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THE DAUGHTER OF THE TRUE SPIDER-MAN!®

SPIDER-GIRL™

JUNE

#9

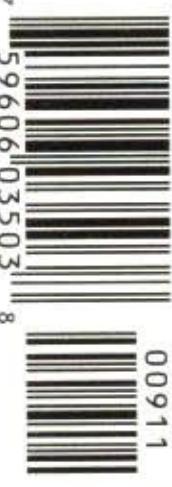
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AO
AUTHORITY

AND NOW, BY
POPULAR DEMAND,
WE ARE PLEASED
TO PRESENT--

--THE
LONG-AWAITED
**DEFEAT OF
SPIDER-GIRL!**

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DEFALCO

OLLIFFE

WILLIAMSON

STAN LEE PRESENTS THE STUNNING SPIDER-GIRL!

TRAINING MATTERS!

YOUR NAME IS MAY "MAYDAY" PARKER, AND YOU SHOULD BE MUCH MORE CAREFUL ABOUT WHAT YOU WISH FOR.

EVER SINCE YOU LEARNED THAT YOUR FATHER USED TO BE THE COSTUMED ADVENTURER KNOWN AS SPIDER-MAN--

--(AND THAT YOU HAD SOMEHOW INHERITED HIS AMAZING POWERS)---

--YOU'VE DREAMED OF THE DAY WHEN HE'D FINALLY ACCEPT THE FACT THAT YOU INTENDED TO FOLLOW IN HIS WEB-STEPS--

--WHEN HE'D TAKE YOU UNDER HIS WING AND TEACH YOU EVERYTHING YOU NEEDED TO KNOW ABOUT THE HERO BIZ.

THAT DAY HAS ARRIVED AT LAST!

HAPPY NOW?

NO! NO!
No!

TOM DeFALCO
writer

PAT OLLIFFE
penciler

AL WILLIAMSON
inker

JACK MORELLI & CHRISTIE SCHEELE
letterer

BOB HARRAS
chief

SPIDER-GIRL™ Vol. 1, No. 9, June, 1999. (ISSN#1522-3655) Published by MARVEL COMICS, a division of MARVEL ENTERPRISES, INC. Eric Ellenbogen, President; Avi Arad, Chief Creative Officer; J. Winston Fowkes, Publisher; Stan Lee, Chairman Emeritus. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. PERIODICALS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1999 Marvel Characters, Inc. All rights reserved. Price \$1.99 per copy in the U.S. and \$2.99 in Canada. Subscription rate for 12 issues: U.S. \$23.88; foreign \$35.88; and Canadian subscribers must add \$10.00 for postage and GST #R127032852. 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. SPIDER-GIRL (including all prominent characters featured in this issue and the distinctive likenesses thereof) is a trademark of MARVEL CHARACTERS, INC. POSTMASTER: SEND ADDRESS CHANGES TO SPIDER-GIRL, c/o MARVEL DIRECT MARKETING CORP./SUBSCRIPTION DEPT. P.O. BOX 1979 DANBURY, CT. 06813-1979. TELEPHONE # (203) 743-5331 FAX # (203) 744-9944. Printed in the U.S.A.

YOU MUST BE ABLE TO DODGE AN OPPONENT'S ATTACK WHILE SIMULTANEOUSLY LAUNCHING ONE OF YOUR OWN!

YOU'RE MUCH TOO HESITANT WITH YOUR WEB-SHOOTERS!

THERE'S NO TIME TO PLAN EVERY SHOT!

YOU NEED TO AIM QUICKLY AND DECISIVELY--

--OR PAY THE PRICE!!

THAT'S ENOUGH FOR THIS MORNING.

IT'S ALMOST FIVE-THIRTY. TIME TO CLEAN UP, HEAD HOME, AND GET READY FOR WORK.

Uhhhh... SURE.

COME ON! YOU NEED TO SHOWER BEFORE GOING TO SCHOOL.

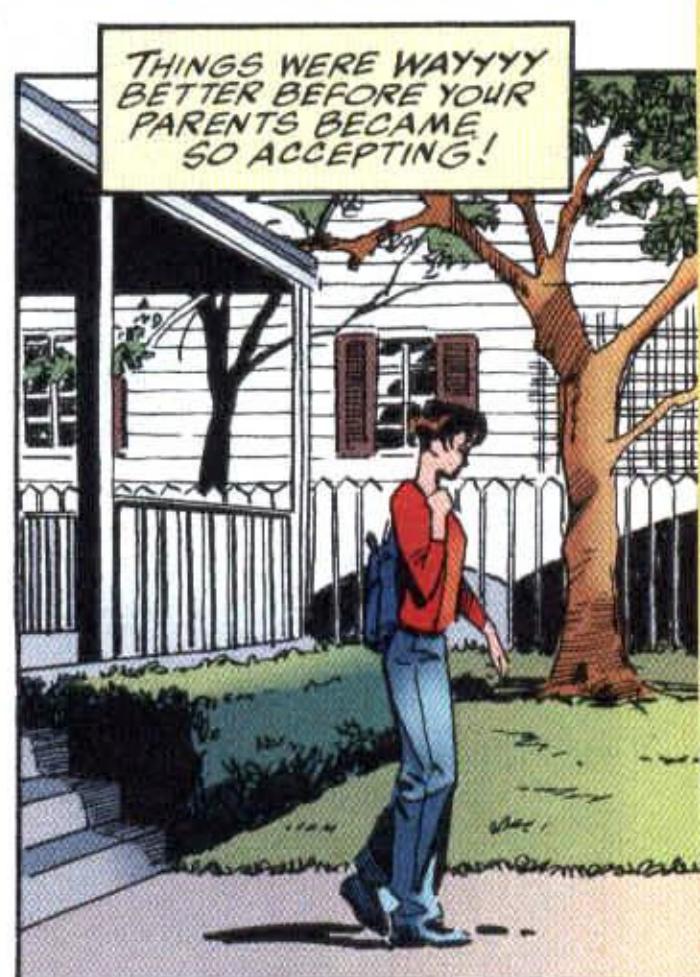
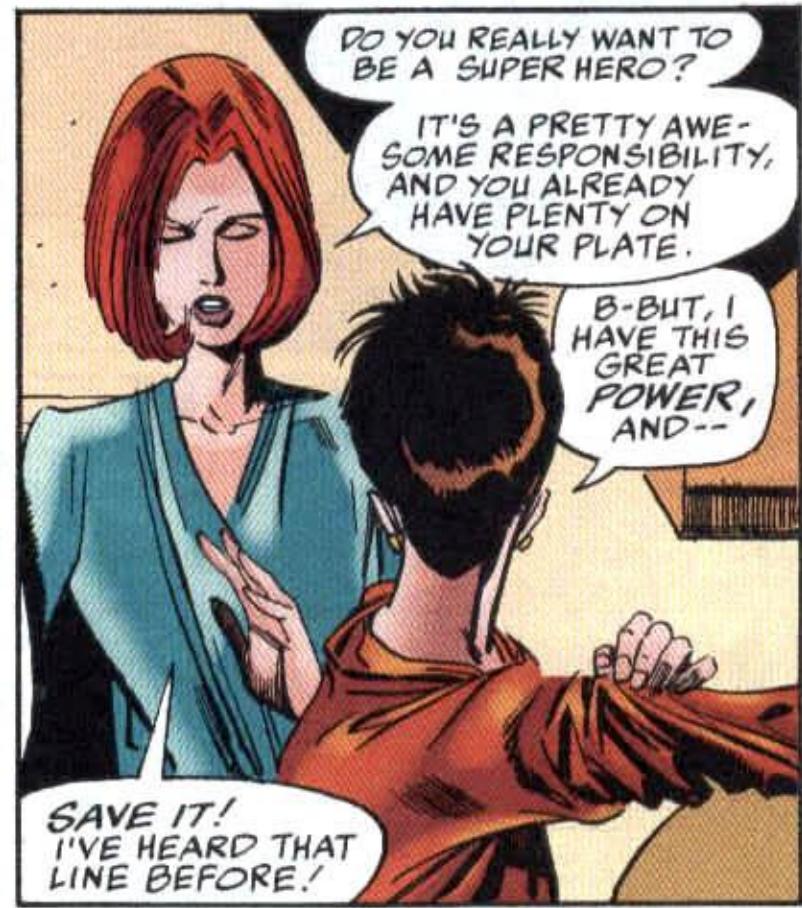
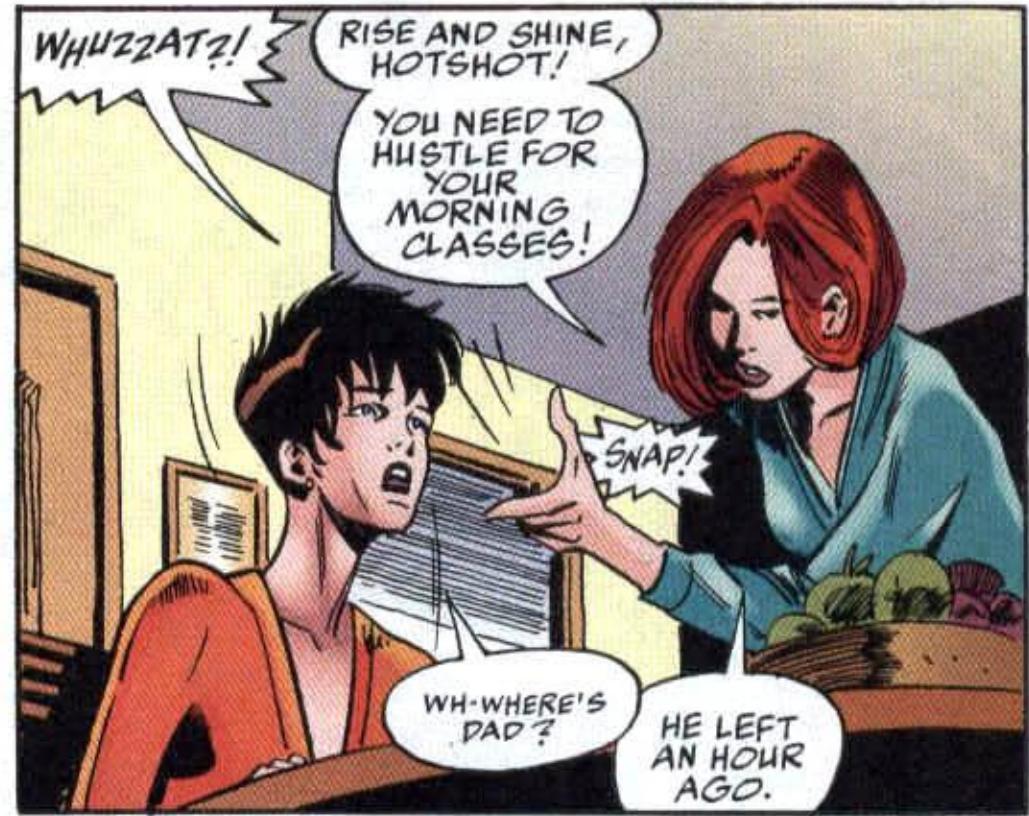
NOBODY EVER SAID BEING A SUPER HERO WAS EASY--

