

NIGHT: AND FROM THE SHADOWS, YOU WATCH...

--HOME FREE.

JUST PLAY THIS GAME RIGHT... AND YOU'RE HOME FREE!

FUNNY... CAN'T GET OVER THAT FEELING...!

-- THE IDEA THAT SOMEBODY'S --AH, FORGET IT.

YOU'RE CLEAN, BENNIE... FOR NOW!

YOUR LIPS CURL BACK OVER NEWLY-FORMED FANGS, AND YOU STRUGGLE WITH A SURGE OF ANGER... FOR YOU ARE...

THE BEAST!

--- AND THIS NIGHT-- YOU HUNT!

EASY, BENNIE. TAKE IT NICE AND SLOW. IT'S JUST NERVES, THAT'S ALL...

--- JUST A BAD CASE'A NERVES!

STAN LEE, EDITOR PRESENTS:
A NEW ERA IN GRAPHIC-ART HISTORY, AS CREATED BY:
GERRY CONWAY SCRIPTER and TOM SUTTON ARTIST
SYD SHORES INKER and SAM ROSEN LETTERER



GENETIC
RESEARCH
SUBDIVISION 12
CLASSIFIED



HOME
FREE, BENNIE
---NO MORE
TROUBLES,
NO MORE
BLASTED
LOANS.

NO AUTHORIZED
PERSONNEL
OR BIDDEN

HOME
FREE!

HE MOVES QUICKLY, HIS EYES SHIFTING RIGHT AND LEFT, HIS HANDS PLUNGING INTO THE CLOSE-FITTING NIGHTWATCHMAN'S UNIFORM---



GENETIC RESEARCH
SUBDIVISION 12
CLASSIFIED

FROM YOUR PERCH, YOU SEE HIM REMOVE A LEATHER PACKET--

UNAUTHORISED PERSONS FORBIDDEN

-- YOU SEE METAL GLISTEN IN THE YELLOW ARC-LIGHTS--



-- AND YOU HEAR THE SCREAM OF MELTING STEEL!

THE DOORS SQUEAL INWARD, DARKNESS FILTERING OUT INTO THE DESERTED PLAZA---THE LETTERS ON THE PLAQUE GLITTER IN THE DEVICE'S GLOW, AND READ:

"GENETIC RESEARCH, SUBDIVISION 12... CLASSIFIED"



SNARLING, YOU LUNGE FORWARD--



GOOD LORD... NOOOOO!

HE TRIES TO TWIST AWAY, BUT MOVES SO SLOWLY... HE IS LIKE A MAN IN A DREAM, HIS LIMBS TUGGED BY INVISIBLE PRESSURES... OR SO IT SEEMS!

YOU REMIND YOURSELF OF WHAT YOU ARE-- AND YOU LAUGH, A GRATING, HARSH LAUGH FROM INHUMAN LUNGS--



THE AIR RUSHES PAST YOU, WHIPPING YOUR THINLY-FURRED SKIN, CATCHING AT YOUR MANE OF SILVER-BLACK HAIR -- AND, LAUGHING--

THUD!



... YOU CONNECT!

HE'S SO LIGHT--

YOU'RE SURPRISED AT WHAT LITTLE EFFORT IT TAKES-- TO THROW HIM---

--TO WATCH HIM SPIN LIKE A FLY IN WATER!

THRASH

DON'T-- DO--- IT---!

I SAID--- DON'T FIRE THAT GUN--!

KHOW!

IT-- IT TALKS -- LORD IN HEAVEN -- THE -- THING -- TALKS!

HE'S GIBBERING NOW, HIS MIND BROKEN. BUT THAT DOESN'T CONCERN YOU-- YOU FEEL AGONY WHERE THE BULLET CREASED--

GOT TO PULL MYSELF TOGETHER-- WALKED RIGHT INTO THAT---

HANK, WHAT'S HAPPENING TO YOU?

DARKNESS FALLS AWAY, AND YOU SEE AGAIN. YOUR SKULL THROBS, BUT NOW THE PAIN IS LESSENING--- YOU LOOK UP---

YOU'RE-- NOT REAL! YOU CAN'T BE REAL--

I'VE GOTTA-- GOTTA KILL YOU-- CAN'T LET YOU GET CLOSER--

--WAIT --YOU DON'T--

AND THE PAIN AGAIN-- FIRES LIT BENEATH YOUR CHEST-- A MILLION FIRES---

AAAAAAA



MADDENED, YOU STRIKE OUT!

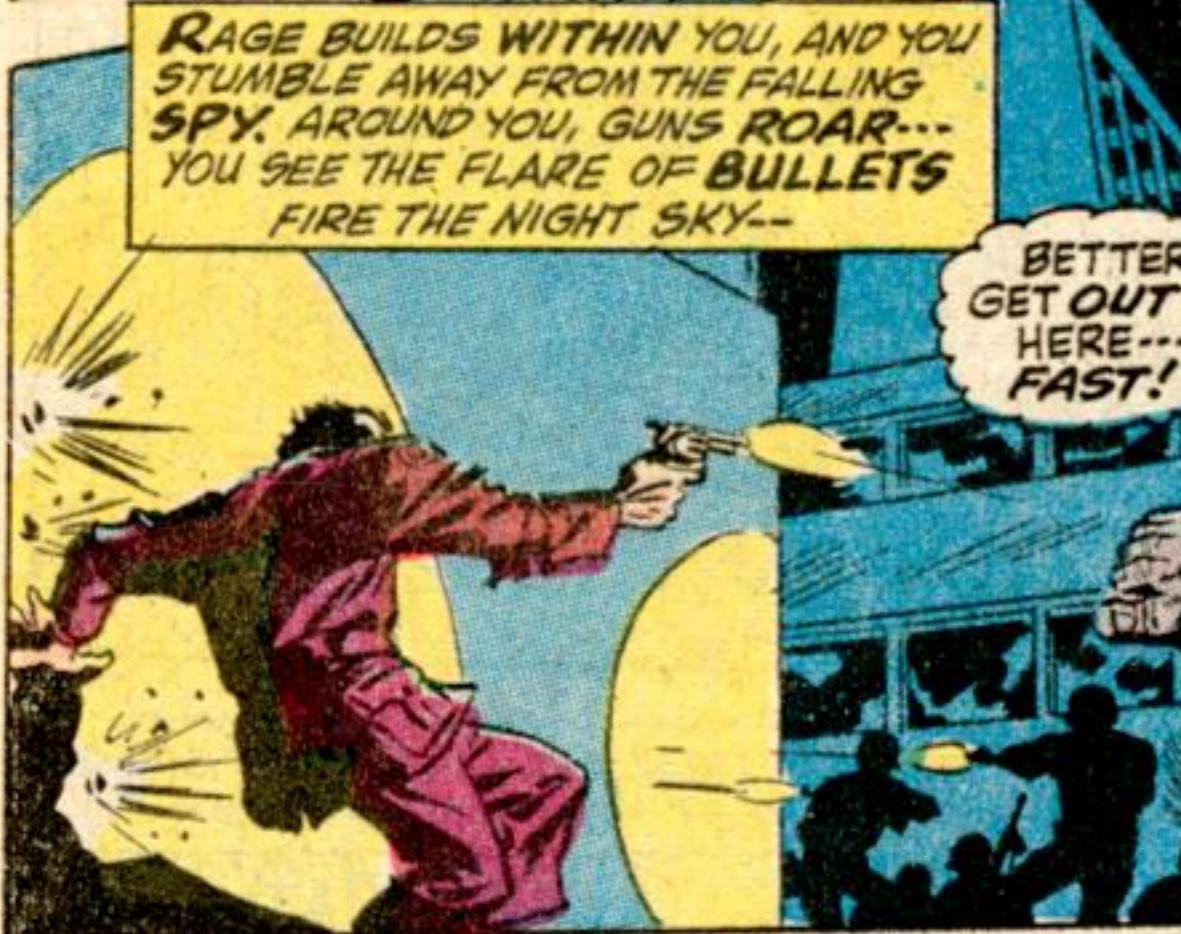
I TOLD YOU NOT TO SHOOT--

... I TOLD YOU!



OUTSIDE--- SOLDIERS! THEY MUST HAVE TRACKED THE ALARM!

THEN--IT WASN'T NECESSARY!



RAGE BUILDS WITHIN YOU, AND YOU STUMBLE AWAY FROM THE FALLING SPY. AROUND YOU, GUNS ROAR-- YOU SEE THE FLARE OF BULLETS FIRE THE NIGHT SKY--

BETTER GET OUT OF HERE--- FAST!



BEFORE YOU, THE DOORS LOOM WIDE. HALF-BLINDED BY FURY, YOU SWING WITHIN---

THEY WOULD HAVE CAUGHT HIM ANYWAY! I DIDN'T NEED TO PLAY HERO...!

BUT THAT DOESN'T REALLY MATTER--



--- I'M SAFE NOW--- SAFE, AND NO HARM DONE!



