

MARVEL
COMICS

SMOKE AND MIRRORS

PART
2
OF
3

THE AMAZING

SPIDER-MAN

\$1.50 US
\$2.05 CAN/UK £1.25

399
MAR

02457

APPROVED
BY THE
COMICS
CODE
AUTHORITY

02457

THE
JACKAL
REBORN!

0.3 >



TM & © 2006 MARVEL

MARVEL
COMICS

X-MEN[®]

GAMESMASTER'S
LEGACY[™]
ON SEGA
GAME GEAR[™]!



The lethal labyrinth of The Pyramids holds a host of deadly surprises for Rogue - and hidden power-ups as well!



Gambit's staff allows him to fight at any distance. Play your cards carefully, especially with Fabian Cortez in town.



Use Bishop to dodge the deadly tornadoes of Sienna Blaze, and take the fight to her.



SEGA[™]



COMING SOON! MARVEL COMICS' X-MEN[®]: CLONE WARS on SEGA GENESIS[™]

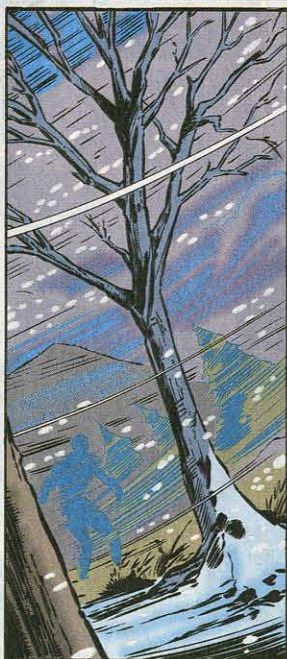
Sega, Game Gear and Genesis are trademarks of SEGA. Marvel, X-MEN, Gamesmaster's Legacy and the distinctive Phoenix Pinball are trademarks of Marvel Entertainment Group, Inc., and are used with permission. ©1994 Marvel Entertainment Group, Inc. All rights reserved. ©1994 SEGA. All rights reserved.



THE AMAZING SPIDER-MAN® Vol. 1, No. 399, March, 1995. (ISSN #0274-5232) Published by MARVEL COMICS, Terry Stewart, President, Stan Lee, Publisher, Michael Hobson, Group Vice President, Publishing, OFFICE OF PUBLICATION, 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1995 Marvel Entertainment Group, Inc. All rights reserved. Price \$1.50 per copy in the U.S. and \$2.05 in Canada. Subscription rate for 12 issues: \$18.00 U.S.; Canadian subscribers must add \$10.00 for postage and GST. GST #R127032852. Foreign, \$30.00. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue and the distinctive likenesses thereof) is a trademark of MARVEL ENTERTAINMENT GROUP INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING INC., SUBSCRIPTION DEPT., P.O. BOX 1979, DANBURY, CT 06813-1979. TELEPHONE # (203) 745-5331. Printed in the U.S.A.







AWAKEN THE POWER OF THE GARGOYLES!

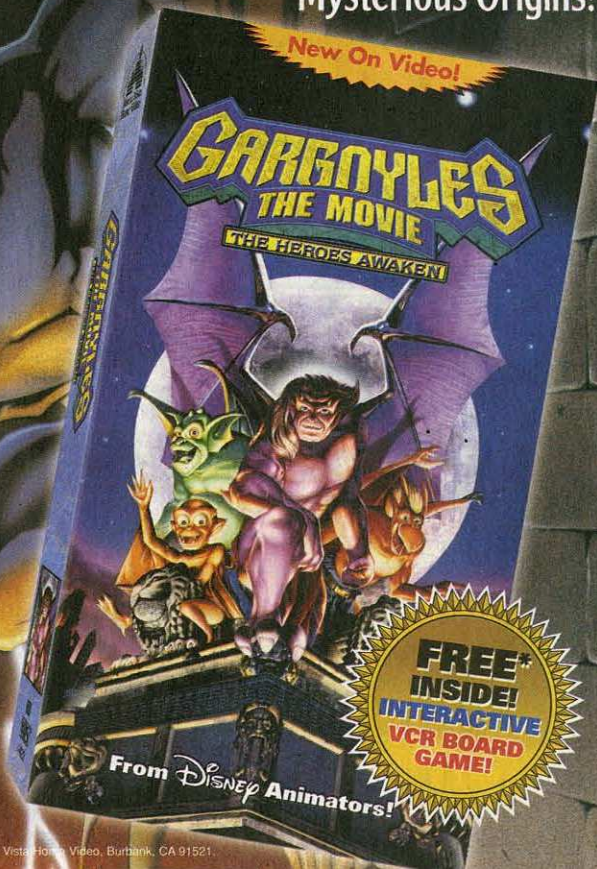
On Video February 3rd!

"Gargoyles Is
State-Of-The-Art!"

— TV GUIDE

Priced At
\$19.⁹⁹!
Suggested Retail Price

Glide Home With The
Full-Length Movie
Revealing Their
Mysterious Origins!



Disney Home Video



* With purchase, while supplies last. Distributed by Buena Vista Home Video, Burbank, CA 91521.
Buena Vista Home Video, Inc.

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee
PRESENTS: **THE AMAZING SPIDER-MAN®**

...AND SEE
WHAT
DEVELOPS.



Smoke and
Mirrors PART TWO:

RESURRECTION!

J. M.
DeMATTEIS
WRITER



MARK
BAGLEY
PENCILER



LARRY
MAHLSTEDT
INKER

BILL OAKLEY
letterer
DANNY FINGEROTH
editor

BOB SHAREN
colorist
BOB BUDIANSKY
patent pending



My clone--
he's HERE!

Exactly as I
saw him in
that VISION!

...uhhhh...



OH, MAN
...MY
HEAD--!



YOU
OKAY?

YEAH, I
THINK SO,
BUT I--

WAIT A
MINUTE--

--WHAT ARE
YOU DOING
HERE?!

NO. DON'T TELL
ME. YOU KEPT
GETTING THESE
FLASHES--DREAM
IMAGES OF PETER
PARKER FLOATING IN
A TANK IN SOME
WEIRD LABORATORY--

--AND YOU FELT
LIKE THE ONLY WAY
YOU WERE GONNA
GET ANY ANSWERS
WAS IF YOU CAME
HERE--



YOU, TOO?

YEAH. AND WHEN I GOT
HERE I RAN INTO SOME OVER-
GROWN, HULK WANNABE WHO
CALLED HIMSELF THE GUARDIAN.
WHOMPED ME PRETTY BAD.

