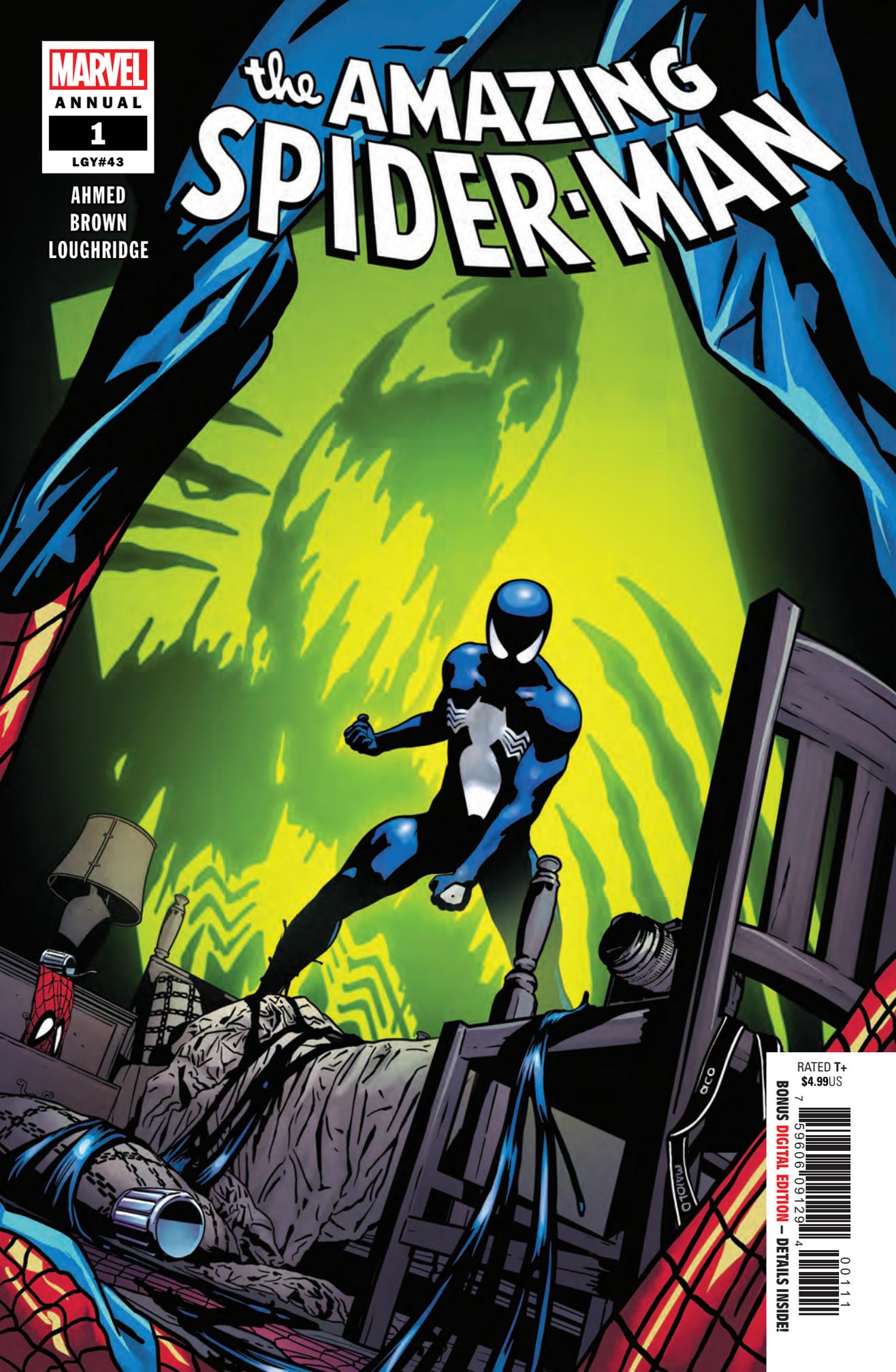


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PETER PARKER was bitten by a radioactive spider and gained the proportional speed, strength, and agility of a SPIDER, adhesive fingertips and toes, and the unique precognitive awareness of danger called "SPIDER-SENSE"! After the tragic death of his Uncle Ben, Peter understood that with great power there must also come great responsibility. He became the crimefighting super hero called... SPIDER-MAN!

