

ULTIMATE COMICS™

ALL-  
NEW

# SPIDER-MAN®

BENDIS

PICHELLI

PONSOR

ISSUE 03



**MARVEL**  
WWW.MARVEL.COM

© 2011 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM

# ULTIMATE COMICS *SPIDER-MAN*



## PREVIOUSLY

Months ago, before the original Spider-Man died, grade-schooler Miles Morales was about to start a new chapter in his life in a new school--when he was suddenly bitten by a stolen, genetically altered spider that gave him incredible arachnid-like powers.

With a world still recovering from a devastating mutant attack and a hard core anti-mutant father, Miles is not happy with the news.

News he has shared only with his best friend, Ganke.

**BRIAN  
MICHAEL BENDIS**  
WRITER

**KAARE  
ANDREWS**  
COVER

**AXEL  
ALONSO**  
EDITOR IN CHIEF

**SARA  
PICHELLI**  
ARTIST

**JON  
MOISAN**  
ASSISTANT EDITOR

**JOE  
QUESADA**  
CHIEF CREATIVE OFFICER

**JUSTIN  
PONSOR**  
COLORS

**SANA  
AMANAT**  
ASSOCIATE EDITOR

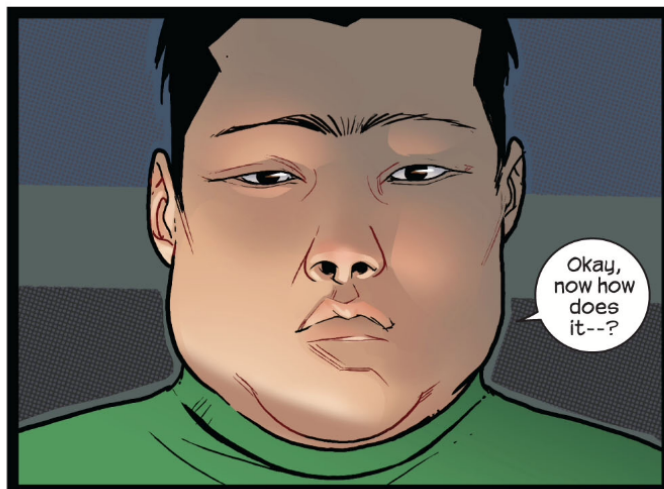
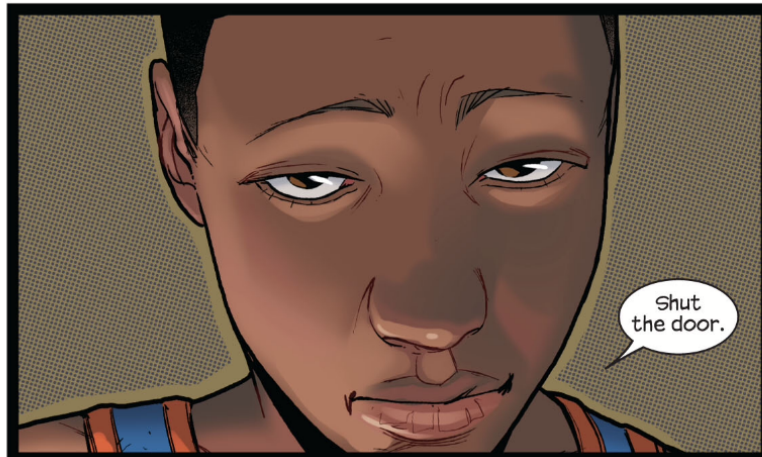
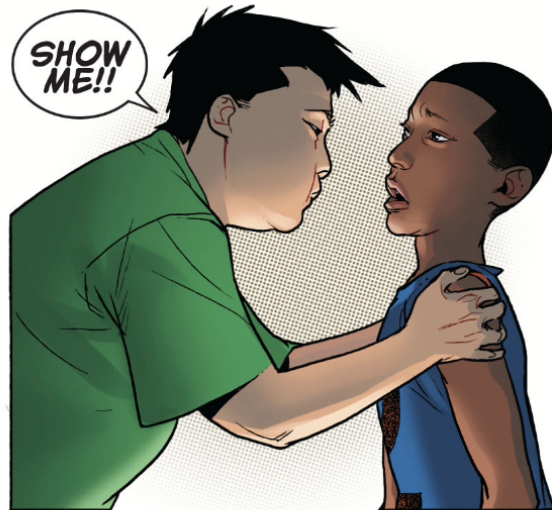
**DAN  
BUCKLEY**  
PUBLISHER

