



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



DON'T MISS
OUR EXTRA
ADDED
ATTRACTION...

SPIDER-MAN "TACKLES"
"the HUMAN TORCH"

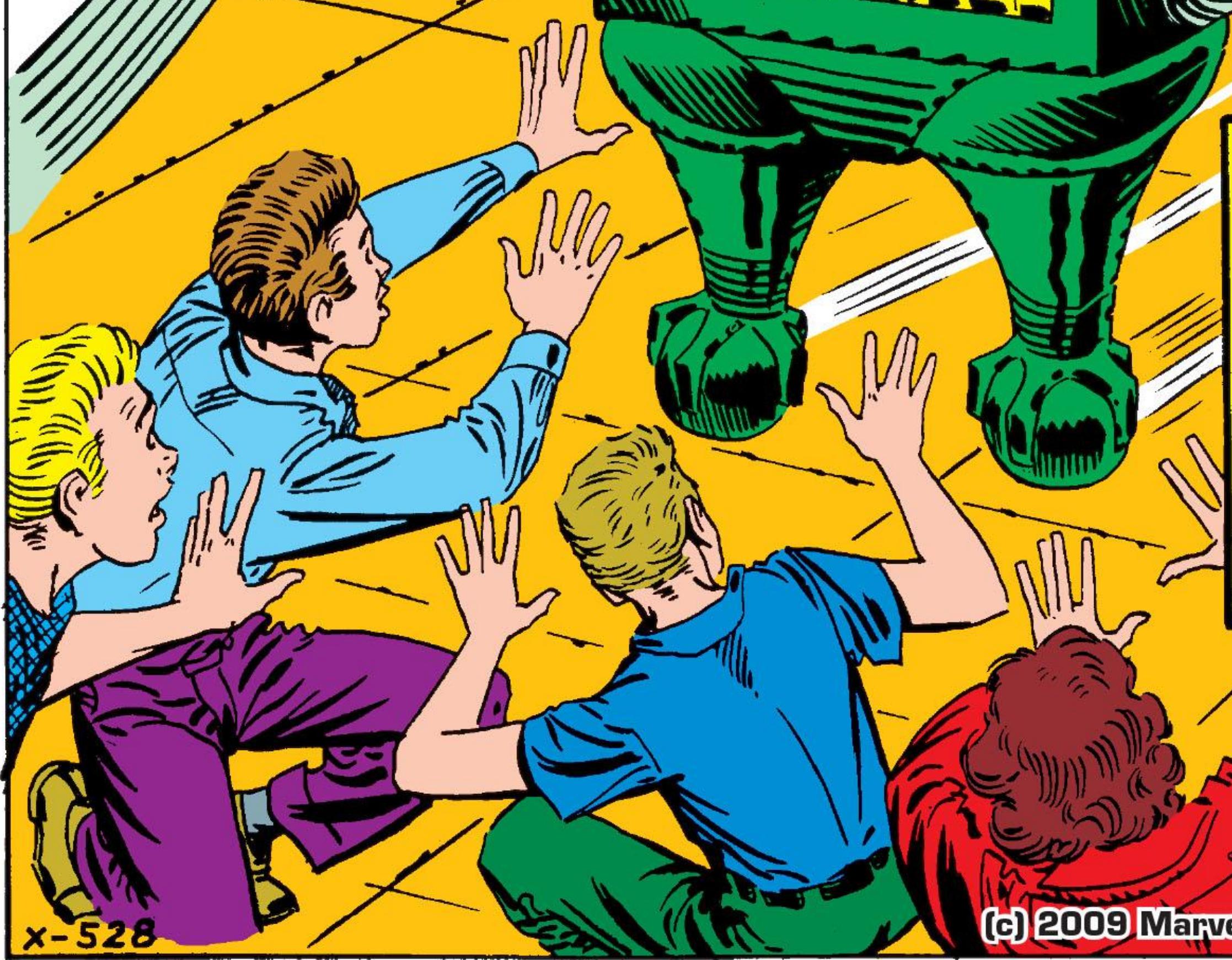
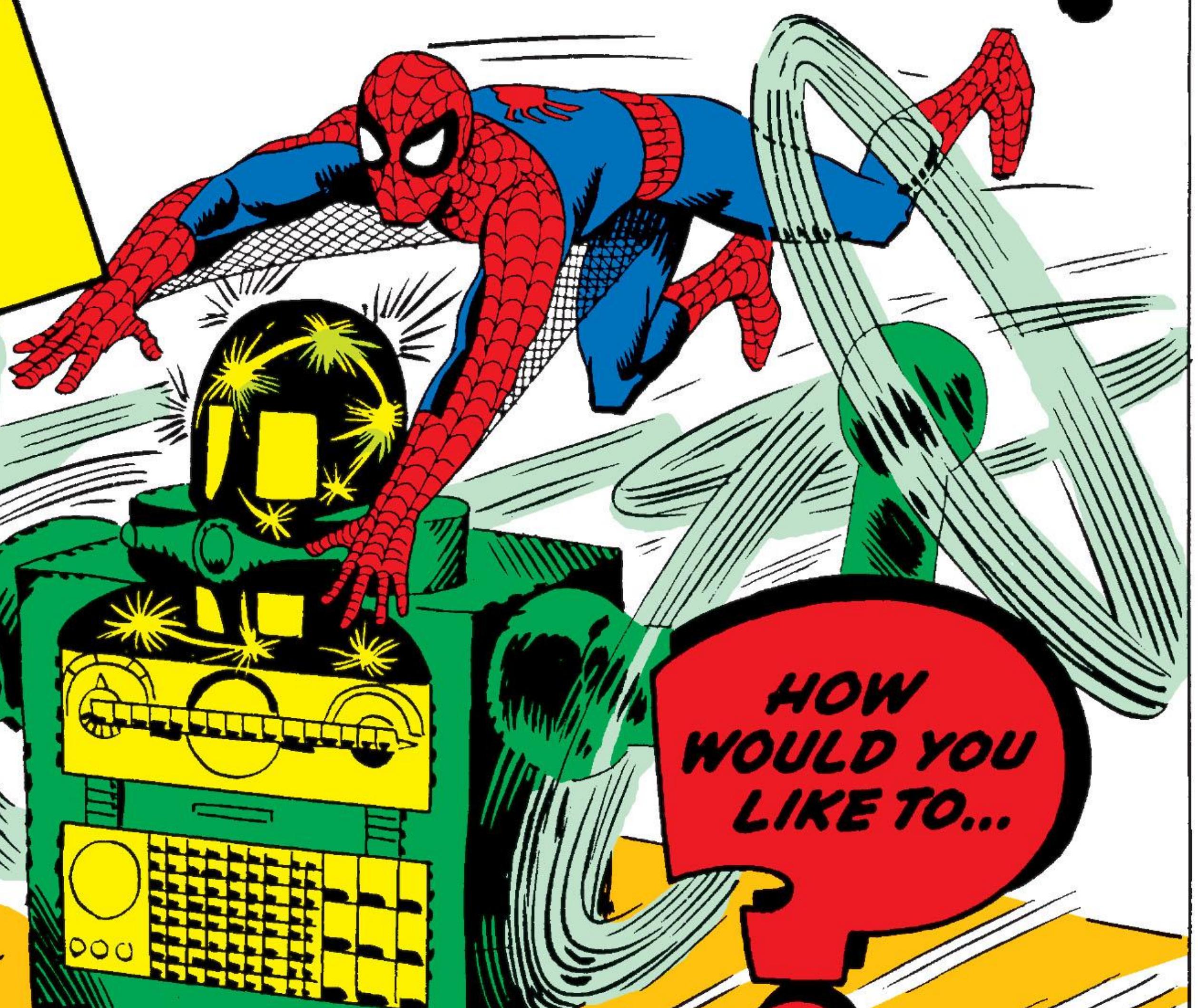
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THE TERRIBLE THREAT OF "THE LIVING BRAIN!"

A MARVEL
MASTERPIECE!

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



- 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...

IN THE SENIOR SCIENCE CLASS AT MIDTOWN HIGH SCHOOL, TWO MEN WHEEL A STRANGE-LOOKING MACHINE INTO THE CLASSROOM...

PUT IT RIGHT THERE, IN THE CENTER OF THE ROOM, GENTLEMEN!

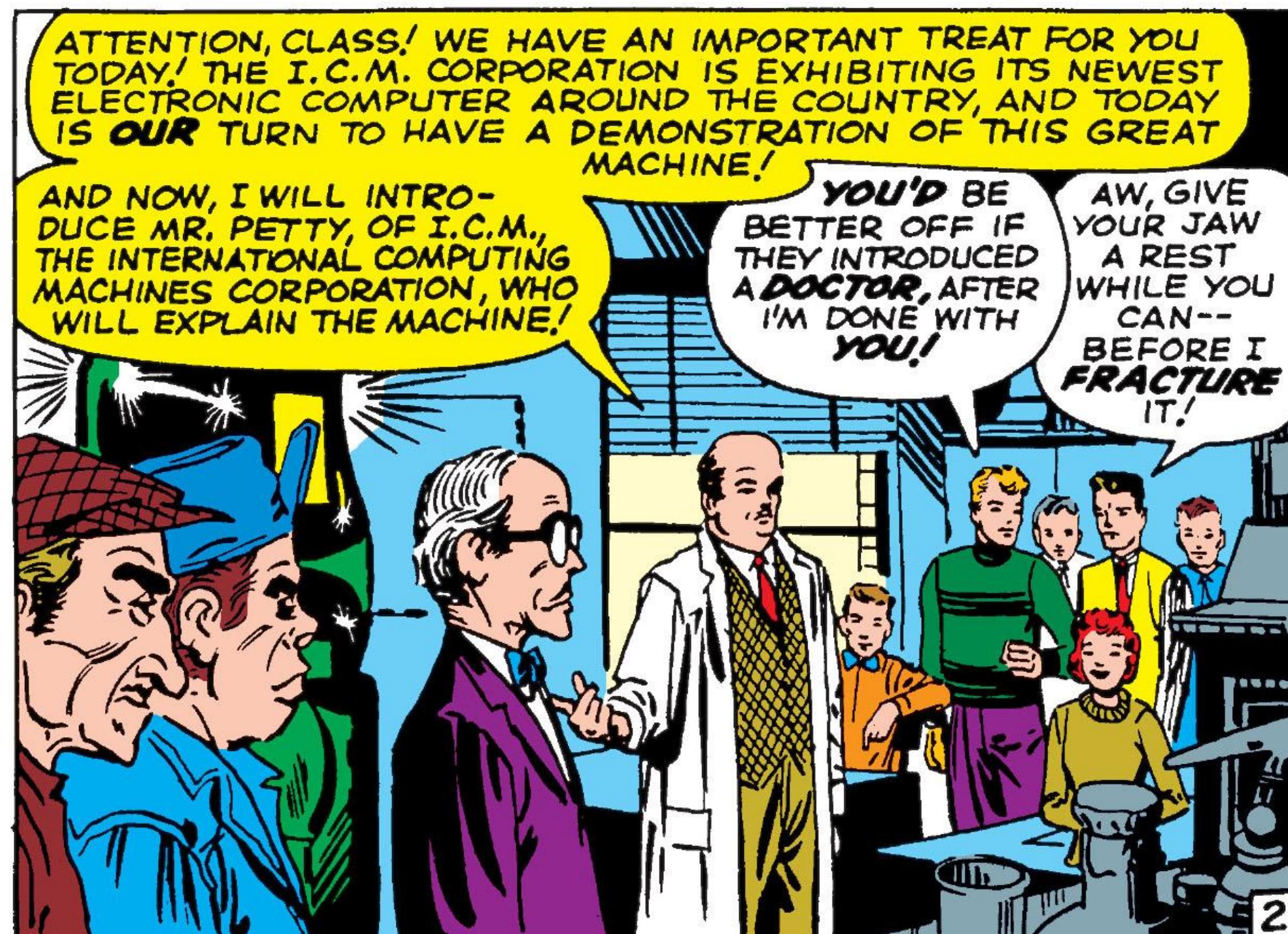
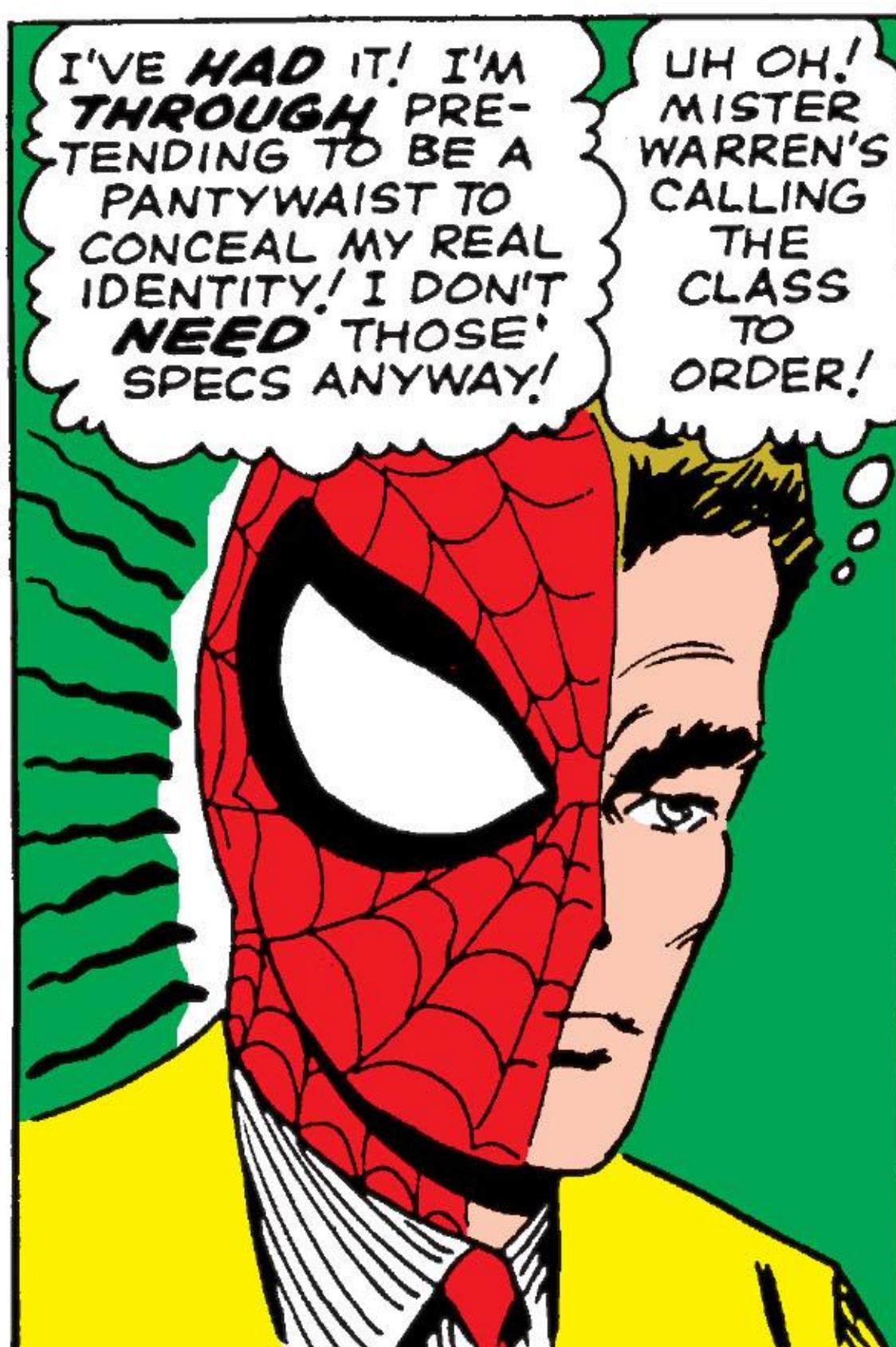
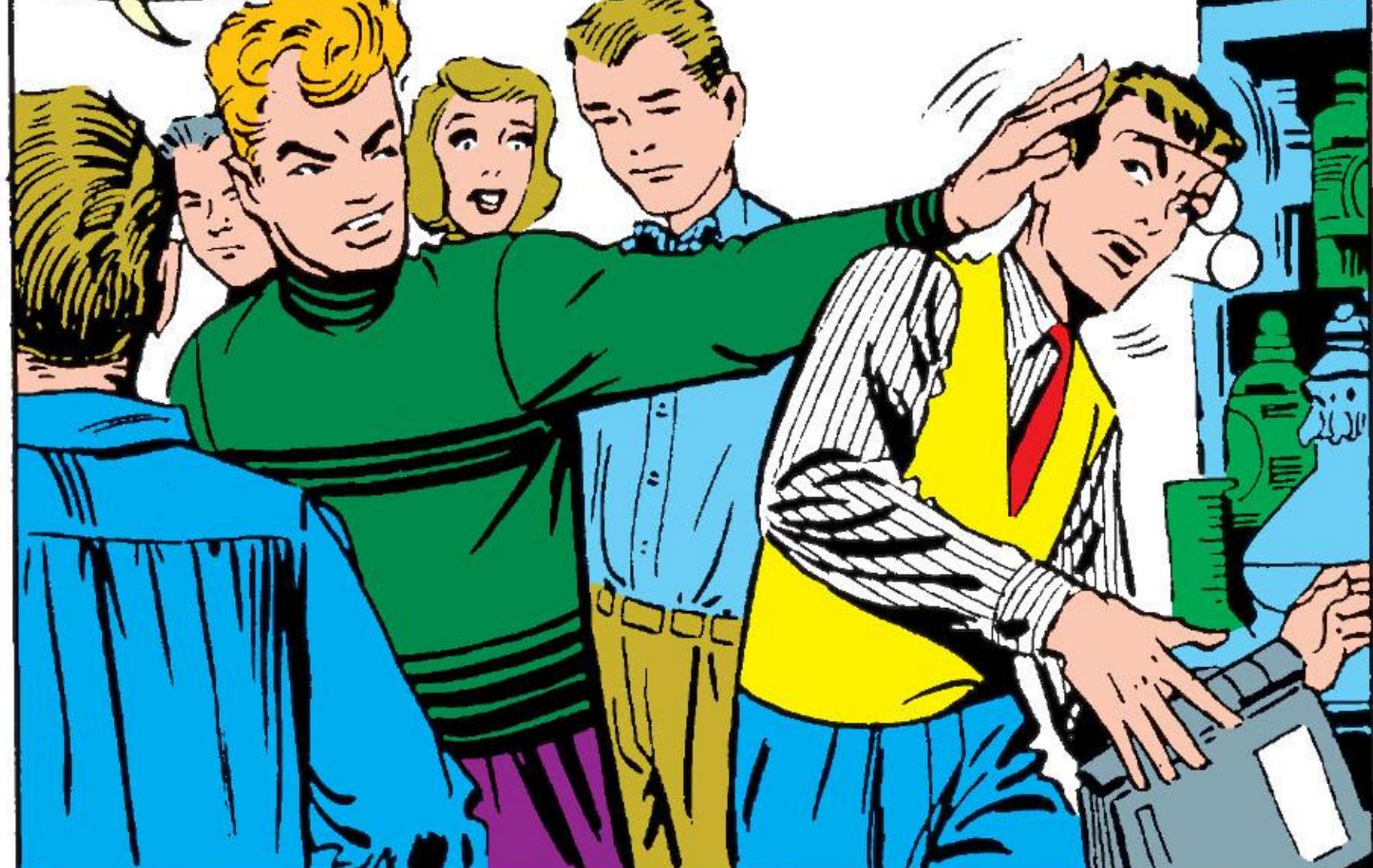
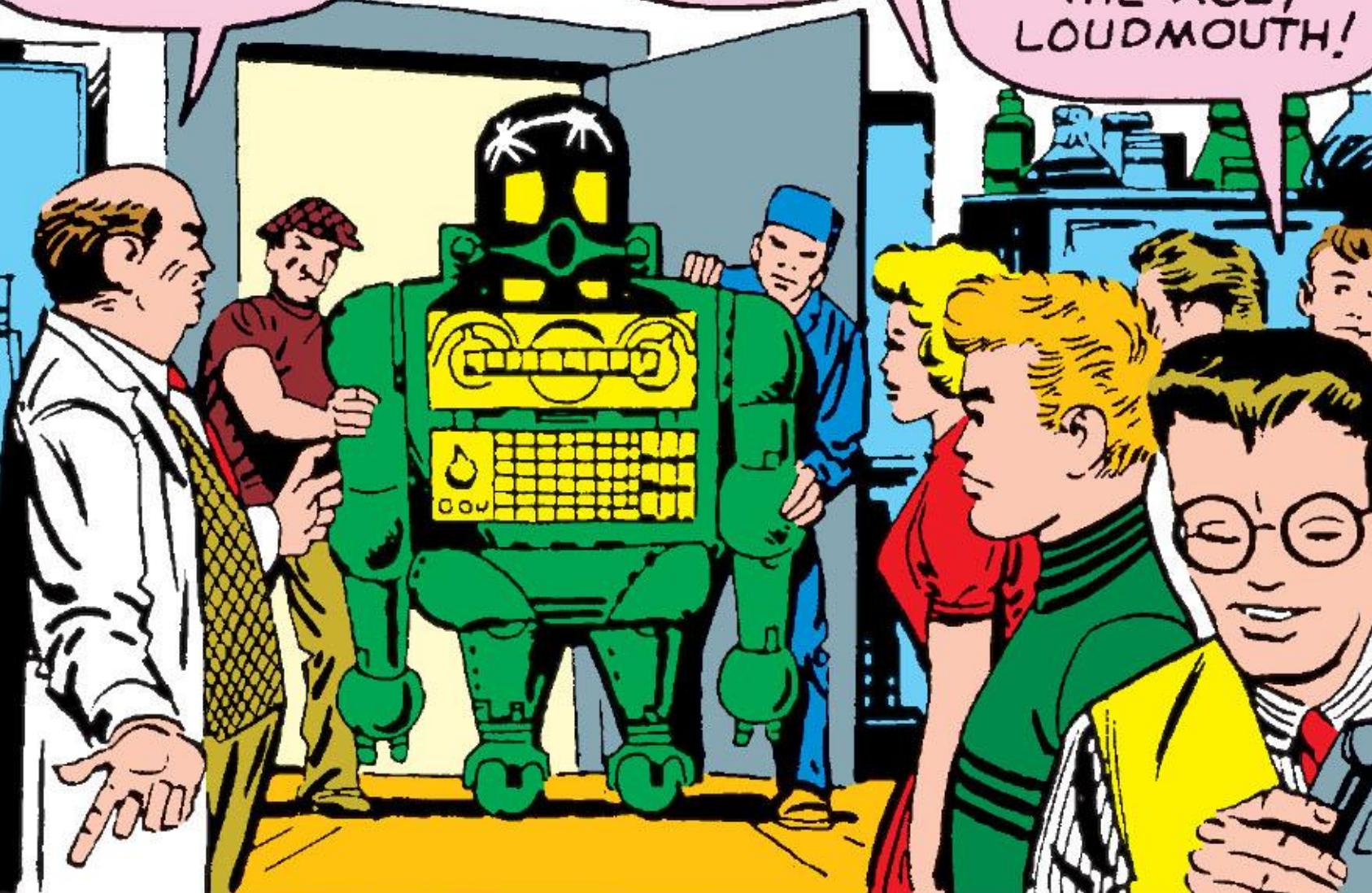
WOW! WHAT A CREEPY-LOOKIN' GIZMO THAT IS!

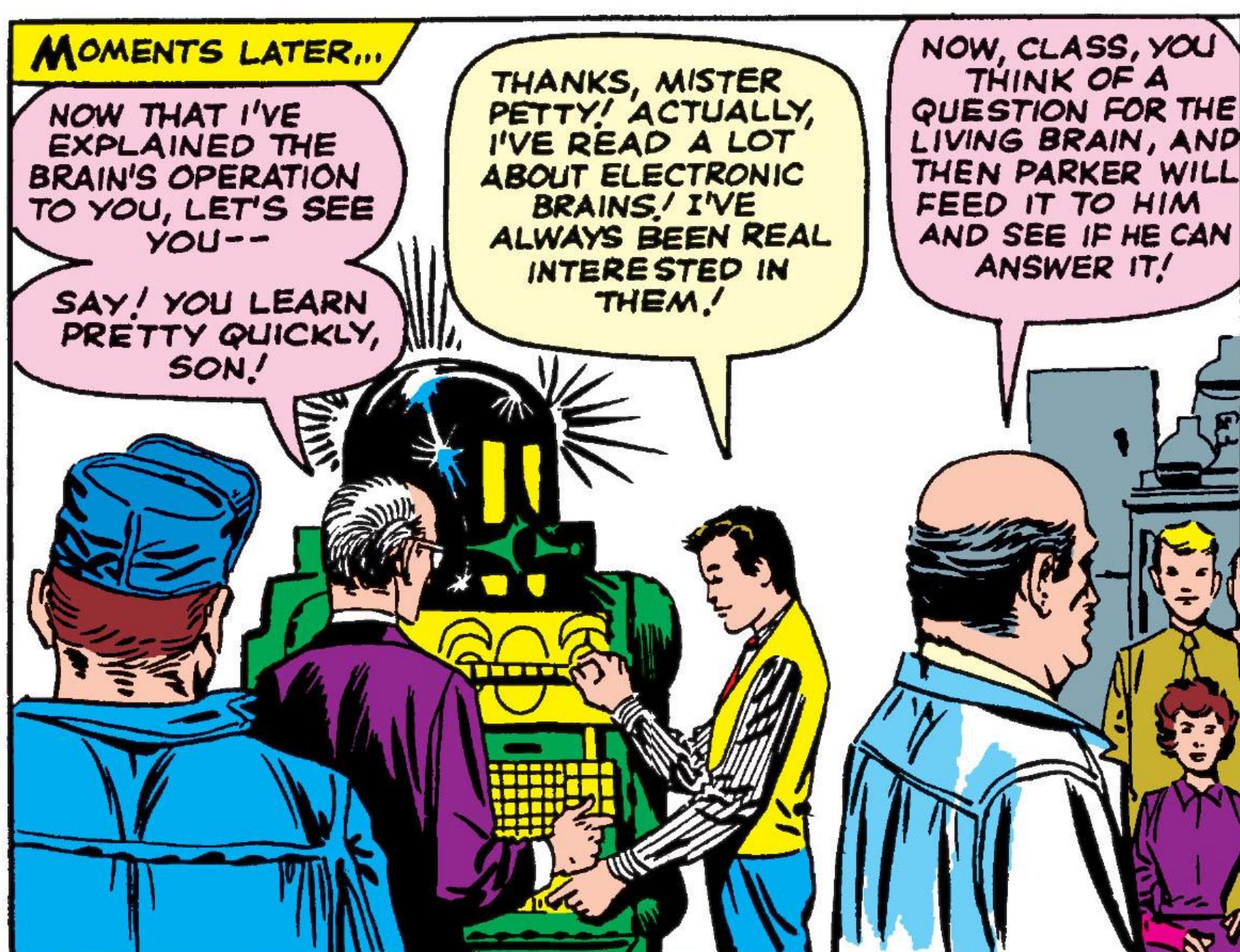
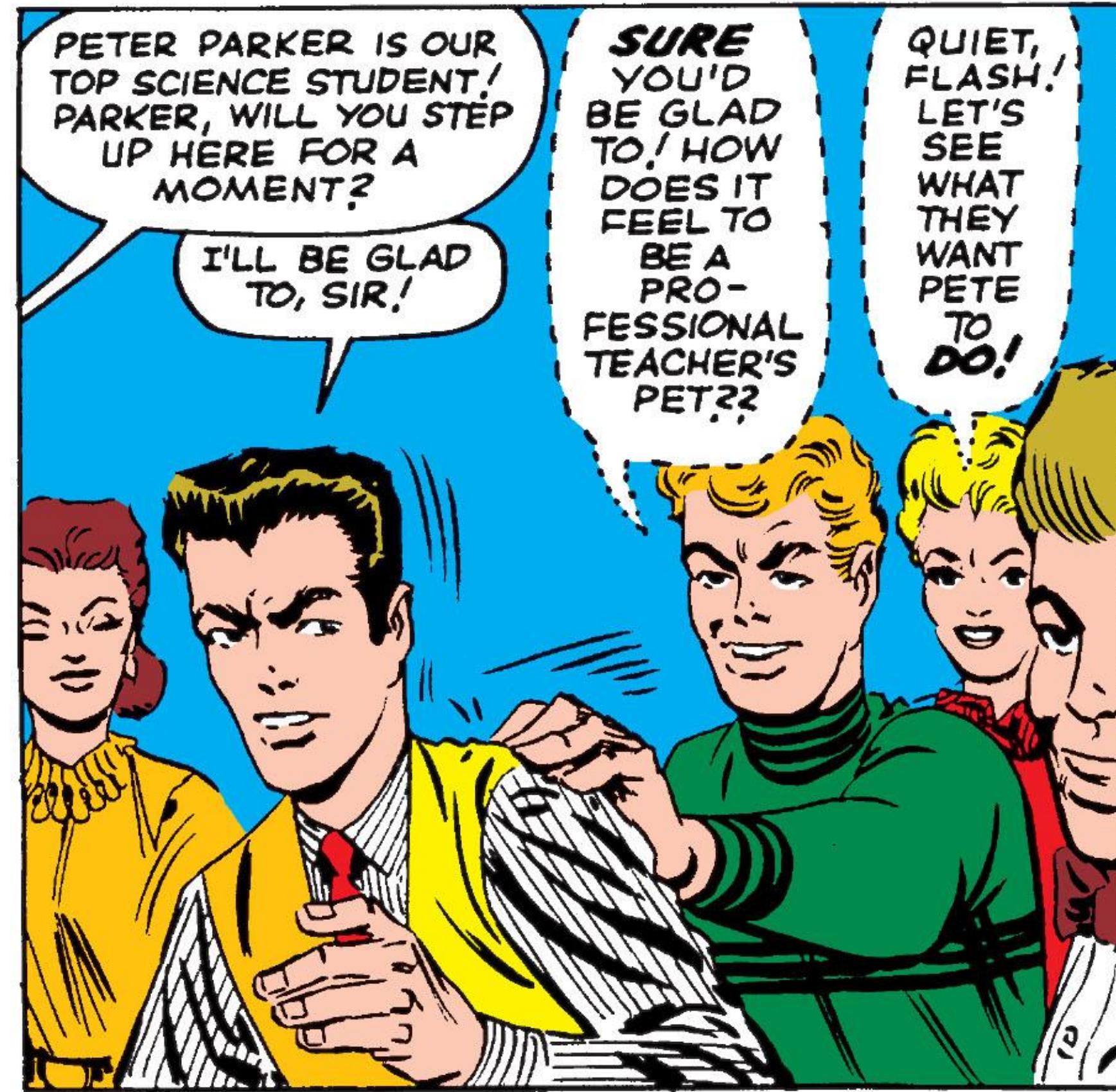
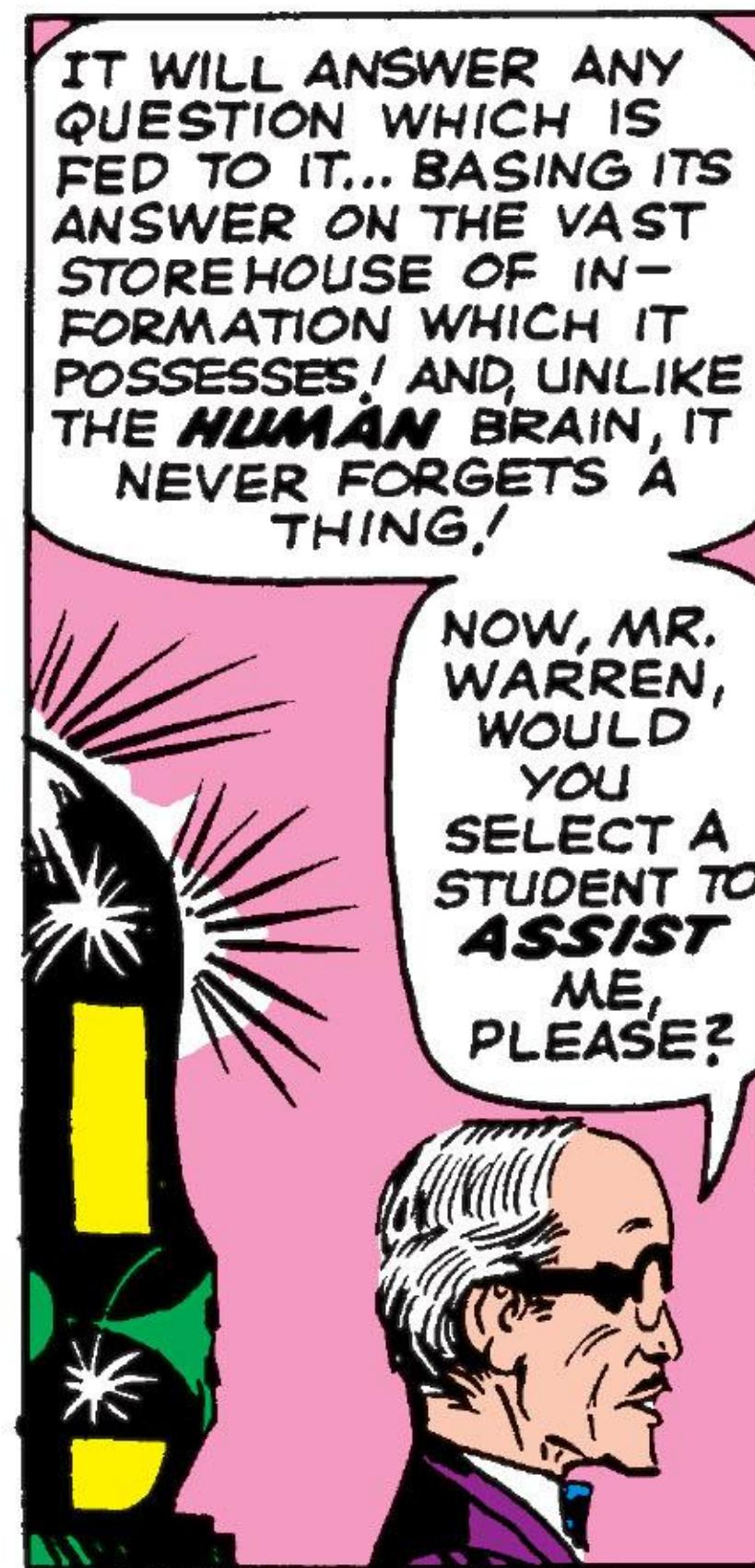
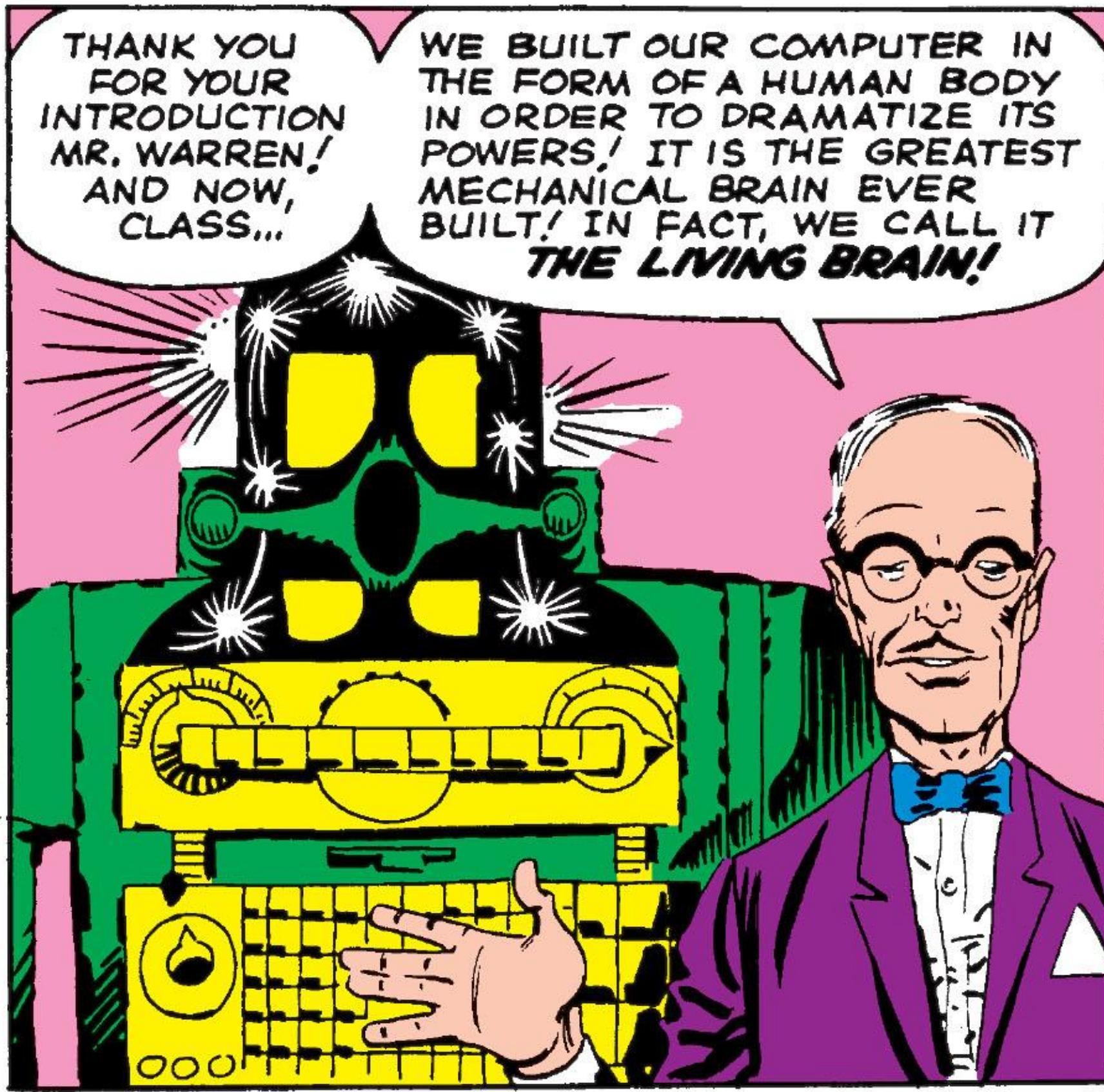
THAT "GIZMO" HAPPENS TO BE ONE OF THE SCIENTIFIC MARVELS OF THE AGE, LOUDMOUTH!

