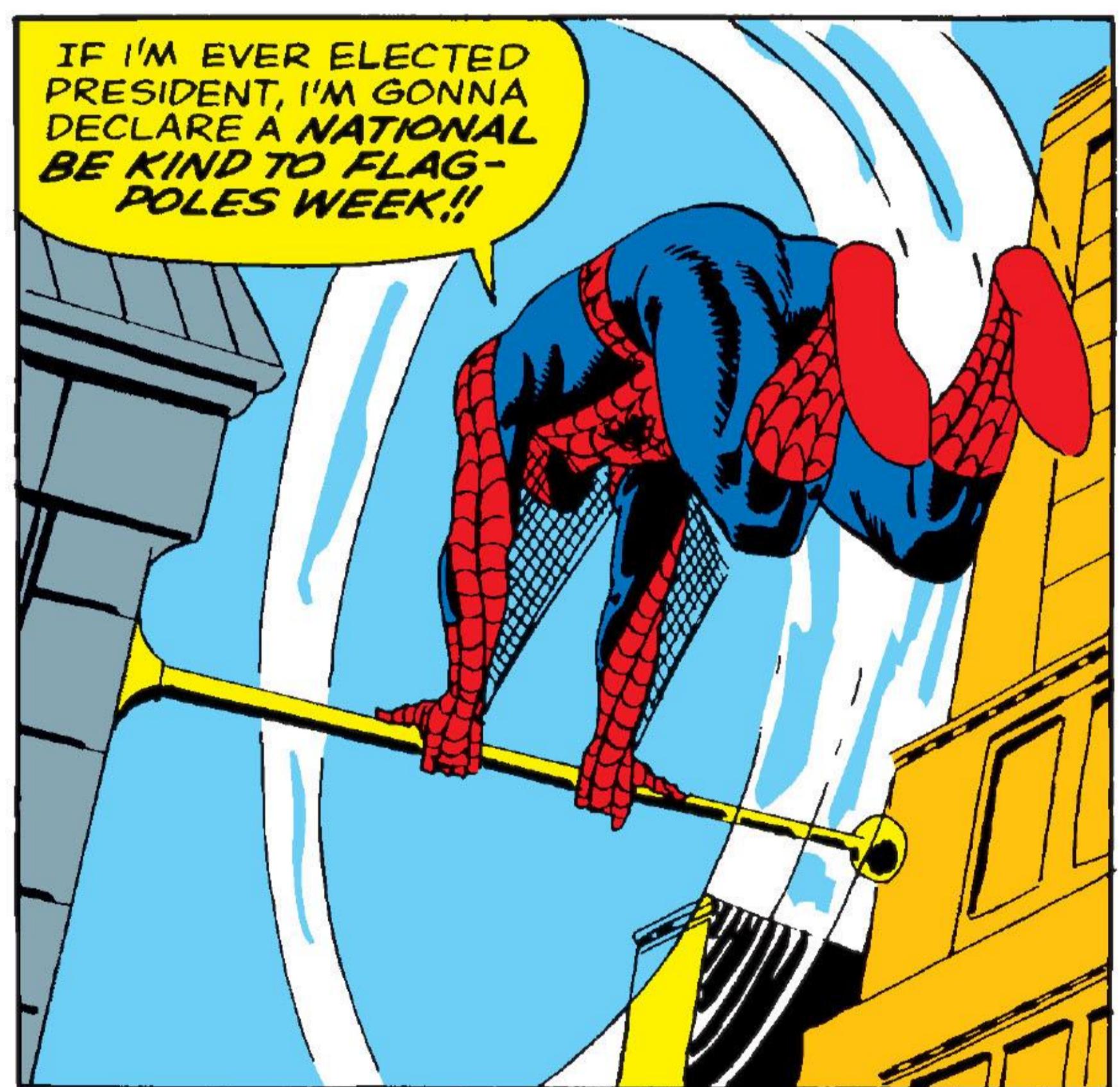


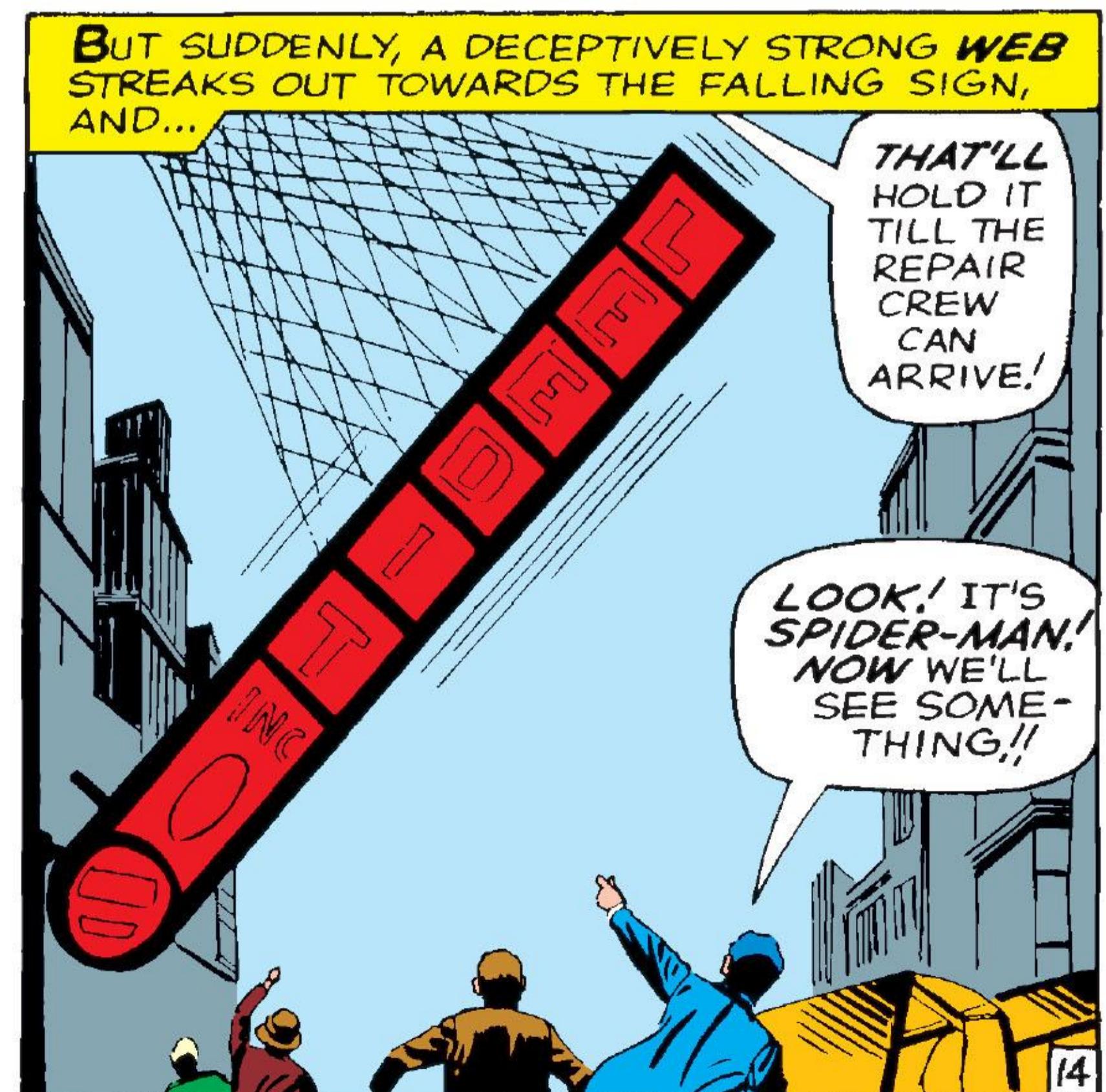
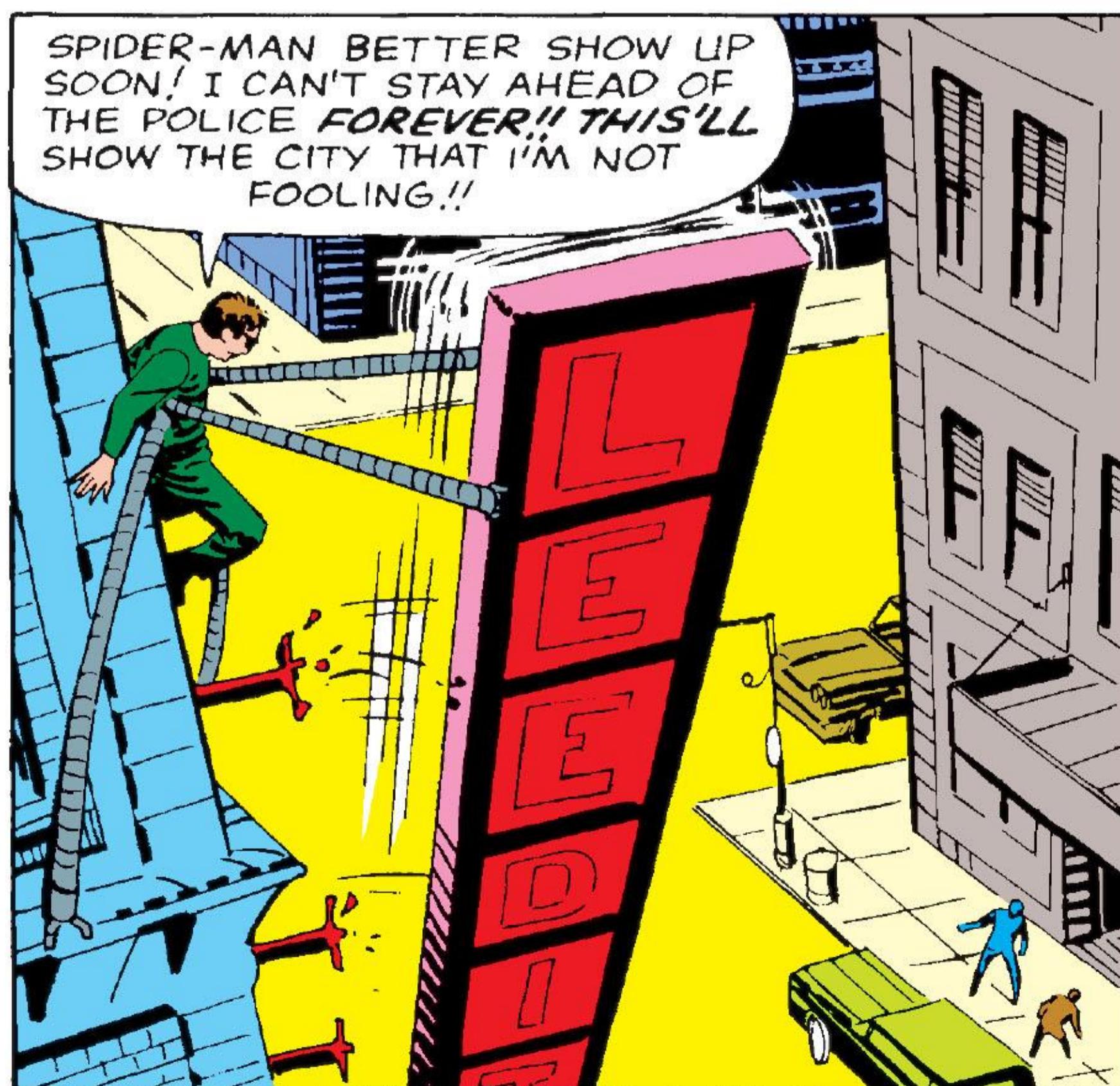
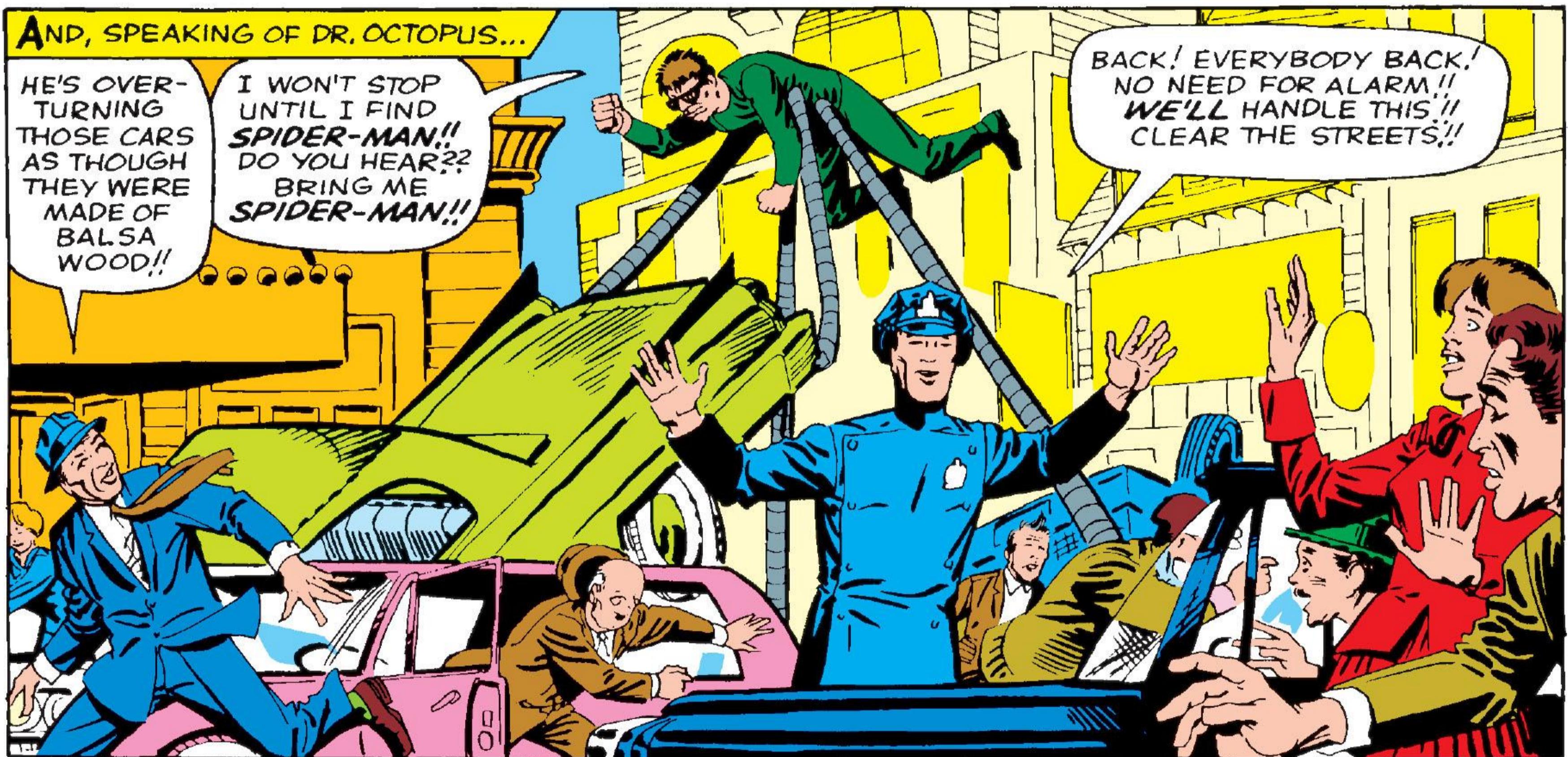