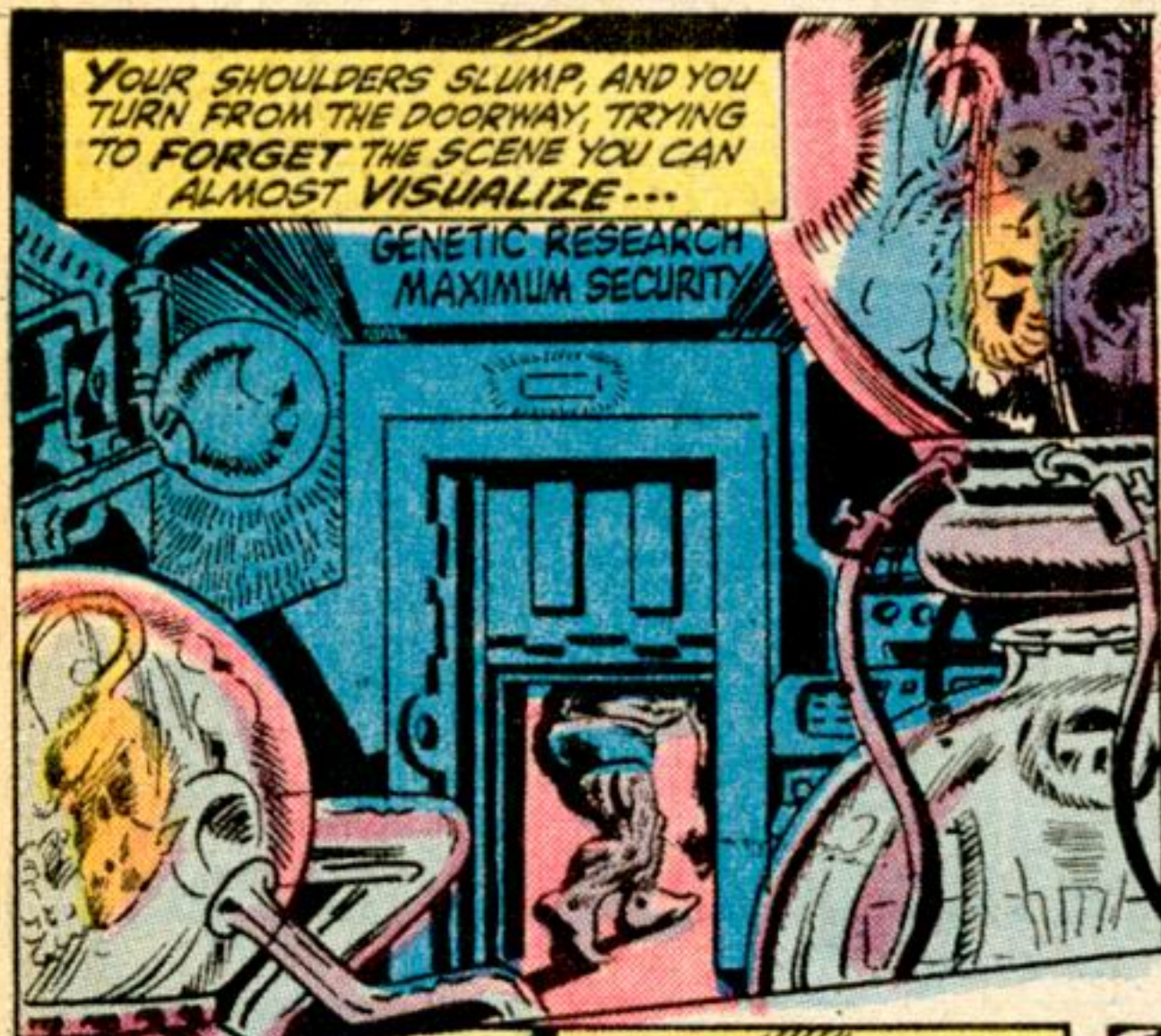
NO HARM DONE? PERHAPS NOT... YET WHAT ABOUT THE FEAR-CRAZED SPY? WOULD HE HAVE WILDLY ATTACKED HIS CAPTORS...?



... AND WOULD YOU NOW HEAR THOSE STACCATO SHOTS WHICH TELL YOU HE'S...

... DEAD! THEY KILLED HIM!

GOOD LORD... I NEVER INTENDED...!



YOUR SHOULDERS SLUMP, AND YOU TURN FROM THE DOORWAY, TRYING TO FORGET THE SCENE YOU CAN ALMOST VISUALIZE...

GENETIC RESEARCH
MAXIMUM SECURITY



YOU ENTER THE MAXIMUM SECURITY BLOCK--YOUR PRIVATE OFFICES--AND YOU TURN TO LOCK AND ELECTRONICALLY BOLT THE MASSIVE LEADEN SHIELDS...

HANK MCCOY



IT CLICKS HOME. THE TUMBLERS ARE FROZEN... AND ONCE MORE, HANK MCCOY-- YOU ARE SAFE.

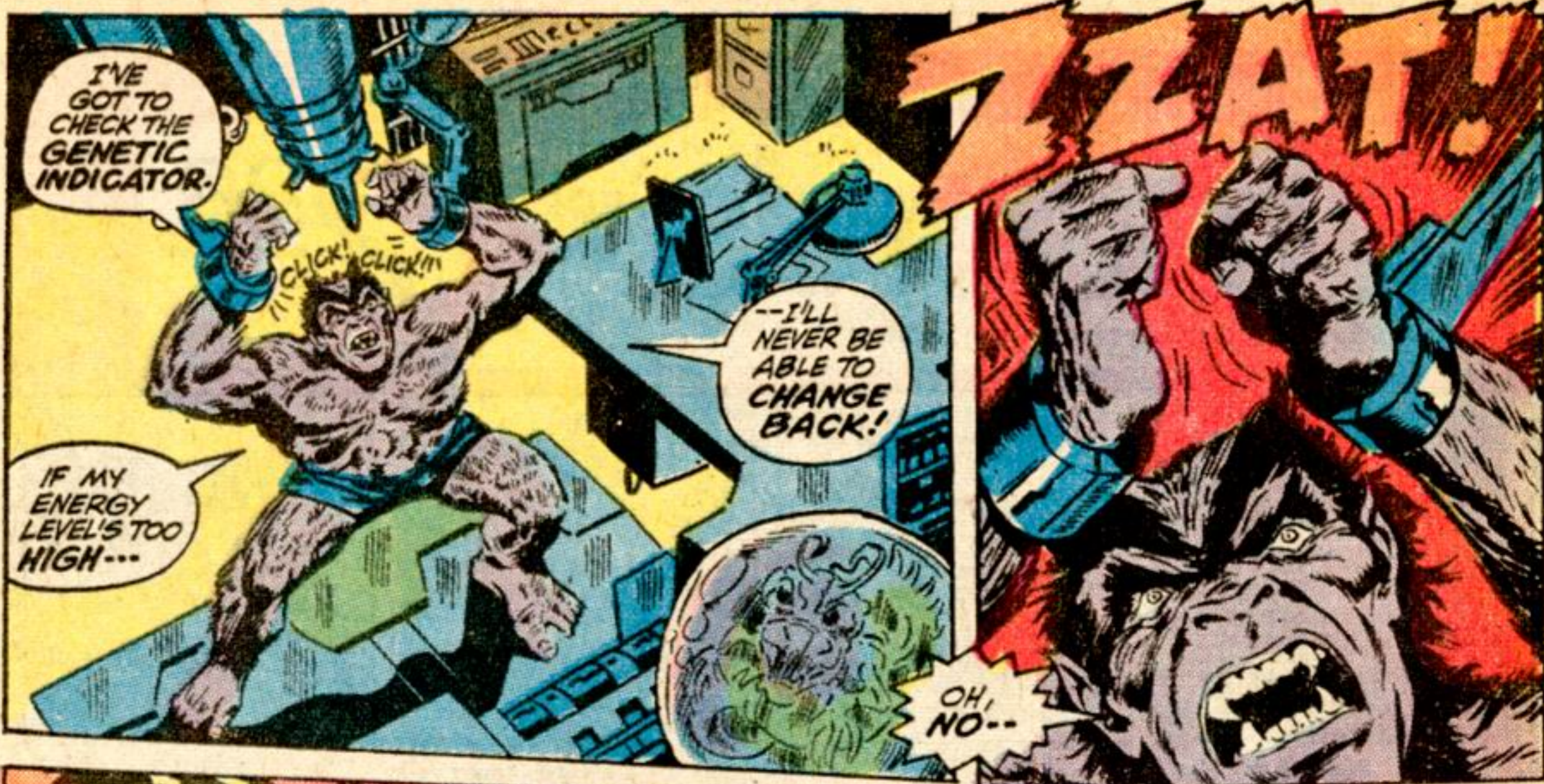
LOCK SET



SAFE... TILL YOU NOTICE THE CLOCK ON THE WALL...!

NO! IT CAN'T BE THAT LATE...

NOT THAT LATE!





YOU FEEL THE SALTY STING ACROSS YOUR CHEEKS, BUT YOU IGNORE IT---

WHATEVER YOU MIGHT HAVE BEEN, HANK MCCOY---IS GONE NOW, AS MUCH A PART OF YOUR PAST AS THAT SHATTERED PICTURE. YOU GROPE FOR THE BROKEN REMAINS, AS THOUGH TO GATHER UP WHAT LITTLE IS NOW LEFT TO YOU---AND PERHAPS, TO GATHER YOUR MEMORIES---OF HOW IT ALL BEGAN:

HANK MCCOY.. I DON'T CARE IF YOU ARE THE FIRST TO LEAVE-- SNEAKING OFF WITHOUT SAYING GOODBYE IS NO WAY TO TREAT OLD FRIENDS.

EASY, JEAN. I CAN'T REALLY BLAME HANK FOR TRYING TO VANISH UN-HERALDED---

WE ARE MAKING IT A BIT UNCOMFORT-ABLE FOR HIM, YOU KNOW!

STATING IT MILDLY, MY MUTANT COMPEERS-- -- I'M RATHER OVERWHELMED.

FOR YOU, BIG WORDS -- THAT'S REALLY MILD.



WE'RE GONNA MISS YOU, BUDDY!

ON BEHALF OF THE X-MEN, HANK, I'D LIKE TO WISH YOU ALL POSSIBLE LUCK IN YOUR NEW POSITION.

THAT'S ALSO ON BEHALF OF MYSELF! YOU WERE ONE OF MY FINEST STUDENTS-- AND I'VE LITTLE DOUBT YOU'LL DO WELL AT THE BRAND CORPORATION!

AND THIS, MISTER MCCOY, IS YOUR FAREWELL KISS!

YOU KNOW WHERE TO COME TO COLLECT ANOTHER!

ACCORDING TO THIS TELEGRAM, HANK, YOU'D BETTER HURRY.

THEY WANT TO SEE YOU BY NINE A.M.!

YOU REMEMBER THAT LAST DAY IN WESTCHESTER, WHEN THEY GATHERED TO BID YOU FAREWELL--- MARVEL GIRL, CYCLOPS, THE ANGEL, ICEMAN--- EVEN PROFESSOR XAVIER. YOU REMEMBER HOW HARD IT WAS TO LEAVE---



YOU HEARD THE MAN, HANK. GET MOVING.

PERUSE MY DUST, CYCLOPS. I INTEND A SCENE OF MOMENTOUS PRESTIGITATION--

PROVIDED YOU SUPPLY A SUITABLE AUDIENCE!



WHAT'S THAT LINE ABOUT LAUGHING CLOWNS?

I FEEL LIKE BURSTING RIGHT INTO TEARS!

YOU WOULDN'T BE ALONE, JEAN. WE'LL ALL MISS HANK---

THE ONLY WORRY IS--- WILL HE MISS US?