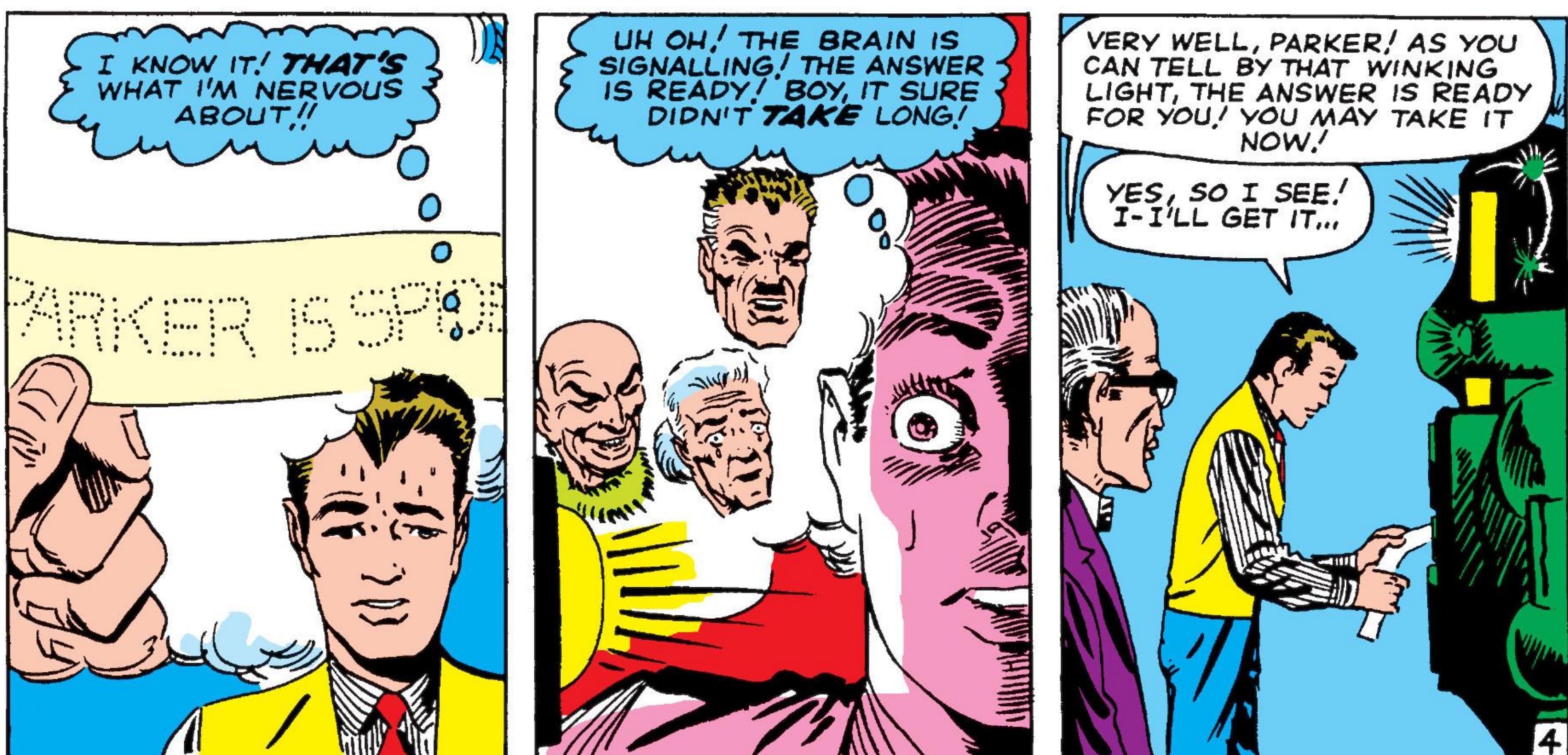
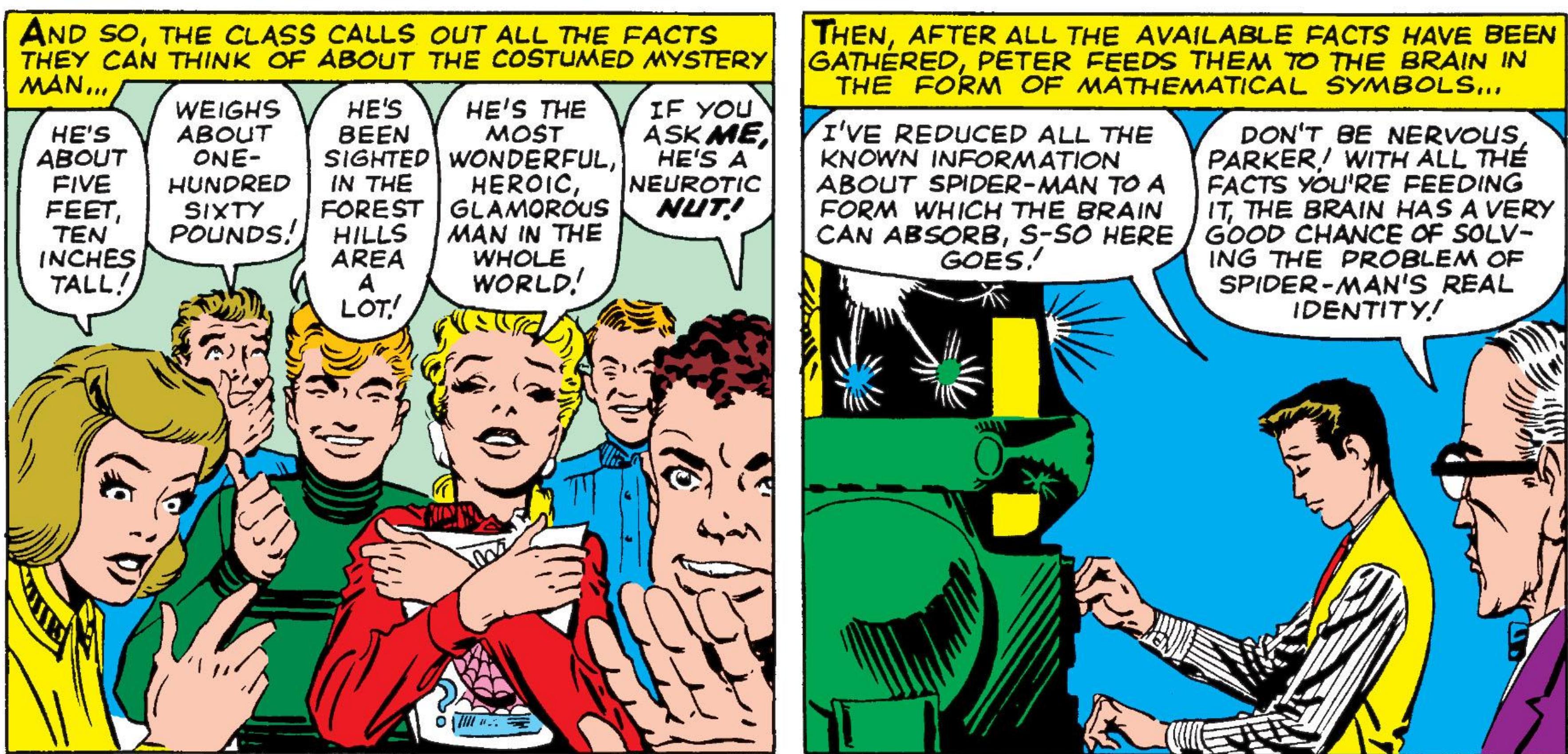
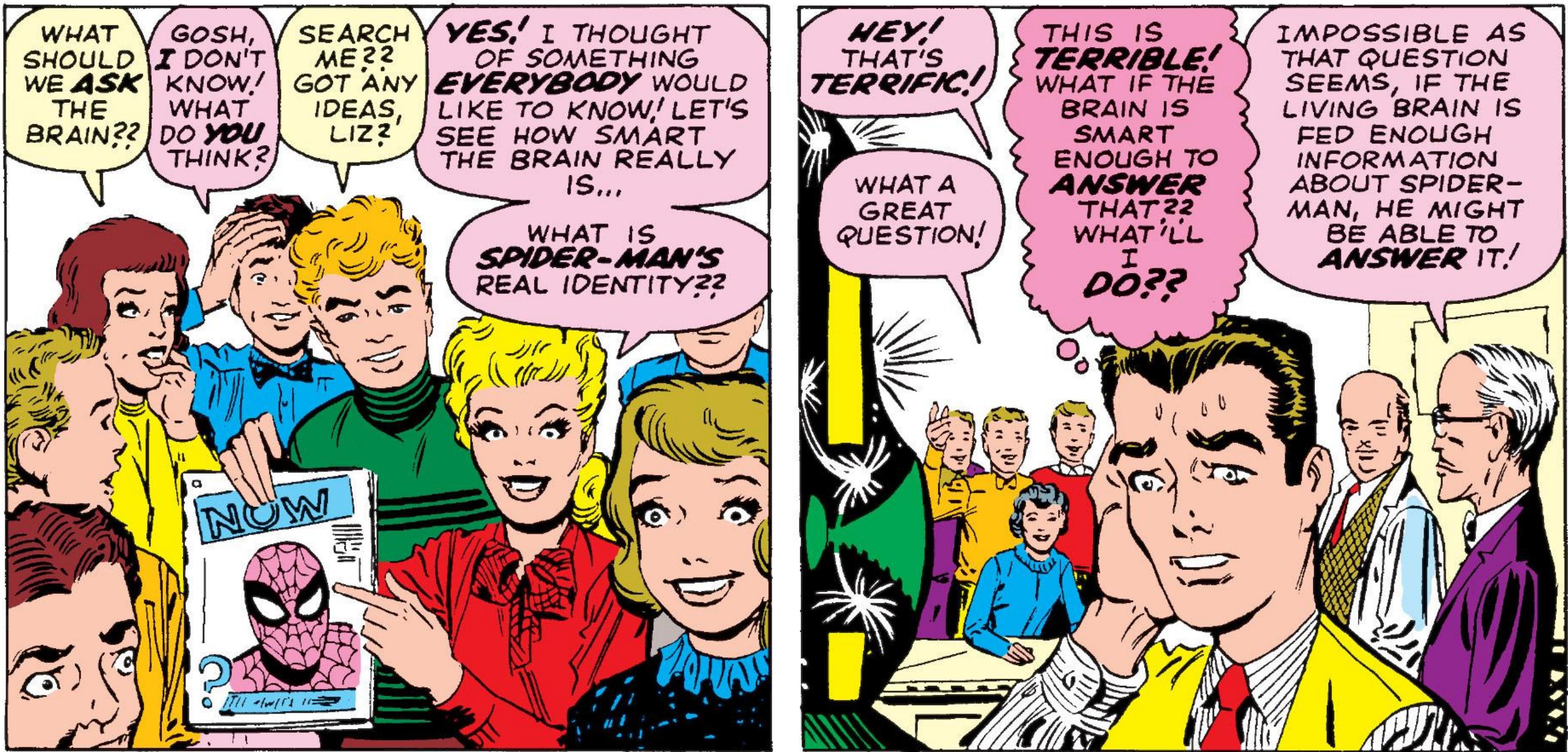
WELL, WELL! LISTEN TO PETER PARKER, THE DEMON SCIENTIST!

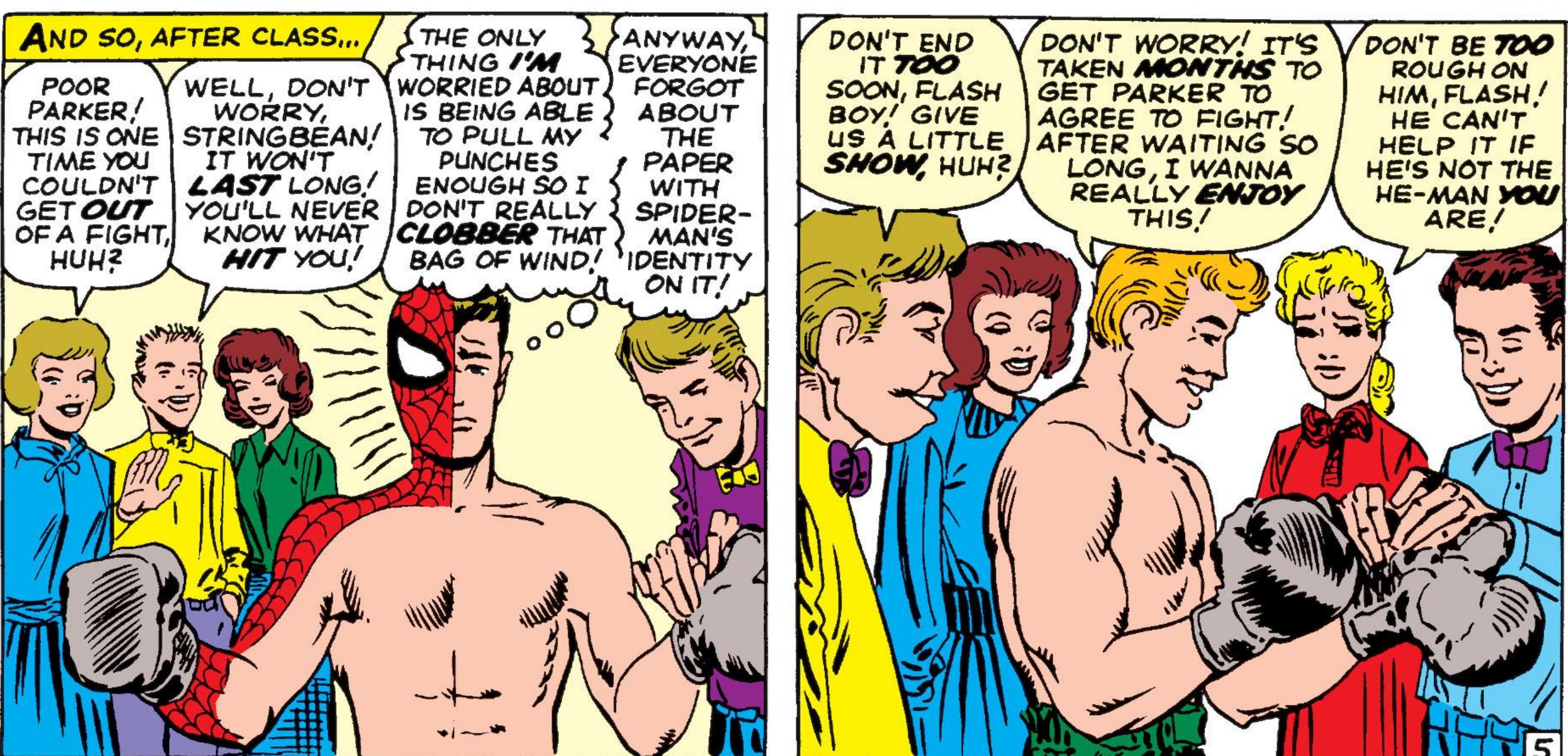
YOU SURE TALK BIG AND BRAVE WHEN THE TEACHER'S AROUND, EH, PUNY PARKER?

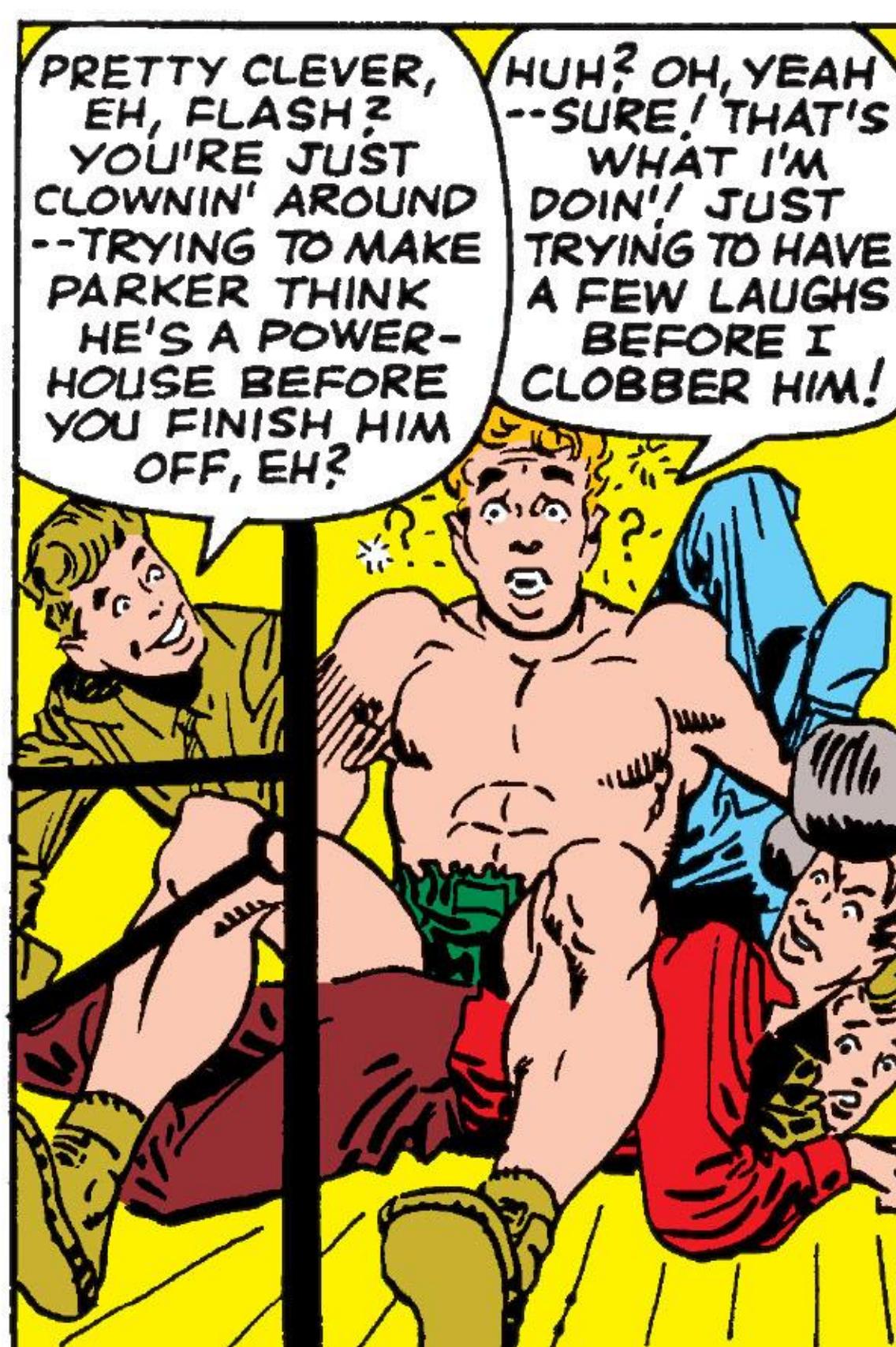
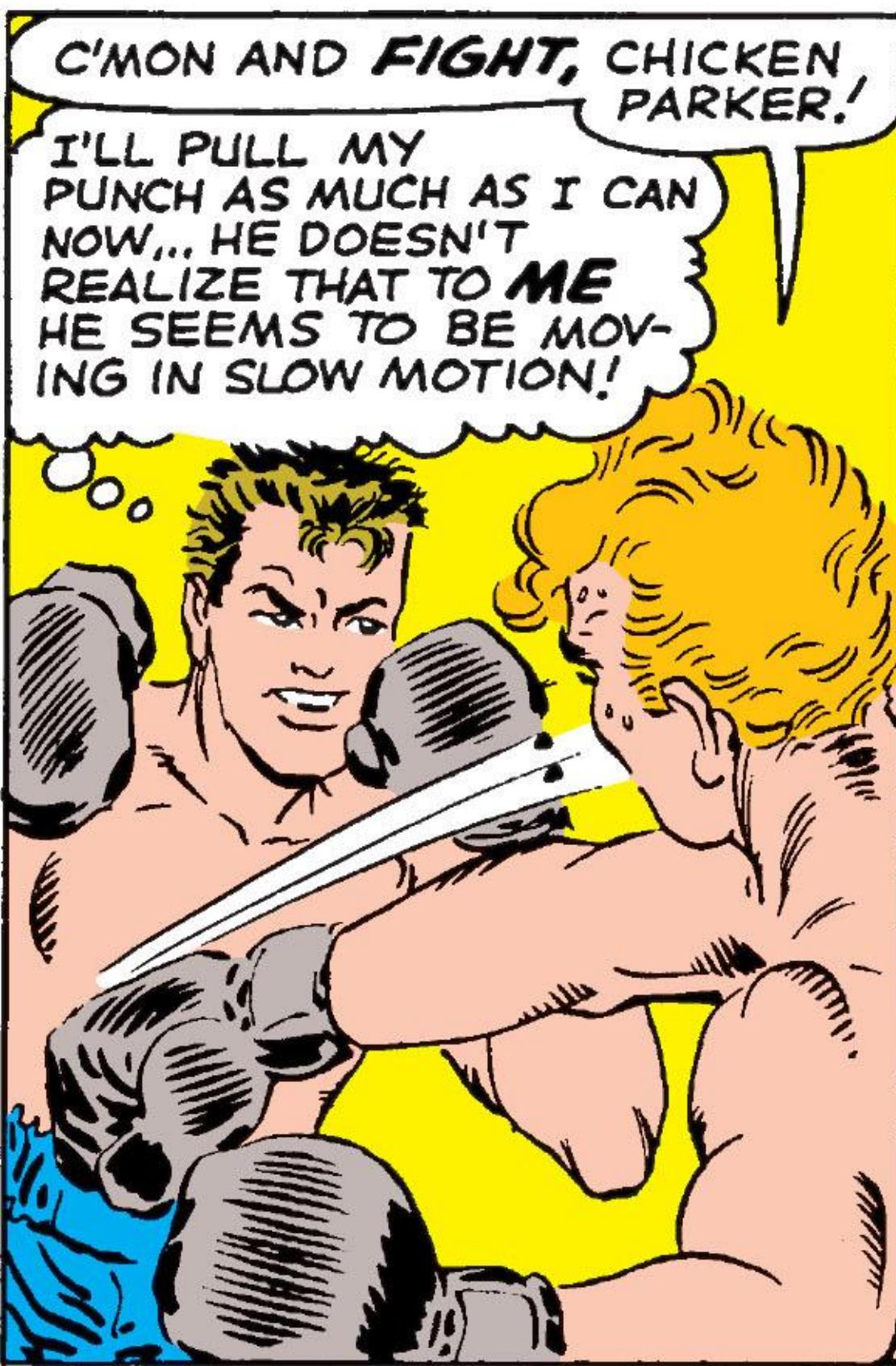
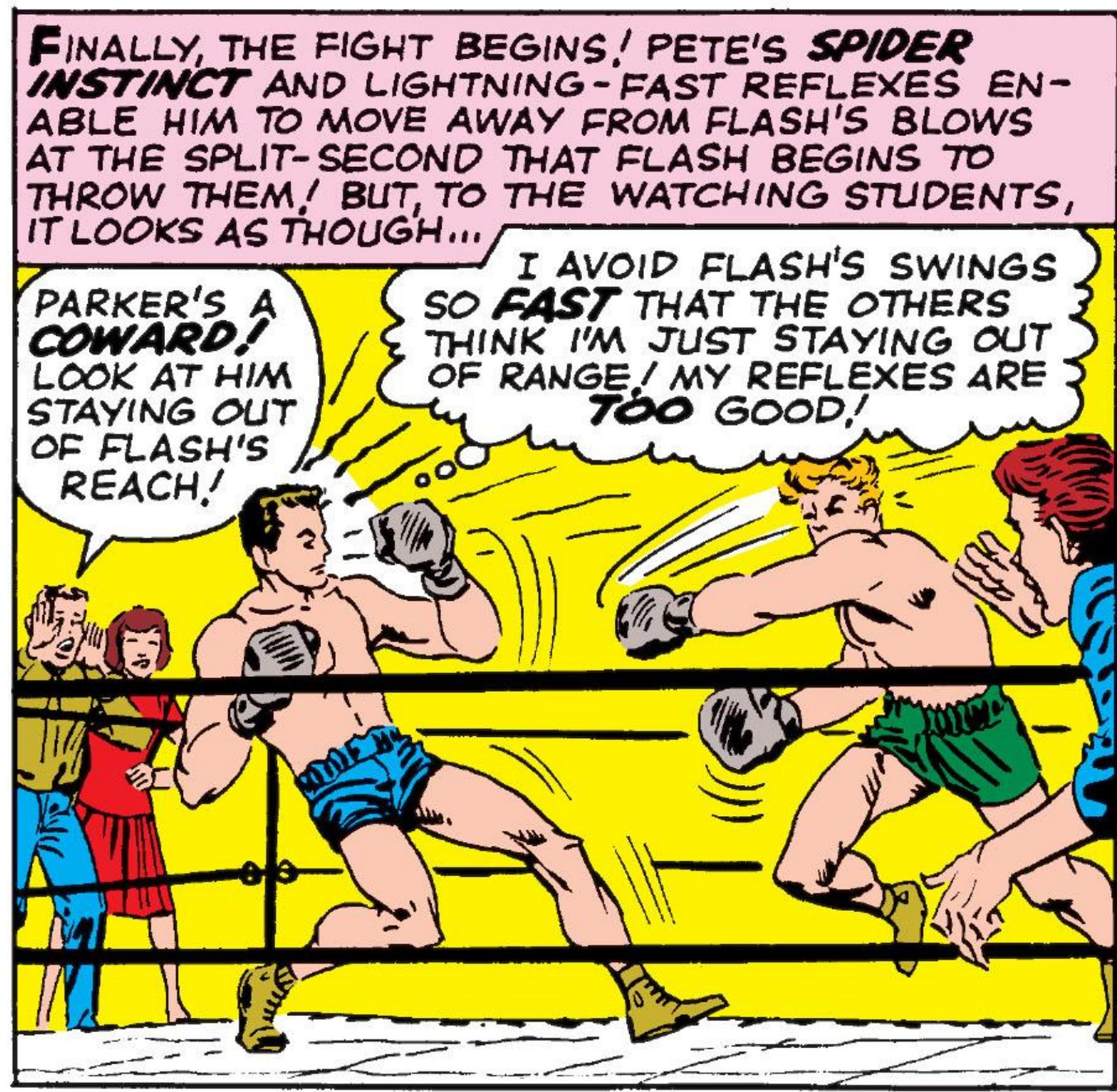
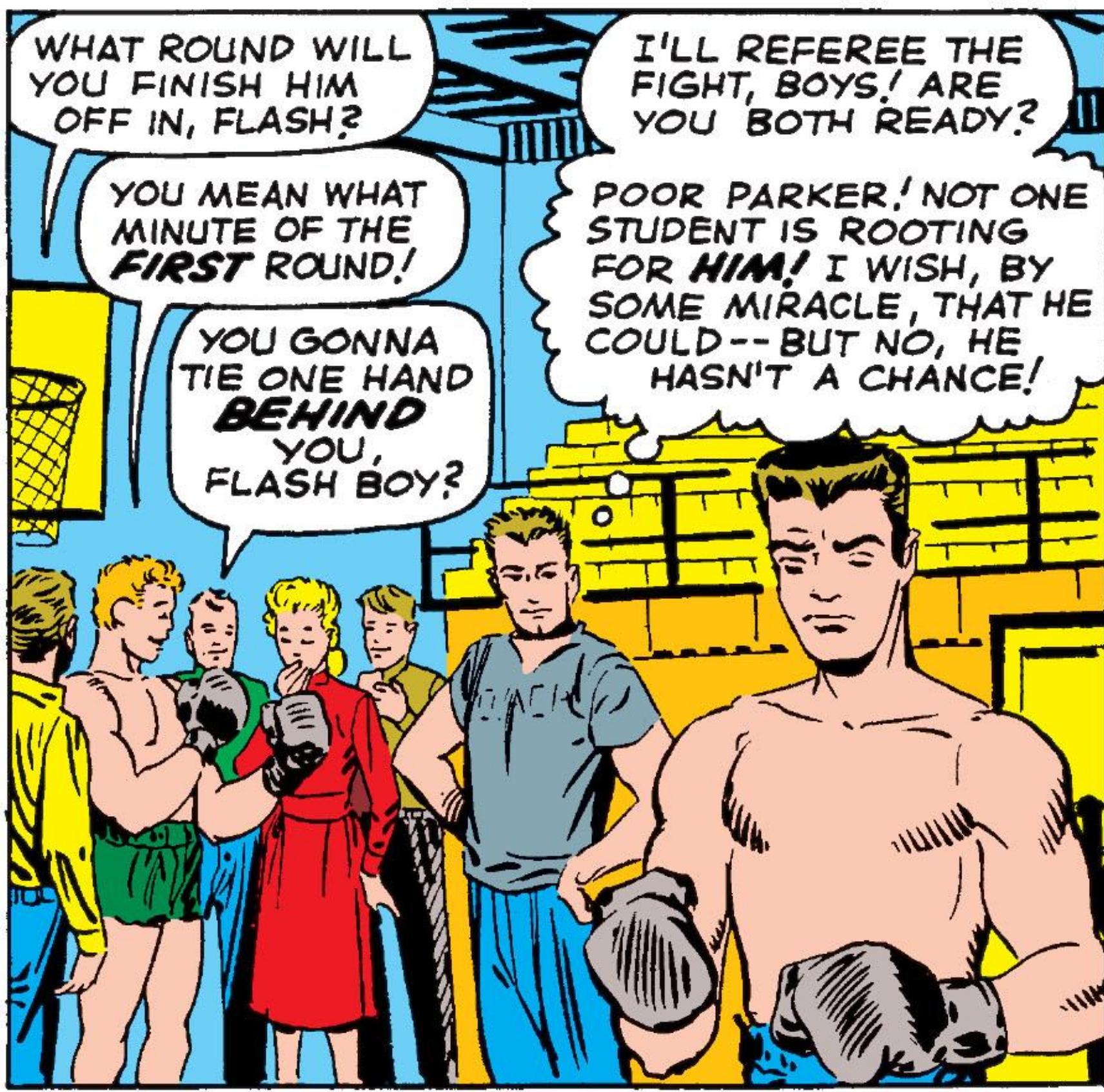
LOOK OUT, YOU DUMB CLOWN! MY GLASSES--!!