FIVE-THIRTY?

FIVE-THIRTY ???

FOR THE PAST WEEK HE'S BEEN DRAGGING YOU OUT OF BED AT FOUR A.M. FOR EACH ONE OF THESE LITTLE PRACTICE SESSIONS.

--BUT EVERYONE SHOULD BE ENTITLED TO A DECENT NIGHT'S SLEEP!





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WHAT A DAY!
YOUR DAD'S
PLAYING
DRILL
SERGEANT,
YOUR MOM'S
QUESTIONING
YOUR
COMMITMENT,
JIMMY'S
GONE
MACHO--

--AND, COME THE
LUNCH HOUR, YOU
STILL HAVE TO
CONTEND WITH
YOUR UNCLE
PHIL!

FASTER!
YOU NEED TO
TRUST YOUR
REFLEXES AND
MOVE INSTINC-
TIVELY!

PHIL URIC WORKS
WITH YOUR DAD AT
THE POLICE LAB.

UNLIKE YOUR
PARENTS, HE'S
ALWAYS
SUPPORTED
YOUR DECISION
TO BE SPIDER-
GIRL!

AND HE'S BEEN
SECRETLY
TRAINING YOU
WITHOUT THEIR
KNOWLEDGE!

HAVE YOU
BEEN GETTING
ENOUGH
SLEEP, MAY?

YOU SEEM
A BIT
SLUGGISH.

LET'S
CALL IT
QUITTS FOR
TODAY.

I WANT TO GET BACK
TO THE LAB BEFORE
YOUR DAD STARTS
QUESTIONING MY
LONG LUNCHES.

SAME
TIME
TOMOR-
ROW?

SOUNDS
... GREAT
UNCLE
PHIL!

SOMETHING
BOthering
YOU, MAY?

YOU CAN TALK
TO ME ABOUT
ANYTHING,
YOU KNOW?

I-IT'S NOT IMPORTANT.

JUST
SCHOOL
JUNK.

LIAR!

NOW THAT YOUR DAD'S TEACHING YOU HOW TO USE YOUR POWERS, DO YOU STILL NEED THESE AFTERNOON SESSIONS?

BUT UNCLE PHIL'S BEEN WITH YOU ALL ALONG!

MAYBE YOU SHOULD JUST BE HONEST WITH EVERYONE, AND--

I-IT WOULD BE SOOOO UNFAIR TO DUMP HIM.

AND YET, HOW MUCH TRAINING DOES A SPIDER-GIRL NEED?

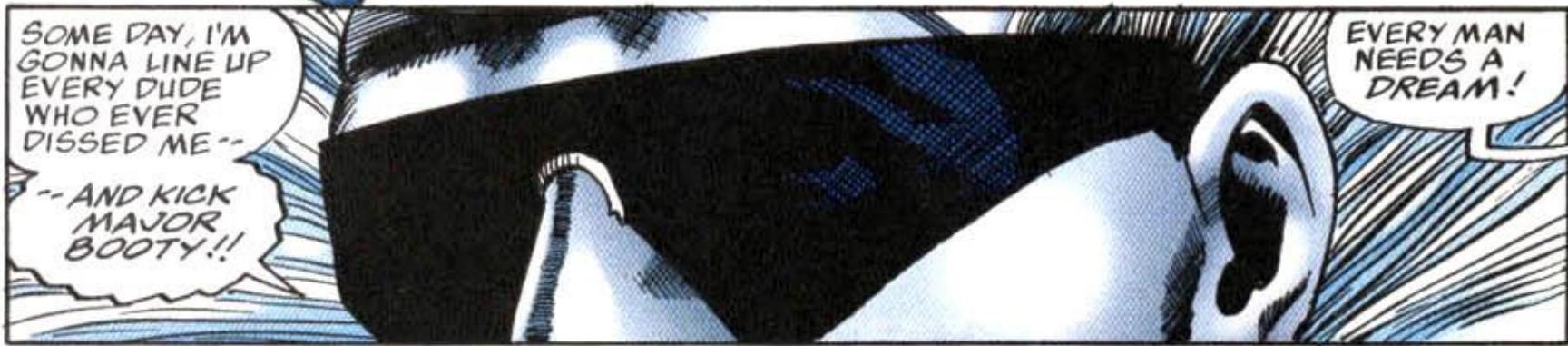
WEEEEE

WHAT'S WITH YOU PEOPLE?

DIDN'T I GO OUT OF MY WAY TO, LIKE, WARN YOU NOT TO SET OFF THAT STUPID ALARM?