HE'S GOT HIS WISH AT LAST-- HE'LL BE ABLE TO STUDY GENETIC MUTATION---



"-- AND MAYBE HE'LL FORGET THE DAYS WHEN HE WAS CALLED-- THE BEAST!"

AH, GENTLE FRIENDS---

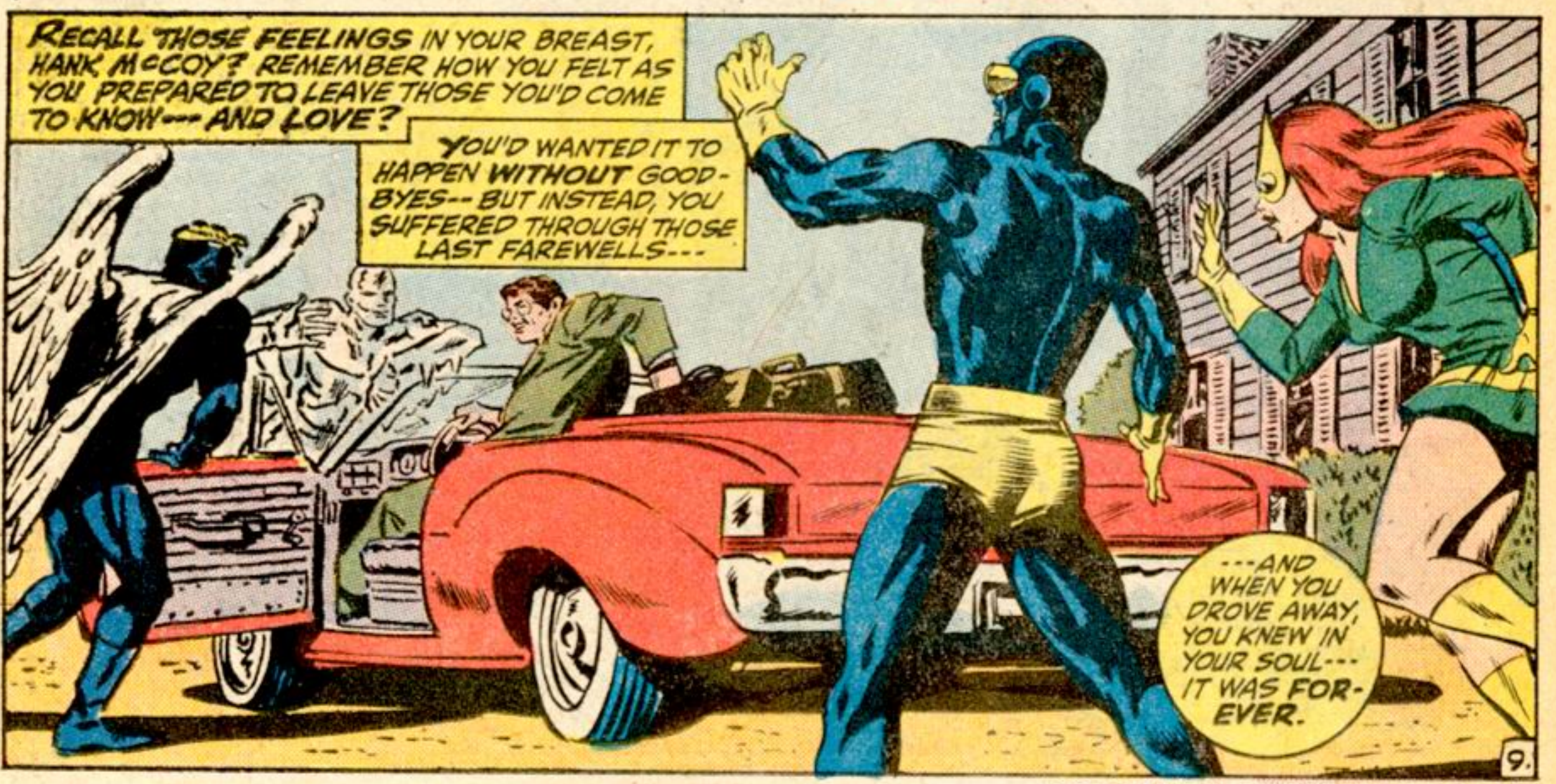
YOU'VE ALL COME TO MATTER A GREAT DEAL THESE PAST YEARS---

-- REGARDLESS OF OUR MORE VIOLENT ALTERCATIONS.



I'LL FIND A FITTING PLACE FOR YOUR MEMORY---

-- PERHAPS FOR YOUR EFFIGY, AS WELL!



RECALL THOSE FEELINGS IN YOUR BREAST, HANK MCCOY? REMEMBER HOW YOU FELT AS YOU PREPARED TO LEAVE THOSE YOU'D COME TO KNOW--- AND LOVE?

YOU'D WANTED IT TO HAPPEN WITHOUT GOOD-BYES-- BUT INSTEAD, YOU SUFFERED THROUGH THOSE LAST FAREWELLS---

--- AND WHEN YOU DROVE AWAY, YOU KNEW IN YOUR SOUL--- IT WAS FOR- EVER.



MISTER GRANT? THAT'D BE ON THE FOURTH FLOOR, FRIEND. THIRD BUILDING TO THE RIGHT.

THANKS! THE BRAND CORPORATION-- ONE OF THE MOST PRESTIGIOUS RESEARCH ORGANIZATIONS IN EXISTENCE---

-- AND NOW ITS EXISTENCE INCLUDES-- HANK MCCOY!



BUT PRESTIGE WASN'T YOUR GOAL, WAS IT, HANK? NO, YOU WANTED SOMETHING MORE--- YOU WANTED TO LEARN ABOUT YOURSELF, ABOUT WHAT HAD MADE YOU A MUTANT---

-- WHAT HAD MADE YOU A FREAK!

MISTER GRANT? I'M HANK MCCOY!

AH, MISTER MCCOY-- UH, WE'VE HEARD A GREAT DEAL -- UH, ABOUT YOU.

BOY, WHAT A GRIP!

THIS WAS WHERE YOUR APPLICATION HAD LED YOU-- HERE TO THE MOST COMPLETE INSTALLATION ON THE EAST COAST, RIVALING EVEN THE HIDDEN COMPLEXES OF SHIELD.



YOU REMEMBER YOU COULD ONLY GAPE IN ASTONISHMENT---

IT-- IT'S STUPENDOUS, MISTER GRANT--- I HAD NO IDEA--!

VERY FEW PEOPLE HAVE, MCCOY!

THERE'S ENOUGH BRAIN-POWER HERE TO STAFF THREE HUNDRED UNIVERSITIES--- AND WE'RE GROWING, SON--

---GROWING AT A FANTASTIC RATE! AH, HERE'S MISS DONALDSON!



SHE'LL BE ASSISTING YOU IN YOUR WORK WITH PROFESSOR MADDICKS, MCCOY.

IT'LL BE A PLEASURE, SIR.

-- ONE ALL MINE, MISS DONALDSON.



MISTER MCCOY, YOU'LL TURN MY HEAD.

I'M NOT SURE PROFESSOR MADDICKS WOULD APPROVE AT ALL!



HE DOESN'T, MISS DONALDSON.

GET ONE THING, STRAIGHT, MCCOY-- I DIDN'T ASK FOR YOU---

--AND I DON'T NEED ANY HELP--!

SIR, I...

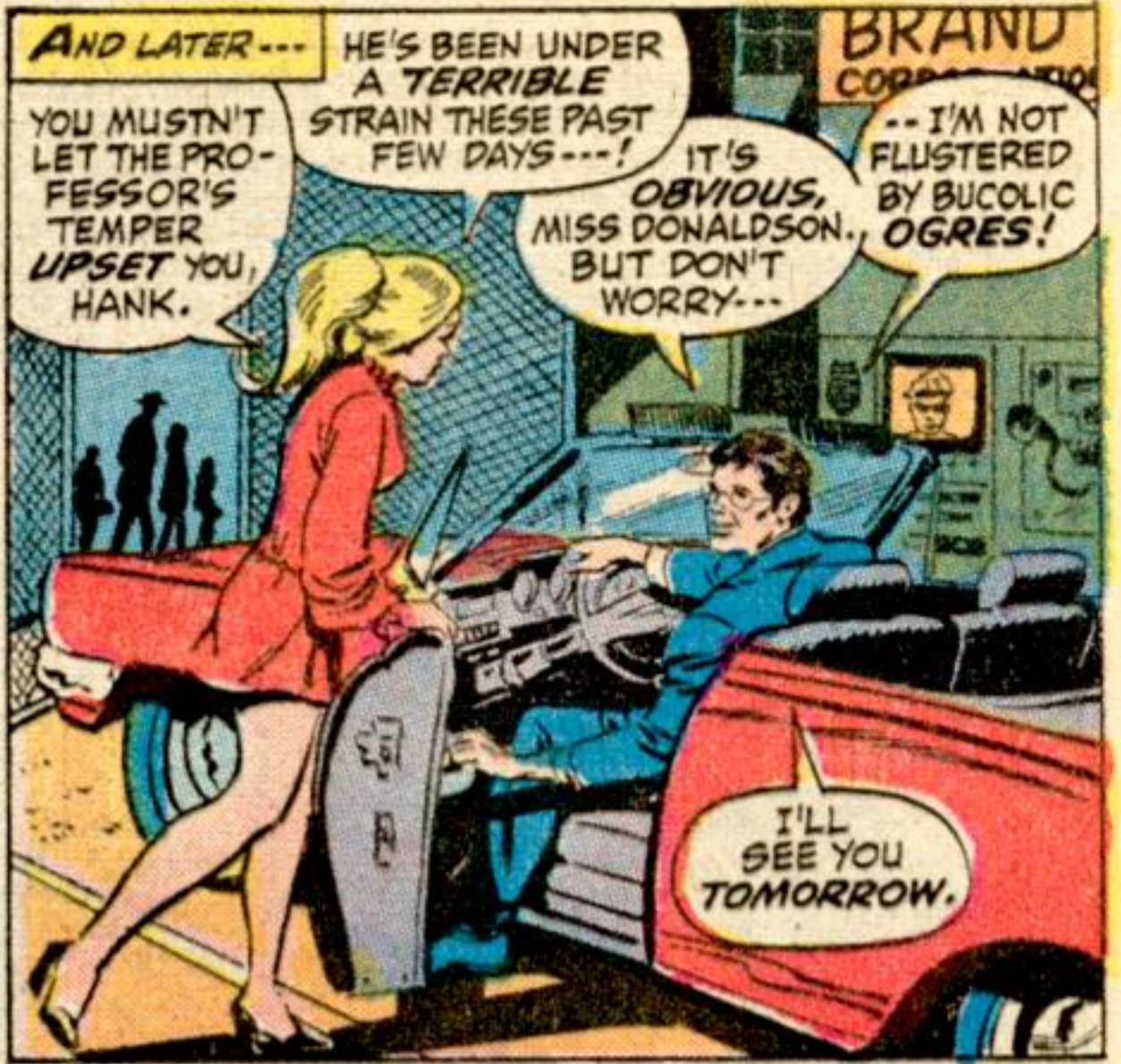


QUIET! I'M SICK AND TIRED OF ADMINISTRATIVE BUNGLING-- I HAVE ALL THE ASSISTANCE I---

PROFESSOR, PLEASE. MR. MCCOY WILL BE WORKING INDEPENDENTLY---

--ON A PRIVATELY-FUNDED PROJECT OF HIS OWN.