BUT, DESPITE HIS BRAVE WORDS, FLASH THOMPSON APPROACHES HIS FOE WITH FAR MORE CAUTION THAN BEFORE...

IT MUSTA JUST BEEN A LUCKY PUNCH! B-BUT HOW DID HE KNOCK ME CLEAN THROUGH THE ROPES???

IT ALL HAPPENED SO FAST-- I PROBABLY TRIPPED! SURE, THAT MUST BE IT! I JUST TRIPPED OVER THE ROPES!

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!



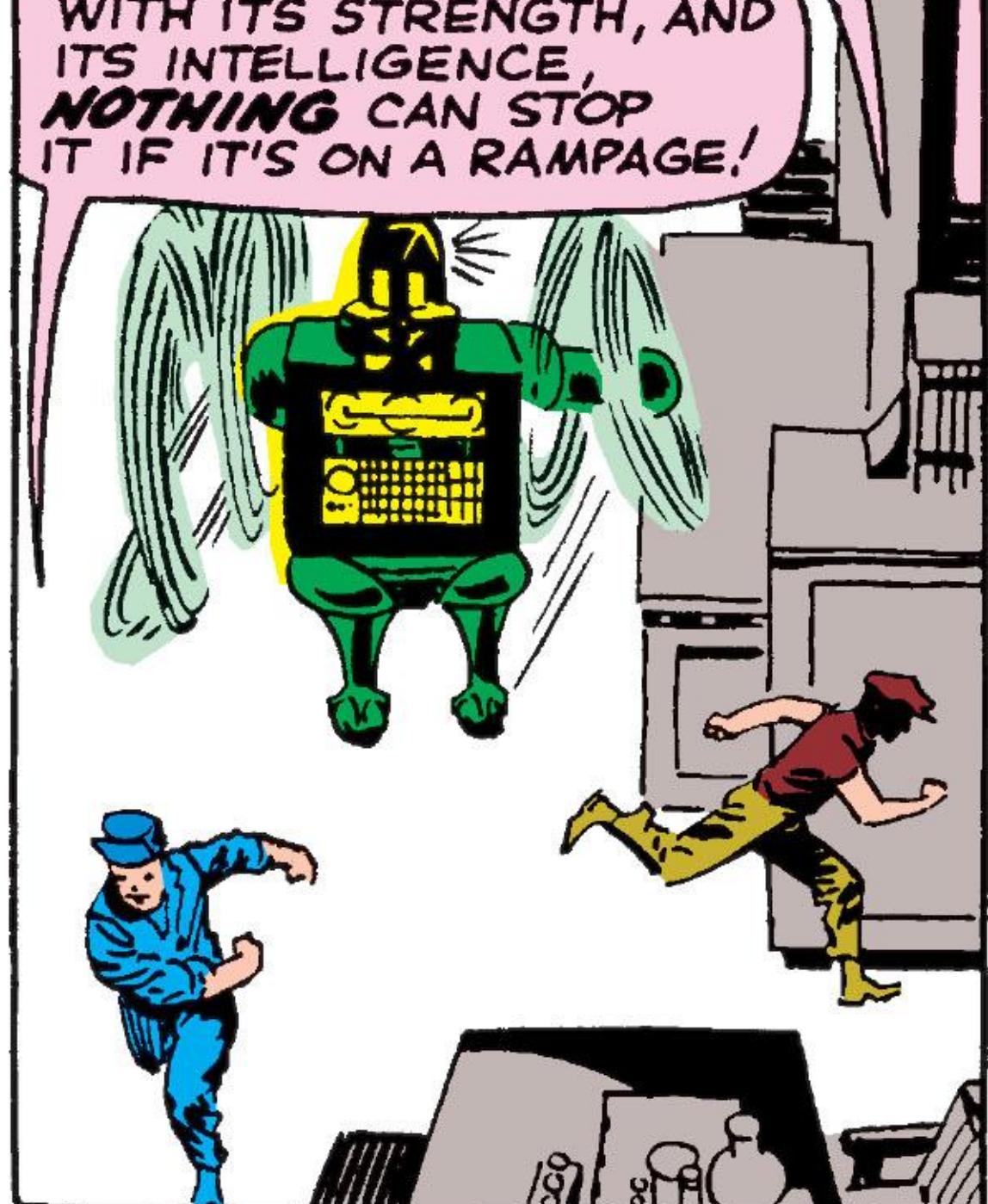
WE CAN'T STOP IT! CAN'T GET NEAR IT WHILE ITS ARMS ARE SWINGIN' THAT WAY!

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!

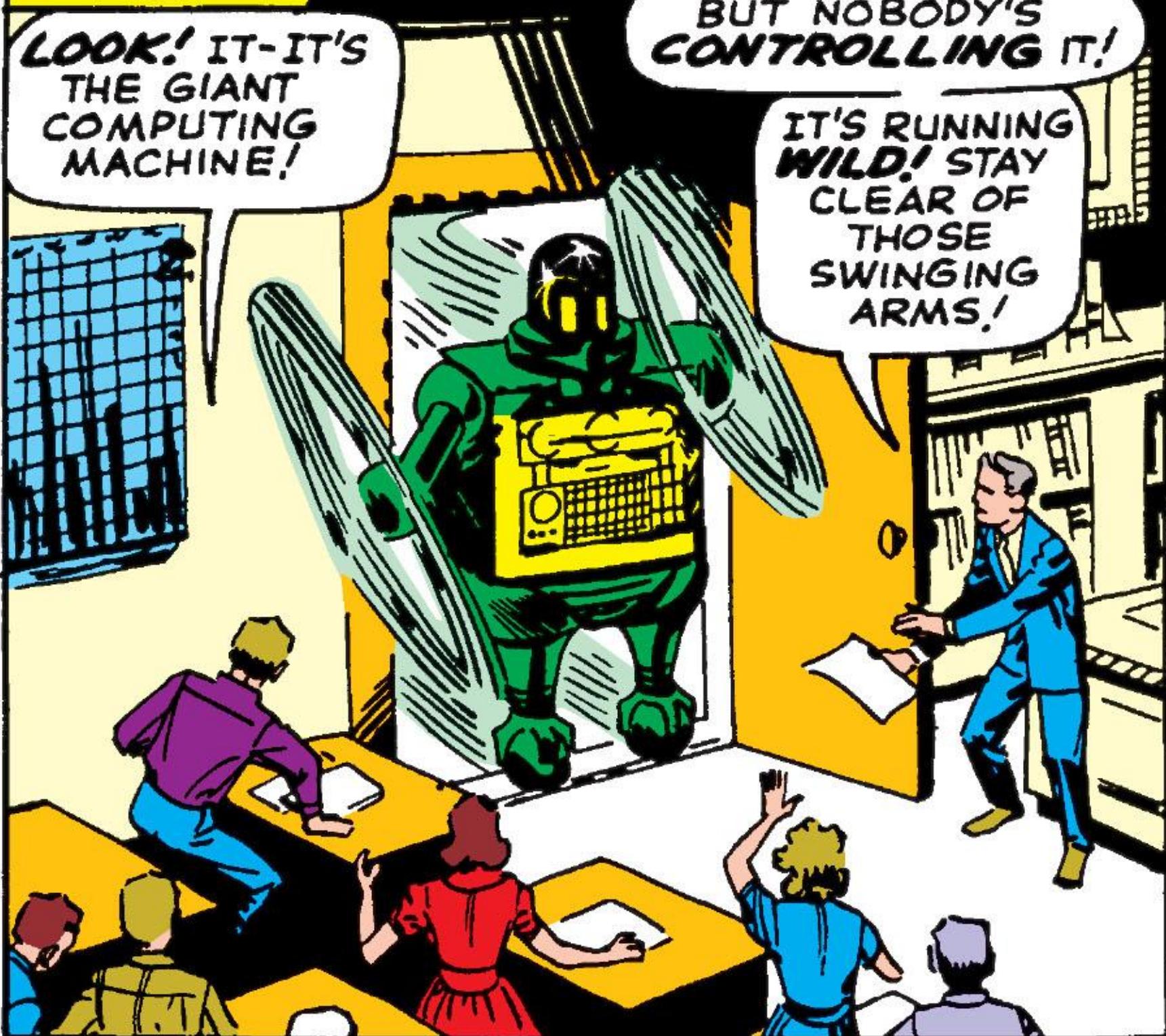


BUT SUDDENLY, THE LIVING BRAIN TAKES A RANDOM TURN, AND...

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

BUT NOBODY'S CONTROLLING IT!

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

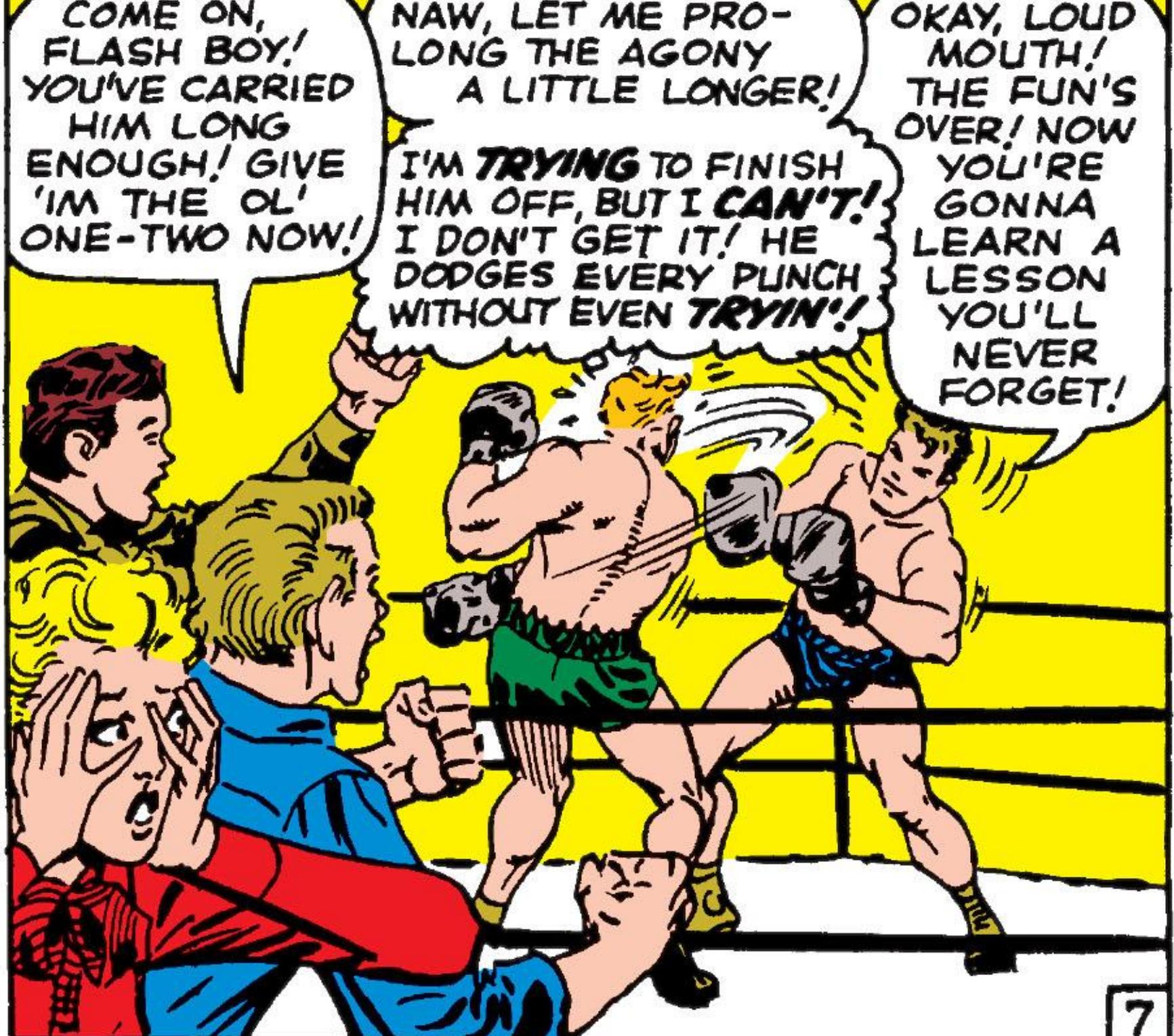


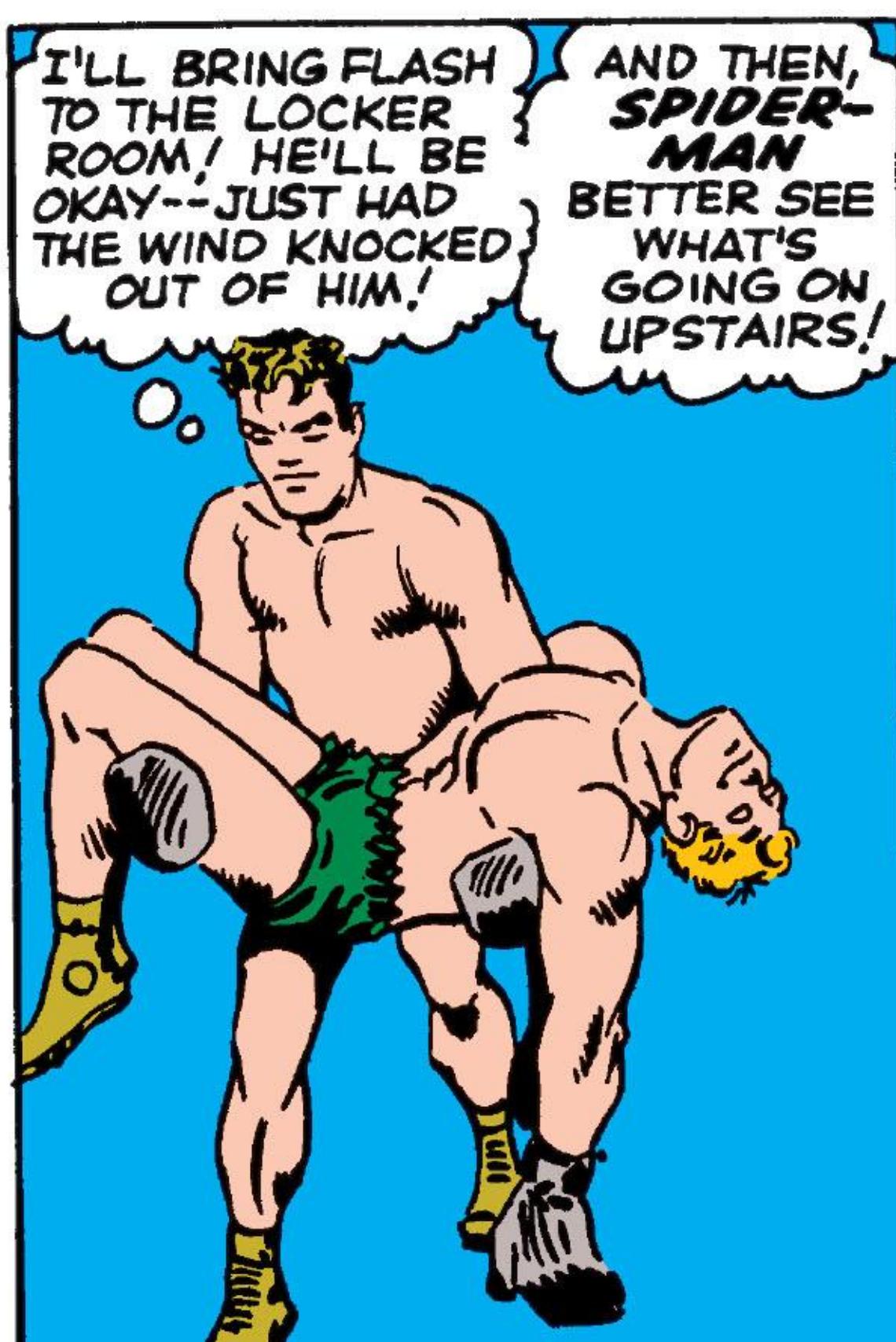
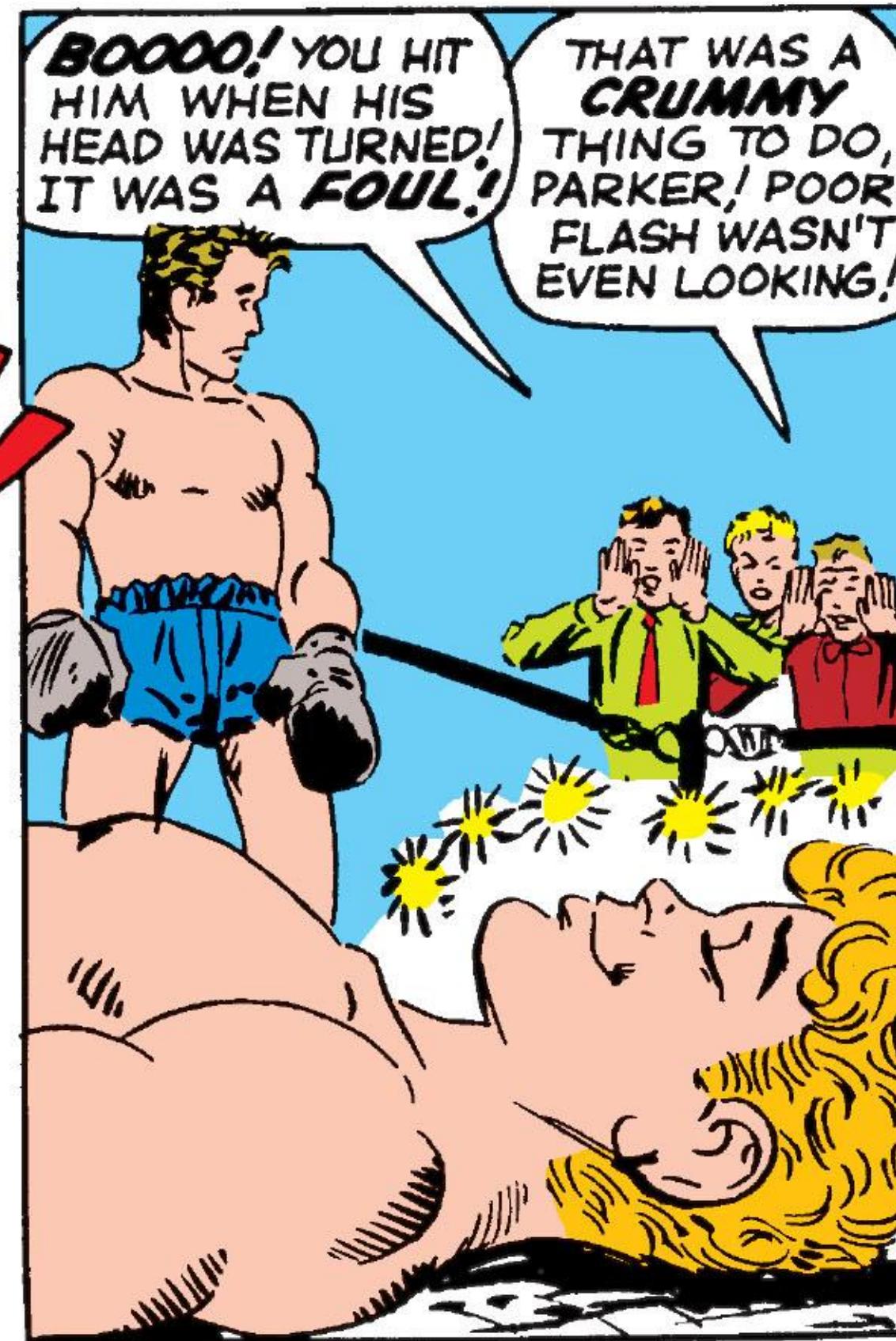
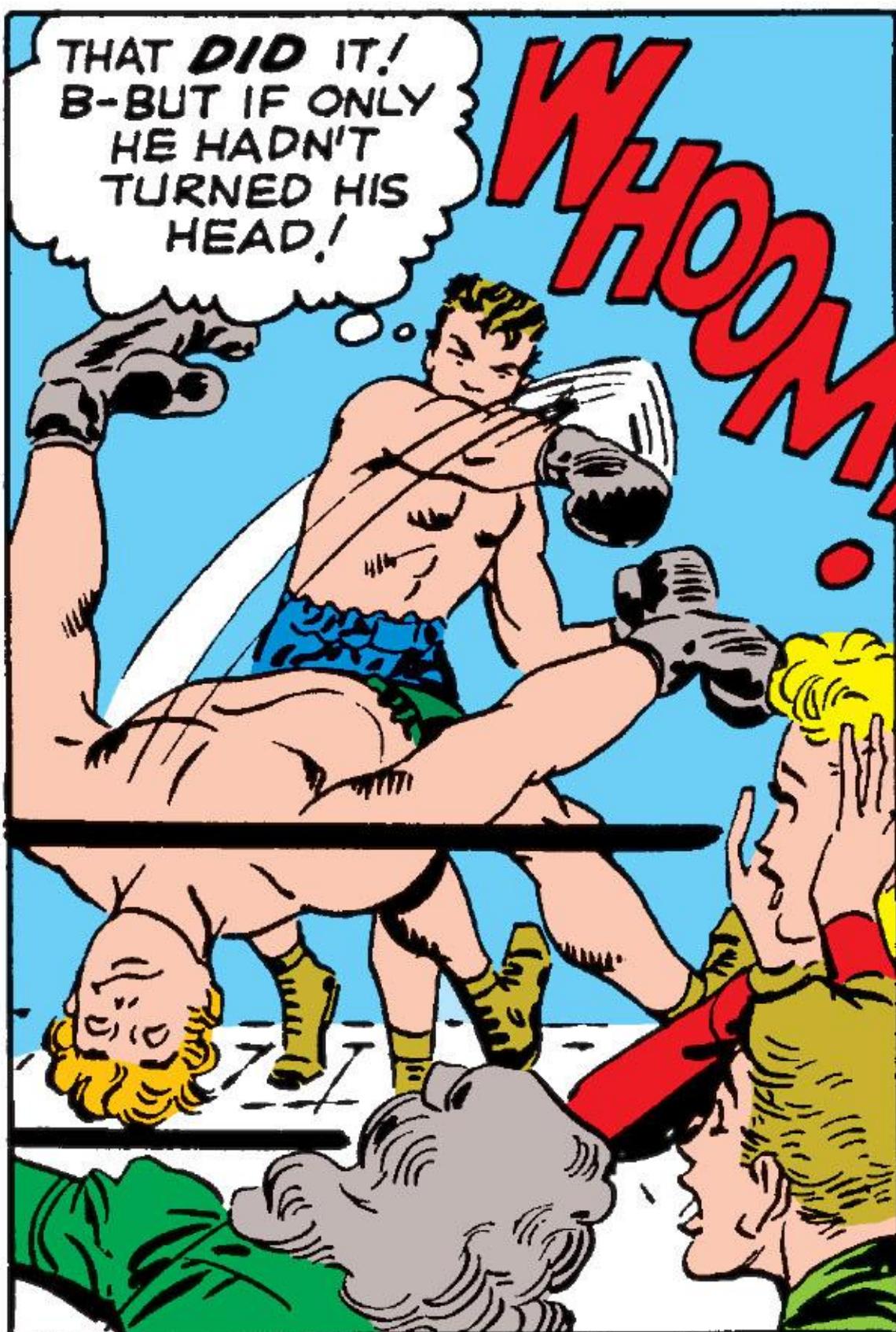
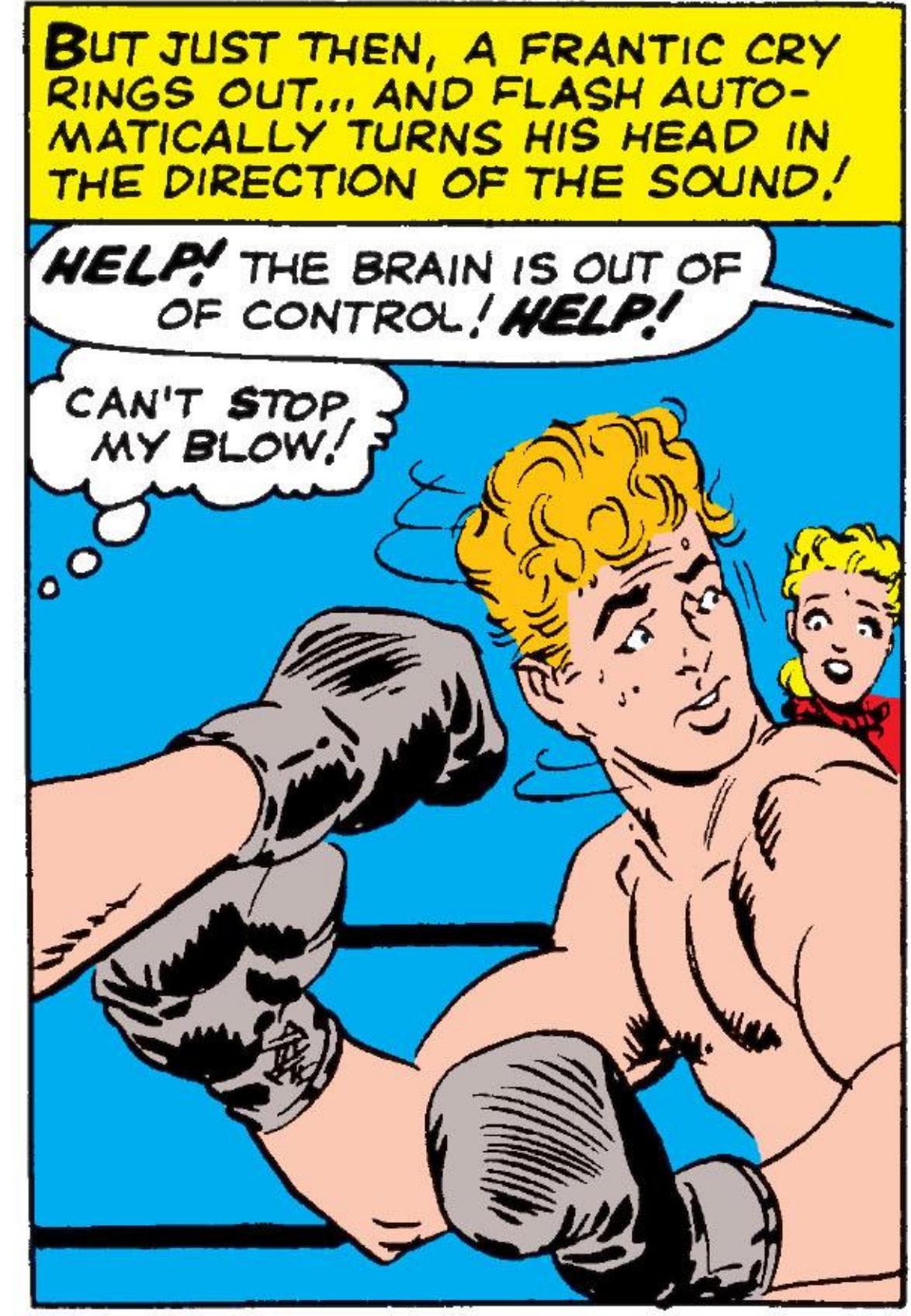
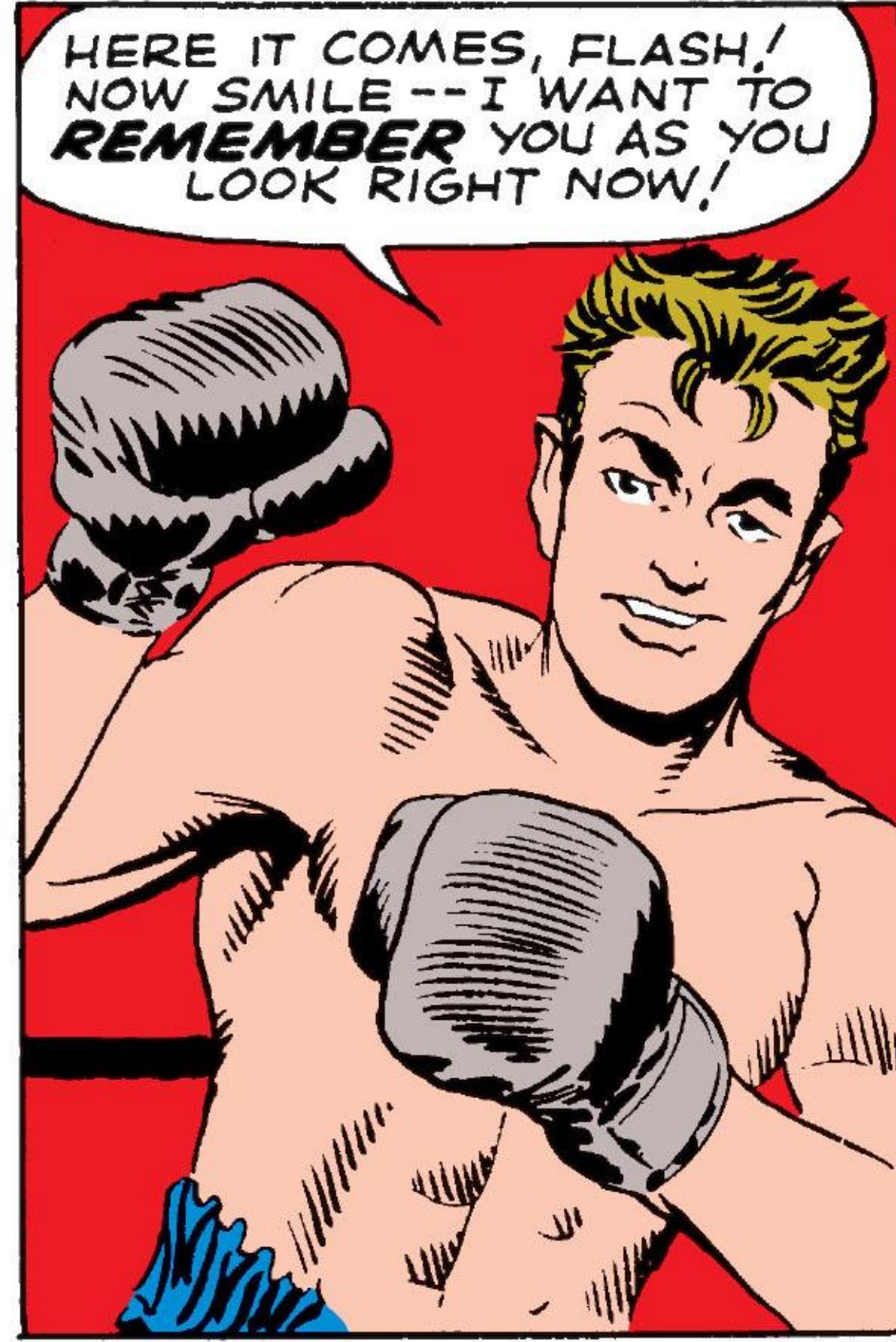
WHILE IN THE GYM BELOW, THE FIGHT GOES ON...

