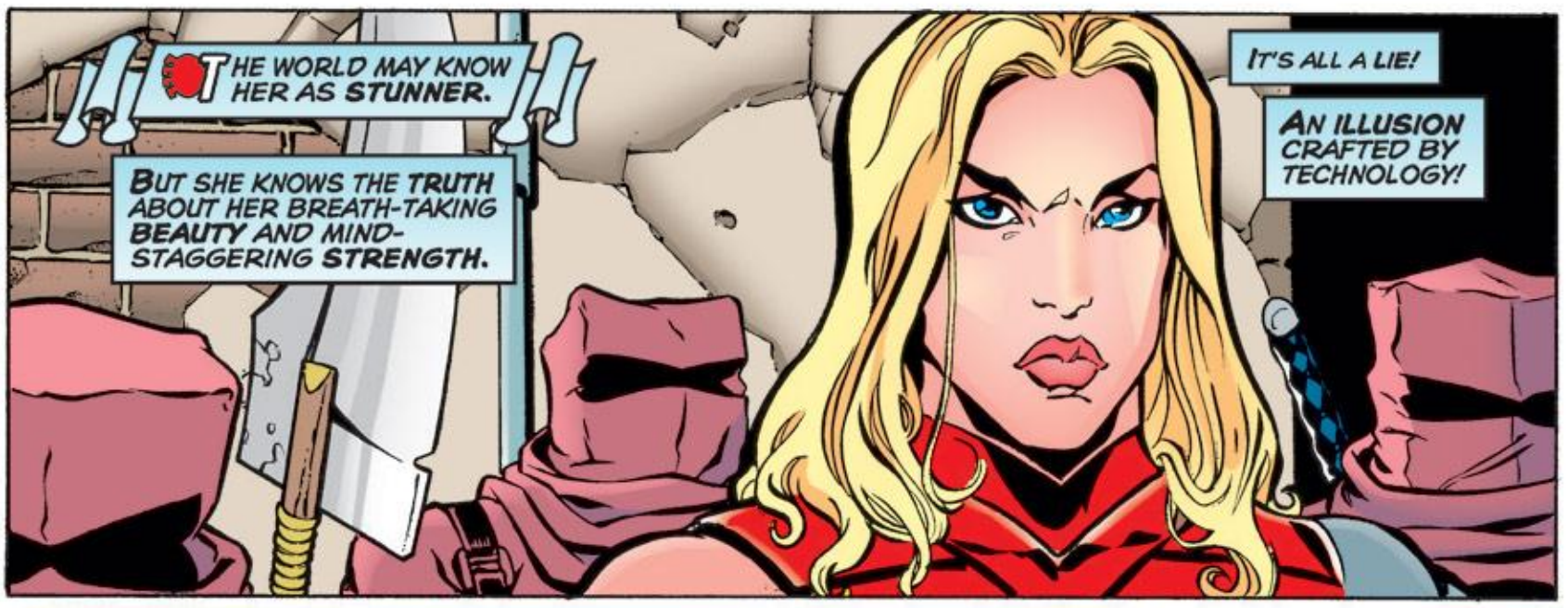
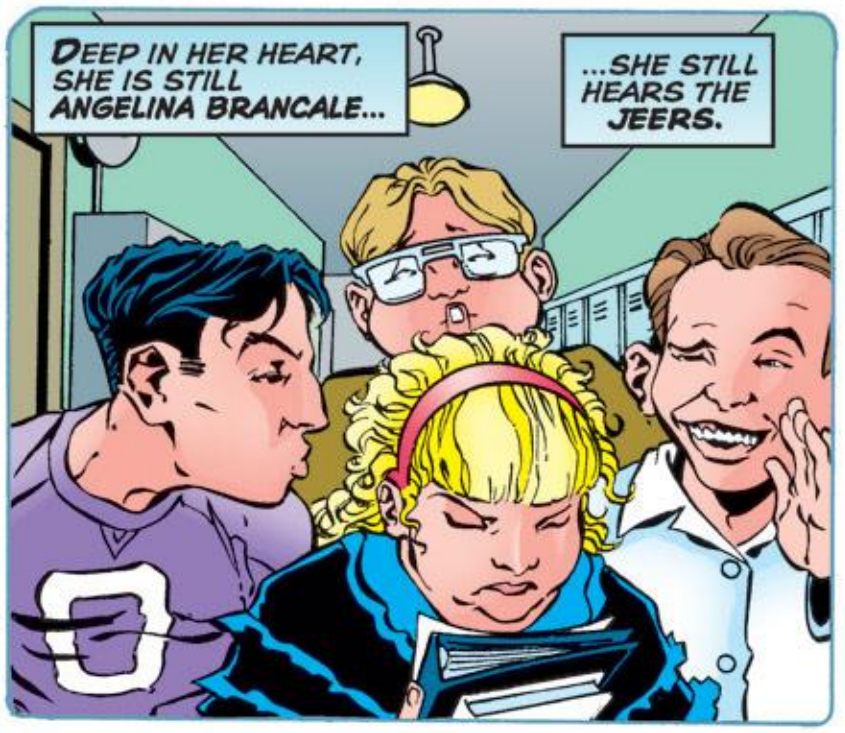
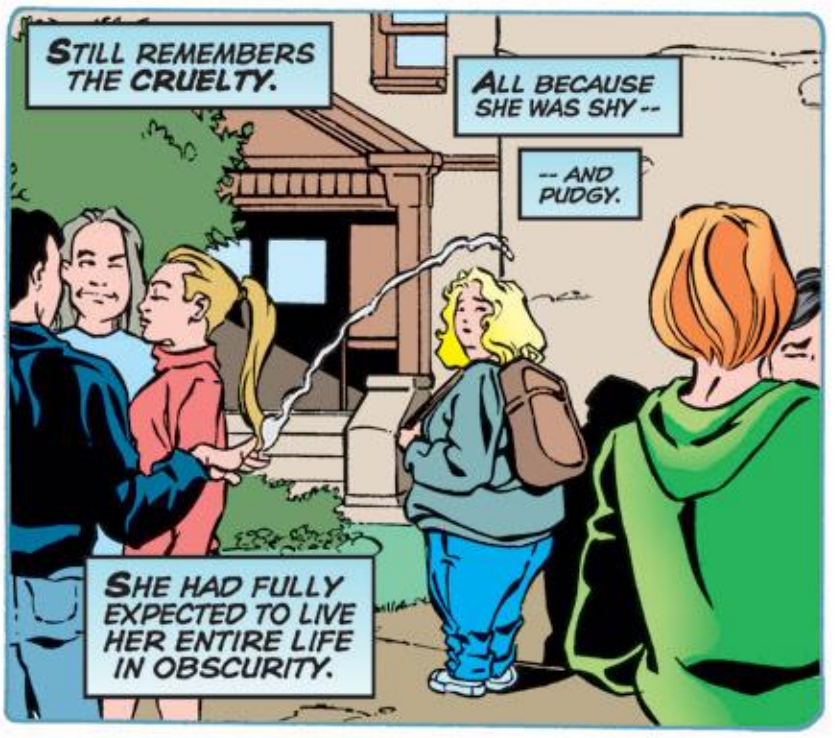
DR. OTTO OCTAVIUS
THE DOCTOR IS IN!

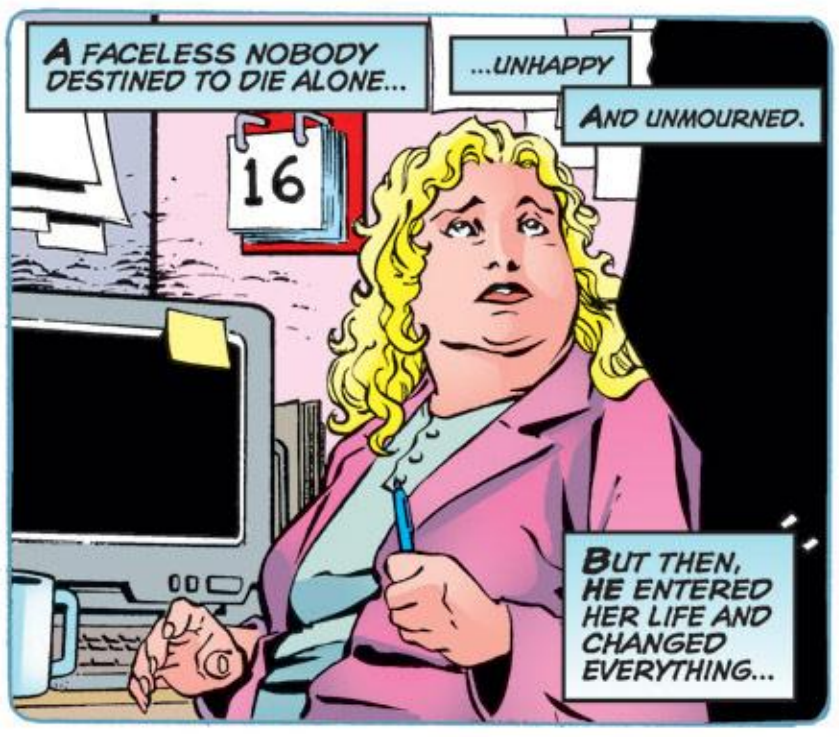
MARVEL COMICS
THE WORLD'S GREATEST COMICS!
THE AMAZING SPIDER-MAN
OCT #427
APPROVED BY THE COMICS CODE AUTHORITY
DeFALCO SKROCE LAROSA

ROMITA









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-- TO BRING HIM BACK!

THE SACRED CEREMONY IS BEGUN.

NOW SHALL WE, WHO ARE THE TRUE BELIEVERS OF THE GREAT BEAST, IMPLORE OUR DARK MASTER TO TRANSFER THE LIFE ESSENCE FROM OUR UNWORTHY SACRIFICE --

-- INTO THE AWAITING SHELL OF THE ONE CALLED OTTO OCTAVIUS!

THE Stan Lee PRESENTS... AMAZING SPIDER-MAN

SACRIFICE PLAY!