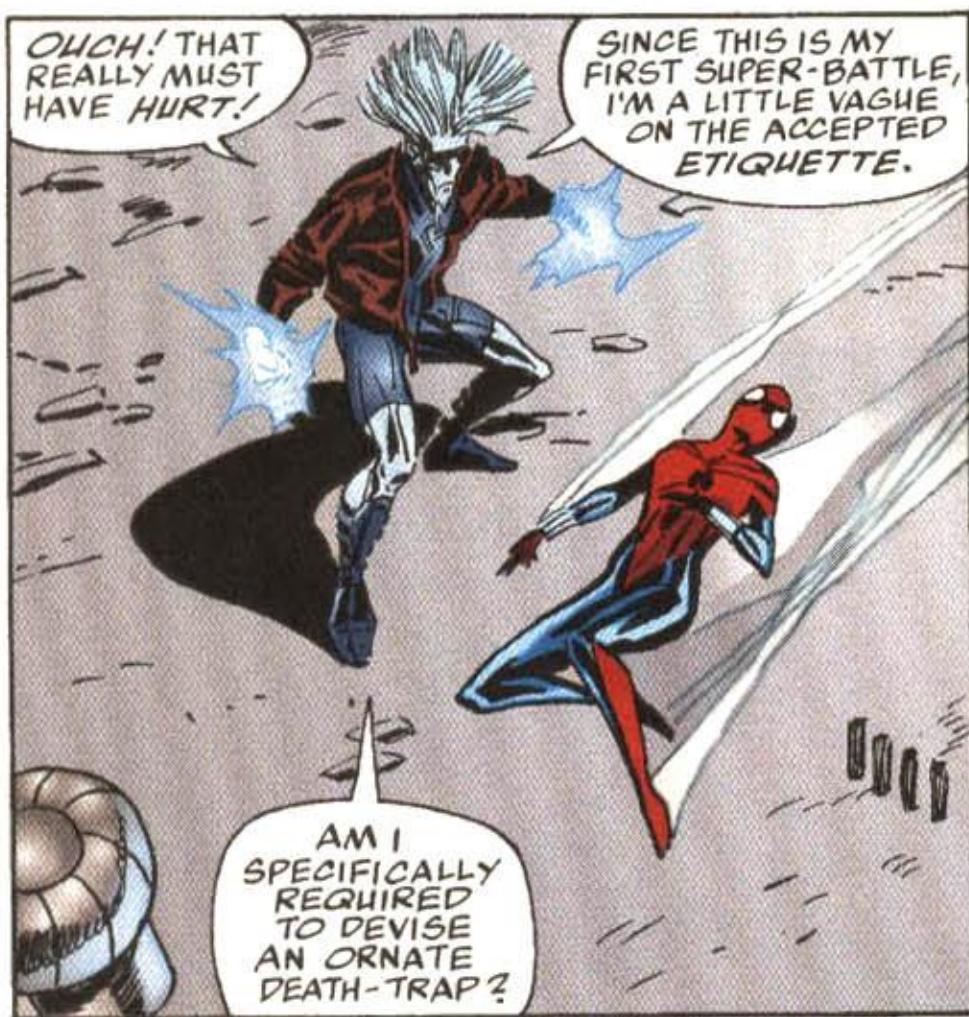
YOU ONLY HAVE YOURSELVES TO BLAME FOR THE MAJOR ZAPPING NOW HEADED YOUR WAY!!

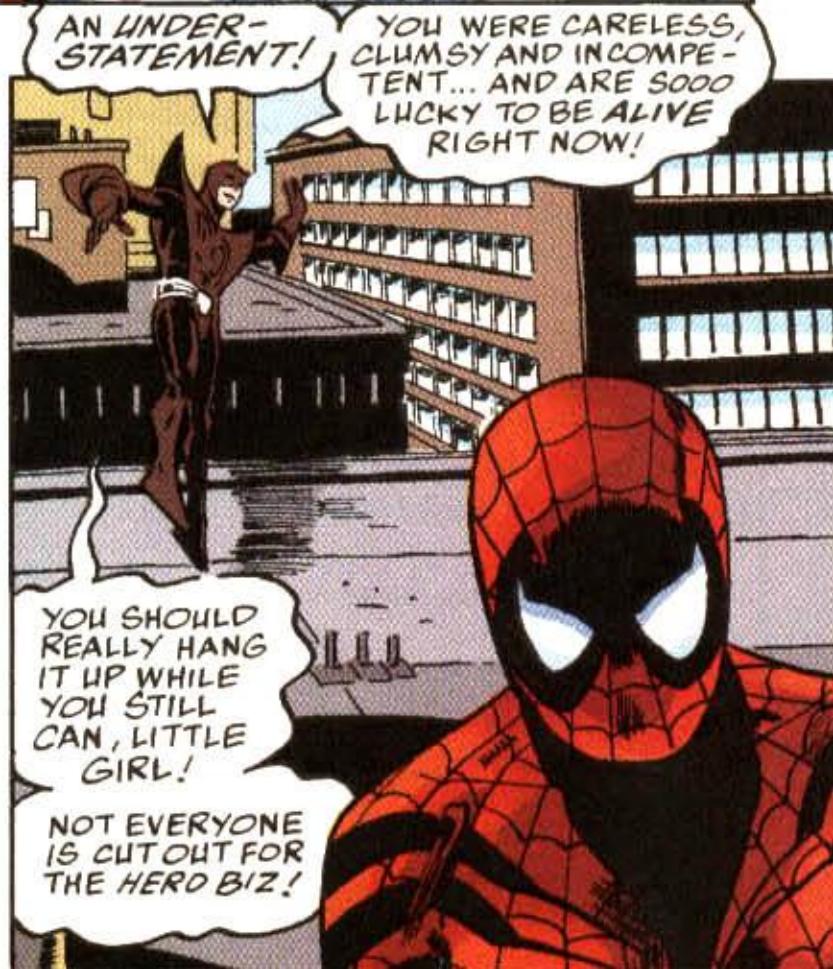
ARRGH!!













BULLPEN BULLETINS

ON SALE MARCH 31
AVENGERS FOREVER

Reunited at last from their adventures in different time periods, the AVENGERS assemble to piece together all they have learned about IMMORTUS' plan -- and discover what it all means for the future of humanity! By KURT BUSIEK & ROGER STERN, and CARLOS PACHECO!

AMAZING SPIDER-MAN

On the eve of the release of SPIDER-WOMAN #1, we ask "is Spider-Woman a hero -- or a villain?!" Take a peak at the hidden truths behind the femme fatale who's got comicdom buzzing. Believe us, what you think you know is wrong! By HOWARD MACKIE and JOHN BYRNE!

BLACK PANTHER

A terrorist incites a massive riot in midtown Manhattan, catching both the BLACK PANTHER and guest stars, the AVENGERS, in the middle! Meanwhile, EVERETT K. ROSS gets up close and personal with a certain blonde hero! By CHRISTOPHER PRIEST and JOE JUSKO!

GENERATION X

Beginning a chain of events that will drastically alter the team's dynamic as friends and heroes! They've fought the PHALANX and taken down EMPLATE, but how do the kids of GENERATION X deal with...a blackmailer?! By JAY FAERBER and TERRY DODSON!

IRON MAN

IRON MAN enters the dragon when he faces the fearsome FIN FANG FOOM! To save the city of Seattle, the armored Avenger will have to go toe-to-claw with one of his oldest and deadliest foes -- but how can Iron Man hope to defeat a 15-story behemoth?! By KURT BUSIEK & ROGER STERN, and SEAN CHEN!

MAGNETO REX

In the aftermath of 'The Magneto War' the Master of Magnetism has risen to new heights of power -- and that's only the beginning of his ultimate ascension! But now, MAGNUS is opposed by a new adversary whose cruelty and cunning rival his own! By JOE PRUETT and BRANDON PETERSON!

MUTANT X

The tide has turned against mutankind as the now SENTINELS patrol the streets! No longer hailed as a hero, HAVOK joins the Mutant Underground--literally-- when he takes to the subways and allies himself with MOLEMAN and CALLISTO! By HOWARD MACKIE and CARY NORD!

SPIDER-GIRL

MAY PARKER's dad, PETER, has finally accepted her desire to follow in his footsteps, and he's even begun to train her! And so are PHIL URBACH and DARKDEVIL! No one thinks she's ready to be SPIDER-GIRL -- but she's determined to prove them all wrong by challenging the deadly new super villain called KILLERWATT! By TOM DEFALCO and PAT OLLIFFE!