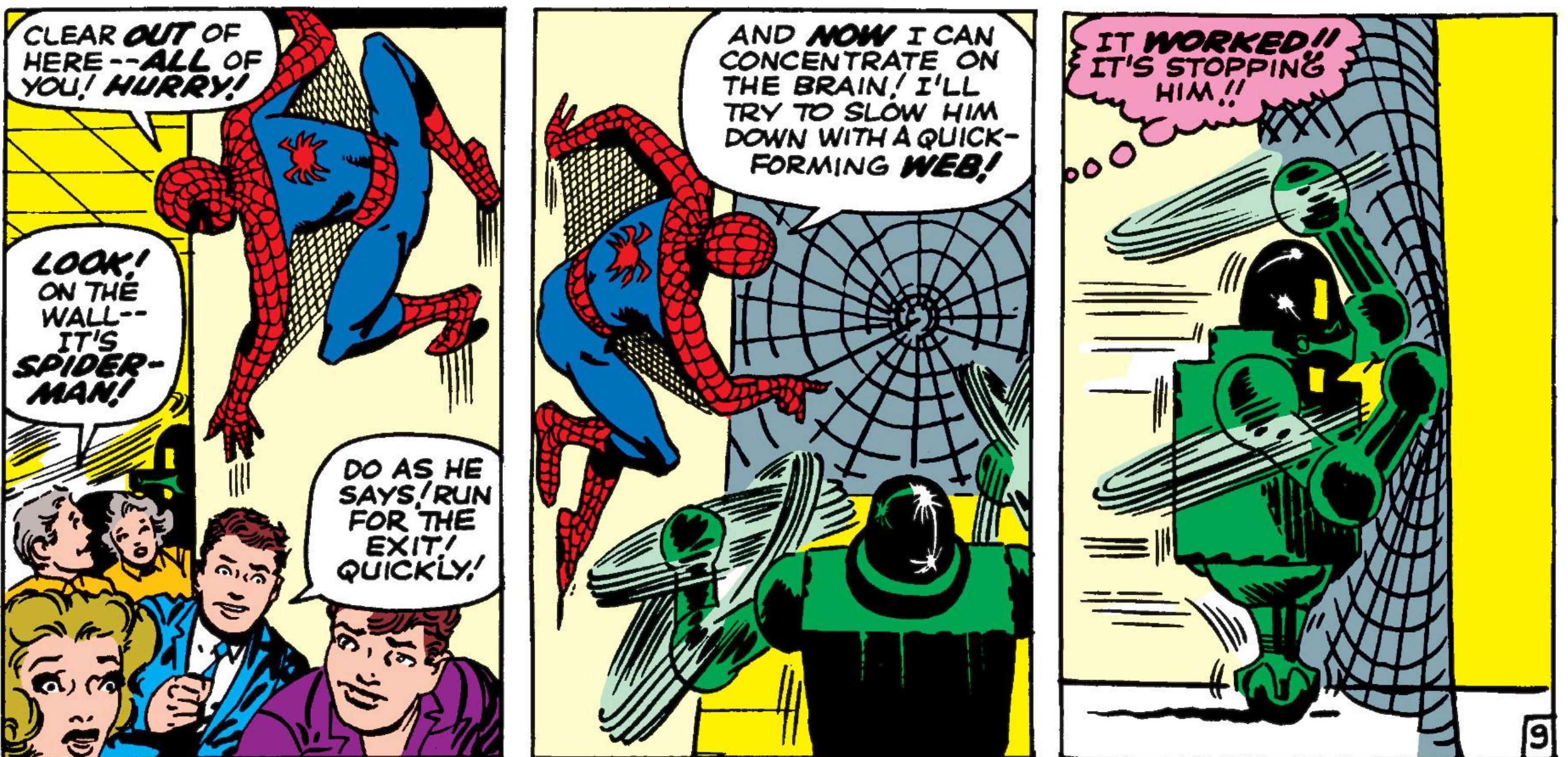
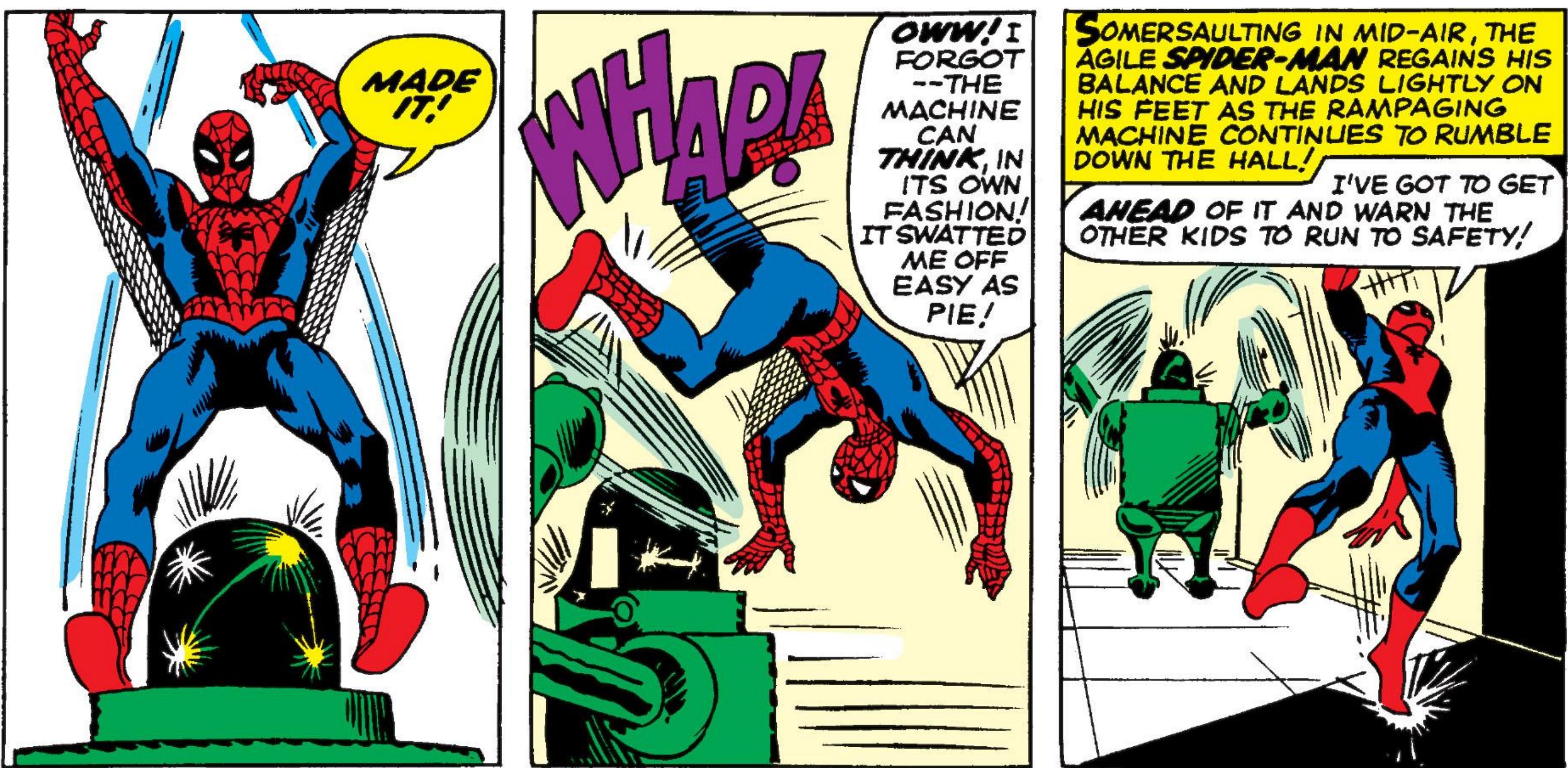
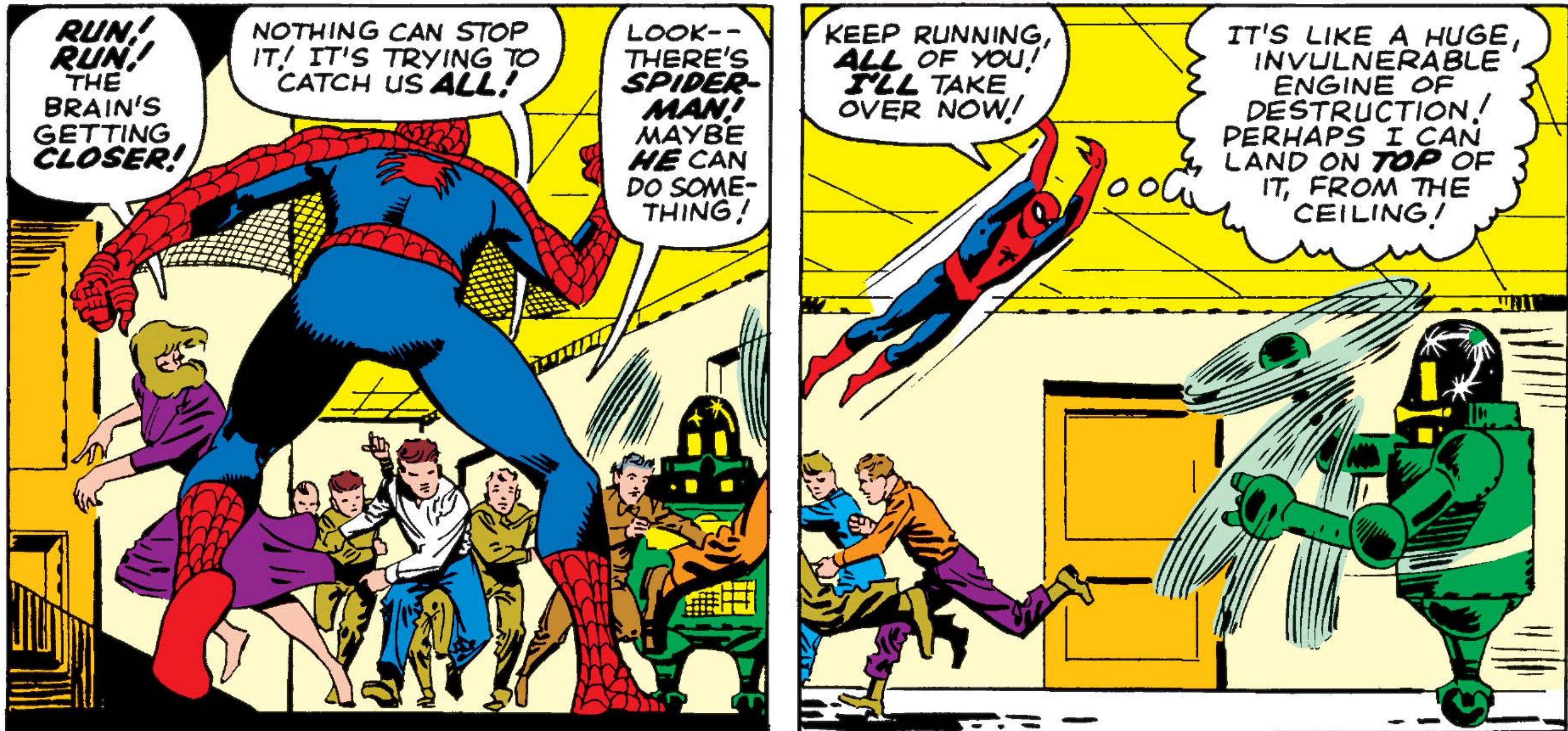
COME ON, FLASH BOY! YOU'VE CARRIED HIM LONG ENOUGH! GIVE 'IM THE OL' ONE-TWO NOW!

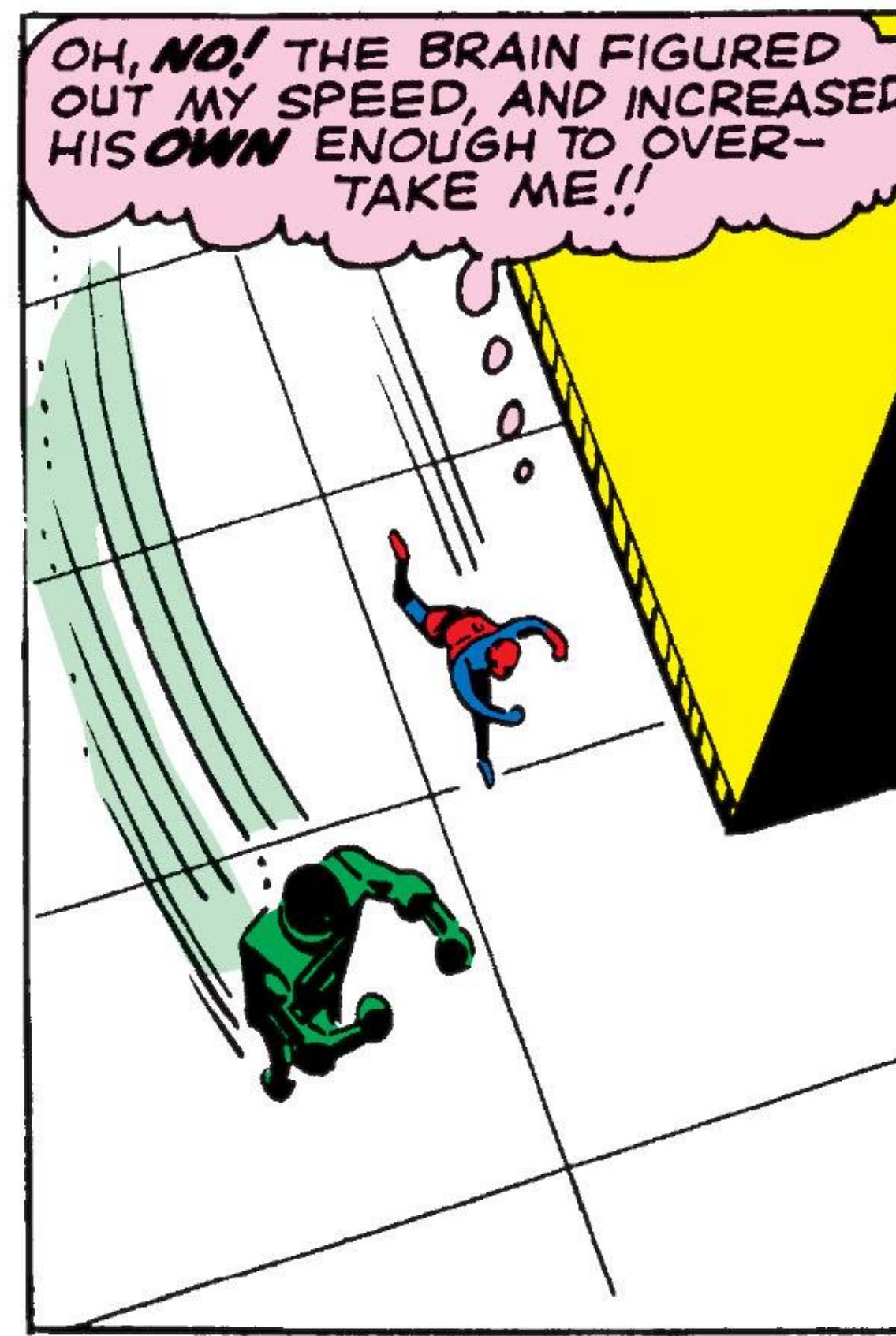
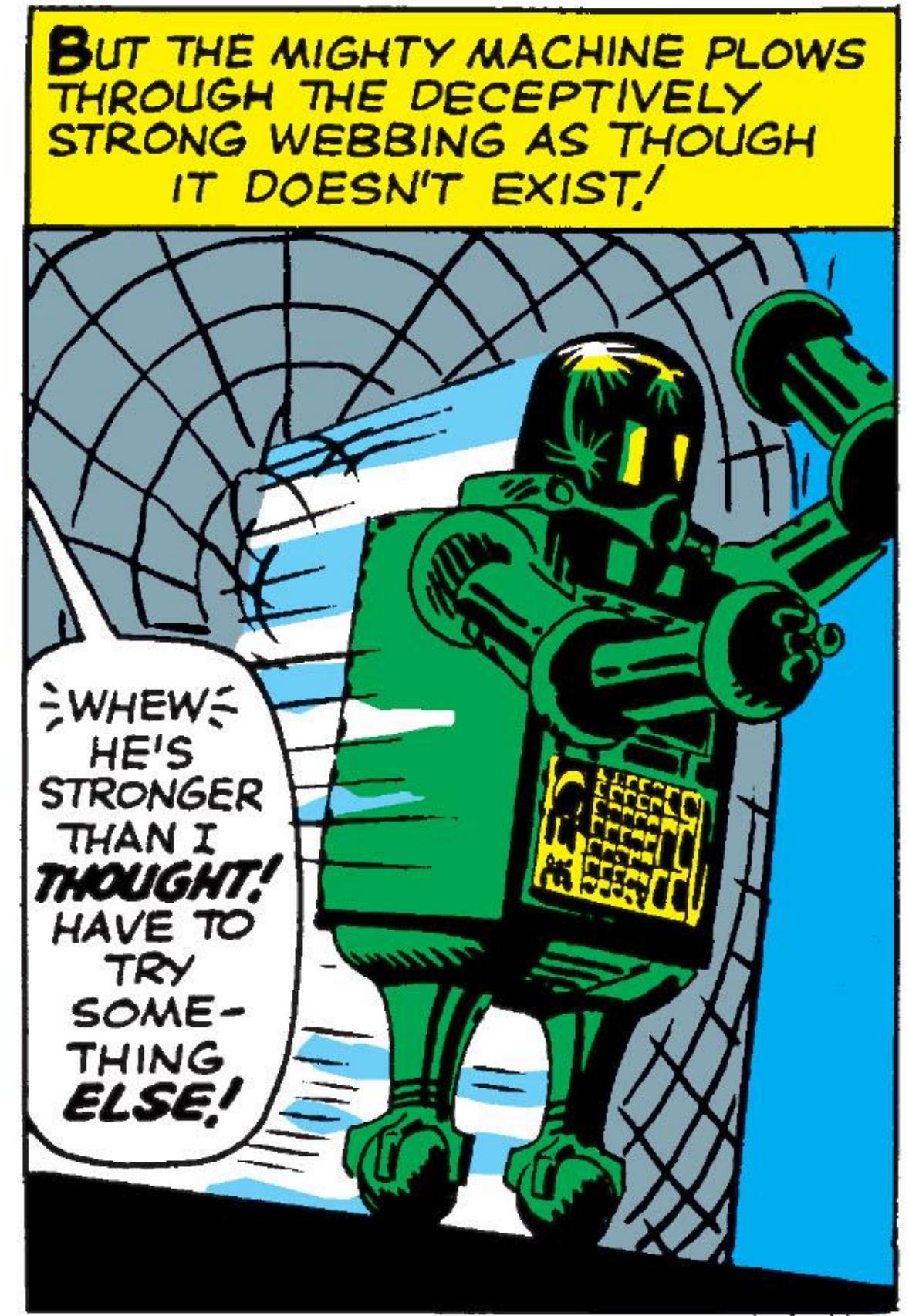
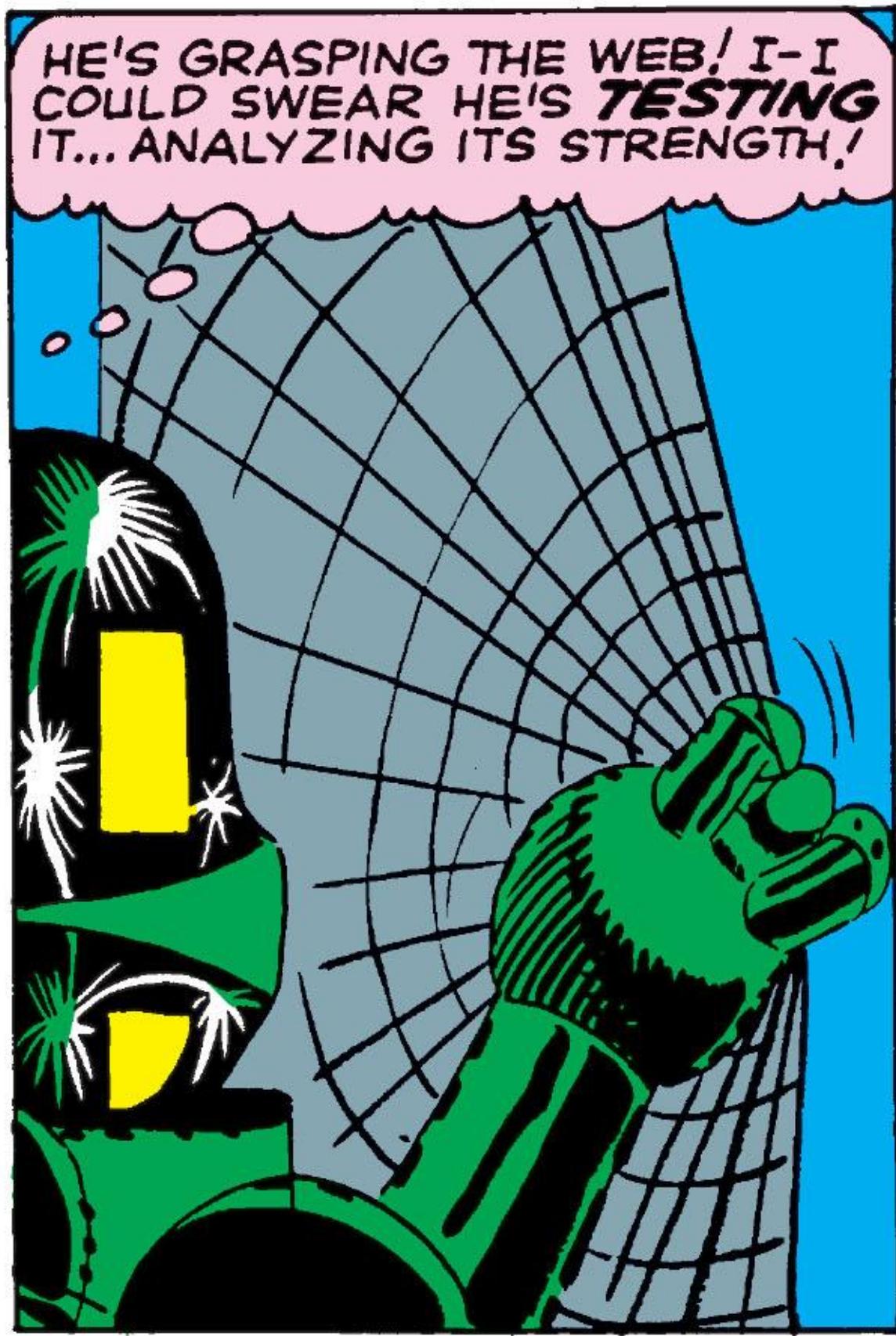
NAW, LET ME PROLONG THE AGONY A LITTLE LONGER! I'M TRYING TO FINISH HIM OFF, BUT I CAN'T! I DON'T GET IT! HE DODGES EVERY PUNCH WITHOUT EVEN TRYIN'!!

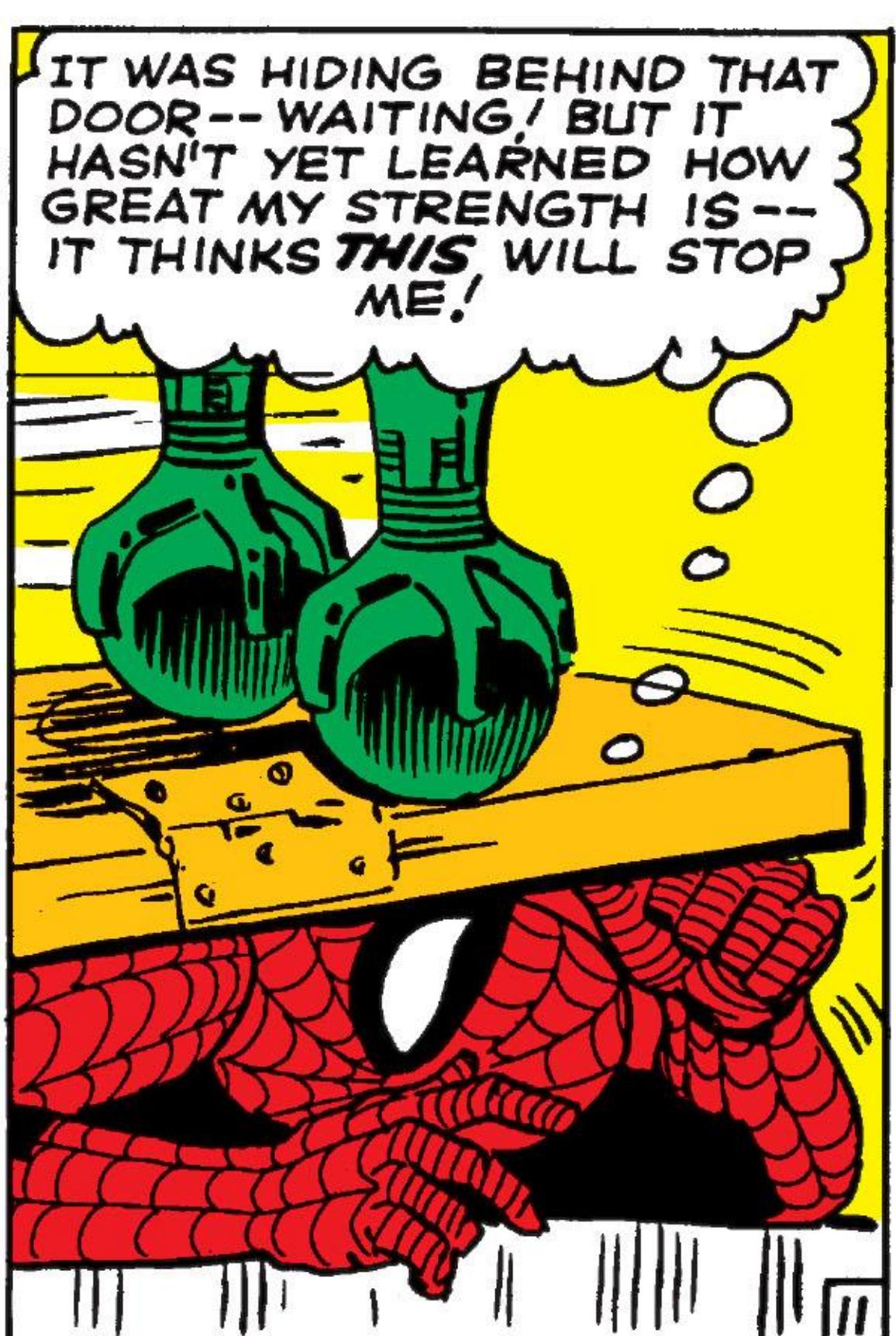
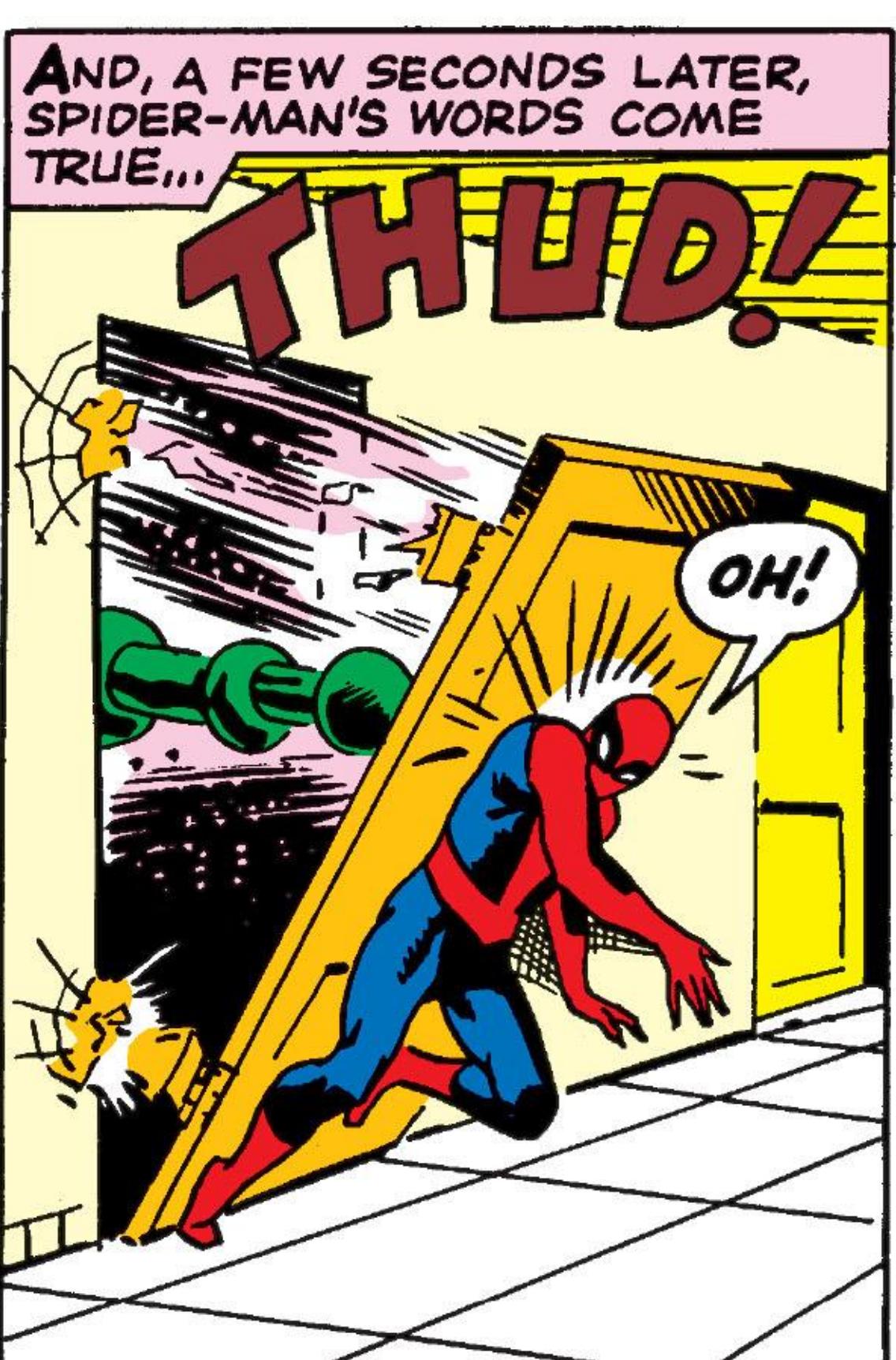
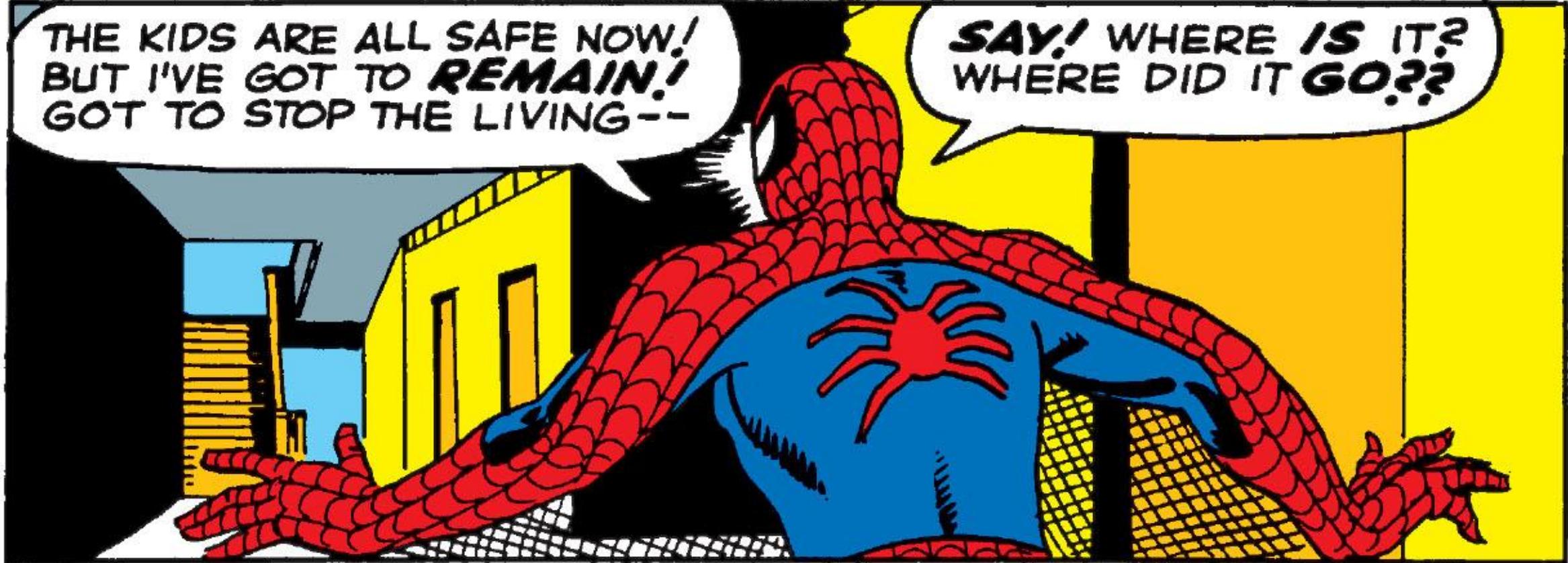
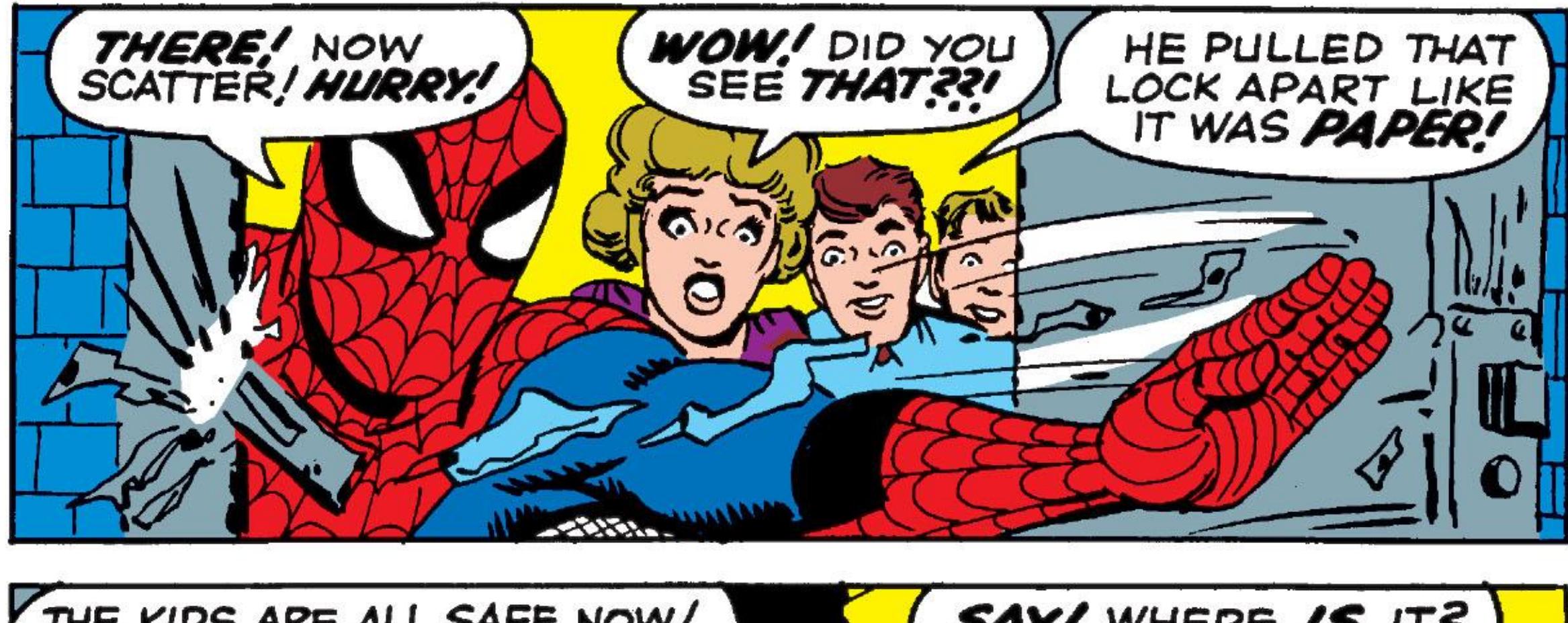
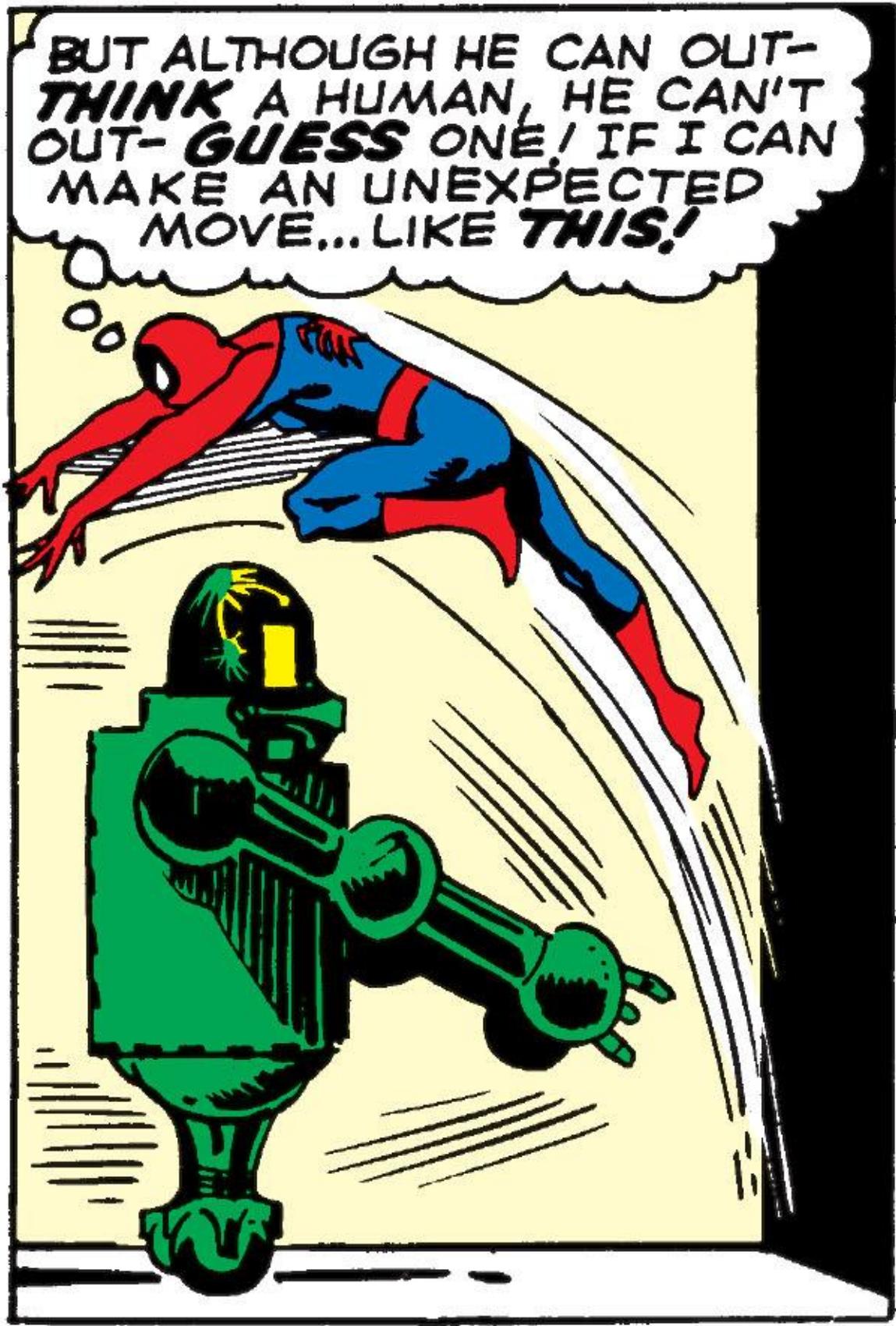
OKAY, LOUD MOUTH! THE FUN'S OVER! NOW YOU'RE GONNA LEARN A LESSON YOU'LL NEVER FORGET!