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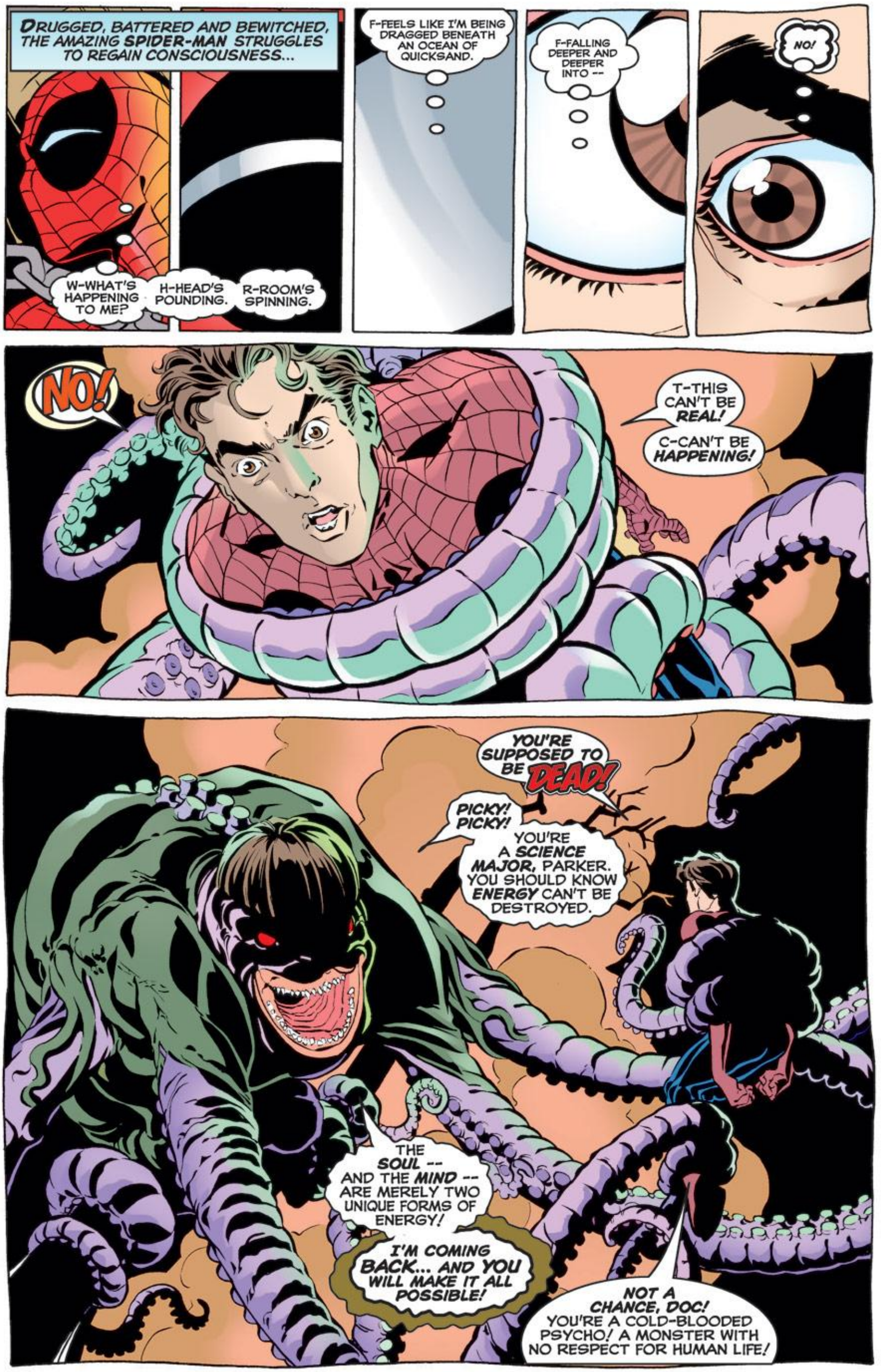
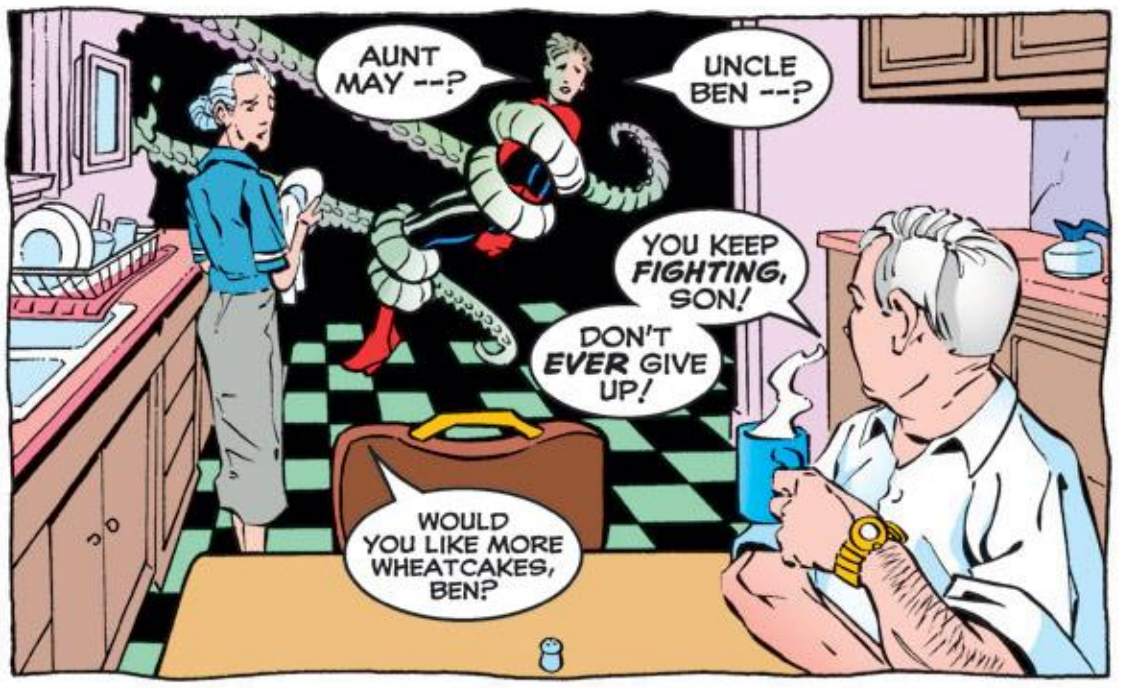
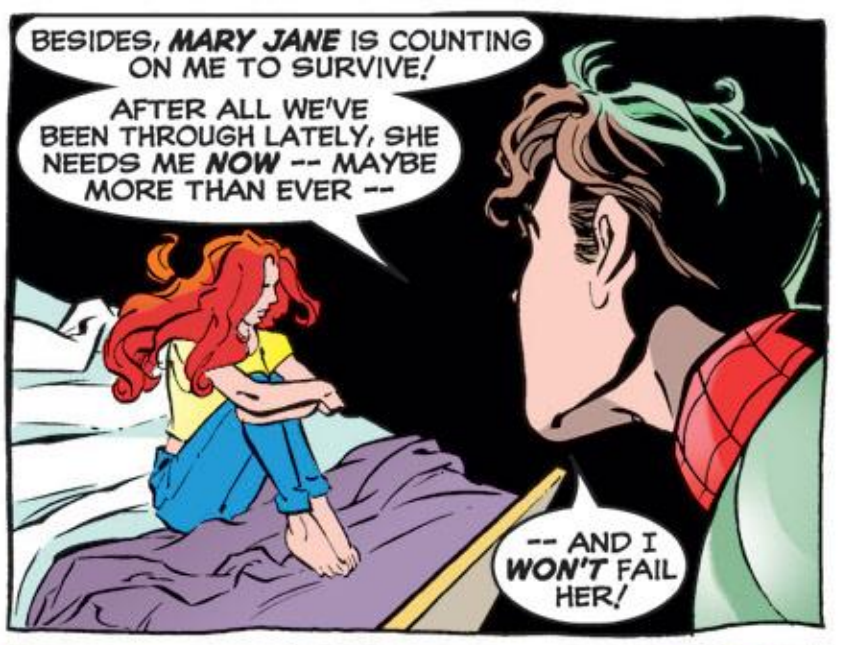

DRUGGED, BATTERED AND BEWITCHED, THE AMAZING SPIDER-MAN STRUGGLES TO REGAIN CONSCIOUSNESS...
W-WHAT'S HAPPENING TO ME?
H-HEAD'S POUNDING.
R-ROOM'S SPINNING.
F-FEELS LIKE I'M BEING DRAGGED BENEATH AN OCEAN OF QUICKSAND.
F-FALLING DEEPER AND DEEPER INTO --
NO!
NO!
T-THIS CAN'T BE REAL!
C-CAN'T BE HAPPENING!
YOU'RE SUPPOSED TO BE DEAD!
PICKY! PICKY!
YOU'RE A SCIENCE MAJOR, PARKER. YOU SHOULD KNOW ENERGY CAN'T BE DESTROYED.
THE SOUL -- AND THE MIND -- ARE MERELY TWO UNIQUE FORMS OF ENERGY!
I'M COMING BACK... AND YOU WILL MAKE IT ALL POSSIBLE!
NOT A CHANCE, DOC! YOU'RE A COLD-BLOODED PSYCHO! A MONSTER WITH NO RESPECT FOR HUMAN LIFE!

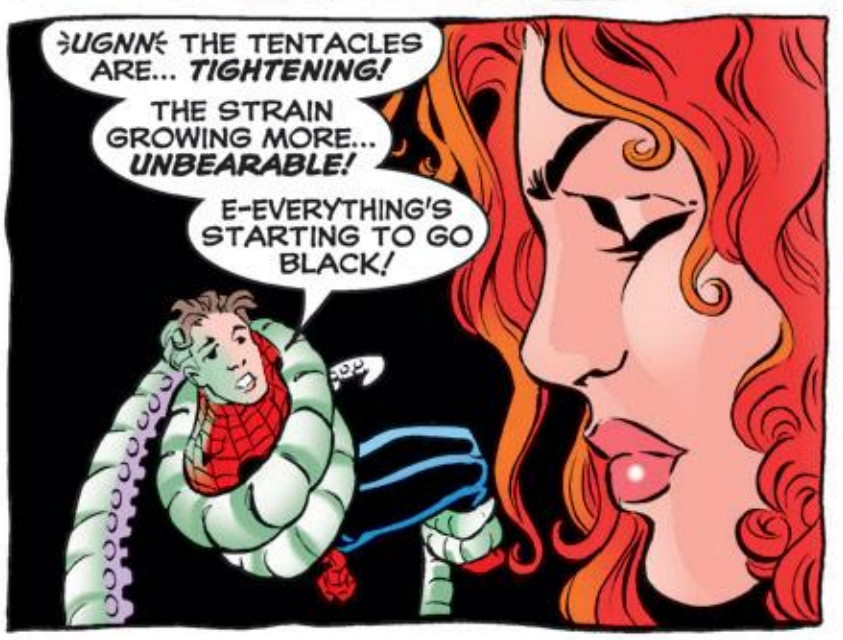
NO MATTER WHAT THE ODDS -- OR THE COST -- I'LL FIND A WAY TO STOP YOU!
THAT'S THE SPIRIT, PETEY, M'BOY!


AUNT MAY --?
UNCLE BEN --?
YOU KEEP FIGHTING, SON!
DON'T EVER GIVE UP!
WOULD YOU LIKE MORE WHEATCAKES, BEN?

WHAT IS THIS PLACE?
DOES IT REALLY MATTER?
YOU'RE BATTLING FOR YOUR LIFE, PETE -- AND THE LIVES OF EVERYONE ELSE THAT MERCILESS BRUTE INTENDS TO THREATEN!
AS MUCH AS WE'D LOVE TO BE REUNITED WITH YOU, YOU CAN'T ALLOW YOURSELF TO BE RESPONSIBLE FOR THIS HORRIBLE MAN'S REBIRTH!

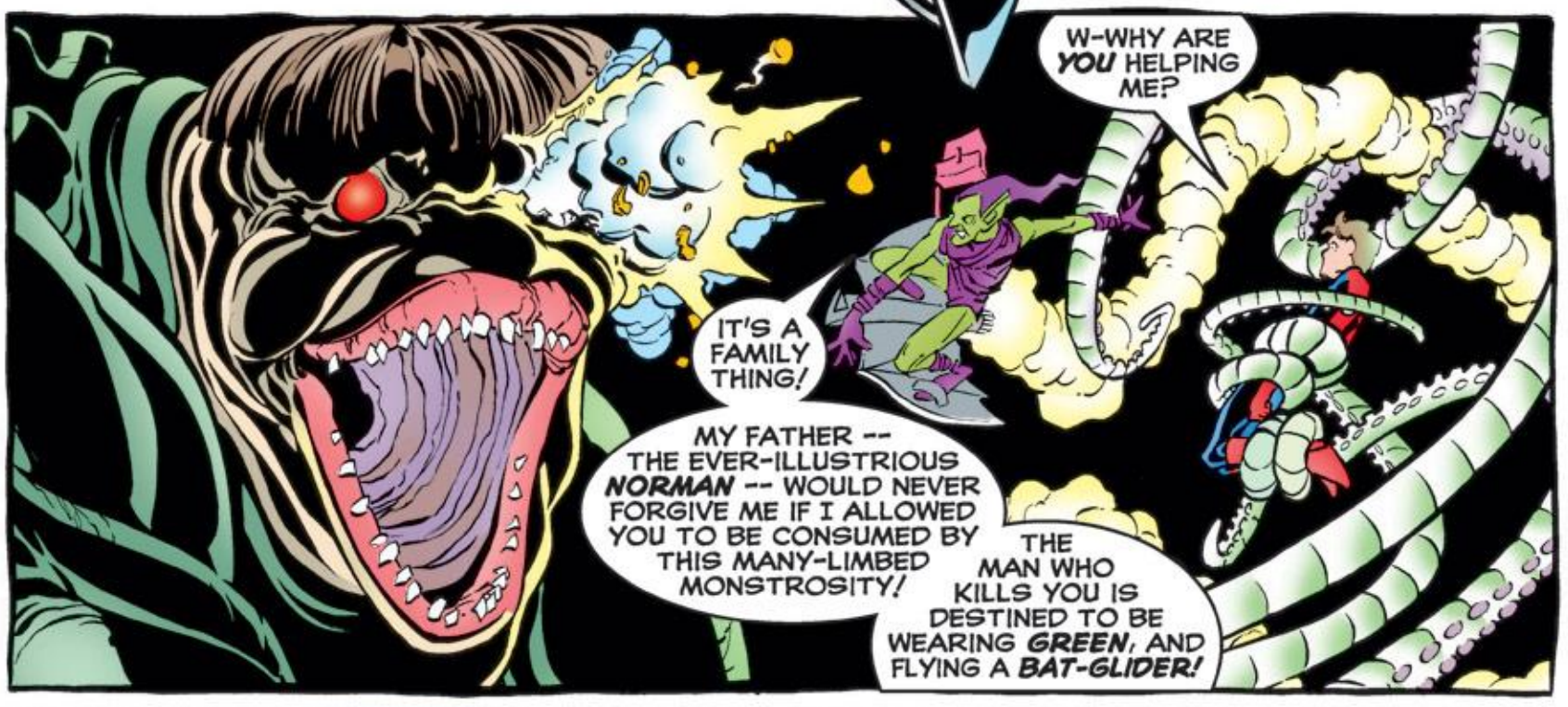
I-I'M NOT EXACTLY SURE WHAT'S GOING ON HERE... BUT YOU TWO MUSTN'T WORRY!
YOU TAUGHT ME TOO WELL!
I WON'T QUIT!
I'LL NEVER SURRENDER!

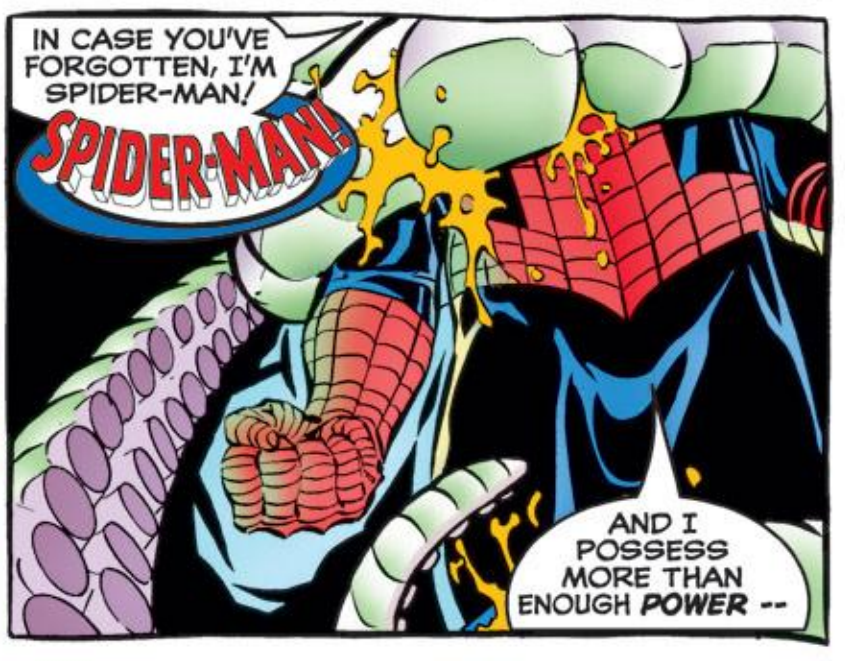

BESIDES, MARY JANE IS COUNTING ON ME TO SURVIVE!
AFTER ALL WE'VE BEEN THROUGH LATELY, SHE NEEDS ME NOW -- MAYBE MORE THAN EVER --
-- AND I WON'T FAIL HER!