I KNOW.
I SAW YOU...
IN MY MIND.
LYING IN THE
SNOW.*

THOUGHT
I WAS
DEAD, huh?
...SO YOU
CAME TO MAKE
SURE?

CHEAP
SHOT... BUT
NOT AS CHEAP
AS THAT
COSTUME.

HOW
COULD MY
CLONE HAVE
SUCH A
LOUSY DESIGN
SENSE?

*SEE WEB #122,
STILL ON SALE.
--PANNY



YOU'RE JUST JEALOUS
BECAUSE YOU'VE BEEN
WEARING THAT OLD RAG
FOR SO MANY YEARS
THAT--!

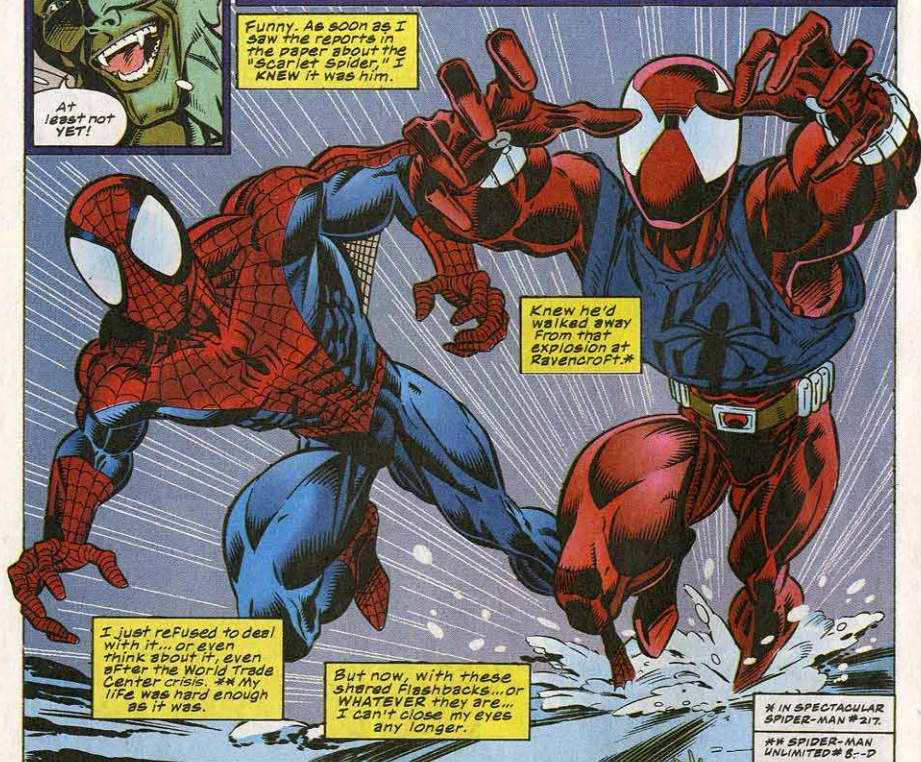
LISTEN
TO YOU
TWO!



SO INSECURE AND UNCOMFORTABLE
WITH EACH OTHER THAT YOU'RE
REDUCED TO TRADING JUVENILE
INSULTS!

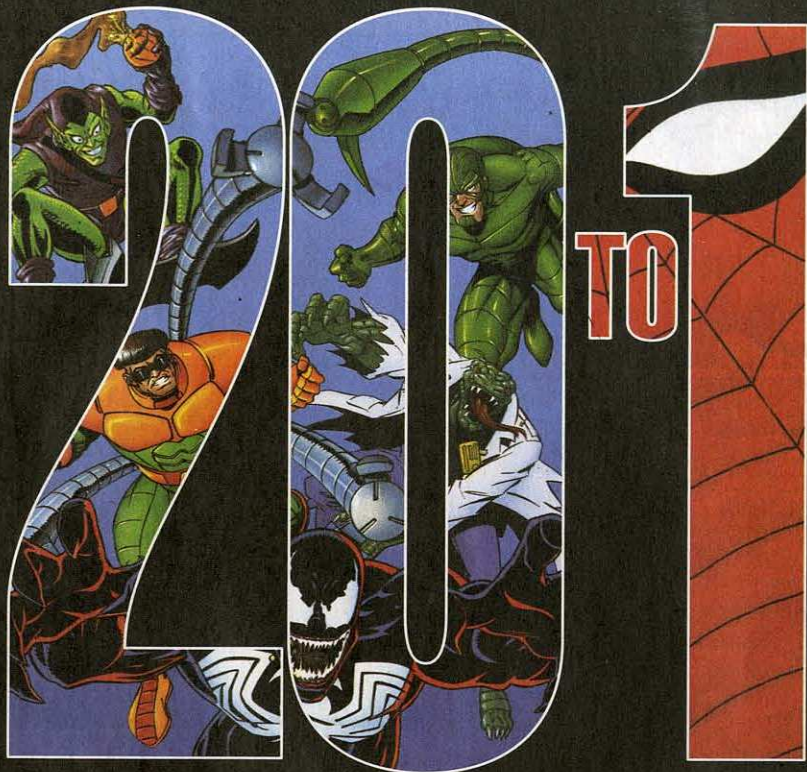
YOU
AGAIN!

AND AGAIN.
AND AGAIN.
AND AGAIN!



WHAT DOES IT ALL MEAN?
Are those images memor-
ies of the clone's BIRTH?





THE ODDS ARE AGAINST YOU.



LEAPING LIZARDS! SPIDEY'S
CLEANING UP THE SEWER.



FLAME ON! THE HUMAN TORCH™
HEATS UP THE BEETLE™



SPIDEY GETS THE
"JUMP KICK" ON VENOM™



FEATURING THE
FANTASTIC FOUR™



SHOCKER™



MYSTERO™



SPIDERSLAYER™



OWL™



VULTURE™



RHINO™



BEETLE™



JACK O' LANTERN™



Spider-Man® and all other Marvel Characters and the distinctive likenesses thereof are trademarks of Marvel Entertainment Group, Inc. and are used with permission. © 1994 Marvel Entertainment Group, Inc. All rights reserved. Nintendo, Super Nintendo Entertainment System and the official seal are registered trademarks of Nintendo of America, Inc. © 1991 Nintendo of America, Inc. Sega & Genesis are trademarks of Sega Enterprises Ltd. All rights reserved.





THE LAST TIME WE MET HE WAS SO TWISTED INSIDE... SO ANGRY AND WOUNDED. BUT SOMETHING'S CHANGED. THERE'S A CONFIDENCE... A SENSE OF SECURITY AND POWER...





TWO FOR DINNER?

DO YOU HAVE RESERVATIONS?



HERE'S MY RESERVATION--

--YOU MANIPULATIVE LITTLE--!