THEN DO THIS, MCCOY-- LEAVE ME ALONE!



AND LATER---

YOU MUSTN'T LET THE PROFESSOR'S TEMPER UPSET YOU, HANK.

HE'S BEEN UNDER A TERRIBLE STRAIN THESE PAST FEW DAYS---

IT'S OBVIOUS, MISS DONALDSON, BUT DON'T WORRY---

BRAND CORPORATION

-- I'M NOT FLUSTERED BY BUCOLIC OGRES!

I'LL SEE YOU TOMORROW.



REMEMBER, HANK MCCOY? REMEMBER HOW IT ALL SEEMED LIKE A DREAM---

ENOUGH FOR TODAY, HANK. IT'S SEVEN O'CLOCK.

WHAT SAY YOU TAKE A LADY OUT TO DINNER?

NAME THE INSTITUTION, MISS DONALDSON---



LIKE A DREAM, HANK--- ALL THE DREAMS YOU'VE EVER HAD---

THE WAY SHE LOOKED AT YOU, HER GROWING SMILE---

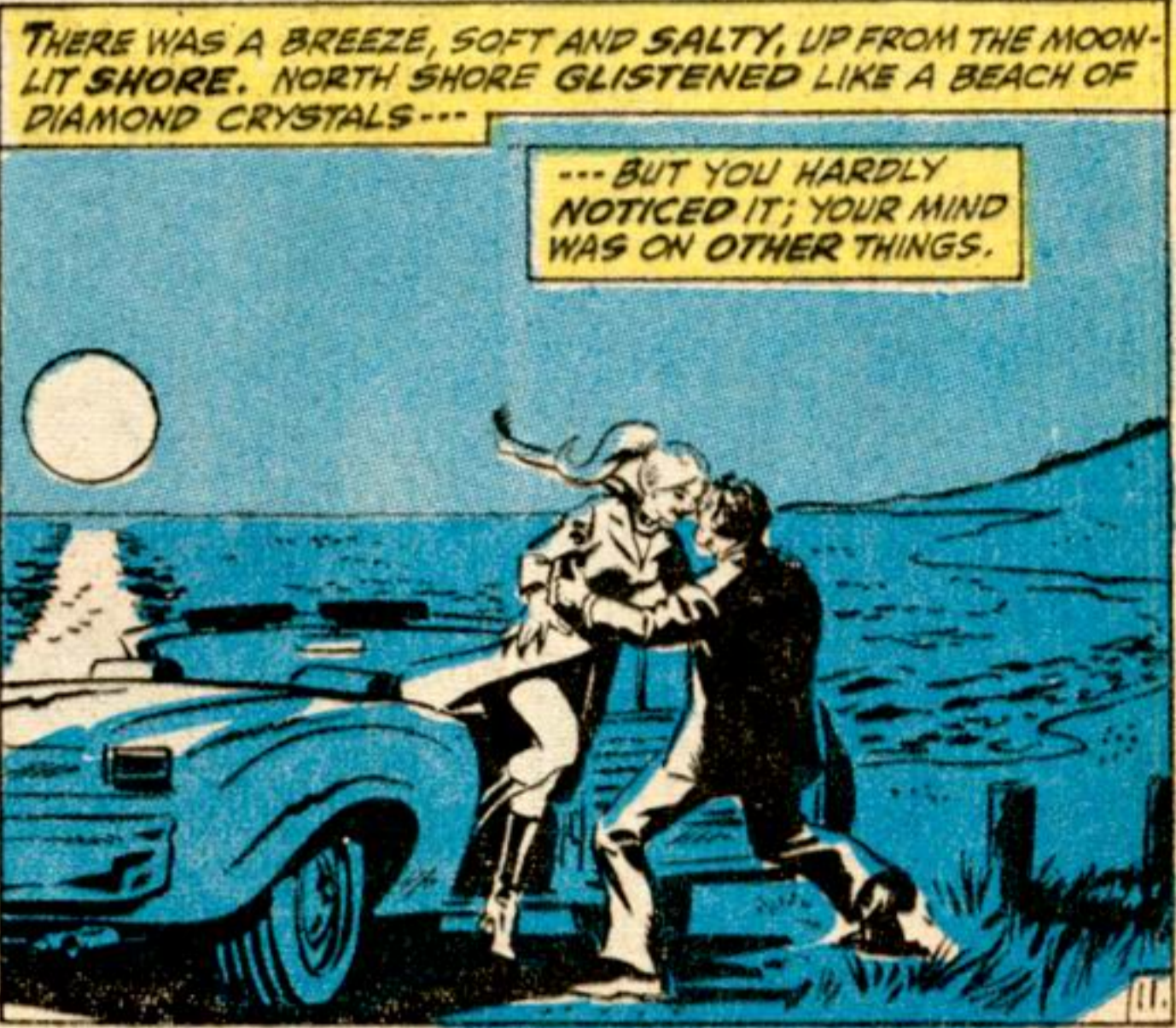
-- YOU NEVER HAD A CHANCE, HANK-- AND YOU KNEW IT.



---THE BEACH. HAVE YOU EVER SEEN LONG ISLAND SOUND AT NIGHT, HANK?

LONG ISLAND AND I ARE STRANGERS, MISS DONALDSON.

MY NAME'S LINDA, HANK.



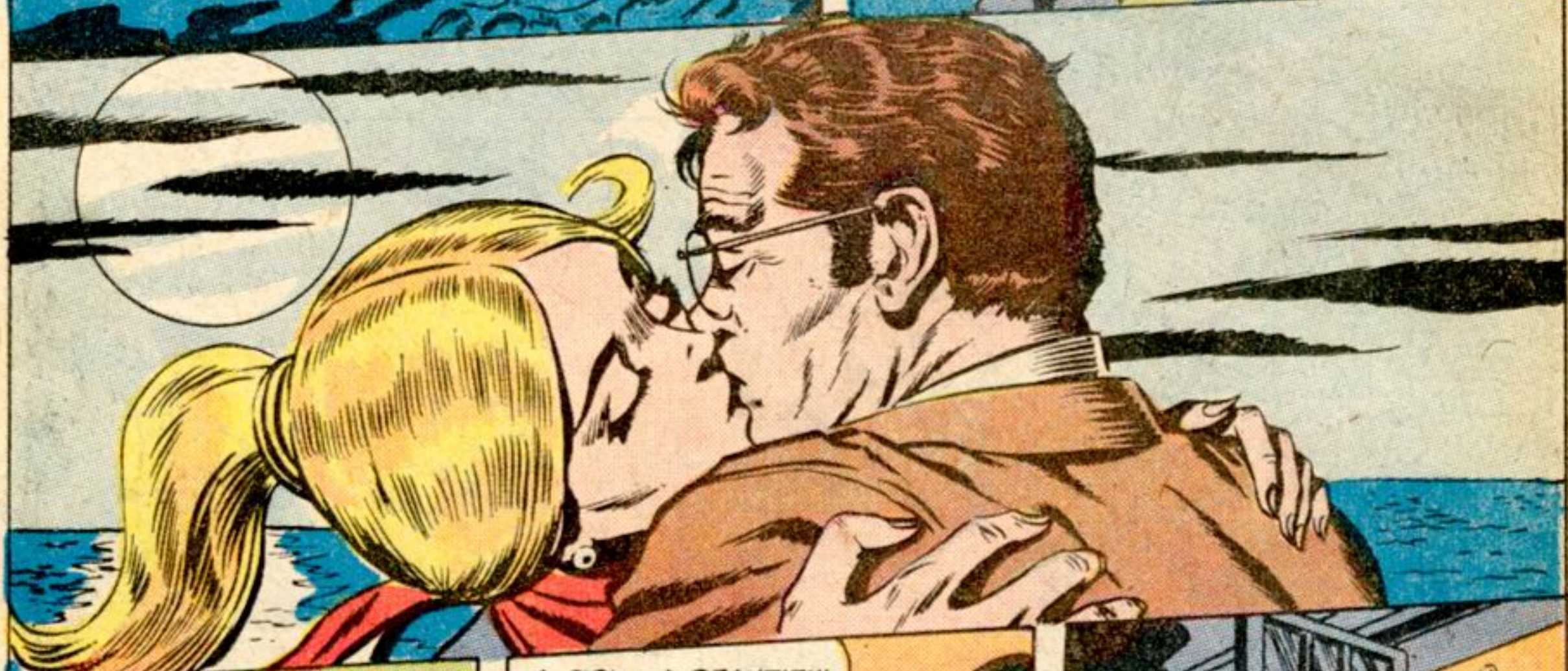
THERE WAS A BREEZE, SOFT AND SALTY, UP FROM THE MOON-LIT SHORE. NORTH SHORE GLISTENED LIKE A BEACH OF DIAMOND CRYSTALS---

--- BUT YOU HARDLY NOTICED IT; YOUR MIND WAS ON OTHER THINGS.

WHEN YOU WERE YOUNG, THERE'D BEEN MOMENTS LIKE THIS -- BRIEF INSTANTS WHEN YOU DIDN'T THINK OR CARE ABOUT THE MISSHAPEN BODY YOUR TAILORED CLOTHING HID!

