



# "FACE-TO-FACE WITH... THE LIZARD!"

IT IS COMMON KNOWLEDGE THAT **SPIDER-MAN** IS THE MOST SUCCESSFUL NEW SUPER-HERO SINCE THE FANTASTIC FOUR!

THIS, THE LATEST, AND POSSIBLY THE GREATEST OF ALL HIS ADVENTURES, WILL SHOW YOU *WHY* THE MYSTERIOUS MASKED TEEN-AGER HAS BECOME AMERICA'S SUPER SENSATION!

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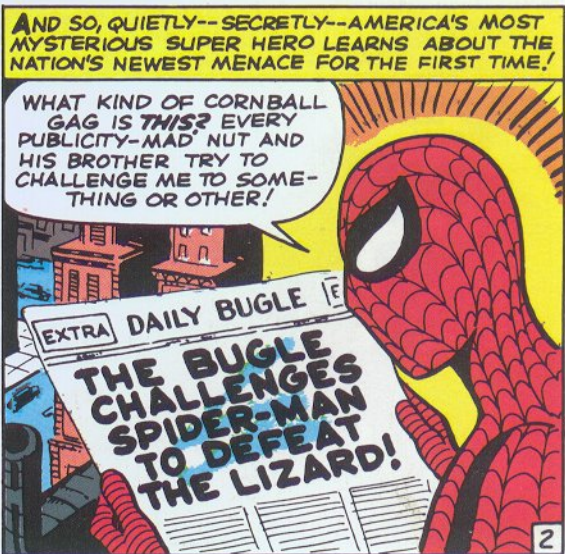
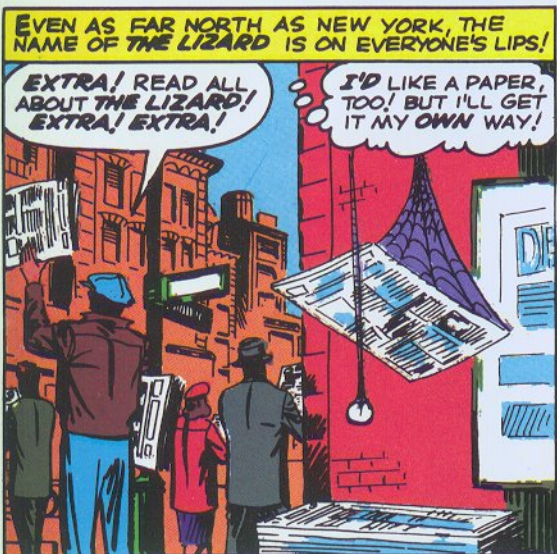
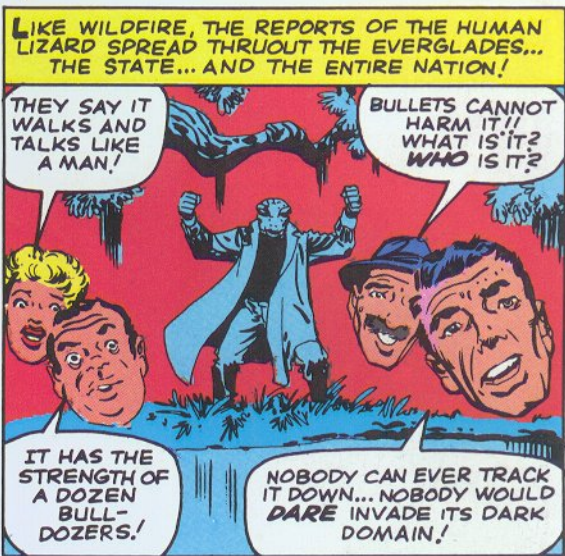


A  
21-PAGE  
SPIDER-MAN  
SUPER  
EPIC!

x-440

ANOTHER PROUD PRODUCTION OF THE MIGHTY MARVEL COMICS GROUP!

**A SUPER-HERO IS NOTHING WITHOUT A SUPER-VILLAIN! AND, OUR LATEST SUPER-VILLAIN APPEARS, WITHOUT WARNING, IN THE MURKY SWAMPS OF FLORIDA'S EVERGLADES! THIS IS THE FIRST ENCOUNTER BETWEEN MAN-KIND AND--THE LIZARD!**



WELL, I'LL CHANGE TO PETER PARKER, AND GO SEE MISTER JAMESON! MAYBE HE'LL SEND ME TO FLORIDA TO SNAP SOME PHOTOS OF THAT LIZARD CHARACTER!



A FEW MINUTES LATER, AT THE OFFICE OF THE "DAILY BUGLE"!!

YOU'RE OUT OF YOUR MIND, PARKER! I JUST PRINTED THAT "CHALLENGE" HEADLINE TO SELL PAPERS! THE LIZARD IS PROBABLY JUST A PHONY, ANYWAY! I'M NOT PAYING YOU TO WASTE TIME!

BUT IF SPIDER-MAN *DOES* FIGHT HIM, THINK WHAT A SCOOP WE COULD GET!



DON'T MAKE ME LAUGH! IF THERE REALLY IS A GIANT LIZARD DOWN SOUTH, SPIDER-MAN WILL NEVER TACKLE HIM! HE'D RATHER STAY HERE, FIGHTING TWO-BIT HOODS AND MAKING A REP FOR HIMSELF!

I SHOULD HAVE KNOWN OLD HATCHET-FACE WOULD TURN ME DOWN!



TOO BAD, PETER! I THINK HE SHOULD HAVE SENT YOU TO COVER THE LIZARD STORY! IT MIGHT BE A REAL SCOOP!

THANKS, BETTY! I SURE WISH YOU WERE THE PUBLISHER, INSTEAD OF JUST BEING HIS SECRETARY!

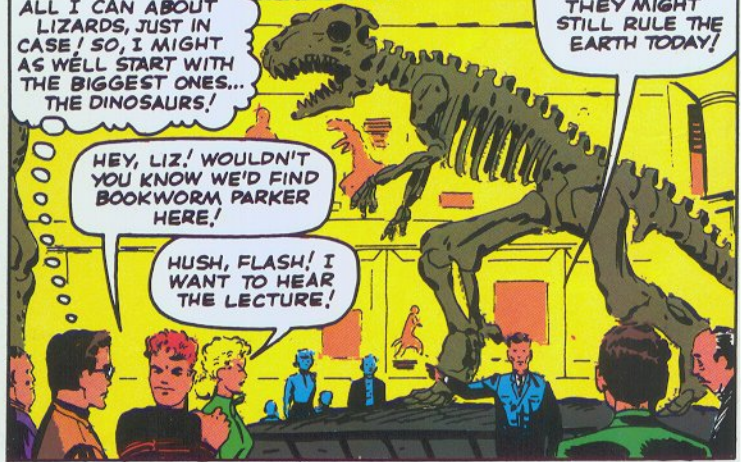


NEXT DAY, AT THE NATURAL HISTORY MUSEUM...