KRAAK!



HEY... YOU GUYS REALLY OUGHTA LEARN HOW TO TAKE A JOKE!

A JOKE?!!

YOU THINK THIS IS A JOKE?!

THESE ARE OUR LIVES YOU'RE PLAYING WITH!

OUR LIVES!



WE WANT SOME ANSWERS... NOW!

IS THE JACKAL BEHIND ALL THIS?

IS HE ALIVE?!

AREN'T WE IN A FOUL MOOD TODAY! WHAT'S THE MATTER--GET UP ON THE WRONG SIDE OF THE WEB?



uh-oh.

THE DOOR!

HEY--SCARLET--

THE SNACK OF THE FUTURE IS HERE!



ADVERTISEMENT
© 1994 Betty Crocker, Inc. All rights reserved.
The & © 1994 Marvel Entertainment Group, Inc. All rights reserved.

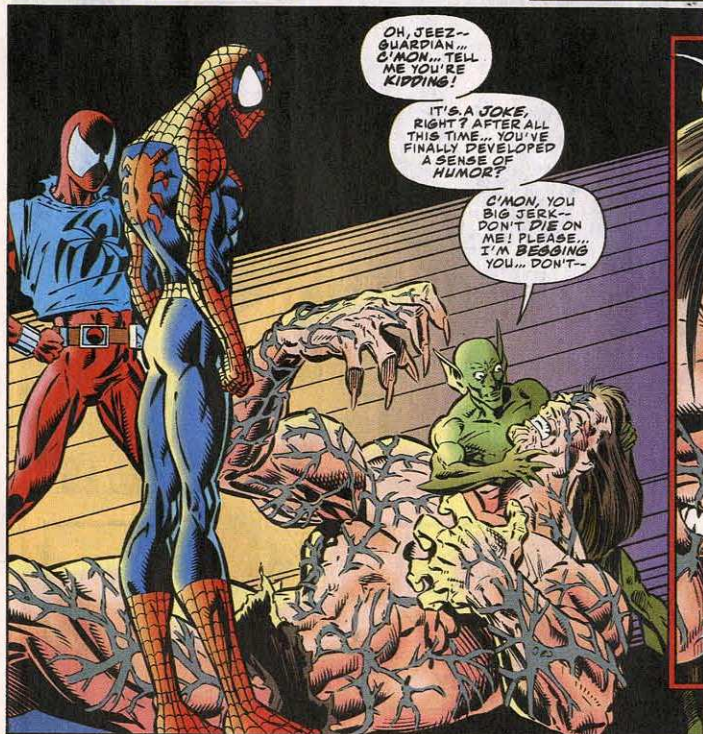
They're X-treme!
They're X-citing!

They're X-MEN Fruit Snacks. In mighty mutant shapes like Wolverine, Blackbird, Storm's lighting bolts, Gambit's charged playing cards and more!

They're X-MEN Fruit Snacks
and they're X-ploding
with power and taste!









COLLECT
ALL FOUR!

ADVERTISEMENT

ARE YOU HUNGRY FOR

ADVENTURE!

LOOK
FOR FREE

MINI-COMIC BOOKS
SPIDER-MAN

MINI-COMIC BOOKS
ON SPECIALLY
MARKED JARS OF
PETER PAN[®]
PEANUT BUTTER!

Hey Spidey Fans!

Order your exclusive
Spider-Man™ digital
watch. Get 'em
quick before
time runs
out!



How to order your Spider-Man™ Watch

Send a check or money order for \$7.50
(includes \$2 postage and handling),
two proofs of purchase (barcode symbol)
from 18-oz. or larger jars of Peter Pan
Peanut Butter (any variety) and your name, address
and daytime telephone number printed on a 3" x 5" card.

Mail to:

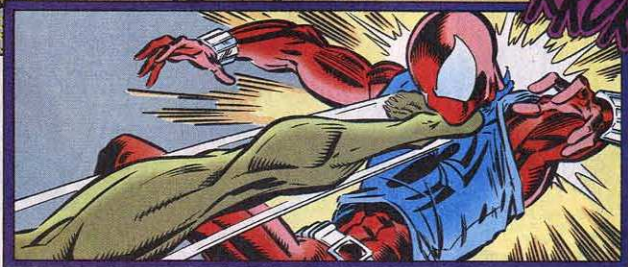
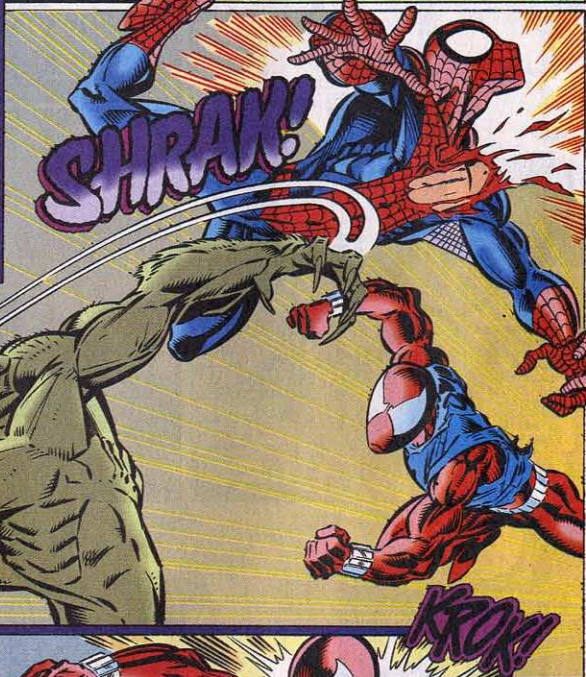
Peter Pan Watch Offer
P.O. Box 1054
Maple Plain, MN 55922

Allow eight weeks for shipment. Offer void if two proofs of
purchase, check or money order in the correct amount and legible
3" x 5" card are not included. Photocopies of proofs of purchase are
not acceptable. Proofs of purchase will
not be returned. Not responsible for illegible
or misdirected mail. Good only in U.S.A.
Offer expires 3/1/95 or while supplies last.



HELLO!
BOYS--

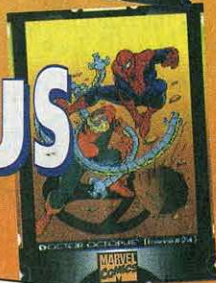
--DADDY'S
BACK!





We'RE haPPy to aNnoUnCE tHat
COOkiE-CriSP® now cOntains

SPIDERS, VULTURES, SCORPIONS, OCTOPUS and moRe!



Get a **FREE**
Spider-Man®
animated
series
trading
card in
specially
marked boxes of
COOKIE CRISP®

Now it's
even harder to
resist "The
Little Cookies
you can't
resist."