**VC'S CORY  
PETIT**  
LETTERING

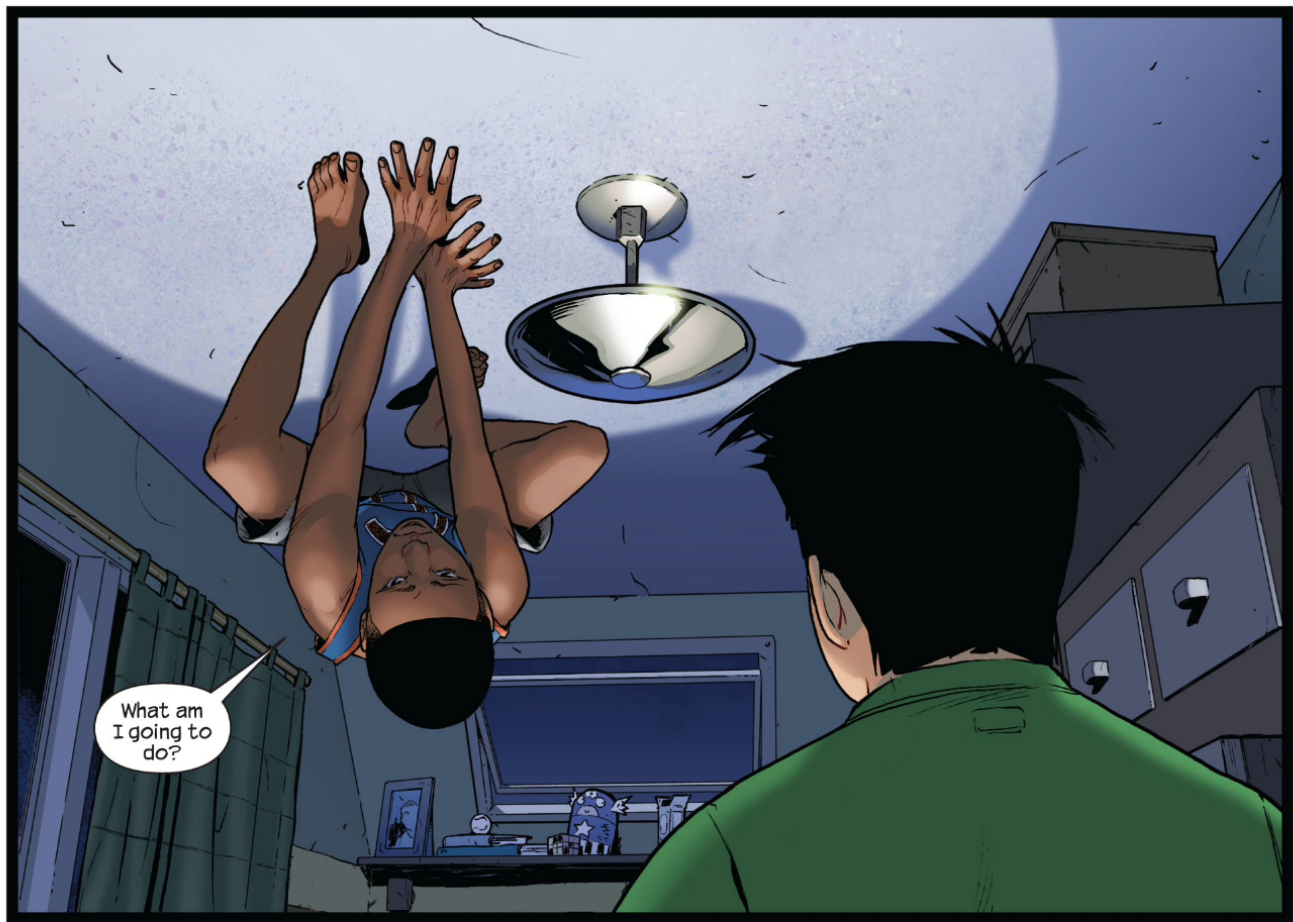
**MARK  
PANICCIA**  
EDITOR

**ALAN  
FINE**  
EXECUTIVE PRODUCER









What am I going to do?

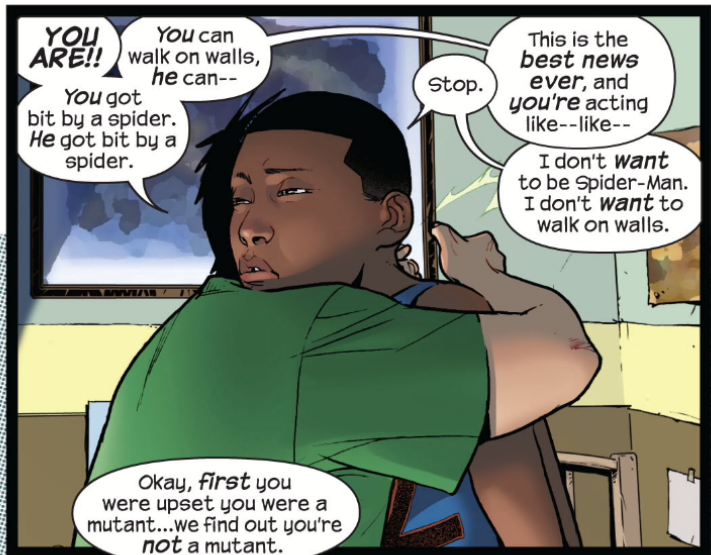
What are you going to do?

I am so screwed.

How is this in *any* way a bad thing?

You're Spider-Man!

I'm not Spi- stop saying that!



