

Toro Ventures Inc.  
Form SC 14F1  
February 13, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14F-1  
INFORMATION STATEMENT  
PURSUANT TO SECTION 14F OF THE  
SECURITIES EXCHANGE ACT OF 1934  
AND RULE 14F-1 THEREUNDER

TORO VENTURES INC.

(Exact name of registrant as specified in its corporate charter)

000-51974

(Commission File No.)

Nevada  
(State of Incorporation)

n/a  
(IRS Employer Identification No.)

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Suite 106, 2820 Elliot Ave., Seattle, WA, 98121

(Address of principal executive offices)

206.686.1757

(Registrant's telephone number)

**Toro Ventures Inc.**

**Suite 106, 2820 Elliot Ave., Seattle, WA, 98121**

INFORMATION STATEMENT  
PURSUANT TO SECTION 14(f)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
AND RULE 14f-1 THEREUNDER

NOTICE OF CHANGE IN THE MAJORITY OF THE BOARD OF DIRECTORS

This information statement is being mailed on or about February 13, 2008, by Toro Ventures, Inc. (the "Company"), to the holders of record of shares of common stock, par value \$0.001 per share, of the Company. You are receiving this information statement in connection with the appointment of a new director and officer to the Company and the resignation of the existing sole director and officer.

NO VOTE OR OTHER ACTION OF THE COMPANY'S STOCKHOLDERS  
IS REQUIRED IN CONNECTION WITH THIS INFORMATION STATEMENT.

NO PROXIES ARE BEING SOLICITED AND  
YOU ARE REQUESTED NOT TO SEND THE COMPANY A PROXY.

Introduction

This Information Statement is being furnished on or around February 13, 2008 to the stockholders of record as of the close of business on February 12, 2008 (the "Record Date") of the common stock of Toro Ventures Inc., a Nevada corporation (the "Company"). As of the Record Date, the Company had approximately 5,845,000 shares of Common Stock outstanding. This Information Statement is being provided in connection with the change of the composition of the Company's Board of Directors as the result of the appointment of Frederick Graham Jr. as the Company's new director and officer and the resignation of Yan Liu as the Company's sole director and officer, which will be effective as of February 23, 2008 (the "Effective Date").

Nevada corporation law and the Company's bylaws permit holders of a majority of the voting power to take stockholder action by written consent. Accordingly, the Company will not hold a meeting of its stockholders to consider or vote upon the Corporate Name Change as described in this Information Statement.

The principal executive office of the Company is located at Suite 106, 2820 Elliot Ave, Seattle, WA, 98121. The telephone number of the principal executive office of the Company is 206-686-1757.

This Information Statement is being furnished pursuant to Section 14(f) of the Securities Exchange Act of 1934 (the Exchange Act) and Rule 14f-1 promulgated thereunder. This Information Statement is being provided solely for informational purposes and not in connection with a vote of the Company's stockholders.

### CHANGES TO THE BOARD OF DIRECTORS

Prior to the Record Date, the Board of Directors consisted of one sole director, Yan Liu, who was elected to serve until his successor is duly elected and qualified or until the next annual meeting of the Company's stockholders. As the result of the appointment of Frederick Graham and the resignation of Yan Liu, the Board of Directors of the Company, the majority of the Company's Board of Directors will change as of the Effective Date and will consist of one new sole director, with each director elected to serve until his successor is duly elected and qualified or until the next annual meeting of the Company's stockholders.

### DIRECTORS AND EXECUTIVE OFFICERS

The information contained in this Information Statement concerning the the new director has been furnished to the Company by such persons and the Company assumes no responsibility for the accuracy or completeness of such information.

To the best of the Company's knowledge, none of the officers or New Directors of the Company have been the subject of any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time, been convicted in a criminal proceeding or been subject to a pending criminal proceeding (excluding traffic violations and other minor offenses), been subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting such person's involvement in any type of business, securities or banking activities or been found by a court of competent jurisdiction (in a civil action), the SEC or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

All directors hold office until the next annual meeting of stockholders and the election and qualification of their successors. Officers are elected annually by the board of directors and serve at the discretion of the board of directors.

Set forth below is the name, age and present principal occupation or employment, and material occupations, positions, offices or employments for the past five years of the current directors and executive officers of the Company as of the Effective Date.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Frederick Graham Jr.	52	President, CEO, Treasurer, Director

**Frederick Graham** has been elected as our president, principal executive officer, principal financial officer, principal accounting officer, treasurer and sole director as of February 13, 2008.

