

ACROSS THE MULTIVERSE, YOUNG MEN AND WOMEN WERE BITTEN BY GENETICALLY ALTERED, IRRADIATED OR MYSTICAL SPIDERS AND WERE TRANSFORMED. THEY GAINED THE SPEED, AGILITY, AND PROPORTIONAL STRENGTH OF A SPIDER AS WELL AS THE ABILITY TO STICK TO WALLS. SOME EVEN GAINED A UNIQUE PRECOGNITIVE AWARENESS OF DANGER CALLED "SPIDER-SENSE." ALTHOUGH THEIR PATHS HAVE BEEN VARIED, THEY ALL LIVE BY A SINGLE MANTRA – THAT WITH GREAT POWER, THERE MUST ALSO COME GREAT RESPONSIBILITY.

SPIDER-VERSE

THE MULTIVERSE WAS DESTROYED! ALL THAT REMAINS IS BATTLEWORLD—A MASSIVE, PATCHWORK PLANET COMPOSED OF THE FRAGMENTS OF WORLDS THAT NO LONGER EXIST, MAINTAINED BY THE IRON WILL OF ITS GOD AND MASTER, VICTOR VON DOOM! EACH REGION IS A DOMAIN UNTO ITSELF!

IN ONE SUCH DOMAIN, A RAGTAG BAND OF WEB-SLINGING SUPER HEROES HAVE FOUND THEMSELVES UNSURE OF WHERE THEY FIT IN. RECENTLY, THE SPIDERS WERE DEFEATED AND TAKEN TO OZCORP, WHERE NORMAN OSBORN REQUESTED THEIR HELP IN ANALYZING A STRANGE ENERGY FIELD THEY ALL SEEMED CONNECTED TO, CALLED SIMPLY "THE WEB."

GWEN STACY, A.K.A. SPIDER-WOMAN, BAILED ON THE SCIENCE LECTURE, ONLY TO FIND HERSELF FACE-TO-FACE WITH PETER PARKER, WHO HAD SOUGHT HER OUT WITH A WARNING NOT TO TRUST OSBORN.

THE SPIDERS HAD ALREADY FIGURED THAT OUT, THOUGH, WHEN THEY DISCOVERED A DEVICE HE HAD SECRETLY CONSTRUCTED TO HARNESS THEIR POWER OVER THE WEB -- A THOR ARRIVED AT OZCORP TO DESTROY IT AND THEM!

**MIKE
COSTA**
WRITER

**ANDRÉ
ARAÚJO**
ARTIST

**RACHELLE
ROSENBERG**
COLOR ARTIST

**UC'S JOE
CARAMAGNA**
LETTERER

**ANDRÉ ARAÚJO
& JOHN RAUCH**
COVER ARTISTS

**JAMAL
CAMPBELL**
VARIANT COVER ARTIST

**DEVIN
LEWIS**
ASSISTANT EDITOR

**NICK
LOWE**
EDITOR

**AXEL
ALONSO**
EDITOR IN CHIEF

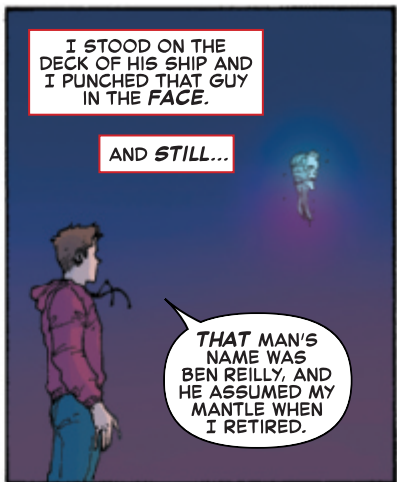
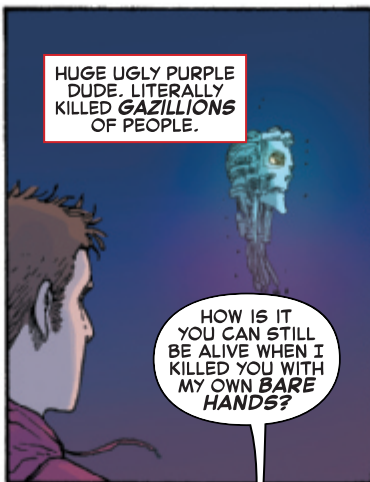
**JOE
QUESADA**
CHIEF CREATIVE OFFICER