WATCHING FROM A WINDOW AT THE DAILY BUGLE BUILDING, WE FIND--

WELL, WELL!! SO SPIDER-MAN FINALLY CAME OUT OF HIDING AT LAST!! UNLESS IT'S THAT IDIOTIC PETER PARKER AGAIN!!

DON'T SAY THAT, MR. JAMESON! IT MUSTN'T BE PETER--IT JUST MUSTN'T!!

BUT JAMESON AND BETTY BRANT ARE BOTH RIGHT! IT IS THE REAL SPIDER-MAN... AND IT'S ALSO PETER PARKER--ALTHOUGH THIS TIME NOBODY SUSPECTS THE TRUTH!!

ALL RIGHT, OCTOPUS!! YOU'VE BEEN ASKING FOR ANOTHER TANGLE WITH ME-- AND NOW YOU'RE GONNA GET IT!

SPIDER-MAN!! AT LAST!!

THIS TIME, YOU WEB-SHOOTING FREAK, I'LL SHOW YOU NO MERCY!!

WHAT DO YOU MEAN THIS TIME?? A FLORENCE NIGHTINGALE YOU'VE NEVER BEEN!

AND, A FEW STORIES BELOW--

BLAST HIM! THAT'S THE REAL SPIDER-MAN, ALL RIGHT!! PARKER WOULD NEVER HAVE HAD THE NERVE TO SOAK ME THAT WAY!

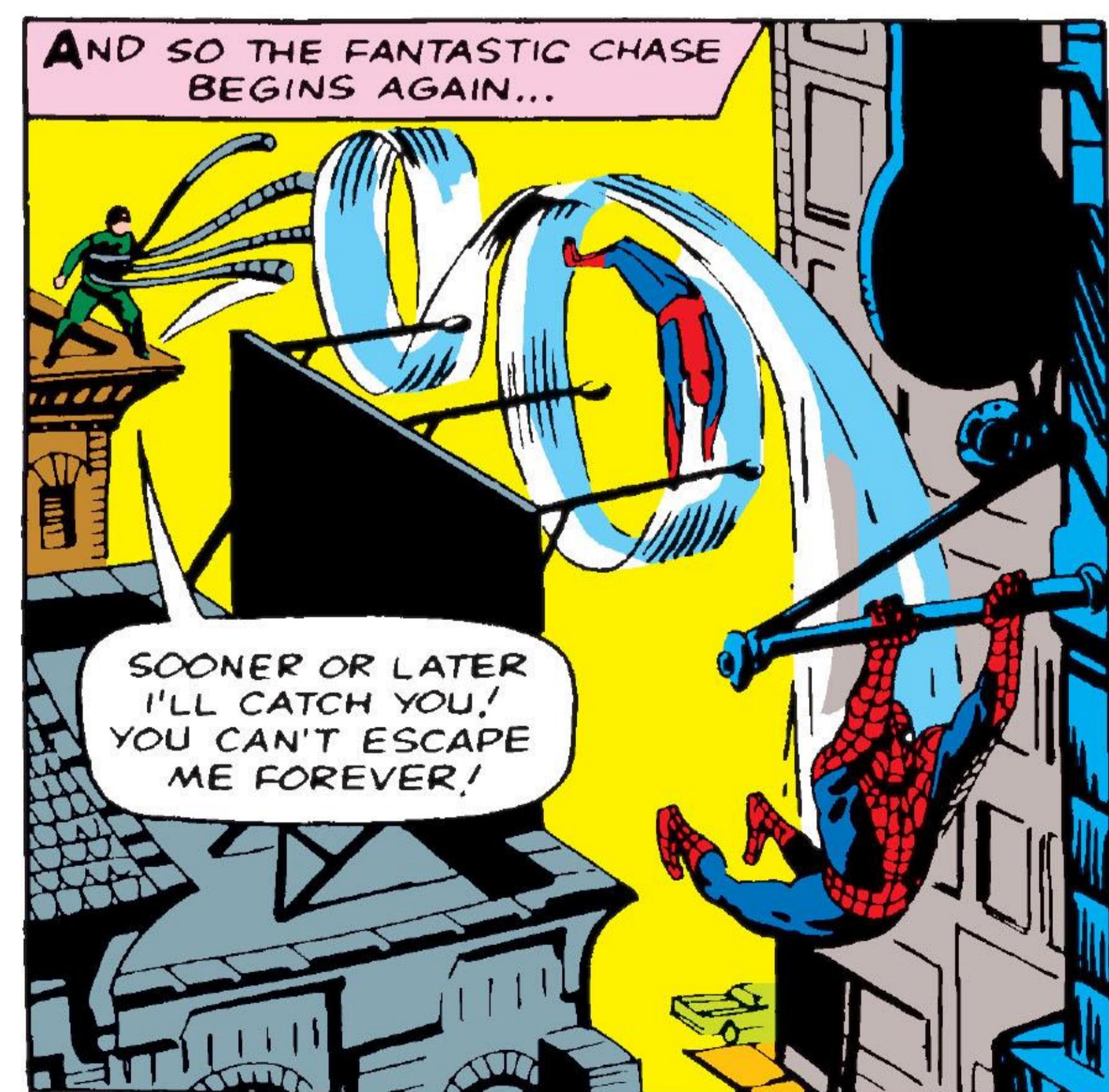
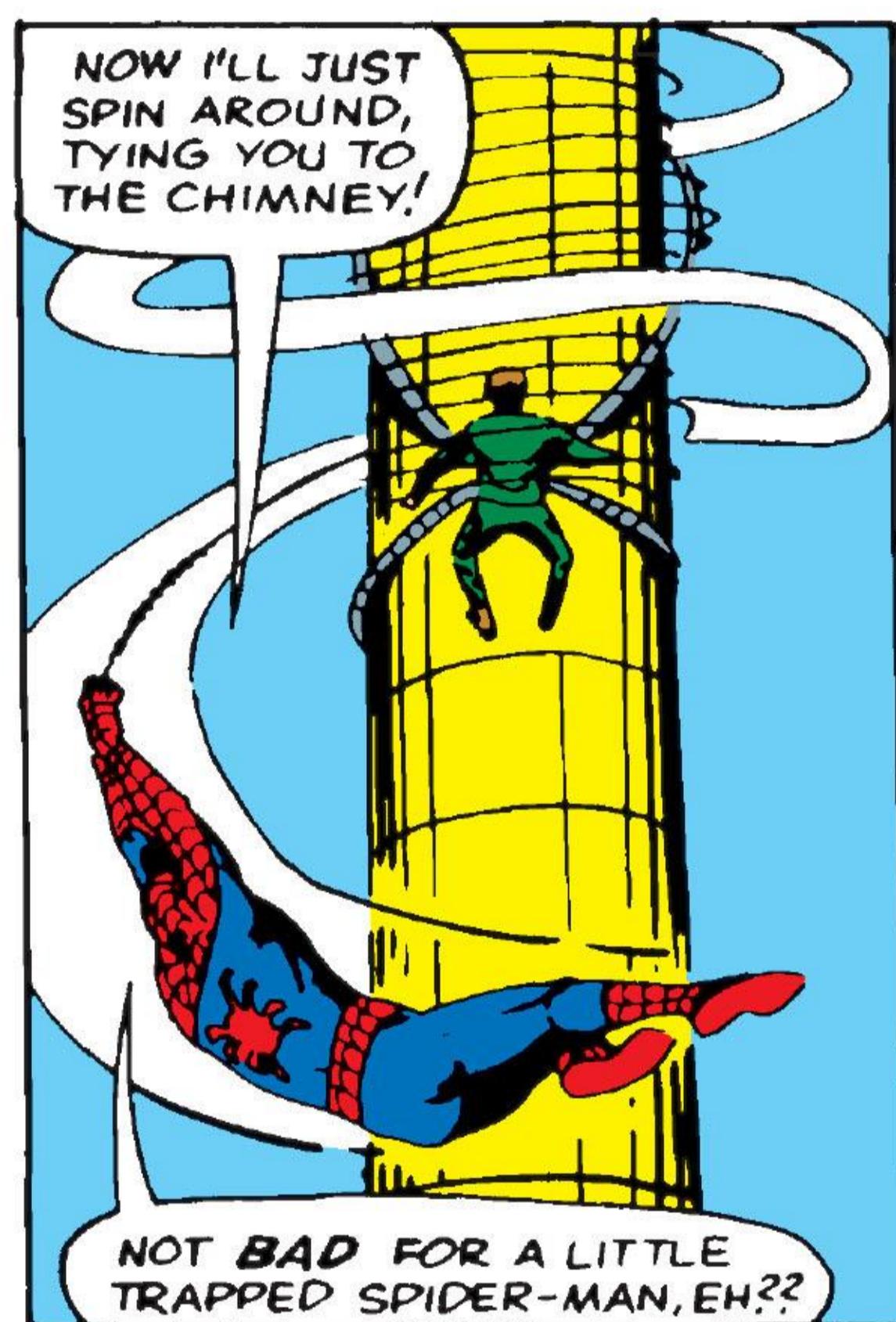
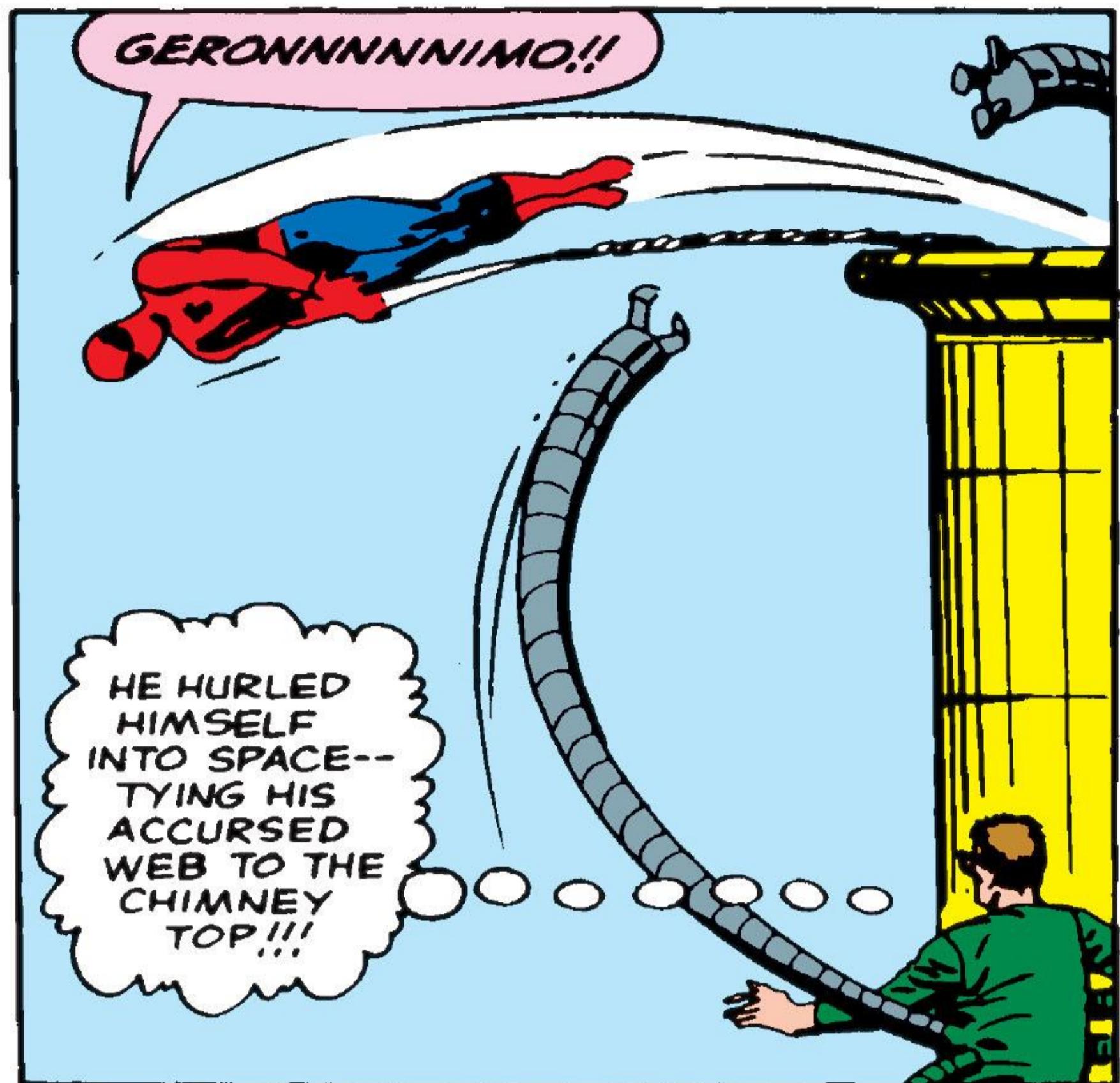
OH, MISTER JAMESON!! DR. OCTOPUS IS SO MUCH BIGGER -- SO MUCH MORE VICIOUS! WHAT CHANCE WILL SPIDER-MAN HAVE??