These exclusive
cards feature
animation
style artwork,
gold foil
stamping
and a high-gloss
UV coating.

COLLECT
ALL
6



Marvel Comics, Spider-Man including all character names and likenesses:
TM & © 1994 Marvel Entertainment Group, Inc. All rights reserved.
Cookie Crisp is a registered trademark of Ralston Foods, Inc.

Offer good while supplies last.

NOT HAPPY UNLESS THERE'S SOMEONE TO DROP A BUILDING ON OR WRAP A LAMP-POST AROUND!

WELL, I'M SORRY TO SAY THAT YOU MIS-UNDERSTAND ME. I HAVE NEITHER THE DESIRE NOR THE MOTIVATION TO FIGHT WITH YOU!

THAT LITTLE DEMONSTRATION WHEN I CAME OUT OF THE TANK WAS MORE FOR MY BENEFIT THAN YOURS!



YOU SEE, I'VE SPENT THE PAST FIVE YEARS IN THERE, GENETICALLY RE-STRUCTURING MY BODY. RE-GROWING IT, IF YOU WILL... FROM THE ORIGINAL CELLULAR MATRIX.



SO, NO... TO ANSWER YOUR UNSPOKEN QUESTION... I'M NOT A CLONE--

--I'M THE REAL MCCOY... JUST NEW AND IMPROVED!



IT'S NOT POSSIBLE!

NOW THAT'S AN IDIOTIC STATEMENT--COMING FROM A FULLY-FUNCTIONING CLONE!

Y'KNOW, BOYS... I WAS MONITORING YOU THE WHOLE TIME I WAS TANKED UP.

WELL, WITH A LITTLE TIME OUT FOR CNN AND THE PLAYBOY CHANNEL!

QUITE AN INTERESTING HALF-A DECADE YOU'VE HAD!

BUT I WANT TO HEAR ABOUT IT ALL IN DETAIL. THAT'S WHY I'VE SUMMONED YOU BACK HERE.

Y'SEE, WHEN LAST WE MET I SURREPTITIOUSLY PROGRAMMED YOU BOYS TO RETURN HERE WHEN I REAWAKENED.



THOUGHT WE COULD ENJOY A HEART-FELT LITTLE FAMILY REUNION! PROFESSOR WARREN AND HIS TWO SONS!

SWELL IDEA FOR A SIT-COM. DON'T YOU THINK? "MY TWO SONS"?

YOU'RE NOT WARREN! YOU CAN'T BE! WARREN IS--

WARREN IS DEAD? SIGH? DIDN'T JACK GO OVER ALL THIS WITH YOU?



Scarlet sounds angry... scared. And I don't blame him. I would be, too, if the Jackal had just told me, in no uncertain terms...

...that I was
a CLONE.

For all the years
of wandering,
a part of him
must have clung
to the belief
that it was a
mistake. That
he was the real
Peter Parker
all along.

BEN, MY DEAR
BOY, MY SPECIALTY
IS CLONES... AS YOU
WELL KNOW... THE
JACKAL WHO DIED THAT
MOMENTOUS NIGHT AT
SHEA STADIUM--*

--WAS AS MUCH
A GENETIC IMPOSTER
AS YOU ARE!

*ISSUE #149--D



LEAVE HIM
ALONE!



HE'S SUFFERED
ENOUGH BECAUSE
OF YOU, JACKAL--

--WE ALL
HAVE!

EASY
DOES IT,
WEBB!

WHAT DO YOU THINK
YOU'RE DOING?!

STOPPING
YOU FROM
MAKING A
MISTAKE!

MUCH
AS I'D LIKE
TO BEAT HIS
SMIRKING
FACE
IN--

--JACKAL'S
THE ONLY ONE
WHO'S GOT THE
ANSWERS WE
NEED! AND UNTIL
WE GET THEM...
WE PLAY IT
HIS WAY--

--OR
NOT AT
ALL.

YOU--
YOU'RE--

YOU'RE
RIGHT.

Much as
I hate to
admit it.

HOW DO YOU BECOME A

SUPER HERO?



GET BITTEN BY
A RADIOACTIVE
SPIDER!



OR
JUST EAT

SweetARTS




BE BORN
A MUTANT!



BE EXPOSED
TO GAMMA
RADIATION!



HAVE AN
ADAMANTIUM
SKELETON!



BE
BOMBARDED
BY COSMIC
RAYS!



TANGY CANDY
SweetARTS

YOU COULD WIN A DRAWING OF YOURSELF AS A REAL SUPER HERO DRAWN BY A MARVEL ARTIST WHEN YOU ENTER THE SWEETARTS® SUPER HERO SWEEPSTAKES! ONE LUCKY PERSON WILL WIN A TRIP FOR THREE TO NEW YORK CITY TO TOUR THE MARVEL COMICS STUDIO AND TO RECEIVE THEIR DRAWING. PLUS, THERE ARE 355 OTHER COOL PRIZES YOU COULD WIN, INCLUDING LIMITED EDITION X-MEN WATCHES, SPIDER-MAN T-SHIRTS, MARVEL COMICS HATS, SWEETARTS® T-SHIRTS AND MARVEL COMICS STUDIO PINS! LOOK FOR ENTRY FORMS ON SPECIALLY MARKED CARTONS WHEREVER YOU BUY SWEETARTS®, OR, PRINT YOUR NAME, ADDRESS, PHONE NUMBER AND BIRTHDATE ON A 3x5 CARD AND MAIL IT TO: SWEETARTS, SWEEPSTAKES, P.O. BOX 6626, ST. LOUIS, MO 63125. THERE'S NO PURCHASE NECESSARY, BUT YOU MUST BE UNDER 18 TO WIN A PRIZE. ENTER TODAY! YOU COULD BECOME A SUPER HERO! OFFER VOID WHERE PROHIBITED BY LAW.

Grand prize retail value \$6500.00. X-MEN Watch retail value \$59.95. Spider-Man T-shirt retail value \$14.99. Marvel Comics Hats retail value \$14.00. SweetARTS, t-shirt retail value \$10.00. Marvel Comics Studio pins retail value \$6.00. Entries must be received by August 31, 1995. Prize drawing will be held on or about September 8, 1995. Winners will be notified by mail by September 29, 1995. Game open to residents of the U.S. and Puerto Rico, except employees and their families of Sunmark, Inc. and its advertising agencies. Odds of winning any prize depend upon the number of entries received. Void where prohibited.

TM & ©1994 Marvel Entertainment Group, Inc. SUPER HERO is a co-owned trademark. All rights reserved. SweetARTS is a registered trademark of Sunline Brands, a division of Sunmark, Inc.