Years ago, Spider-Man came back to Earth from a secret battle in outer space with a new black costume. The costume could respond to Peter's thoughts, create its own webbing, and change its outward appearance.

It was the height of cutting-edge alien technology.

Or so he thought...

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LEE LOUGHRIDGE *colorist* | VC's JOE CARAMAGNA *letterer*

ACO and MARCELO MAIOLO *cover artists* | GABRIELE DELL'OTTO *variant cover artist*

DENNIS CHAN *Spider-Man Video Game variant cover artist*

ANTHONY GAMBINO *designer* | MARK BASSO *editor* | NICK LOWE *executive editor*

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SPIDER-MAN created by STAN LEE and STEVE DITKO

Editor's Note: This story takes place in and around the events of AMAZING SPIDER-MAN #253-258.

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WE WOKE FROM THE
DARKNESS TO THE
SOUNDS OF STRUGGLE.

TURMOIL SWIRLED
AROUND US, BATTLE,
CONFLICT, THAT
WHICH WE FEED ON.



BUT WE
WERE CAGED.
HUNGRY.

UNTIL...

...THE
FRIEND
CAME!

THE FRIEND
FREED US.



BUT MORE,
THE FRIEND
JOINED
WITH US!



NOW WE
LIVE WITH
THE FRIEND.



THUMP

HE IS
GETTING TO
KNOW US.

LEARNING TO CARE
FOR US AS WE
CARE FOR HIM.



IT HAS BEEN TOO
LONG SINCE WE
HAVE JOINED WITH
ANOTHER. AND NEVER
WITH ONE SO KIND.

SOON OUR BOND WILL
BE COMPLETE AND
WE WILL BE JOINED
WITH THE FRIEND.



JOINED
FOREVER.



MIDTOWN
MANHATTAN.
2:30 A.M.

I TELL YOU,
BLACK CAT, THIS
NEW COSTUME I
PICKED UP ON THAT
ALIEN PLANET IS
INCREDIBLE!*

NOT ONLY
DO I NEVER
NEED TO REFILL MY
WEB-SHOOTERS,
BUT IT RESPONDS
TO MY
THOUGHTS.

IT HAPPENED BACK IN
SECRET WARS (1984) #8!
--MEMORY MARK

SOUNDS
CREEPY TO ME,
LOVER. UNTIL YOU CAN
GET REED RICHARDS
TO ANALYZE IT LIKE
YOU PLANNED, I THINK
YOU SHOULD TAKE
IT OFF.

I COULD
EVEN HELP...

ÀHEMÀ
YOU REALLY
ENJOY FLUSTERING
ME, DON'T
YOU?

IMMENSELY.

THIS
IS IT.

THIS
IS WHERE
HAMMERHEAD'S
STASHING THOSE
GUNS? KIND OF A
SWANKY BUILDING
FOR THAT.

ALL THE
BETTER
TO HIDE
THEM.

I'D SAY
THAT WHEN WE
STARTED SEEING
EACH OTHER I DIDN'T
EXPECT OUR DATES
TO BE LIKE THIS...BUT
THAT WOULD
BE A LIE.

IS THIS A
DATE? I'M
SO BAD AT
THIS...

YOU
READY?

YOU
KNOW IT,
PRETTY
LADY.

KRASH



THE FRIEND WEARS US
AND WE ARE ONE WITH
THE FRIEND. THE
FRIEND'S MEAT IS
STRONG AND BRAVE...