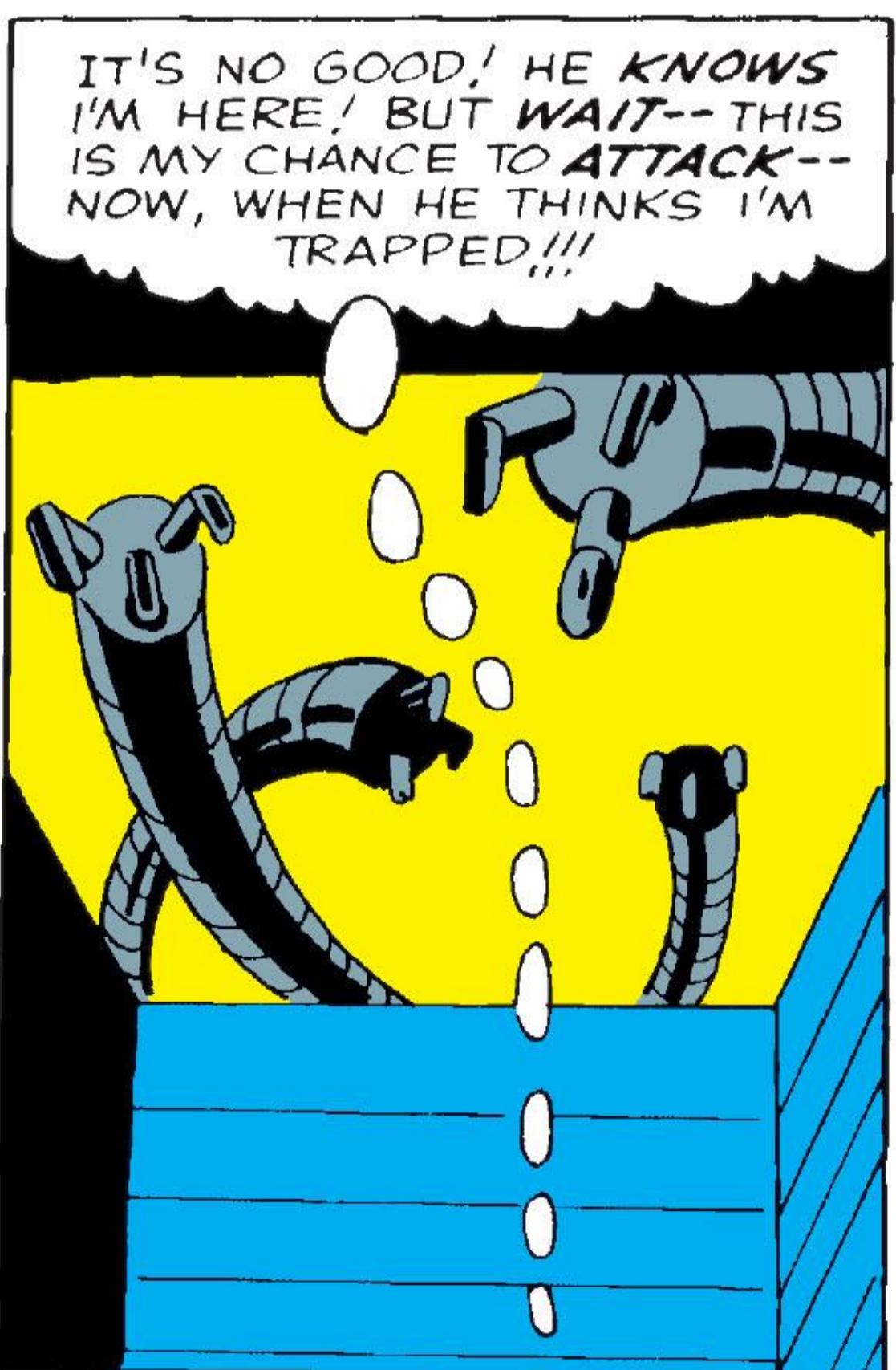
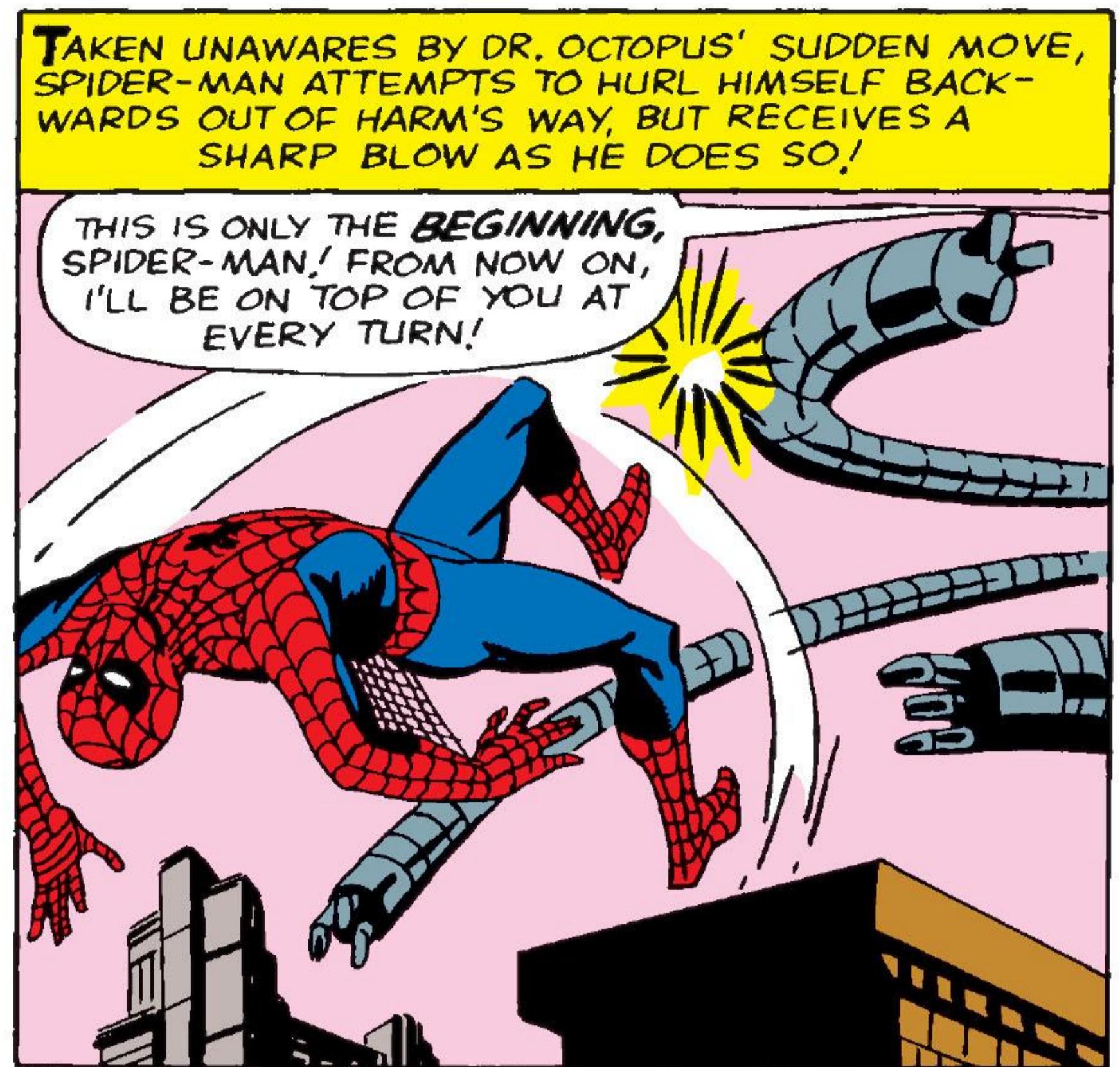
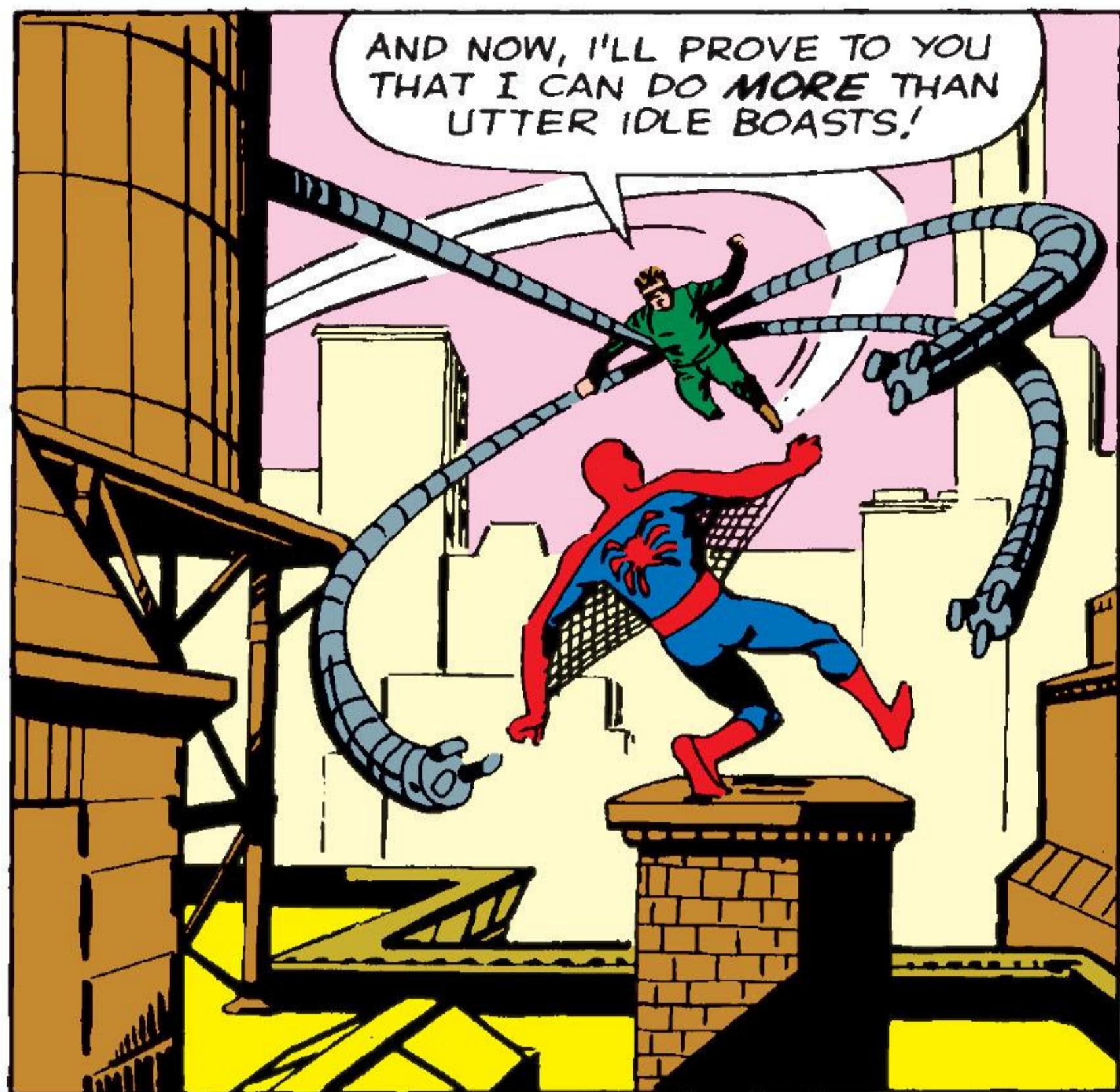
AND SPIDER-MAN TOO ASKS HIMSELF THAT QUESTION...