**YOU ARE!!**

You can walk on walls, he can--

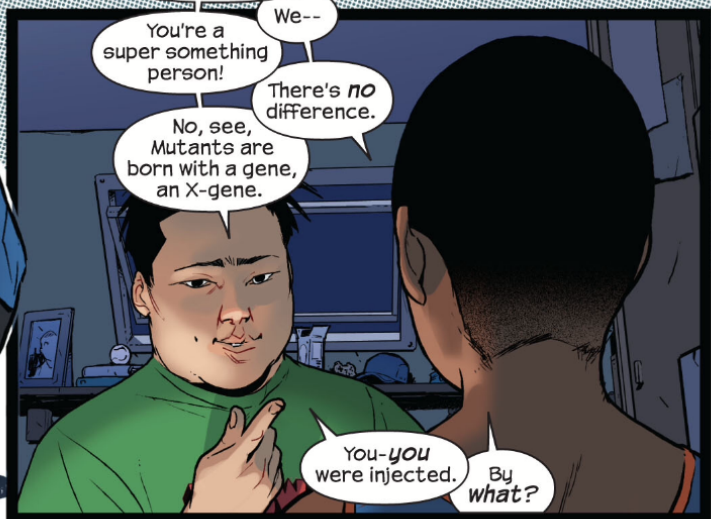
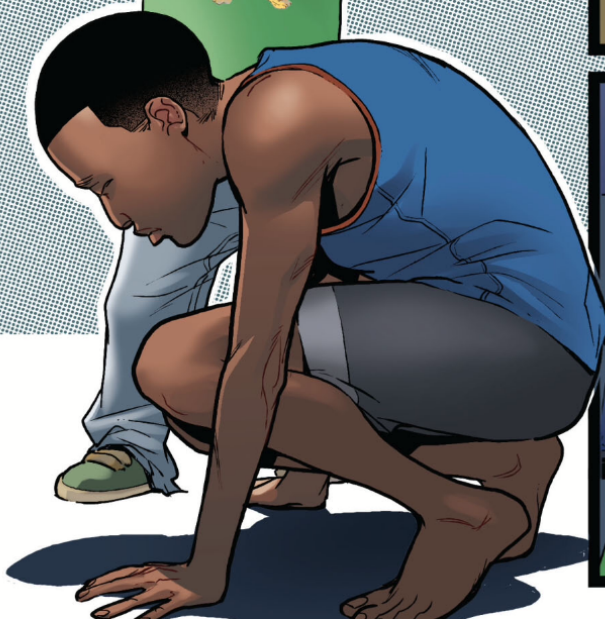
You got bit by a spider. He got bit by a spider.

Stop.

This is the *best news ever*, and *you're* acting like--like--

I don't *want* to be Spider-Man. I don't *want* to walk on walls.

Okay, *first* you were upset you were a mutant...we find out you're *not* a mutant.



You're a super something person!

We--

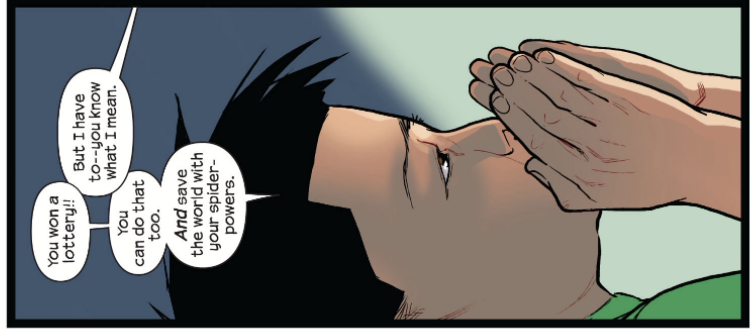
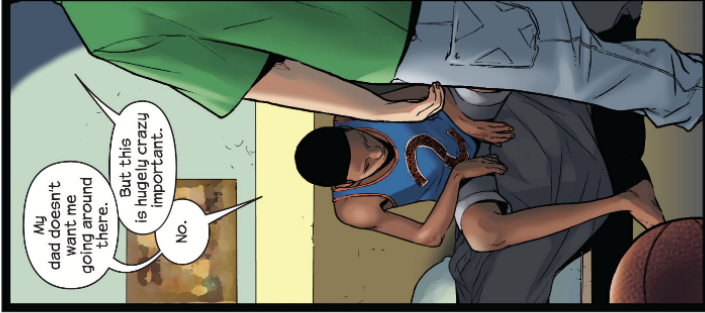
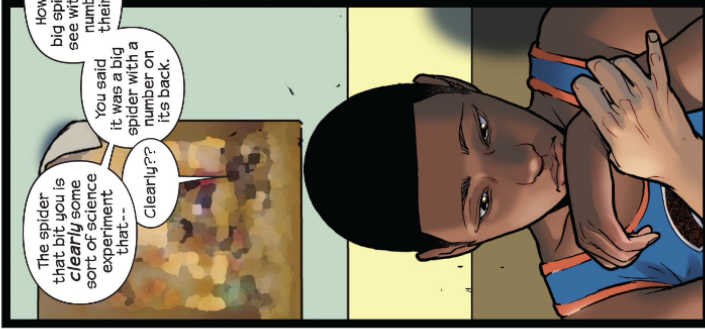
There's *no* difference.

No, see, Mutants are born with a gene, an X-gene.

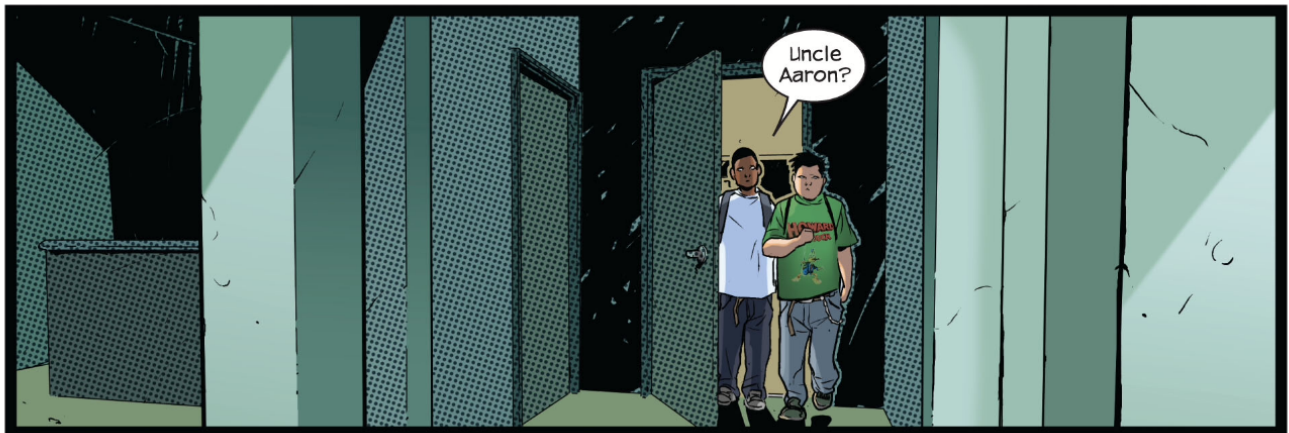
You-*you* were injected.

