

MARVEL COMICS
BEGRUDGINGLY PRESENTS...



PETER PARKER WAS BITTEN BY AN IRRADIATED SPIDER, GRANTING HIM AMAZING ABILITIES, INCLUDING THE PROPORTIONAL SPEED, STRENGTH AND AGILITY OF A SPIDER, AS WELL AS ADHESIVE FINGERTIPS AND TOES. AFTER LEARNING THAT WITH GREAT POWER, THERE MUST ALSO COME GREAT RESPONSIBILITY, HE BECAME THE WORLD'S GREATEST SUPER HERO! HE'S...

The AMAZING SPIDER-MAN

AVENGER...ASSASSIN...SUPERSTAR! WADE WILSON WAS CHOSEN FOR A TOP-SECRET GOVERNMENT PROGRAM THAT GAVE HIM A HEALING FACTOR THAT ALLOWS HIM TO HEAL FROM ANY WOUND. DESPITE EARNING A SMALL FORTUNE AS A GUN FOR HIRE, WADE HAS BECOME THE WORLD'S MOST BELOVED HERO AND IS THE STAR OF THE WORLD'S GREATEST COMIC MAGAZINE (NO MATTER WHAT THAT JERK IN THE WEBS MAY THINK). CALL HIM THE MERC WITH THE MOUTH...CALL HIM THE REGENERATIN' DEGENERATE...CALL HIM...

DEADPOOL



LAST TIME:
IF THIS IS YOUR FIRST ISSUE OF SPIDER-MAN/DEADPOOL, WELCOME! YOU CAME LATE TO THE PARTY, BUT WE STILL LOVE YOU AND ACCEPT YOU TO OUR BOSOM WITH OPEN BOSOMS.
NEXT TIME WE DO A #1, BUY THREE SO YOU DON'T FIND YOURSELF IN THIS SITUATION AGAIN.

- DEADPOOL AND SPIEY DO NOT GET ALONG EXTREMELY WELL! (SPIEY SORT OF HATES DEADPOOL...)
- A MYSTERY PLAYER HAS HIRED DEADPOOL TO KILL PETER PARKER!
- MYSTERIO SUCCESSFULLY TOOK OVER NEW YORK USING PARKER INDUSTRIES TECH TO GENERATE A MASS HALLUCINATION. SO DEADPOOL HIT HIM WITH HIS CAR! HEROIC!
- HE'S NOT ALL BAD, THOUGH. DEADPOOL SAVED MYSTERIO'S LIFE, AND SPIEY HAS BEGUN TO THINK DIFFERENTLY ABOUT THE MERC.

BEWARE PIRACY! SAY NO TO TORRENTS AND BURN THE WITCHES WHO CRAFT COUNTERFEIT COMICS! AND NOW...ENJOY THE SWEET TASTE OF AUTHENTICITY.

ISN'T IT BROMANTIC?

JOE KELLY WRITER • **ED MCGUINNESS** PENCILER • **MARK MORALES** INKER
JASON KEITH COLOR ARTIST • **VC'S JOE SABINO** LETTERER
ED MCGUINNESS AND JASON KEITH COVER ARTISTS • **CLIFF CHIANG** VARIANT COVER ARTIST
MANNY MEDEROS TITLE PAGE DESIGN • **DEVIN LEWIS** ASSISTANT EDITOR
JORDAN D. WHITE AND NICK LOWE EDITORS

SPIDER-MAN CREATED BY
STAN LEE AND STEVE DITKO

DEADPOOL CREATED BY
ROB LIEFELD AND FABIAN NICIEZA

AXEL ALONSO EDITOR IN CHIEF • **JOE QUESADA** CHIEF CREATIVE OFFICER
DAN BUCKLEY PUBLISHER • **ALAN FINE** EXECUTIVE PRODUCER

SPIDER-MAN/DEADPOOL No. 3, May 2016. Published Monthly 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. © 2016 MARVEL. 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 #R127022852) in the direct market; Canadian Agreement #4066837. 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 SPIDER-MAN/DEADPOOL, C/O MARVEL SUBSCRIPTIONS P.O. BOX 727 NEW HYDE PARK, NY 11040. TELEPHONE # (888) 511-5480. FAX # (347) 537-2649. subscriptions@marvel.com. ALAN FINE, President, Marvel Entertainment; DAN BUCKLEY, President, TV, Publishing & Brand Management; 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; DAN CARR, Executive Director of Publishing Technology; ALEX MORALES, Director of Publishing Operations; SUSAN CRESPI, Production Manager; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Vit DeBellis, Integrated Sales Manager, at vdebells@marvel.com. For Marvel subscription inquiries, please call 888-511-5480. Manufactured between 02/12/2016 and 02/23/2016 by R.R. DONNELLEY, INC., GLASGOW, KY, USA.



