

SPIDER-MAN: INTO THE SPIDER-VERSE

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SEQ. 0100 - THE ALTERNATE SPIDER-MAN "TAS"

WE BEGIN ON A COMIC.

The cover asks WHO IS SPIDER-MAN?

SPIDER-MAN (V.O.)
*Alright, let's do this one last
time. My name is Peter Parker.*

QUICK CUTS of a BLOND PETER PARKER

Pulling down his mask...a name tag that reads "Peter
Parker"...various shots of Spider-Man IN ACTION.

SPIDER-MAN (V.O.)
*I was bitten by a radioactive
spider and for ten years I've been
the one and only Spider-Man. I'm
pretty sure you know the rest.*

UNCLE BEN tells Peter:

UNCLE BEN (V.O.)
*With great power comes great
responsibility.*

Uncle Ben walks into the beyond.

SPIDER-MAN (V.O.)
*I saved a bunch of people, fell in
love, saved the city, and then I
saved the city again and again and
again...*

Spiderman saves the city, kisses MJ, saves the city some
more. The shots evoke ICONIC SPIDER-MAN IMAGES, but each one
is subtly different, somehow altered.

SPIDER-MAN (V.O.)
And uh... I did this.

Cut to Spider-Man dancing on the street, exactly like in the
movie *Spider-Man 3*.

SPIDER-MAN (V.O.)
We don't really talk about this.

A THREE PANEL SPLIT SCREEN: shots of Spider-Man's "products":

SPIDER-MAN (V.O.)
*Look, I'm a comic book, I'm a
cereal, did a Christmas album. I
have an excellent theme song.*
(MORE)

SPIDER-MAN (V.O.) (CONT'D)
*And a so-so popsicle. I mean, I've
 looked worse.*

MATCH CUT -- Peter, PINNED to a WALL by a mechanical tentacle arm. KINGPIN punches Peter. GREEN GOBLIN fights Peter.

SPIDER-MAN (V.O.)
*But after everything, I still love
 being Spider-Man. I mean, who
 wouldn't?*

Peter runs toward a SUPER-COLLIDER, something we'll see quite soon. Peter SLAMMED TO THE GROUND.

SPIDER-MAN (V.O.)
*So no matter how many hits I take,
 I always find a way to come back.*

Peter GETS UP... in a shot that we will also remember, RIGHT BEFORE GOBLIN GRABS HIM.

The collider EXPLODING, the force of the blast rippling through New York.

SPIDER-MAN (V.O.)
*Because the only thing standing
 between this city and oblivion is
 me. There's only one Spider-Man.
 And you're looking at him.*

Spider-Man WINKS. Man, he's cool.

SMASH CUT:

SEQ. 0150 - MEET MILES MORALES "MMM"

INT. MILES' APARTMENT - BEDROOM

MILES MORALES draws HOME-MADE STREET ART NAME-TAGS at a desk, headphones on, singing along to a song he's too young for ("Sunflower"), *but he doesn't quite know the words yet.*

A PHOTO of a YOUNGER MILES with his PARENTS and his UNCLE AARON visible in the background--

RIO (O.S.)
 Miles! Miles, time for school!

JEFFERSON (O.S.)
 --Miles! Miles! MILES!

--Miles WHIPS OFF his headphones--

MILES

Yeah?!--

JEFFERSON (O.S.)

Are you finished packing for school?

MILES

Yeah! Just ironing my last shirt!

Reveal his EMPTY BAG. He is NOT PACKED. He's been AVOIDING IT.

RIO

¡Vamo chacho!

--He FLIES around the room, tossing VARIOUS ITEMS into the suitcase, throwing on a BLUE UNIFORM JACKET, the camera catching other childhood details--

JEFFERSON (O.S.)

C'mon, you a grown man now! Let show these teachers that. Let's go!

RIO (O.S.)

--Miles!

INT. MILES' APARTMENT - LIVING ROOM

BAM! The door flies open. FAST-PACED, Miles enters the living room, where his parents get ready for the day.

MILES

Where's my laptop?

RIO

¿Dónde le dejaste?

MILES

¡Yo no sé!

JEFFERSON

--If you want me to drive you we gotta go now--

MILES

(edging away)
--No Dad, I'll walk!--

JEFFERSON (CONT'D)

Personal chauffeur going once--
-

MILES

(continuing)
--It's ok--

RIO

Ay Maria, este nene me tiene loca!

Miles grabs food. Mom and dad frantically cross behind him.

RIO (CONT'D)
(impatient)
Miles, gotta go!!

MILES
(chewing)
In a minute!