SPIDER-MAN: THE MANGA

Join the further adventures of this Japanese twist on the famous web-slinger we all know and love! By RYOICHI IKEGAMI!

7 of 12

#6

#8

#52

#17

*2 of 3

#9

#9

#34

ITEM! DAREDEVIL, Marvel Knights' flagship title and breakout success story, catches its second wind with issue #9, when DD's art team and the Knights head honchos, JOE "Just got Hitched" QUESADA and JIMMY "Call me Daddy" PALMIOTTI, welcome aboard writer DAVID MACK. "David's an incredible talent," said Quesada. "Just read *Kabuki* (Mack's creator-owned book) for crying out loud. What David brings to the book is a subtler approach. KEVIN SMITH hits you with a punch to the emotional gut; David will make you think about it for a day or two, and then before you know it you've been sucked into the story in the creepiest of ways."

Palmiotti concurred. "David's an intelligent, passionate writer that will add another dimension to MATT MURDOCK. David has a way of approaching a character that is a lot more internal than Kevin. Together they'll keep this series rocking!" In addition to writing the series, Mack illustrated the cover of his debut issue -- and has committed to painting future covers after Quesada and Palmiotti have had their way with them. Sounds to me like a match made in Heaven...and quite appropriate for the Guardian Devil.

MARVEL.COM

Can't wait to find out what's coming up for Earth X? Check out the official web site for ongoing updated previews and bio material! Don't forget to stop by the exclusive online letter column and drop a line to writer Jim Krueger!

www.Marvel.com/earthx

This week's chat schedule!

April 22 9:30pmET EARTH'S MIGHTIEST CHAT with writer KURT BUSIEK & editor TOM BREVOORT!

April 26 8:00pmET SPIDER-MAN and THOR Penciler -- JOHN ROMITA, JR.!

April 27 8:00pmET The official EARTH X chat with writer -- JIM KRUEGER!

AOL Keyword: *Marvel*

All Chat schedules subject to change/cancellation.

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STAN'S SOAPBOX!

Hi, Heroes!

So there I was deep in meditation, repeating my mantra "Make Mine Marvel," when all of a sudden I realized it's time to write another Soapbox. Not wanting to deprive you of a single modicum of culture or erudition, I dropped everything and here I am. No, please spare me your effusive thanks and gratitude. I do what I do out of a love for Marvelkind-- and hey, it sure beats working!

Let's open our treasure trove of knowledge with this from David Shaw of Belton, SC...

"Why do you prefer the spelling 'comicbook' over 'comic book'?"

I thought I'd answered this before, but there can't be too much of a good thing. You see, "comic book" would mean a comic book, or a funny book. But "comicbook" becomes a generic word meaning the type of literature preferred by the intellectual elite.

Wow, Ben Penrod of Annapolis, MD really tosses me a zinger with this one...

"In order to see, light must first strike someone's cornea. Since light passes right through invisible people, how does the Invisible Girl see?"

It's simple, Ben-- she wears contacts! But tell me, how do you know light passes through invisible people? I mean, how many invisible people have you met lately?

Leonard Tocco of St. Louis, MO seems to have been doing some social research...

"In the late 60's and early 70's many of your mags were filled with Marvel characters tackling the social issues of the day. Why not do that in your current titles?"

I'd like to see us tackle more social issues myself, Will. I'm gonna send your suggestion to editor-in-chief Bob Harras. To me, the best adventure stories are the ones that really have something to say in addition to the action.

It seems Lloyd Allen Grant of Saginaw, MI wants to give credit where credit is due...

"Whose idea was it to include adjectives like 'Invincible,' 'Incredible' and 'Amazing' in some of your titles?"

I guess I'm guilty, Lloyd. Somehow, it always seemed to me that it sounded more dramatic to say, "Wow, I really dig the Incredible Hulk!" than to say, "Wow, I dig Hulk!" But you may have forgotten a few. Remember 'The Mighty Thor' and 'The Uncanny X-Men?' And how about 'The Fantastic Four?' Just calling 'em "The Four" wouldn't have done it, right? Come to think of it, I'm so hung up on embellishment, that when I didn't use an adjective I used a whole phrase, like "Daredevil, the Man Without Fear" and "Dr. Strange, Master of the Mystic Arts." Gee, if only I got paid by the word!

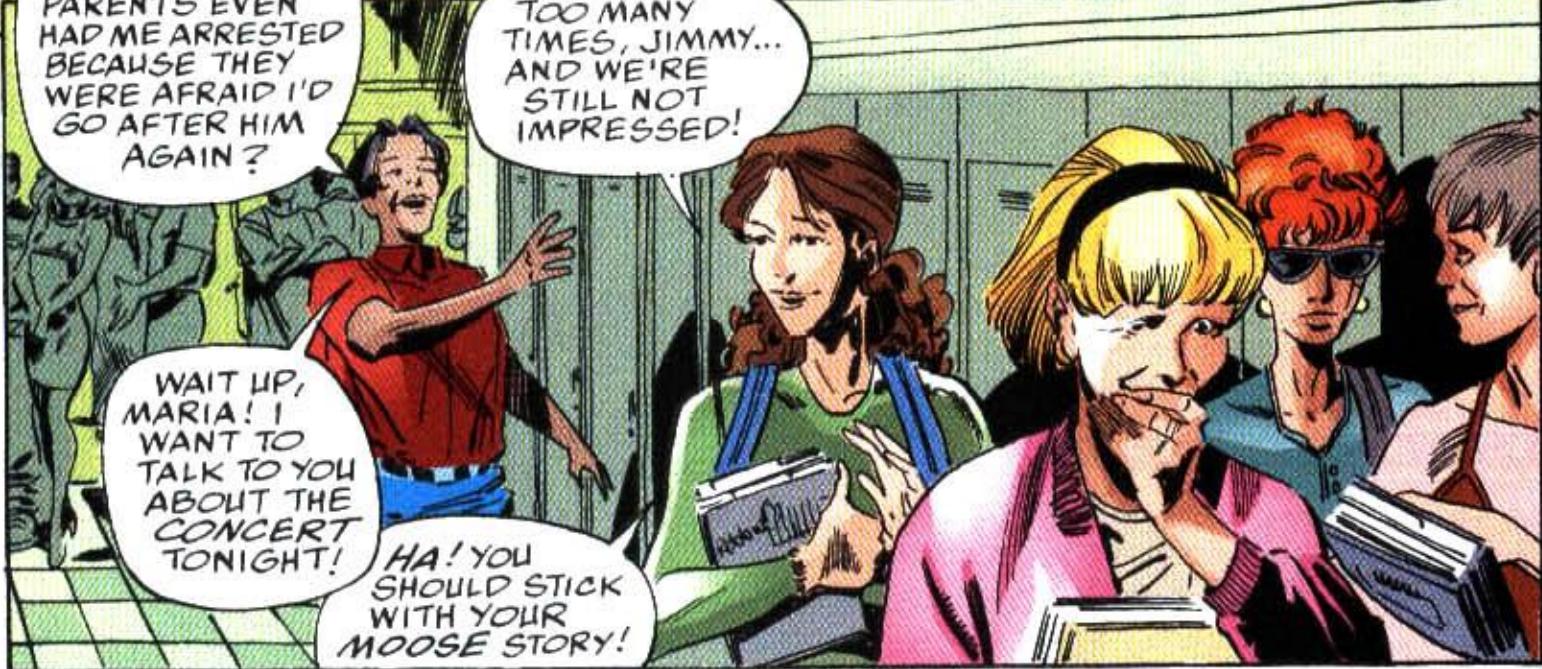
Well, I hate to depress you, but it's time to go. Remember, you too can be part of the confusion by writing to Soapbox, Marvel, 387 Park Ave. South, New York, NY 10016 or e-mailing to stanzfanz@aol.com. So, till Tamam Shud becomes as popular as 'Nuff Said...