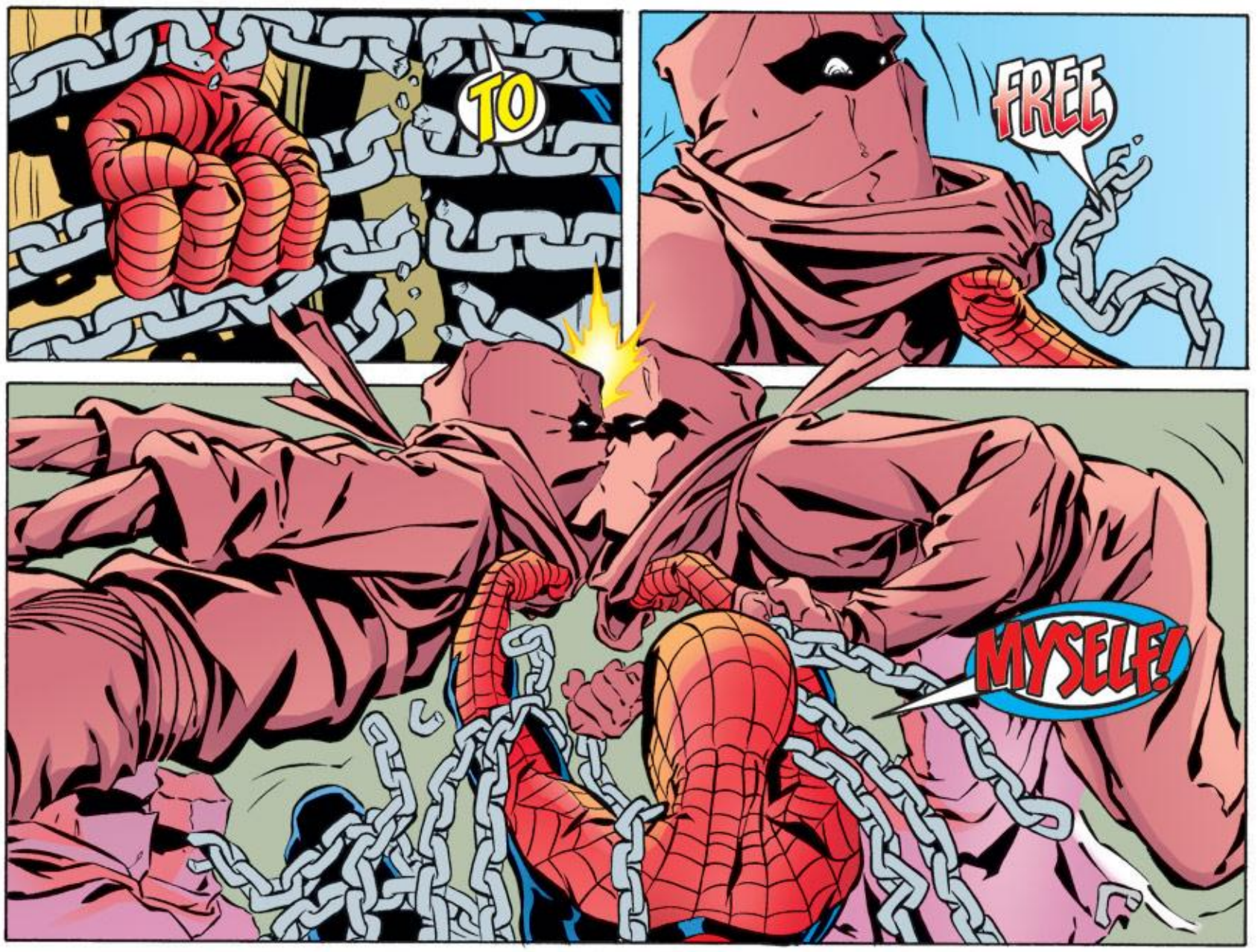

UGNN THE TENTACLES ARE... TIGHTENING!
THE STRAIN GROWING MORE... UNBEARABLE!
E-EVERYTHING'S STARTING TO GO BLACK!

B-BUT I CAN'T LET A LITTLE PAIN STOP ME! I'VE GOT TO FIND A WAY TO BEAT THIS MADMAN!
PUH-LEASSSE!
EVEN ON THE VERGE OF DEATH, YOU'RE STILL A TOTAL CORNBALL!
Y-YOU --?!

THE GREEN GOBLIN?!
B-BUT WHICH ONE ARE *YOU?*
TAKE A WILD *GUESS*, PETE-O! I'LL EVEN GIVE YOU A LI'L HINT --
-- *I'M THE ONE WHO'S REALLY DEAD!*
HARRY--?! IS THAT YOU?
YOU ALWAYS WERE A BRIGHT BOY, PETE-O!
TOO BAD YOU WERE ALSO A COSTUMED DO-GOODER WHO NEVER KNEW WHEN TO QUIT!



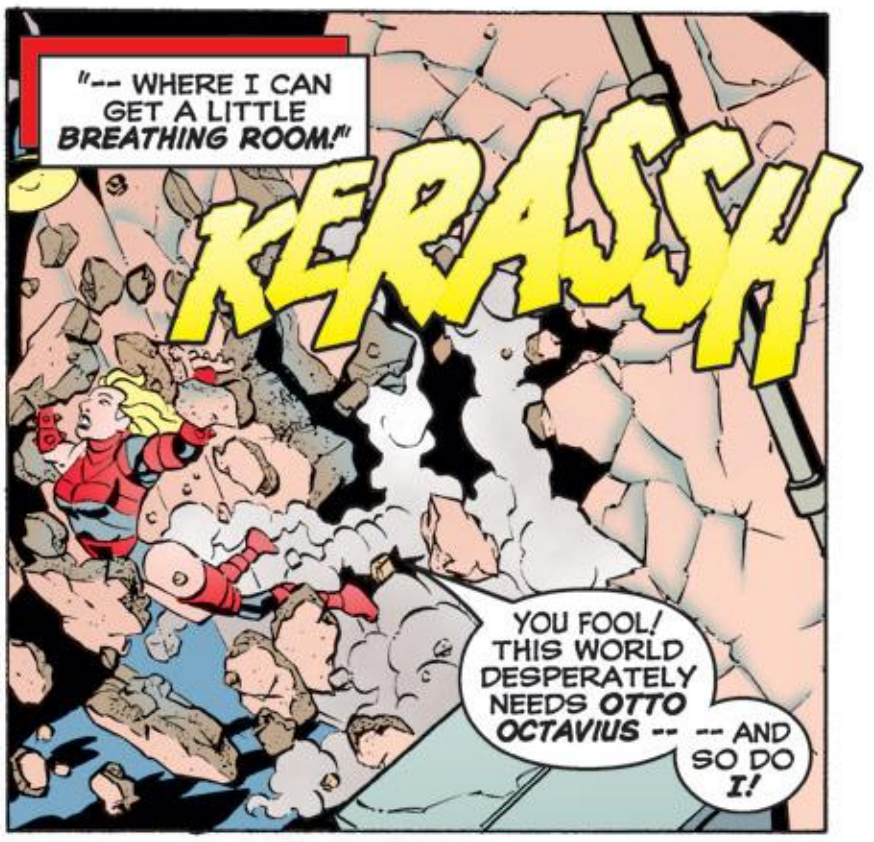


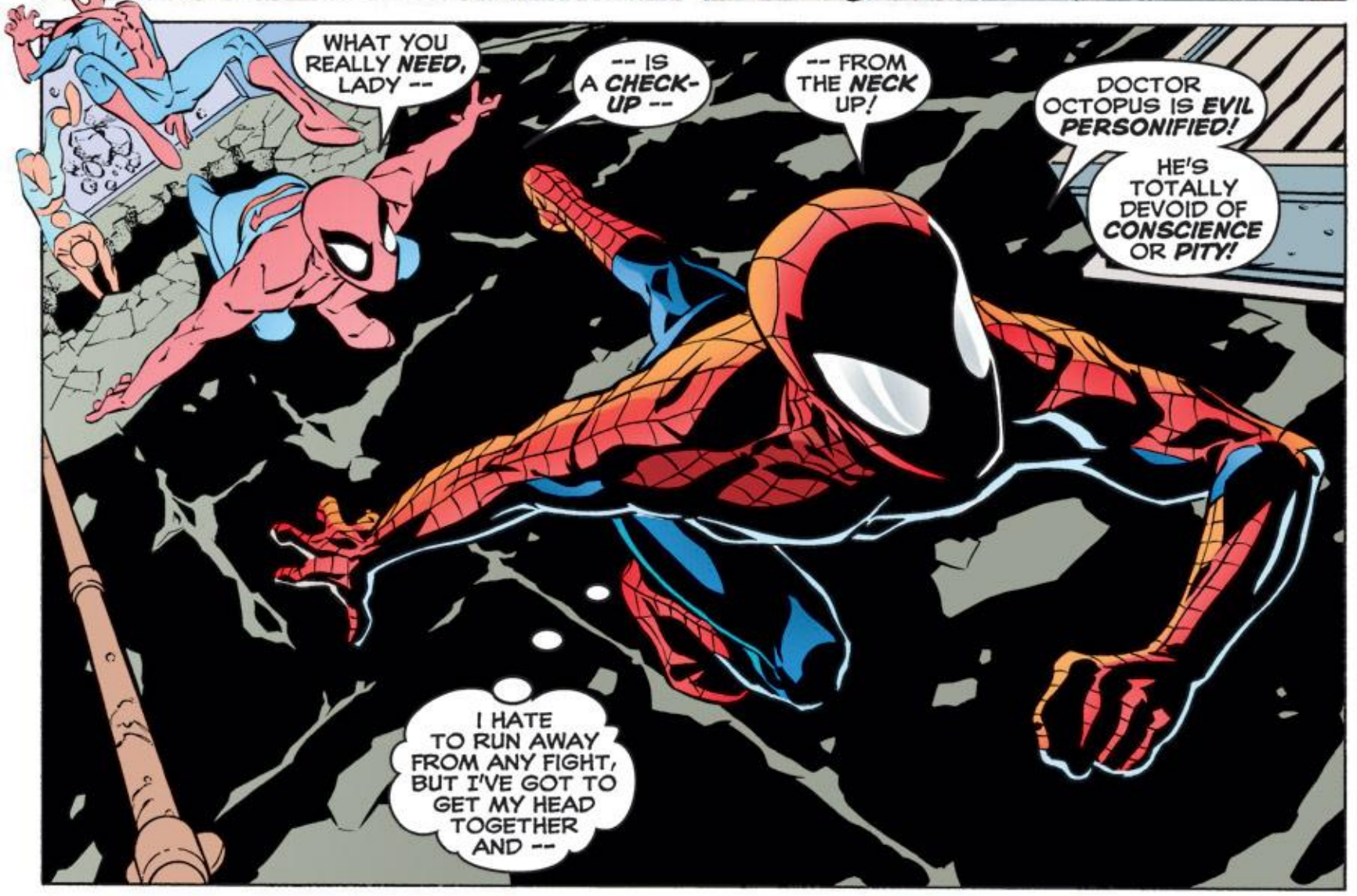

TO
FREE
MYSELF!

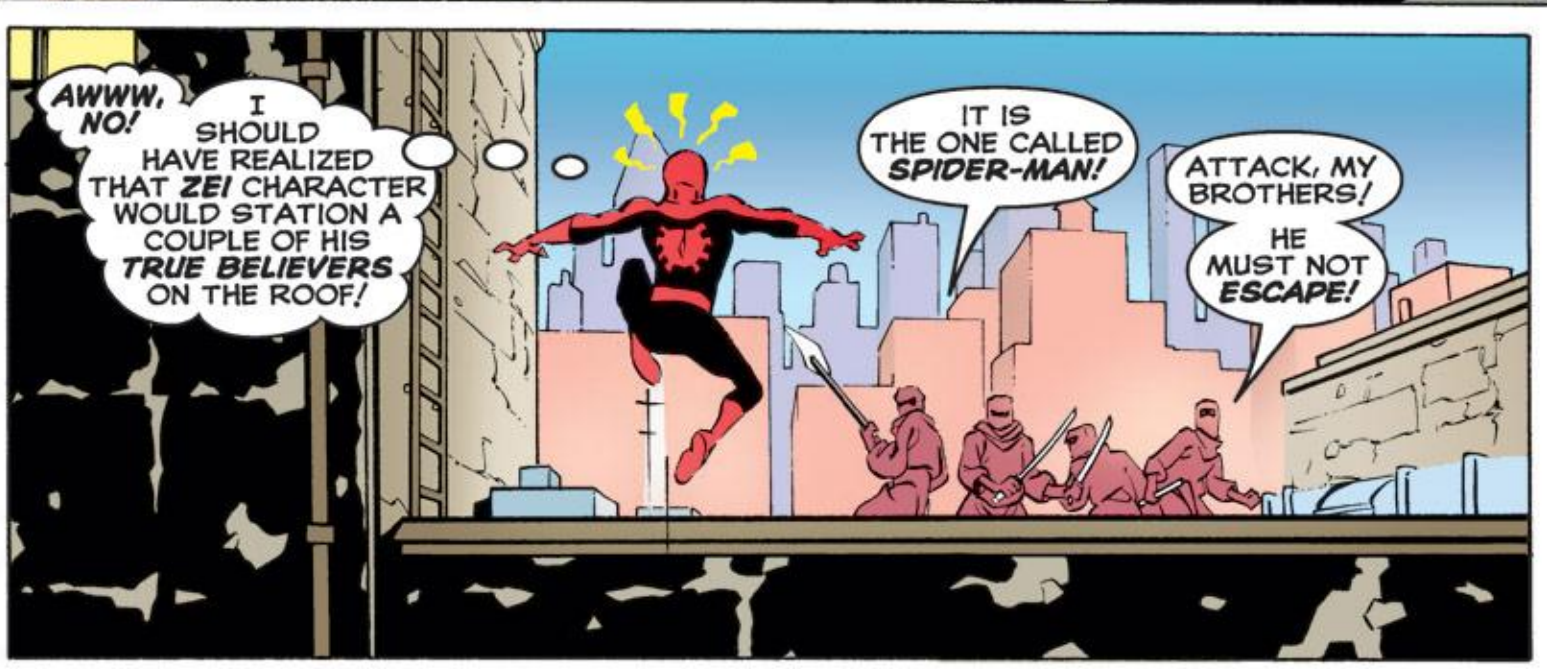
WHEW! WHAT A NIGHTMARE!
THESE TRUE BELIEVER NINJAS MUST HAVE DONE SOMETHING TO ME TO CAUSE SUCH A WILD HALLUCINATION!
AT LEAST I HOPE THAT'S THE EXPLANATION!
STOP IT!
YOU'LL RUIN EVERY-THING!
GET BACK INTO POSITION!