**DAN
BUCKLEY**
PUBLISHER

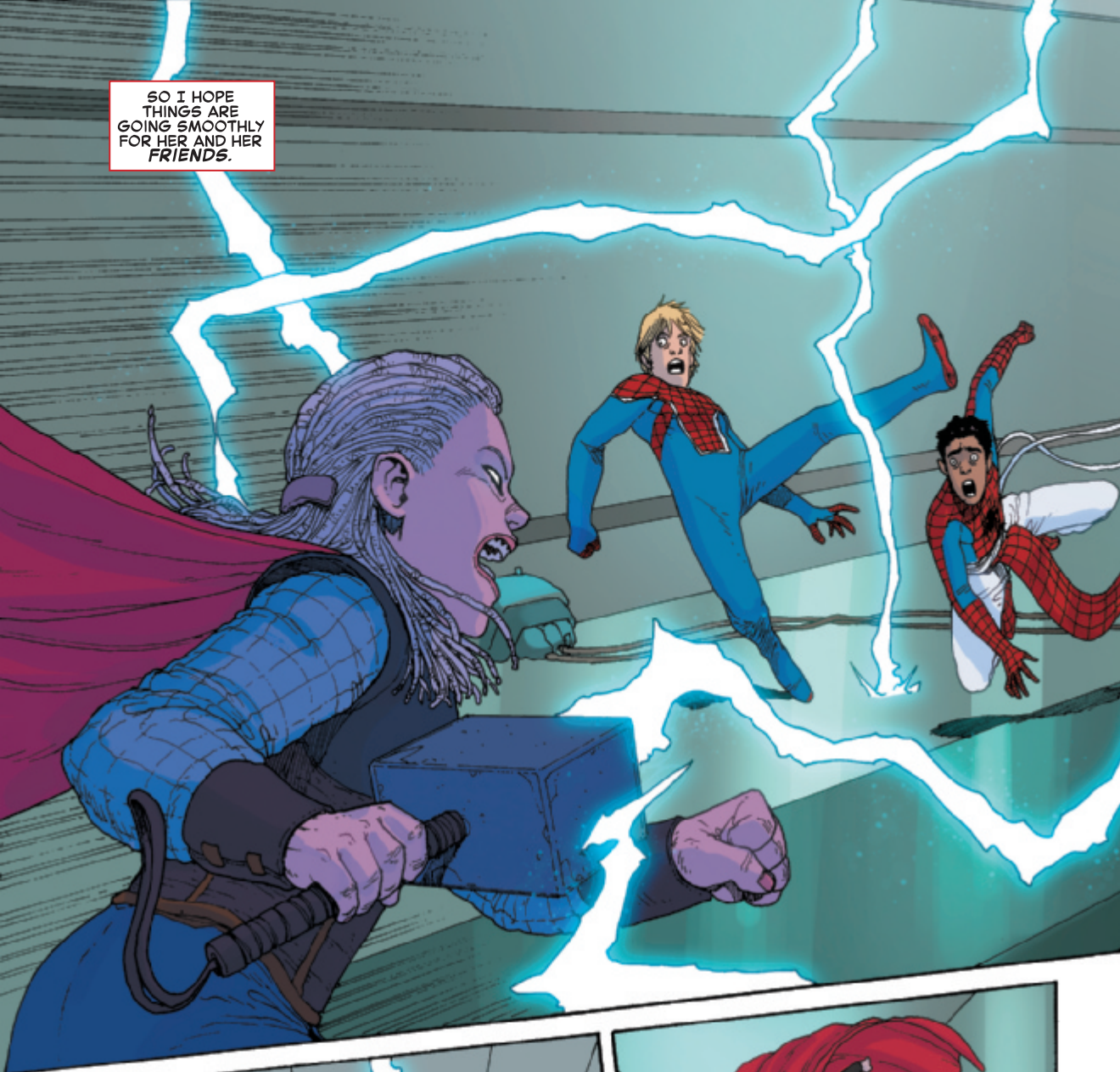
**ALAN
FINE**
EXECUTIVE PRODUCER

SPIDER-MAN CREATED BY STAN LEE AND STEVE DITKO

SPIDER-VERSE No. 5, November 2015. 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.** © 2015 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 #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 SPIDER-VERSE, 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 and 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; 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 08/21/2015 and 09/01/2015 by QUAD/GRAPHICS WASECA, WASECA, MN, USA.**