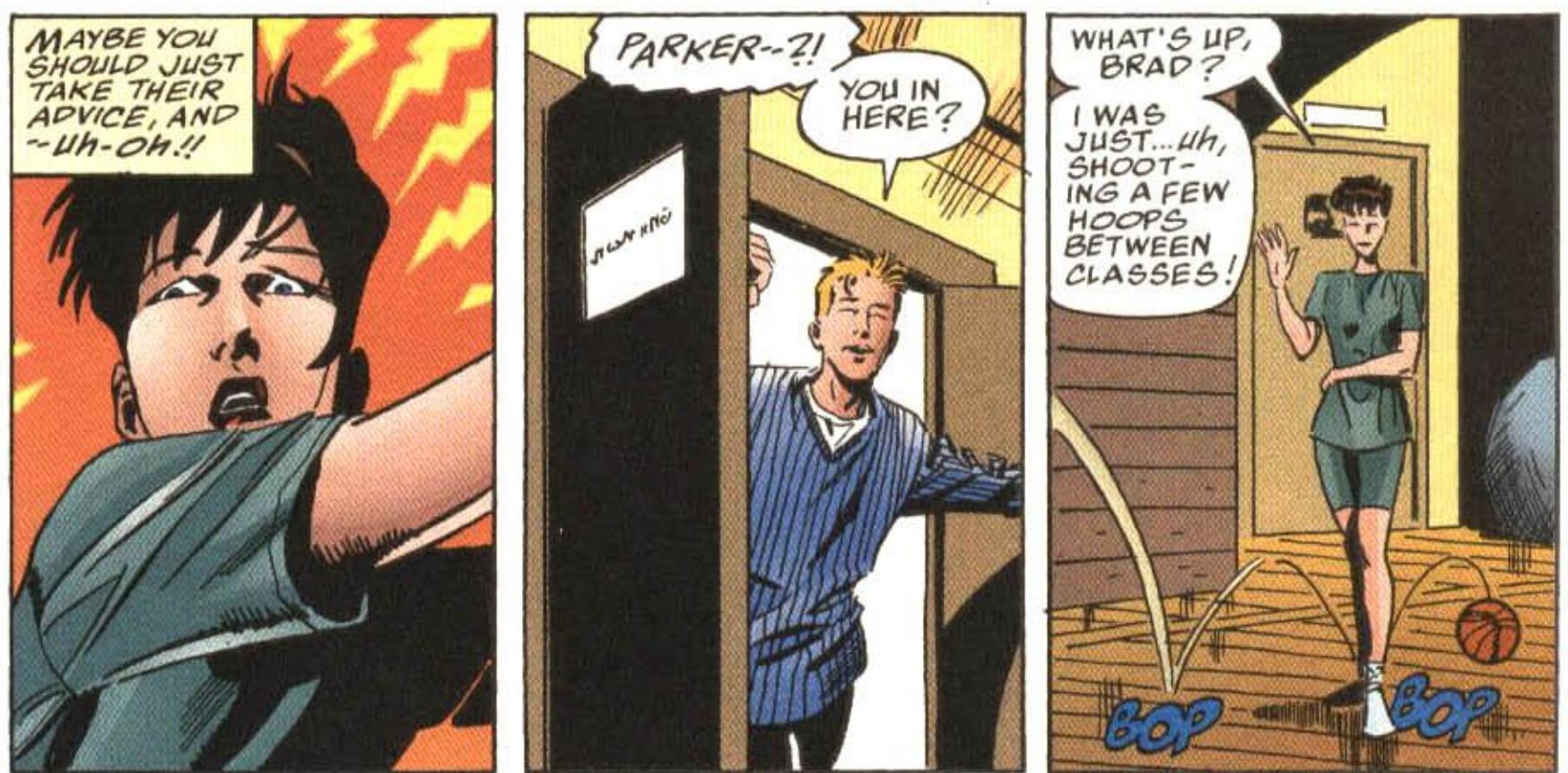
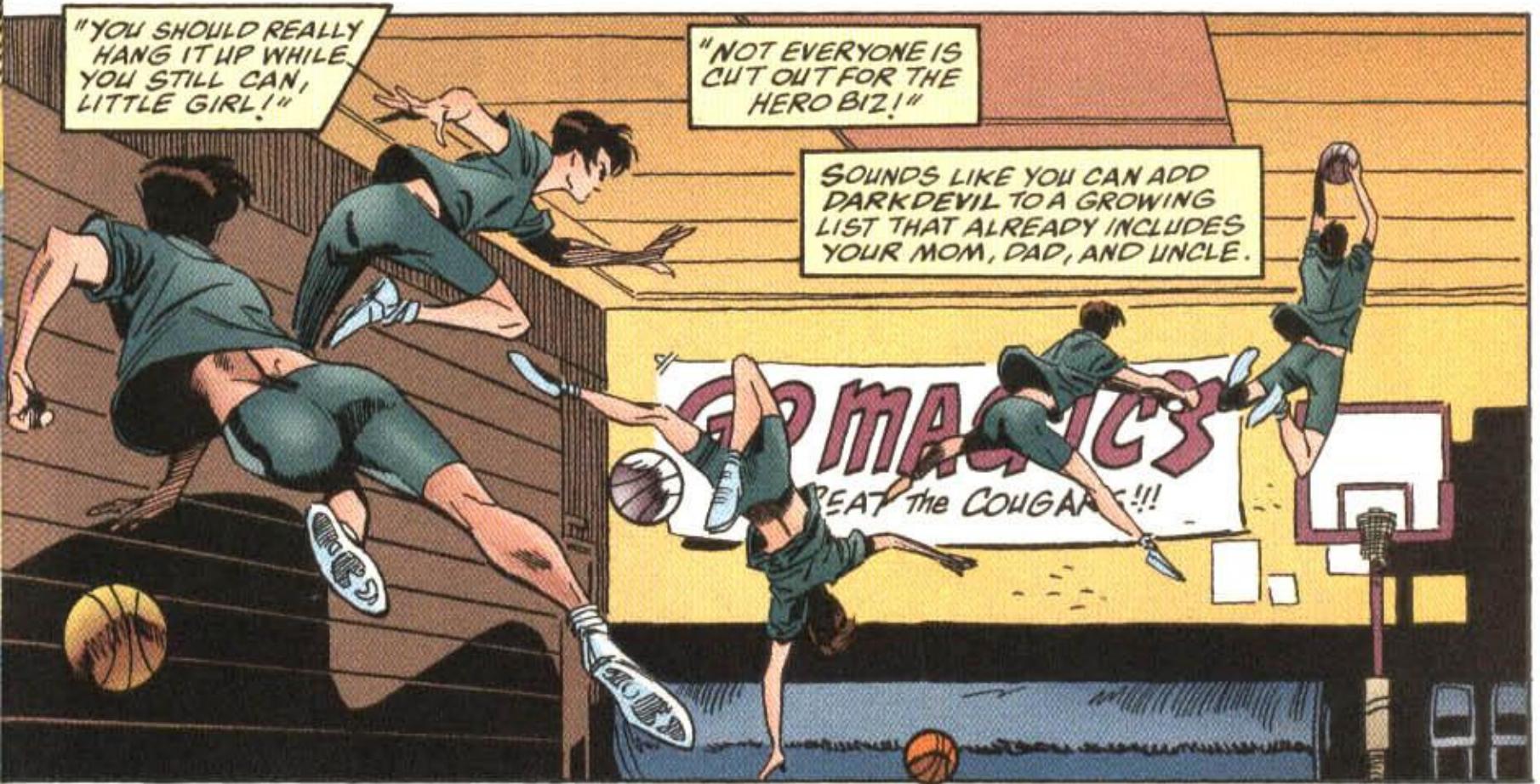
Excelsior!