MY PRECIOUS OTTO NEEDS YOUR LIFE-FORCE!
I HATE TO BELABOR THE OBVIOUS, STUNNER --
-- SO DO I!
Uh-Oh! HEAD'S STILL GROGGY! REFLEXES ARE MORE THAN A TAD OFF!
I'M IN NO CONDITION FOR A PROLONGED BATTLE IN THIS CONFINED AREA!

SINCE I CAN'T GIVE YOU MY LIFE-FORCE, HOW'S ABOUT YOU SETTLE FOR SOME EMPTY WEB CARTRIDGES --
-- AND A SLIGHTLY USED SCARLET SPIDER COSTUME?
WOMP
I NEED TO TAKE THIS FIGHT OUTDOORS --

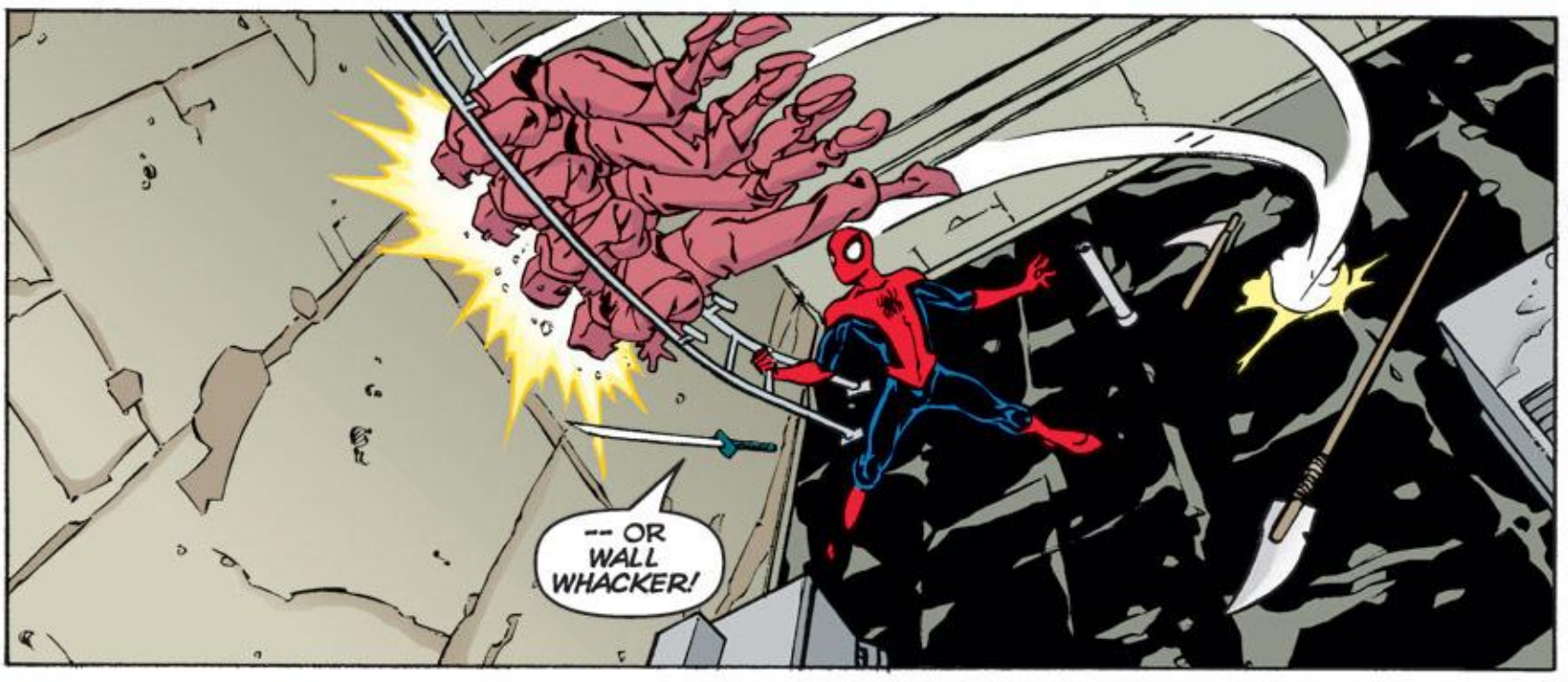

"-- WHERE I CAN GET A LITTLE BREATHING ROOM!"
KERASSH
YOU FOOL! THIS WORLD DESPERATELY NEEDS OTTO OCTAVIUS --
-- AND SO DO I!

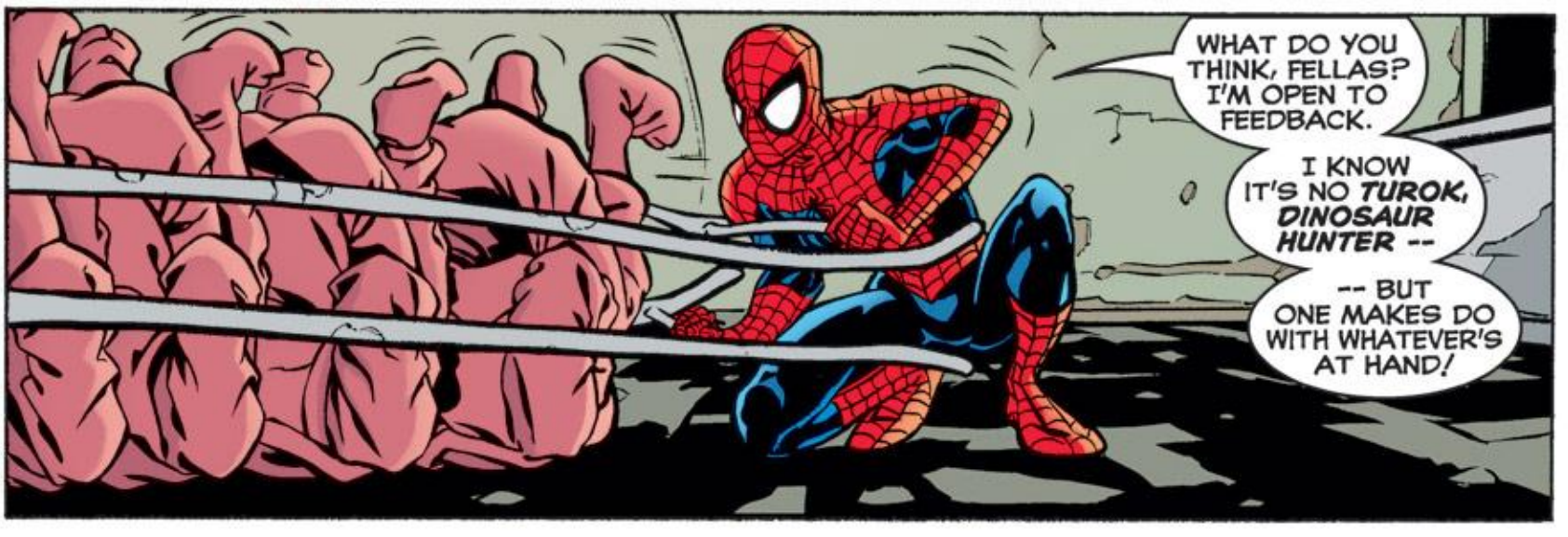

WHAT YOU REALLY NEED, LADY --
-- IS A CHECK-UP --
-- FROM THE NECK UP!
DOCTOR OCTOPUS IS EVIL PERSONIFIED!
HE'S TOTALLY DEVOID OF CONSCIENCE OR PITY!
I HATE TO RUN AWAY FROM ANY FIGHT, BUT I'VE GOT TO GET MY HEAD TOGETHER AND --

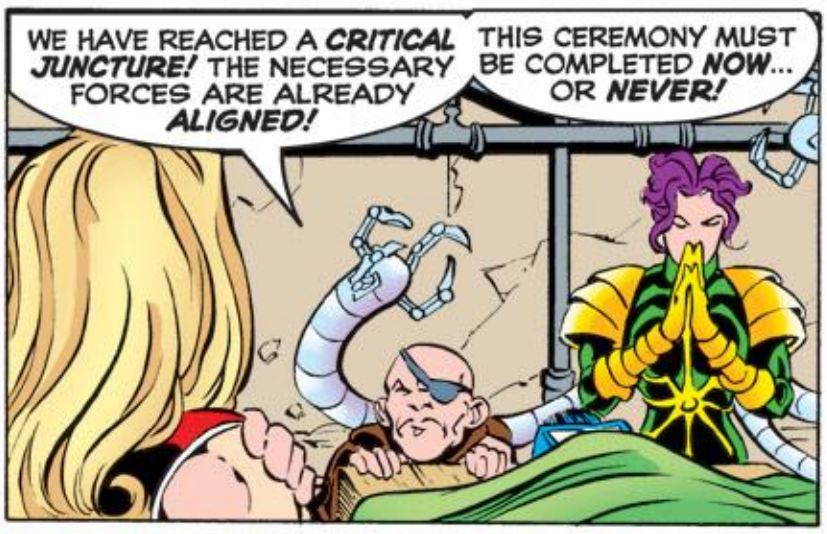

AWWW, NO!
I SHOULD HAVE REALIZED THAT ZE! CHARACTER WOULD STATION A COUPLE OF HIS TRUE BELIEVERS ON THE ROOF!
IT IS THE ONE CALLED SPIDER-MAN!
ATTACK, MY BROTHERS!
HE MUST NOT ESCAPE!

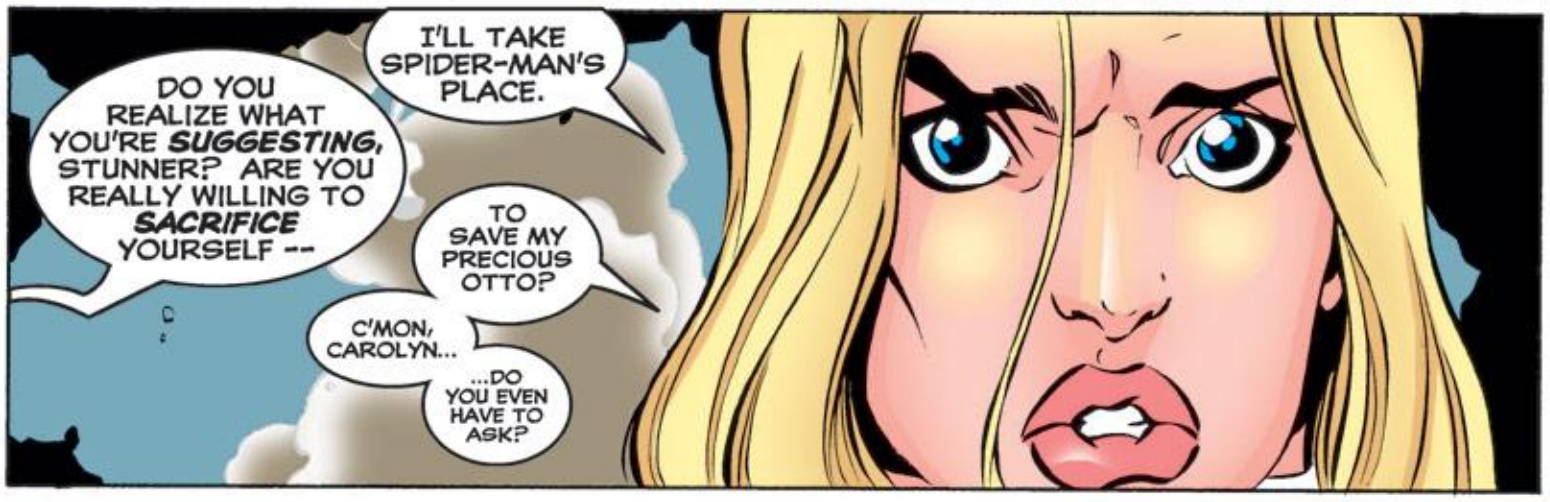
NOT TO WORRY, BUDDY BOY! ESCAPE ISN'T IN MY GAME PLAN!
SPEAKING OF GAMES, I HAVE A REAL HOT ONE I'D LIKE TO SHARE WITH YOU!
MY ONLY TROUBLE IS I DON'T KNOW IF I SHOULD CALL IT --

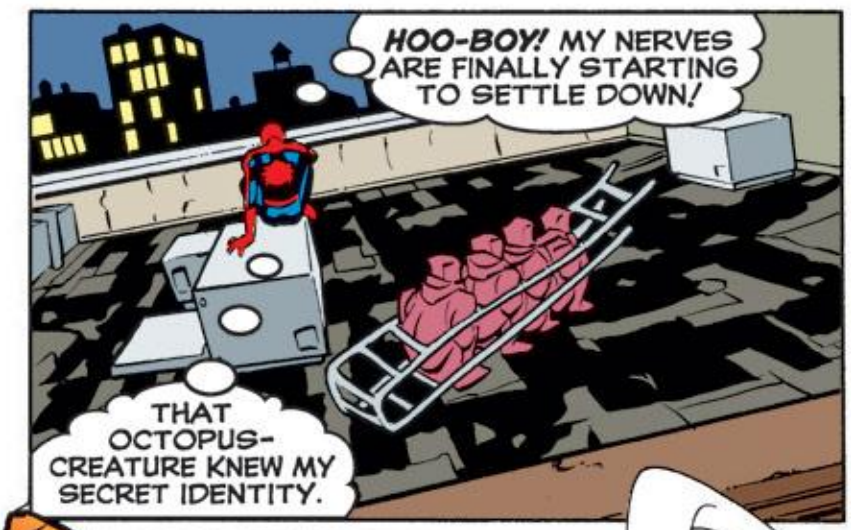
-- NINJA JAM --


-- OR WALL WHACKER!