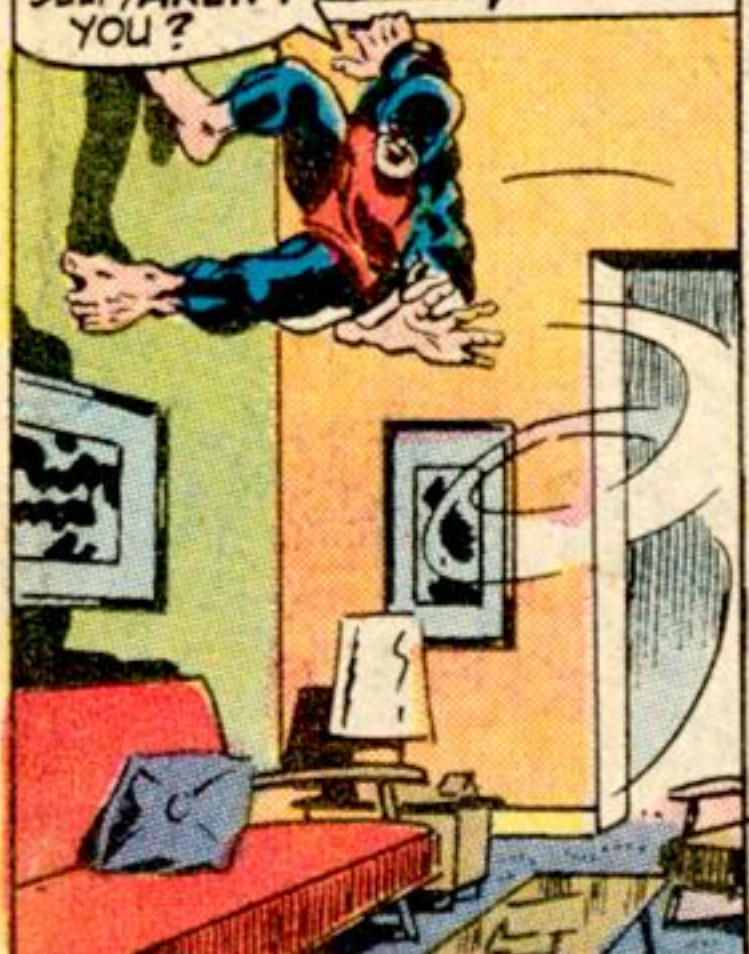
YOU FELT THE NIGHT, AS YOU'D NEVER FELT AN EVENING BEFORE...

YOU LAUGHED WHEN SHE LAUGHED, AND RAN BEHIND HER, FEELING THE SAND SLIDE AND CRUNCH BENEATH YOUR FEET, A COOL WIND BRUSHING THE HAIR FROM YOUR BROW--



ADMIT IT, HANK MCCOY -- YOU'RE IN-ORDINATELY PLEASED WITH YOUR-SELF, AREN'T YOU?

AND WHY NOT?



A GIRL-- A BEAUTIFUL GIRL-- AND SHE LOVES YOU--



AND YOU LOVE HER, DON'T YOU, SIR?

AH, IT'S A LOVELY WORLD--

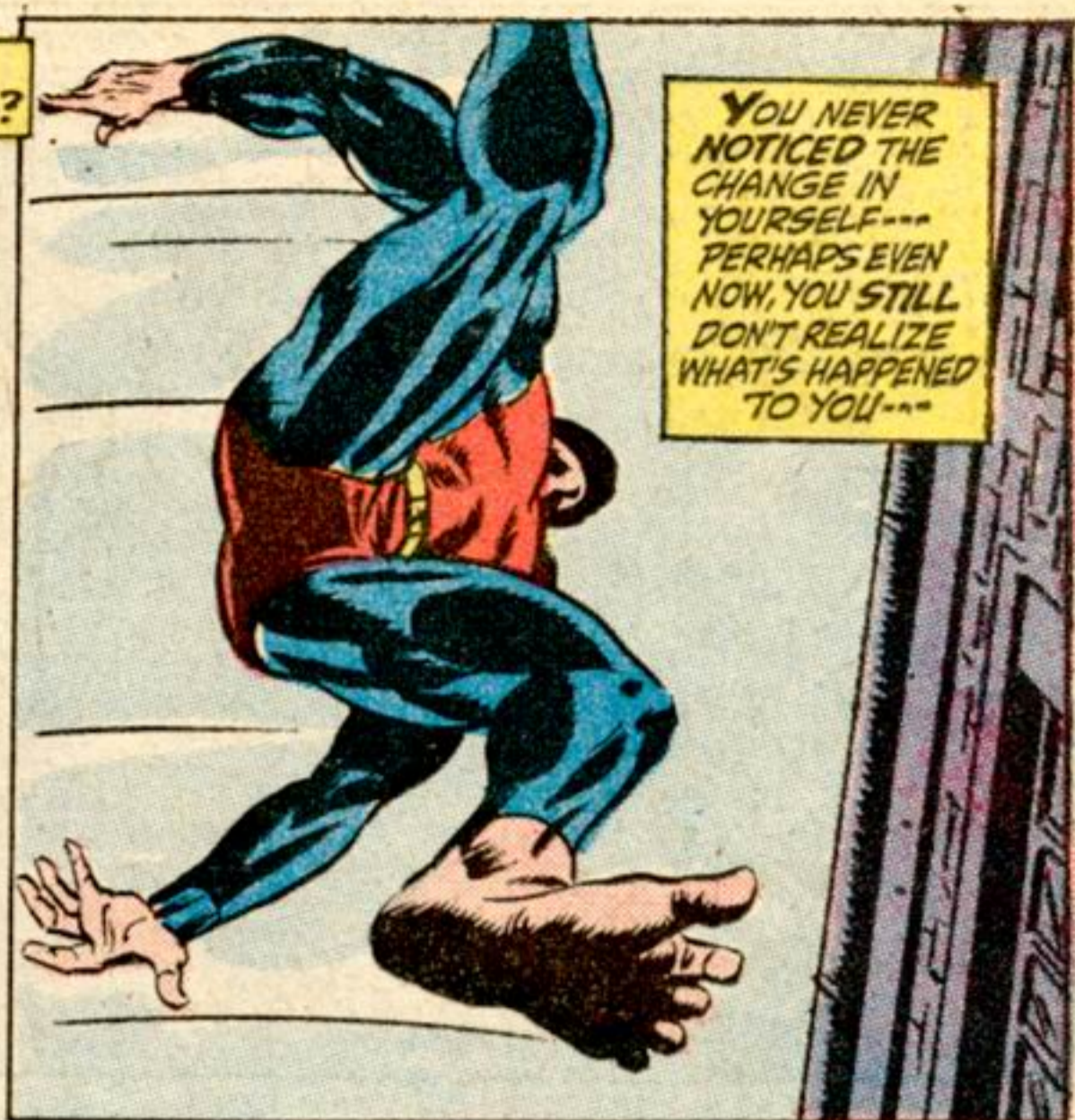


--A TRULY FINE UNIVERSE--

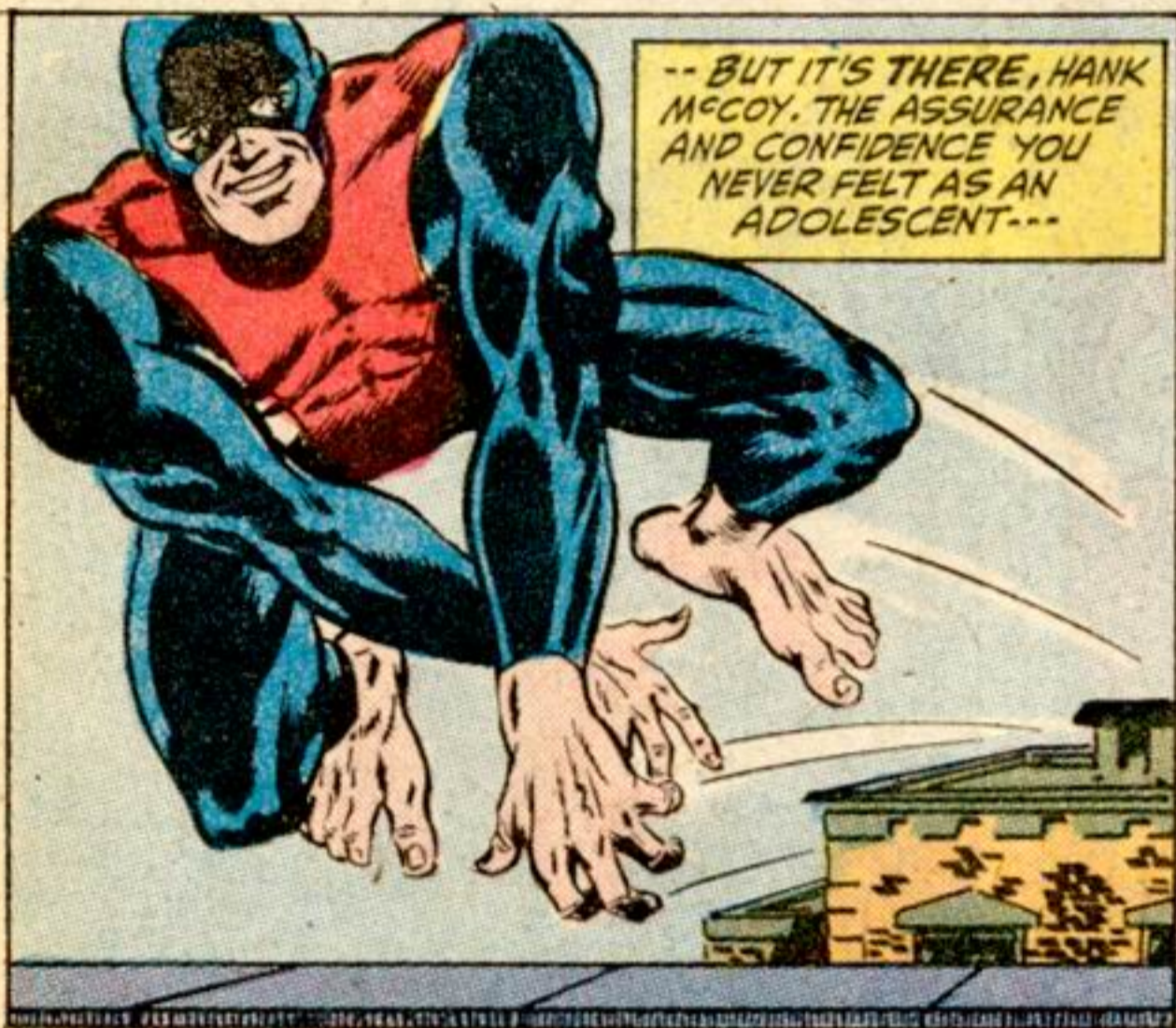
--AND IT'S MINE --ALL MINE!