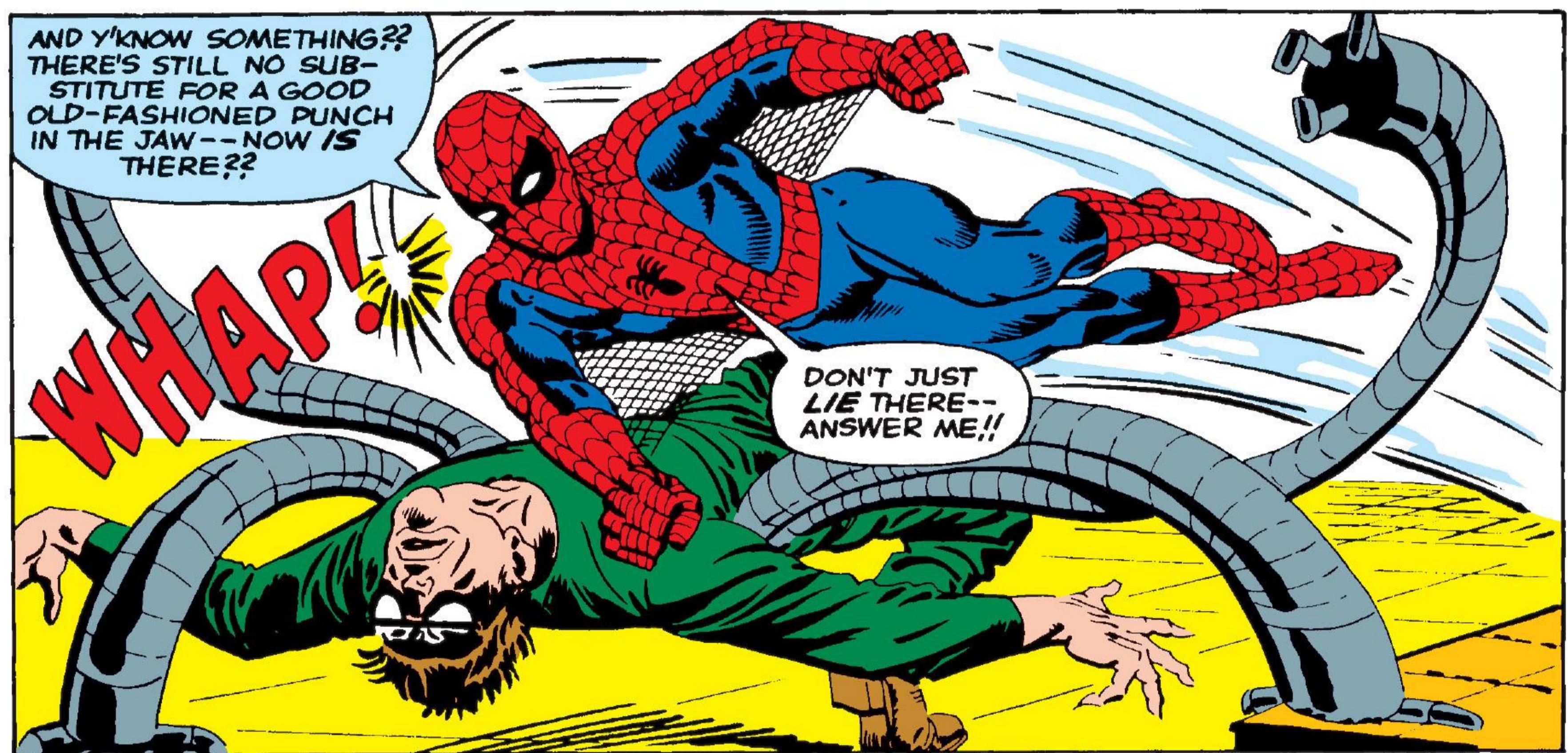
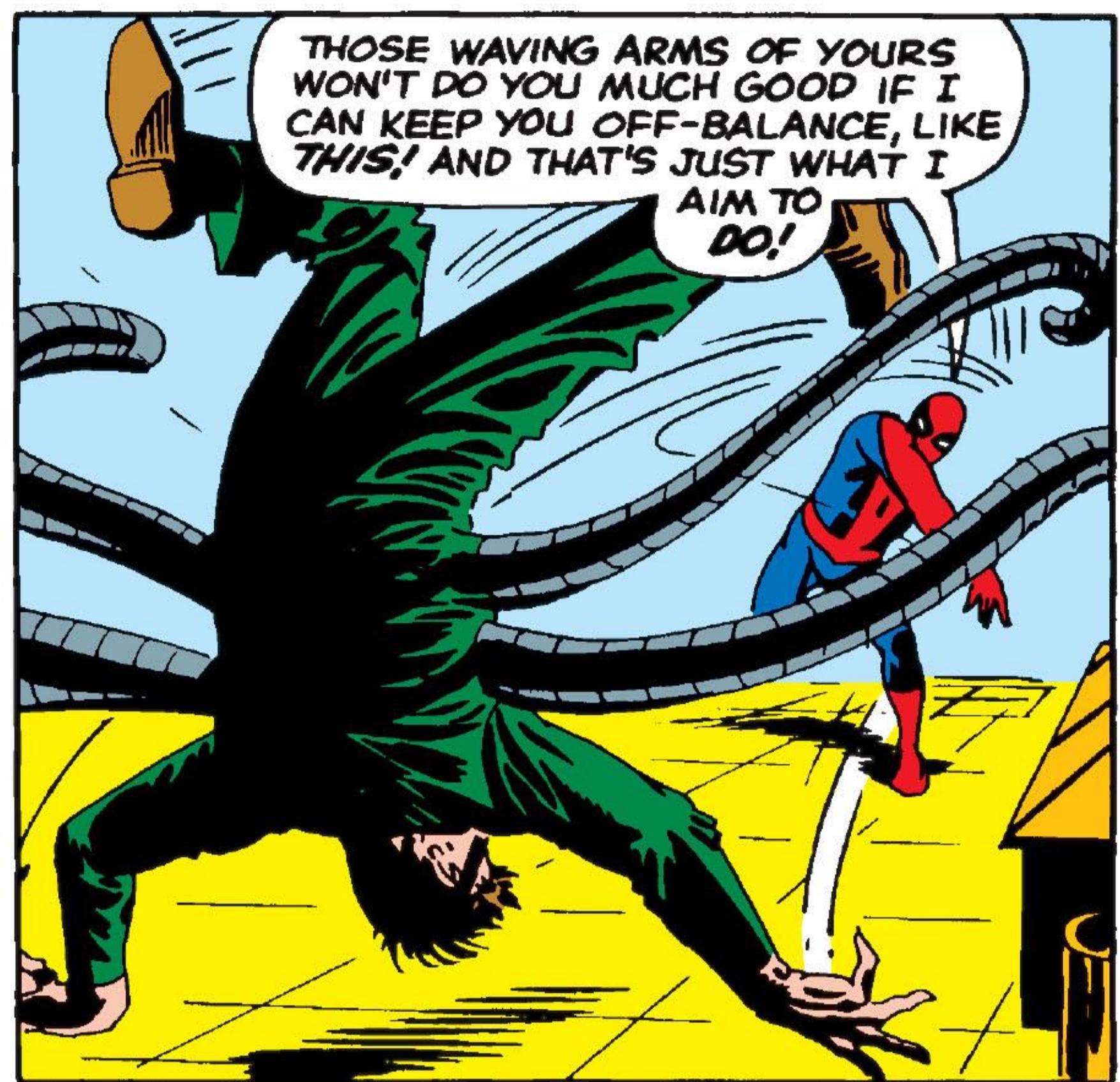
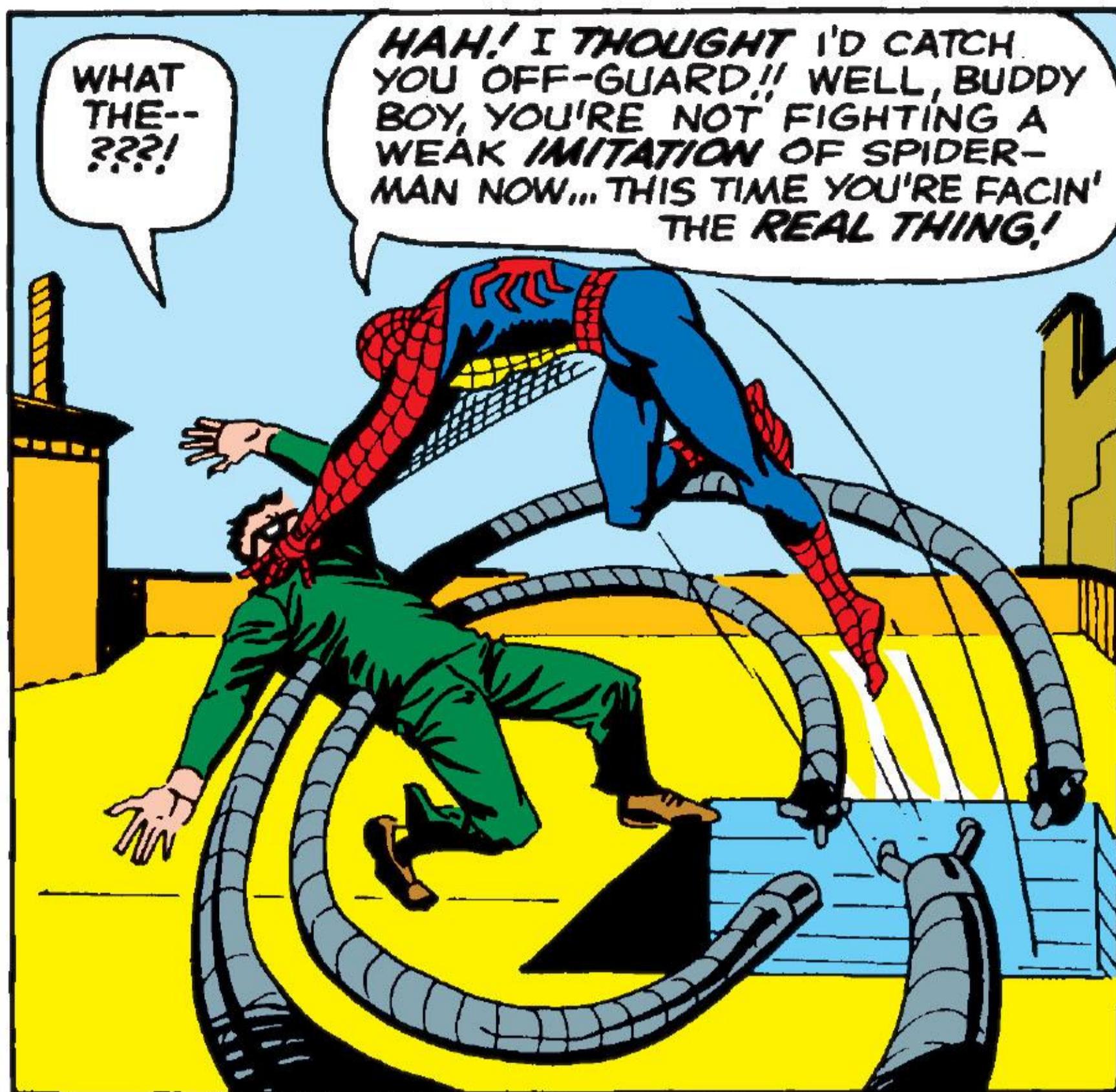
THOSE BLAMED ARMS OF HIS MAKE HIM STRONGER THAN I! HOW AM I GONNA FIGURE OUT A WAY TO DEFEAT HIM ONCE AND FOR ALL??