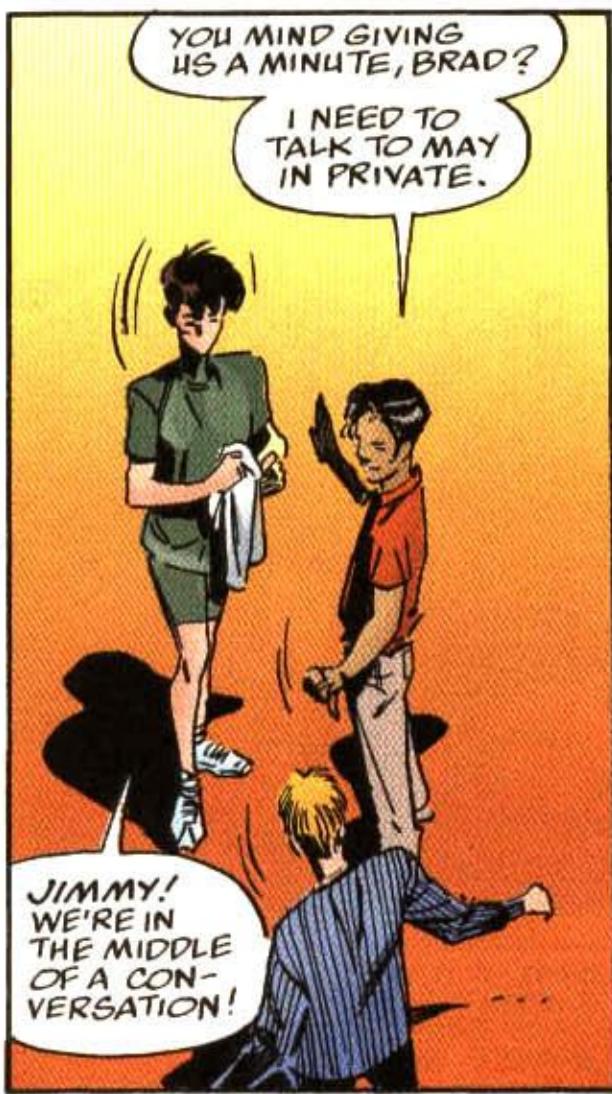
Stan Lee



MIDTOWN HIGH







JIMMY USED TO BE
ONE OF YOUR
BEST BUDS...

BUT HE'S BEEN
ACTING ALL WEIRD
EVER SINCE HIS
BIG FIGHT.

HE SHOULD
JUST CALM
DOWN...

SHOULD STOP TRYING
TO IMPRESS EVERYONE...

AND JUST BE
HIMSELF!

YEAH...

GREAT
ADVICE!

SOUNDS LIKE
YOU COULD USE
MORE SLEEP
AT NIGHT,
PETE.

Y'KNOW, PHIL,
MAYBE I SHOULD
BE HITTING THE
GYM WITH YOU
EVERYDAY, INSTEAD
OF GOING TO
LUNCH.

YAWN

Uhhh...
SURE...WHEN-
EVER YOU
WANT.

WE'RE
SWITCHING
TO A DE-
VELOPING
STORY IN
QUEENS--

--WHERE AN AS YET
UNIDENTIFIED
COSTUMED HEROINE
HAS REPORTEDLY
ENTERED A
BUILDING--

--THAT IS BELIEVED
TO BE THE STRONG-
HOLD OF A GROUP
OF TERRORISTS!



I DON'T KNOW IF YOU CAN
HEAR IT OVER MY MICRO-
PHONE, BUT THE SOUND OF
RAPID GUNFIRE IS COMING
FROM INSIDE!

LIVE 4

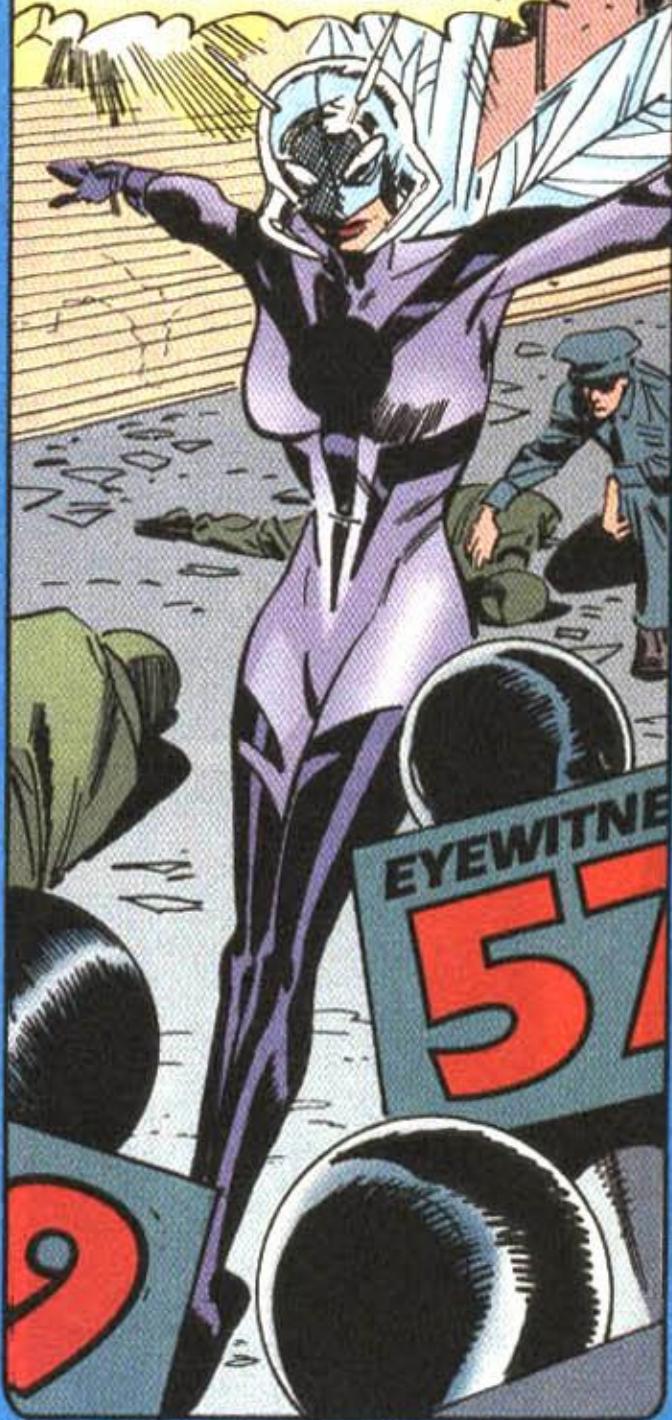
WE'VE BEEN INFORMED
THAT THE POLICE ARE
PREPARING TO LAUNCH
AN ALL-OUT ASSAULT
WHICH WE'LL BROAD-
CAST LIVE AS IT--
WAIT! SOMETHING IS HAPPENING!!



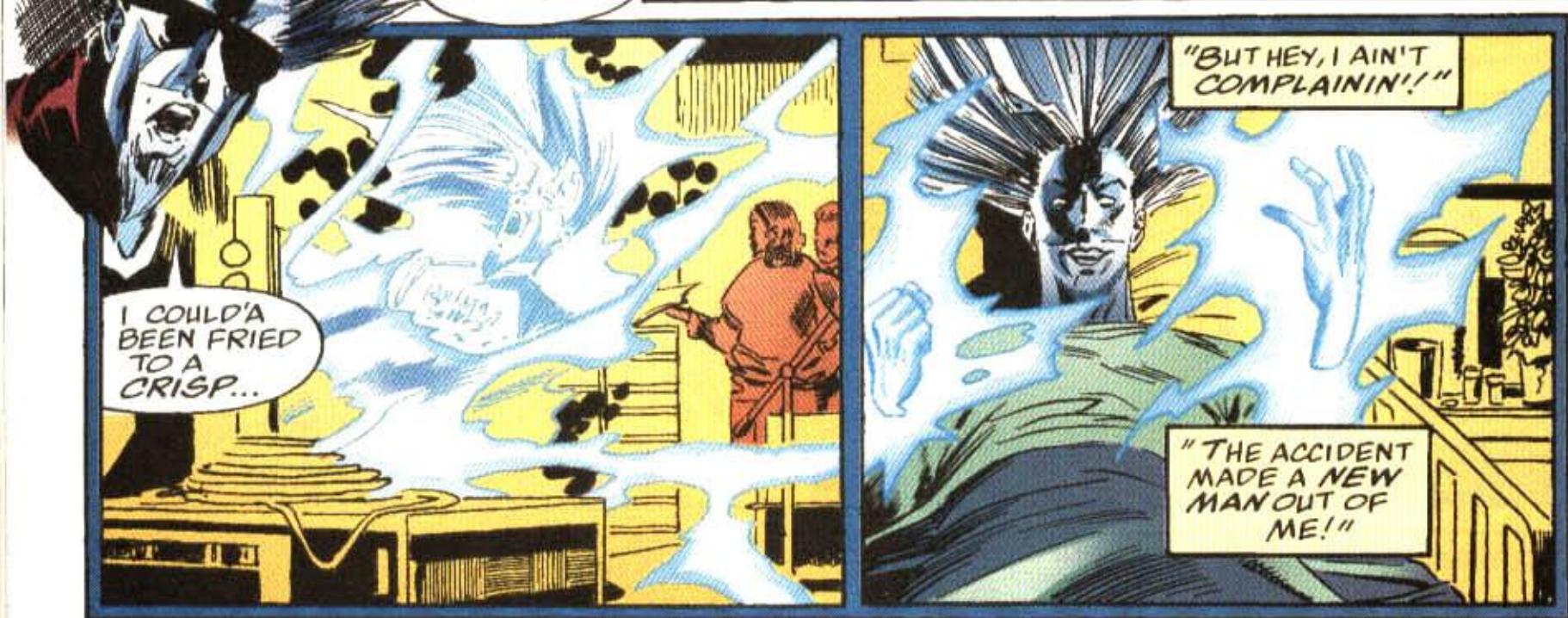
AN EERIE SILENCE HAS
SUDDENLY SETTLED OVER
THE -- Omigosh!!