By *what*?

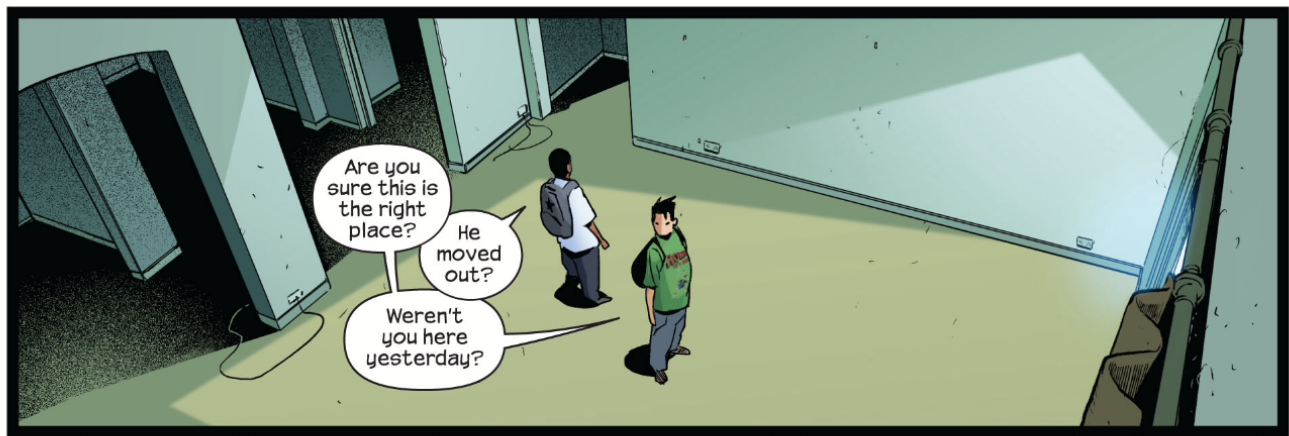












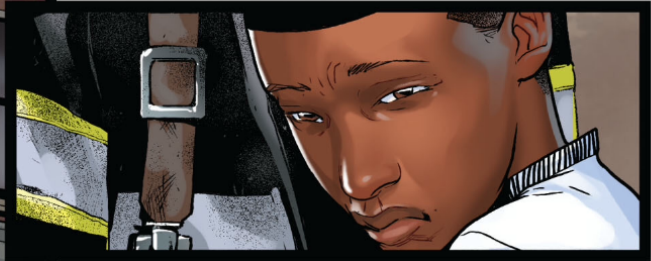




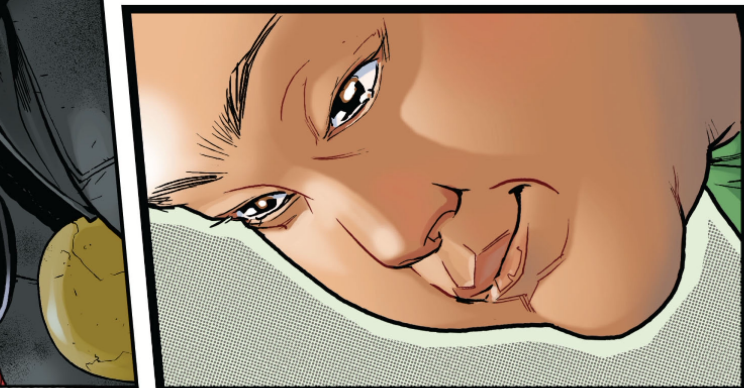
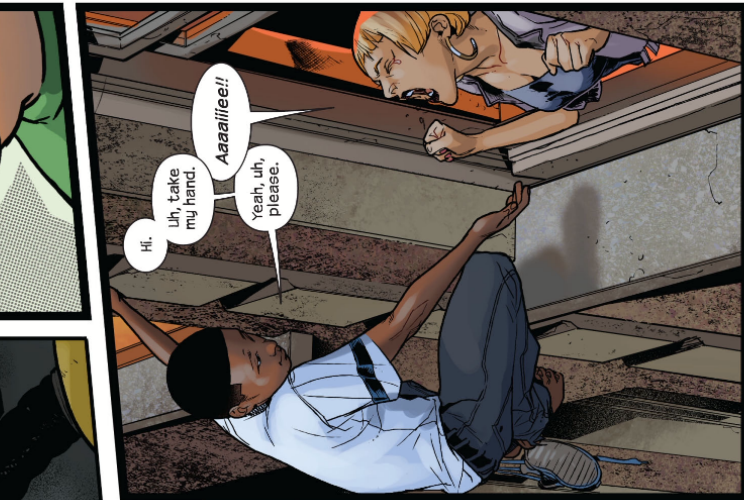
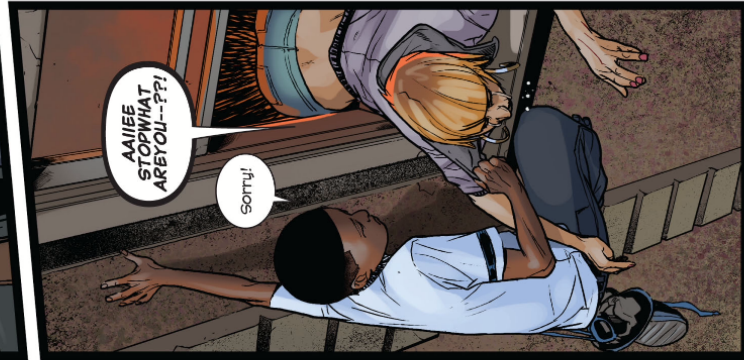
WEEEOOOOOOWWWEEEOOOOOHONK!HONK!







