

ULTIMATE COMICS™

ALL-
NEW

SPIDER-MAN®

BENDIS PICHELLI PONSOR

ISSUE 01



Keane

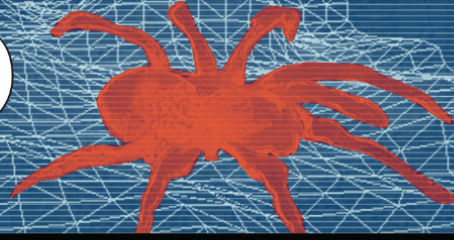
MARVEL

You a fan of greek mythology, Doctor Markus?

I'm not *not* a fan, Mister Osborn.

Ever hear the myth of Arachne?

Mmmmno.



Eleven Months Ago.

The story goes that Athena--you know--Athena, right?

Seems she heard there was this woman on earth-- a mere mortal, like you and me.

(Well, like you.)

Who happened to be a better spinstress than Athena was.

A spinstress?

A spinstress. A weaver.

ARACHNID NO. 42



Athena wasn't happy to hear this.

At all.

So, so she came down to earth and destroyed the woman's creations.

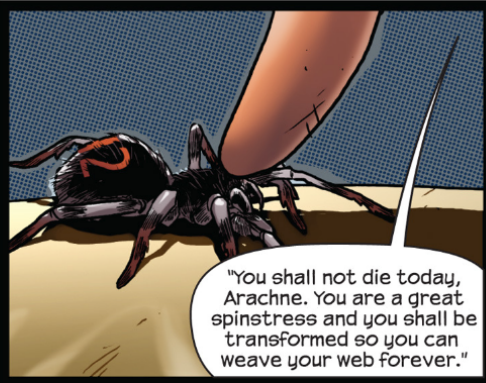
When this mortal lady saw what had happened-- that she had insulted the gods and her life's work had all but been destroyed...

She killed herself.

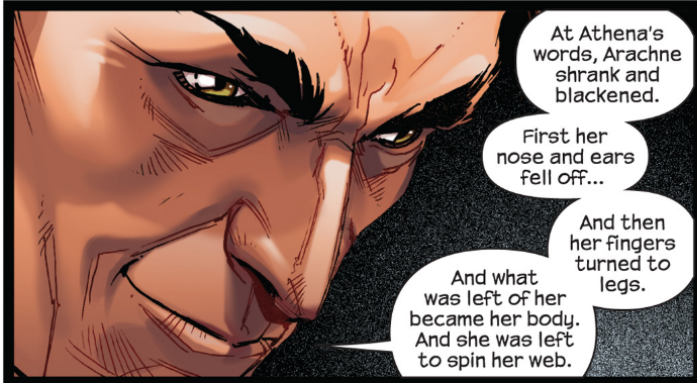


But then Athena took pity on this poor girl.

Athena came down and touched her on the forehead with a magic reviving liquid and said:



"You shall not die today, Arachne. You are a great spinstress and you shall be transformed so you can weave your web forever."



At Athena's words, Arachne shrank and blackened.

First her nose and ears fell off...

And then her fingers turned to legs.

And what was left of her became her body. And she was left to spin her web.



The woman turned into a beautiful spider.

Now I need *you* to be Athena.

I'm sorry?



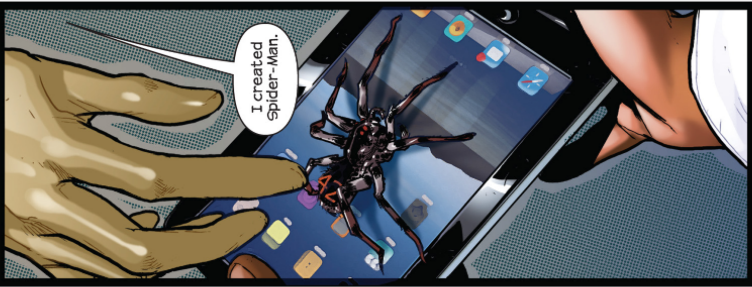
**Osborn Industries,
Main Laboratory Facility,
Long Island.**

Because you were kind enough to sign all of my nondisclosure agreements and because you were curious enough to come here and pursue your very specific line of scientific expertise...

You will now learn one of the great secrets of the scientific community.

One of our original test subject spiders was genetically altered using an earlier version of my super-soldier Oz formula. That spider bit a young man and that young man not only survived but was given the proportionate strength and abilities of that spider.

What?!



I created Spider-Man.



You heard me.

And you don't know the specifications of the spider?

No. It died.

Do you have a log of the measurements of the formula that altered the spider?

I thought I did but no.



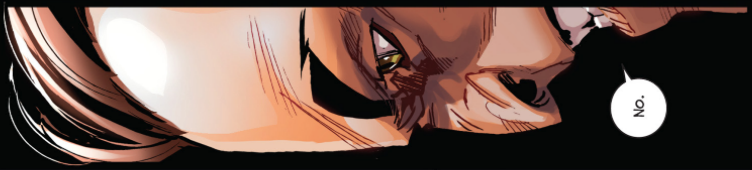
Can we get a good sample of the boy?



We have them.



And you weren't able to reverse-calculate the--?



No.





But now we have you!

SLAP

And now I know why you were so crazy to buy out my contract from the Roxson Corporation.

You're the expert in the field, doctor Markus.