"IT'S NOTHING SHORT OF A MIRACLE, REALLY. FIFTY-THREE BONES SHATTERED, PUNCTURED LUNG. SPLEEN. HEAD TRAUMA.

"WHETHER OR NOT HE DESERVES IT..."



QUENTIN BECK GETS A SECOND CHANCE AT LIFE.

AND IT REALLY IS BECK ACCORDING TO THE DNA CROSS-REF WITH INTERPOL, THE FBI, NEW YORK STATE AND THE BOY SCOUTS. PERFECT MATCH.

NOT AN ILLUSION, NOT A DREAM... MYSTERIO IS DOWN.



I HEAR DEADPOOL SAVED HIS LIFE.

HE ALSO ACCIDENTALLY RAN HIM OVER WITH A WEAPONIZED DUNE BUGGY.

NOT A FAN?

NEVER GAVE HIM MUCH THOUGHT. DO YOU KNOW I INVENTED THESE MED-SCANNERS? DO YOU LIKE SCIENCE, DOCTOR--?

DANDYGRAM!



GOT THE COMA BLUES? DR. DEADPOOL HAS JUST THE CURE FOR YOU!

I'M GONNA PLAY THAT SHIA LABEOUF "JUST DO IT!" MEME UNTIL YOU WAKE UP AND RIP YOUR OWN EARS OFF--



UHH... LIKE, PETER PARKER.

... YEAH, NO. BRUH. JUST DEADPOOL.

DEADPOOL... OR DO YOU PREFER MR. POOL? HEH.

OH. MY. GOSHI! NO ONE IS EVER GOING TO BELIEVE THIS!



WHY IS HE LOOKING AT ME SO WEIRD? DOES HE KNOW? HE KNOWS.

HE CAN'T KNOW. HE'S DEADPOOL! HE'S AN IDIOT!

P.S. THANKS FOR COMING IN JUST AS I WAS GOING TO ASK THE DOCTOR OUT FOR DINNER, YOU MORON.



THAT NURSE IS HOT.

SHE'S A DOCTOR.

A NURSE DOCTOR? THAT'S SILLY.

SO, ARE WE KILLING PARKER NOW OR LATER? AND AS AN ADDENDUM, WILL WE HAVE TO KILL THE NURSE TOO?

I AM SO SEXIST. AND NO. PROBABLY NOT. MAYBE.



SO, YOU WERE ABOUT TO THANK ME FOR CLOCKING MYSTERIO WITH MY BOSS DEAD-BUGGY?

FOR SAVING NEW YORK, ACTUALLY...

IS A "DEAD-BUGGY" ANYTHING LIKE A SPIDER-BUGGY BUT WITH A DIFFERENT PAINT JOB?



YOU'RE FUNNY. MUST BE THE THIN AIR UP IN YOUR IVORY TOWER.

EXCUSE ME?

SORRY. I DIGRESS. LET ME GET TO THE POINT--



EASY THERE, KILLER. NO TOUCHY THE BOSS WITHOUT A HEALTHY DOSE OF HAND SANITIZER!

I KNOW WHERE YOUR HANDS HAVE BEEN.

HEY...SPIDEY-ER-MAN. I TOTALLY KNEW YOU WERE THERE BUT YOUR BOSS IS SO CAPTIVATING WITH HIS WORDS AND STUFF.

SAY FRICTION AGAIN, SLOWER AND IN A SEXY "MOST INTERESTING MAN IN THE WORLD" VOICE.

SOMEHOW I DOUBT THAT... ANYWAY--

--THIS IS GOOD TIMING. SPIDER-MAN WAS TELLING ME ABOUT YOUR PAST...FRICTION--

HE WAS WONDERING WHETHER OR NOT YOU'D REALLY CHANGED.

IF YOU REALLY DID TURN OVER A NEW LEAF, WELL...I THINK IT WOULD BE WORTH A LOOK.

YOU TWO SHOULD HANG OUT.

