

GUARDIANS OF THE GALAXY & X-MEN

THE BLACK VORTEX

CHAPTER 5

Previously in *The Black Vortex*...

Billions of years ago, an ancient race named the Viscardi were gifted an object of immense cosmic power by a Celestial. This artifact, known as the Black Vortex, transformed the user, imbuing them with cosmic energy. However, the power of this object caused the Viscardi to turn on each other, annihilating their own race from within.

Peter Quill and Kitty Pryde recently discovered that the sadistic Mister Knife, who is actually Peter's father, J'Son, had recovered the Black Vortex. Forced to act, Peter and Kitty stole the artifact and recruited the Guardians of the Galaxy and the X-Men to help battle Mister Knife. Though the group disagreed over what to do with the artifact, Gamora, the elder Beast, and Angel chose to submit to the Vortex. Now cosmically aware, the three enhanced heroes took the Black Vortex and rocketed away with a new mission—to reshape the universe in their image. As the three discussed what to do with their new powers, they were ambushed by Ronan the Accuser, who stole the Black Vortex. In retaliation, Gamora, Beast, and Angel began to lay waste to the Kree homeworld, Hala.

Meanwhile, Knife's flying fortress appeared in the sky above the remaining heroes and fired a blast directly at Spartax's moon. In the wake of the moon's destruction, the Guardians and X-Men were able to escape from Knife's Slaughter Lords. Though the group was at a loss for what to do next, help may have arrived in the form of the young Cyclops and his father, Corsair!

BRIAN MICHAEL BENDIS

WRITER

ANDREA SORRENTINO

ARTIST

MARCELO MAIOLO

COLORIST

VC's CORY PETIT

LETTERER

ANDREA SORRENTINO AND MARCELO MAIOLO

COVER ARTISTS

XANDER JAROWEY

ASSISTANT EDITOR

MIKE MARTS

EDITOR

AXEL ALONSO EDITOR IN CHIEF **JOE QUESADA** CHIEF CREATIVE OFFICER

DAN BUCKLEY PUBLISHER **ALAN FINE** EXECUTIVE PRODUCER

X-MEN CREATED BY STAN LEE AND JACK KIRBY

ALL-NEW X-MEN No. 39, May 2015. Published Monthly except in February, March, and April by MARVEL WORLDWIDE, INC., a subsidiary of MARVEL ENTERTAINMENT, LLC. OFFICE OF PUBLICATION: 135 West 50th Street, New York, NY 10020. BULK MAIL POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. © 2015 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. \$3.99 per copy in the U.S. (GST #R127032852) in the direct market; Canadian Agreement #40668537. Printed in the USA. Subscription rate (U.S. dollars) for 12 issues: U.S. \$26.99; Canada \$42.99; Foreign \$42.99. POSTMASTER: SEND ALL ADDRESS CHANGES TO ALL-NEW X-MEN, C/O MARVEL SUBSCRIPTION P.O. BOX 1527 LONG ISLAND CITY, NY 11101. TELEPHONE # (888) 511-5480. FAX # (347) 537-2649. subscriptions@marvel.com. ALAN FINE, EVP - Office of the President, Marvel Worldwide, Inc. and EVP & CMO Marvel Characters B.V.; DAN BUCKLEY, Publisher & President - Print, Animation & Digital Divisions; JOE QUESADA, Chief Creative Officer; TOM BREVOORT, SVP of Publishing; DAVID BOGART, SVP of Operations & Procurement, Publishing; C.B. CEBULSKI, VP of International Development & Brand Management; DAVID GABRIEL, SVP of Print, Sales & Marketing; JIM O'KEEFE, VP of Operations & Logistics; DAN CARR, Executive Director of Publishing Technology; SUSAN CRESPI, Editorial Operations Manager; ALEX MORALES, Publishing Operations Manager; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Jonathan Rheingold, VP of Custom Solutions & Ad Sales, at jrheingold@marvel.com. For Marvel subscription inquiries, please call 888-511-5480. Manufactured between 02/20/2015 and 03/03/2015 by QUAD/GRAPHICS WASECA, WASECA, MN, USA.



WHAT DID YOU THINK WOULD HAPPEN, LAURA?!



DID YOU THINK I WOULD LOVE YOU?!

DID YOU THINK I WOULD NOT SEE WHAT YOU REALLY ARE?!





ДДААССНННН!





YOU NEED TO MAKE THAT RIGHT.

I'M SORRY YOU'RE ALL MAD.



WHAT DID YOU *THINK* WE WOULD BE?

HAPPY FOR ME AND MY DAD.

WE CAN BE BOTH THINGS.



HEY...



HEY, YOURSELF...