Actually Otto Octavius is the real expert in the--

We don't talk about that man in this laboratory.



You created Spider-Man.

And I hope you understand that if this information leaves this building I will kill you.



Excuse me?

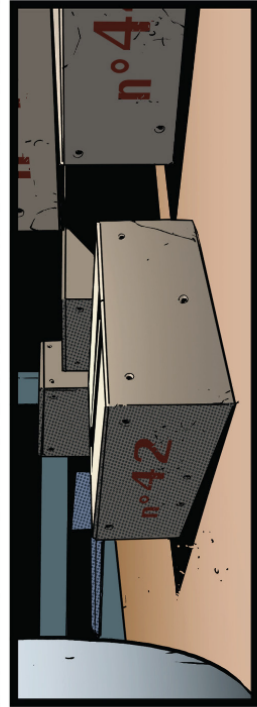
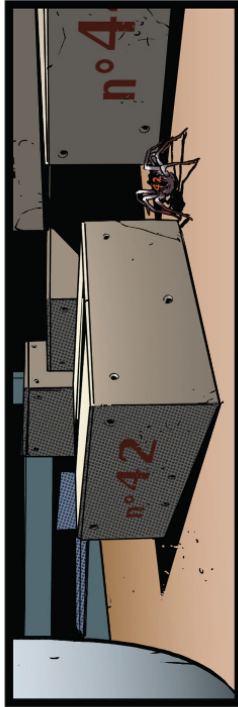
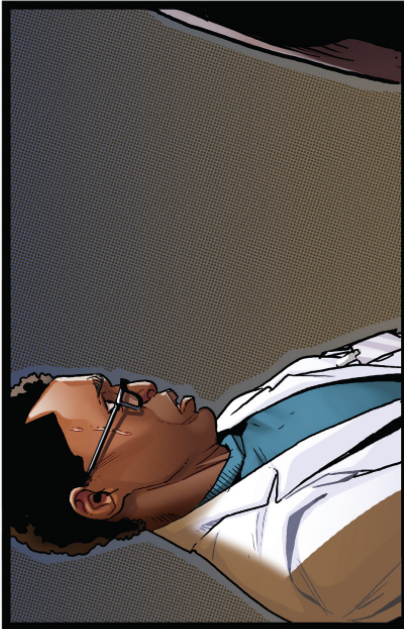


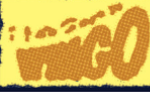
I said I will beat you to death with my bare hands.

You have four doctorates... which one of those words do you not understand?



But if you solve the problem for me I will reward you to the point where I reinvent your life on every conceivable level.





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NORMAN OSBORN IS THE GREEN GOBLIN!



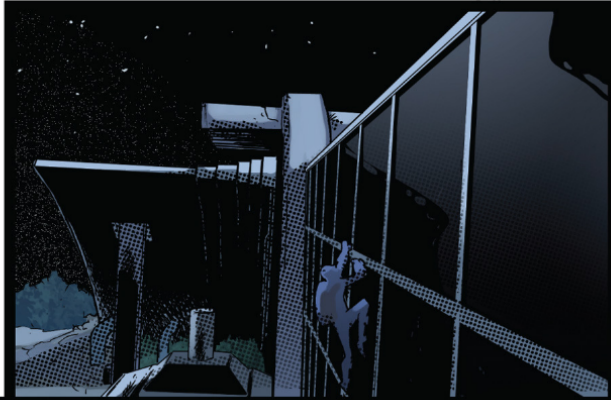
CONTROVERSIAL INDUSTRIALIST IS REVEALED TO BE GENETICALLY ALTERED MONSTER NOW IN THE CUSTODY OF S.H.I.E.L.D.