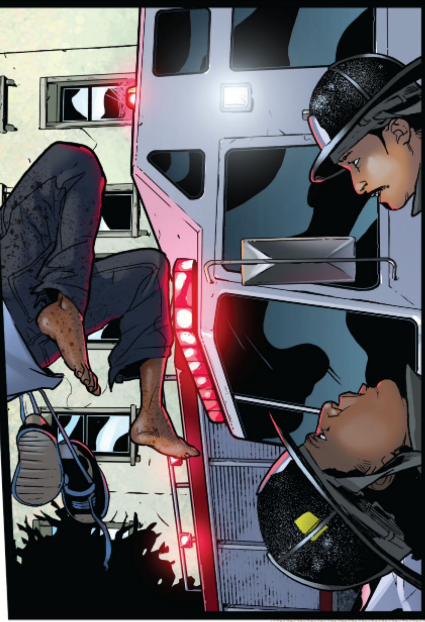
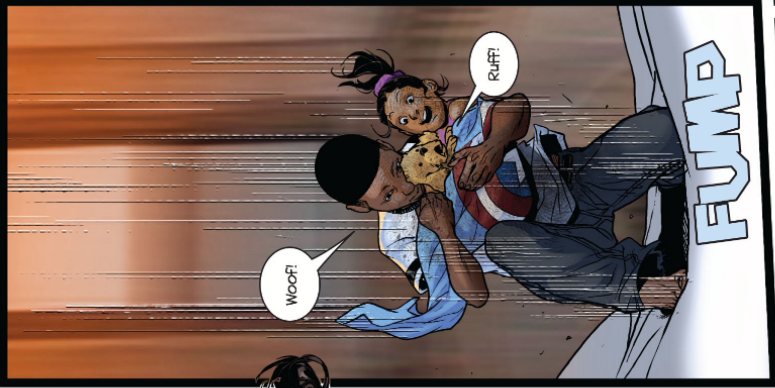
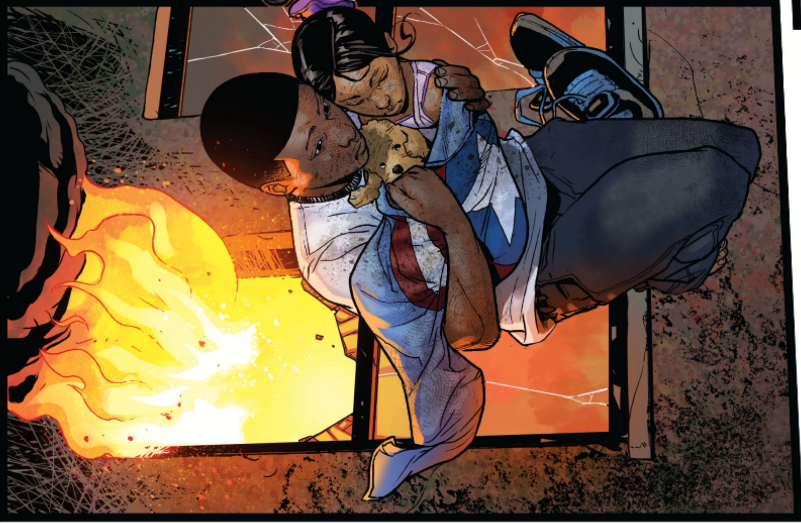








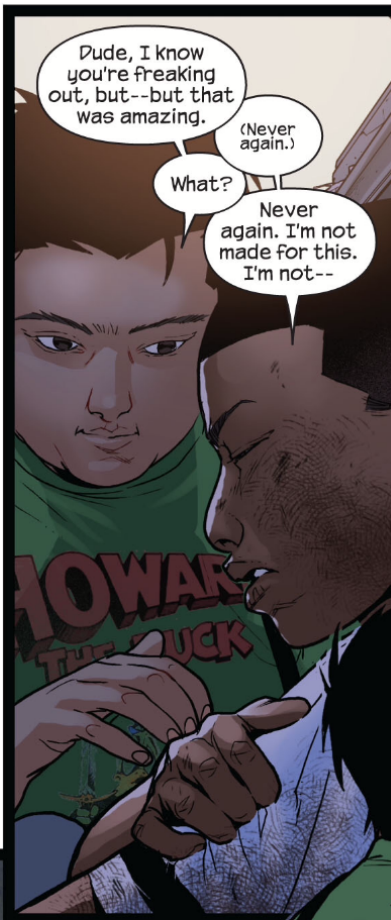












Dude, I know you're freaking out, but--but that was amazing.

(Never again.)

What?

Never again. I'm not made for this. I'm not--



But you have powers.

I didn't ask for them and I don't want them!!

But--

This stays between us. I mean it.

But--



I MEAN IT!!

There's already a Spider-Man and he seems to love it.