WHAT DO YOU THINK, FELLAS? I'M OPEN TO FEEDBACK.
I KNOW IT'S NO TUROK, DINOSAUR HUNTER --
-- BUT ONE MAKES DO WITH WHATEVER'S AT HAND!





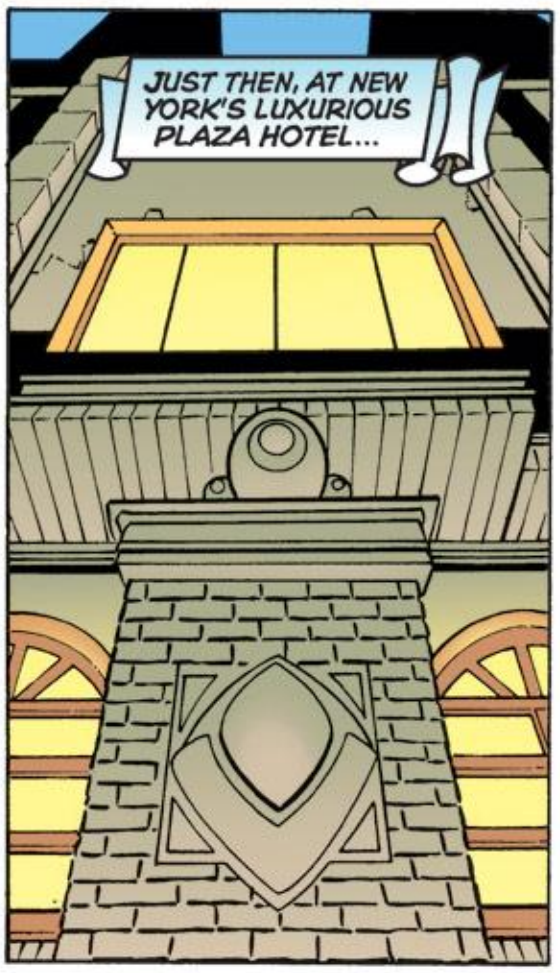


HI, DELILAH!

WHERE'S YOUR BUDDY -- THE ROSE?!

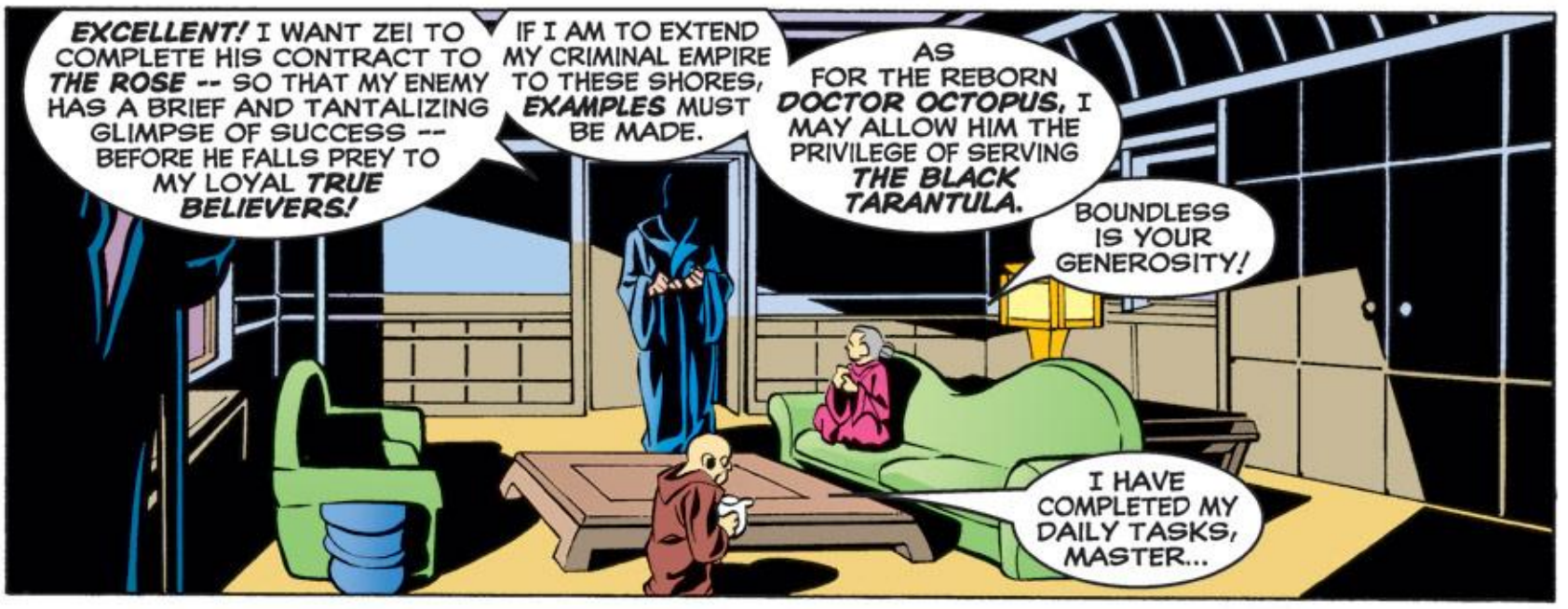
PROBABLY Cowering IN SOME CORNER! HE TENDS TO GET RATHER Unsettled WHEN THINGS DON'T GO AS PLANNED.

I, HOWEVER, PREFER A MORE Aggressive RESPONSE!


JUST THEN, AT NEW YORK'S LUXURIOUS PLAZA HOTEL...

IF ALL IS GOING ACCORDING TO SCHEDULE --
-- MY BROTHER SHOULD BE ATTENDING TO THE RESURRECTION OF DOCTOR OCTOPUS!

I TRUST ZEI WILL NOT FAIL ME, MADAM QWA.
HE UNDER-STANDS THE PENALTY FOR FAILURE, MY DEATHLESS MASTER.

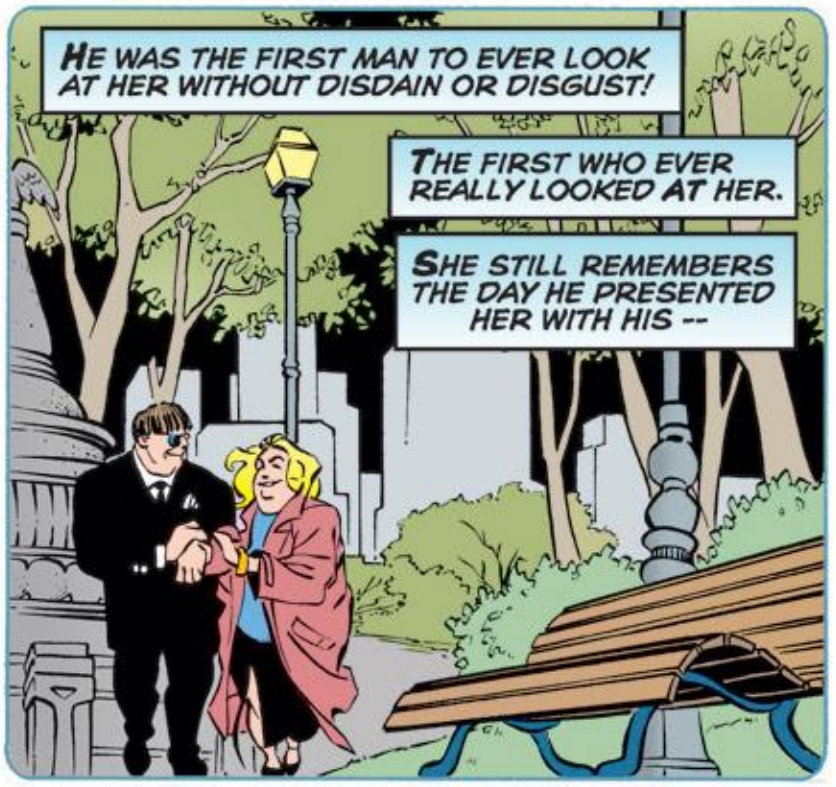

EXCELLENT! I WANT ZEI TO COMPLETE HIS CONTRACT TO THE ROSE -- SO THAT MY ENEMY HAS A BRIEF AND TANTALIZING GLIMPSE OF SUCCESS -- BEFORE HE FALLS PREY TO MY LOYAL TRUE BELIEVERS!
IF I AM TO EXTEND MY CRIMINAL EMPIRE TO THESE SHORES, EXAMPLES MUST BE MADE.
AS FOR THE REBORN DOCTOR OCTOPUS, I MAY ALLOW HIM THE PRIVILEGE OF SERVING THE BLACK TARANTULA.
BOUNDLESS IS YOUR GENEROSITY!
I HAVE COMPLETED MY DAILY TASKS, MASTER...

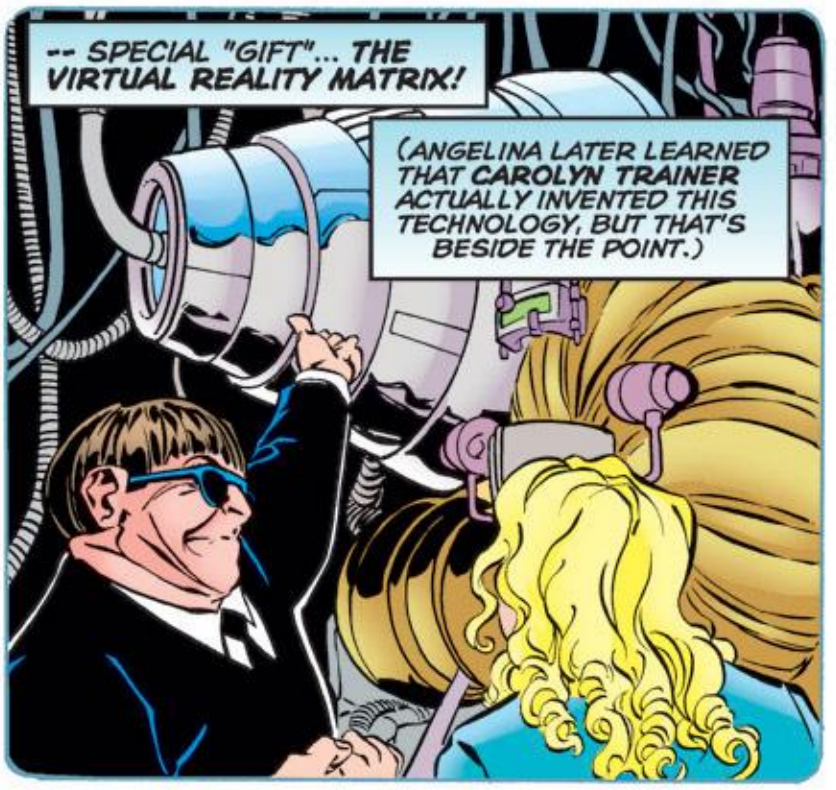
... IF YOU AND MADAM QWA WILL PLEASE EXCUSE ME, I WILL TAKE MY LEAVE.

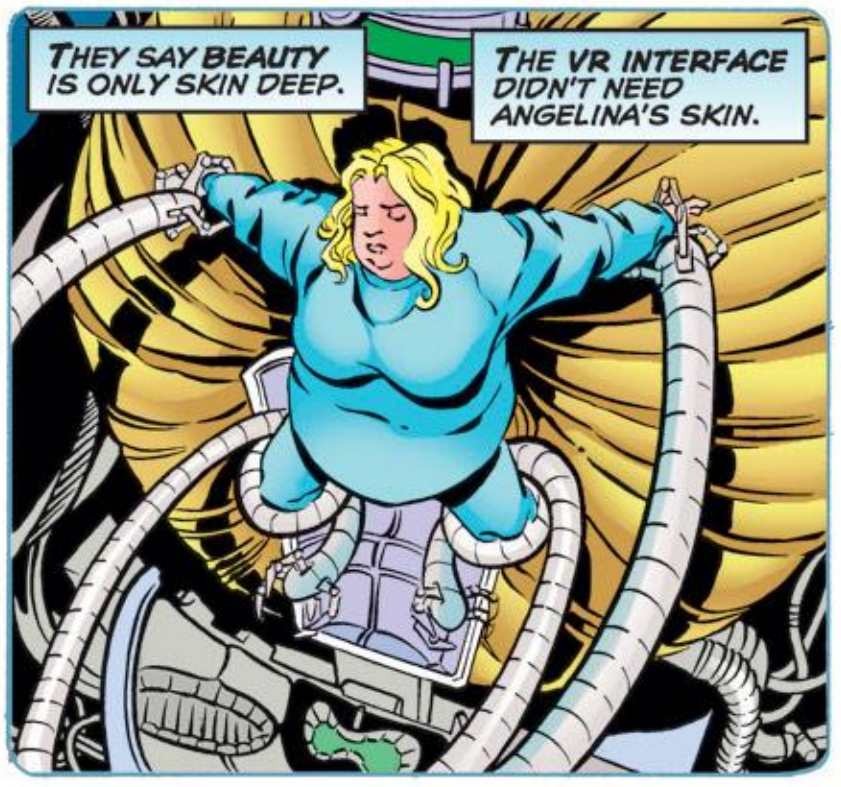
OFF TO DO A LITTLE SIGHTSEEING, CHESBRO?