AND HERE COMES OUR
HEROINE NOW... STINGER
OF THE NEW AVENGERS!!







SPIDER-GIRL

Dear MC-2,

In regards to SPIDER-GIRL #7, at first I thought it hard to imagine that a high school brawl could elicit the necessary guilt response to galvanize May into taking up the mantle of Spider-Girl once again. After all, it's hardly akin to the murder of Ben Parker. And yet, does it always have to be the death of a loved one that provokes us into action? I found May's reaction to her friend's situation very plausible, and admired the depth of caring she demonstrates towards all her friends. To a teenager, whose self-image can often be defined by friends, I felt this issue rang especially true.

The back-up story was also very genuine. I appreciated Mary Jane showing the faith in May that we all wish our parents had shown us as teens. It's a very rare parent who has enough faith in his or her own parenting skills to express such trust. Thanks for creating a real moment!

Scot W. Myers
Decatur, GA

Ditto, Scot!

Dear Spider-Girl,

SPIDER-GIRL rules! After months of bugging the owner of my local comic book store, I've finally managed to convince him to start carrying the MC2 comics!

Carlos Tooney
Knightdale, NC

You're our hero, Carlos...but don't stop now! There are many more stores--hundreds of thousands of them--that should be selling our comics, and we're counting on you to convince them, too!

Dear Spider-Girl,

I think you should keep the second person narration! It's fun to be a "super hero/heroine", and almost live the adventures. (Although, for my own selfish reasons, I wish Spider-Girl had a male side-kick.)

Adam Chandler

Doesn't Phil Urich count, Adam?

Dear Spider-Girl,

I think Davida, Jimmy Courtney, Brad, Moose or someone else close to Spider-Girl should die.

Kenny Norman

You may want to check out the SPIDER-GIRL ANNUAL that will be on sale in a few months, Kenny. (You should also consider a chat with your chaplain.)

Dear Spider-Girl,
Darkdevil certainly seems determined to make May realize all kinds of things. Why he hasn't been bedeviling the other new kids on the block in J2 or AVENGERS NEXT? What is it about May in particular that inspires him?

Mary Catelli

PETE FRANCO
ASSISTANT EDITOR

TOM DEFALCO
EDITOR

BOB HARRAS
CHIEF

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"OKAY TO PRINT"

Thanks for your opinion, Greg.

Dear Spider-Girl,

No, Spider-Girl is not a mutant. By definition, a mutant is someone (or something) who has a gene that he/she/or it did not inherit. Inheriting a mutation does not make one a mutant. If it did, we'd all be mutants because intelligence and opposable thumbs both started out as mutations, and we have all inherited them.

Ironically, these real world mutations are far more powerful than any comic book mutation, allowing for the creation of everything from the bow and arrow to advanced computers. Comic book mutant powers are pathetic parlor tricks by comparison.

Alice Clement
Raceland, LA

And thanks for your opinion, Alice.

HYPE SECTION!

A-NEXT #9
HAVING FINALLY UNCOVERED THE MYSTERIOUS PORTAL THAT LED TO THE BATTLE THAT BROUGHT AN END TO THE ORIGINAL AVENGERS, THE NEXT GENERATION OF EARTH'S ON SALE MIGHTIEST HEROES MUST NOW DECIDE HOW TO DEAL WITH IT. EACH MEMBER WILL MAKE A CRITICAL CHOICE ABOUT WHAT IT REALLY MEANS TO BE AN AVENGER!

MEANWHILE, THE SOLDIERS OF THE SERPENT RETURN, AND THUNDER-STRIKE FINDS HIM FIGHTING ALONGSIDE A MYSTERIOUS NEW ALLY WHO CALLS HERSELF BLACKLIGHT. TRUST US, TRUE BELIEVER! YOU CAN'T MISS THIS ISSUE!

J2 #9

OUR HERO FACES HIS STRANGEST VILLAIN TO DATE--BIG JULIE, THE GANGSTER GORILLA WHO IS DETERMINED TO RULE THE CONCRETE JUNGLE, EVEN IF IT MEANS GOING HEAD TO HEAD WITH A CERTAIN ALMOST UNSTOPPABLE SUPER-GUY.

ON SALE IN TWO WEEKS!

PLUS "JACK AND THE BIG SCORE", ANOTHER FUNNY FAIRY TALE.

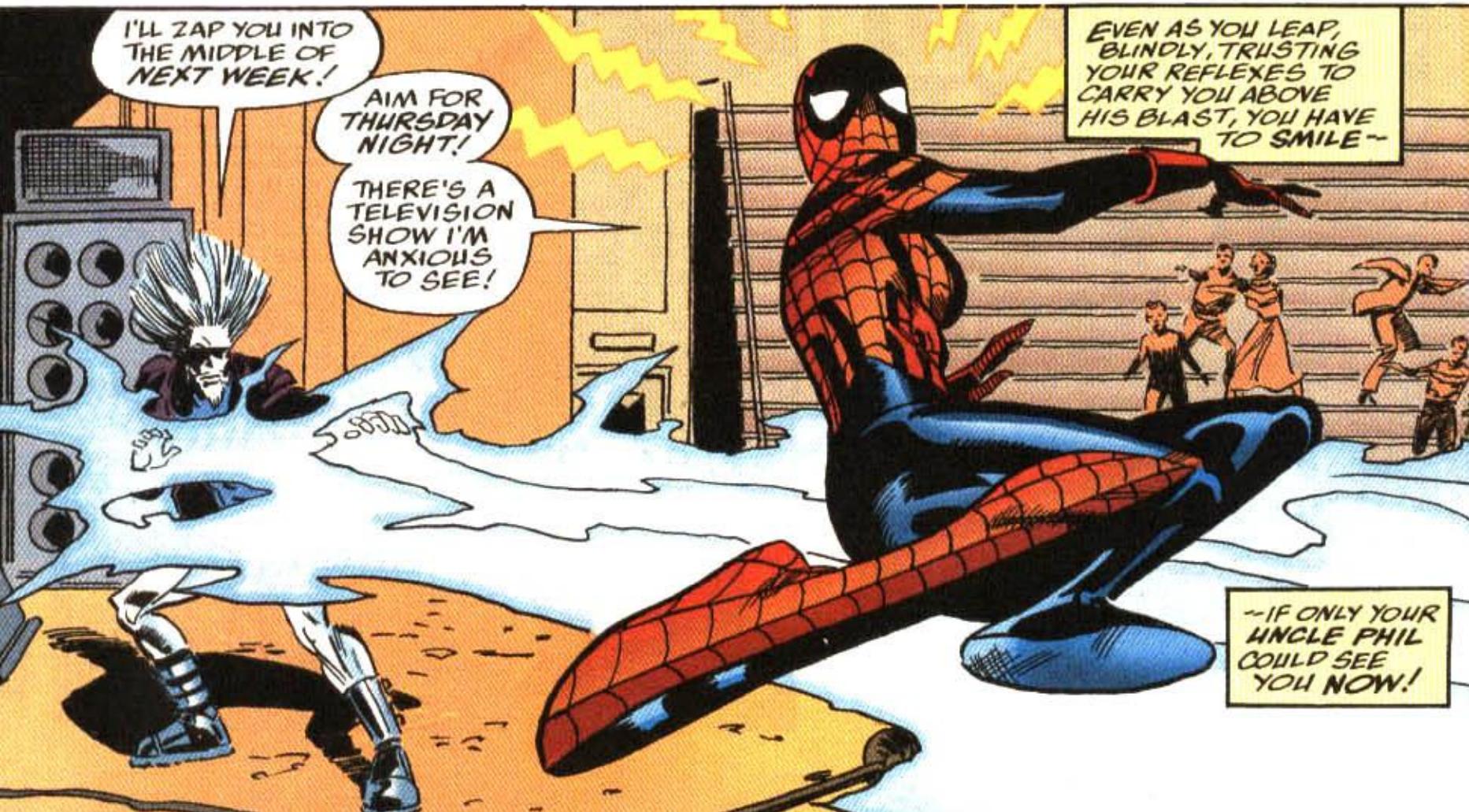
AND, AS AN ADDED BONUS, WILD THING GUEST STARS WITH HER DADDY IN A LITTLE FEATURER WE HAD TO CALL, "DADDY'S LITTLE GIRL!"