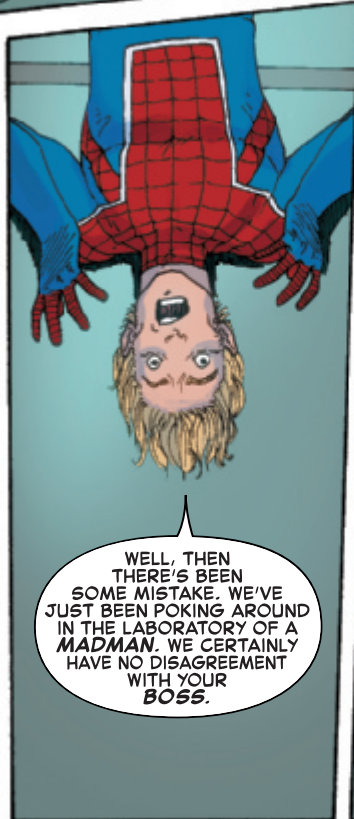
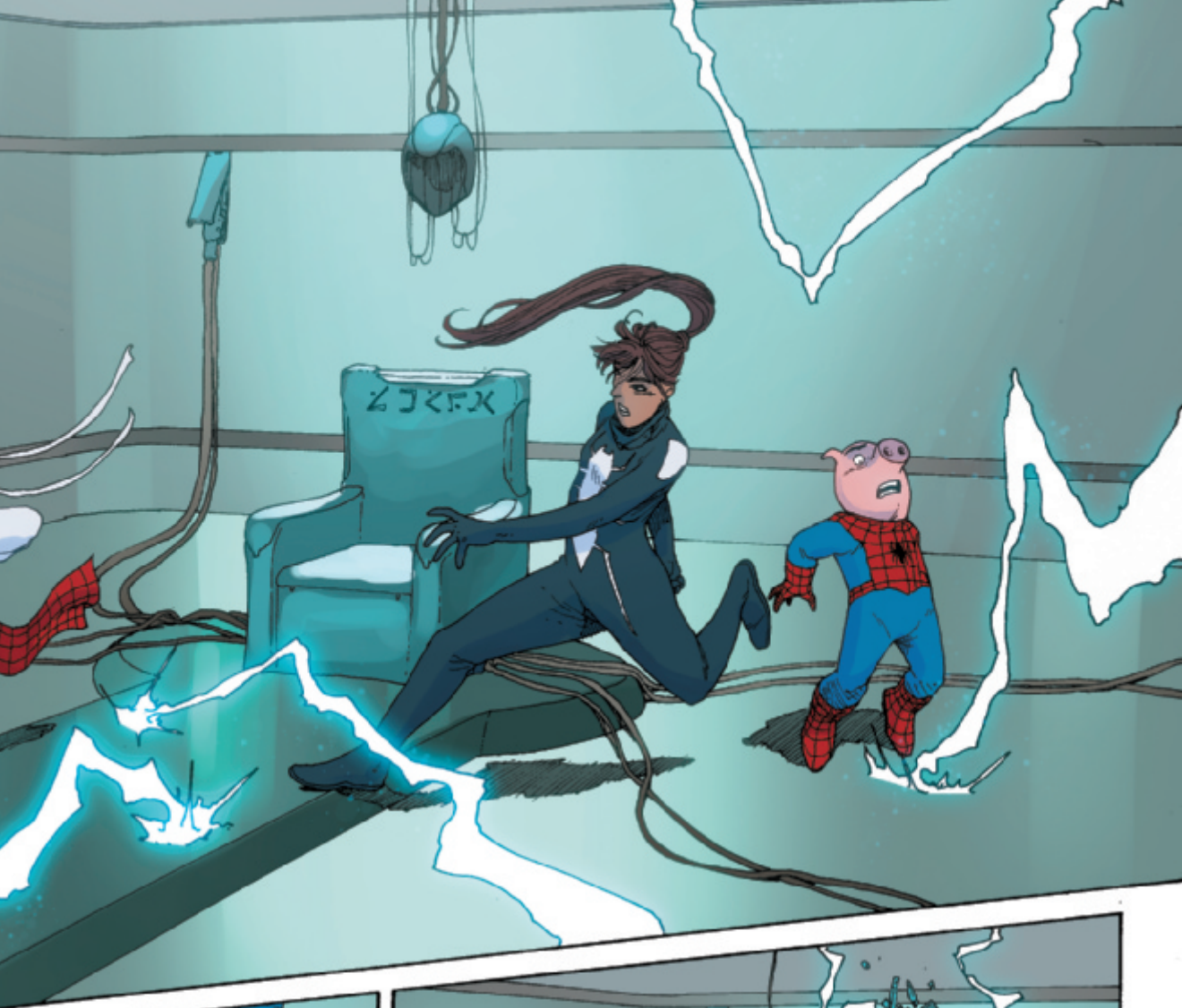
SO I HOPE THINGS ARE GOING SMOOTHLY FOR HER AND HER FRIENDS.