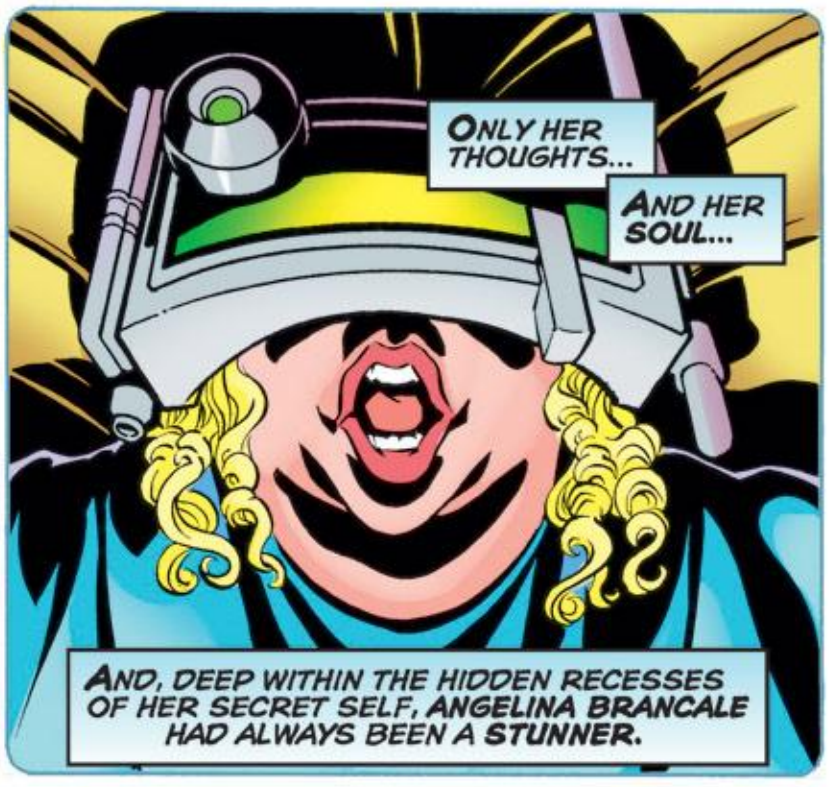
NOT THAT IT CONCERNS YOU, QWA, BUT MY MANSERVANT IS GOING ON AN ERRAND --
-- OF A MOST PERSONAL NATURE!

POOR OTTO!
SO KIND!
SO GENTLE AND CARING!


HE WAS THE FIRST MAN TO EVER LOOK AT HER WITHOUT DISDAIN OR DISGUST!
THE FIRST WHO EVER REALLY LOOKED AT HER.
SHE STILL REMEMBERS THE DAY HE PRESENTED HER WITH HIS --


-- SPECIAL "GIFT"... THE VIRTUAL REALITY MATRIX!
(ANGELINA LATER LEARNED THAT CAROLYN TRAINER ACTUALLY INVENTED THIS TECHNOLOGY, BUT THAT'S BESIDE THE POINT.)


THEY SAY BEAUTY IS ONLY SKIN DEEP.
THE VR INTERFACE DIDN'T NEED ANGELINA'S SKIN.

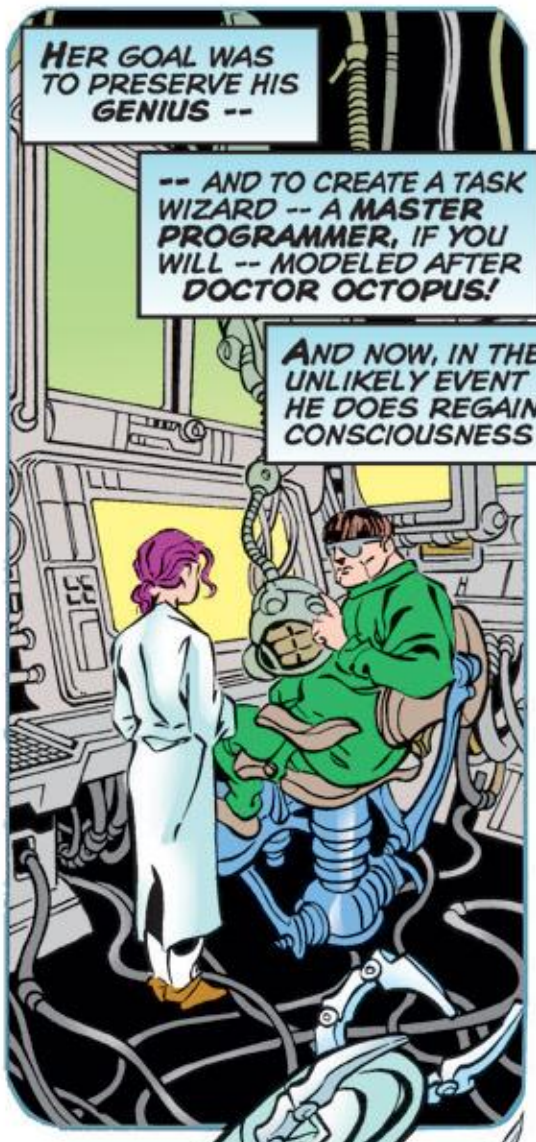

ONLY HER THOUGHTS...
AND HER SOUL...
AND, DEEP WITHIN THE HIDDEN RECESSES OF HER SECRET SELF, ANGELINA BRANCALE HAD ALWAYS BEEN A STUNNER.

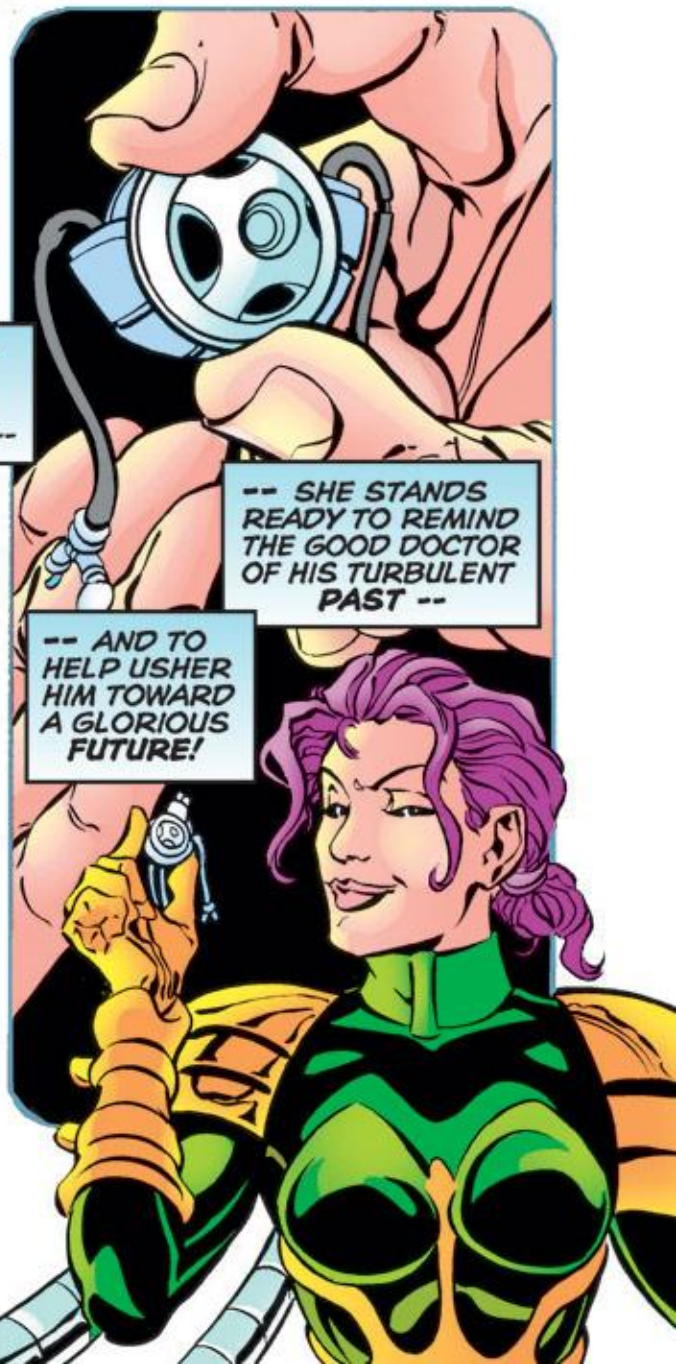
OTTO HAD GIVEN HER A WHOLE NEW LIFE.
(SHE'D HAVE DONE ANYTHING TO SAVE HIM.)
HE LOVED HER!
(AND, SINCE SHE STILL LOVES HIM, SHE'S WILLING TO DO EVEN MORE --)

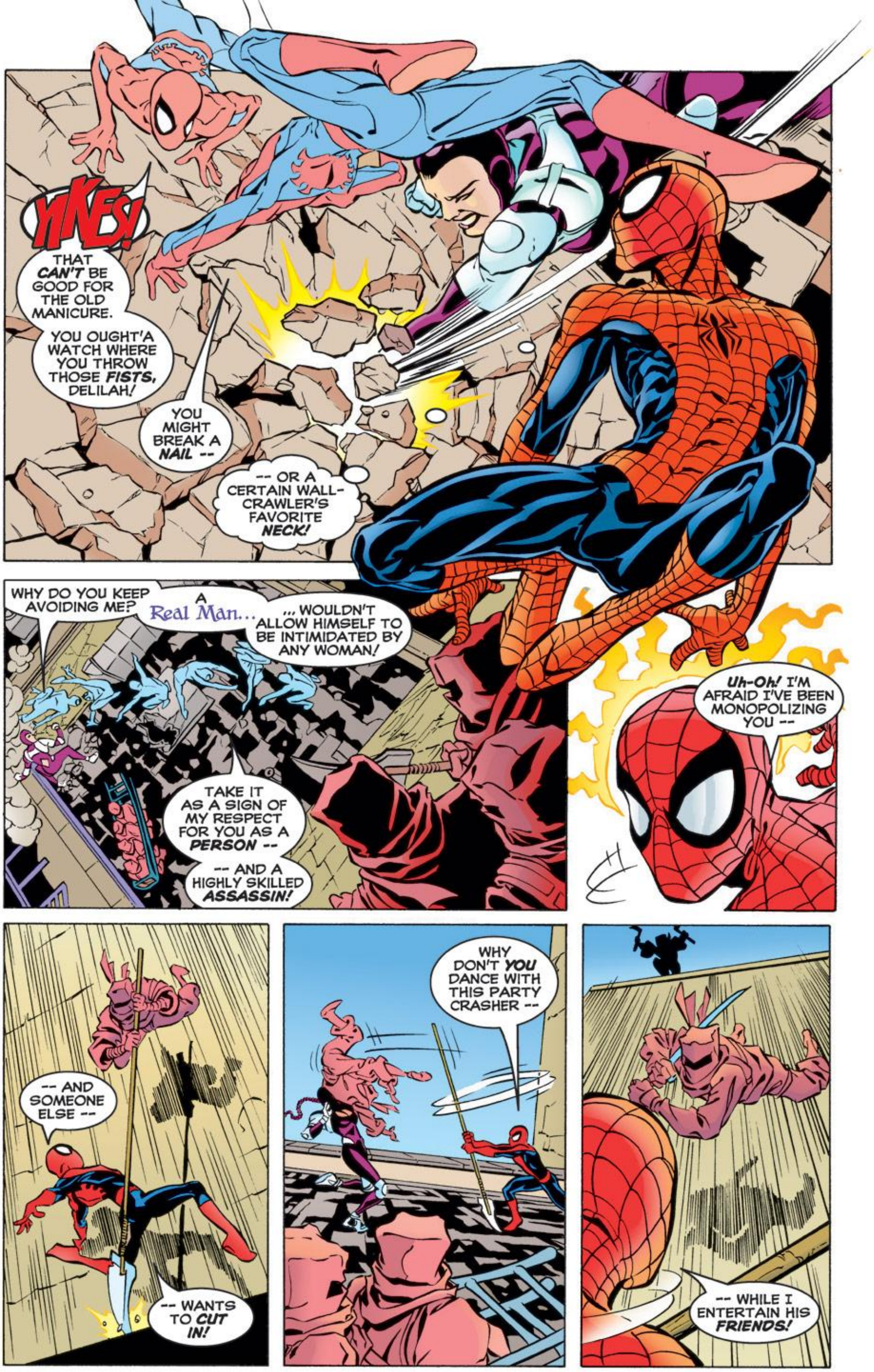
-- TO BRING HIM BACK!
THE SACRIFICE IS READY.
THE GREAT BEAST MUST BE APPEASED.
LET THE SACRED CEREMONY RESUME... AND BE COMPLETED!

YOU LISTEN TO ME, ANGELINA. THERE'S NO REASON FOR YOU TO DIE.
THIS LITTLE CHARLATAN DOESN'T KNOW YOU'RE ONLY A VIRTUAL REALITY SIMULACRUM --
-- AND THAT YOUR REAL BODY IS STILL INSIDE THE VR MATRIX!
S-SHOULD WE TELL HIM?
MY LIFE ISN'T IMPORTANT.
ONLY OTTO MATTERS!
A SHARP GLANCE SILENCES STUNNER.

CAROLYN TRAINER DOESN'T BELIEVE ZEI CAN REVIVE THE DEAD --
-- BUT, AS A SCIENTIST, SHE'S ALWAYS OPEN TO EXPERIMENTATION.
MONTHS BEFORE HE DIED, OTTO OCTAVIUS CONVINCED CAROLYN TO DOWNLOAD ALL HIS MEMORIES INTO A HIGHLY SOPHISTICATED INTERACTIVE COMPUTER FILE.