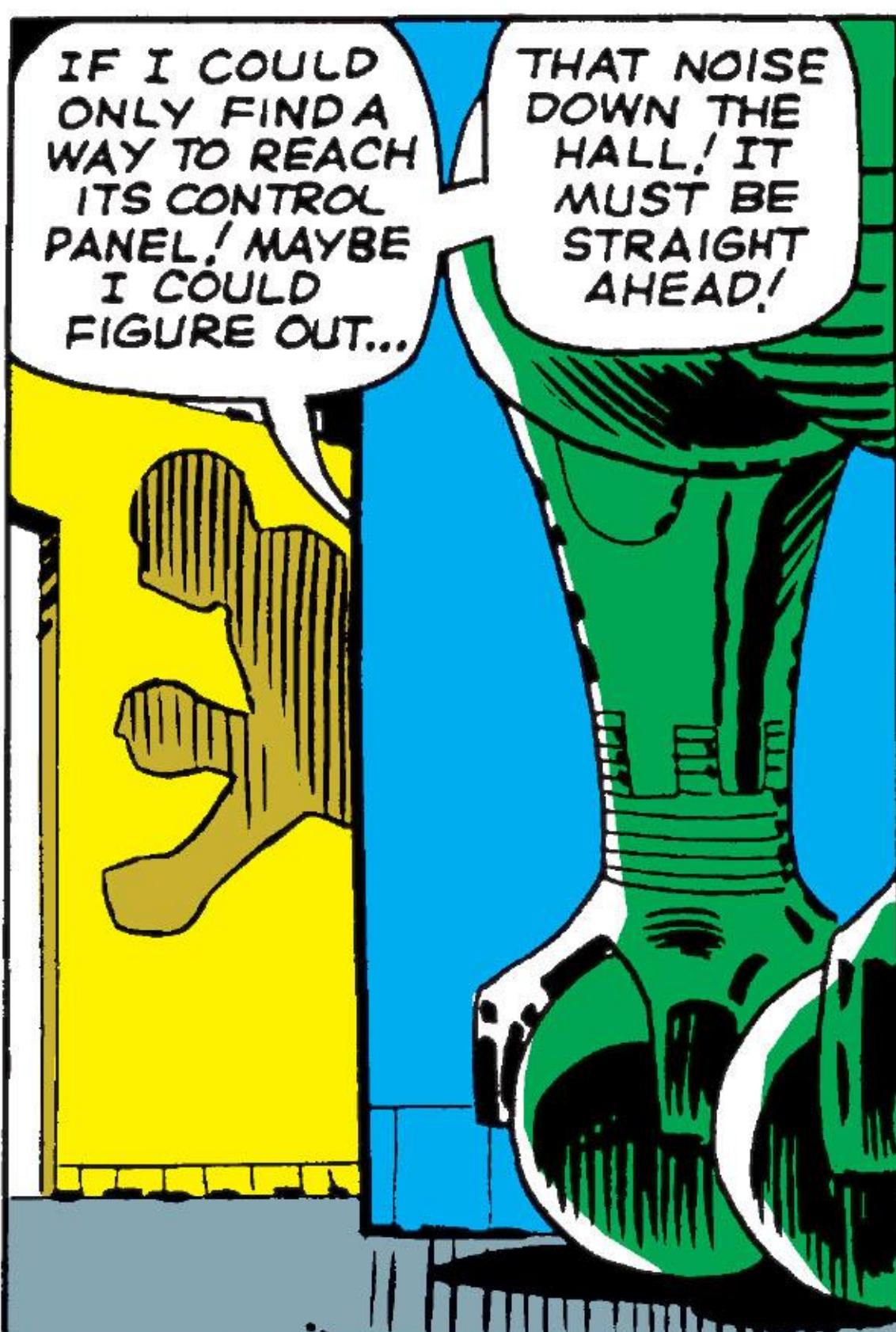


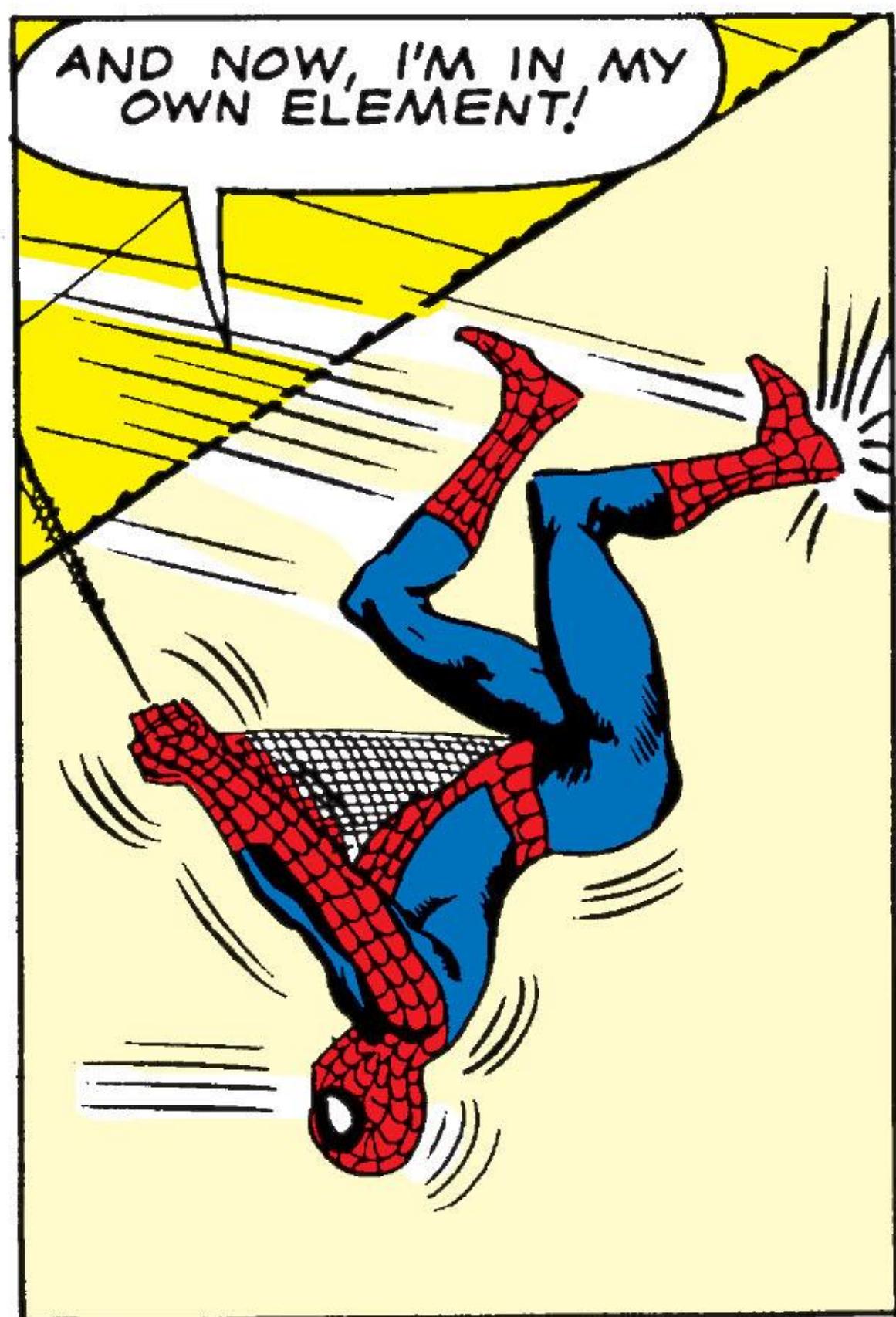
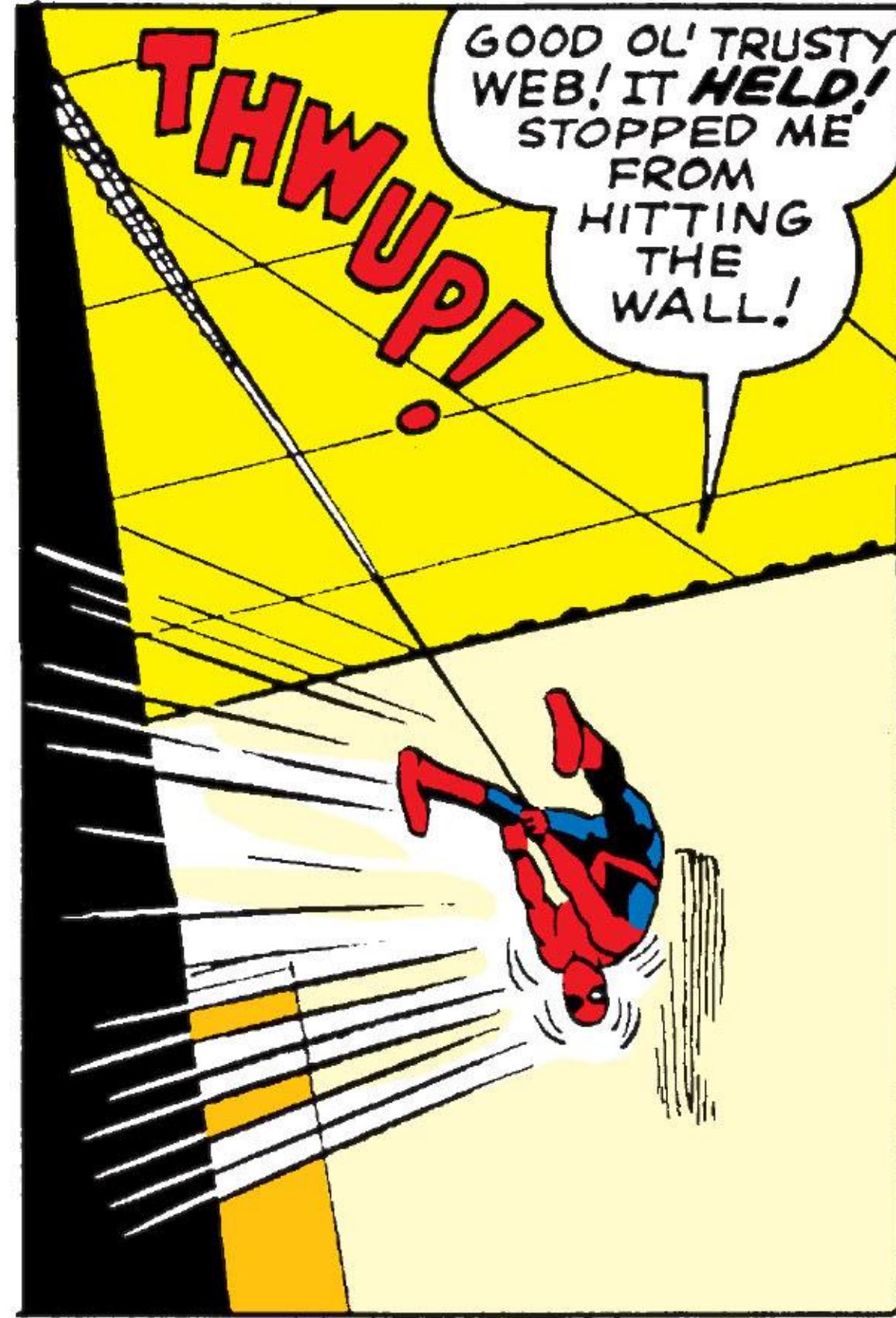


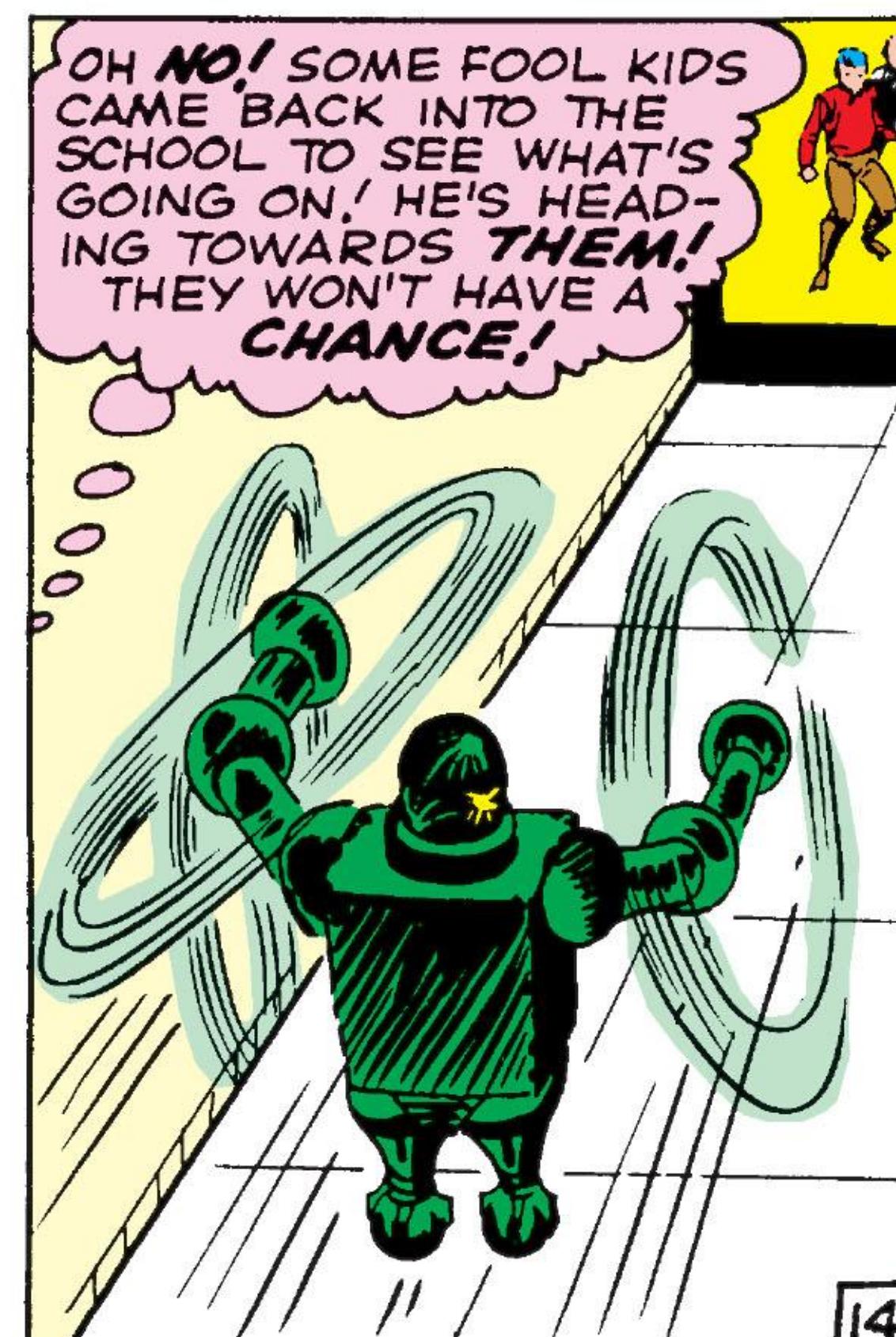
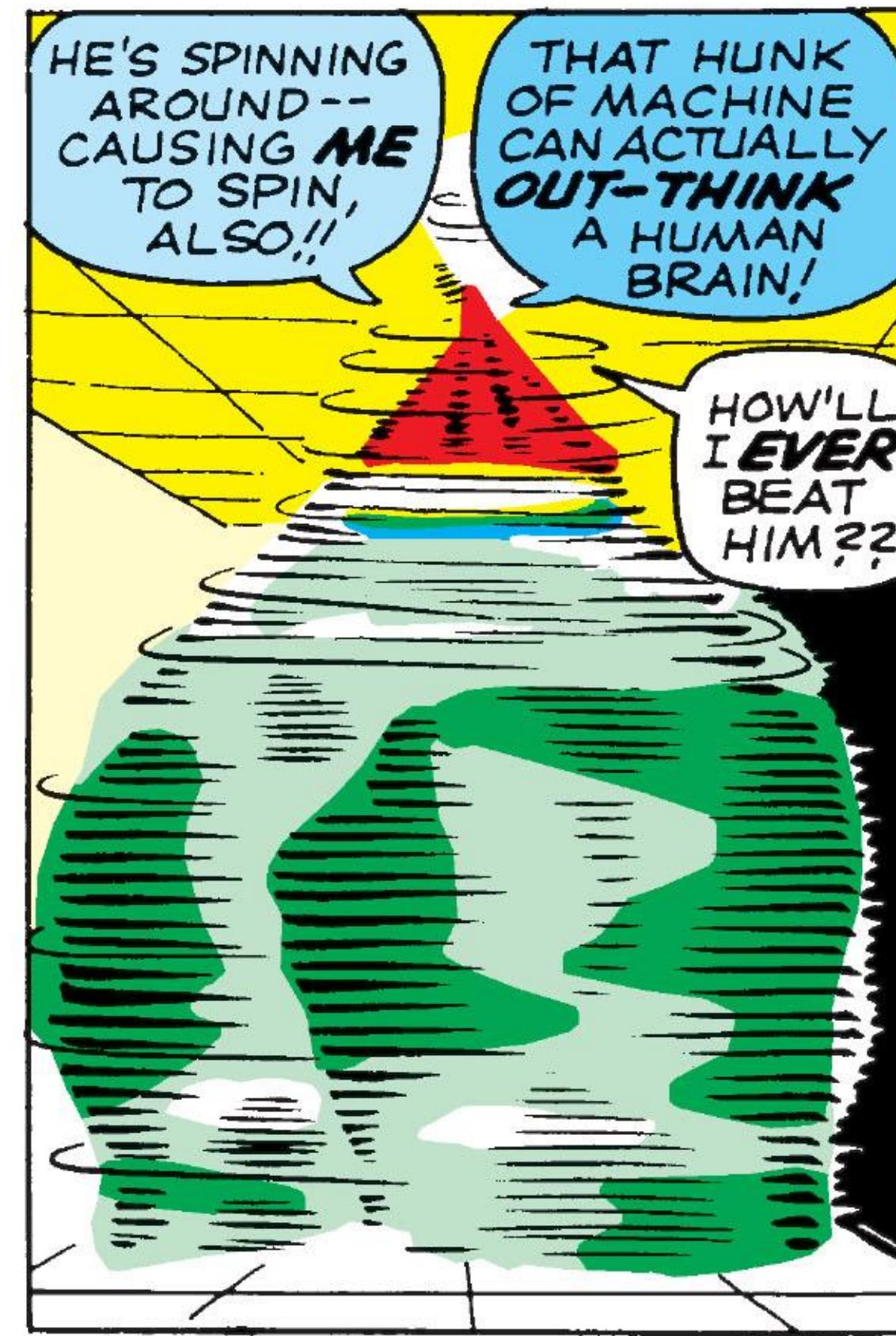
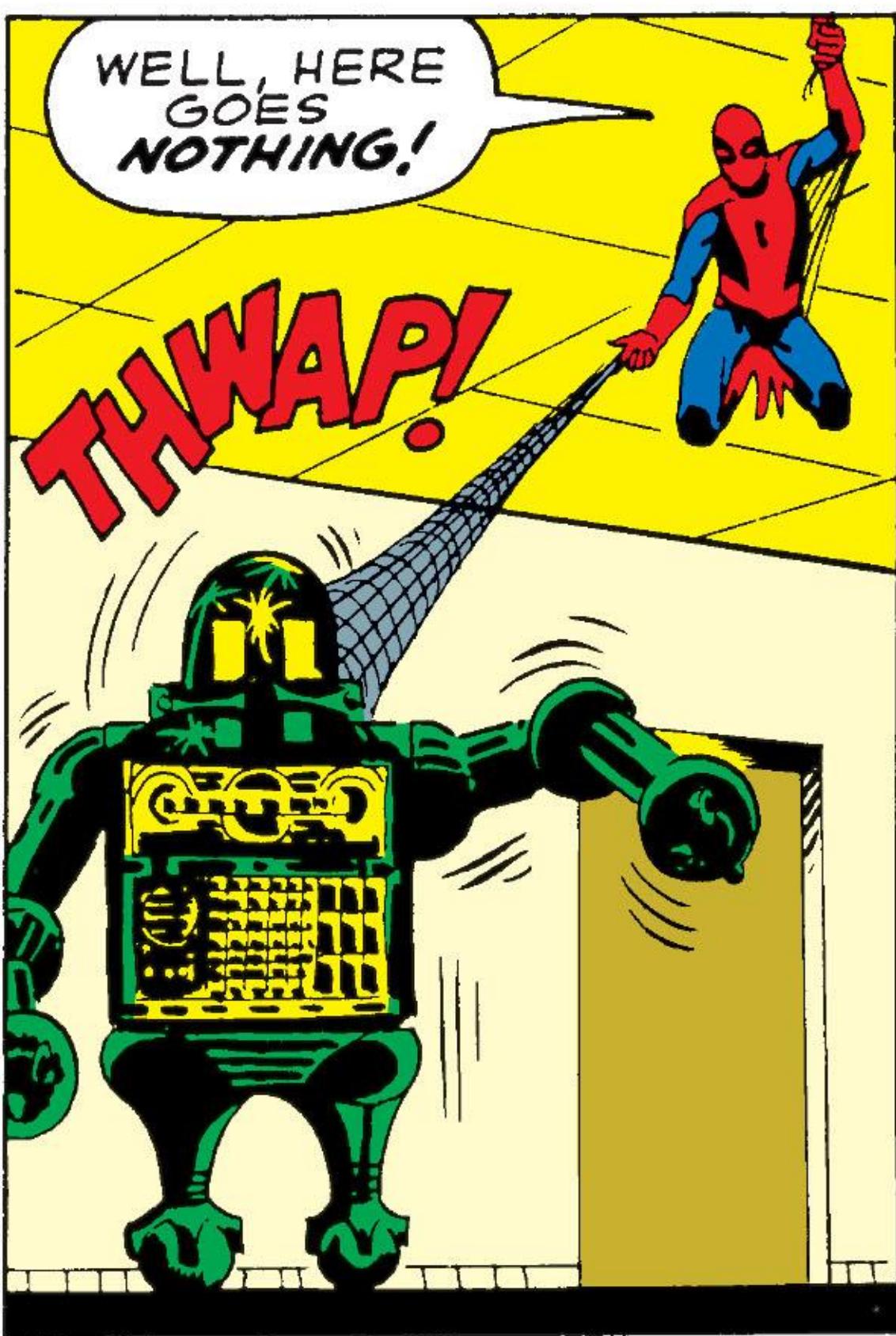