He loves jumping around and being hit in the face and lit on fire.

I'm not that guy.

Let him do that.



But--



I'm not that guy.

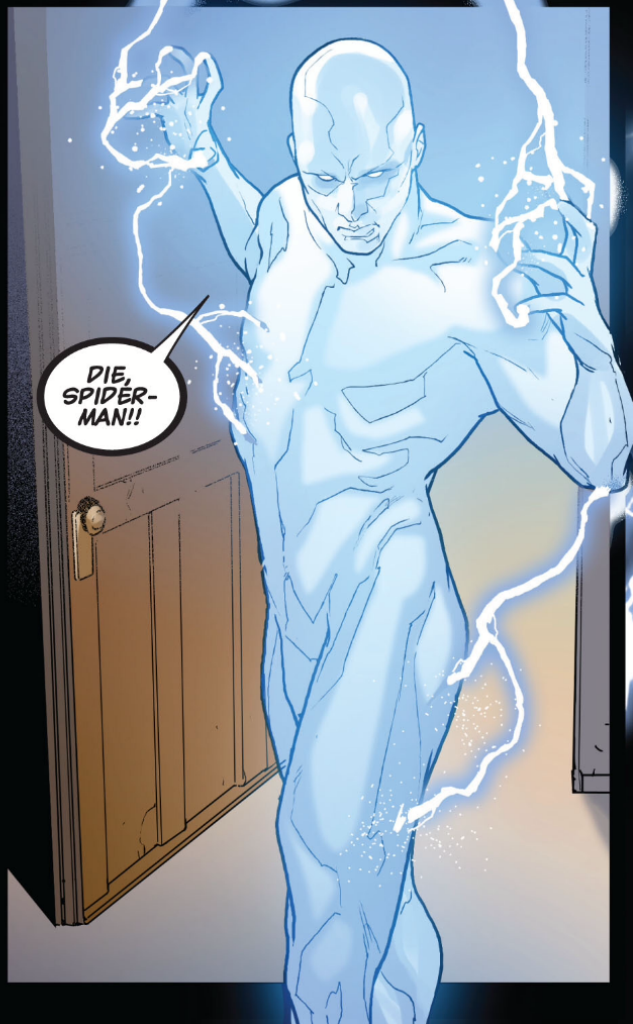
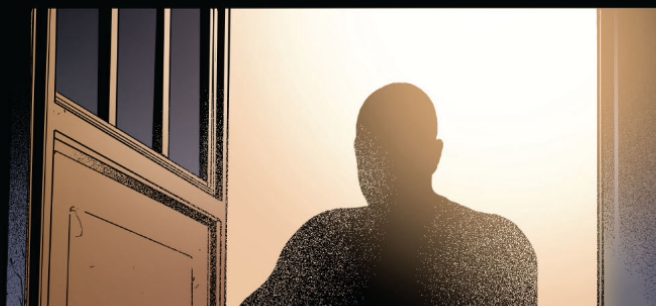
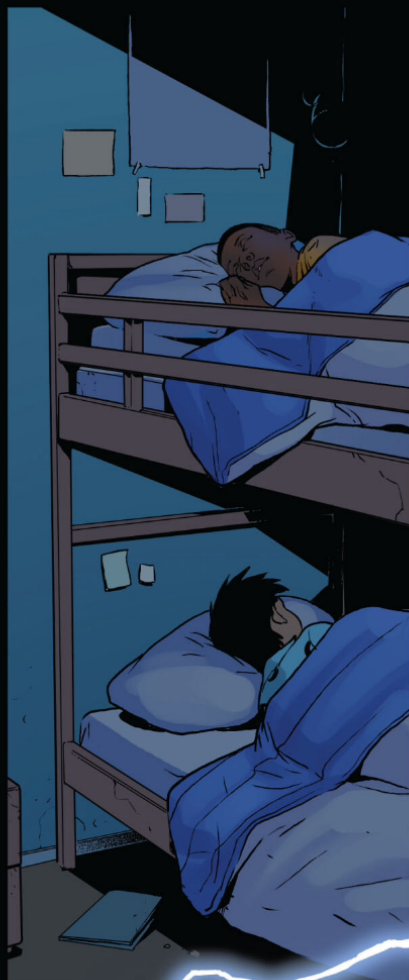


Okay.