HER GOAL WAS TO PRESERVE HIS GENIUS --
-- AND TO CREATE A TASK WIZARD -- A MASTER PROGRAMMER, IF YOU WILL -- MODELED AFTER DOCTOR OCTOPUS!
AND NOW, IN THE UNLIKELY EVENT HE DOES REGAIN CONSCIOUSNESS --


-- SHE STANDS READY TO REMIND THE GOOD DOCTOR OF HIS TURBULENT PAST --
-- AND TO HELP USHER HIM TOWARD A GLORIOUS FUTURE!


YIKES!
THAT CAN'T BE GOOD FOR THE OLD MANICURE.
YOU OUGHT'A WATCH WHERE YOU THROW THOSE FISTS, DELILAH!
YOU MIGHT BREAK A NAIL --
-- OR A CERTAIN WALL-CRAWLER'S FAVORITE NECK!
WHY DO YOU KEEP AVOIDING ME?
A Real Man...
... WOULDN'T ALLOW HIMSELF TO BE INTIMIDATED BY ANY WOMAN!
TAKE IT AS A SIGN OF MY RESPECT FOR YOU AS A PERSON --
-- AND A HIGHLY SKILLED ASSASSIN!
Uh-Oh! I'M AFRAID I'VE BEEN MONOPOLIZING YOU --
-- AND SOMEONE ELSE --
-- WANTS TO CUT IN!
WHY DON'T YOU DANCE WITH THIS PARTY CRASHER --
-- WHILE I ENTERTAIN HIS FRIENDS!

A LITTLE NINJA BALL ALWAYS ADDS TO THE FESTIVITIES!

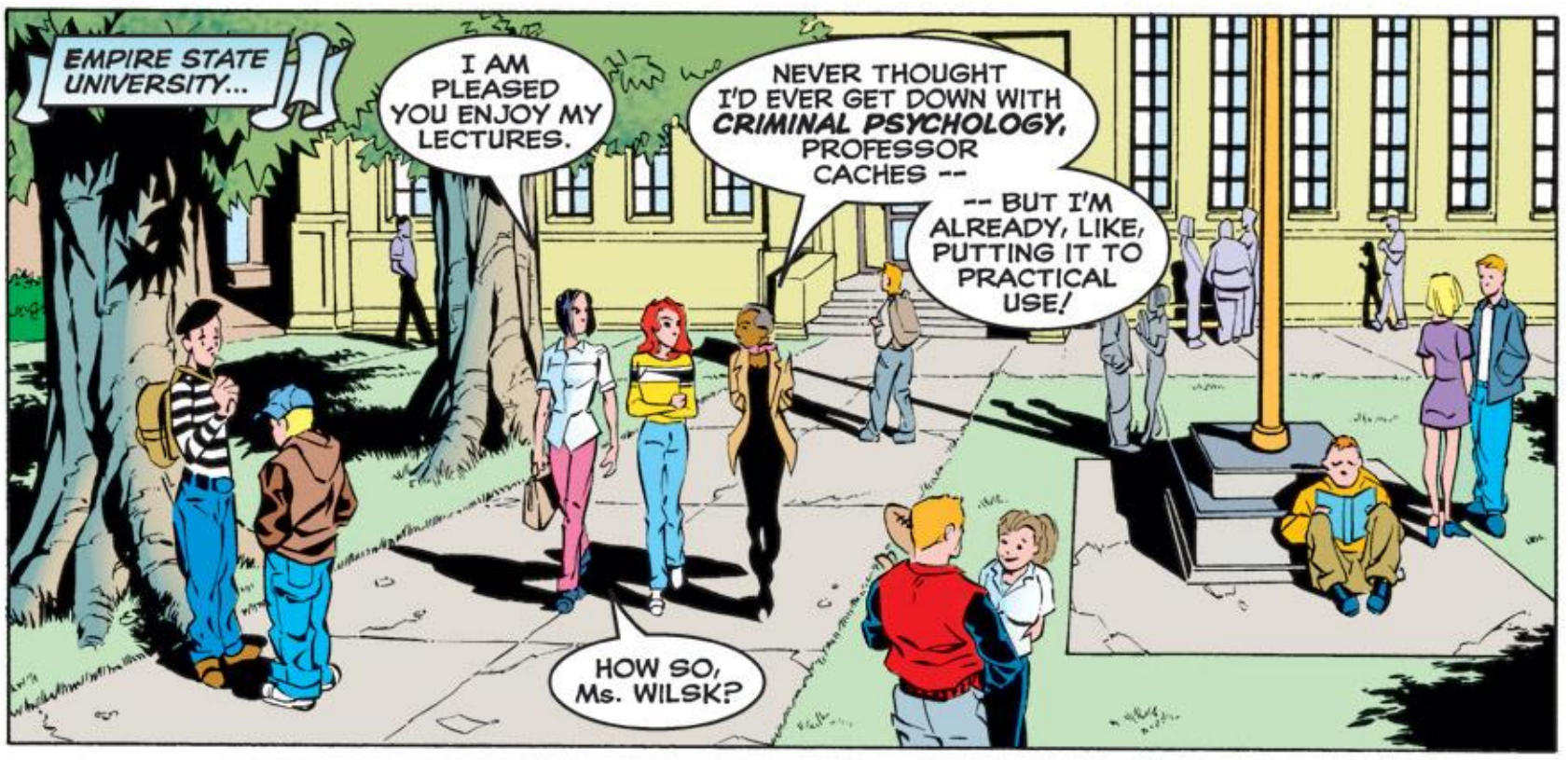
WHOA!
WHAT WAS I THINKING?!
THWIPP
I DIDN'T SORT MY GARBAGE BEFORE TOSSING IT AWAY --

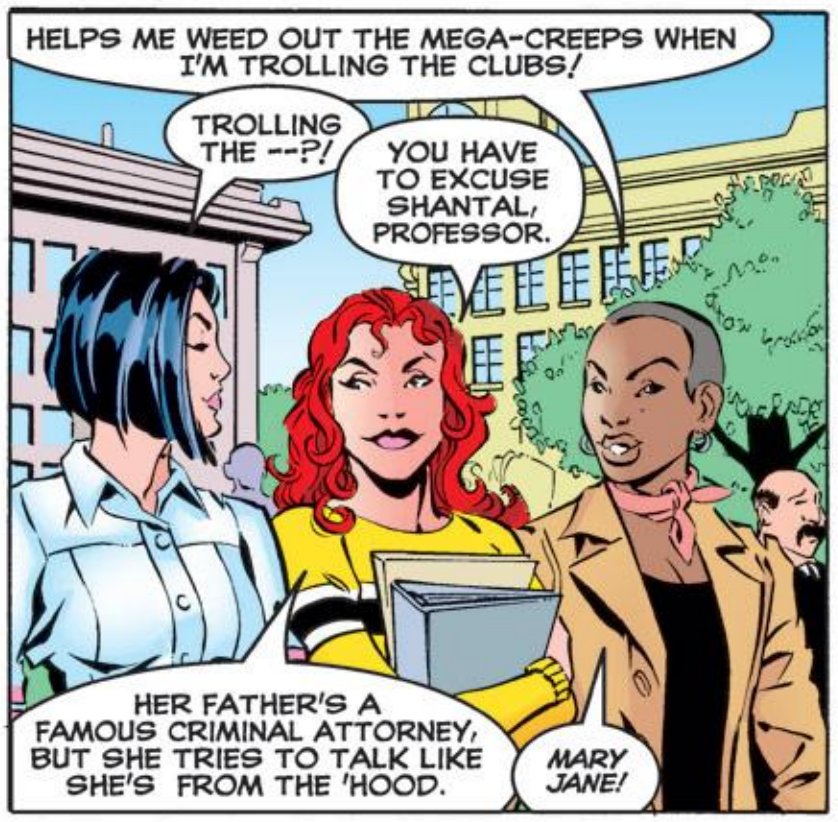
-- AND SOME THINGS SHOULD BE RECYCLED!
I HOPE YOU WON'T TAKE OFFENSE IF I CLOBBER YOU AND RUN, DELILAH --

-- BUT I'M REAL ANXIOUS TO PREVENT THE RESURRECTION OF A CERTAIN MULTIPLE-ARMED MANIAC!
YOU DON'T REALLY BELIEVE Zei CAN PULL IT OFF -- Do You?!

TRUST ME, SPIDER-MAN...
... ZEI WILL Fail --
-- AND I WILL ELIMINATE Him --

-- AFTER I'M FINISHED WITH You!
GEEEE...
...I GUESS THAT'S COMFORTING --
-- ON THE BIZARRO WORLD!


EMPIRE STATE UNIVERSITY...
I AM PLEASED YOU ENJOY MY LECTURES.
NEVER THOUGHT I'D EVER GET DOWN WITH CRIMINAL PSYCHOLOGY, PROFESSOR CACHES --
-- BUT I'M ALREADY, LIKE, PUTTING IT TO PRACTICAL USE!
HOW SO, Ms. WILSK?


HELPS ME WEED OUT THE MEGA-CREEPS WHEN I'M TROLLING THE CLUBS!
TROLLING THE --?!
YOU HAVE TO EXCUSE SHANTAL, PROFESSOR.
HER FATHER'S A FAMOUS CRIMINAL ATTORNEY, BUT SHE TRIES TO TALK LIKE SHE'S FROM THE 'HOOD.
MARY JANE!

WHAT ABOUT YOU, Ms. PARKER? WHAT DREW YOU TO MY CLASS?
MY HUSBAND'S A FREE-LANCE PHOTOGRAPHER FOR THE DAILY BUGLE --
-- AND HIS WORK OFTEN EXPOSES HIM TO A LESS-THAN-SAVORY ELEMENT.

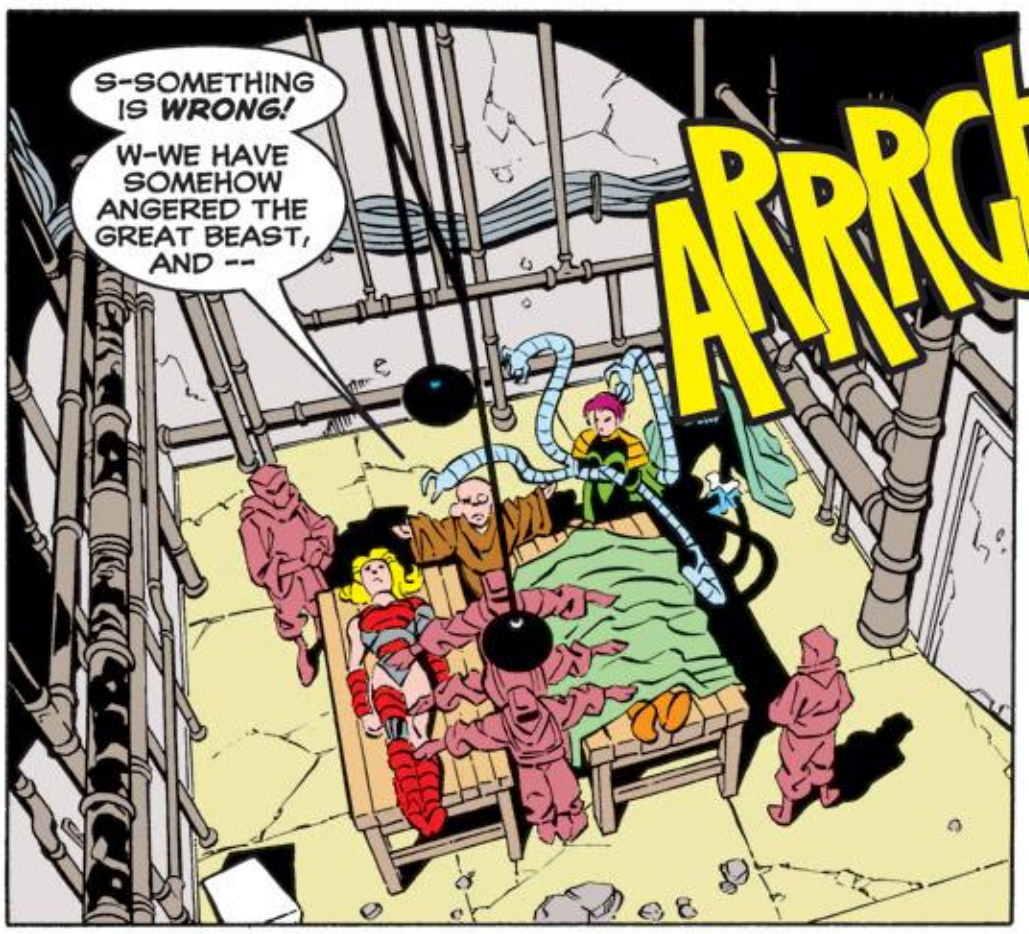
FASCINATING!
YOU TWO SEEM TO BE INTELLIGENT YOUNG WOMEN -- AND YET -- YOUR ACADEMIC DECISIONS HAVE BEEN HEAVILY INFLUENCED BY THE MEN IN YOUR LIVES.
SAY WHAA --?!

RELAX, SHANTAL -- AND PLEASE CALL ME MARINA -- IT WAS AN OBSERVATION, NOT A CRIITICISM.
TO TELL YOU THE TRUTH, I LEFT THE COUNTRY OF MY BIRTH BECAUSE OF A MAN.
CURRENT BOYFRIEND?
FORMER HUSBAND.

THE BIGGEST PROBLEM WITH LOVE IS THAT IT OFTEN LEADS TO MISERY...

Ha!
YOUR SPEED AND REFLEXES CAN'T HELP YOU WHEN YOU DON'T HAVE ROOM TO OPERATE!
MAYBE *JURKK!* NOT, BUT I CAN STILL RELY ON MY RAPIER-LIKE *WIT* --
-- AND MY STONE-LIKE *HEAD!*

WHAT'S THE PROBLEM, ZEI?
THIS BLASTED CEREMONY IS TAKING FOREVER!