Use Your Spider-Sense: Subscribe!

SPIDER-MAN®

THE ONE AND ONLY SPIDER-MAN

- ☐ AMZ Amazing Spider-Man
- ☐ PPK Spectacular Spider-Man
- ☐ SPL Spider-Man
- ☐ S39 Spider-Man 2099
- ☐ SMA Spider-Man Adventures
- ☐ WEB Web of Spider-Man

MORE FROM MARVEL

- ☐ AVE Avengers
- ☐ BWF Blackwulf
- ☐ BLA Blaze
- ☐ BUT Beavis & Butt-Head
- ☐ CAM Captain America
- ☐ CGL Conan Classic
- ☐ CAD Conan The Adventurer
- ☐ DDV Daredevil
- ☐ D99 Doom 2099
- ☐ HWK Darkhawk
- ☐ DOC Dr. Strange
- ☐ FAN Fantastic Four
- ☐ FFO Fantastic Force
- ☐ FWK Force Works
- ☐ GAR Gargoyles
- ☐ GHR Ghost Rider
- ☐ G99 Ghost Rider 2099
- ☐ GAL Guardians of Galaxy
- ☐ H99 Hulk 2099
- ☐ INC Incredible Hulk
- ☐ IRM Iron Man
- ☐ MOR Morbius
- ☐ SUB Namor
- ☐ NWR New Warriors
- ☐ NOV Nova
- ☐ PUN Punisher
- ☐ P99 Punisher 2099
- ☐ PJW Punisher War Journal
- ☐ ZON Punisher War Zone
- ☐ R99 Ravage 2099
- ☐ REN Ren & Stimpy

- ☐ SIL Silver Surfer
- ☐ THR Thor
- ☐ THU Thunderstrike
- ☐ WMC War Machine
- ☐ WAR Warlock & Inf. Watch

STANDOUT X-MEN TITLES

- ☐ CAB Cable
- ☐ EXC Excalibur
- ☐ GEN Generation X
- ☐ SCL Sabretooth Classics
- ☐ XME Uncanny X-Men
- ☐ WOL Wolverine
- ☐ FAC X-Factor
- ☐ XFO X-Force
- ☐ MEN X-Men
- ☐ X99 X-Men 2099
- ☐ XAV X-Men Adventures
- ☐ XCL X-Men Classics
- ☐ XEY X-Men: The Early Years

**GIVE A SUBSCRIPTION
AS A GIFT!
FREE PERSONALIZED
GIFT CARDS!**

When you subscribe to the web-swinging world of Spider-Man or any of his fellow Marvel Super-Heroes, the more you order, the more you save! Order any one title for \$22 (saving an average \$1.40 off newsstand cost), and get a second title for only \$21! Order more than two — each additional title is just \$20!

**ORDER 5 OR MORE
AND
PAY JUST
\$18 EACH! GET
SPECTACULAR
SAVINGS!**



MARVEL SUBSCRIBERS GET MORE!

- Sturdy Protective Kraft Envelopes with Acid Neutral Backing Boards!
- Special Offers on Mighty Marvel Merchandise!
- Exclusive Subscriber's Newsletter!
- All Enhanced Versions Even if They're Selling at a Premium Price!
- Special Customer Service Phone Number!
- Guaranteed Replacement of Damaged Copies!

TO ORDER MAIL TO: MARVEL DIRECT MARKETING, P.O. BOX 1979, DANBURY, CT 06813

Check off the subscriptions you want to order (12 issues each) and return this page, or a copy, with your check or money order payable to "Marvel Direct Marketing Inc." or use your credit card*.

For faster service call: **(203) 743-5331**.

of subscriptions: _____ Amount enclosed: \$ _____
*If you order 5 or more titles we will, if you wish, charge your credit card in 4 equal installments.

NAME (PLEASE PRINT) _____

ADDRESS _____ APT # _____

CITY / STATE / ZIP _____

Charge My: ☐ VISA ☐ Mastercard ☐ Discover Card
☐ I'M ORDERING MORE THAN 5 TITLES. BILL MY CARD.

CREDIT CARD # _____ EXPIRATION DATE _____

SIGNATURE FOR CREDIT CARD ORDERS
Canada, add \$10 per title (includes GST # R127032852). Foreign, add \$12 per title Allow up to 10 business days for delivery of your first issue.

**MARVEL
COMICS**

**SATISFACTION
GUARANTEED**

OR WE'LL REFUND PAYMENT

HOW NICE... MY BOYS ARE LEARNING FROM EACH OTHER--JUST LIKE CHIP AND ERNIE! A SHAME MY OTHER CHILDREN AREN'T QUITE SO... ADAPTABLE.

ALAS, POOR GUARDIAN... I KNEW HIM WELL, HORATIO!

LOOK AT HIM... A MASSIVE, MISSHAPEN, MISUNDERSTOOD MONSTER--

I LOVE ALLITERATION, DON'T YOU?

--WHO MET HIS DEATH WITHOUT EVER ONCE FINDING THE ANSWER TO THAT MOST PRIMAL OF QUESTIONS:

WHO AM I?

THE JOKE OF IT IS--WHO HE WAS... WAS PETER PARKER!

AND SO, BELIEVE IT OR NOT, IS HE!

BROTHERS, BOUND AT THE DNA! CLONES, ONE AND ALL!

WHAT ARE YOU BABBLING ABOUT?

WHAT I'M BABBLING ABOUT IS THIS: CREATION IS AN ONGOING PROCESS... FULL OF TRIAL AND ERROR. EVEN GOD HIMSELF DIDN'T MAKE THE WORLD IN A DAY.

JACK AND THE GUARDIAN WERE AMONG MY EARLIEST EXPERIMENTS. HORRIBLY BOTCHED ATTEMPTS TO BRING FORTH A PETER PARKER CLONE.

THEY SUFFERED PHYSICAL DEFORMITY, MENTAL IMPAIRMENT. I NEVER COULD INFUSE THEM WITH THE PROPER BALANCE OF EMOTION, INTELLECT, AND MEMORY--

--SO I WIPE THEIR MINDS CLEAN, REPROGRAMMED THEM AS THE PROTEGÉS OF MY LITTLE MOUNTAIN RETREAT... THEN PUT THEM IN THE FREEZER--

--TO AWAIT THE RETURN OF MY MORE SUCCESSFUL EXPERIMENTS.

YOUR APPEARANCE ON THE MOUNTAIN, SCARLET SPIDER--

AND I MUST SAY I AGREE WITH YOU, THAT'S A PERFECTLY LUPICROUS NAME!