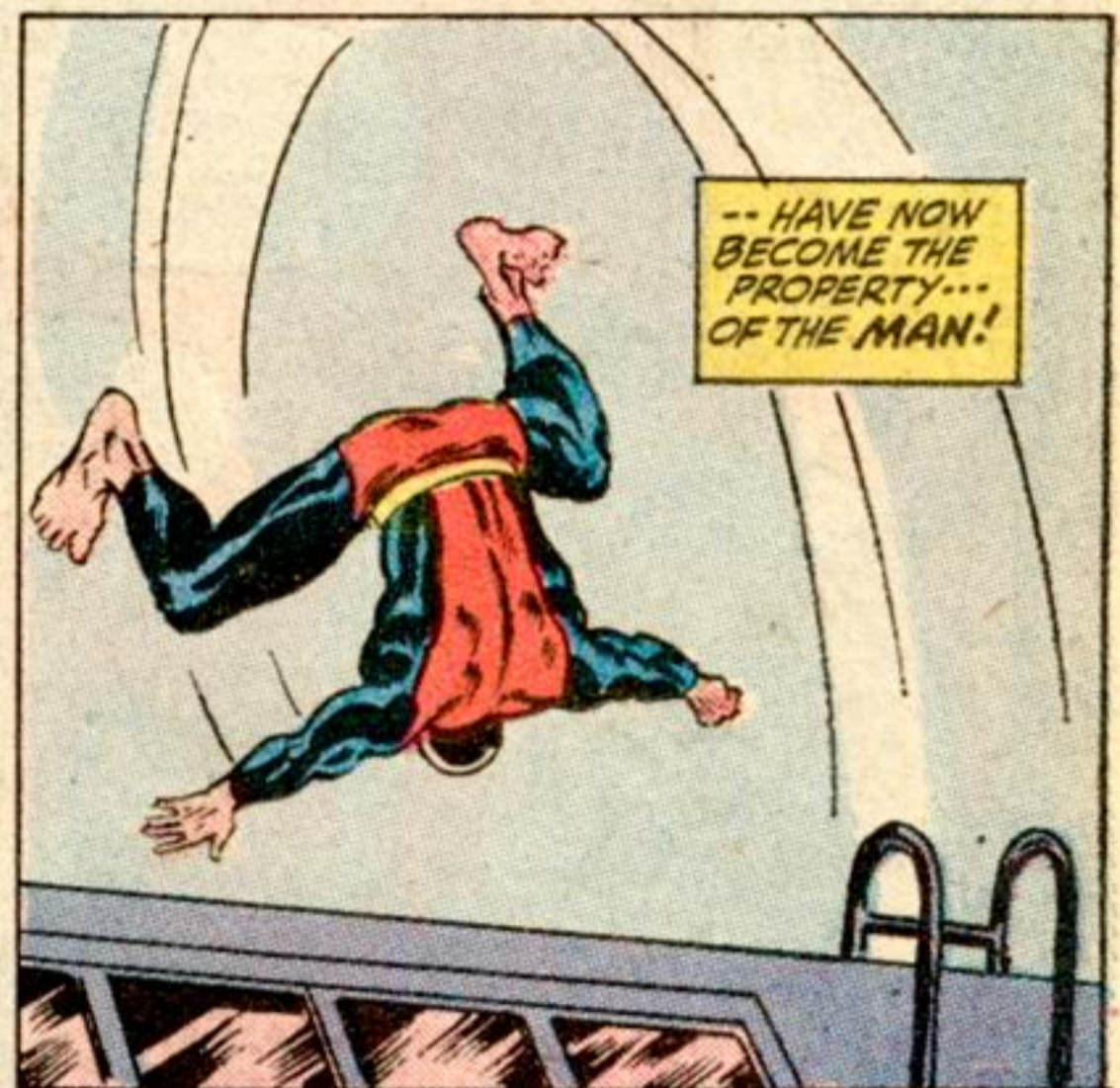
IT WAS THEN THAT IT STOPPED, WASN'T IT, HANK? THE YEARS OF TRYING TO BE SOMEONE YOU WEREN'T--?



YOU NEVER NOTICED THE CHANGE IN YOURSELF--- PERHAPS EVEN NOW, YOU STILL DON'T REALIZE WHAT'S HAPPENED TO YOU---



-- BUT IT'S THERE, HANK MCCOY. THE ASSURANCE AND CONFIDENCE YOU NEVER FELT AS AN ADOLESCENT---



-- HAVE NOW BECOME THE PROPERTY... OF THE MAN!



AND THAT'S SOMETHING NO ONE CAN TAKE FROM YOU---



--NOT NOW--



--NOT EVER!

IN THE WEEKS WHICH FOLLOWED THAT FIRST EVENING WITH LINDA, YOU THREW YOURSELF INTO YOUR WORK... THE STUDY OF YOUR OWN GENETIC STRUCTURE...

PROFESSOR MADDICKS, I ASSURE YOU...

-- MISTER GRANT KNOWS THE SPECIFICS OF THIS PROJECT--



-- AND IT'S TO HIM, AND HIM ALONE, THAT I'M RESPONSIBLE.

NOW IF YOU'LL EXCUSE ME, THIS CELL DIAGRAM HAS TO BE PROGRAMMED IMMEDIATELY--



-- AND TO DO THAT, I'LL NEED ABSOLUTE CONCENTRATION.

WHICH MEANS, I'M AFRAID, YOU'LL HAVE TO LEAVE.

YOU'LL REGRET THAT, MCCOY.



RIGHT NOW YOU'RE THE NUMBER ONE BRAIN-BOY HERE--

BUT UNDERSTAND THIS, MY FRIEND: CARL MADDICKS STILL PULLS THE CORDS WHICH MAKE GRANT DANCE---

-- REGARDLESS OF HIS CURRENT INDISCRETIONS.



PERHAPS YOU SHOULD HAVE LISTENED TO HIM, HANK, INSTEAD OF FOCUSING ON THE GENETIC EXTRACTOR YOU WERE DEVELOPING---

--- PERHAPS IT MIGHT HAVE SAVED YOU--- FUTURE YEARS OF GRIEF!

THERE -- IT'S DONE.



I'VE FINALLY DILUTED THE PRECIPITATE---

-- THIS IS THE HORMONAL EXTRACT-- THE CHEMICAL CAUSE OF MUTATION!





CONTINUED AFTER NEXT PAGE



THE CHEMICAL!
IT'LL CHANGE ME--
AND IN AN HOUR'S
TIME, I CAN CHANGE
BACK AGAIN, JUST
BY TAKING
ANOTHER DRINK
AS AN ANTIDOTE.

DON'T KNOW WHAT WILL
HAPPEN IF YOU MUTATE
A MUTANT-- BUT I'VE
GOT TO TAKE THE
CHANCE--



--- I'VE
GOT TO!



THAT WASN'T PRECISELY THE
TRUTH, WAS IT, HANK MCCOY?

YOU DIDN'T
HAVE TO---



--- BUT THE NEWLY-DISCOVERED
EGO WHICH NOW CONTROLLED
YOU TOLD YOU DIFFERENTLY---



-- AND YOU TOOK THE
HORMONAL EXTRACT---



--- AND YOU---
CHANGED!



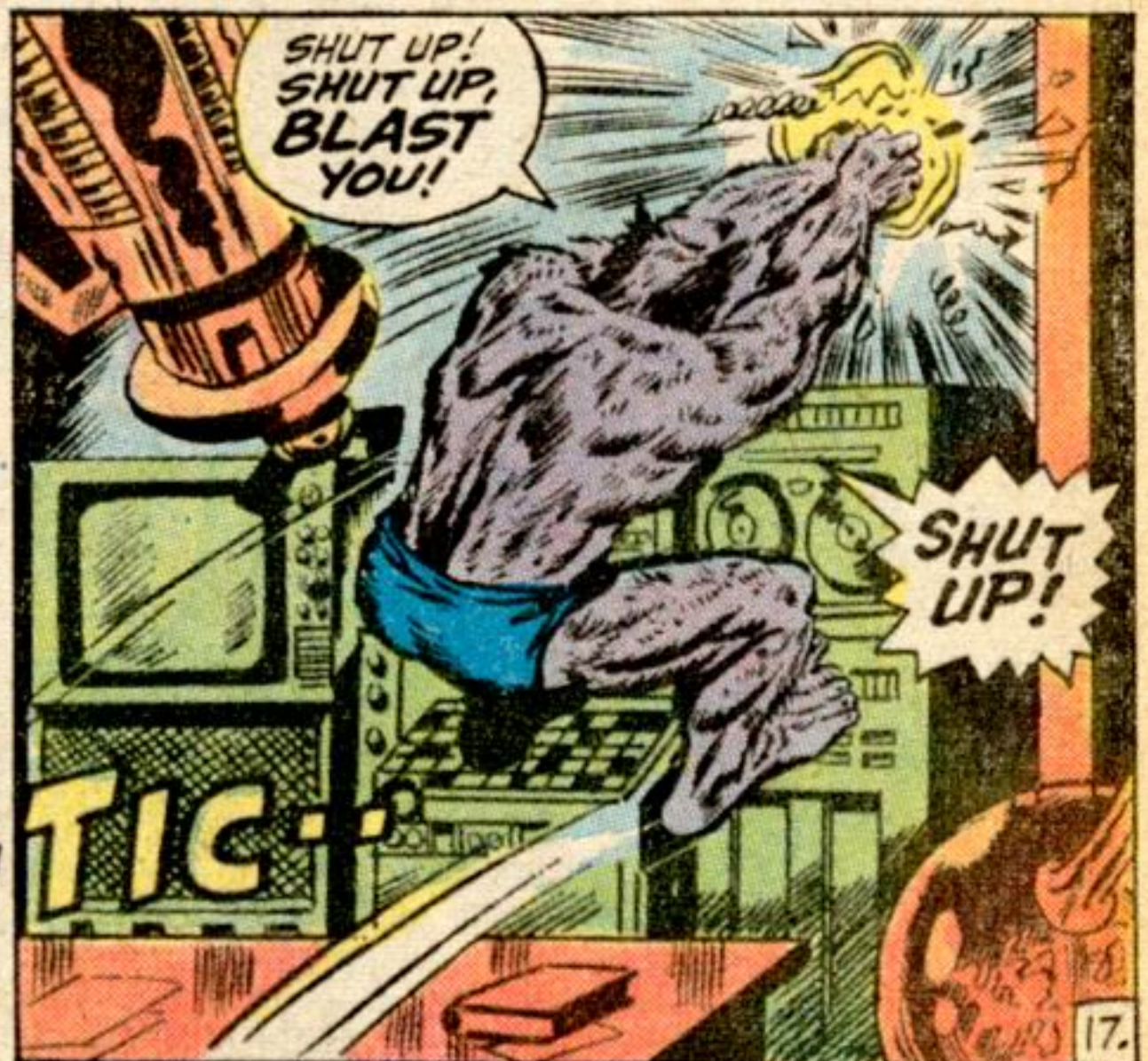
SHOULD'VE
THOUGHT
ABOUT
CLOTHES--

-- AND
MAYBE, I
SHOULD'VE
THOUGHT
ABOUT A
LOT OF
THINGS!