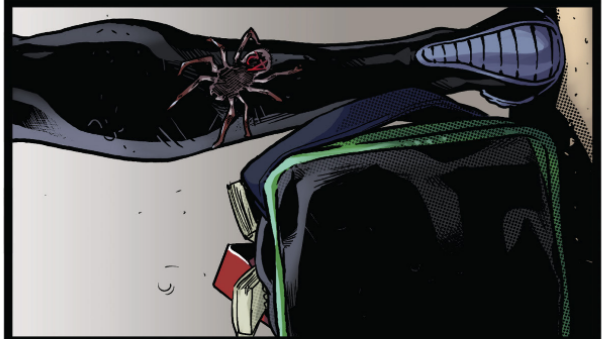
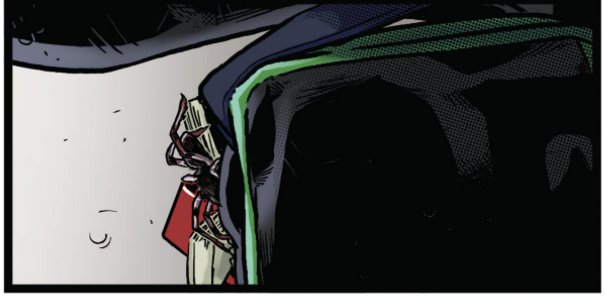
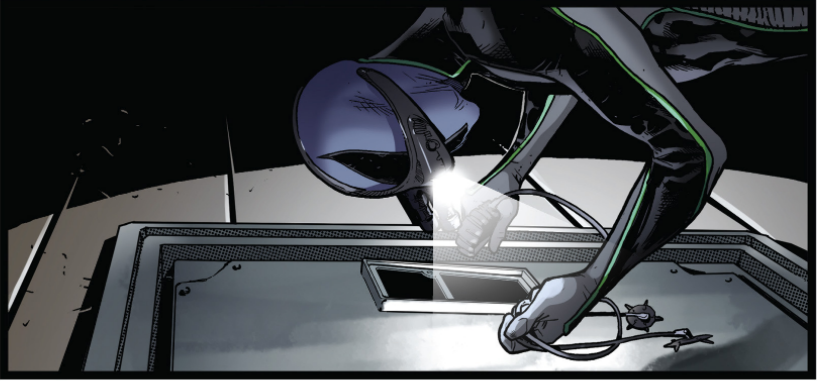
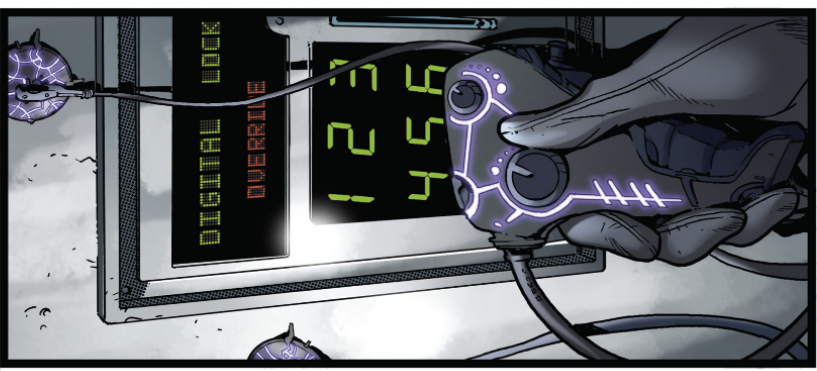
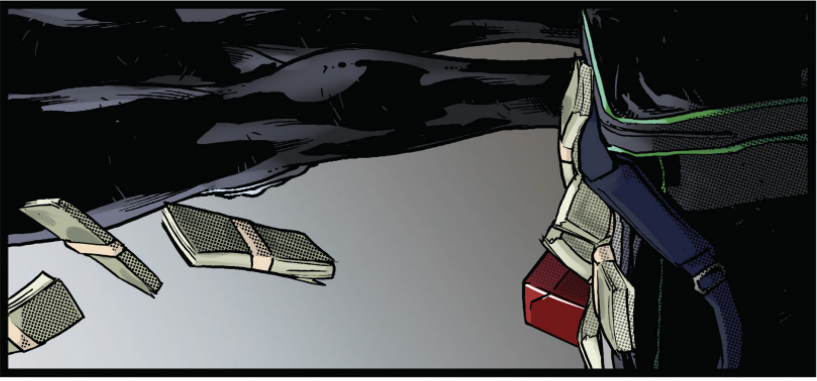
*Reporting by
Frederick Fosswell*