I FIGURE IT WON'T HURT ME TO LEARN ALL I CAN ABOUT LIZARDS, JUST IN CASE! SO, I MIGHT AS WELL START WITH THE BIGGEST ONES... THE DINOSAURS!

HEY, LIZ! WOULDN'T YOU KNOW WE'D FIND BOOKWORM PARKER HERE!

HUSH, FLASH! I WANT TO HEAR THE LECTURE!



...IF THEIR INTELLIGENCE HAD MATCHED THEIR SIZE, THEY MIGHT STILL RULE THE EARTH TODAY!

THEIR HIDES WERE SO THICK THAT IF THEY LIVED TODAY NO GUN SMALLER THAN A CANNON COULD INJURE THEM!

MY SPIDER SENSE IS TINGLING! THOSE TWO MEN COMING IN... IT'S DUE TO THEM!

NO ONE SAW US TAKE THE IDOL'S RUBY! NOW LET'S SCRAM!

THEY LIVED IN OR OUT OF WATER... THEY COULD CRUSH A PRESENT-DAY TANK...

THEY'VE STOLEN SOMETHING! I CAN SENSE IT! I HAVE TO FOLLOW THEM!

DON'T LIKE THE WAY THAT KID'S LOOKIN' AT US!

ME, NEITHER! COME ON!





AW, HE'S HARMLESS, HE'S GOIN' IN THE OTHER ROOM!

LUCKY FOR HIM! IF HE CAME ANY CLOSER, I'D HAVE LET 'IM HAVE IT!

I'LL DUCK IN HERE AND CHANGE TO SPIDER-MAN!



THERE'S NOT MUCH MORE I CAN LEARN ABOUT DINOSAURS...

...AND THIS IS A LOT MORE FUN!



UH OH! WHAT'S THE COMMOTION OUT THERE? IT'S THE GUARD! HE'S CHASING THOSE TWO!

HE SAW THEM STEAL SOMETHING, BUT-- THEY PULLED A GUN... SEIZED ONE OF THE KIDS... IT'S LIZ!

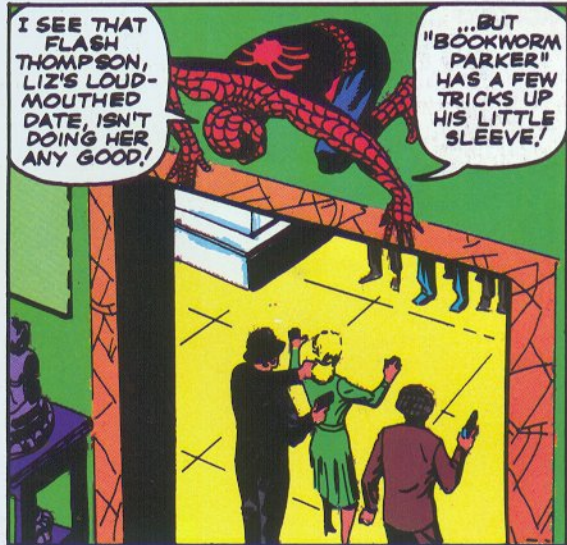


OKAY, SO YOU SAW US GRAB THAT RUBY! BUT WE'RE GETTIN' OUT OF HERE ANYWAY... AND WE'RE TAKING THIS GAL WITH US -- FOR PROTECTION!

PLEASE! LET THEM GO! DON'T TRY TO STOP THEM! THEY--THEY SEEM SO DESPERATE!

YOU TWO WON'T GET AWAY WITH THIS!

I'LL SAY THEY WON'T!



I SEE THAT FLASH THOMPSON, LIZ'S LOUD-MOULDED DATE, ISN'T DOING HER ANY GOOD!

...BUT "BOOKWORM PARKER" HAS A FEW TRICKS UP HIS LITTLE SLEEVE!



HOLD IT, BOYS! YOU'RE MISSING ONE OF THE MOST INTERESTING EXHIBITS! NAMELY--ME!

IT'S-- SPIDER-MAN!

WHAT DO WE DO NOW?



I'LL ANSWER THAT QUESTION! YOU HIT MY EAGER LITTLE FIST WITH YOUR BIG STRONG CHINS... LIKE THIS!

UGH! OOF!



**SPIDER-MAN!!**  
YOU SAVED  
ME FROM  
THOSE TWO  
GUNMEN!

THE  
PLEASURE  
WAS ALL  
MINE,  
BLUE-EYES!



I'M JUST ENOUGH OF A  
SHOW-OFF TO ENJOY  
THESE LITTLE INCIDENTS!

...BUT I'D BETTER CUT  
OUT BEFORE SOMEONE  
WONDERS WHERE  
PETER PARKER IS!



MINUTES LATER...

LIZ, COME  
ON! SNAP  
OUT OF IT!  
THIS IS  
**FLASH!**  
DON'T YOU  
REMEMBER  
ME?

**FLASH?**  
FLASH **WHO?** ALL  
I CAN REMEMBER  
ARE SPIDER-MAN'S  
STRONG ARMS  
AROUND ME!  
SIGH

MADE IT!  
NOBODY  
EVEN  
MISSED ME!



HE SAVED  
ME! HE  
CALLED ME  
BLUE  
EYES! I'LL  
NEVER  
FORGET  
HIM!

**NUTS!** COMPETITION  
LIKE YOU I CAN  
HANDLE, PARKER!  
BUT WHAT DO I DO  
ABOUT **SPIDER-  
MAN?**

JUST ONE  
THING,  
PAL...  
**WORRY!**



AT THAT MOMENT, A BOY  
PASSES BY, LISTENING TO THE  
NEWS ON HIS TRANSISTOR  
PORTABLE RADIO...

THE NATION  
WONDERS  
WHY  
SPIDER-MAN  
HAS AVOIDED  
GOING AFTER  
THE  
LIZARD...

THAT **SETTLES**  
IT! I'VE **GOT**  
TO FIND A WAY  
TO GET  
JAMESON TO  
SEND ME TO  
FLORIDA!



AND SO, NOT LONG AFTER...

WH-  
WHO'S  
THAT???

WELL, IT'S  
**NOT**  
FATS  
DOMINO!



UH UH! HANDS OFF  
YOUR INTERCOM,  
JONAH, OL' CHUM!  
LET'S KEEP THIS  
NICE AND PRIVATE!

A  
**WEB!**



GOT TO GET OUT!--GET HELP!

HOLD IT, SMILEY!  
WHERE'S YOUR  
HOSPITALITY?