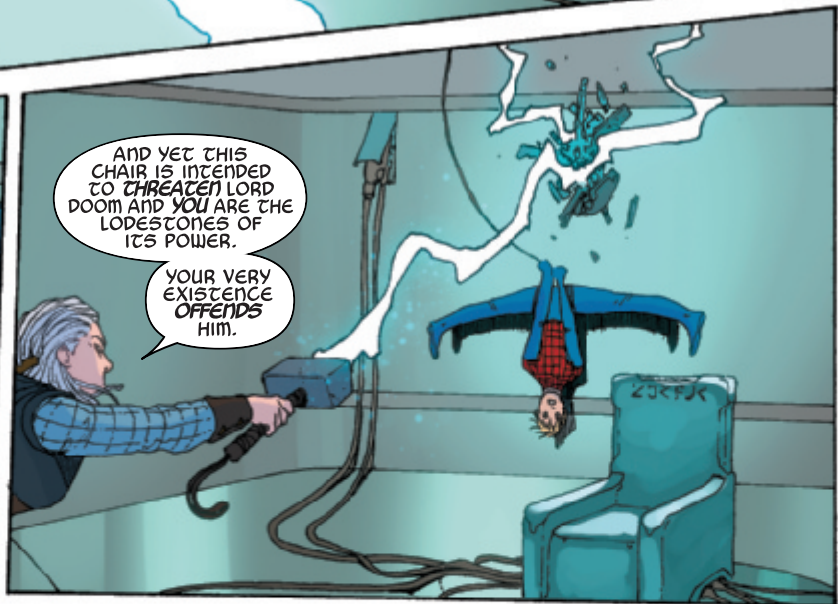
WHOA, HEY! WE'RE ON THE **SAME** SIDE HERE.



I AM NOT ON A "SIDE." I REPRESENT THE HIGHEST POWER THERE IS.



WELL, THEN THERE'S BEEN SOME MISTAKE. WE'VE JUST BEEN POKING AROUND IN THE LABORATORY OF A MADMAN. WE CERTAINLY HAVE NO DISAGREEMENT WITH YOUR BOSS.



AND YET THIS CHAIR IS INTENDED TO THREATEN LORD DOOM AND YOU ARE THE LODESTONES OF ITS POWER.

YOUR VERY EXISTENCE OFFENDS HIM.



OH, WELL, IF THAT'S ALL, I OFFEND PEOPLE WITH MY EXISTENCE ALL THE TIME.

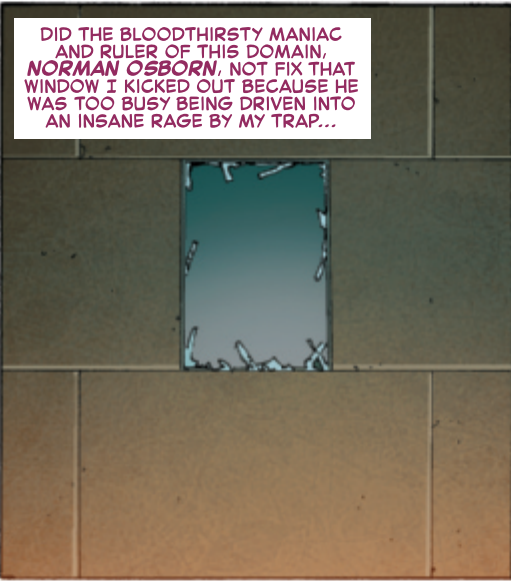
JUST GIVE ME THE E-MAIL ADDRESS TO SEND THE APOLOGY TO. THIS CAN BE CLEARED UP NO PROBLEM, RIGHT?



TACTICAL
CONSIDERATIONS
FOR SUPER
HEROES:



DID THE BLOODTHIRSTY MANIAC
AND RULER OF THIS DOMAIN,
NORMAN OSBORN, NOT FIX THAT
WINDOW I KICKED OUT BECAUSE HE
WAS TOO BUSY BEING DRIVEN INTO
AN INSANE RAGE BY MY TRAP...



...OR IS THAT JUST
WHAT HE **WANTS**
ME TO THINK? **OR!** DOES
HE WANT ME TO **THINK**
I SHOULD THINK THAT?



COULD TAKE A
WHILE TO FIGURE
THAT OUT...

WHO
WANTS
THEIR BUTT
KICKED?!



BUT WHO
HAS THE
TIME?