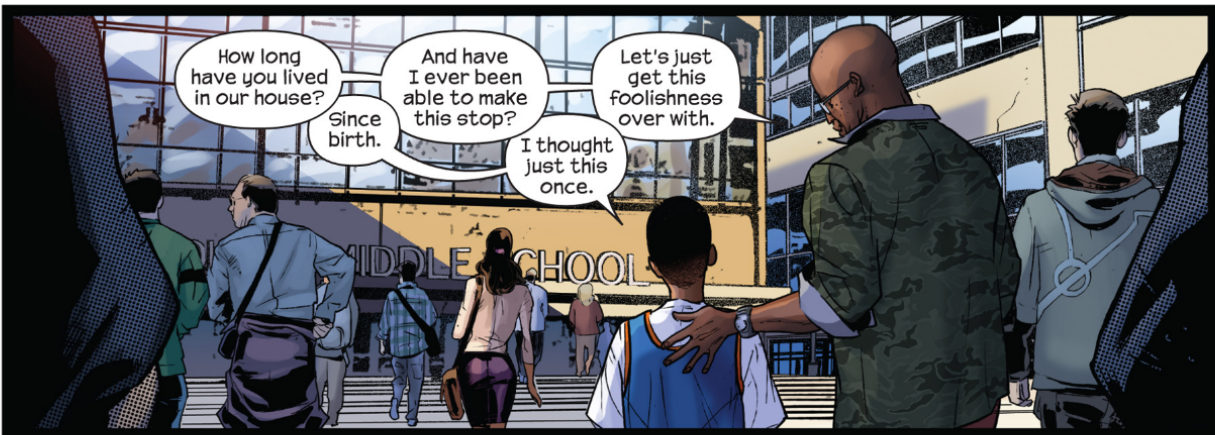
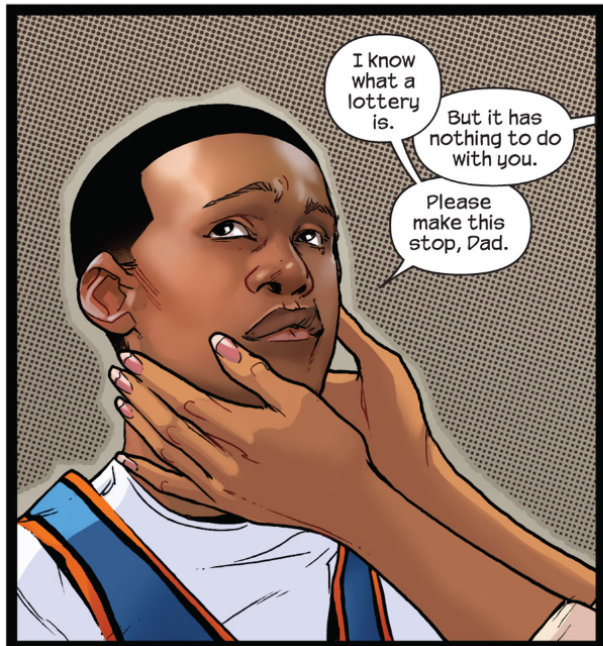
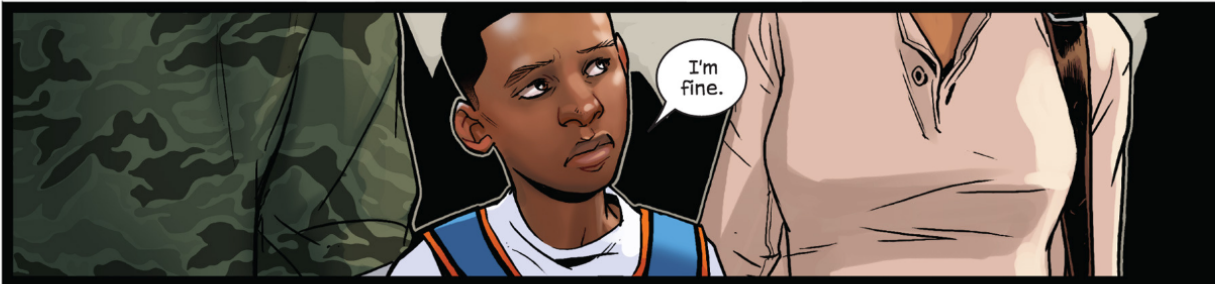
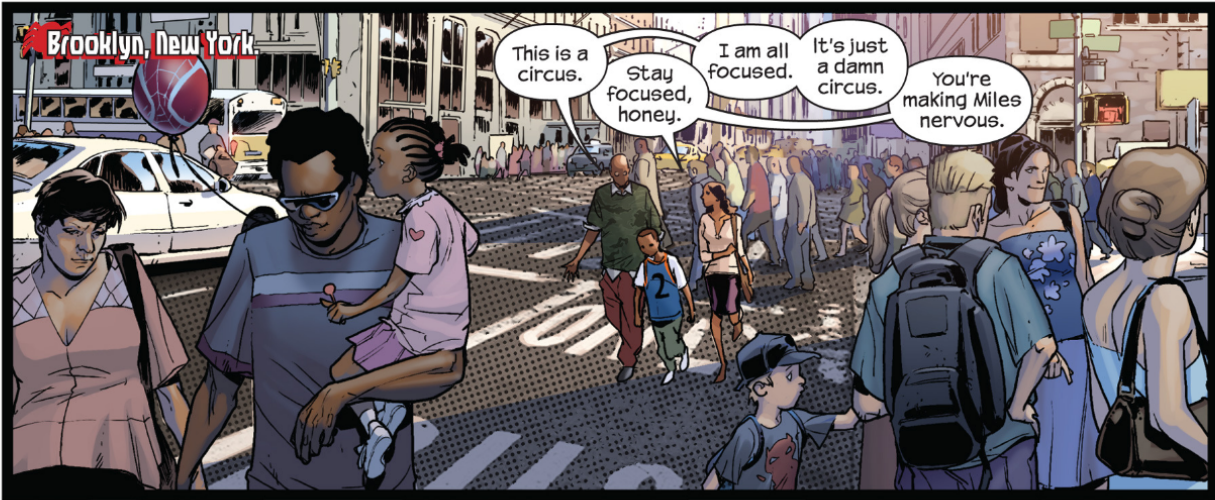
Agents of the world peacekeeping task force S.H.I.E.L.D. have confirmed to the Daily Bugle that controversial industrialist Norman Osborn had infected his own body with one of his experiments altering himself into what one of our S.H.I.E.L.D. sources are referring to as the Green Goblin.

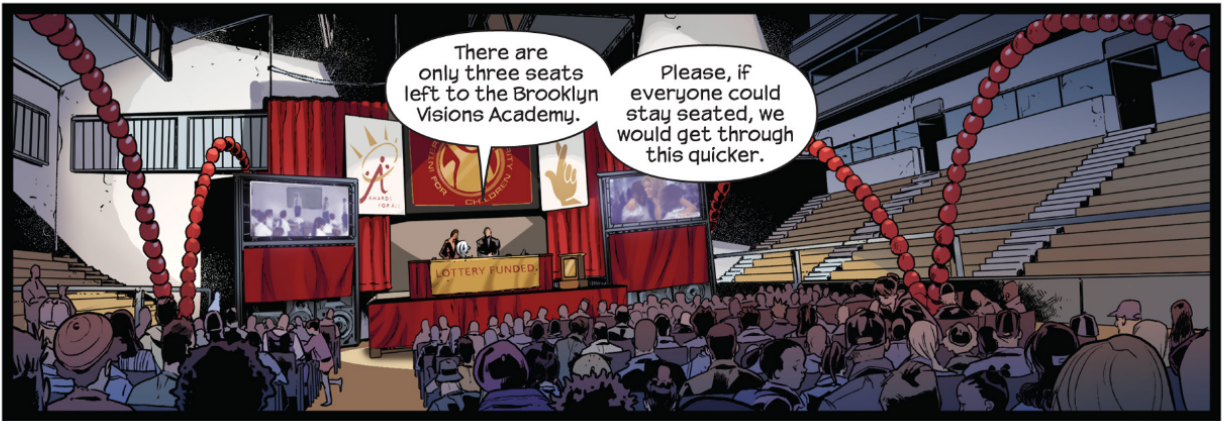
Sources also confirm that this Green Goblin is the same one that attacked Midtown High School a few months ago, shutting the school down for weeks. It is also referred to as the public debut of the mystery man called Spider-Man. Whether or not there is a connection between Spider-Man and Norman Osborn's double life has yet to be revealed.