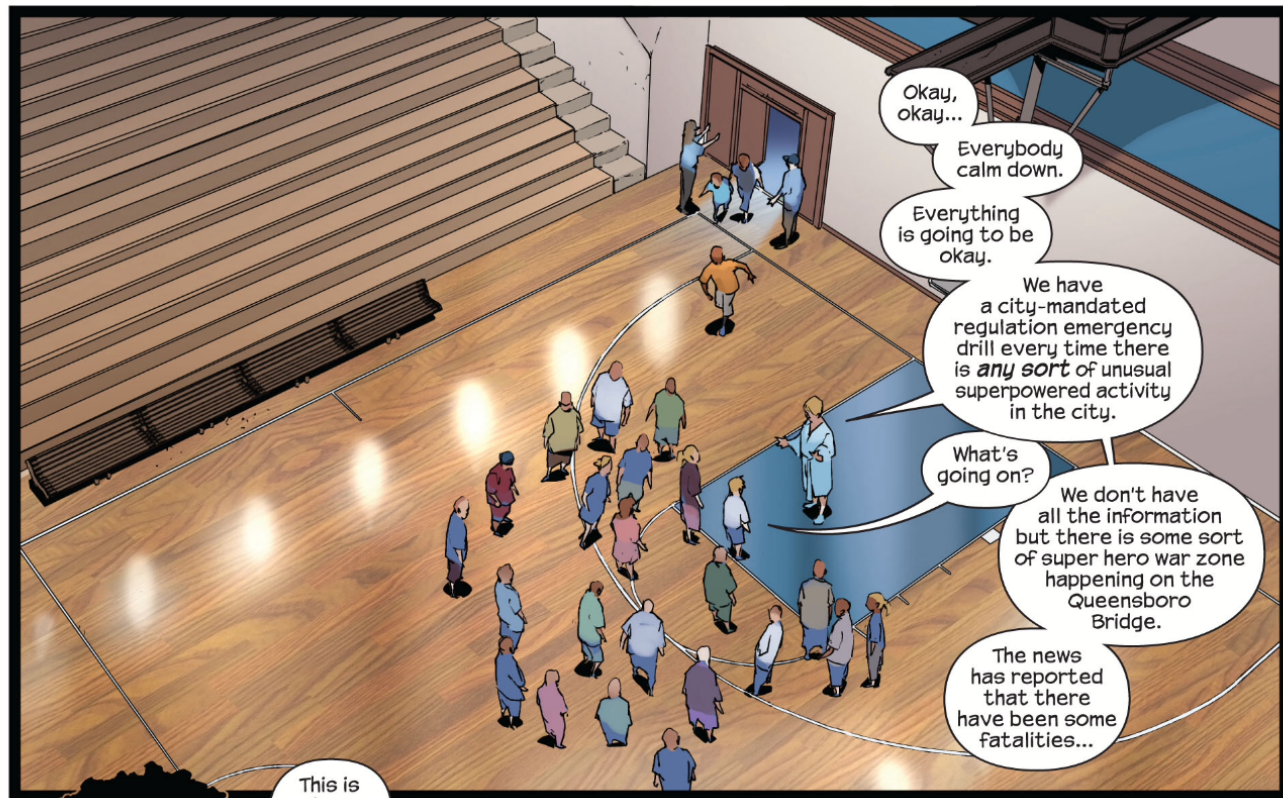
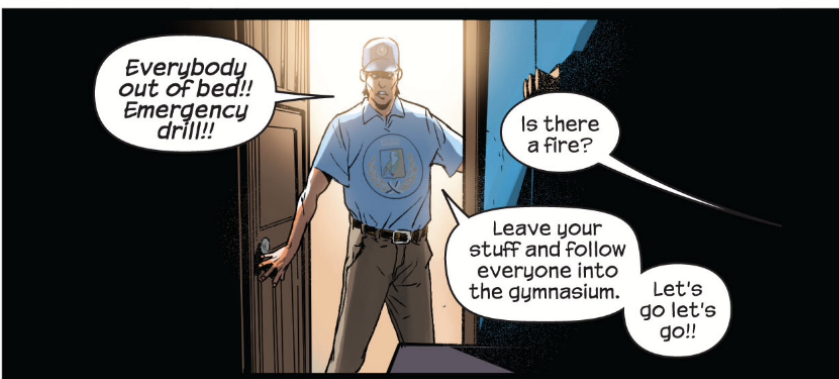














Spider-Man  
has been  
shot.



To Be Continued...



**ULTIMATE COMICS**

# ***SPIDER-MAN***

**NEXT ISSUE: WHAT WOULD PETER DO?**



**THE ALL-NEW ULTIMATE COMICS ON SALE NOW!**





# ULTIMATE SPIDER-MAIL!

When the news broke that Miles Morales was destined to be the new Ultimate Spider-Man, press outlets everywhere went wild. And with that, so did fans as letters flooded our inboxes. Some were ecstatic, others cautiously optimistic and some just downright angry. The real test though, was after the first issue hit stands. Regardless of the publicity surrounding the event, we could finally gauge the true success of Ultimate Comics Spider-Man by asking the simple question: What did you think of the story?

Love or hate the new direction, we want to thank our readers for taking the time to share their thoughts. It's the fans and their opinions that keep us motivated to deliver unforgettable stories. So, keep the letters coming!

**Sana "MiniB" Amanat**  
Associate Editor

Hi Ultimate Webheads –

I just wanted to take a moment to commend you on Ultimate Comics Spider-Man #1. What an excellent issue, from both a craft and an entertainment standpoint. Congrats to the entire team.

I especially loved the portrayal of young Miles Morales. With all the advance publicity this character received, I'm sure many people were expecting him to be larger-than-life, a fully-formed super hero.

But he isn't an icon. He isn't a legend. He's just a good kid, making his way through a tough world.

This is how heroes are born.

**Paul Allor**  
Kokomo, IN

Today felt truly nostalgic for me walking into my local comic shop and buying Ultimate Comics Spider-Man #1. When I was 13, my uncle took me to a local comic shop and I purchased my first comic, Ultimate Spider-Man #1, with money I got from mowing his lawn. I have always enjoyed Ultimate Spider-Man. After reading this new issue I must say that I can't wait for the next issue to come out and am looking forward to reading about Miles Morales for years to come.

Sincerely,  
Richard N.

Dear Ultimate Marvel,

I'm pretty disappointed with the first issue. I mean come on, you couldn't at least make it at least 40 pages? The first issue you should try to establish who all the characters are and to show the beginnings of this new Spider-Man, this issue I felt was waaaay too short to show that and was almost a waste of time. You didn't really show me the character of the characters, rather you just showed us the characters. I mean all I got out of it was how he got his powers and what school he goes to, I didn't even get to see him in his own costume. That's kind of misleading considering the fact that he's on the front cover like that. Please at least consider making longer issues, I was okay this week because this week's Amazing Spider-Man was AMAZING, but I'm really into this new Spider-Man and I want the people to give him a chance so please don't mess this character up for me and all the new and old Ultimate supporters.