--REACTIVATED THEM.



UNFORTUNATELY, THE POOR THINGS JUST AREN'T BUILT TO LAST.

ALL MY PROTOTYPES EVENTUALLY DEVELOP A DEGENERATION FACTOR THAT FIRST PETERIORATES--



--THEN DESTROYS THEM.

ARE YOU SAYING THAT MY CLONE IS GOING TO EVENTUALLY--



YOUR CLONE? OH, THAT'S RICH! YOU REALLY HAVEN'T BEEN LISTENING, HAVE YOU?

OR MAYBE-- YOU'VE CHOSEN NOT TO LISTEN!

STOP TALKING IN CIRCLES AND GET TO THE POINT!

DO YOU REALLY KNOW WHO YOU ARE, PETER?

DOES ANY MAN TRULY KNOW?

WHAT IF I WERE TO TELL YOU THAT, IN THE CHAMBER BEHIND ME IS THE BODY OF THE TRUE PETER PARKER? PRESERVED, IN A STATE OF SUSPENDED ANIMATION, FOR FIVE LONG YEARS?



WHAT IF I WERE TO TELL YOU THAT NOT ONE, BUT BOTH OF YOU--



--ARE CLONES?!

BOTH OF US?

CAN IT BE TRUE?

IN A STRANGE WAY, IT ACTUALLY MAKES MY PREDICAMENT A LITTLE EASIER... LESS LONELY. BUT I DON'T THINK IT'S HAVING THE SAME EFFECT...

COME ON, BUB! JOIN THE TEAM AND STAR IN YOUR OWN X-MEN COMIC!

HEY SLACKER! - ALL YOUR FRIENDS HAVE JOINED THE TEAM AND FOUGHT ALONG SIDE THE X-MEN, WHAT'S KEEPING YOU?

You Know The Deal...

Marvel wants you to be Captain Universe in your own personalized comic! That's right - you'll become the most powerful super hero in the galaxy, fighting evil side by side with the X-Men! You'll also get a personalized trading card with your name and stats and a two sided poster - all for \$14.95!

How Do We Do it?

Through the Mighty Marvel miracle of technology, the entire comic book will be personalized with things like your first name, last name, home town and even the name of a friend or loved one who'll take part in your adventure. There are two versions, one male, one female, so you end up being the right kind of Captain Universe. And unlike those ugly, old-fashioned personalized kiddie books, your Marvel X-Men comic will look just like it was hand lettered by a seasoned bullpen veteran.

Don't Be Selfish-Makes A Great Gift!

Did we mention how insanely impressed your friends and fellow comic fiends will be? or maybe the word is JEALOUS! So don't be stingy - get one for a friend, a loved one, a skeptic! Make them Captain Universe and you can co-star! A personalized Marvel comic is the coolest gift you can give and it's within your powers to do it - after all, you're Captain Universe, right?

How To Order!

To order your personalized X-Men comic, either go immediately to your nearest comic book retailer or call 1-800-830-6079. No limit - order as many as you like! Each comic is \$14.95 + \$2.95 S&H. MC, VISA, AMEX, DISCOVER, DEBIT cards, checks or money orders, no cash accepted. Your book will be shipped 8-10 weeks after you place your order. Orders containing profanity will not be processed. Discounts available for special events and group orders of 15 pcs. or more.

FEEL LEFT OUT YET?



...ON HIM!

YOU
LIAR!!

YOU'VE BEEN
PLAYING WITH ME--
WITH MY MIND-- SINCE
THE MOMENT WE
FIRST MET!

BUT I WON'T
LISTEN TO YOUR
LIES ANYMORE. DO
YOU HEAR ME?! I
WON'T--

HE'S SCARED
TO DEATH. AND
I CAN'T SAY I
BLAME HIM.

SPIDER-
MAN, HEAR
ME OUT...
EVEN IF
IT'S TRUE, YOU
CAN'T--

GET
YOUR
HANDS

OFF OF ME!!

CHOOON!!

FOR THE
FIRST TIME IN MY
LIFE, I'VE GOT
HAPPINESS WITHIN
MY REACH! I'VE
FOUGHT MY WAY
BACK FROM THE
EDGE--

--MY
WIFE AND
I ARE EXPECTING
A CHILD--

YOU'RE A
LIVING LIE! YOU'RE
EVERYTHING I HATE!
HOW DO I KNOW
YOU'RE NOT A PART
OF THIS-- WORKING
WITH THE
JACKAL?!

--AND I WON'T
LET A GENETIC
FRAUD LIKE YOU
TAKE IT ALL AWAY
FROM US!

A
BABY?!



THEY'RE GOING TO HAVE A **BABY**?

YOU KNOW WHAT YOUR PROBLEM IS, VENOM? YOU'RE AFRAID TO FACE THE TRUTH!

AFRAID YOU MIGHT TURN OUT TO BE JUST AS MUCH OF A FAKE AS I AM!

I'M NOT AFRAID OF **ANYTHING!**

VENOM, TRIED TO BREAK ME... AND I CAME BACK!



THE GREEN GOBLIN DRESSED ME DOWN INTO MADNESS... AND I CAME BACK!

KRAVEN THE HUNTER BURIED ME ALIVE--



--AND I CAME BACK!

DO YOU REALLY THINK I'M AFRAID OF ANYTHING YOU TWO CAN DO?!

COME ON, JACKAL... OR WHOEVER YOU ARE... IF YOU'VE GOT PROOF-- LET'S SEE IT!

LET'S SEE IT!

I DIDN'T MEAN TO GOAD HIM ON LIKE THAT! BUT WHEN I HEARD HIM SAY THAT MARY JANE WAS EXPECTING HIS CHILD... I JUST LOST IT. THE IDEA THAT HE'S GOT EVERYTHING I'VE EVER WANTED... A FAMILY... CHILDREN--!



SO, IT'S PROOF YOU WANT, SA?

WELL, YOU SHALL HAVE IT!



BEHOLD! THE CRYOGENIC MISTS LIFT! THE SLEEPER AWAKENS! THE--

WHOOOPS.



DADDY'S MADE A LITTLE MISTAKE HERE, BOYS. I OPENED UP THE WRONG CHAMBER.