JAMESON, YOU'VE BEEN WRITING EDITORIALS AGAINST ME... TALKING ON RADIO AND TV AGAINST ME... AND Y'KNOW SOMETHING? I'M BEGINNING TO THINK YOU DON'T LIKE ME!

L-LET ME DOWN!



WHAT'S THE RUSH? I HAVE A NEWS ITEM FOR YOU! I'M GOING TO ACCEPT THE LIZARD'S CHALLENGE! SO, IF YOU WANT TO SEE WHAT I CAN REALLY DO, YOU'D BETTER SEND A PHOTOGRAPHER TO FLORIDA TO COVER THE STORY!

AS FOR MY WEB, IT'LL LOOSEN IN A MINUTE AND YOU'LL COME DOWN... BOY, WILL YOU COME DOWN!!



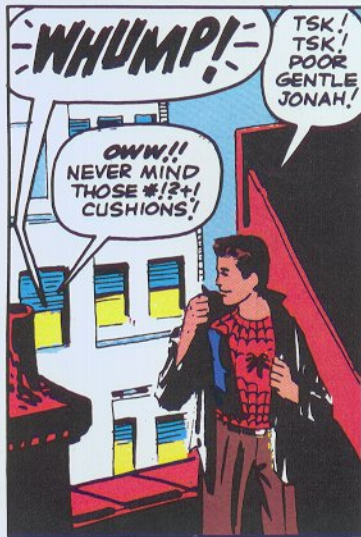
THAT DOES IT! NOW, I HAVE TO HOPE HE'S CONVINCED ENOUGH TO SEND PETE PARKER TO FLORIDA-- BECAUSE I HAVEN'T ENOUGH MONEY TO GET THERE BY MYSELF!

SOME SUPER-HERO I AM! TOO BROKE TO BUY A PLANE TICKET TO MEET A NEW ENEMY!



MISS BRANT, STOP GAPING AND CALL PETER PARKER! I WANT TO SEE HIM HERE AT ONCE! BUT FIRST, PUT SOME SOFT CUSHIONS ON THE FLOOR UNDER ME!

Y-YES, SIR!



WHUMP!!

OWW!! NEVER MIND THOSE \*!?!+ CUSHIONS!

TSK! TSK! POOR GENTLE JONAH!



EXACTLY FIVE MINUTES LATER...

PETER! WHERE HAVE YOU BEEN? MR. JAMESON HAS BEEN LOOKING EVERYWHERE FOR YOU!

NO WONDER HE DIDN'T FIND ME! I HAVEN'T BEEN EVERYWHERE!



YOU KNOW, BETTY... I'VE BEEN WANTING TO ASK YOU SOMETHING...

YES, PETER?

PARKER! GET IN HERE!



I'VE DECIDED TO SEND YOU TO FLORIDA AFTER ALL, TO TRY TO GET SOME PICTURES OF THE LIZARD... AND SPIDER-MAN, IF HE SHOWS UP!

THAT'S GREAT! WHEN DO I START?



START PACKING NOW! WE'RE LEAVING AS SOON AS POSSIBLE!

WE'RE LEAVING--???

THAT'S RIGHT! IT'S SUCH A BIG STORY THAT I'M GOING WITH YOU!



I'M NOT TAKING ANY CHANCES OF A SLIP-UP! BESIDES, I CAN USE A TRIP TO FLORIDA!

OH, BROTHER! IF HE TAGS ALONG, HOW'LL I BE ABLE TO KEEP SWITCHING FROM PETE PARKER TO SPIDER-MAN?

I-I'LL HAVE TO GET PERMISSION FROM MY AUNT MAY!



MINUTES LATER, AT HOME...

YOU WANT TO GO TO FLORIDA?? WITH THAT HORRIBLE LIZARD RUNNING LOOSE DOWN THERE? OH NO, PETER! IT'S OUT OF THE QUESTION!

BUT MISTER JAMESON IS GOING WITH ME!



YOU MEAN J. JONAH JAMESON, THE NICE MAN YOU DO PART-TIME WORK FOR? OH, IN THAT CASE I SUPPOSE IT'S ALL RIGHT! I KNOW THAT HE'LL TAKE GOOD CARE OF YOU!

HE'S LIKE A BIG, FAT GUARDIAN ANGEL, AUNT MAY!



AND SO, THE NEXT DAY...

WHAT ARE YOU LUGGING THERE, PARKER!

A LOT OF CLIPPINGS ABOUT THE LIZARD, AND MAPS OF THE AREA WHERE HE'S BEEN SEEN!



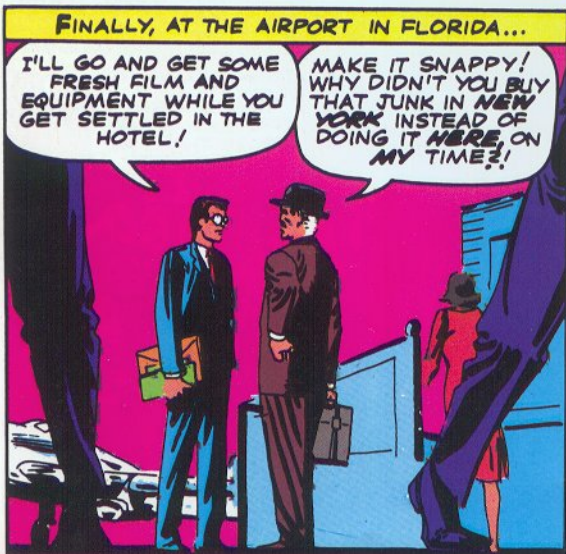
GLAD TO SEE YOU'RE THINKING AHEAD, PARKER! YOU HAVEN'T SOLD ME TOO MANY SENSATIONAL PICTURES LATELY-- YOU BETTER NOT DISAPPOINT ME THIS TIME!

OH, PERISH FORBID!



BUT, UNNOTICED BY JONAH JAMESON, THE SHARP-EYED PETER PARKER SCANS A FEW OTHER ITEMS...

HMM...DR. CONNORS, THE REPTILE EXPERT, LIVES NEAR THE EVERGLADES AREA! HE MIGHT BE OF SOME HELP!



FINALLY, AT THE AIRPORT IN FLORIDA...

I'LL GO AND GET SOME FRESH FILM AND EQUIPMENT WHILE YOU GET SETTLED IN THE HOTEL!

MAKE IT SNAPPY! WHY DIDN'T YOU BUY THAT JUNK IN NEW YORK INSTEAD OF DOING IT HERE, ON MY TIME?!



AND, ONCE OUT OF SIGHT OF JAMESON AND THE OTHERS...

BECAUSE THEN I WOULDN'T HAVE HAD A CHANCE TO CHANGE TO SPIDER-MAN... THAT'S WHY!