**Your Fan,**  
Randy N.

**P.S. if you print my name in the latest Spider-Man comic you will make my YEAR!**

Just finished reading Ultimate Comics Spider-Man #1 and you know what? I really like this new direction. It was way too short, but I'm hooked for the long run and rather intrigued with this kid. As an African American fan of Marvel, who also youth mentors, I love this kid's family makeup and story. He's the kid I

would have wanted to be growing up.

Shawn

Hey Marvel Offices,

I'm extremely disappointed in these people who call themselves "true Marvel fans" but refuse to read the new Ultimate Spider-Man. Are they aware that the Ultimate universe has no correlation to the rest of the Marvel world? Writers are given free rein to do things with characters that have never been done before and that's why I absolutely LOVE the Ultimate universe. I feel that the fact that these "true fans" won't even give Miles Morales a chance shows that they're probably not fit to read the awesomeness that will come along with this series. I, personally, am very excited for the new Spider-Man. I laughed with Peter Parker, shared his anxieties, cried with him, and saw him grow before my eyes - and ultimately, I saw him give his life to what he did best: being a hero. I love Spider-Man, I love Peter Parker, and without a doubt, I'll love Miles Morales. To all those "true fans" out there, don't just give up on Spider-Man. Peter Parker or not, Miles Morales will be a hero to many and a friend and comfort to all of us in the Marvel community. Thank you Marvel, for reinvigorating one of my favorite series. I look forward to letting Miles Morales become someone who will show us, once again, what it means to be a hero.

**A true Marvel and Spider-Man enthusiast,**

**Jennifer Valerio**

When I was ten or so, I stumbled upon an issue of Ultimate Spider-Man, and like many others, I was blown away. Not because characters had trendy hair-cuts, the way they talked or the fact that it was placed in the present day. It's because they were more real than any other incarnation of super heroes I'd seen. Peter didn't have a perfect family, almost any social life and consequently he wasn't perfect either. He was a teen. I could understand his decisions, thoughts.

The Ultimate imprint is more real as well. Just like in real life - people die. Our heroes die too - but only if we let them. Just like in real life, we can only do so much to save them, or ourselves. The rest is just a lottery for charter school.

And that's why we need super heroes - to give us hope, to inspire us to never give up and press on like their legacy does. This time, that legacy is a 13-year-old Miles who, very much like Peter, is a bright, secluded kid who appears to be far more mature than most kids his age. In a way, Miles is Peter, and I don't understand why people can't see that.

I was terrified as most are at Miles' age, but it seems Mr. Bendis has really pulled it off nicely - he isn't an annoying kid. I hope time would pass slightly faster than in the original run, though.

Overall, good start of a run hopefully as long as its predecessor. Go Spidey!

An eager reader,  
Mateja from Serbia

Dear Ultimate Marvel,

**Simply Amazing!**

Since I first discovered who would be replacing the role of web-head, I've been saying that this would be the best thing to happen to comics in a long time. I knew it would show the current state of our social convictions while applying the necessary pressure for growth.

This is what the GOLDEN AGE of comics was all about; showing the REAL LIFE from a different vantage point. It's very exciting to some people and equally upsetting to others. Either way, something monumental has happened. Tomorrow we will look back at this as being another pivotal moment in comic book history. Once again, you've managed to make reading comics cool again. Everybody's got an opinion. But one fact remains; Marvel has made a modern-day controversial statement. One day soon, Miles will be in our hearts just as Petey was and still is. He won't be replacing him, but he will remind us who Peter Parker was at the core. A red-blooded American with a heart of gold.

I can't wait to see what comes next. Miles already shows great potential. Not only does he have ol' Petey's powers, but the kid can go completely incognito. I wish I had two more hands so I could give it FOUR THUMBS UP! Great Job, Marvel!

**A reinvigorated True Believer!!!**  
**Chad Tootle**

Dear Marvel,

I'm a 21 year old Education student that's Chicago-born and bred. Yesterday, as I was reading Ultimate Comics Spider-Man #1, and reached where Miles' mom is overcome by joy at his getting into a charter school, I started crying. I've been reading comics since I can't remember when, and as a medium, they've inspired me, made me think, made me laugh, but as I finally saw something that represented the life I was surrounded by, to really feel represented in a medium I've loved so much; UCSM made me cry out of sheer joy. No other comic book has come close to that. In fact, the last time something moved me in that way was Obama's election. My mother reacted the same way when I graduated high school, thanking God that I, unlike so many others I had grown up with, came through the other side. As a society, we at once create and are recreated by the works we produce. To get off our Colbert colorblindness, and to actively write a story that addresses these issues in an adult manner, that a hero, really can be anyone, and that the color of their skin and their history contributes to who they are, is the best reading I could have hoped for. You have my eternal thanks and a lifelong reader.

- Gerardo Trinidad Galan

**EMAIL THE EDITORS AT**  
**ULTIMATEOFFICE@MARVEL.COM**  
**AND MARK IT 'OKAY TO PRINT'**



ULTIMATE COMICS

ALL-  
NEW

# SPIDER-MAN #4



Available November 2011 on the Marvel Comics App  
and at Your Local Comic Shop

To find a comic shop near you visit [www.comicshoplocator.com](http://www.comicshoplocator.com)

**MARVEL**

TM & © 2011 Marvel