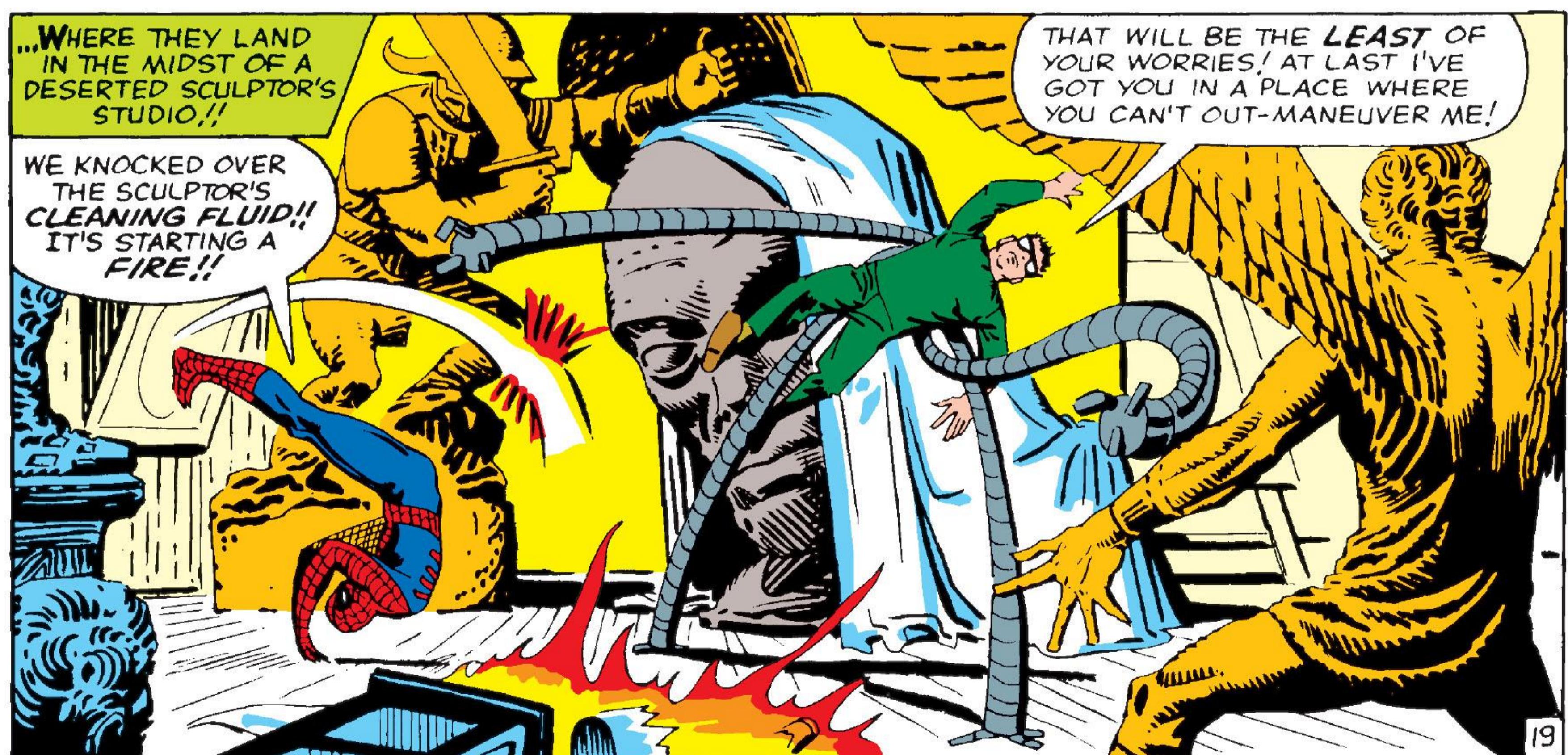
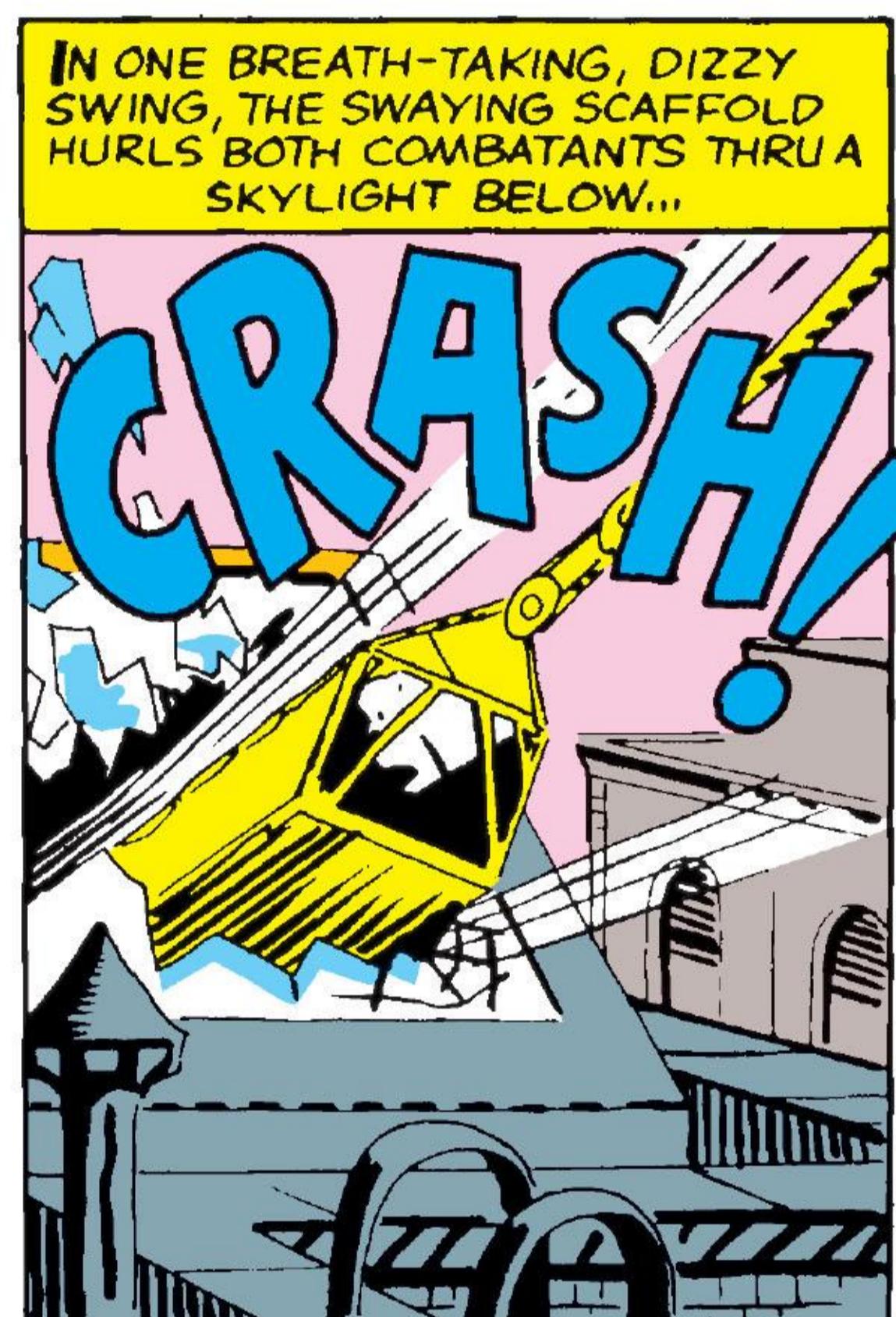
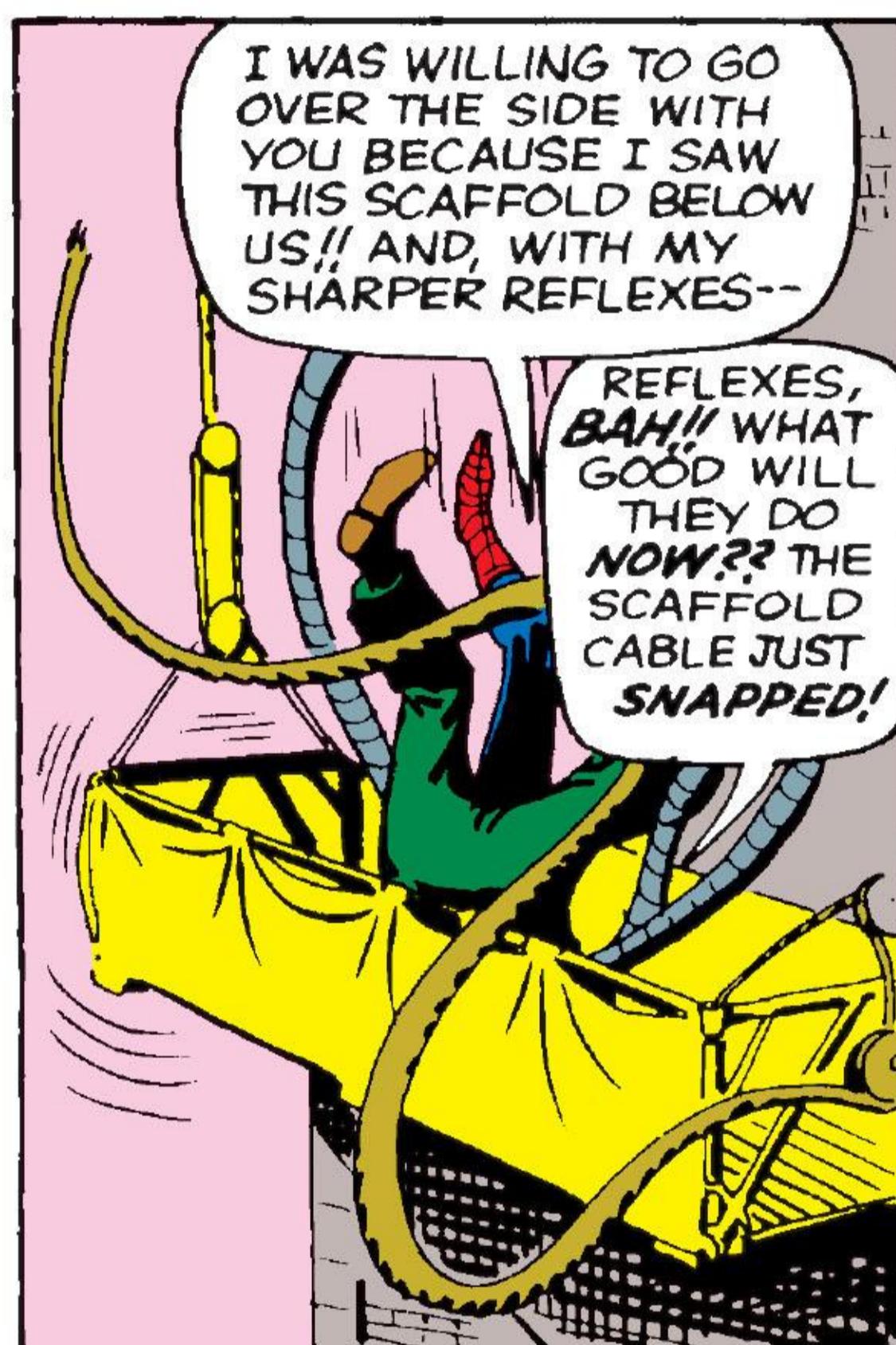
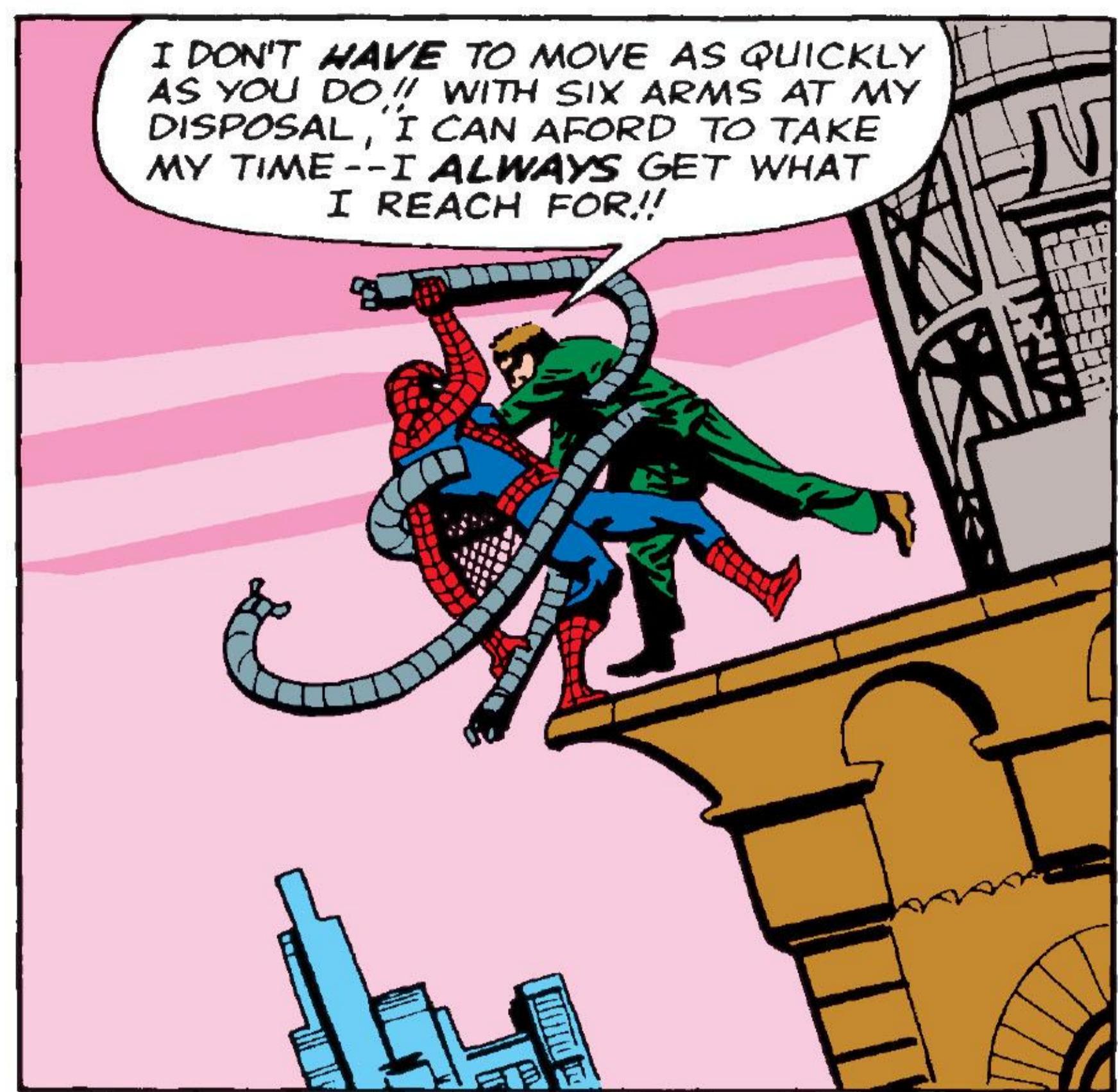
WELL, ONE THING'S FOR SURE-- I'D BETTER COME UP WITH AN ANSWER PRETTY DARN FAST!