Speculation continues as to why Norman Osborn would break one of the cardinal rules of science by experimenting on himself. Sources close to Norman say that certain pressures to create a workable version of his experimental "super-soldier" formula led him to use the formula on himself.









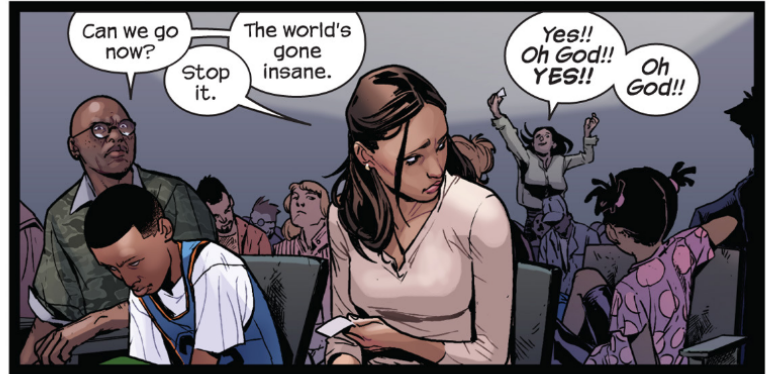
There are only three seats left to the Brooklyn Visions Academy.

Please, if everyone could stay seated, we would get through this quicker.



The next name is Katie Hague.

Katie Hague.



Can we go now?

Stop it.

The world's gone insane.

Yes!! Oh God!! YES!!

Oh God!!



Andy London.

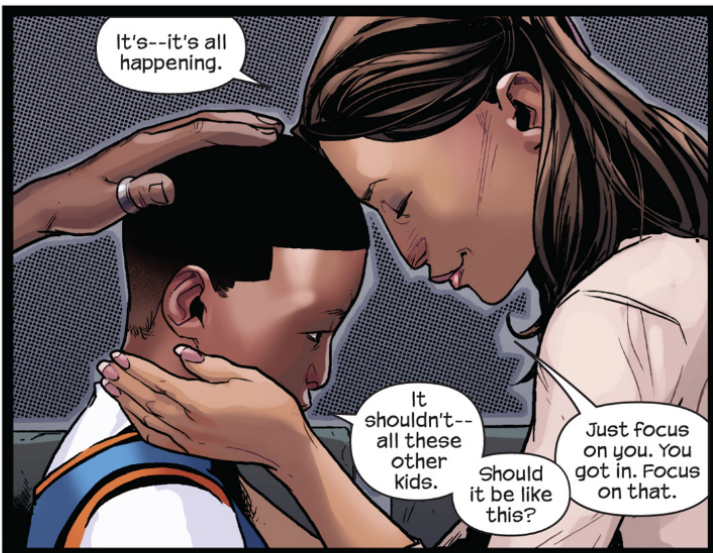
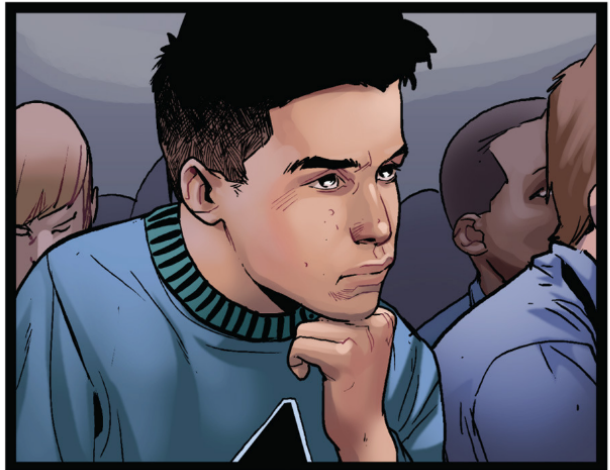
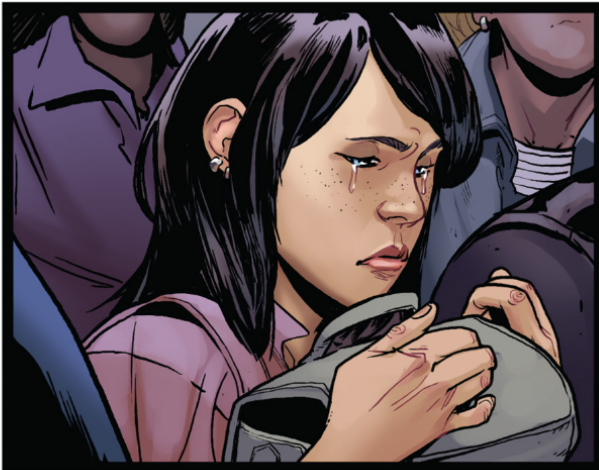
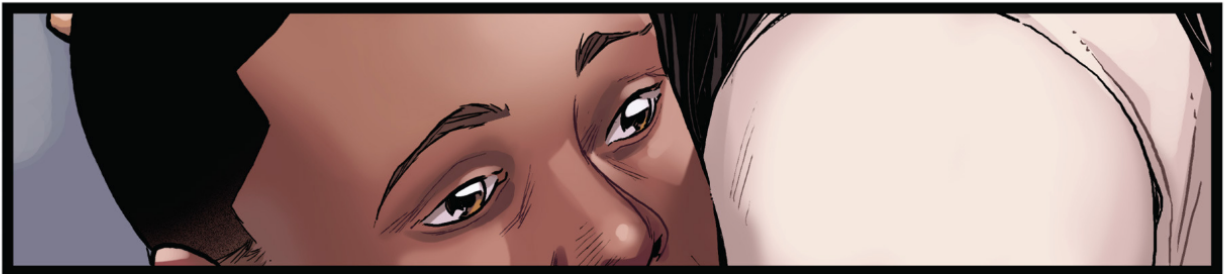
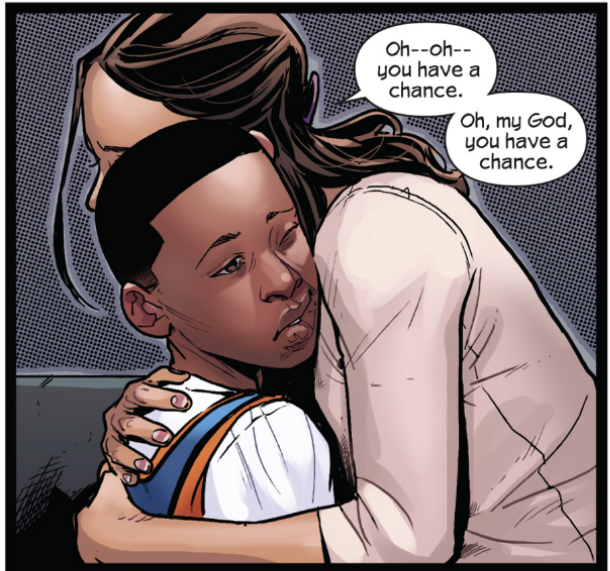