HMM... THE LIZARD AREA IS BLOCKED OFF BY ARMED PATROLS!



I WONDER WHAT KIND OF "BLIP" I'D MAKE ON A RADAR SCREEN?



BUT, ALTHOUGH HE IS NOT DETECTED BY RADAR, SPIDER-MAN IS OBSERVED BY SOMETHING FAR MORE DANGEROUS... THE EYES OF... THE LIZARD!

ENEMY COMING... MUST HIDE! THEN ATTACK!



I DON'T LIKE IT! IT'S TOO QUIET HERE! UNNATURALLY QUIET! IT'S A CREEPY FEELING!



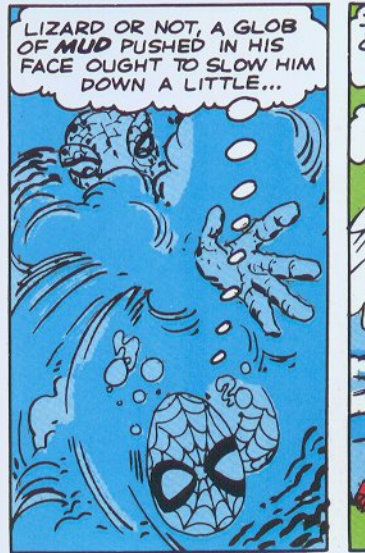
MY SPIDER SENSE IS STARTING TO TINGLE! BUT, I DON'T SEE ANYTHING!



MY FOOT! SOMETHING GRABBED ME FROM BEHIND! SOMETHING POWERFUL! CAN'T KEEP MY BALANCE...



IT'S HIM! THE LIZARD!



LIZARD OR NOT, A GLOB OF MUD PUSHED IN HIS FACE OUGHT TO SLOW HIM DOWN A LITTLE...



-WHEW- I'M OUT! COULDN'T HAVE HELD MY BREATH MUCH LONGER!

UH OH! HE'S OUT, TOO!

STILL CAN'T FIGURE OUT WHO, OR WHAT, HE REALLY IS!



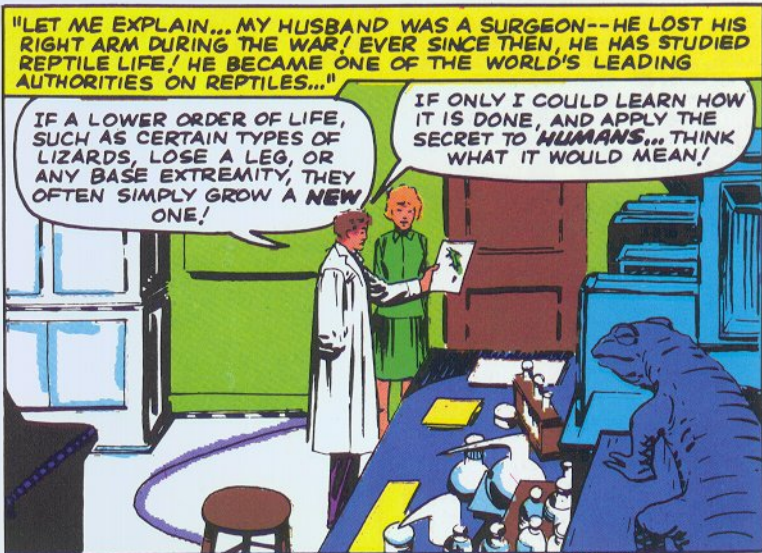




MY HUSBAND, DR. CURTIS CONNORS--**IS THE LIZARD!**

WHAT ???!

To my wife  
Love,  
Curtis



"LET ME EXPLAIN... MY HUSBAND WAS A SURGEON-- HE LOST HIS RIGHT ARM DURING THE WAR! EVER SINCE THEN, HE HAS STUDIED REPTILE LIFE! HE BECAME ONE OF THE WORLD'S LEADING AUTHORITIES ON REPTILES..."

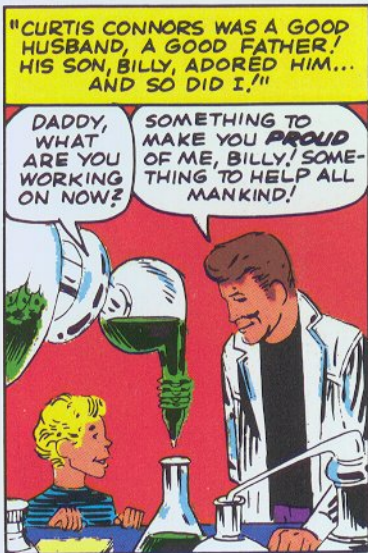
IF A LOWER ORDER OF LIFE, SUCH AS CERTAIN TYPES OF LIZARDS, LOSE A LEG, OR ANY BASE EXTREMITY, THEY OFTEN SIMPLY GROW A NEW ONE!

IF ONLY I COULD LEARN HOW IT IS DONE, AND APPLY THE SECRET TO **HUMANS**... THINK WHAT IT WOULD MEAN!



A MAN MIGHT GROW A NEW PAIR OF LEGS, OR ARMS! PERHAPS EVEN NEW EYES, OR A NEW HEART! I'VE **GOT** TO FIND THE SECRET!

OH, CURTIS... IF ONLY YOU **COULD!**



"CURTIS CONNORS WAS A GOOD HUSBAND, A GOOD FATHER! HIS SON, BILLY, ADORED HIM... AND SO DID I!"

DADDY, WHAT ARE YOU WORKING ON NOW?

SOMETHING TO MAKE YOU **PROUD** OF ME, BILLY! SOMETHING TO HELP ALL MANKIND!



"AFTER MONTHS OF EXPERIMENTATION..."

THE SERUM WHICH I EXTRACTED FROM MY EXPERIMENTAL LIZARDS **WORKED!**

THAT RABBIT GREW A **NEW LEG** WITHIN AN HOUR!



NOW, ALL THAT REMAINS IS FOR ME TO TRY IT ON A **HUMAN!** AND WHAT BETTER SUBJECT CAN THERE BE, THAN--MYSELF!

CURTIS... ARE YOU SURE IT'S SAFE? **CURTIS!!**



"HE DRANK THE BUBBLING SERUM BEFORE I COULD STOP HIM! AND THEN..."

MY RIGHT SHOULDER... SUCH A STRANGE SENSATION!

I-I FEEL **LIFE** RETURNING!



"AND THEN..."

I'VE **DONE** IT! I'VE **GROWN** A NEW ARM!

THIS IS THE GREATEST MEDICAL FEAT OF ALL TIME!

"BUT, THE CHANGE DIDN'T END THERE!! NO-- THE HAND, THE ARM, ALL OF CURTIS CONNORS BEGAN TO CHANGE, UNTIL..."