SPIDER-GIRL #10

AT LAST, BY POPULAR DEMAND, SPIDER-GIRL FINALLY MEETS SPIDER-MAN--BUT NOT IN THE WAY YOU EXPECTED! SPYRAL (WHO LAST APPEARED IN SPIDER-GIRL #3) HAS ESCAPED,

ON SALE NEXT MONTH! AND IS READY TO MAKE ANOTHER ATTEMPT TO RETURN TO HIS DIMENSION. HOWEVER, THIS TIME HE BRINGS AN UNEXPECTED HITCHHIKER--MAYDAY PARKER, WHO SUDDENLY FINDS HERSELF TRANSPORTED BACK INTO HER FATHER'S PAST. TALK ABOUT AN UNTOLD TALE FROM THE EARLY DAYS OF SPIDER-MAN! BE WITH OUR YOUNG HEROINE AS SHE FINALLY MEETS HER NAMESAKE, AUNT MAY, AND RUNS ACROSS SUCH FAMILIAR FACES AS FLASH THOMPSON, LIZ ALLAN, J. JONAH JAMESON, BETTY BRANT AND, OF COURSE, TINY AND JASON!





YOUR DAD IMMEDIATELY
COMES TO MIND AS
YOUR WEBBING
SMACKS HOME--

-DECISIVELY
THREADING THE
NEEDLE
BETWEEN
KILLERWATT'S
TWO HANDS!

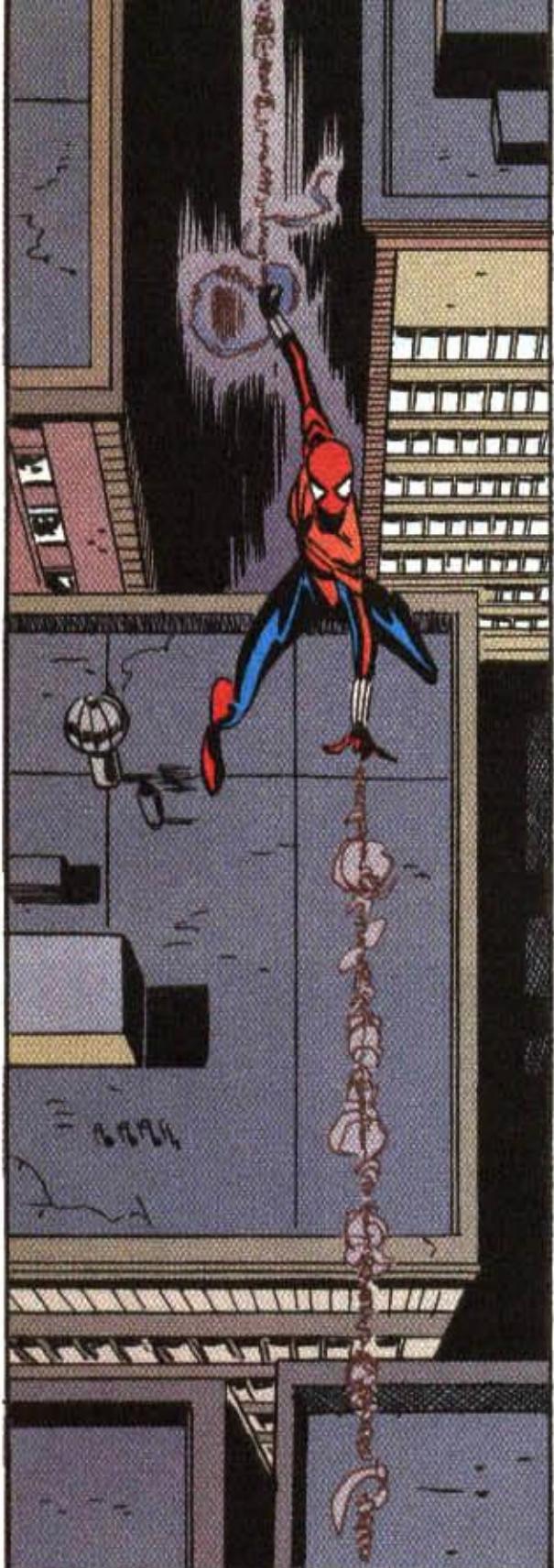
AS TEDIOUS AS
THEY CAN BE,
THOSE EARLY
MORNING SESSIONS
SEEM TO BE
PAYING OFF!!

SPLATT

YESSS!

ARRKKK!!





DAILY BUGLE

SPIDER-MAN MOVIE WEB: UNTANGLED

New York, MP — Sony Pictures Entertainment and Marvel Enterprises announced today that after years of being bound in red tape, the first-ever Spider-Man live-action movie will finally be made.

J. Jonah Jameson, publisher of the Daily Bugle, responded by stating that he plans to boycott the Spider-Man filmed entertainment franchise and all parties involved in the deal.

"I can't believe this masked menace has the opportunity to tarnish the silver screen," snarled Jameson at a news conference held on the steps of the Bugle building this morning. His announcement came shortly after news broke that Sony Pictures has finally secured the rights to the movie after years of litigation.

"Can you imagine the repercussions of having Spider-Man's image embossed on everything from t-shirts to cereal boxes? ...He's truly behind the corruption of America's youth and I won't sit

SPIDER-MAN: READY FOR HIS CLOSE-UP? PHOTO BY P. PARKER

idly by and let him poison our society. It's my responsibility as an objective journalist — after all, we are the fourth estate."

In addition to denouncing the movie and the franchise agreement, Jameson stated that he also plans to monitor the filming and production to make sure everything is "on the up-and-up." "I'm sending my star photographer, Peter Parker, to the set to make sure all of the permits are in order and only union workers are used....This isn't going to be your typical giant-comet-hits-Manhattan flick."

A representative from Sony would only say: "We are delighted that we'll be able to bring this long-sought-after hero to the world of Sony film and television entertainment."

Spider-Man was unavailable for comment.

"Is he a threat or movie star?" pondered Jameson at the end of his own news conference. Only time will tell.

Hmmm...
I WONDER WHO'S
GOING TO PLAY ME
IN THE MOVIE?

IT'S A FACT,
TRUE BELIEVERS!
THE SPIDER-MAN MOVIE
IS IN FULL SWING--
AND MARVEL IS BACK
WITH A **VENGEANCE**
IN TIME FOR THE NEW
MILLENNIUM!