THAT'S NOT PARKER IN THERE--

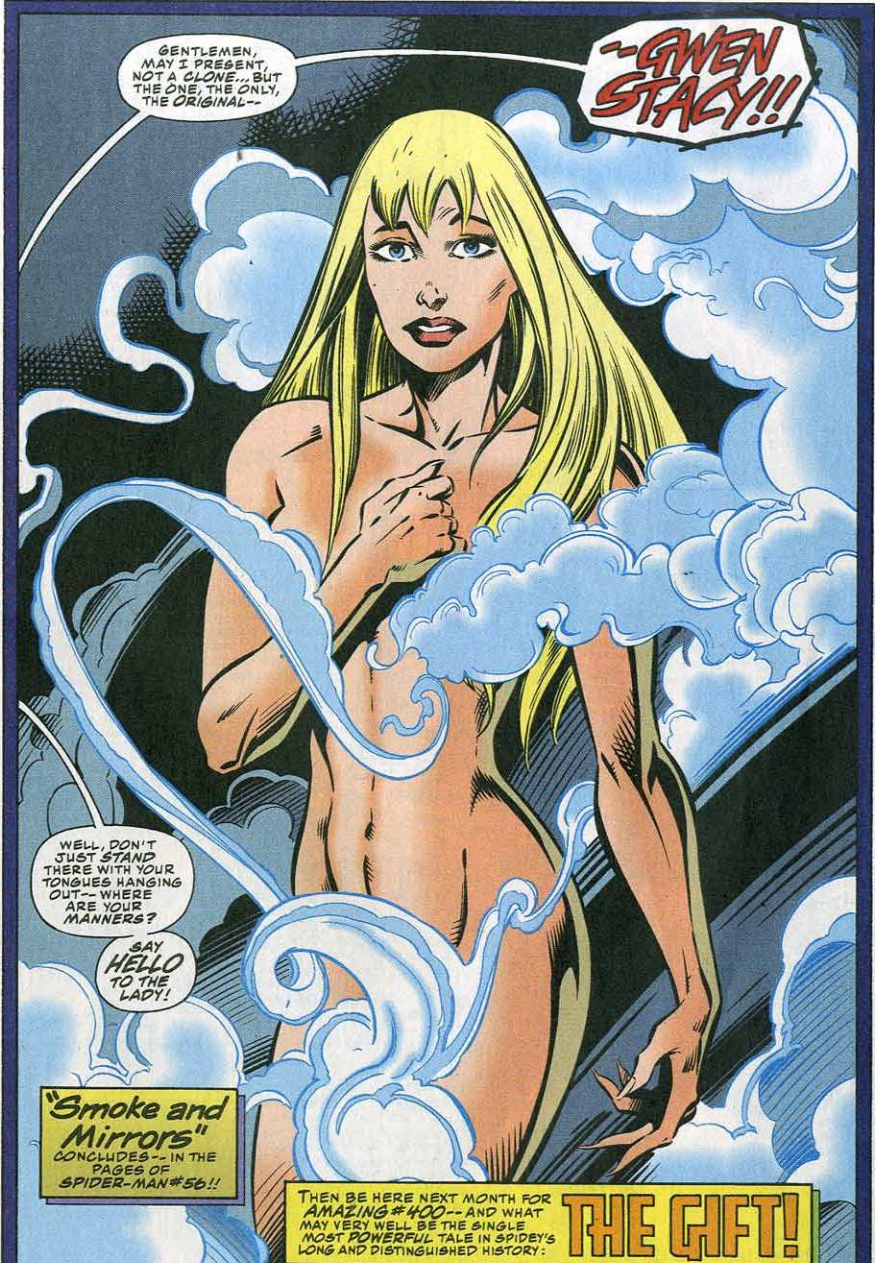
UNLESS, OF COURSE, HE HAD A SEX-CHANGE OPERATION WHILE I WASN'T LOOKING!

--THAT'S THE GIRL OF ALL OUR DREAMS!

MILES WARREN AND PETER PARKER'S "LATE" LAMENTED TRUE LOVE!



TRY TO KEEP THOSE HORMONES IN CHECK, KIDS-- BECAUSE YOU'RE ABOUT TO GET THE SHOCK OF YOUR PSEUDO-LIVES!



GENTLEMEN,
MAY I PRESENT,
NOT A CLONE...BUT
THE ONE, THE ONLY,
THE ORIGINAL--

--Gwen
STACY!!

WELL, DON'T
JUST STAND
THERE WITH YOUR
TONGUES HANGING
OUT-- WHERE
ARE YOUR
MANNERS?

SAY
HELLO
TO THE
LADY!

**"Smoke and
Mirrors"**
CONCLUDES-- IN THE
PAGES OF
SPIDER-MAN #56!!

THEN BE HERE NEXT MONTH FOR
AMAZING #400-- AND WHAT
MAY VERY WELL BE THE SINGLE
MOST POWERFUL TALE IN SPIDEY'S
LONG AND DISTINGUISHED HISTORY:

THE GIFT!

MARVEL COMICS

ITEM!
Tom Dan-
ing is the editor
of our two MARVEL
ACTION HOUR comics

(based on the smash TV series) but he's also having plenty of action hours at home these days! Only the kind of

Next week will see the arrival of MARVEL ACTION HOUR: THE FANTASTIC FOUR #5, which concludes a three-part Sub-Mariner mini-epic written by Joey Cavalleri and drawn by Quique Alcatena. Tom revealed that the plot involves "the Sub-Mariner joining forces with the Fantastic Four to defeat a renegade Atlantean, General Krang, who is planning to attack the surface world." The story is loosely based on the old Lee/Kirby classic FF stories. Tom noted that the issue features "cool Atlantean warships, lots of sea monsters, and great Alcatena artwork!"

Also due next week is MARVEL ACTION HOUR: IRON MAN #5, which begins a three-part origins saga. According to Tom, "The origin of Iron Man is retold, in a slightly different fashion from the Marvel Universe version. We show how Tony Stark and the Mandarin's pasts are linked together." As if that wasn't enough, the issue features everybody's favorite savage dragon, Fin Fang Foom! Tom raved, "The pencils by Anthony Williams look fantastic!"



ITEM! The final issue of MARVEL SUPERHEROES MAGAZINE goes on sale next week, and it's a doozy! The issue reprints classic 1980s stories of your favorite Marvel heroes — including Hulk, Fantastic Four, and Iron Man — written and drawn by some of the greatest superstars in the business! Assistant editor Glen Greenberg commented, "It's the best last issue you'll ever see! It has a terrific Scott McDaniel cover, featuring Daredevil the way you like him!"

ITEM! Big changes are in store for Ant-Man in the pages of FANTASTIC FOUR UNLIMITED #9. Writer Roy Thomas explained, "Ant-Man gets mutated

by one of the High Evolutionary's old machines which was left under the city, and he turns into this evil mutated creature with super-insect powers!" Among Ant-Man's new abilities: the power to mutate other insects into vicious killers which only he can control! The issue guest-stars the Mighty Thor and his new pals, the God Pack! The art for FANTASTIC FOUR UNLIMITED #9 is provided by good ol' Herb Trimpe. Roy urged fans to pick up the issue, to see Ant-Man utilizing his "strange new powers," as he attempts "to conquer first, the city of New York, and then, the world!"

