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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

March 16, 2005

Date of Report (Date of earliest event reported)

TORVEC, INC.

(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction  
of incorporation)

000-24455  
(Commission  
File Number)

16-1509512  
(IRS Employer  
Identification No.)

Powder Mills Office Park, 1169 Pittsford-Victor Rd., Suite 125, Pittsford, New York 14534  
(Address of Principal Executive Offices and Zip Code)

(585) 248-0840

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## **INFORMATION TO BE INCLUDED IN THE REPORT**

### **SECTION 1 - REGISTRANT'S BUSINESS AND OPERATIONS**

- Item 1.01 Entry into a Material Definitive Agreement.**
- Item 1.02 Termination of a Material Definitive Agreement.**
- Item 1.03 Bankruptcy or Receivership.**

### **SECTION 2 - FINANCIAL INFORMATION**

- Item 2.01 Completion of Acquisition or Disposition of Assets.**
- Item 2.02 Results of Operations and Financial Condition.**
- Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**
- Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**
- Item 2.05 Costs Associated with Exit or Disposal Activities.**
- Item 2.06 Material Impairments.**

### **SECTION 3 - SECURITIES AND TRADING MARKETS**

- Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**
- Item 3.02 Unregistered Sales of Equity Securities.**

On March 16, 2005 the company sold 37,500 Class A Preferred Shares to an existing shareholder at the stipulated price of \$4.00 per share for gross proceeds of \$150,000.

This shareholder is a business consultant with the company, is very familiar with its business and operations, and consequently the company is claiming that this transaction is exempt from registration under Section 4(2) of the Securities Act of 1933 in as much as it constitutes a transaction not involving a public offering.

- Item 3.03 Material Modification to Rights of Security Holders.**

### **SECTION 4 - MATTERS RELATED TO ACCOUNTANTS AND FINANCIAL STATEMENTS**

- Item 4.01 Changes in Registrant's Certifying Accountant.**
- Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.**

### **SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT**

- Item 5.01 Changes in Control of Registrant.**
- Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

- Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**
- Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.**
- Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

### **SECTION 6 - [RESERVED]**

### **SECTION 7 - REGULATION FD**

**Item 7.01 Regulation FD Disclosure.**

**SECTION 8 - OTHER EVENTS**

**Item 8.01 Other Events.**

**SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS**

**Item 9.01 Financial Statements and Exhibits.**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 22, 2005

Torvec, Inc.  
(Registrant)

By: /S/PHILIP A. FAIN  
Philip A. Fain  
Chief Executive Officer

By: /S/PHILIP A. FAIN  
Philip A. Fain  
Chief Financial Officer