WHAT HAS HAPPENED TO ME? WHAT HAVE I DONE?



CURTIS!! WHAT IS IT?

NO! NO! STAY AWAY! DON'T LOOK AT ME!! DON'T!



"TREMBLING, SOBBING, LIKE A MAN POSSESSED, THE CREATURE WHO HAD BEEN CURTIS CONNORS RACED OUT INTO THE NIGHT..."

CURTIS!



"HE RETURNED THE NEXT DAY! HE TRIED TO WORK ON A NEW SERUM, ONE WHICH WOULD MAKE HIM HUMAN AGAIN... BUT IT WAS HOPELESS! HIS BRAIN HAD BEEN TOO DULLED-- TOO CHANGED!"

CANNOT DO IT! MUST GIVE UP!



AND THAT WAS THE END! HE LEFT A NOTE... SAYING GOODBYE... HE WAS AFRAID TO REMAIN... AFRAID... BECAUSE OF WHAT HE HAD BECOME!



TAKE BILLY... LEAVE-- NEVER COME BACK--



THEN, AT THAT MOMENT...

MOMMY!!

IT'S BILLY! I THOUGHT HE WAS TAKING HIS NAP!



THE CRY CAME FROM OUTSIDE! PERHAPS MY SPIDER-SENSE WILL LEAD ME TO HIM!



MEANWHILE, NOT FAR AWAY, THE TERRIFIED BOY RACES THRU THE SWAMP... HAVING SEEN A SIGHT WHICH SEEMED TO BE OUT OF A NIGHTMARE!

I-I DID NOT MEAN TO FRIGHTEN YOU!

HELP!



COME BACK!!

THAT SNAKE! I-I CAN'T GET OUT OF ITS WAY IN TIME!



SUDDENLY, A COLORFUL, FAST-MOVING FIGURE SWINGS DOWN FROM ABOVE, AND...





**HOURS LATER...**

WE'LL SOON **FIND OUT** IF I'M A SCIENTIST OR NOT! I'LL DROP A PELLET OF THE COMPOUND I CREATED INTO THIS TEST TUBE...

...WHEN IT HITS THE SOLUTION WITHIN, IF IT TURNS **GREEN**, THEN I'VE SUCCEEDED IN FINDING AN ANTIDOTE!! HERE **GOES...**



**IT CHANGED COLOR! I'VE DONE IT!** ONCE THE LIZARD DRINKS THIS FORMULA, HE'LL REVERT TO HIS NORMAL SELF AGAIN!

BUT THERE IS **STILL** ONE PROBLEM REMAINING...



HOW AM I GOING TO GET HIM TO **DRINK** IT??

**SPIDER-MAN... LOOK!**



**YOU ARE THE ONLY ONE WHO DOES NOT FEAR ME!** ONCE I DESTROY YOU, ALL MANKIND WILL TREMBLE BEFORE THE **LIZARD!!**



**QUICK... TAKE THE TEST TUBE!** DON'T LET IT SPILL! I'VE GOT TO **REASON** WITH HIM!

**YOU CAN'T!** HE GROWS LESS HUMAN EACH MINUTE! HE--HE DOESN'T EVEN SEEM TO **KNOW** ME NOW!

AT LAST I SEE **FEAR** IN YOUR EYES! FOR YOU KNOW I HAVE THE POWER TO RID THE WORLD OF SPIDER-MAN!



MY SKIN IS HARD AS ARMOR, AND MY **MUSCLES** ARE EQUALLY STRONG! STRONGER BY FAR THAN **YOURS!**

HE'S **RIGHT!** HE'S HURLING THAT HUGE OAK DESK AS IF IT'S WEIGHTLESS!



HOW **HELPLESS** YOU ARE IN THE FACE OF MY BATTERING ATTACK!

DON'T KNOW WHERE TO TURN! HIS ARMS-- HIS TAIL-- ALL STRIKING AT ONCE-- SUCH **STRENGTH**-- IT'S UNBELIEVABLE!

**OH!!**



**WITHIN A FEW SAVAGE SECONDS, THE UNEQUAL BATTLE IS ENDED...**

NOW THERE IS NONE TO STOP ME! NOW I AM **SUPREME!**

ALL I NEED DO IS FEED MY SERUM TO **OTHER** LIZARDS, CROCODILES, ALLIGATORS!! I'LL BUILD A MIGHTY LIZARD ARMY.



**BUT THE LIZARD HAS MADE HIS FIRST SERIOUS MISTAKE-- UNDERESTIMATED THE STRENGTH AND STAMINA OF HIS SUPER-FOE!**

**SPIDER-MAN!** THANK HEAVEN YOU'RE STILL ALIVE!

HE KNOCKED THE WIND OUT OF ME FOR A MINUTE! HE'S **STRONGER** THAN I HAD GUESSED!

IT IS NOT ONLY HIS **STRENGTH** THAT WAS AFFECTED, BUT HIS **BRAIN!** HE PLANS TO INJECT HIS SERUM IN GIANT LIZARDS, MAKING THEM LIKE **HE IS...** CREATING A SAVAGE, SUPER-POWERFUL **LIZARD ARMY!**

DO YOU REALIZE HOW **MANY** LIZARDS THERE ARE ON EARTH?? MANKIND WOULDN'T STAND A **CHANCE!**



HE **MUST** BE STOPPED, QUICKLY, BEFORE HE CREATES THE **FIRST** SUPER-LIZARD! OTHERWISE, THEY WILL MULTIPLY TOO FAST TO **EVER** BE CHECKED!

HERE IS THE ANTIDOTE! BUT HOW WILL YOU GET HIM TO **DRINK** IT??



I DON'T KNOW YET, BUT THE FIRST THING I MUST DO IS TRACK HIM DOWN NOW! YOU AND YOUR SON REMAIN HERE... I DON'T THINK HE WILL RETURN!

HE IS **STRONGER** THAN YOU... AND HE HAS BECOME **RUTHLESS!** PERHAPS YOU SHOULD GET **HELP!**



THERE ISN'T **TIME** FOR THAT! WHAT-EVER MUST BE DONE, MUST BE DONE BY **SPIDER-MAN** ALONE! I'LL BUILD SOME WEB SWAMP-SHOES FOR MY FEET...

D-DON'T HURT HIM, SPIDER-MAN! HE'S STILL... MY **FATHER!** -SOB-



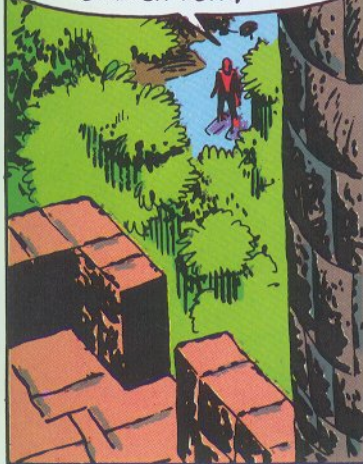
THE BOY IS **RIGHT!** BENEATH THE SAVAGE EXTERIOR OF THE **LIZARD**, IS A DECENT, TALENTED MAN! BUT HOW CAN I DEFEAT HIM-- AND SAVE **MYSELF**-- WITHOUT **HARMING** HIM??