YEAHHHHH... YUP. LIKE, CHILL.

THIS IS FOR REAL? NOT LIKE "MY STUCK-UP BOSS (NO OFFENSE) GAVE ME A BOOT-LICKING ASSIGNMENT (NO OFFENSE) TO HANG WITH A MUCH COOLER HERO (NO OFFENSE)"?



HISTORY IN THE MAKING! LET'S CAPTURE THE MOMENT!

HEY, DOC, SINCE EVERYONE'S MAKING PLANS--

MARRIED. SORRY. SMILE!



FOR REAL.

WELCOME TO YOUR HANDY CHARACTER CHART, NAVIGATING THE WORLD OF SPIDEY-POOL--

HOBIE BROWN POSES AS SPIDEY ON OCCASION SO PETE AND SPIDEY CAN BE IN THE SAME ROOM TOGETHER...

DEADPOOL WAS WEARING A MASK OVER HIS MASK PAYING HOMAGE TO CLOWN DOCTORS EVERYWHERE.

THIS DOCTOR WILL NEVER BE SEEN AGAIN, BUT SHE IS HAPPILY MARRIED.

PETER PARKER IS ACTUALLY SPIDER-MAN. BUT...



ONE DAY, MANY PREPARATIONS AND MORE THAN A FEW BOYISH SQUEALS LATER...

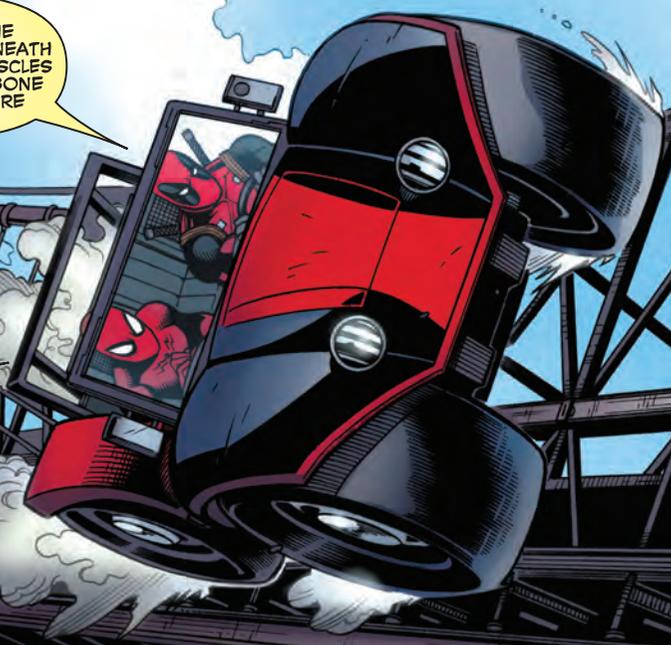
YOU WANT TO GET TO KNOW THE REAL ME?! DOWN BENEATH THE SEXY AND THE MUSCLES AND THE PERFECT BONE STRUCTURE--YOU'RE GONNA GET IT.

WELCOME TO DEADPOOL FOR A DAY! WHAT I DO, YOU DO!

ASIDE FROM DOO-DOO, WHICH I'M SURE YOU DO TOO, BUT THAT'S NOT ON THE MENU, SO YOU DO YOU AND I'LL DO DOO--

THERE WILL BE RULES.

DO WE GET TO PICK OUR OWN SAFE WORDS? MINE'S "DO IT AGAIN."



I GOT YOU A PRESENT. MADE IT MYSELF.

I CAN'T TELL YOU HOW MANY TIMES I'VE BEEN SHOT ON A FIRST DATE--

YOU EARNED A SECOND CHANCE WITH ME AFTER THE MYSTERIO INCIDENT...

BUT I'M NOT AN IDIOT.

ONLY WAY I'M GONNA BE PERSUADED YOU'VE CHANGED IS 110% TRUTH.

CAN WE AGREE ON "TRUTHINESS"?

I'LL GET OUT HERE--

KIDDING! I KID! TRUTH IS NOT A PROBLEM--



FOR THE LOVE OF BLUE IVY!

WE SHOULD HAVE DONE THIS A LOT SOONER. I'M ALREADY SMILING.

YEAH. THIS IS PERF-- FFFCHHH!

WITHOUT GETTING TECHNICAL, IT'S A LIE DETECTOR BUILT INTO A SPIDER-TRACER.