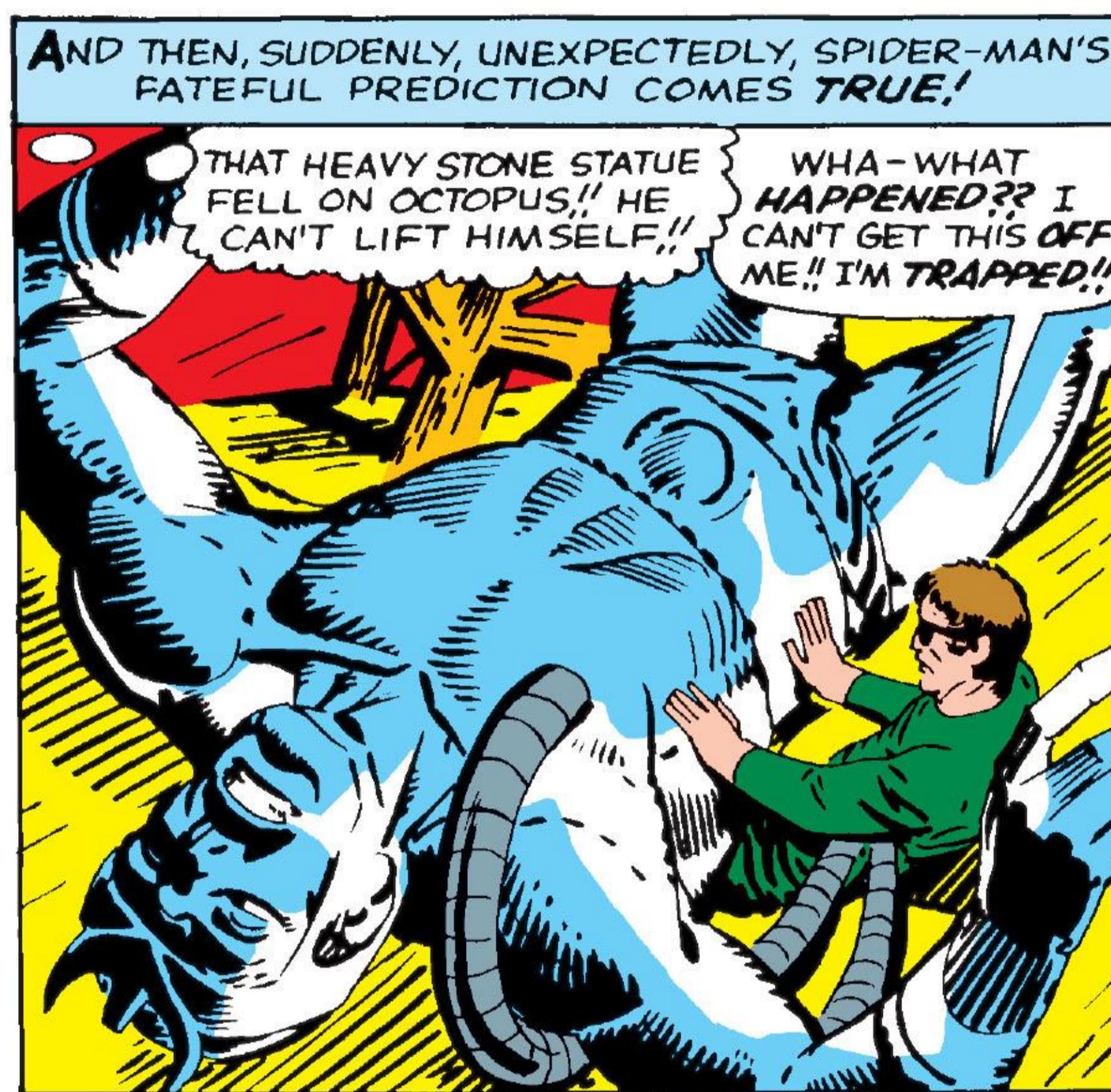
I'VE GOT YOU NOW! YOU'VE NO PLACE TO RUN!!

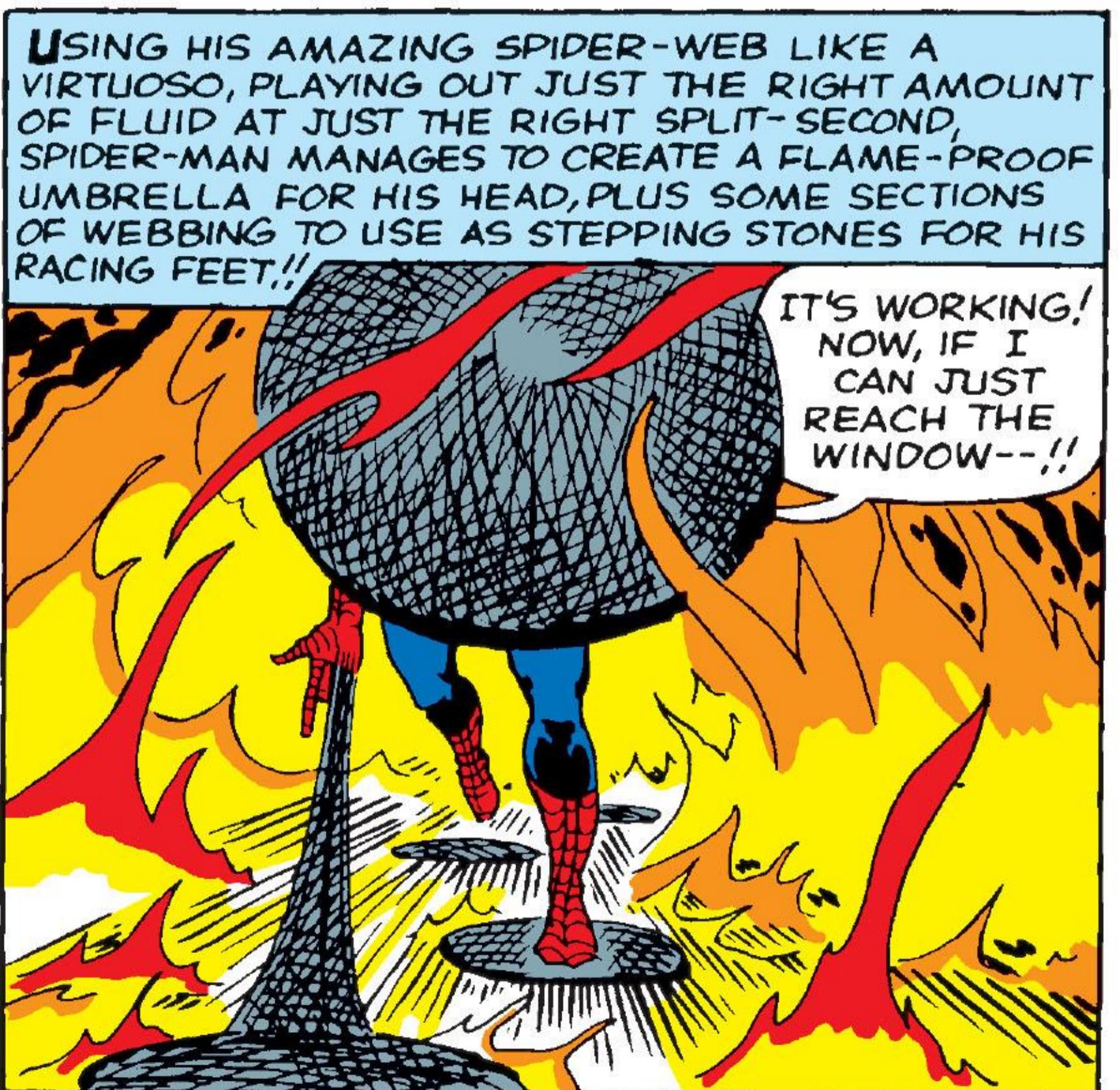
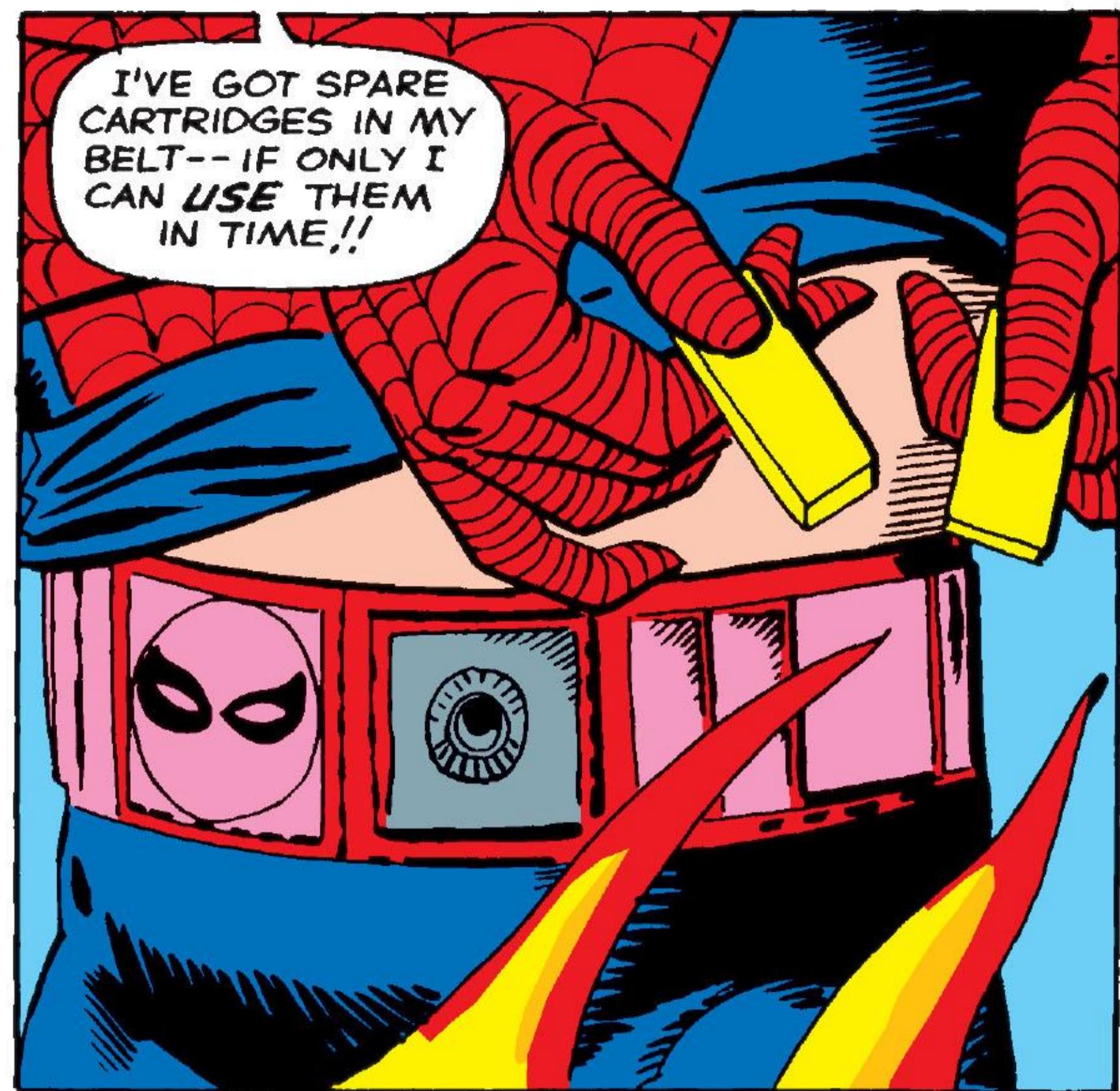
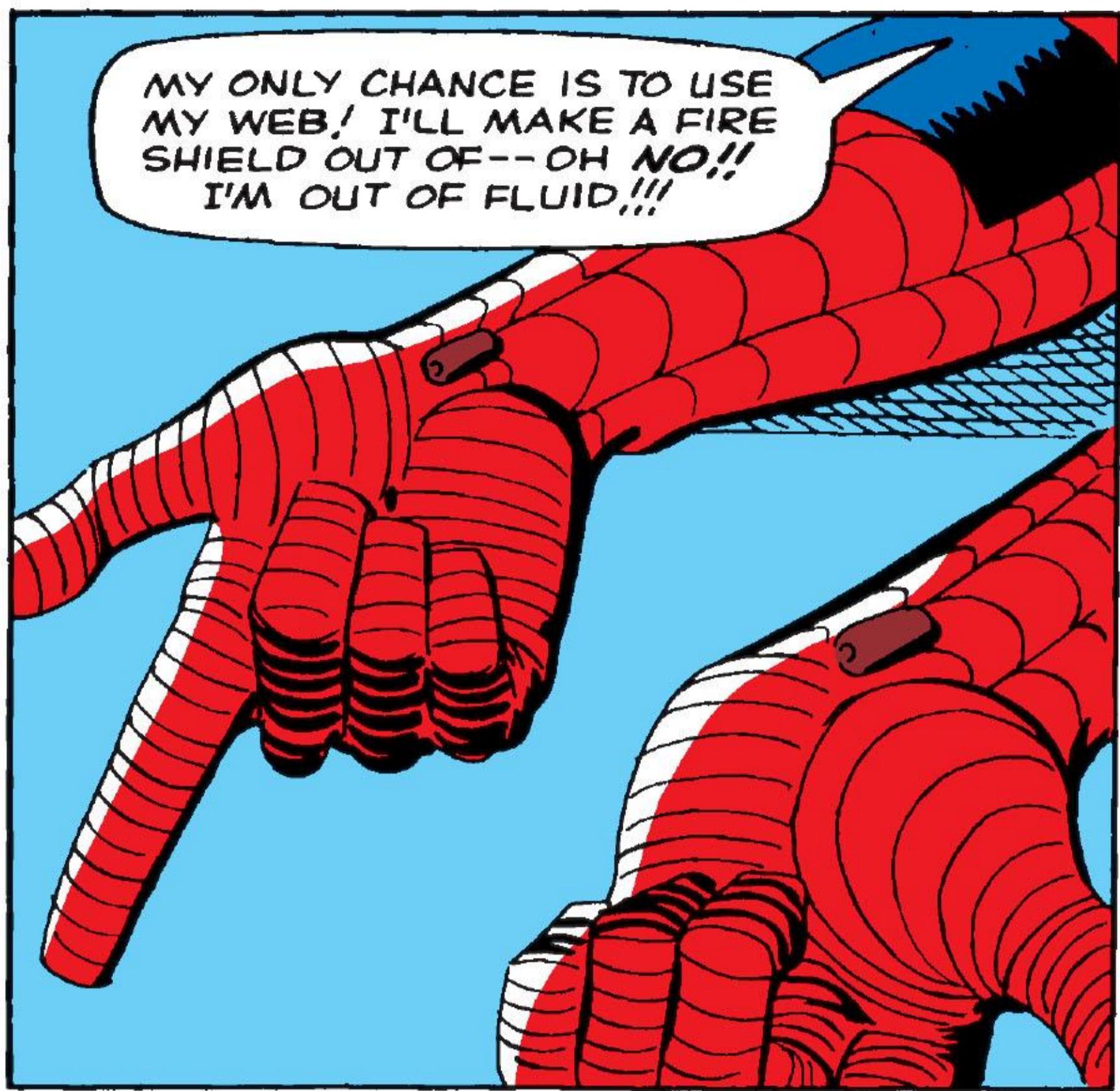