Mr. Graham has a strong track record of guiding startup companies and leading them towards success. Mr. Graham has over 25 years of experience working in a management role in early stage companies. Some of his experiences

include leading a junior Paper Recycling Company in downtown Chicago to be bought out by Waste Management, Inc and successfully leading a turnaround of a \$50 million Real Estate Mortgage Investment Company which had filed for bankruptcy.

### **Family Relationships**

There are no family relationships between any of our directors or executive officers and any other directors or executive officers.

### **Director Compensation**

The Directors of the Company do not compensate their directors, other than reimbursing for any out-of-pocket expenses incurred by them on behalf of the Company.

## **MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS**

The Company presently does not have an audit committee, compensation committee or nominating committee or committee performing similar functions, as the management of the Company believes that until this point it has been premature at the early stage of the Company's management and business development to form an audit, compensation or nominating committee. However, the new management of the Company plans to form an audit, compensation and nominating committee in the near future. The Company envisions that the audit committee will be primarily responsible for reviewing the services performed by the Company's independent auditors and evaluating its accounting policies and system of internal controls. The Company envisions that the compensation committee will be primarily responsible for reviewing and approving the Company's salary and benefits policies (including stock options) and other compensation of the Company's executive officers. Until these committees are established, these decisions will continue to be made by the Board of Directors. Although the Board of Directors has not established any minimum qualifications for director candidates, when considering potential director candidates, the Board of Directors considers the candidate's character, judgment, skills and experience in the context of the needs of the Company and the Board of Directors.

The Company does not have an audit committee charter or a charter governing the nominating process. The members of the Board of Directors, who perform the functions of a nominating committee, are not independent because they are also officers of the Company. The determination of independence of directors has been made using the definition of "independent director" contained under Rule 4200(a)(15) of the Rules of National Association of Securities Dealers. There has not been any defined policy or procedure requirements for stockholders to submit recommendations or nomination for directors. The Board of Directors does not believe that a defined policy with regard to the consideration of candidates recommended by stockholders is necessary at this time because, given the early stages of the Company's development, a specific nominating policy would be premature and of little assistance until the Company's business operations are at a more advanced level.

## **SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act, as amended, requires the Company's directors and executive officers, and persons who own more than 10% of the Company's equity securities which are registered pursuant to Section 12 of the Exchange Act, to file with the SEC initial reports of ownership and reports of changes in ownership of equity securities of the Company. Officers, directors and greater than 10% stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) reports they file.

Based solely upon a review of the Forms 3, 4 and 5 (and amendments thereto) furnished to the Company, the Company has determined that the Company's directors, officers and greater-than 10% beneficial owners complied with all applicable Section 16 filing requirements.

## EXECUTIVE COMPENSATION

As of the Record Date, no director or officer of the Company has received compensation. The Company has no stock option, retirement, pension, or profit-sharing programs for the benefit of directors, officers or other employees.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

As of the Record Date, the Company had 5,845,000 Voting Shares issued and outstanding, consisting entirely of common stock, which for voting purposes are entitled to one vote per share. The Consenting Stockholder is the record and beneficial owner of 3,000,000 shares of the Company's common stock, which represents approximately 51.3% of the total number of Voting Shares.

The following table shows the number of shares of Common Stock beneficially owned as of the Record Date, by each person who we know beneficially owns more than 5% of the issued and outstanding shares of our Common Stock, each director and executive officer of the Company and the directors and executive officers as a group.

<b>Name</b>	<b># of shares beneficially owned</b>	<b>Percent of shares</b>
Yan Liu (1) All Executive Officers and Directors as a group (1 person)	3,000,000	51.3%

(1) The address for Mr. Liu is the Company's address at 25 Jinhua Street, Chang Chun, China, 130000.

## NO DISSENTERS' RIGHTS

Under Nevada law, stockholders are not entitled to dissenters' rights with respect to the transaction described in this Information Statement.

## ADDITIONAL INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934 and , files annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (the "SEC"). Such reports, proxy statements and other information may be inspected at the public reference room of the SEC at 100 F Street, N.E., Washington D.C. 20549. Copies of such material can be obtained from the facility at prescribed rates. Please call the SEC toll free at 1-800-SEC-0330 for information about its public reference room. Because the Company files documents electronically with the SEC, you may also obtain this information by visiting the SEC's Internet website at <http://www.sec.gov>.

By Order of The Board of Directors

Yan Liu,

President and Chief Executive Officer

Dated: February 13, 2008