Insane.

Waste of a day.

Please stop.







Uncle Aaron, it's Miles!!

Uh, hold on!

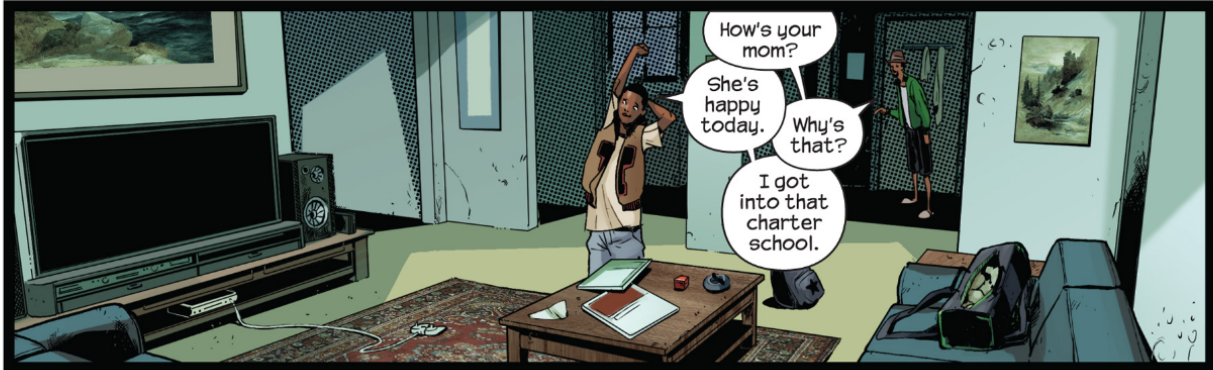


There he is.

My man.

Hey, Uncle Aaron.

Get in here, boy.



How's your mom?

She's happy today.

Why's that?

I got into that charter school.



That's-- that's damn good news.

I didn't do anything, though. It was just a lottery.

No, no... you got your ticket out of this cesspool.

You play your cards right, you make your own way. Your dad and me didn't have a chance in that school we went to.

You did okay.

Listen to me...



We had to fight.

Boys shouldn't have to fight the way we had to.

You shouldn't have to see half the stuff we did.

You--you learn, you study.

And you make the world the way you want it to be, not the way it is.

This is a good thing. This-- this calls for popcicles.