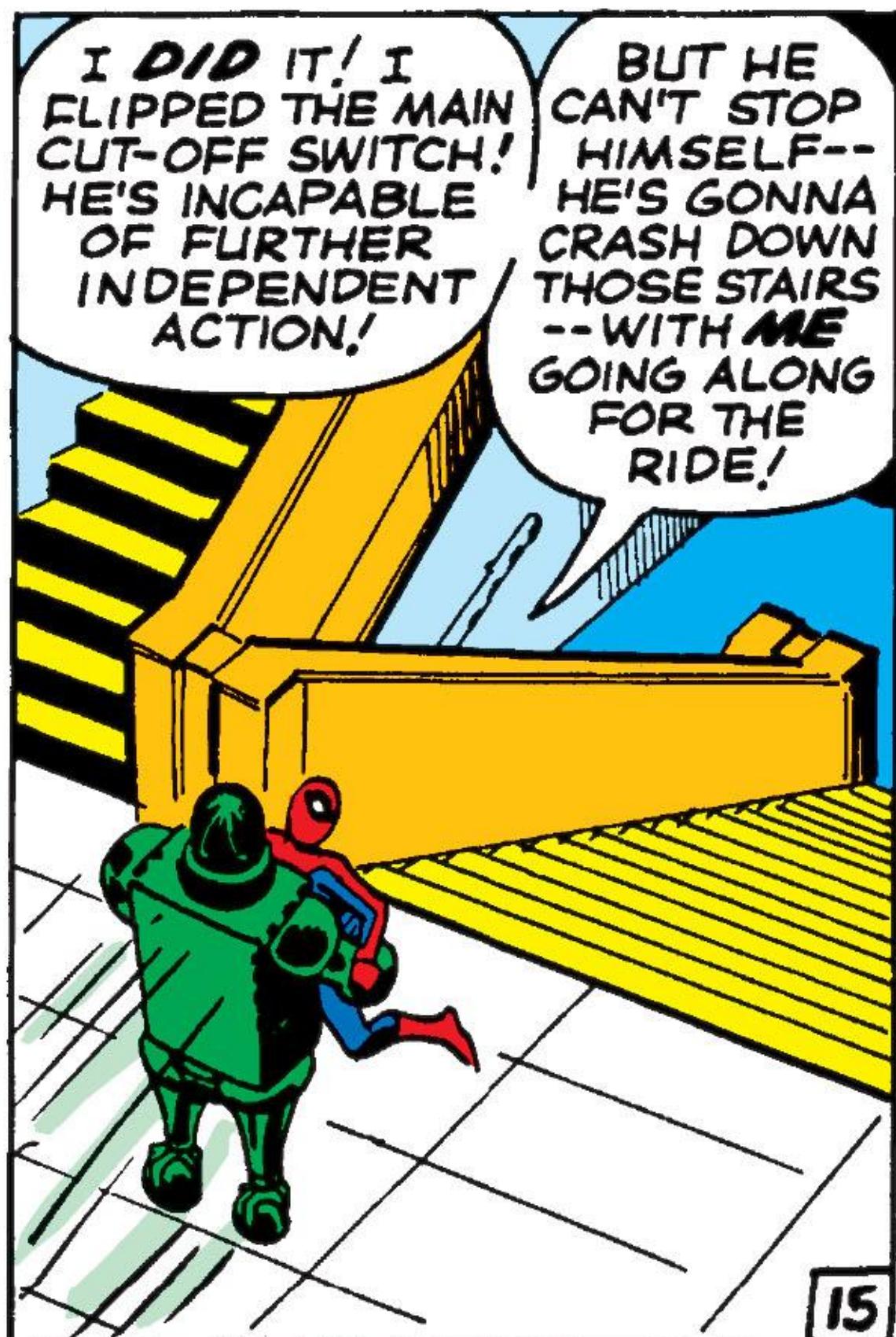
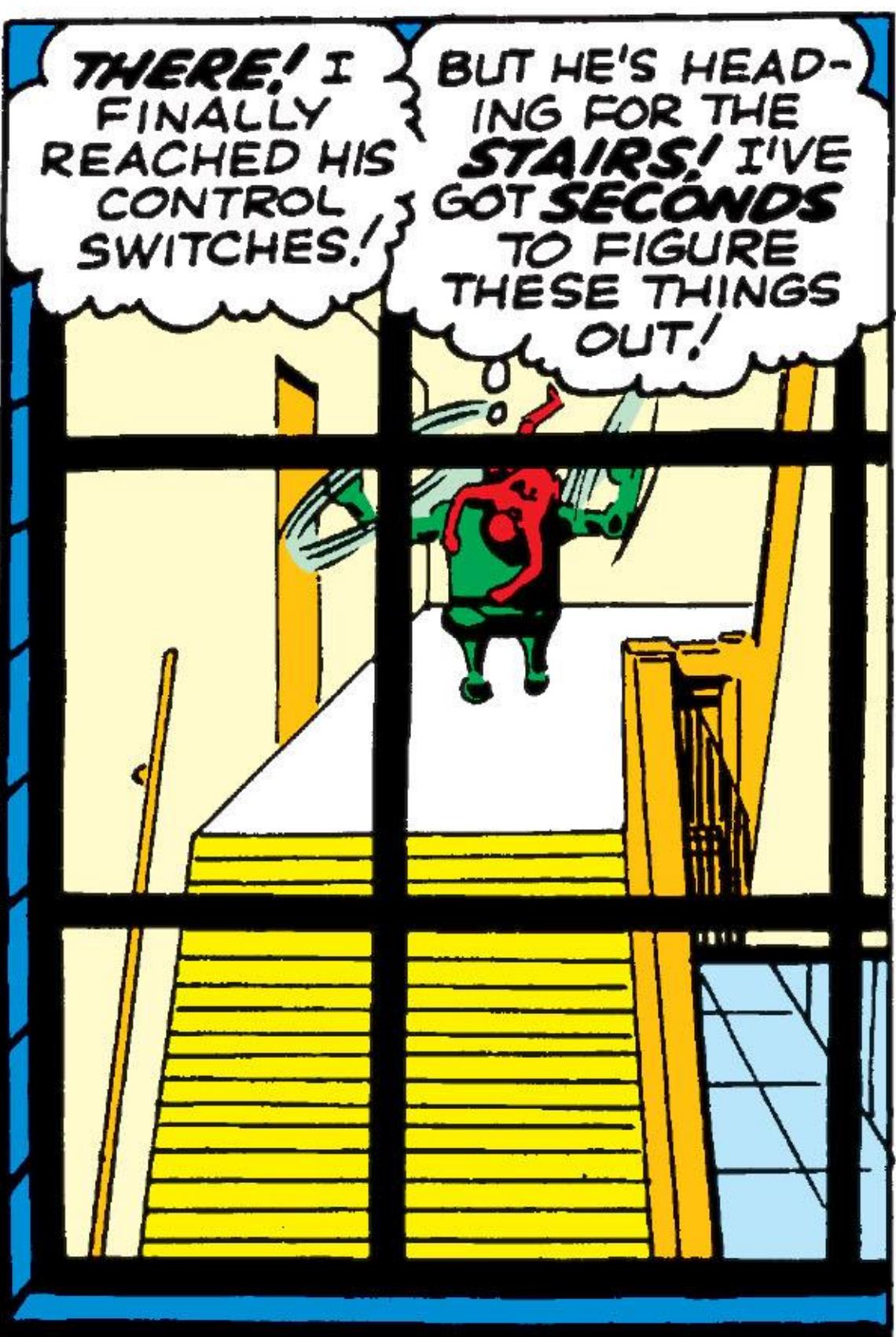
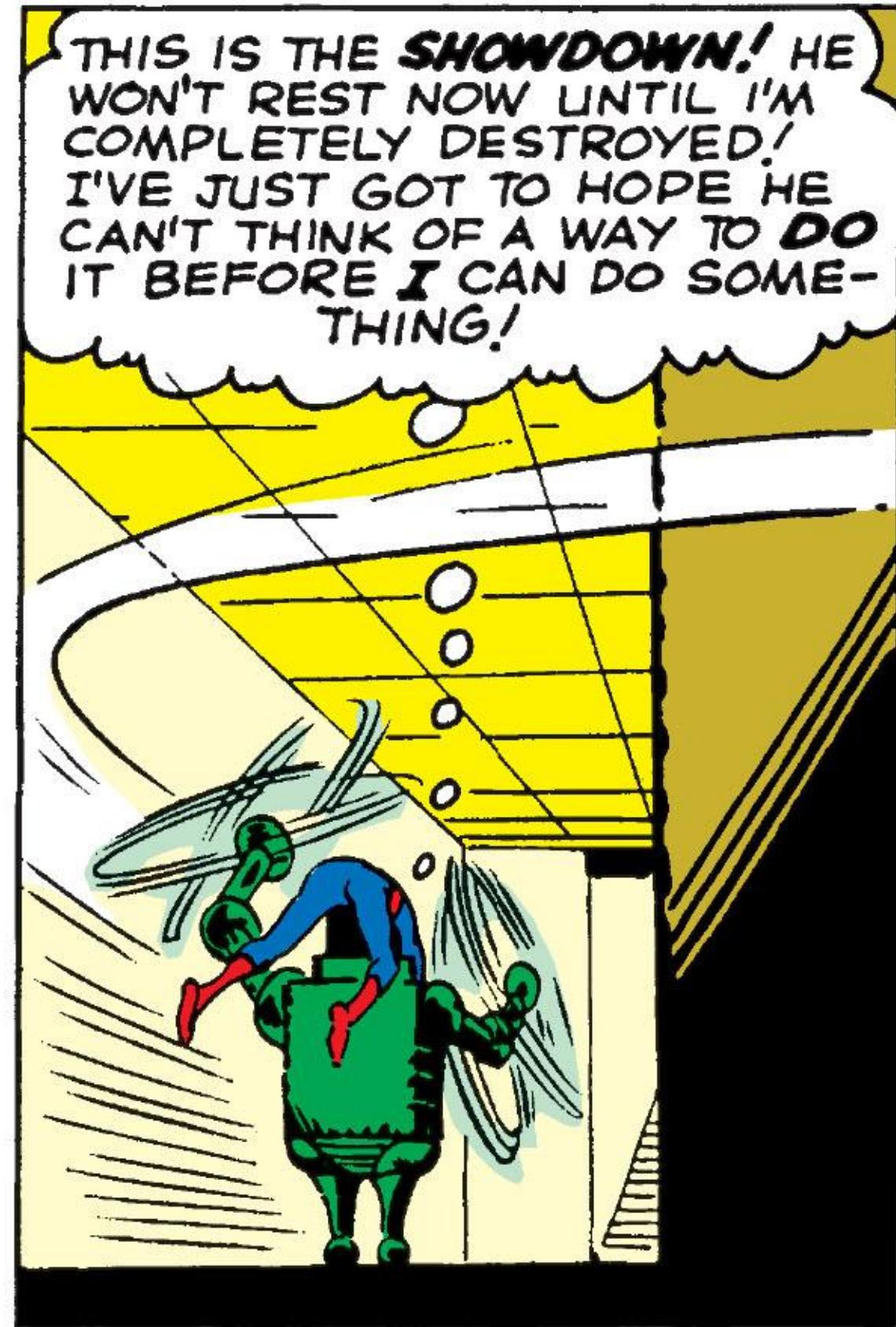
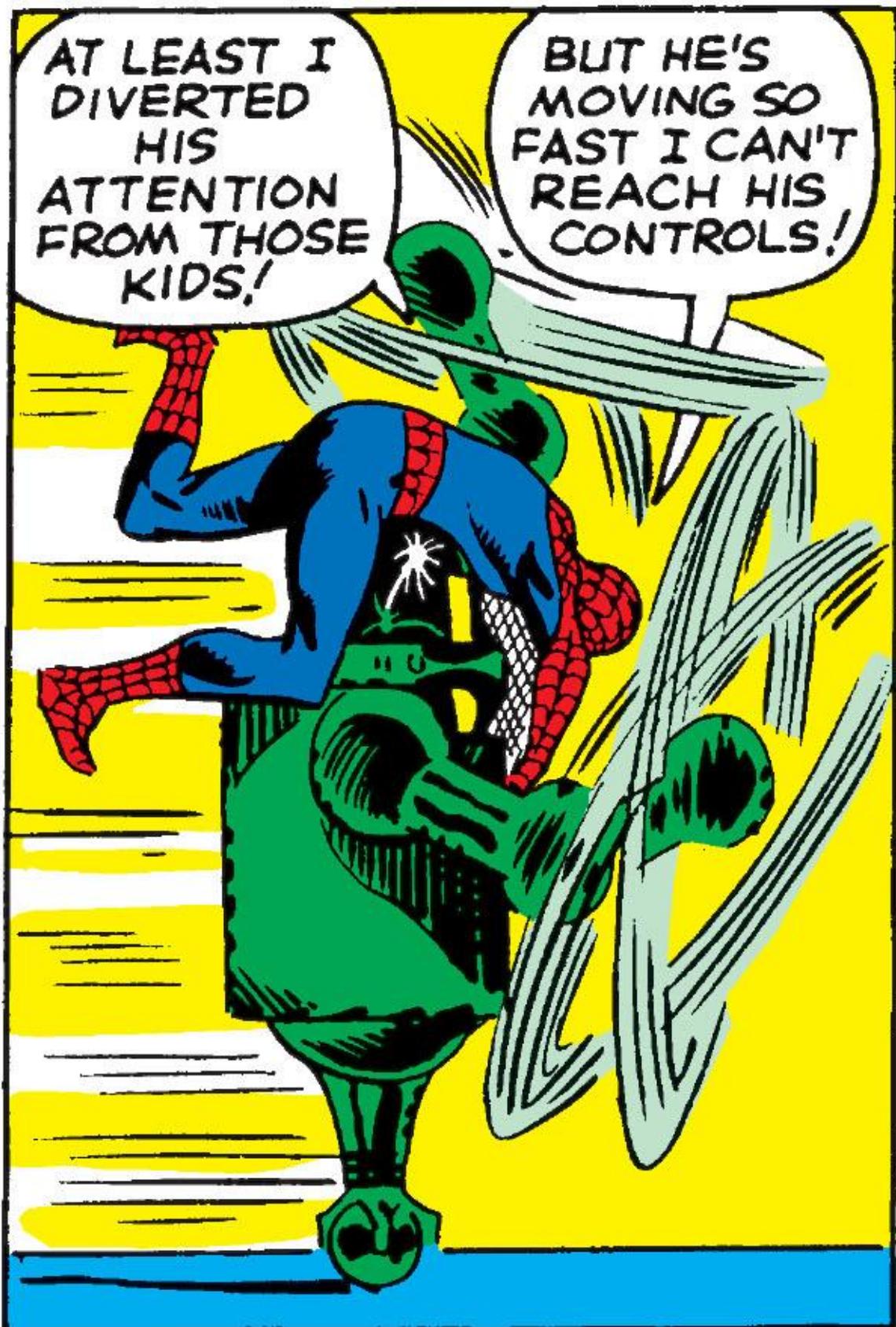
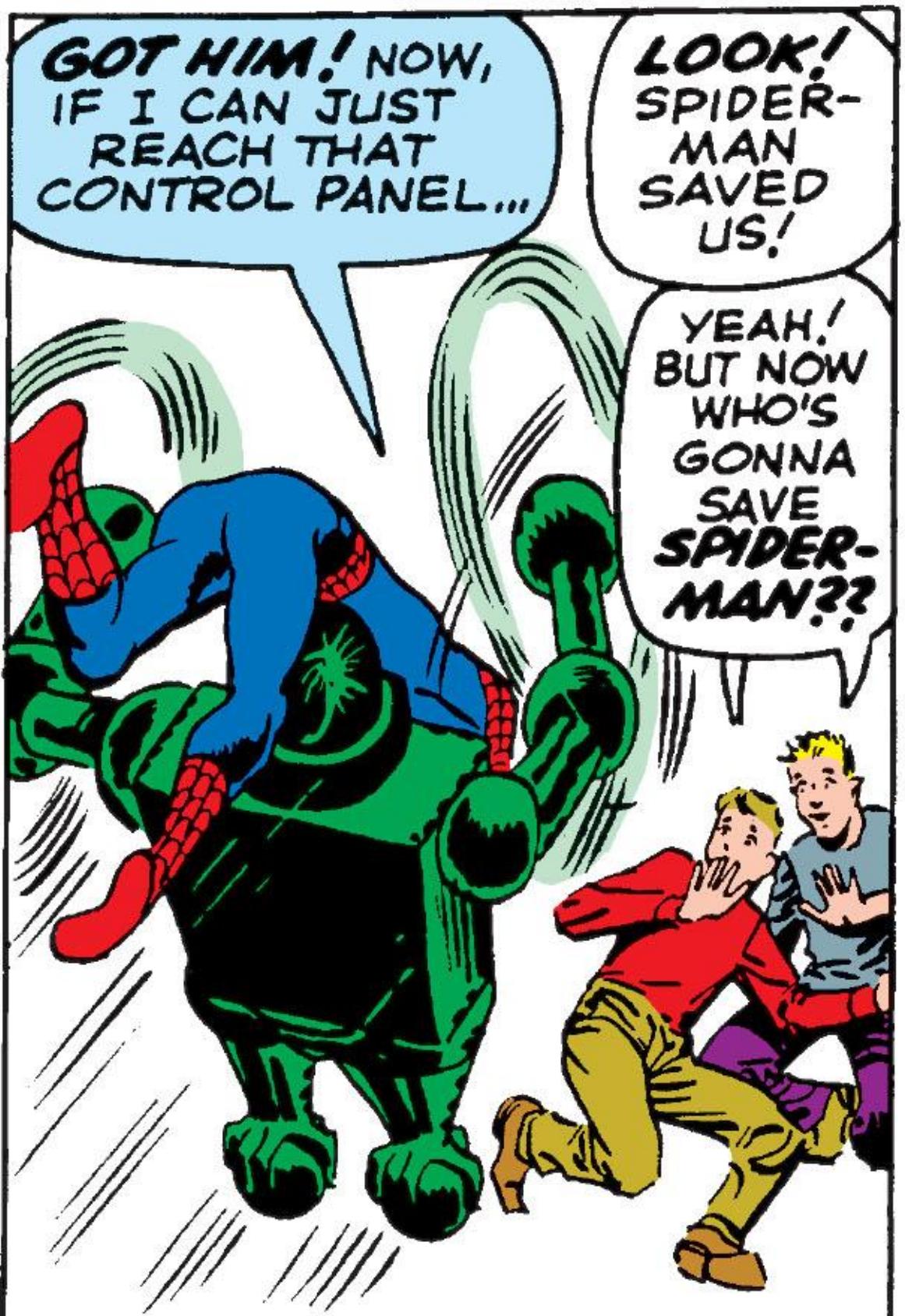
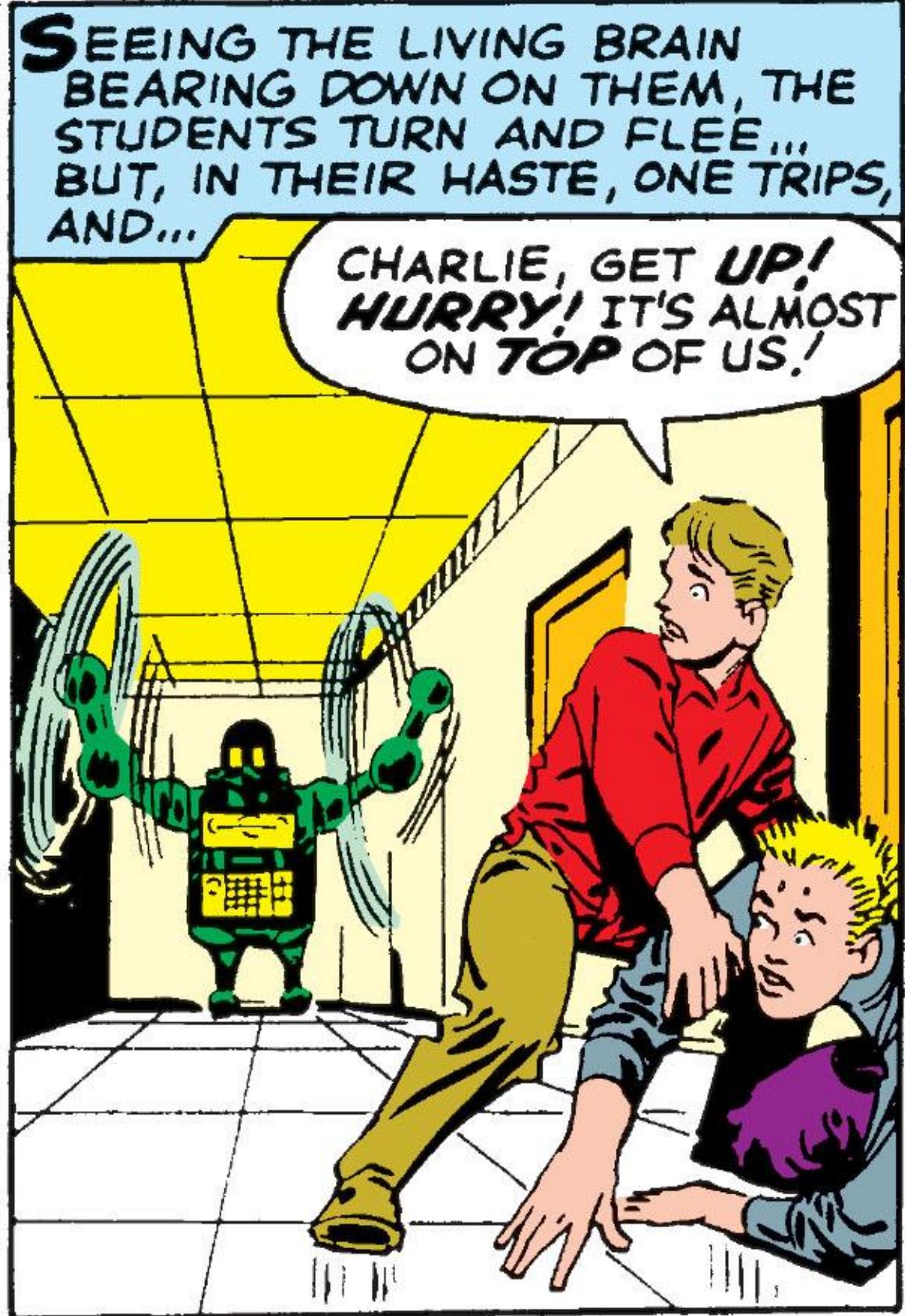


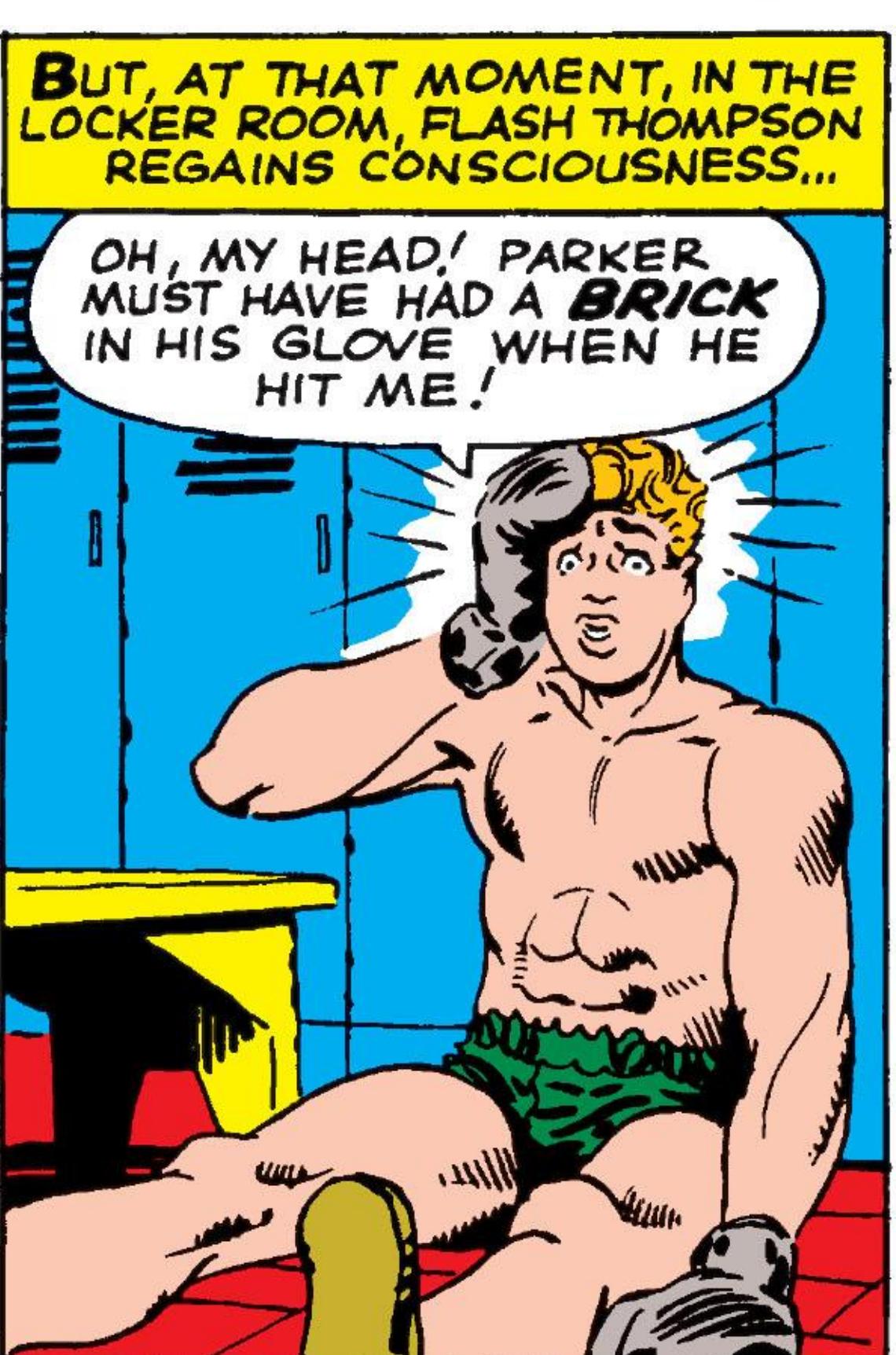
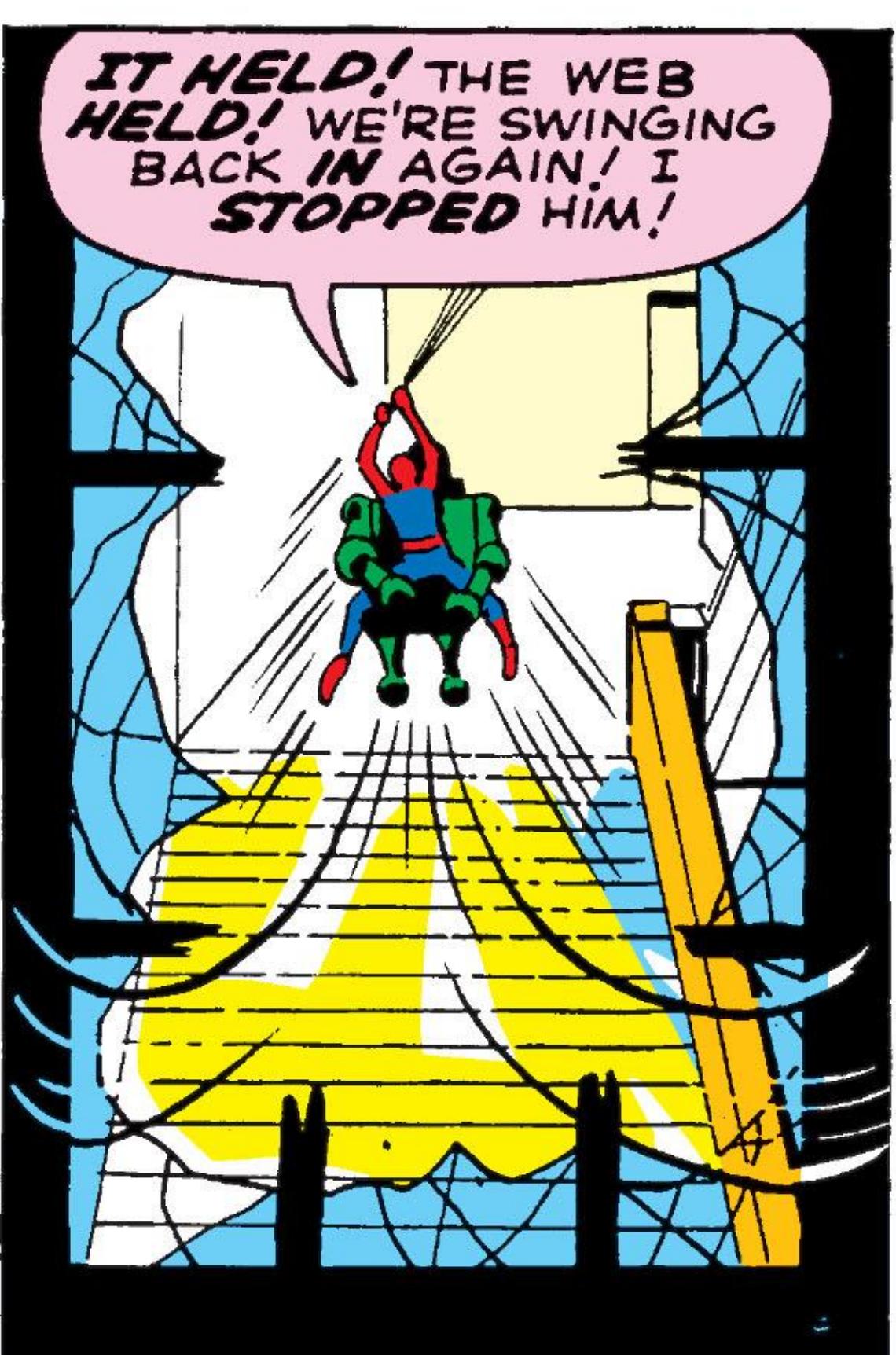
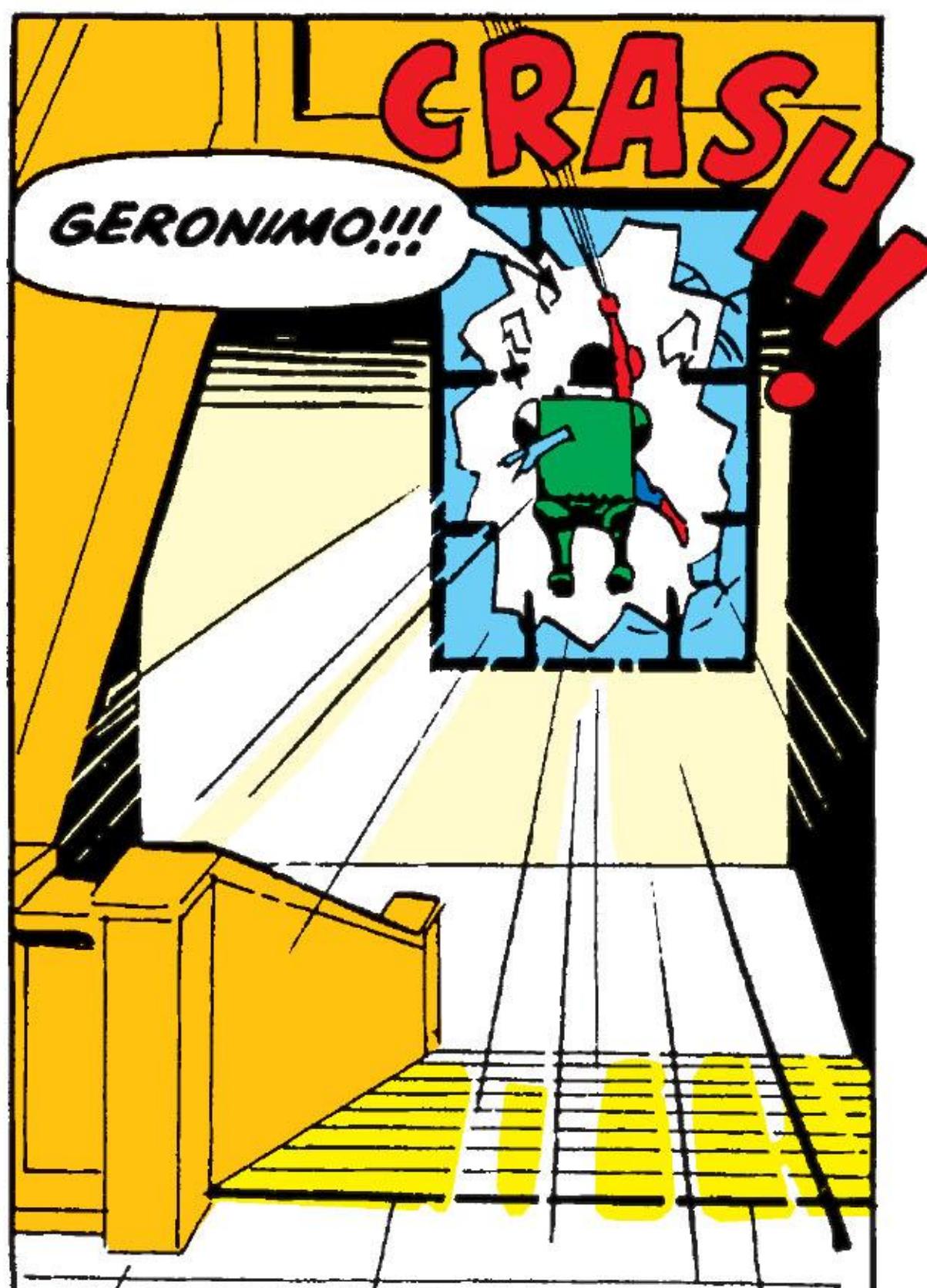
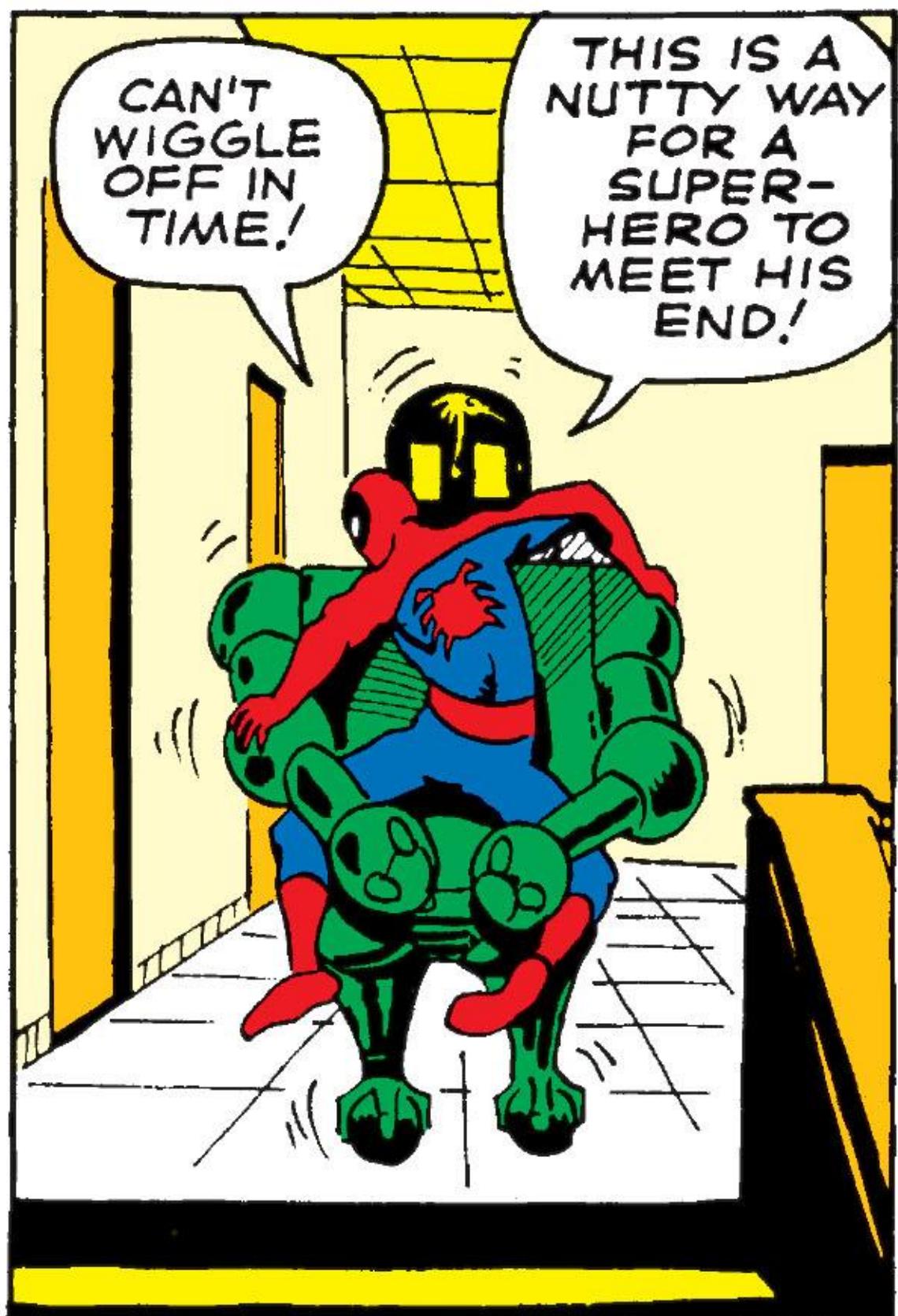


