

This document contains 11 pages.  
Exhibit Index appears at page 6

The Registrant requests that the Registration Statement  
become effective immediately upon filing pursuant to  
Securities Act Rule 462.

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**TORVEC, INC.**

(Exact Name of issuer as specified in its charter)

New York  
(State or other jurisdiction  
of incorporation or organization)  
11 Pond View Drive, Pittsford, New York  
(Address of Principal Executive Offices)

16-1509512  
(IRS Employer ID Number)  
  
14534  
(Zip Code)

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**TORVEC, INC. BUSINESS CONSULTANTS STOCK PLAN**  
(Full Title of the Plan)

**RICHARD B. SULLIVAN, ESQ.  
CHAMBERLAIN, D'AMANDA, OPPENHEIMER & GREENFIELD**

1600 Crossroads Office Building  
Rochester, New York 14614  
(Name and Address of agent for service)

**585/232-3730**  
(Telephone Number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

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TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock Par Value \$0.01 per share	250,000(1) shares	(2) (3)	(2) (3)	\$ 45.56(4)

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- (1) The Shares registered pursuant to this Registration Statement consist of 250,000 additional shares of Torvec, Inc.'s \$.01 par value common stock reserved for issuance under the Company's Business Consultants Stock Plan. 2,350,000 shares reserved for issuance under the Plan were registered under previous registration statements which became effective on June 11, 1999, October 5, 2000, November 7, 2001, December 21, 2001, February 1, 2002, November 12, 2002, January 22, 2003 and May 23, 2003, respectively.
- (2) The Shares registered pursuant to this Registration Statement will not be sold to members of the general public but solely to business consultants and advisors of Torvec, Inc. in exchange for bona fide services rendered by such consultants and advisors as authorized by the Board of Directors of Torvec, Inc. The selling price per share is based upon the closing price for the Company's common stock on the first business day immediately prior to the issuance of the shares.
- (3) Under the terms of the Torvec, Inc. Business Consultants Stock Plan, 2,600,000 shares of the Company's \$.01 par value common stock may be issued to business consultants and advisors who are natural persons who have provided bona fide services to the Company, provided that such services are not in connection with the offer or sale of securities in a capital-raising transaction, and do not directly or indirectly promote or maintain a market for the Company's securities.
- (4) Statutory Fee: Section 6(b) of the Securities Act of 1933 and Rule 457(c). The average of the bid and asked price on November 21, 2003 (a specified date within 5 business days prior to the date of filing the Registration Statement) was \$ 2.25. Based upon the statutory formula contained in Section 6(b), the Registration Fee is \$45.51.

**INCORPORATION BY REFERENCE**  
**OF**  
**EARLIER REGISTRATION STATEMENTS**

Torvec, Inc. registered 200,000 shares of its \$.01 par value common stock reserved for issuance pursuant to its Business Consultants Stock Plan on Form S-8, Registration Statement, filed with the Securities and Exchange Commission on June 11, 1999 (File No. 333-80443), an additional 200,000 shares on Form S-8, Registration Statement filed with the Commission on October 5, 2000 (File No. 333-47392), an additional 200,000 shares on Form S-8, Registration Statement filed with the Commission on November 7, 2001 (File No. 333-72894), an additional 100,000 shares on Form S-8, Registration Statement filed with the Commission on December 21, 2001 (File No. 333-75872), an additional 800,000 shares on Form S-8 Registration Statement filed with the Commission on February 1, 2002 (File No. 333-82006), an additional 250,000 shares on Form S-8 Registration Statement filed with the Commission on November 12, 2002 (File No. 333-101130), an additional 250,000 shares on Form S-8 Registration Statement filed with the Commission on January 22, 2003 (File No. 333-102650) and an additional 350,000 shares on Form S-8 Registration Statement filed with the Commission on May 23, 2003 (File No. 333-105524). The Company hereby registers an additional 250,000 shares of its \$.01 par value common stock to be issued under the Plan by filing this Registration Statement and hereby states that the contents of the Registration Statements filed on June 11, 1999, October 5, 2000, November 7, 2001, December 21, 2001, February 1, 2002, November 12, 2002, January 22, 2003 and May 23, 2003 are hereby incorporated herein by reference thereto.

## EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
(4)	Instruments defining the rights of security holders  Incorporated By Reference to Form 10-SB as updated by Annual Reports (Form 10-KSB), Quarterly Reports (Form 10-QSB) and Current Reports (Form 8-K) and exhibits filed therewith
(5)	Opinion of Counsel  5.3 Opinion of Counsel re: legality
(15)	Letter re: Unaudited interim financial information
(23)	Consents of Experts and Counsel  23.5 Independent Auditors' Consent  23.6 Consent of Counsel
(24)	Power of Attorney
(25)	Statement of Eligibility of Trustee
(99)	Additional Exhibits  99.1 Resolutions adopted by the Board of Directors of Torvec, Inc. creating Torvec, Inc. Business Consultants Stock Plan, incorporated by reference to Registration Statement (Form S-8) filed June 11, 1999

## SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TORVEC, INC.

Date: November 24, 2003

By: /S/KEITH E. GLEASMAN  
Keith E. Gleasman, President

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: November 24, 2003

By: /S/ERIC STEENBURGH  
Eric Steenburgh, Chairman of the Board of Directors and  
Chief Executive Officer

Dated: November 24, 2003

By: /S/KEITH E. GLEASMAN  
Keith E. Gleasman, President and Director

Dated: November 24, 2003

By: /S/HERBERT H. DOBBS  
Herbert H. Dobbs, Director

Dated: November 24, 2003

By: /S/MORTON A. POLSTER  
Morton A. Polster, Director and Secretary

Dated: November 24, 2003

By: /S/JAMES A. GLEASMAN  
James A. Gleasman, Director

Dated: November 24, 2003

By: /S/JOSEPH ALBERTI  
Joseph Alberti, Director

Dated: November 24, 2003

By: /S/GARY SICONOLFI  
Gary Siconolfi, Director

Dated: November 24, 2003

By: /S/SAMUEL M. BRONSKY  
Samuel M. Bronsky, Chief Financial and Chief Accounting Officer

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>	<u>Page</u>
(4)	Instruments defining the rights of security holders	N/A
	Incorporated By Reference to Form 10-SB as updated by Annual Reports (Form 10-KSB), Quarterly Reports (Form 10-QSB) and Current Reports (Form 8-K) and exhibits filed therewith	
(5)	Opinion of Counsel	
	5.3 Opinion of Counsel re: legality	7
(15)	Letter re: Unaudited interim financial information	N/A
(23)	Consents of Experts and Counsel	
	23.5 Independent Auditors' Consent	9
	23.6 Consent of Counsel	10
(24)	Power of Attorney	N/A
(25)	Statement of Eligibility of Trustee	N/A
(99)	Additional Exhibits	
	99.1 Resolutions adopted by the Board of Directors of Torvec, Inc. creating Torvec, Inc. Business Consultants Stock Plan, incorporated by reference to Registration Statement (Form S-8) filed June 11, 1999	N/A

### EXHIBIT 5.3

November 21, 2003

Torvec, Inc.  
11 Pond View Drive  
Pittsford, New York 14534

Gentlemen:

We have examined the corporate records and proceedings of Torvec, Inc., a New York business corporation (hereinafter referred to as "Company"), with respect to:

1. The organization of the Company;
2. The legal sufficiency of all corporate proceedings of the Company taken in connection with the creation, issuance, all of the present outstanding and issued stock of the Company; and
3. The legal sufficiency of all corporate proceedings of the Company taken in connection with the creation, issuance, form and validity, and full payment and nonassessability when issued, of the 250,000 shares of the \$.01 par value Common Stock of the Company ("Registered Shares") covered by the Registration Statement (hereinafter referred to as the "Registration Statement") dated as of November 14, 2003.