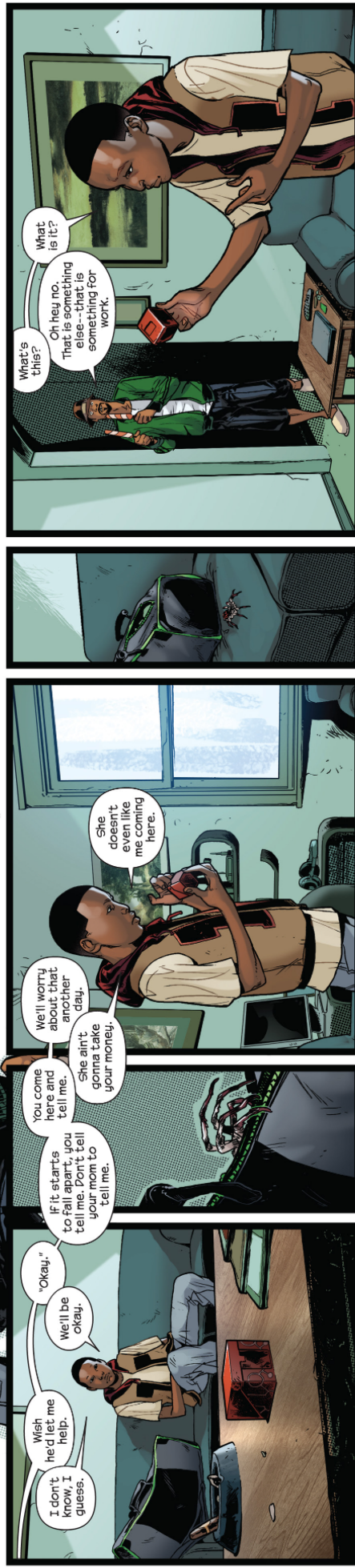
Right?

Yeah.

Your daddy gonna be able to pay for it?

You make it.

Don't let people make it for you.



What's this?

Oh hey no. That is something else-- that is something for work.

We'll worry about that another day.

She ain't gonna take your money.

You come here and tell me.

If it starts to fall apart, you tell me. Don't tell your mom to tell me.

"Okay."

We'll be okay.

Wish he'd let me help.

I don't know, I guess.

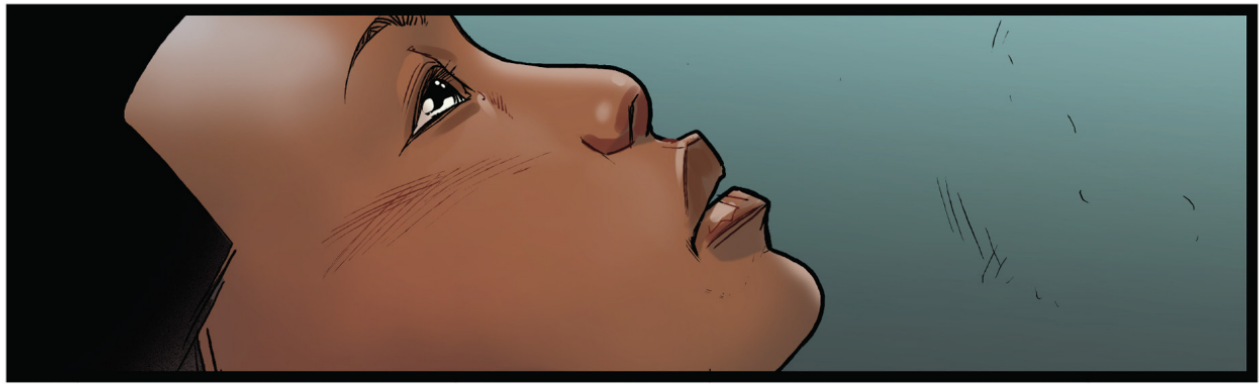
She doesn't even like me coming here.



Don't worry about it, you thirsty?







Oh thank God! Are you okay?

What happened?

You fainted is what happened! I had to call your--



What the hell did you do!!

--father.



Are you okay?

Yeah, Dad. I just

What did he do to you?

What? No. I got bit by, like, a spider.



What did you give him?

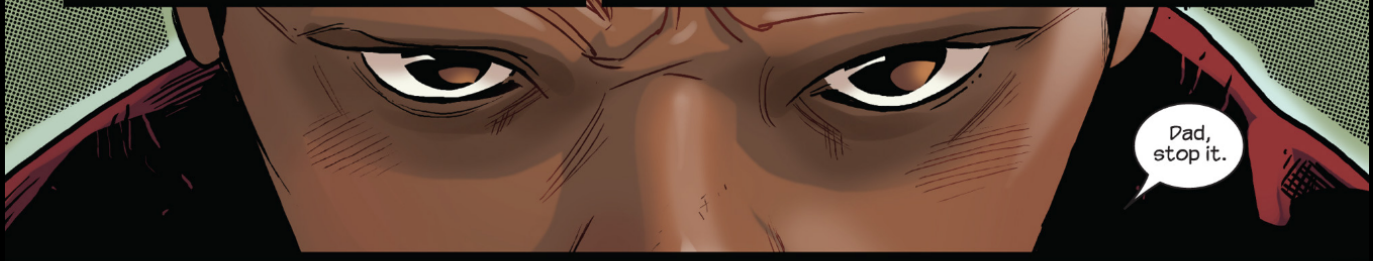
What did you give him?

What???

A popsicle.

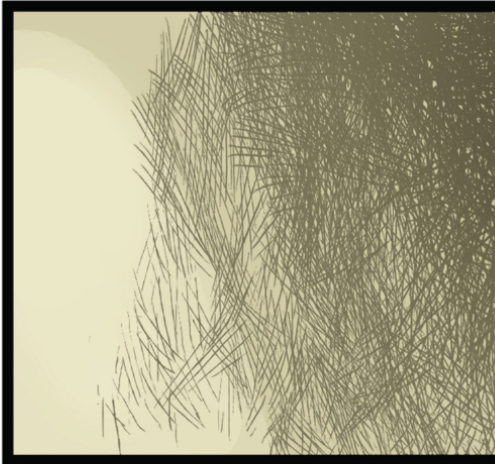
What the hell kind of guy you think I am???