ITEM! AVENGERS #384 is the culmination of Hera's horrendous plot against Hercules. The issue is brought to you by the regular creative team of writer Bob Harras, penciler Mike Deodato, and inker Tom Palmer. Assistant editor Matt Idelson vowed that the issue "will bring tears to your eyes. Seriously! You'll believe that a half-god can cry!" Matt pointed out that this issue "sets into motion the big AVENGERS event for this year. This is the year of the Avengers, and it's gonna be cool!"

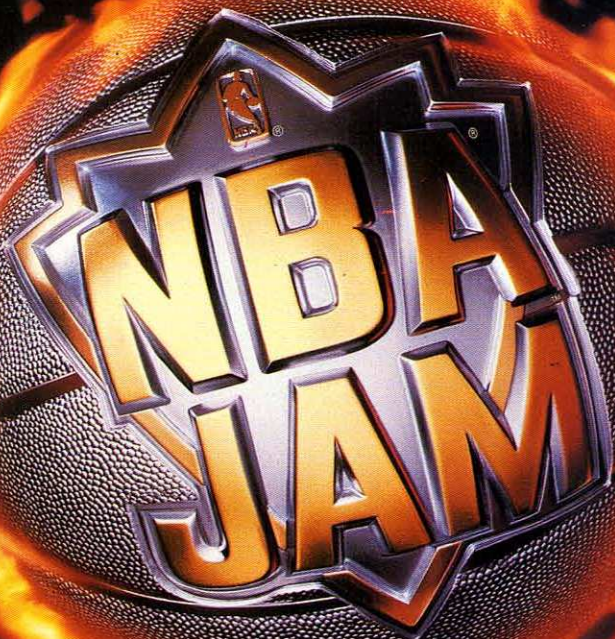
ITEM! Also on sale next week: AVENGERS #4 MARVEL MILESTONE with the unforgettable return of Captain America and MARVEL SPOTLIGHT ON CAPTAIN AMERICA #3!

STILL ON SALE

- **CAPTAIN AMERICA #437:** While Cap's in a coma, Free Spirit and Jack Flag take over. By Gruenwald/Hoover/Bulanadi!
- **DARKHAWK #48:** Overhawk goes overboard! More trouble for our overworked hero! By Fingerhuth/Smith/Alkin!
- **FANTASTIC FORCE #5:** Huntara hunts Dreadface! He's an easy guy to find! By Brevoort & Kantorovich/Bastiani/Cabral!
- **FORCE WORKS #9:** Say g'day to Dreamguard — he's the Aussie super hero, mate! By Abnett & Lanning/Calafato/Garcia!
- **MARVEL COMICS PRESENTS #175:** The final presentation! With Steel Raven, Vengeance, Lunatik, and more!
- **NAMOR #60:** It's a bloodbath as Namor and Andromeda confront Bloodaxe and Blood Wraith! By Herdling/Ishenwood!
- **FANTASTIC FOUR #397:** When in New York, make sure you visit Daredevil! By Herdling/Medina/Anderson!
- **GUARDIANS OF THE GALAXY #57:** The Keeper reveals the fate of Galactus! By Gallagher/West/Montano!
- **SECRET DEFENDERS #24:** Featuring a clash with the original Defenders! By Brevoort & Kantorovich/Wylie & Barr/DeZuniga!
- **SILVER SABLE #33:** Hammered by Hammer! By Wright/Purcell/Eburn!
- **WAR MACHINE #11:** Anything can happen at the office Christmas party! By Kaminski & Benson/Senior/Ekurd!
- **FANTASTIC FOUR #397:** Someone is resurrected! But it's not who you think! By DeFalco/Ryan/Bulanadi!
- **IRON MAN #313:** Tony hosts an Alcoholic Anonymous party on New Year's Eve! By Kaminski/Morgan!
- **OFFICIAL INDEX TO THE AVENGERS #5 OF #6:** It's Avengers! By Ward!
- **SILVER SURFER #101:** Surf catches Shalla Bal in the arms of a shocking sultor! By Marz/Phillips/Martin!
- **THOR #483:** Loki wants to kill Thor! Talk about sibling rivalry! By Thomas/Wynall!
- **THUNDERSTRIKE #17:** Thundr's greatest foe is back! No, it's not Carjack! By DeFalco/Frenz/Milgrom!
- **THE VISION #4:** Someone is toying with the Vision's emotions! But who? By Harras/Clark/Vey & Macchia!
- **MARVEL ACTION HOUR: FANTASTIC FOUR #4:** Atlantis attacks! By Cavalleri/Alcatena!
- **MARVEL SUPERHEROES MAGAZINE #95:** All John Byrne issues! By Byrne/Byrne/Various!
- **WARLOCK & THE INFINITY WATCH #37:** Fredard's soul has been stolen! By Arduchi/Oliffe/Williams!



NOW YOU'RE ON FIRE!



T.E.TM
TOURNAMENT EDITION

FEBRUARY 23RD



SUPER NINTENDO
ENTERTAINMENT SYSTEM

GENESISTM

GAME GEARTM

AKkaimTM
ENTERTAINMENT INC.

MIDWAY

The NBA and individual NBA Team identifications used on or in this product are trademarks, copyrighted designs and other forms of intellectual property of NBA Properties, Inc. and the respective Teams and may not be used, in whole or in part, without the prior written consent of NBA Properties, Inc. © 1994 NBA Properties, Inc. All rights reserved. Sublicensed from Midway's Manufacturing Company. All rights reserved. "P-Junk" is the registered trademark of One Nation Entertainment, Inc. All rights reserved. Nintendo, Super Nintendo Entertainment System and the official seals are registered trademarks of Nintendo of America Inc. © 1991 Nintendo of America Inc. Sega, Genesis and Game Gear are



PETER PARKER NO MORE...WEDDING OF SCOTT & JEAN...THE PHALANX



Marvel, and all Marvel characters and the distinctive likenesses thereof. TM and © 1994 Marvel. All rights reserved. Distributed by Flier Corp.



THE MOST COLORFUL EVENTS OF LAST YEAR ARE HERE!



GREY VS. SABRETOOTH...FIGHTING CHANCE...FALL OF THE HAMMER

2099...SCARLET SPIDER VS. VENOM...SUICIDE RUN...MYSTERY OF CENTURY...STARBLAST...

ATTACK...SAVAGE HULK IS BACK...GHOST RIDER REBORN...SPIDER-CLONE RETURNS...JEAN