WHY AM
I DOING
THIS?

I DON'T NEED
-- TO PROVE
ANYTHING TO
MYSELF-- OR
DO I?





AND NOW YOU RUN, HANK MCCOY---

YOU RUN FROM WHAT YOU'VE BECOME...



-- AND THE BEAST WITHIN YOU BEGINS TO CONTROL YOUR MIND--!

-- YOU HEAR A NAME--



-- MADDICKS!

MADDICKS!



TAKE IT EASY, PROFESSOR.

YOU CAN'T HIDE ANYTHING NOW!

THAT FOOL -- WHY DID HE HAVE TO TALK?

BECAUSE HE WAS GOING TO DIE, PROFESSOR.

THAT'S WHY!



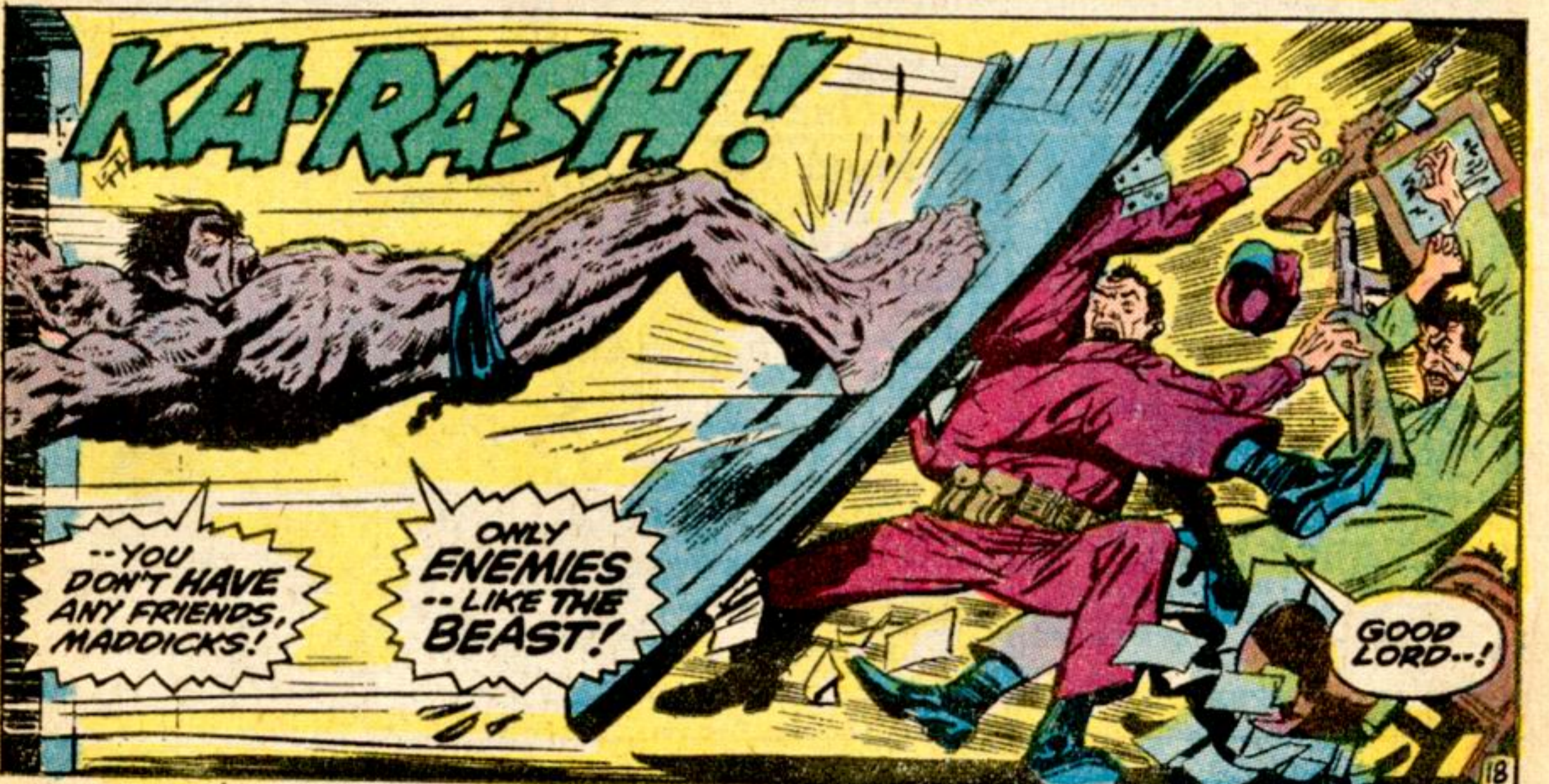
WHAT IN THE--!

FRANK, WHAT'S GOING ON OUT THERE --?

IF THOSE'RE YOUR FRIENDS, PROFESSOR -- THEY WON'T BE ABLE TO SAVE YOU--

THUD!

MY FRIENDS? I DON'T--

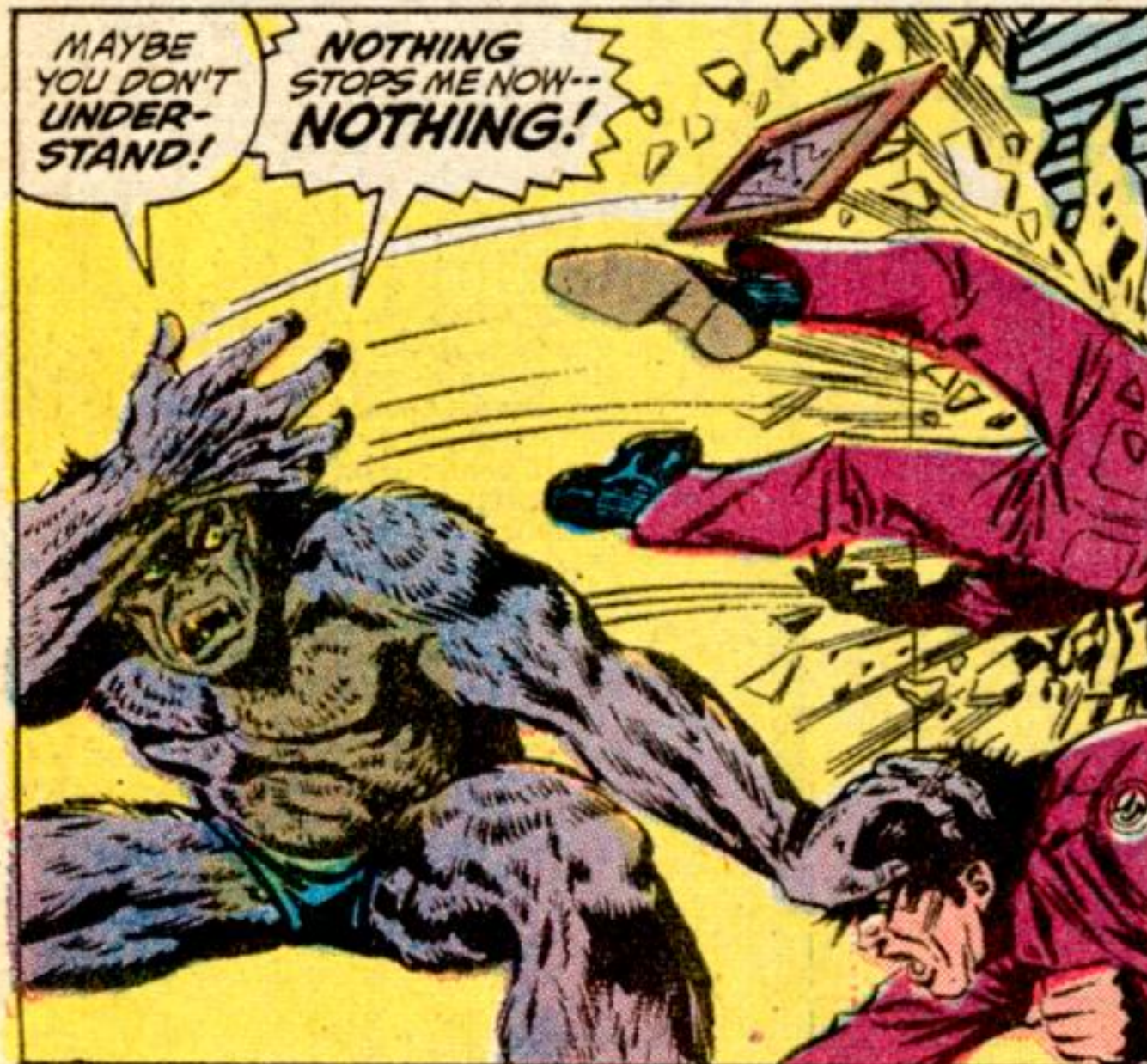


KA-RASH!

-- YOU DON'T HAVE ANY FRIENDS, MADDICKS!

ONLY ENEMIES -- LIKE THE BEAST!

GOOD LORD--!



BULLETS SLAM YOUR CHEST, KNOCK YOU BACK A STEP-- YOU FEEL THE AIR BURN IN YOUR LUNGS--

THAT'S IT-- KILL HIM! KILL HIM!