LUCKILY, HIS TRAIL IS STILL RECENT ENOUGH FOR MY SPIDER-SENSE TO TRACK HIM! AND I CAN KEEP THESE SWAMP SNAKES AT BAY AS LONG AS MY **WEB FLUID** HOLDS OUT!



I SENSE HIM MORE CLEARLY THAN EVER NOW! HE MUST BE INSIDE THAT OLD, ABANDONED **SPANISH FORT!**



AND NOW... FOR THE **SHOWDOWN!**



THERE HE IS! BUT... AM I **TOO** LATE??





THE SCENE IS SO AMAZING, SO FRAUGHT WITH DRAMA, THAT SPIDER-MAN TAKES A FEW FAST PICTURES OF IT, AS HE FRANTICALLY TRIES TO PLAN HIS NEXT MOVE!

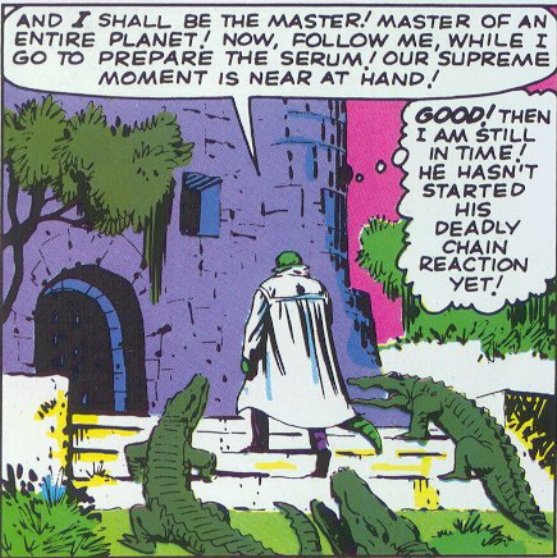
HE'S SURROUNDED BY HUGE ALLIGATORS! BUT THEY SEEM TO BE OBEIENT TO HIM!

AND NOW FOR OUR GREAT MOMENT, MY PETS...!



WE SHALL BE THE **FIRST!** THE FIRST OF EARTH'S NEW RULERS! THE HUMANS WILL HAVE NO PLACE TO RUN...NO PLACE TO HIDE FROM **US!** FOR THE LIZARDS ARE PART OF THE REPTILE FAMILY, WHICH INCLUDES **YOU,** THE **SNAKES,** AND ALL THE CRAWLING HORDES!

THINK OF THE COUNT-LESS **MILLIONS** OF REPTILES IN THESE EVERGLADES **ALONE!** ONCE I SPILL MY SERUM IN THE MURKY WATERS, **NOTHING** WILL STOP THE BIRTH OF A NEW RACE OF LIZARD CREATURES!



AND I SHALL BE THE MASTER! MASTER OF AN ENTIRE PLANET! NOW, FOLLOW ME, WHILE I GO TO PREPARE THE SERUM! OUR SUPREME MOMENT IS NEAR AT HAND!

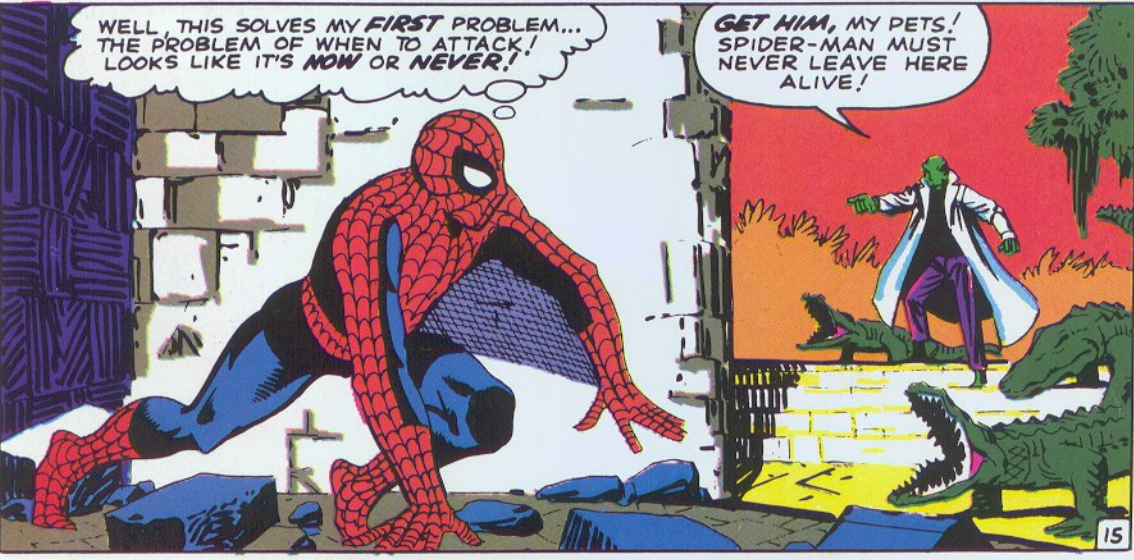
GOOD! STILL I AM STILL IN TIME! HE HASN'T STARTED HIS DEADLY CHAIN REACTION YET!



BUT UNEXPECTEDLY, THE ANCIENT, TIME-WORN MORTAR CRUMBLES BENEATH SPIDER-MAN'S WEIGHT, AND...

I'M FALLING!

YOU! YOU STILL LIVE!



WELL, THIS SOLVES MY **FIRST** PROBLEM... THE PROBLEM OF WHEN TO ATTACK! LOOKS LIKE IT'S **NOW** OR **NEVER!**

GET HIM, MY PETS! SPIDER-MAN MUST NEVER LEAVE HERE ALIVE!



YOU'VE HAD ALL THE INNINGS SO FAR, FELLA!

NOW IT'S TIME FOR SPIDER-MAN TO SHOW WHAT HE CAN DO!