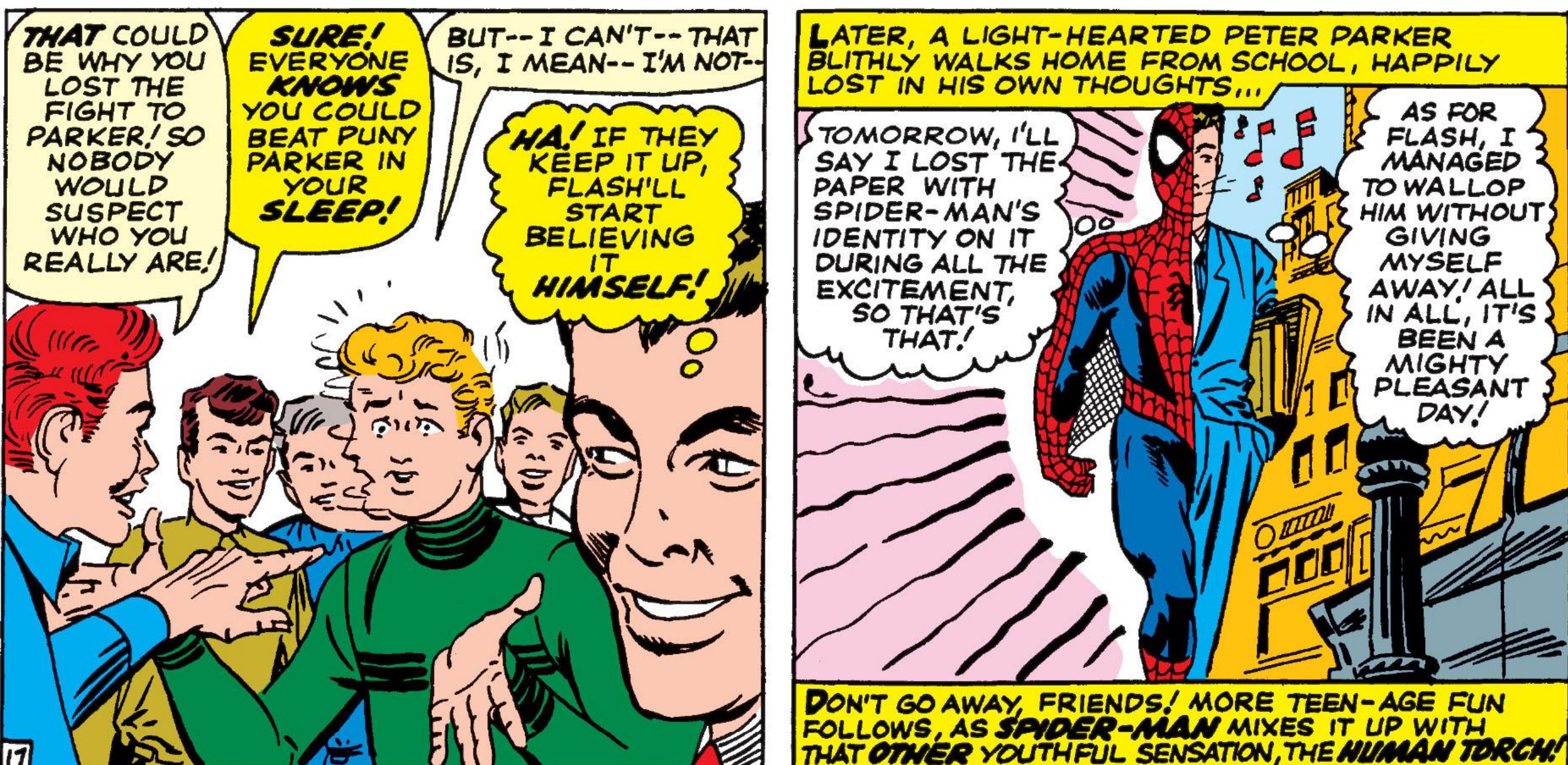
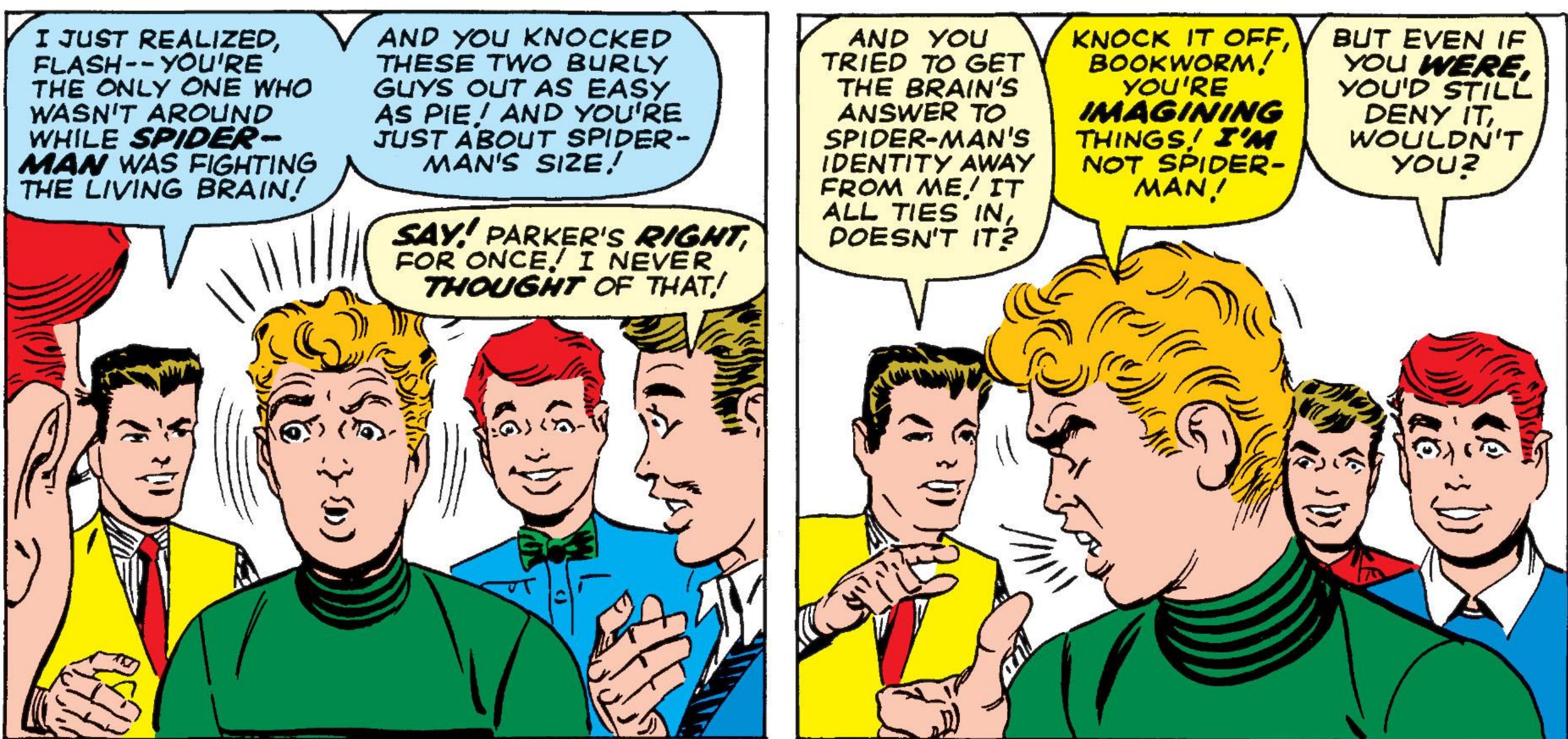
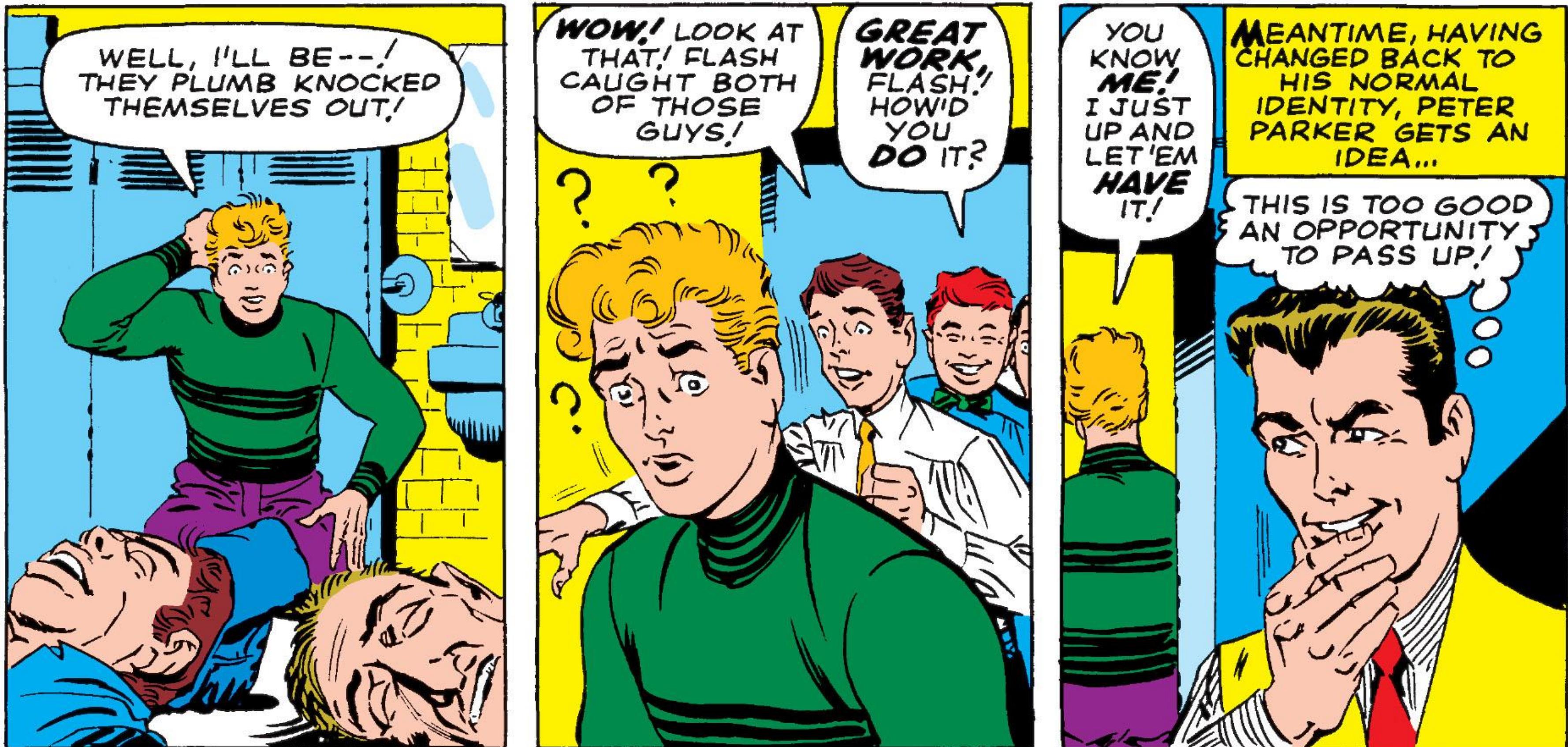












SPIDER-MAN TACKLES THE TORCH!



A SPIDER-MAN SURPRISE EXTRA!

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

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

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

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

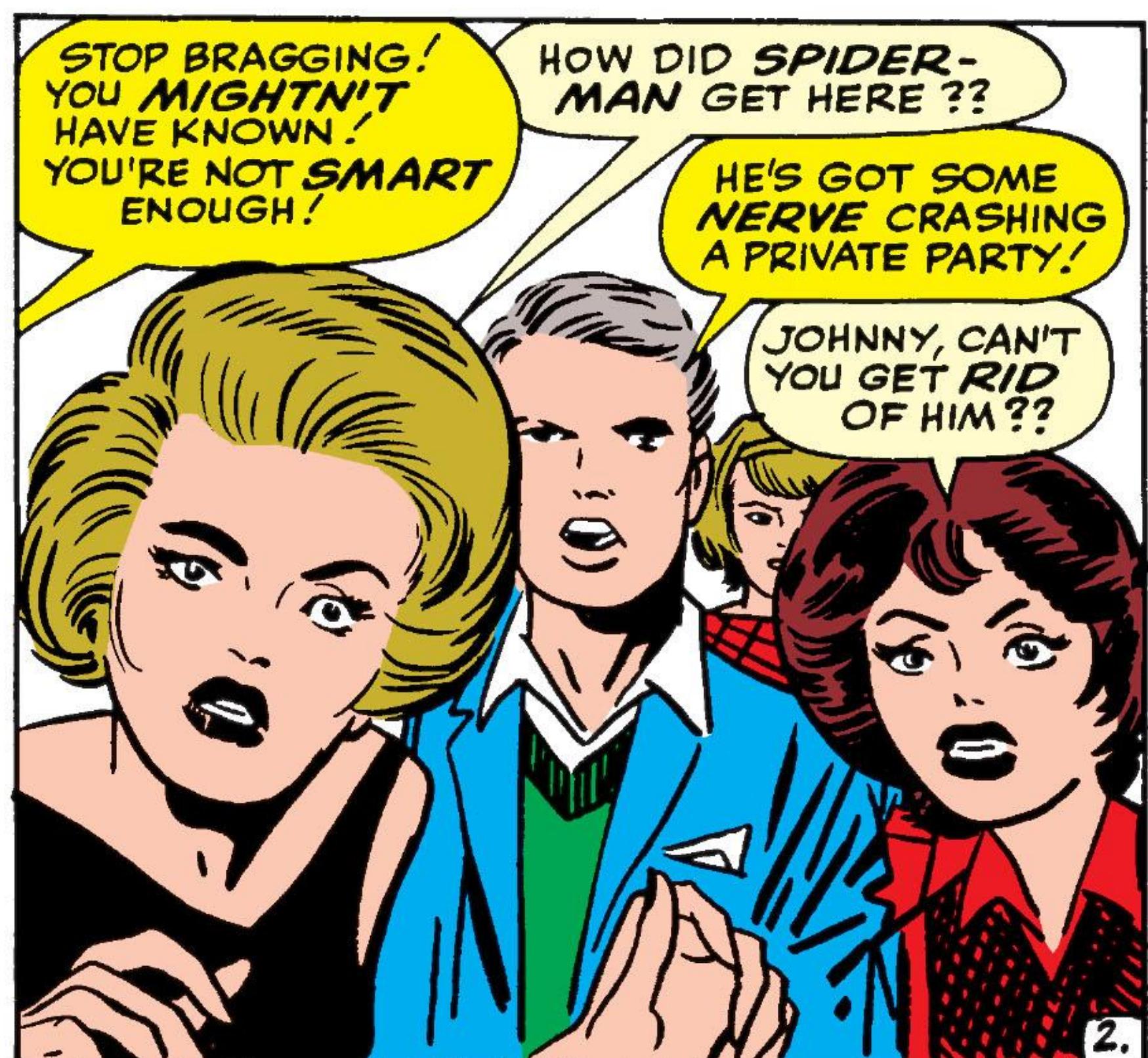
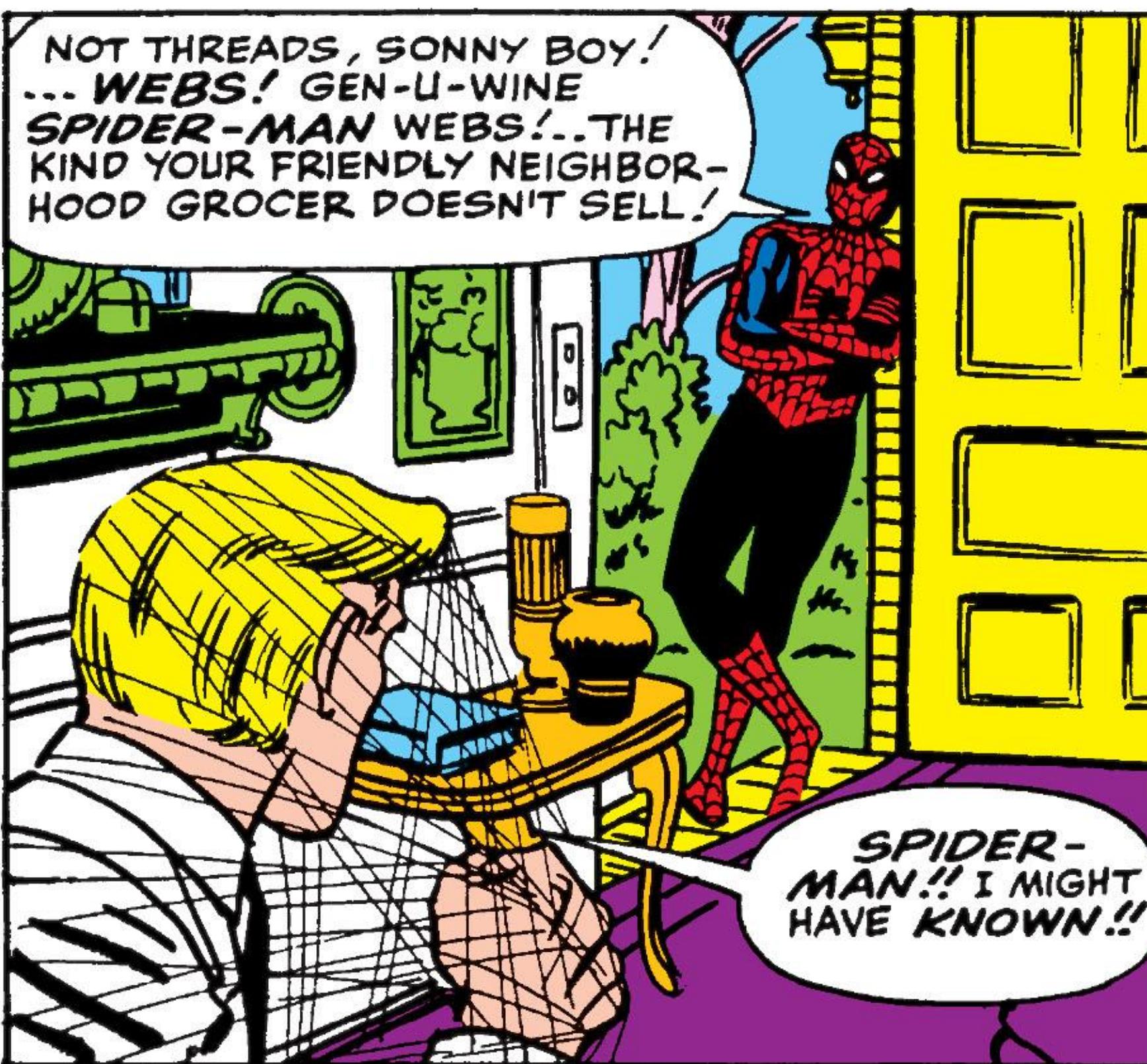
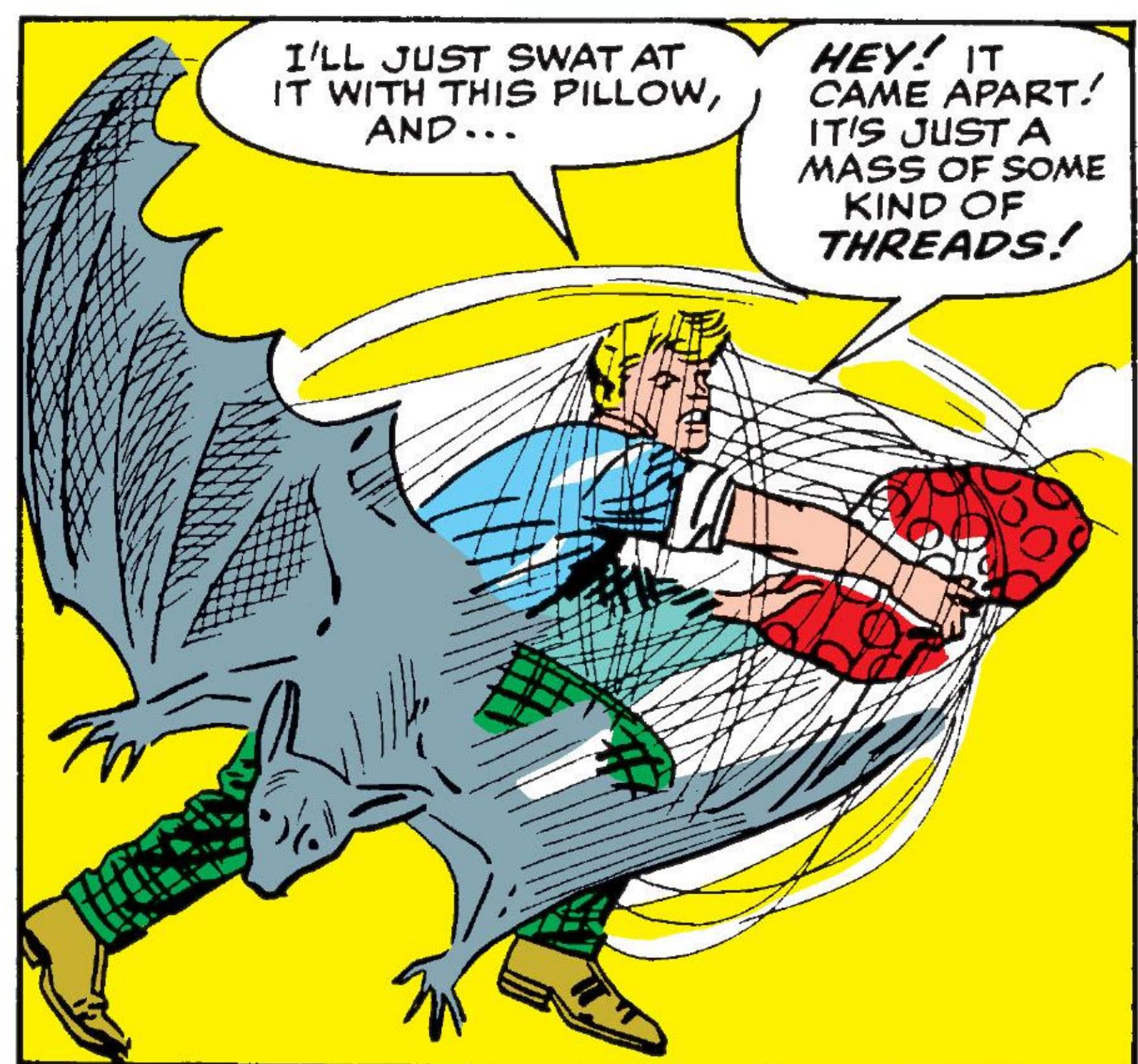
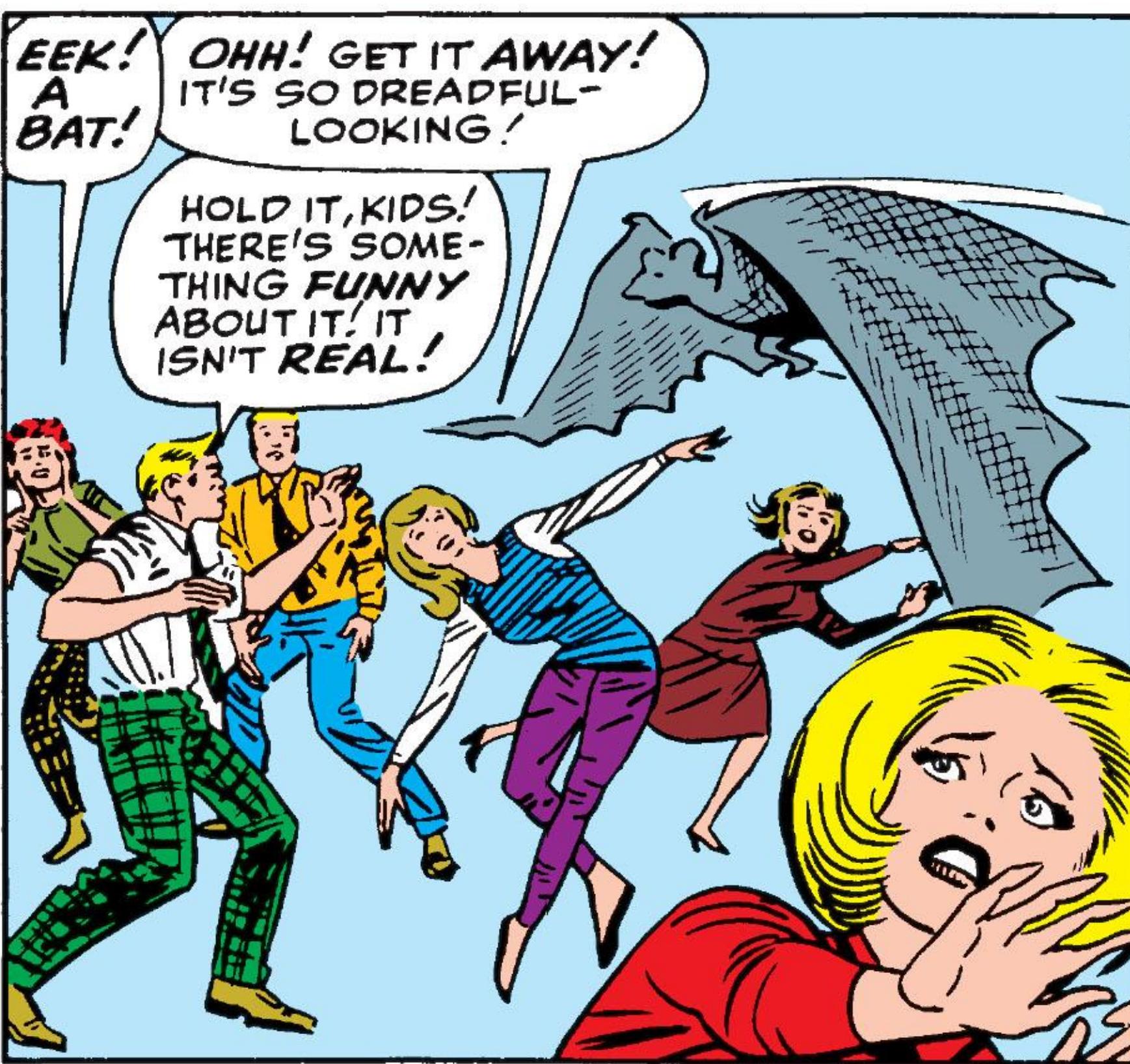
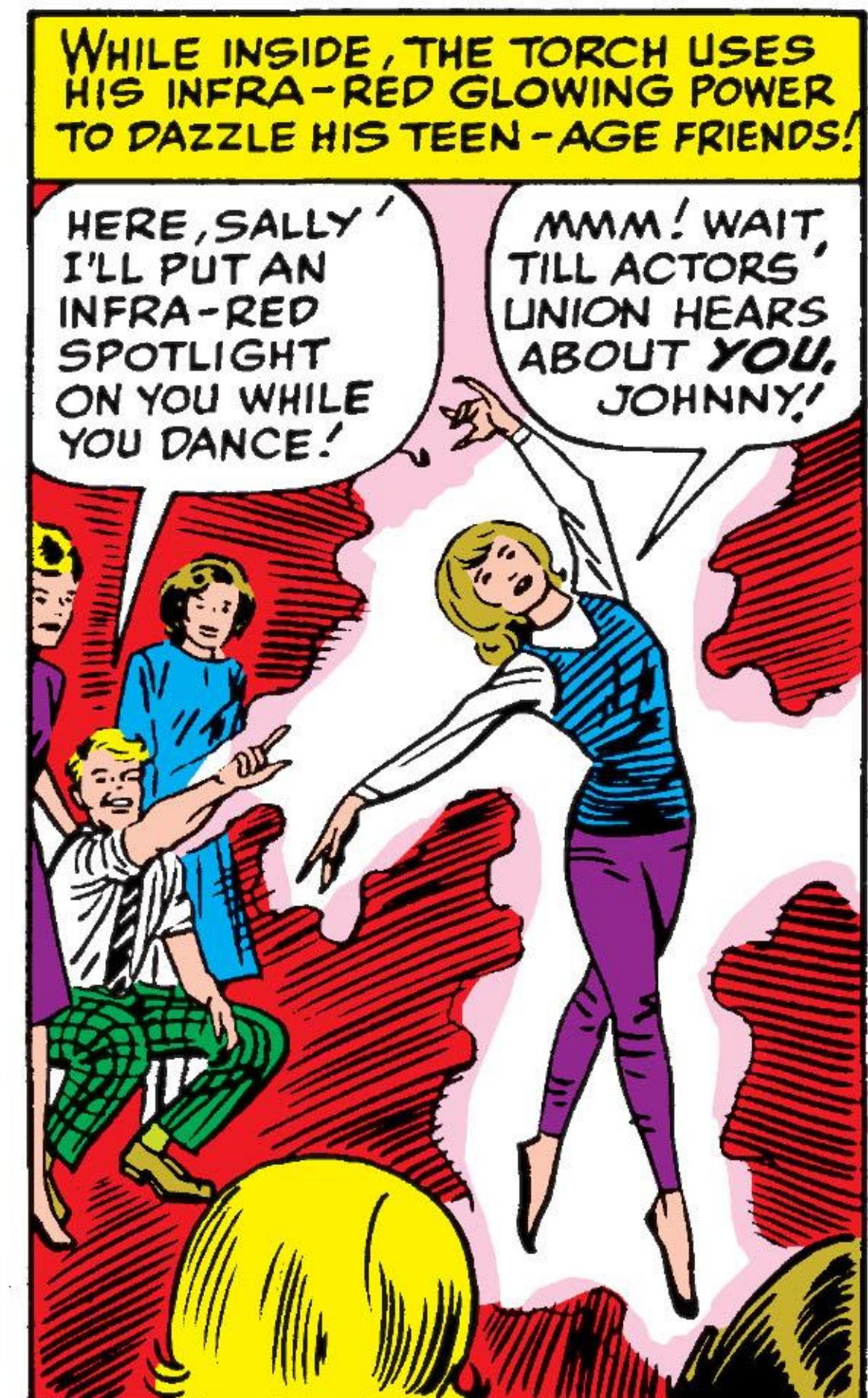
TRAVELIN' IN STYLE THESE DAYS, EH, TORCH?

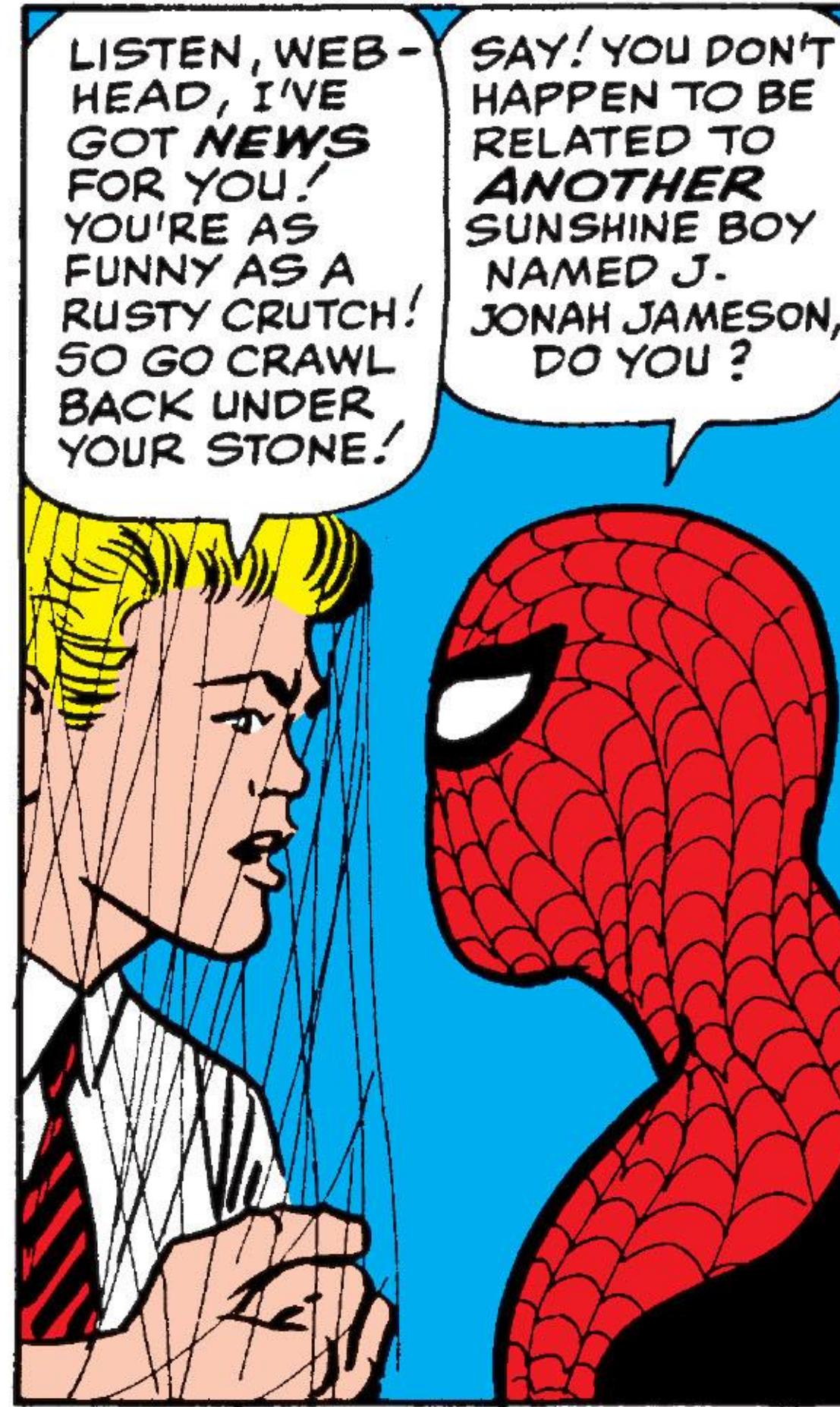
WELL, IT'S NO FANTASTI-CAR, BUT IT TAKES ME WHERE I'M GOIN'!