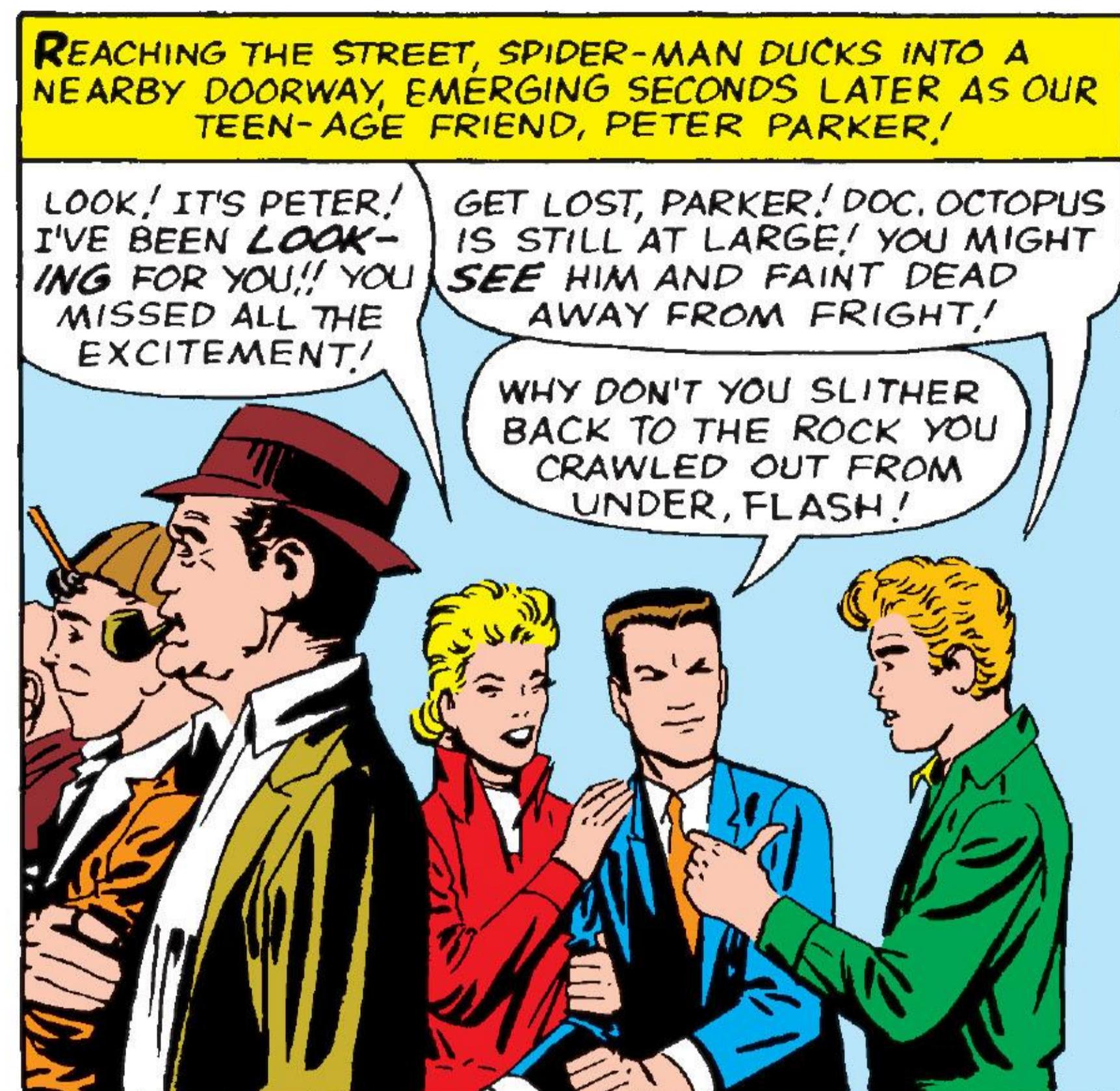
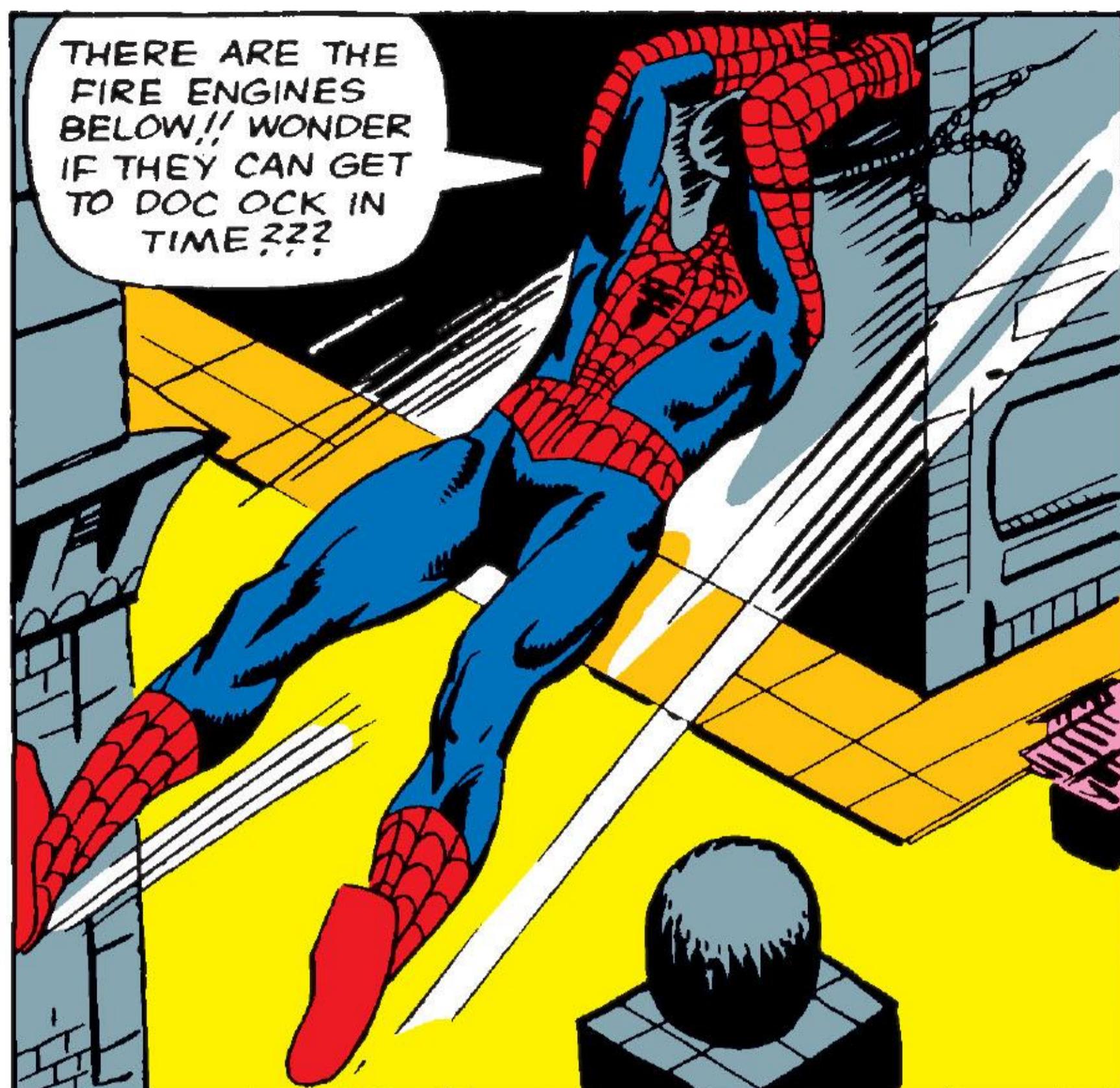