S-SOMETHING IS *WRONG!*
W-WE HAVE SOMEHOW ANGERED THE GREAT BEAST, AND --
ARRRGH!

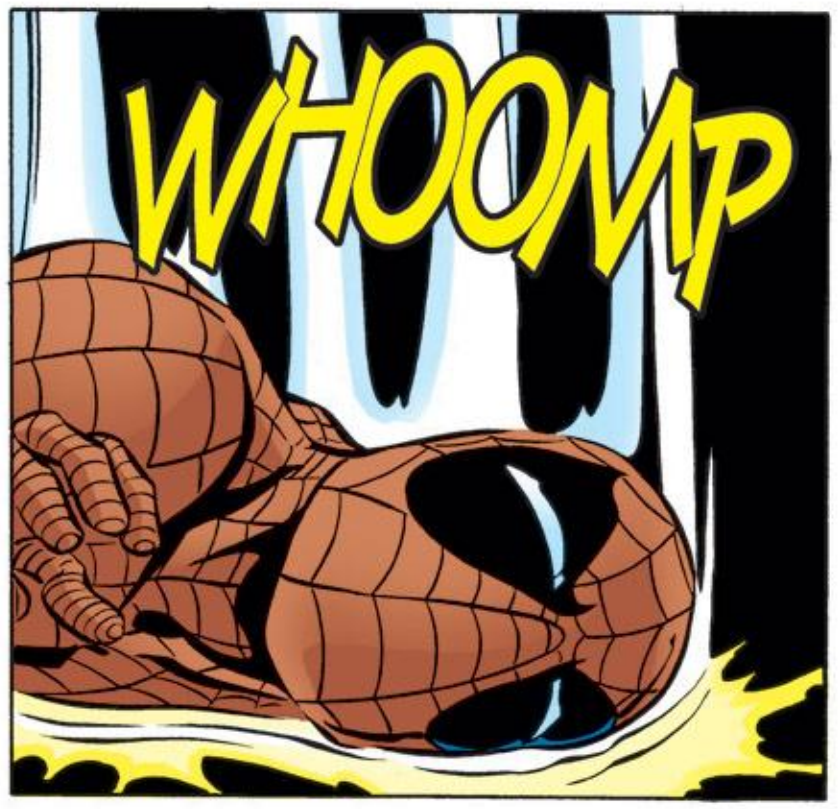
Uh...
...FORGET THE UPDATES!
JUST CALL ME WHEN IT'S OVER!

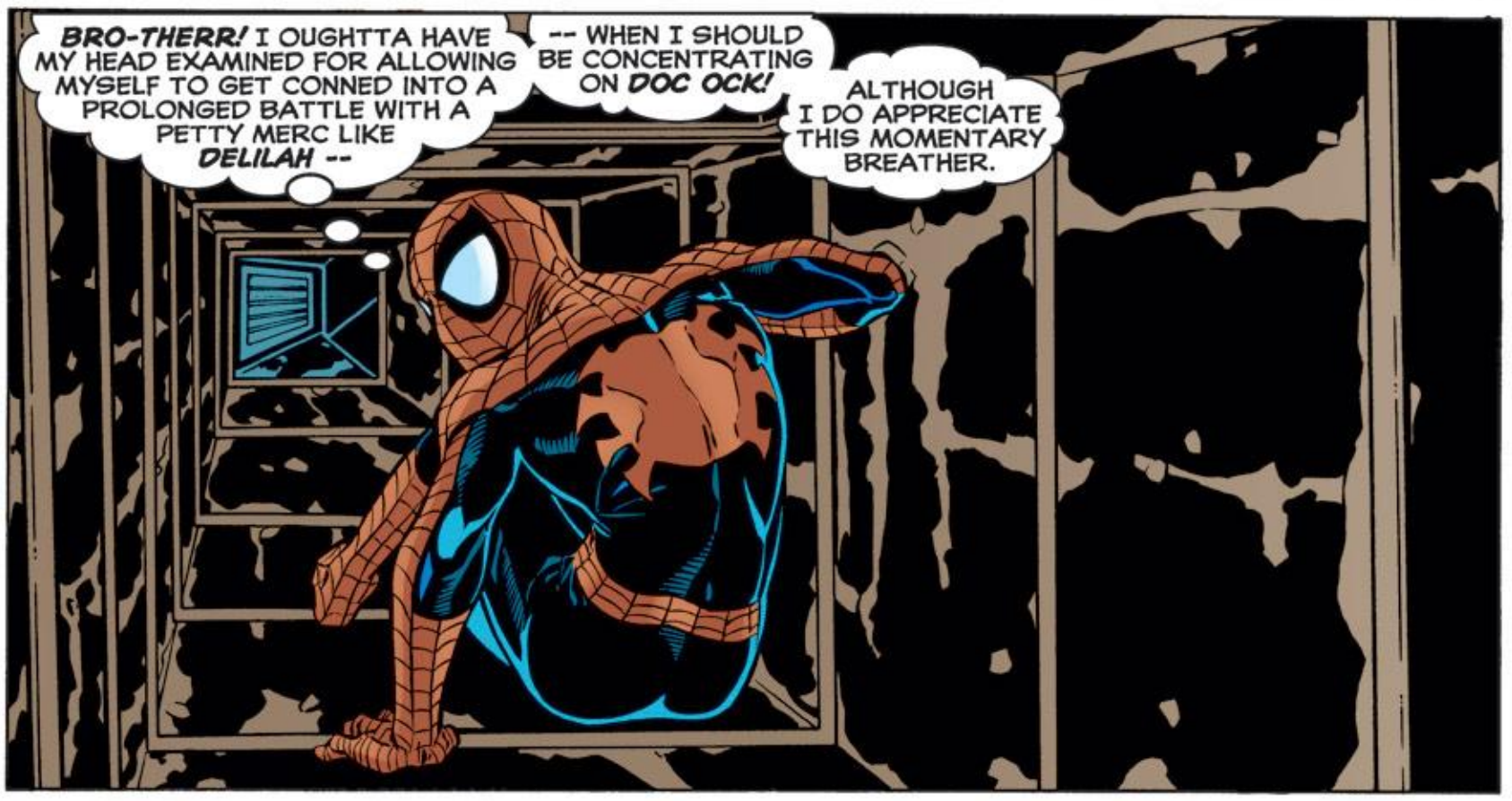
YOU MADE THE BIGGEST Mistake OF YOUR LIFE WHEN YOU CHALLENGED ME!
NOT REALLY!
YOU HAVEN'T SEEN MY STOCK PORTFOLIO.
HEY! WHAT ARE YOU DOING --?!

SINCE YOU'RE AT A DISTINCT Disadvantage IN A CONFINED SPACE --

--Delilah's Gonna Rule!

AARRGH!
M-MAYBE WE SHOULD DISCUSS THAT REFUND --!
GET READY, ANGELINA! ON MY SIGNAL --!


WHOOMP


BRO-THERR! I OUGHTTA HAVE MY HEAD EXAMINED FOR ALLOWING MYSELF TO GET CONNED INTO A PROLONGED BATTLE WITH A PETTY MERC LIKE DELILAH --
-- WHEN I SHOULD BE CONCENTRATING ON DOC OCK!
ALTHOUGH I DO APPRECIATE THIS MOMENTARY BREATHER.

EVEN THOUGH I KNOW IT'S NOT GOING TO ƷUNGNNƐ LAST!
DID YOU Miss ME, SPIDER?
SORRY FOR THE DELAY, BUT A GIRL LIKES TO LOOK HER Best --

-- Especially When She's Getting Nasty With Her Man!
...ƷARKKƐ MY SPIDER-SENSE KEEPS WARNING ME SHE'S ABOUT TO STRIKE --
-- BUT I HAVE NO SPACE TO AVOID HER!

NOW, ANGELINA! RETURN TO YOUR REAL BODY!
NOW!

AIYEEE!
W-WHAT ABOUT

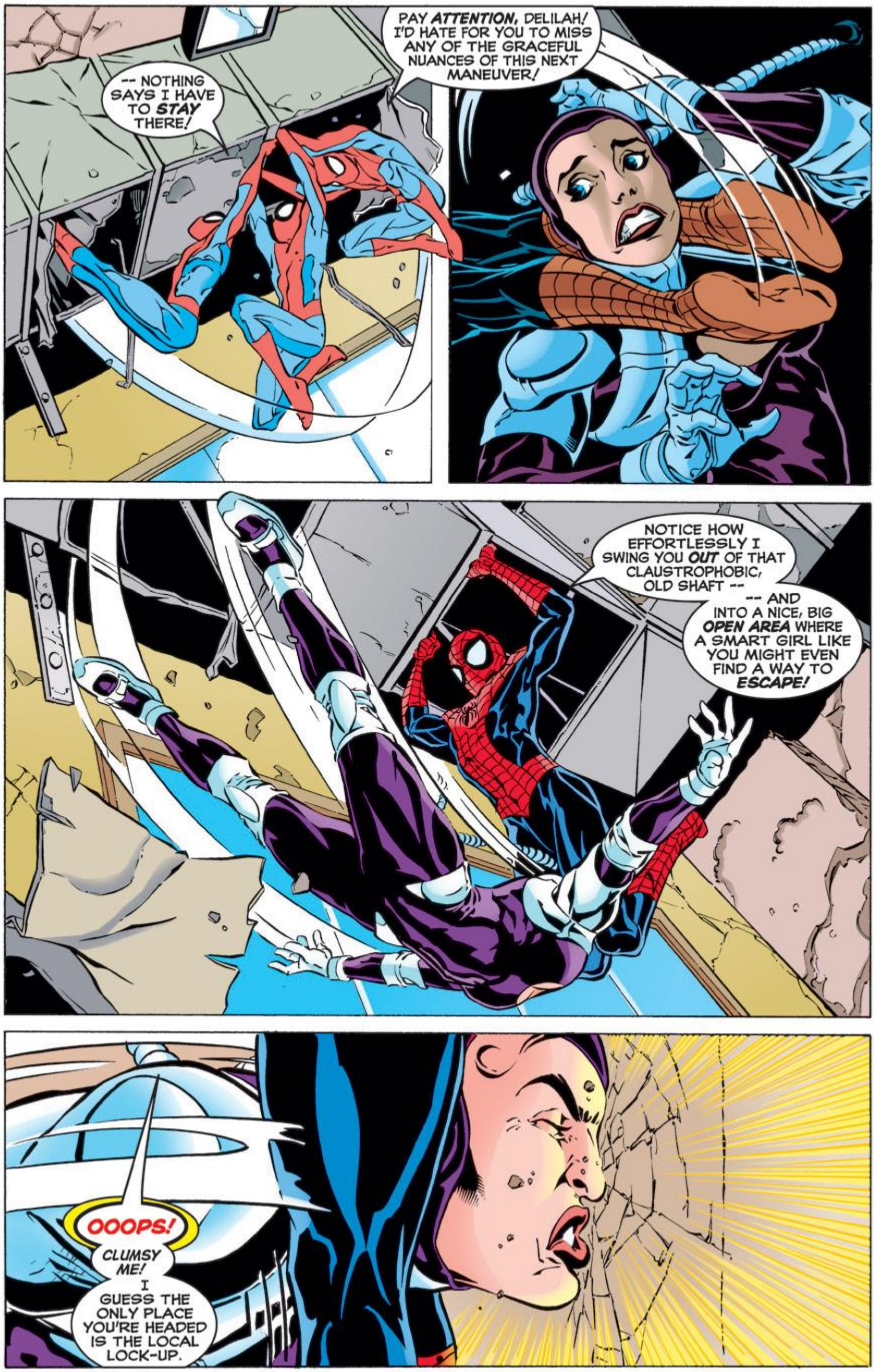
OTTOOOOO!

SPWATT
BTWANG
KWAK
HOW DOES IT FEEL TO BE ON THE Receiving END, HANDSOME?
DO I DETECT A NOTE OF JURKE HOSTILITY IN YOUR VOICE?
BONK
I WASN'T Born AN ASSASSIN --
PWOK

-- BUT THIS IS NO TIME TO SWAP LIFE STORIES!
ESPECIALLY SINCE YOURS NEARS ITS Conclusion!
THAT'S ONLY YOUR OPINION, LADY!

WHILE YOU SWING WILD, I'VE BEEN PLAYING POSSUM --
-- AND SECRETLY GATHERING MY STRENGTH!

WHILE I'M THE FIRST TO ADMIT THAT I'M NOT AT MY BEST IN A CLOSED AREA --
RRIPPP


-- NOTHING SAYS I HAVE TO STAY THERE!
PAY ATTENTION, DELILAH! I'D HATE FOR YOU TO MISS ANY OF THE GRACEFUL NUANCES OF THIS NEXT MANEUVER!
NOTICE HOW EFFORTLESSLY I SWING YOU OUT OF THAT CLAUSTROPHOBIC, OLD SHAFT --
-- AND INTO A NICE, BIG OPEN AREA WHERE A SMART GIRL LIKE YOU MIGHT EVEN FIND A WAY TO ESCAPE!
OOOPS!
CLUMSY ME!
I GUESS THE ONLY PLACE YOU'RE HEADED IS THE LOCAL LOCK-UP.

-:WHEW:- I HATE TO SOUND SEXIST, BUT I NEVER REALIZED DELILAH WOULD GIVE ME SUCH A STRUGGLE.
I ACHE IN PLACES I'D RATHER NOT THINK ABOUT.
I JUST HOPE SHE'S OUT FOR THE --
AW, NO!
T-THIS CAN'T BE HAPPENING--!
I-IT CAN'T BE --
"-- HIM?!"
WHAT'S THE MATTER, SPIDER-MAN?
HAVE YOU NO WITTY REMARK -- NO CORDIAL WORD OF GREETING -- FOR AN OLD FRIEND?
AREN'T YOU HAPPY TO SEE DOCTOR OCTOPUS?
TO BE CONTINUED!
'NUFF SAID!