I have no damn idea what kind of guy you are.



Dad, stop it.





Whoa.



CHENING
SOCIAL
WALL

To Be Continued...

BREAKING NEWS: MILES MORALES IS SPIDER-MAN!



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Greetings Ultimate fans. Editor Mark Paniccia here to proudly welcome you to the very first issue of ULTIMATE COMICS SPIDER-MAN. The news of Miles Morales as the new Ultimate Spider-Man continues to spread like wildfire across every media outlet from around the globe! We at Marvel got barraged with letters from our readers and fans and even people who've never picked up a comic in their life...letters of excitement, encouragement, disapproval, anger and happiness.

Here is a sampling of that world-wide feedback, unedited and without comment:

Hey Spidey HQ,

I was so excited at the revelation of the new Ultimate Spider-Man. I am looking forward to the new direction that Miles Morales brings the Spidey family. Although I will miss Peter, I like the idea of having another person take the mantle of Web-head. I just wanted to show my appreciation for the new character change and I will be one of many to purchase the new Ultimate Comics: Spider-Man coming out in September.

Sincerely,
Rajon Hudson

Dear Ultimate Office in Marvel:

I would like to say I am a huge fan ever since I saw my first Amazing Spider-Man comic and since then I have been hooked. It hurt me when you killed Peter Parker for he was the original Spider-Man and he still is. Even though this new Spider-Man will have the powers he will not have the character of Spider-Man. When you created Spider-Man it didn't instantly become popular but in time people started loving him and so I saw something that to me is uncanny. Peter is alive and I don't mean in the comics but I mean in our world. When you created Peter he came alive, not in flesh and blood but in soul and heart for millions of kids, grown-ups and you amazing people in Marvel keep him in your heart. So when you killed Peter you just killed a part of millions of people who loved him. In your comics you made Peter so lifelike that he seemed real and that is why people love him. Not to sound corny but you should listen to Stan Lee's saying: "With great power comes great responsibility." You had the power over death and life for every character in the

Ultimate Universe and you killed the purest of them all. In the end I leave you with a question: Why Peter? You could have killed any other hero but you killed Peter. I know its money in question but sometimes some things are more important than money and prosperity. You may have a new Spider-Man but he will never be able to be Peter Parker. In this you didn't just betray the fans but you betrayed your own character.

From Croatia
Your huge and disappointed fan,
Karlo Zadavrec

Just wanted to let you know that I am in full support of the current changes going on with the Ultimate Spider-Man title. To tell you the truth, I actually stopped reading the book some time ago, but these changes that you've undertaken have drawn me back in.

As a young Hispanic male who grew up reading comics, I always related to Peter Parker the most, despite the idea that he was a white kid from Queens, New York. But I always imagined a day when I could be the kid under the mask. And now, today's generation of young readers will get to live in a world where ANYONE can be Spider-Man. This is when the "House of Ideas" really does live up to its name.

Thank you for that and all that you do.

Sincerely,
Elliott Ruben Serrano

Dear Marvel,

I am wholeheartedly against the decision to replace Ultimate Peter Parker with an African American/Hispanic person. I am extremely disappointed and offended that you killed off one of your greatest characters of all time for the sole reason of diversity. It not only pushes many readers away, but is a complete insult to the character Ultimate Peter Parker himself. You had so many characters to choose from and there is absolutely no justification for this drastic change. I will definitely not keep reading Ultimate Spider-Man and feel that I wasted my hard earned money on Ultimate Comics: Fallout #4.

Your valued reader,
Jimmy Champagne

Sorry, replacing Peter Parker as Spider-Man makes about as much sense as replacing Superman. Too iconic of a character and it can't be done. I have nothing against the character in his own right, but IMHO you should have given him his own costume, his own name, his own story, not stolen Peter Parker's identity to give him one. It's poor end for Parker, one he doesn't deserve. I've been reading Spidey for most of my life, and I am not a kid anymore.

But I won't be reading Spidey anymore, in any incarnation now, sorry. What you guys did to him and MJ was bad enough. Like the fools over at DC who want to recreate Superman sans Lois it's just not going to fly. There are a lot of comic characters you can pass the torch with. Not Peter Parker. Not ever. Boneheaded decisions like this are why people who love certain comics stop reading them. Nuff said...

Mag

To SpideyOffice:

What the H*LL did you guys do to Spider-Man?!?! Who is coming up with these ideas and storylines?? Really?!?! You have successfully pushed me over to DC full time!! I grew thoroughly enjoying the great Marvel comics...but now...I don't know... things are not in balance in the universe, Marvel or otherwise. Unless Peter Parker comes back in the old Red & Blue I will never ever touch another Marvel comic!!

A formally happy Marvel true believer!!

Douglas Maxfield

Some readers like Douglas told us they'd give Miles a chance and we want to say thanks. We also want to welcome all the new readers who have come aboard with this first issue and discovered the magic of comics! We sincerely hope you've all enjoyed it. See you next issue and please keep your e-mails and letters coming.

You can reach us at ULTIMATEOFFICE@MARVEL.COM.

Don't forget to mark your e-mails OK TO PRINT. Thanks!



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NEXT ISSUE: WHO IS MILES MORALES?



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Justin Ponsor
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Sara Pichelli & Justin Ponsor
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