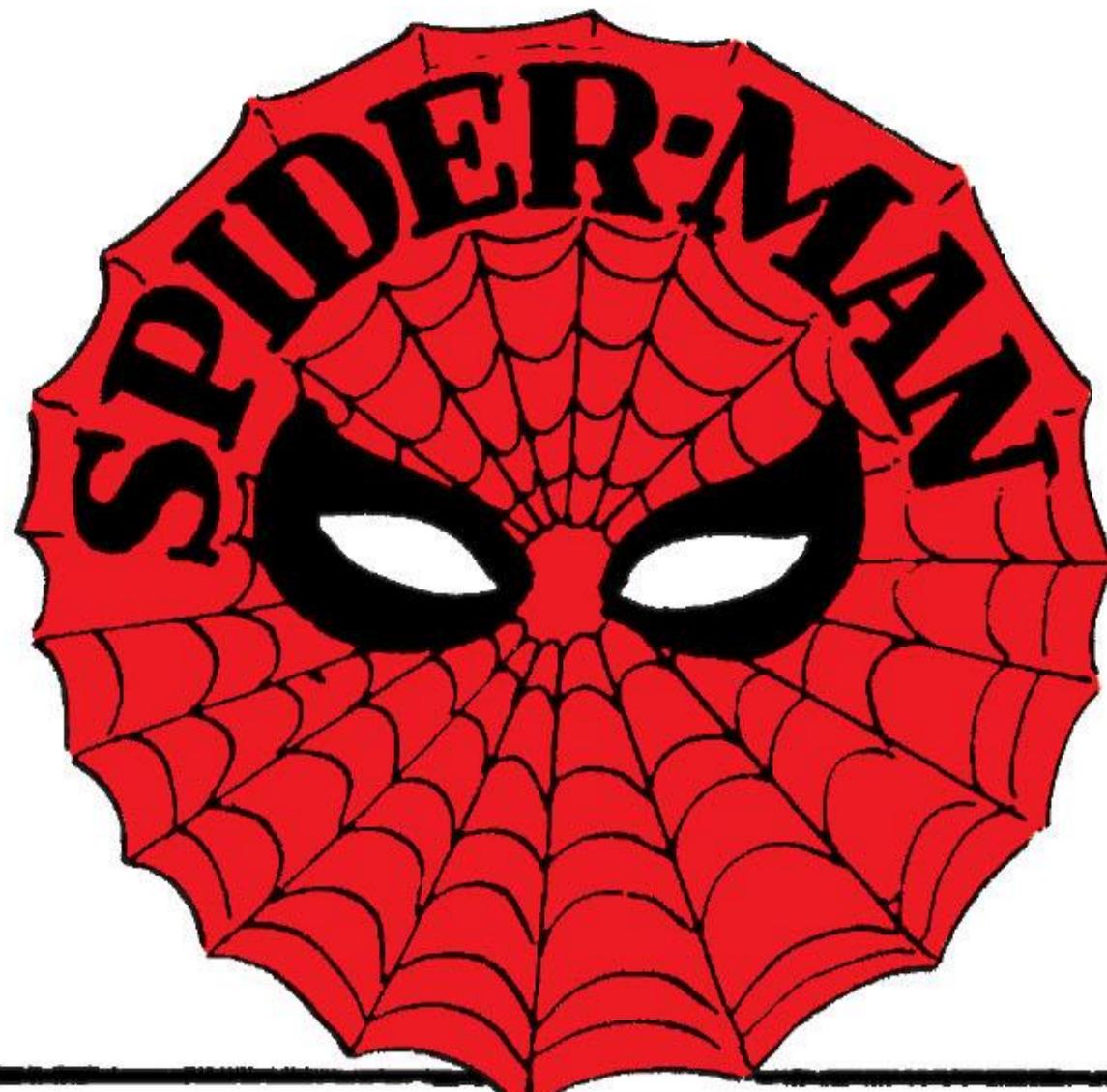












SPIDER'S WEB

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

Dear Stan and Steve,

Please don't change Spider-Man. He seems so human right now. I know that people can be as aggravating as his schoolmates are to him. He is too busy to conform to their personal code, so as he is different, they scorn him. Don't they have anything better to do? I have the same problem so I feel akin to Spider-Man. I also like the problem he has of not having anyone to confide in. We all have an Aunt May, but though she may have our best interests at heart, I think there are always some things we keep to ourselves. (Such as Pete not telling her he's Spider-Man.) I enjoyed the Vulture's Return very much. As I was reading the letter column I saw a letter by Sidney Wright. He thinks Spider-Man (rather Peter Parker) should have a girl friend to side with him. I disagree. Every super-hero has someone to defend him. What makes Spider-Man different is that he must battle alone through life.

Jodene Green Acciavatti
1754 Beacon St.
Brookline 46, Mass.

Poor Spidey! Not only do the villains hate him, but now even his fans want him to suffer alone!

Dear Stan and Steve,

It'll sure be a long time before you make a cover as wonderful as you did on issue #8. I'll never understand how such a good cover was put on such a crummy story. Then on issue #9 — a crummy cover was put on a good story. Boy, you guys are mixed-up!

Doug Garlinger
872 N. West St.
Winchester, Ind.

We never denied it, Doug!

Dear Stan and Steve,

Of all the Spider-Man yarns I have read thus far (and I've read them all), SPIDER-MAN #9 takes the cake. None of the others, although masterpieces in themselves, can claim having the best-written story ever presented as was the case with this ish. Instead of just rambling on a few more chapters of praises as I could easily do, I'd just like to sum up my feelings about Spider-Man with the following phrase: Spider-Man was the smash hit of fandom for 1963, true, but if the stories are anything like that presented in #9, he will cop this honor in 1964. Many thanks and keep up the tremendous work in the future to maintain fandom's greatest character.

Paul Feola
1050 Waverly Ave.
San Antonio 1, Texas

**Don't worry, Paul, we'll keep it up. Know why?
We just saw the greatest little sports car . . .**

Dear Stan and Steve,

I would like to know why whenever Peter Parker gets the spider sense we see half of his spider mask on his face? And why doesn't anybody else notice it?

John Rochrig
521 E. Pasadena
Peoria, Ill.

**It's just symbolic, John. It doesn't really show.
It's just to let you, the reader, know that Pete's
spider sense is tingling.**

Dear Stan and Steve,

Good grief! Someone once remarked that you at Marvel are the bane of fanzine editors, for no sooner do we print something than it's out of date! While quality is your most important product, progress runs a close second. Marvel magazines and characters are NOT ill-written, not stereotyped, not conventional, and certainly not static!

Paul Moslander
1206 31 Avenue
San Mateo, Calif.

**But, now that we know what we're NOT — we're
waiting to learn what we ARE!**



Dear Stan and Steve,

SPIDER-MAN #8 was different and although good, somewhat of a letdown. "Spider-Man vs. the Human Torch" made Spider-Man look like a trouble-maker. What in heck was he doing charging in on Torch's party? No reason at all — no wonder the Torch has it in for him. I feel this gave my favorite hero a bad name. In the other Spider-Man/Torch upssets, it was a two-way conflict. Please try to refrain from giving Spider-Man a wise guy attitude. However, the Living Brain story was your usual great work! Here's a new, original type of foe I dig. Ditko's action scenes, which I've come to love, were a-plenty and the story plot was tops! I was really in there cheering for Peter Parker to bust Flash Thompson. I've been biting my nails waiting for this battle and you handled it nicely. Now over to TALES OF SUSPENSE #49. This issue made me an even bigger fan of the Angel. As I've said before, he's the best of the X-Men. The plot was a wonderful idea and was one of the best Iron Man stories. Iron Man's getting better with each issue. STRANGE TALES #116 was the best ish yet of your past issues. Where have you been hiding Dick Ayers? His artwork is really great! He does the Thing and the Torch better than Jack. It looked as though he was really inspired and here's my scream for more. I can't get over it — the art alone was enough to force me into getting two copies. A fabulous cover too! As for the story, it was great! This one had a great deal of suspense and worked through an interestingly different plot. Dr. Strange was a weirdo. I was never one of his devoted fans but with this issue, you've sold me. F.F. #22 was your best this time around. This already fabulous group has risen to new heights with the introduction of the Invisible Girl's new powers. As of this issue, she's a valuable member. The Mole Man's return was handled smoothly and provided for an even better story than his first appearance. Jack's artwork was back to normal after last issue's letdown, and in his best style! No doubt about it, this was a great issue!

Wayne Warfield
Box 326
Aberdeen, Md.

**Whew! Web-spinners, if you think this is a long
letter, you shoulda seen it before we CUT it!**

CONTINUED . . .

Dear Stan and Steve,

The dictionary describes "magnificent" as "grand in appearance, splendid; exalted, noble." I must say it describes your mag also! As for the AMAZING SPIDER-MAN, I describe him as — my favorite and very original. However, I do think that Spider-Man should keep his temper quiet with the F.F. I also think that a romance between Sue Storm and Spider-Man would be very interesting. Keep up the very good work!

Charles Coryell
605 Gray St.
Joplin, Mo.

Sue Storm is a little too old for Spidey, Charles. But maybe we could arrange a flirtation between her and J. Jonah Jameson, huh?

Dear Stan and Steve,

In the STRANGE TALES ANNUAL the "Spider-Man vs. Human Torch" story was simply great. I hope that we will see a series of Torch vs. Spider-Man battles. I wish Spider-Man would become a member of the Avengers even if he's a member temporarily. The reason is because then the Avengers and the Fantastic Four could have an episode together trying to stop the Human Torch and the Amazing Spider-Man from battling each other!

Victor Tung
259-03 80th Ave.
Floral Park, N.Y.

We still prefer Spidey as a loner ourselves, and we think most of our fans agree — or DO you?



Dear Stan and Steve,

I have just finished reading AMAZING SPIDER-MAN #8 and I consider it the best issue I've read yet. To begin with, the cover was terrific (good place to begin). Using red on a yellow field looks great and I hope to see it more often. I liked the idea of not showing any one scene on the cover. It seemed more spectacular that way. The first story was great! I was glad to see two stories. But you shouldn't have interrupted the fight with the parts about the Human Brain being stolen. Also, you should have let Peter win the fight fair and square. The fight scenes were great! And I really got a kick out of panel 4 on page 6. I didn't like the second story. You made Spider-Man seem like a conceited show-off. Please don't have him crashing any more parties!

Richard Vincent
#5 1395 Yost St.
Aurora, Colo.

Okay, if you want him to be a wall-flower. . . . (But actually, Dick, we AGREE with you. We don't approve of party crashing either, and Spidey won't do it again!)

Dear Stan and Steve,

You've done it again. This is the best issue yet — SPIDER-MAN #9. It topped everything in the past with the exception of the Spider-Man vs. Vulture fight in J. J. Jameson's offices, and Pete Parker's punching Flash Thompson. This Electro is one of the sharpest villains to come along in anybody's mag! The uniform is really

flashy — nice and colorful which is what I like. It shows the usual originality that goes along with all Marvel mags. The Spider-Man vs. Electro battles were really good. There was a lot of action and drama in this ish. Of course, that old hypocrite J. J. Jameson was good as a comic relief. The last couple of pages in Jameson's offices, were a riot. Old J. J. raging, Pete coming in with the pix, and, all of a sudden, everything is sweetness and light. Love your mag — keep up the fine work.

Dave Cockrum

Braiden Hall
Fort Collins, Colo.

It's a deal! You keep buyin', and we'll keep workin'!

SPECIAL ANNOUNCEMENTS SECTION:

- Okay, here we are! Now, what'll we talk about?
- Well, for a starter, we'd like to ask your opinion. As you know, last issue and this one both had Doc Ock as a villain. What do you think of the idea of occasionally featuring a villain for two ishes in a row? Like it? We'll wait to hear from you.
- We've received many letters from fans who feel that Betty is too old to be dating Pete. Although, we tried to explain this in the past, for those who've missed the point, we'll tackle it again — Betty is actually a few months YOUNGER than our hero. She had to leave school and take a job because she needed the money, and she intends to complete her education at night when she gets the chance. She only SEEMS older because Pete is a high school senior while she is a working girl. Okay?
- By the way, do you like Betty's new hairdo? Hope so, because Stan had to argue with Steve for months before Mr. D. would make the change! (He claims it's tough enough having to draw those millions of little webs all the time, without being a hair-style expert too!)
- As for ol' Doc Ock, even though he's on his way to jail now, we all know that popular super-villains never seem to STAY there, so don't be too surprised some day in the future. . . .
- By the time you read this, our newest mag, DARE-DEVIL, should be on sale. Putting that thing out was like a comedy of errors! We lost some pages of the script, we missed our first deadline, we couldn't decide on his costume till the last minute, and we did the cover over a zillion times! So, with all those things against it, it'll probably end up being a surprise HIT! (We hope). We tried to tell the story in the now-famous Spider-Man style, and are very anxious to hear how you like it. 'Nuff said.
- Now, just a word about our sister mag (or should it be BROTHER mag?) THE FANTASTIC FOUR! ish #26, on sale now, presents the wrap-up of the greatest fight ever seen in comics — the titanic, never-to-be-forgotten battle between the HULK and the THING! And, what's more, it also features THE AVENGERS! If you don't think it's just about the greatest 12¢ worth ever, let us know and we'll — cry our eyes out!
- And now, here it is — our preview of SPIDER-MAN #13! (Ta ta ta ta, ta taaaal) We figure it's time to introduce a brand-new super villain! (And for those of you who say we use the word "super" too much, what ELSE can we call him??) Next ish you're gonna see the most rootin'-tootin' swingin' wing-dingin'est arch-foe you ever did see! So, fold your little webs neatly away for now, and be with us again next ish! We HATE to be stood up!



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