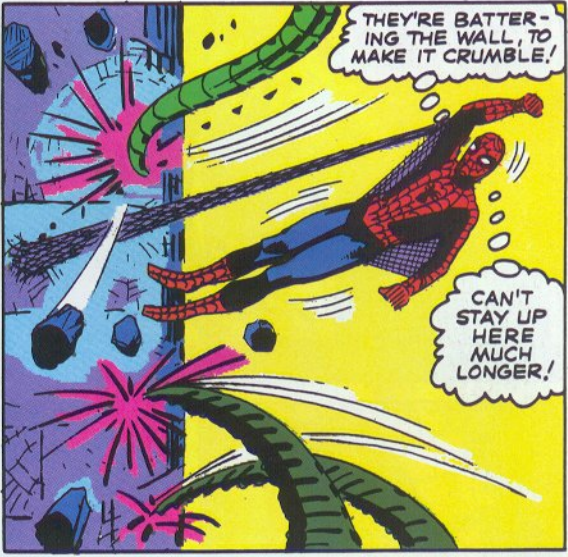


FIRST, I'LL GET UP TO THE TOP TURRET WHERE THE ALLIGATORS CAN'T REACH ME!

HAH! HE FORGETS THERE ARE THREE THOUSAND DIFFERENT KINDS OF LIZARDS ON EARTH, AND I HAVE THE POWERS OF ALL OF THEM! HAS HE NEVER SEEN A GECKO-LIZARD SLITHER UP A WALL?



HE BEAT ME TO THE TOP!! NOW I'M TRAPPED BETWEEN THE LIZARD AND THE 'GATORS BELOW!



THEY'RE BATTERING THE WALL, TO MAKE IT CRUMBLE!

CAN'T STAY UP HERE MUCH LONGER!



WHEN YOU TALK ABOUT POWERS, PAL, DON'T FORGET THAT SPIDERS HAVE A FEW THEMSELVES! SUCH AS THE POWER OF SWINGING ON THEIR WEBS!

BAH! THAT IS NOTHING!



YOU ARE ONLY POSTPONING THE EVENTUAL OUTCOME! SOONER OR LATER I WILL DESTROY YOU!

I OUGHTTA HAVE A RECORD MADE OF THAT LINE! I HEAR IT ALL THE TIME!

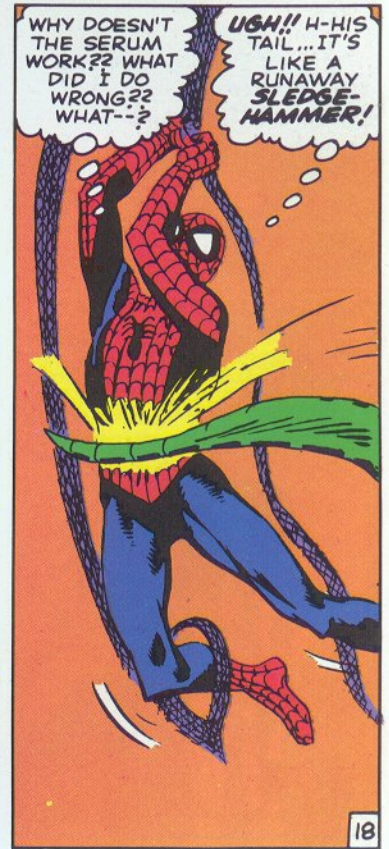




AS SPIDER-MAN PLUNGES TOWARD THE FLOOR BELOW, GRASPING HIS LIFE-SAVING STRAND OF WEB IN ONE HAND, HE LUNGES OUT SKILLFULLY, AND...



THEN, IN MID-AIR, THE AMAZING COSTUMED CRUSADER SUMMONS ALL HIS SPEED, HIS UNERRING SKILL, HIS LIGHTNING-FAST REFLEXES, AND WHISKS A SMALL VIAL FROM HIS BELT...





I WARNED YOU THAT YOU WERE NO MATCH FOR ME! AND NOW... WE WILL END THIS... FOREVER!



AS SOON AS I HAVE DISPOSED OF YOU, I WILL SPILL MY SERUM IN THE SWAMP, AND THE WORLD WILL BE MINE!

GOT TO STOP HIM! CAN'T GIVE UP!

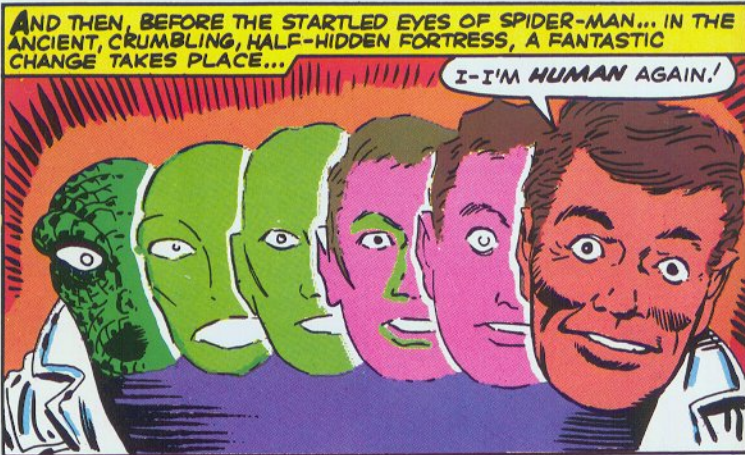


BUT, SUDDENLY...

MY HEAD! MY BRAIN! WHAT-- WHAT IS HAPPENING TO ME??



HIS HANDS ARE LOSING THEIR SCALY QUALITY! IT'S THE SERUM! IT'S WORKING! I HAVEN'T FAILED!



AND THEN, BEFORE THE STARTLED EYES OF SPIDER-MAN... IN THE ANCIENT, CRUMBLING, HALF-HIDDEN FORTRESS, A FANTASTIC CHANGE TAKES PLACE...

I-I'M HUMAN AGAIN!



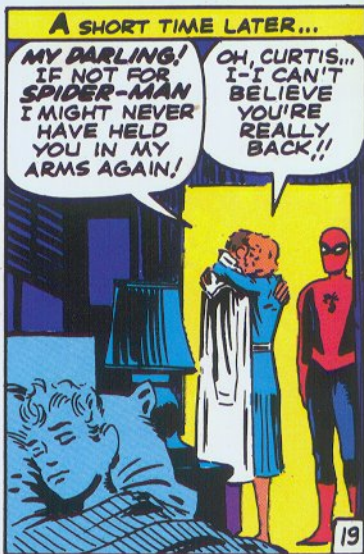
THE NIGHTMARE HAS ENDED! AT LAST... IT'S OVER!

YOU HAVE ONLY ONE ARM AGAIN! EVERY LAST VESTIGE OF YOUR LIZARD IDENTITY HAS VANISHED!



WITHOUT THE LIZARD CONTROLLING THOSE ALLIGATORS, IT'S A SIMPLE MATTER FOR SPIDER-MAN TO KEEP THEM AT BAY!

AND NOW... I'LL TAKE YOU HOME, DR. CONNORS!



A SHORT TIME LATER...