-- AND THEN, THE BURNING ENDS. YOU FEEL A SURGE OF ENERGY THROUGH YOUR TORSO, THE RUSH OF RENEWING BLOOD--

-- KILL-- HIM--

YOU KNOW, THEN, THAT THE HORMONAL CHANGE WITHIN YOU IS COMPLETE. YOU FEEL A SMILE PULL YOUR LIPS-- YOU SNARL--

-- OH LORD--!

YOU MOVE!

THE GUARD IS LIKE FRAGILE LEAF, AND YOU TOSS HIM ASIDE-- BEFORE YOU, MADDICKS, PALE AND SCREAMING, GOES DOWN BENEATH THE FORCE OF YOUR KICK--

YOUR MUSCLES ACHE, THE FLESH OF YOUR FINGERS TINGLES--

YOU KNOW ONLY ONE SENSATION WILL CALM YOU NOW--

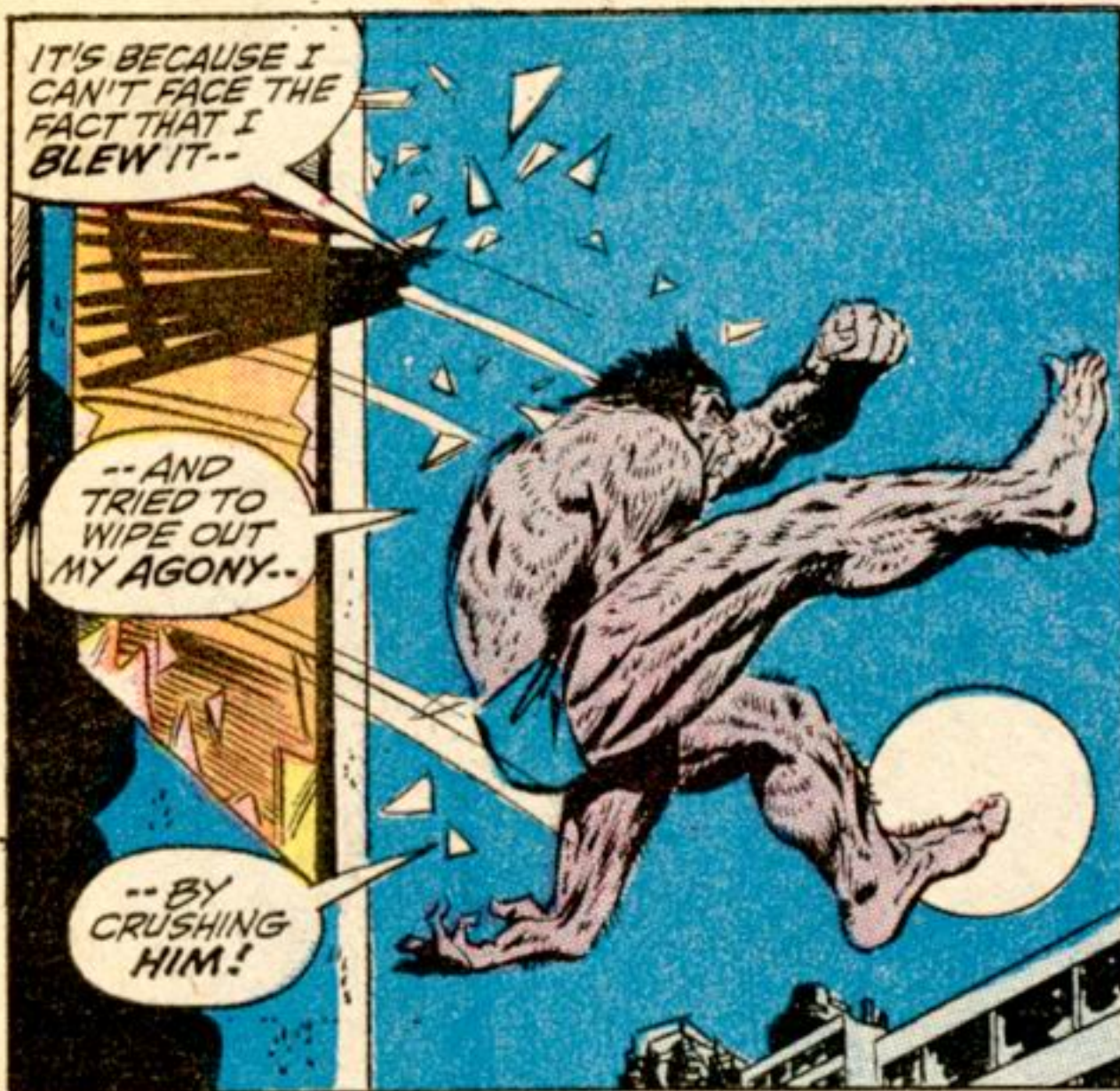
-- THE MOMENT OF THE KILL!

NO!

I-- ALMOST STRANGLER HIM!

AND WHY? BECAUSE HE DID THIS TO ME?

I KNOW THAT'S NOT TRUE--



IT'S BECAUSE I CAN'T FACE THE FACT THAT I BLEW IT--

-- AND TRIED TO WIPE OUT MY AGONY--

-- BY CRUSHING HIM!



YOU LOPE FROM THE BUILDING, TRYING TO GATHER YOUR THOUGHTS. AND SO IT IS YOU DON'T SEE THE MOST MEANINGFUL SCENE YET TO BE PLAYED--- IN THAT DARKENED ROOM BEHIND YOU--

I'M AFRAID YOU'VE DISPLEASED OUR MASTERS, PROFESSOR MADDICKS.

I JUST RECEIVED WORD-- I'M TO REPLACE YOU IN YOUR POSITION.

YOU! PLEASE, AGENT NINE-- IT WASN'T MY FAULT!

-- THIS MONSTER--!

WE KNOW, PROFESSOR---



UN-FORTUNATELY, THAT'S HARDLY AN EXCUSE FOR INCOMPETENCE---



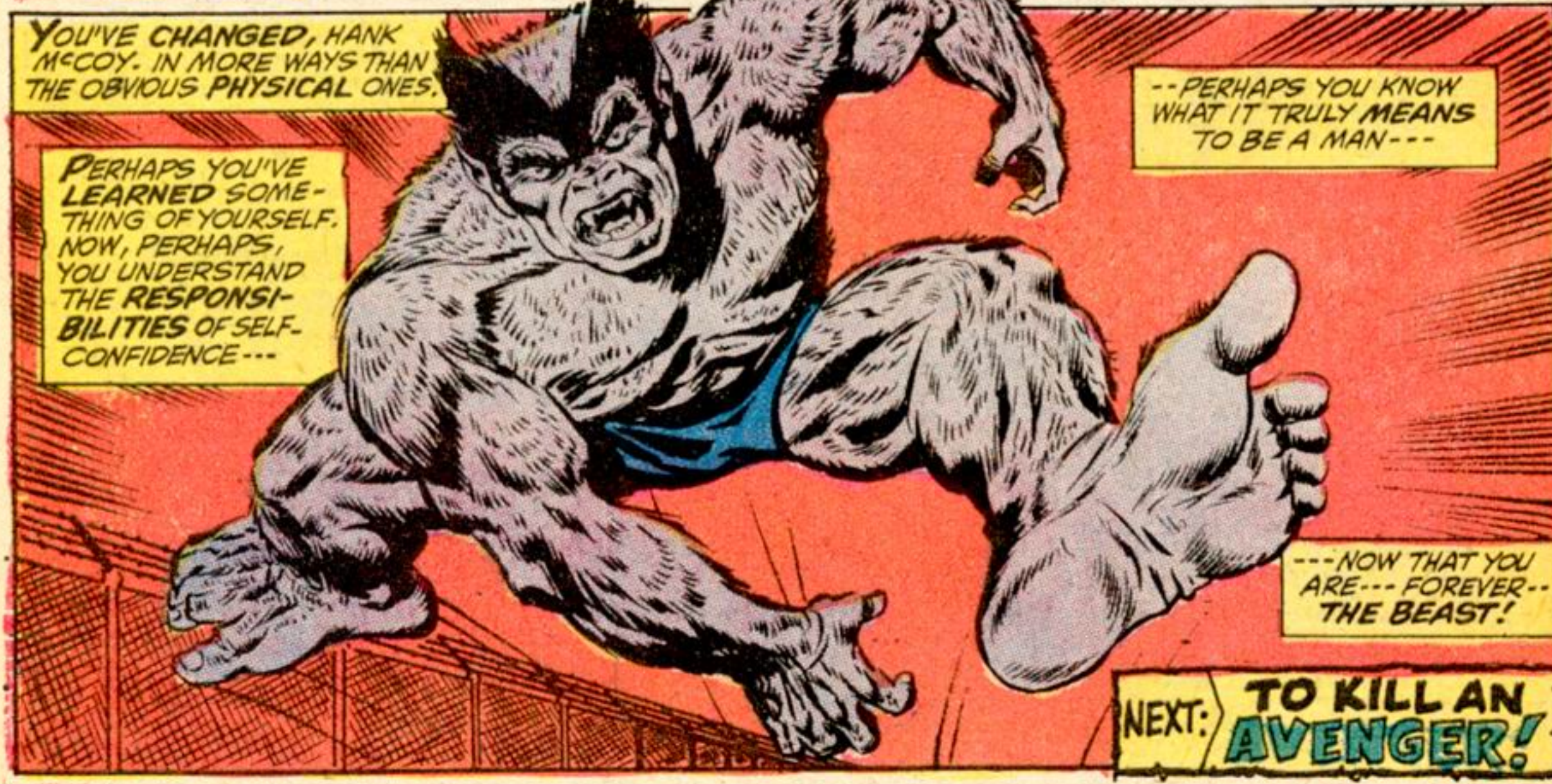
--- AND IN-COMPETENCE DESERVES ONLY ONE REWARD.

I'M SORRY, CARL.

BLAM!

BLAM!

I'LL TRY TO DO BETTER THAN YOU EVER DID.



YOU'VE CHANGED, HANK MCCOY. IN MORE WAYS THAN THE OBVIOUS PHYSICAL ONES.

PERHAPS YOU'VE LEARNED SOMETHING OF YOURSELF. NOW, PERHAPS, YOU UNDERSTAND THE RESPONSIBILITIES OF SELF-CONFIDENCE---

-- PERHAPS YOU KNOW WHAT IT TRULY MEANS TO BE A MAN---

--- NOW THAT YOU ARE--- FOREVER-- THE BEAST!

NEXT: TO KILL AN AVENGER!