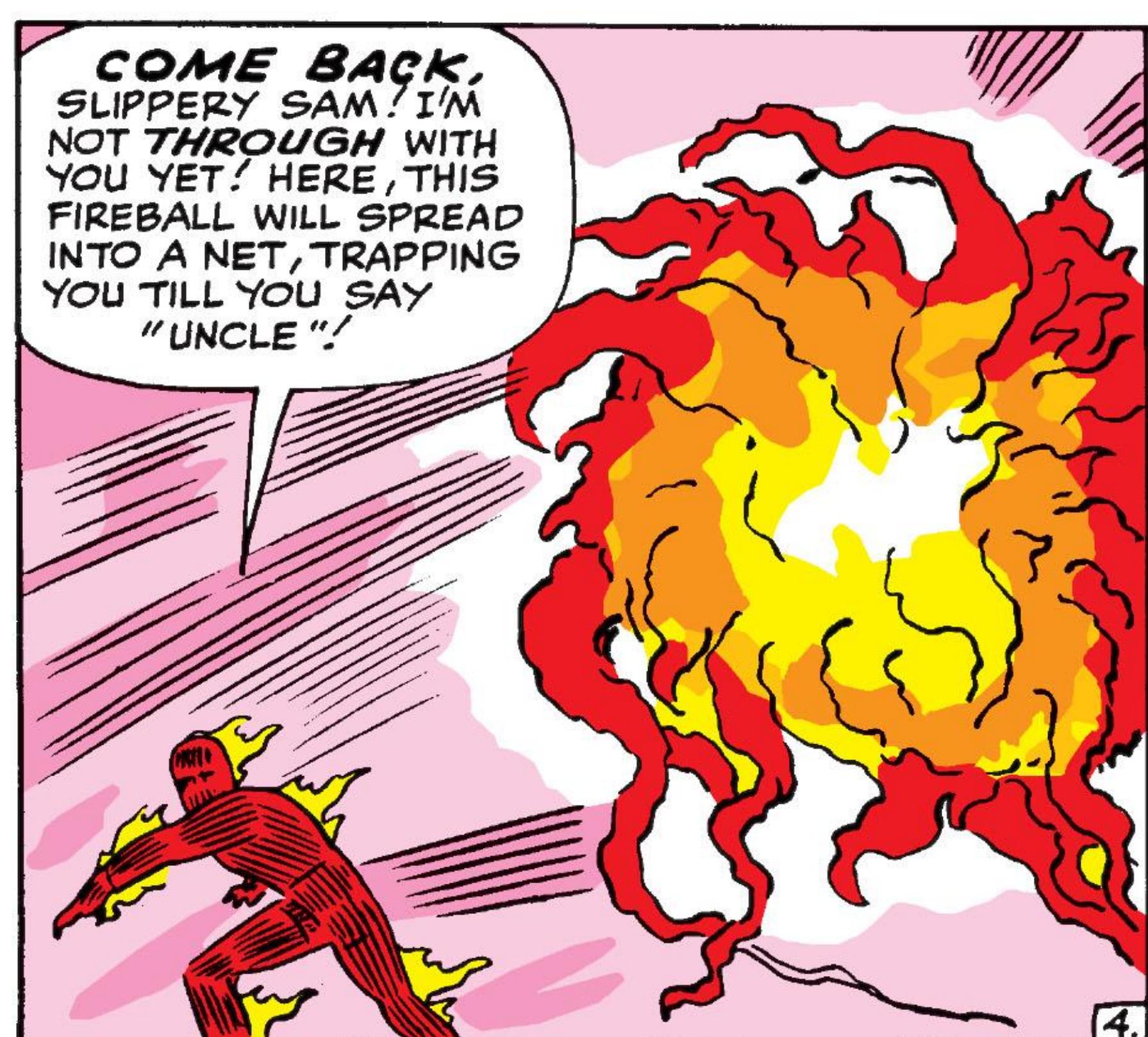
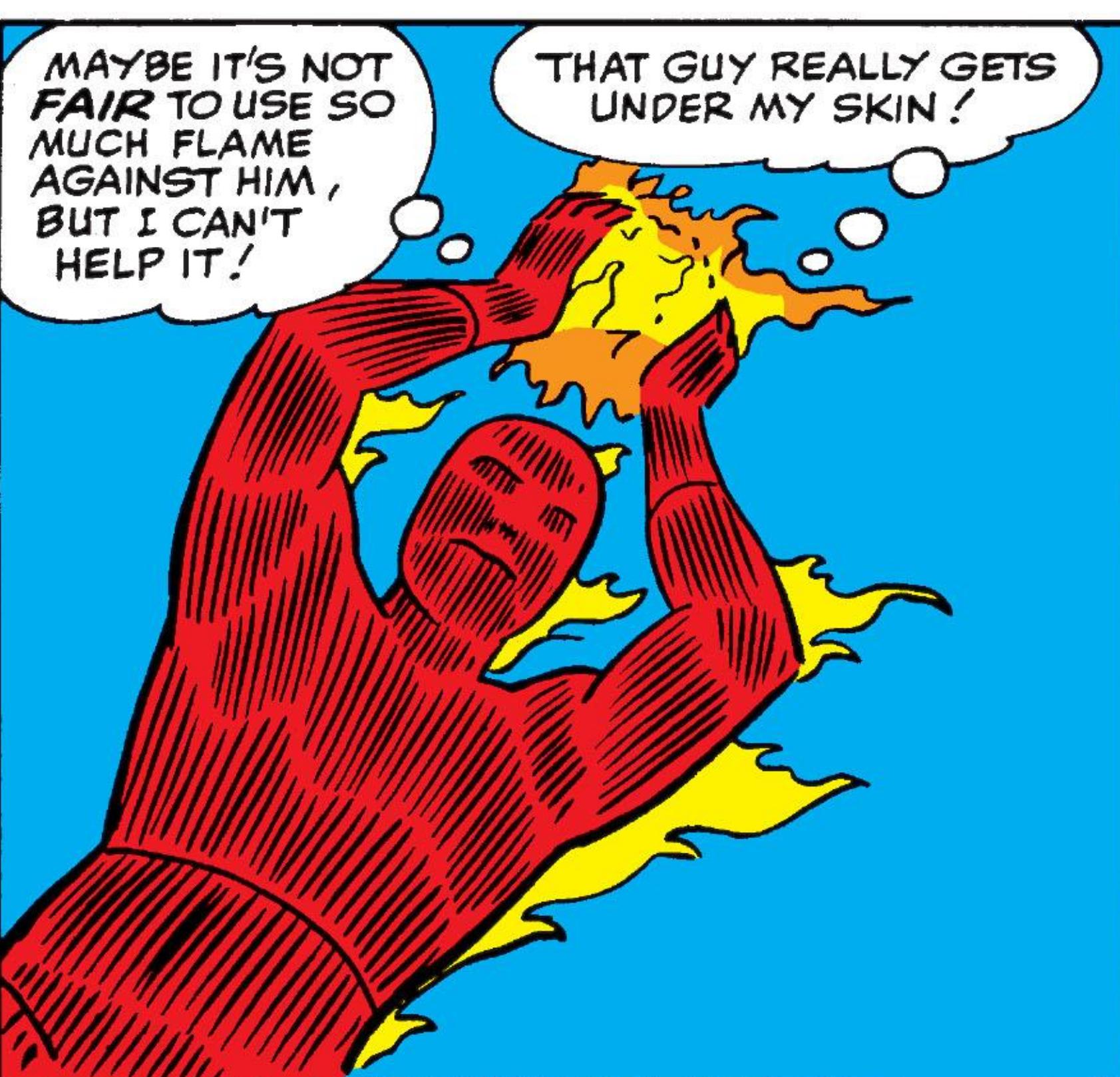
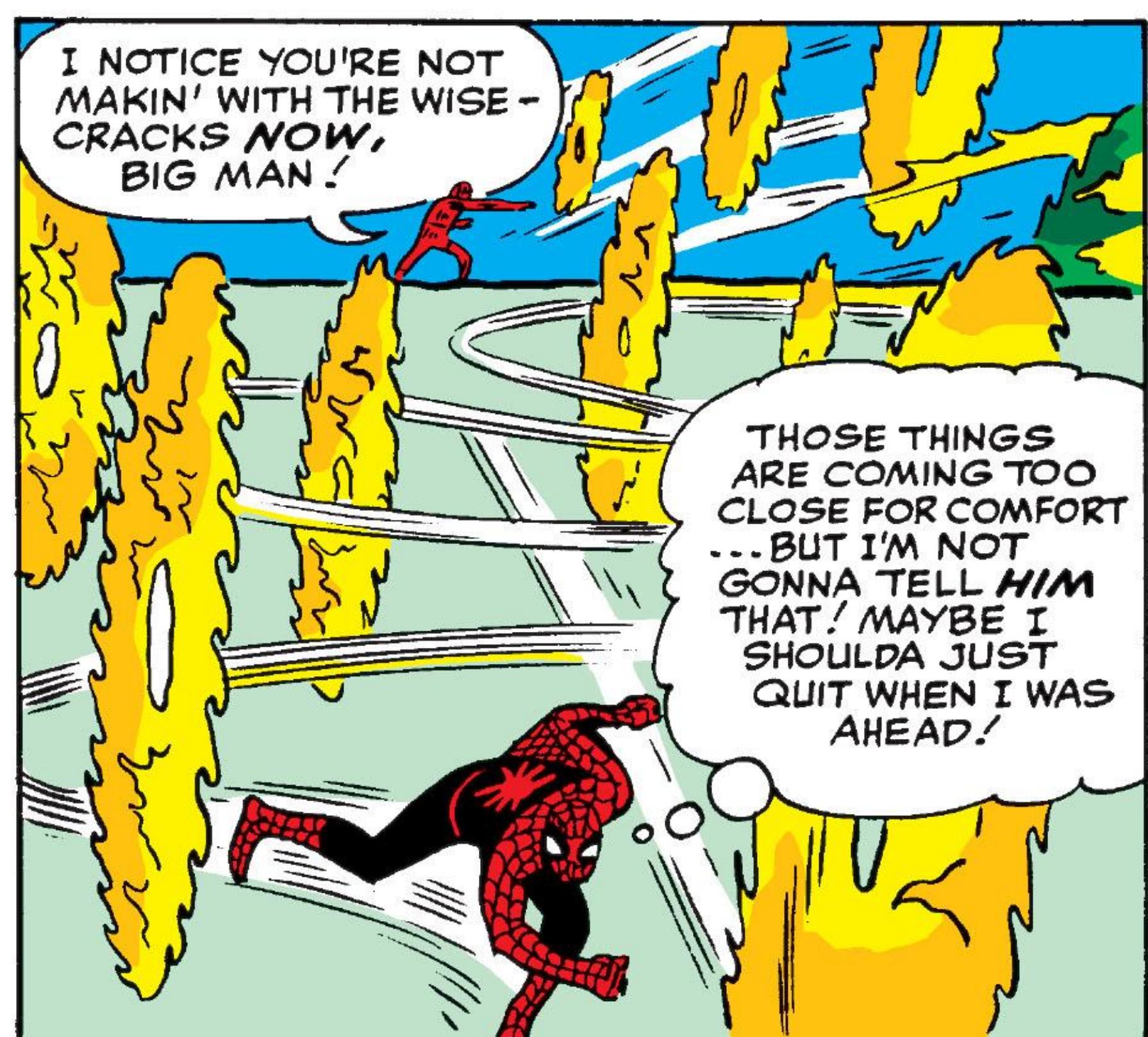
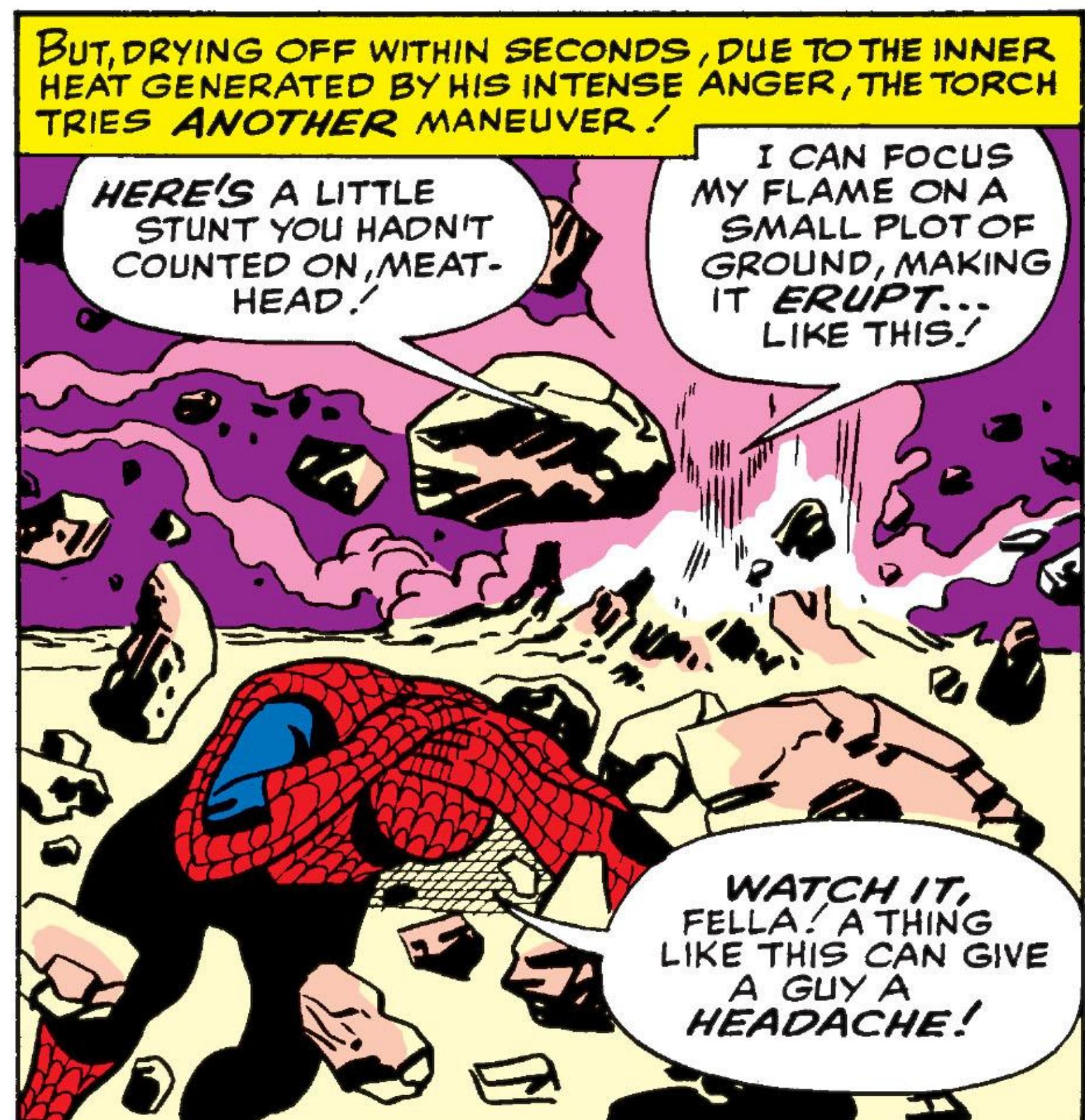
WRITTEN BY:
STAN LEE
DRAWN BY:
JACK KIRBY
INKED BY:
STEVE DITKO
LETTERED BY:
S. ROSEN

X-529

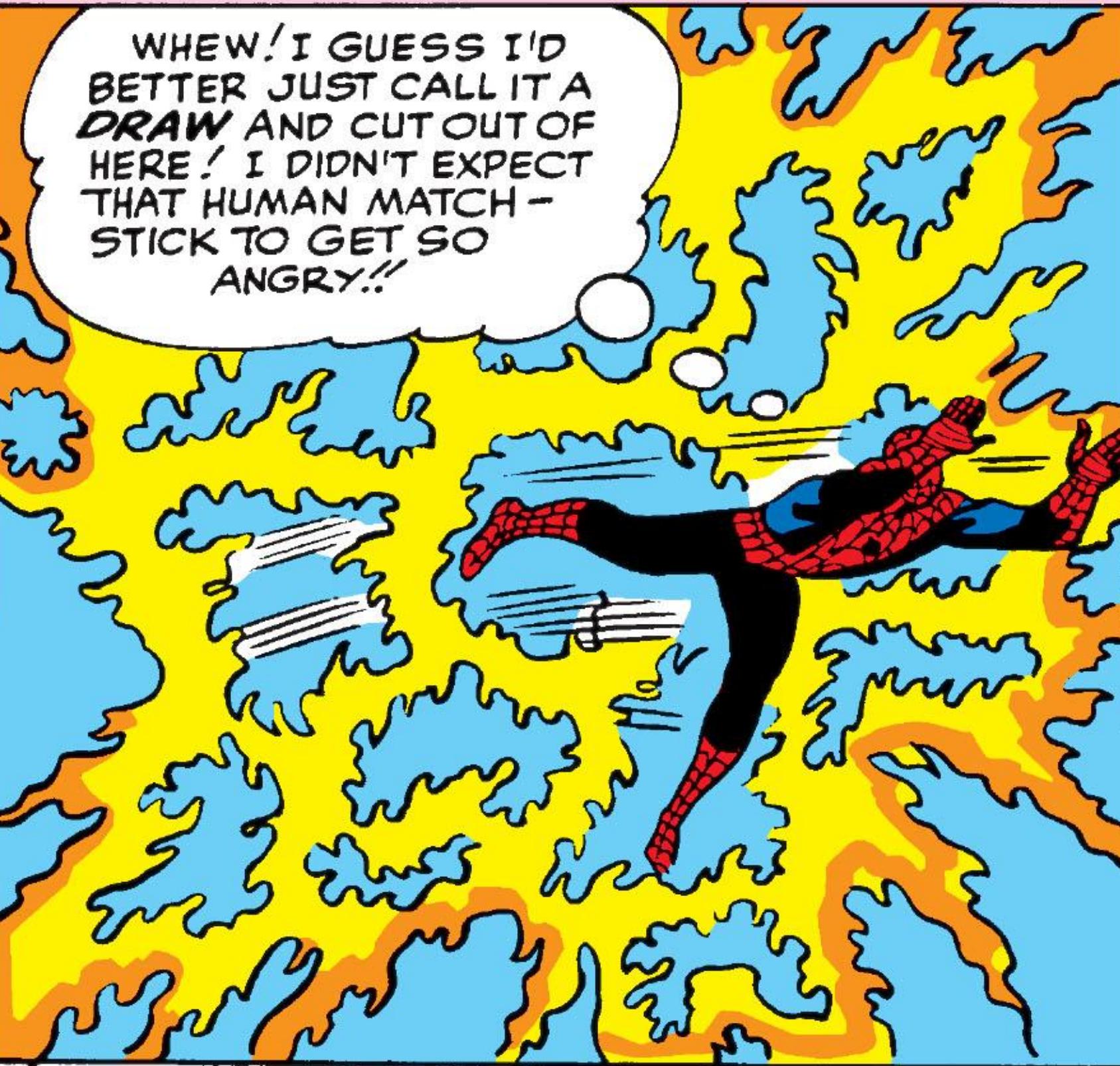
LAST WEEK HE WAS DRIVING AN XK JAG! AND NOW THIS! OH, IF ONLY DORIS HADN'T FOUND HIM FIRST!



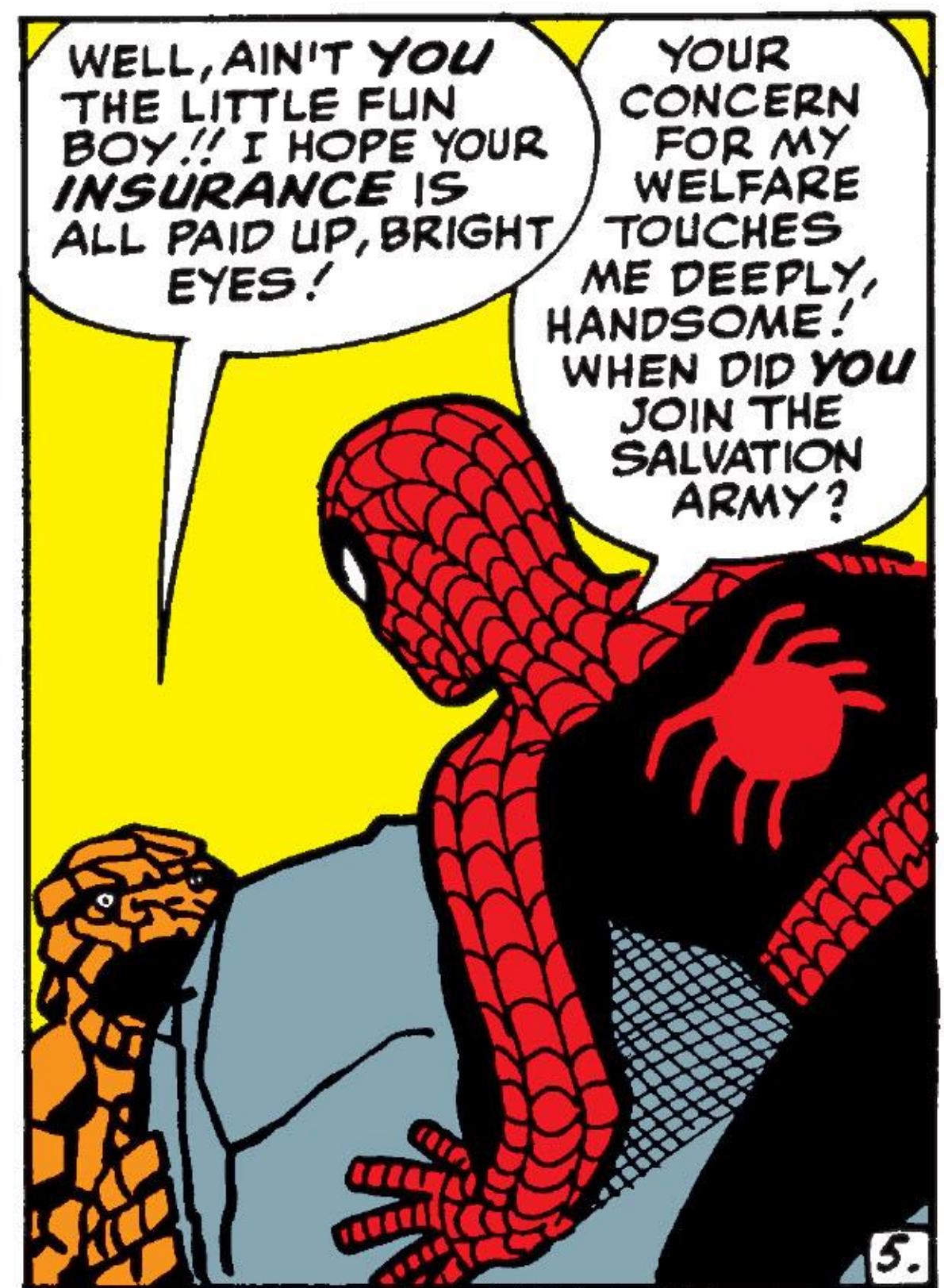
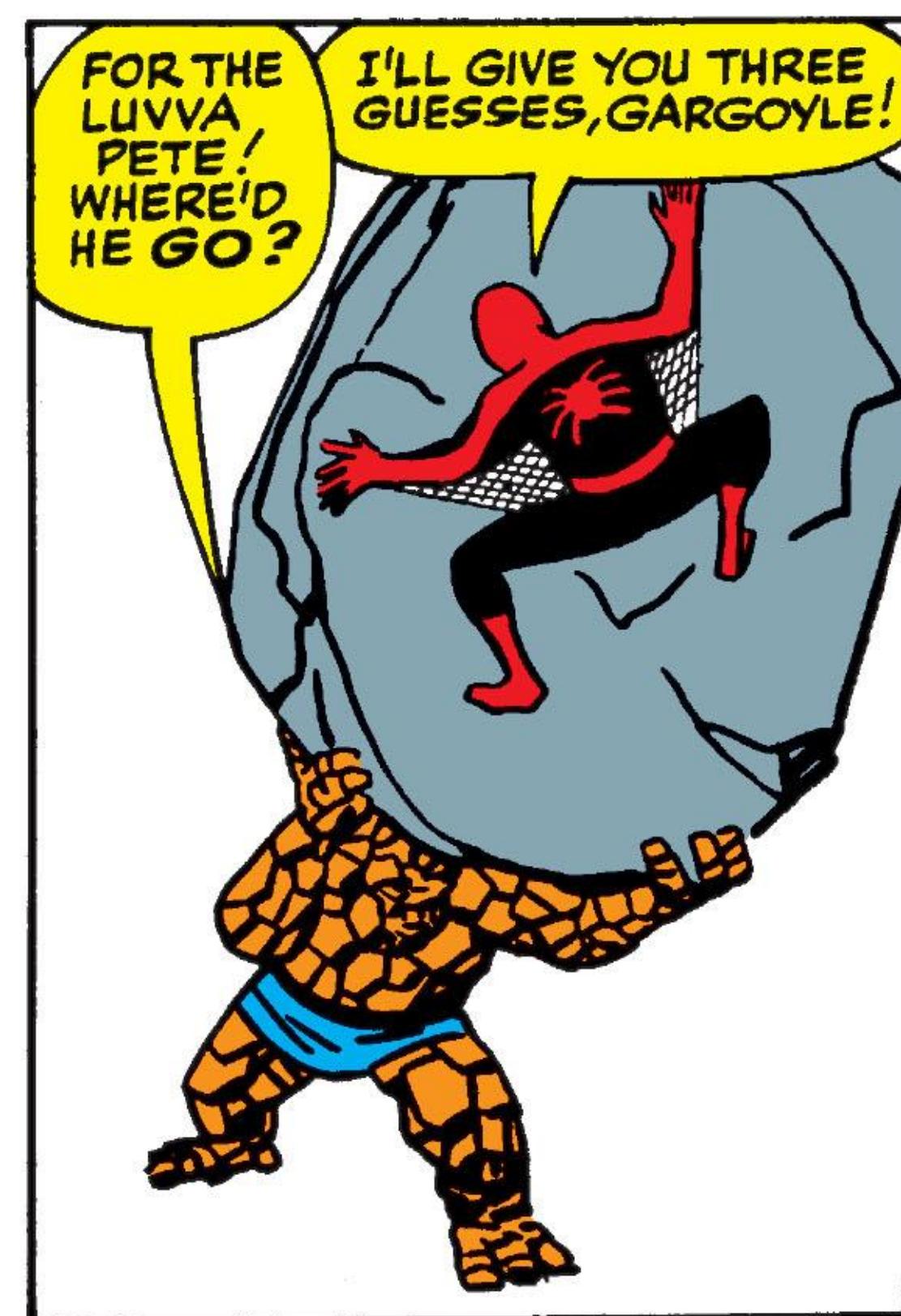
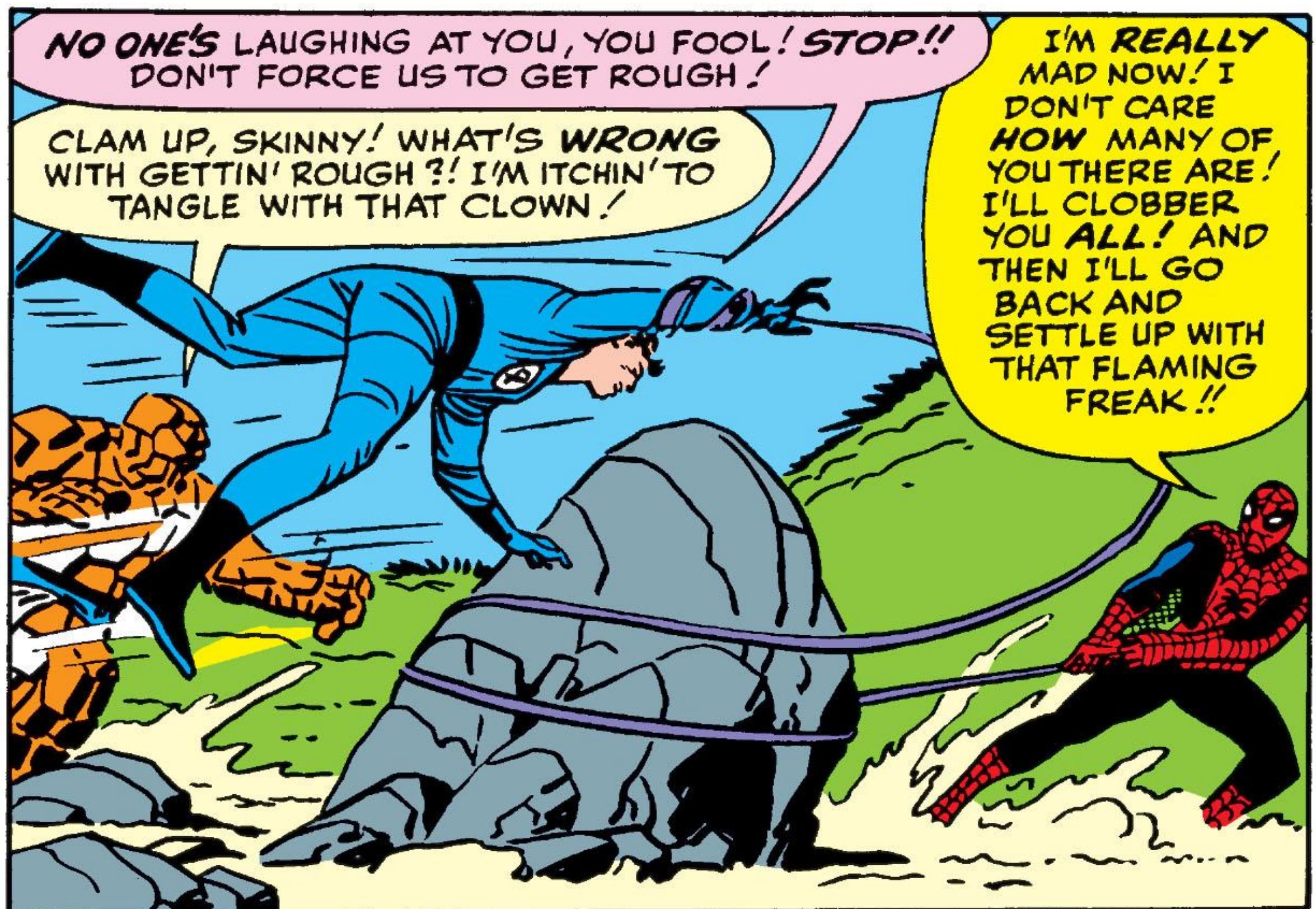


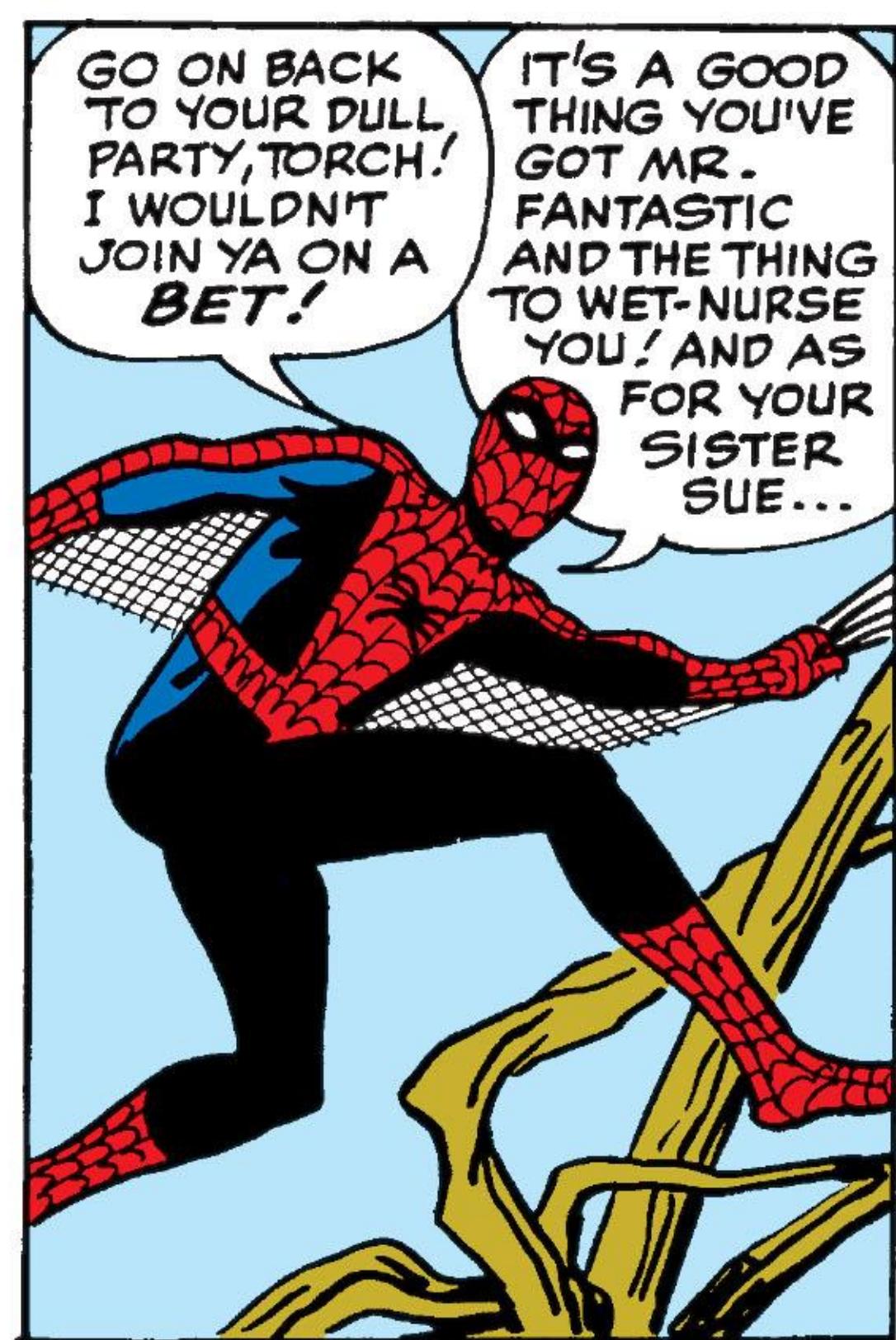
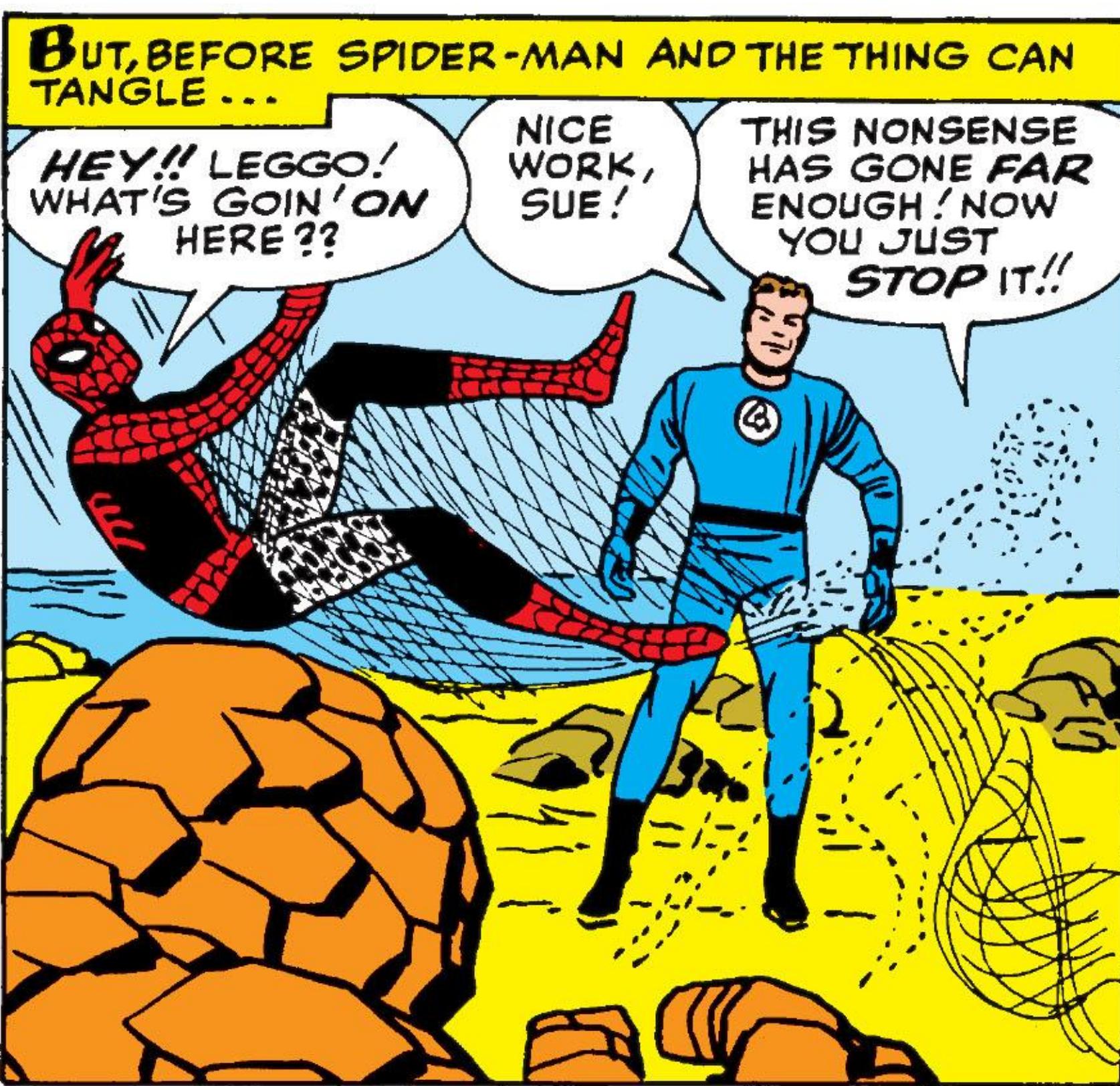


But with his super-human agility, Spider-Man easily darts through the spaces in the Torch's flame net...



Suddenly, before Spider-Man can regain his feet, he sees...







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 Jameson'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 somethin'!" Your mag is 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 ol' Spidey 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 newies—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 FFI! 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 arithmetic"!) 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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