MY DARLING! IF NOT FOR SPIDER-MAN I MIGHT NEVER HAVE HELD YOU IN MY ARMS AGAIN!

OH, CURTIS... I-I CAN'T BELIEVE YOU'RE REALLY BACK!!



I TAMPERED WITH FORCES OF NATURE WHICH MUST NOT BE TAMPERED WITH! WHEN I THINK WHAT MIGHT HAVE HAPPENED...

HUSH, MY DARLING! IT'S ALL OVER NOW! YOU MUST TRY TO FORGET IT!



I'LL BURN MY NOTES! NO ONE ELSE MUST EVER REPEAT MY EXPERIMENTS! BUT NOW, WHAT PRICE MUST I PAY FOR WHAT I'VE DONE... FOR THE TERRIBLE HAVOK I ALMOST WROUGHT?



YOU'VE BROKEN NO LAW! AND LUCKILY YOU WERE STOPPED BEFORE YOU COULD DO ANY HARM! I SUGGEST WE JUST KEEP THIS WHOLE AFFAIR A **SECRET**... AMONG THE THREE OF US!

BLESS YOU, SPIDER-MAN!

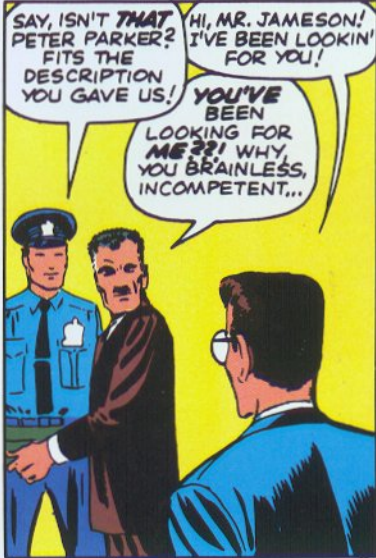
WE'LL NEVER FORGET YOU!



THE NEXT DAY...

STILL NO SIGN OF YOUR PHOTOGRAPHER, MR. JAMESON! WANT US TO SEND OUT AN ALL-STATE ALARM?

ALL I KNOW IS I'M PAYING A **FORTUNE** IN HOTEL BILLS AND NOT GETTING WHAT I **CAME** FOR!



SAY, ISN'T **THAT** PETER PARKER? FITS THE DESCRIPTION YOU GAVE US!

HI, MR. JAMESON! I'VE BEEN LOOKIN' FOR YOU!

**YOU'VE BEEN LOOKING FOR ME??!** WHY, YOU BRAINLESS, INCOMPETENT...



HOLD IT! DON'T SAY ANYTHING YOU'LL REGRET! JUST LOOK AT THESE PIX OF THE **LIZARD!** THINK HOW GREAT THEY'D LOOK IN YOUR PAPER!

THE LIZARD!??



HOW DID YOU EVER **GET** THESE PICTURES?

I, EH, **BOUGHT** THEM FROM AN OLD INDIAN GUIDE I MET, AT THE EDGE OF THE EVERGLADES!



WELL, YOU **WASTED** YOUR MONEY! CAN'T YOU EVEN TELL A **FAKE PHOTO** WHEN YOU **SEE ONE ??!**

**WAIT! STOP! DON'T TEAR THEM!**



**YOU FOOL!** THERE IS NO LIZARD! THE WHOLE THING MUST HAVE BEEN SOME SORT OF **PUBLICITY STUNT!** BUT WHERE IS **SPIDER-MAN??** WHY DIDN'T YOU GET SOME PICTURES OF HIM??!



YOU AND YOUR BIG TALK! YOU PROMISED ME SENSATIONAL PHOTOS... AND ALL YOU BRING ME IS A BATCH OF **WORTHLESS FAKES!** YOU'VE WASTED ENOUGH OF MY TIME! GET PACKED! WE'RE RETURNING TO NEW YORK!

BUT...

OKAY, I'LL PACK!



WHAT ABOUT THE MONEY YOU PROMISED ME, MR JAMESON?

FOR WHAT? THE WAY I FIGURE IT, YOU OWE ME FOR YOUR PLANE FARE DOWN HERE AND HALF OF THE HOTEL BILL!



FINALLY, A WEARY PETER PARKER REACHES HIS HOME...

GEE, IT'S GOOD TO BE BACK, AUNT MAY!

NOW DON'T GET TOO COMFORTABLE, PETER! I HAVE A LOT OF CHORES FOR YOU TO DO AFTER YOUR NICE REST IN FLORIDA!



REST?! BUT... OH, OKAY, AUNT MAY! JUST LET ME CALL BETTY FIRST, AND SEE IF SHE'LL DATE ME TOMORROW! OH... I FORGOT! SHE'S WORKING LATE FOR MR. JAMESON! WELL, THEN I'LL TRY LIZ ALLEN!

HI, LIZ! THIS IS PETER! HOW ABOUT TOMORROW NIGHT?



PETER PARKER! I'LL TELL YOU WHAT I TOLD FLASH THOMPSON! I'LL THANK YOU NOT TO CALL AND TIE UP MY PHONE! I'M WAITING FOR A CALL FROM SPIDER-MAN! AFTER HIM RESCUING ME THE OTHER DAY, AND CALLING ME "BLUE EYES", I'M SURE HE'LL CALL!

AND I DON'T WANT THE LINE TO BE BUSY WHEN MY DREAM MAN PHONES!!



OH NO!! SHE THINKS SPIDER-MAN HAS A CRUSH ON HER! SO SHE WON'T WASTE TIME DATING PLAIN, ORDINARY PETER FROM DULLVILLE!

ONLY A GUY WITH MY NUTTY LUCK COULD END UP BEING HIS OWN COMPETITION!



AND, AT THE OFFICE OF J. JONAH JAMESON, SPIDER-MAN IS ALSO VERY MUCH THE TOPIC OF CONVERSATION...

YOU MEAN HE SENT IT THRU THE MAIL, MISS BRANT?

YES SIR! AFTER ALL, I GUESS SPIDER-MAN CAN MAIL A LETTER LIKE ANYONE ELSE!



IT SAYS: "ROSES ARE RED, VIOLETS ARE BLUE... I'M STILL AT LARGE, SO PHOOEY TO YOU!"

WELL, DON'T JUST STAND THERE! TEAR IT UP! BURN IT!

OH! I'LL GET THAT MASKED MENACE IF IT'S THE LAST THING I DO!



EDITOR'S NOTE: **BIG NEWS!!** NEXT ISSUE WILL FEATURE THE SENSATIONAL RETURN OF ONE OF THE GREATEST VILLAINS OF ALL... THE ASTOUNDING VULTURE! RESERVE YOUR COPY AT YOUR DEALER'S NOW! SEE YOU SOON...

the END