Based upon such examination, we are of the opinion that:

- (a) Torvec, Inc. is duly organized and validly existing under the laws of the State of New York;
- (b) The Company is authorized to issue 40,000,000 shares of Common Stock of the par value of \$.01 per share, of which 27,558,975 shares of such Common Stock have been issued and are presently outstanding and 100,000,000 shares of preferred stock, of which 44,075 have been issued and are presently outstanding;

(c) The Company has taken all necessary and required corporate proceedings in connection with the creation and issuance of the said presently issued stock of the Company, and all of said stock so issued has been validly issued, is fully paid and nonassessable, and in all respects is in proper form; and

(d) When the Registration Statement shall have become effective and the Registered Shares shall have been issued and sold upon the terms and conditions set forth in the Registration Statement, the Company's shares will be validly authorized and legally issued, fully paid and nonassessable and in all respects in proper form.

We hereby consent:

(1) To be named in the Registration Statement, as the attorneys who will pass upon legal matters in connection with an issuance of the Company's shares; and

(2) To the filing of this opinion as Exhibits 5.3 and 23.6 to the Registration Statement.

If you have any questions with respect to this opinion, please contact Richard B. Sullivan at (585) 232-3730 or by e-mail at [rbs@cdog.com](mailto:rbs@cdog.com).

Very truly yours,

/S/Chamberlain D'Amanda Oppenheimer & Greenfield  
CHAMBERLAIN D'AMANDA  
OPPENHEIMER & GREENFIELD



## **EXHIBIT 23.5**

### **INDEPENDENT AUDITORS' CONSENT**

We consent to the incorporation by reference in the Registration Statement on Form S-8 of Torvec, Inc., pertaining to the registration of 250,000 shares of common stock pursuant to the Torvec, Inc. Business Consultants Stock Plan of our report dated April 8, 2003 with respect to our audit of the financial statements of Torvec, Inc. and subsidiaries [a development stage company] included in the Annual Report on Form 10-KSB/A No.2 for the year ended December 31, 2002, filed with the Securities and Exchange Commission.

**/S/ EISNER LLP**

New York, New York  
November 21, 2003

## EXHIBIT 23.6

November 21, 2003

Torvec, Inc.  
11 Pond View Drive  
Pittsford, New York 14534

Gentlemen:

We have examined the corporate records and proceedings of Torvec, Inc., a New York business corporation (hereinafter referred to as "Company"), with respect to:

1. The organization of the Company;
2. The legal sufficiency of all corporate proceedings of the Company taken in connection with the creation, issuance, all of the present outstanding and issued stock of the Company; and
3. The legal sufficiency of all corporate proceedings of the Company taken in connection with the creation, issuance, form and validity, and full payment and nonassessability when issued, of the 250,000 shares of the \$.01 par value Common Stock of the Company ("Registered Shares") covered by the Registration Statement (hereinafter referred to as the "Registration Statement") dated as of May 23, 2003.

Based upon such examination, we are of the opinion that:

- (a) Torvec, Inc. is duly organized and validly existing under the laws of the State of New York;
- (b) The Company is authorized to issue 40,000,000 shares of Common Stock of the par value of \$.01 per share, of which 27,558,975 shares of such Common Stock have been issued and are presently outstanding and 100,000,000 shares of preferred stock of which 44,075 are issued and presently outstanding;

(c) The Company has taken all necessary and required corporate proceedings in connection with the creation and issuance of the said presently issued stock of the Company, and all of said stock so issued has been validly issued, is fully paid and nonassessable, and in all respects is in proper form; and

(d) When the Registration Statement shall have become effective and the Registered Shares shall have been issued and sold upon the terms and conditions set forth in the Registration Statement, the Company's shares will be validly authorized and legally issued, fully paid and nonassessable and in all respects in proper form.

We hereby consent:

(1) To be named in the Registration Statement, as the attorneys who will pass upon legal matters in connection with an issuance of the Company's shares; and

(2) To the filing of this opinion as Exhibits 5.3 and 23.6 to the Registration Statement.

If you have any questions with respect to this opinion, please contact Richard B. Sullivan at (585) 232-3730 or by e-mail at [rbs@cdog.com](mailto:rbs@cdog.com).

Very truly yours,

/S/Chamberlain D'Amanda Oppenheimer & Greenfield  
CHAMBERLAIN D'AMANDA  
OPPENHEIMER & GREENFIELD