RIO
(sing-song)
Gotta Go-ohh...

MILES
IN A MINUTE--

EXT. STOOP - MORNING

Rio SMOTHERS an embarrassed Miles with kisses. Miles rolls his eyes, hates it/loves it.

MILES
Mom. I gotta go...

RIO
(kissing him)
In a minute...

Miles rolls his bag down the steps as Rio calls out:

RIO (CONT'D)
Papá! Llamame! See you Friday!

MILES
Okay, mami. Hasta luego!

INT. BROOKLYN STREET - MORNING

Miles struggles down the street with the heavy bag, but he's *in his element*. He walks by his old school, BROOKLYN MIDDLE - passes some OLD FRIENDS, who he loves and misses.

OLD FRIEND 1
Ohhhhh. Look who's back! Yo what's going on, bro?--

MILES
--Hey, I'm just walking by, how you doing?--

OLD FRIEND 2

--Miles! ¿Te va bien en la escuela?--

MILES

--Seguro que si--

OLD FRIEND 3

Yo, Miles did you feel that earthquake last night?

MILES

What are you talking about? I slept like a baby last night.

OLD FRIEND 5

How's that new school?

MILES (CONT'D)

--So easy!--

OLD FRIEND 5

We miss you, Miles!

MILES

You miss me? I still live here!
Wait, you miss me?

TIME CUT: Miles RUNS DOWN THE STREET, SLAPS his HOMEMADE STICKERS on some things, ends by SLAPPING a STOP SIGN, making a LOUD CLANG--

--but he trips on his shoe laces and falls into the street--

MILES (CONT'D)

¡Contra!

--POLICE LIGHTS FLASH along with the signature BWOOP BWOOP.

MILES (CONT'D)

(knows what's coming)

Ah c'mon...

SEQ. 0425 - SITTING BACK THERE "SBT"

EXT. BROOKLYN - MORNING

The POLICE CAR moves through the neighborhood. Miles is in the back seat. 1010 WINS plays.

MILES

Seriously, Dad, walking would have been fine.

Reveal Jefferson driving. Miles' dad is a COP!

JEFFERSON

You can walk plenty on Saturday
when you peel those stickers off.

MILES

You saw that? I don't know if that
was me, Dad.

JEFFERSON

And the two from yesterday on
Clinton.

MILES

Yeah. Those were me.

Jefferson stares, shuts down the cheekiness. Miles looks hurt. Jefferson clocks his pained look. It bums Jefferson out. There's an awkwardness between Miles and his dad that's not there with his mom.

They drive by a row of HIPSTER COFFEE SHOPS. Jefferson tries to bridge the gap with Miles, more cheerful:

JEFFERSON

Soooo... look at that, another new
coffee shop... you see that Miles?

MILES

Totally, yeah...

JEFFERSON

--You see that one, what's that one
called?

MILES

Foam Party.

JEFFERSON

Foam Party, come on...and
everyone is just lining up!
You see that, Miles--

MILES (CONT'D)

I see it--

JEFFERSON

Is that a coffee shop or a disco?

MILES

Dad, you're old, man.

NEWS ANCHOR (ON RADIO)

There are multiple reports of
another mysterious seismic event
last night. Sources close to Spider-
Man say he is looking into the
problem.

Jefferson shakes his head, disapproving, turns off the radio.

JEFFERSON

Spider-Man. I mean this guy swings
in once a day zip zap zop in his
little mask and answers to no one,
right?

MILES

Yeah, Dad.

JEFFERSON

MILES (CONT'D)

And meanwhile my guys are out Uh huh...
there, lives on the line--

SCHOOL KIDS run alongside the car looking at Miles, who
slinks down. They bang on the window, teasing Miles, "you get
arrested?!"

JEFFERSON

MILES (CONT'D)

--no masks, we show our faces. Accountability. --Oh no! Dad, speed up, I
know these kids--

JEFFERSON

--You know, with great ability
comes great accountability--

MILES

That's not even how the saying
goes, Dad--

JEFFERSON

--I do like his cereal though, I'll
give him that--

Jeff stops the car. The teens reach Miles' window.

TEEN BOY

Yo Miles! You get arrested?

MILES

(mortified)

--Oh my gosh. Don't cops run red
lights?

JEFFERSON

Some do... but not your Dad!

EXT. NEW YORK - MORNING

The car drives up right under the Brooklyn Bridge, to a
school overlooking MANHATTAN, which LOOMS across the water.

EXT. VISIONS ACADEMY - MORNING

The car pulls up. Miles sits, not wanting to go in.

MILES

Why can't I go back to Brooklyn
Middle?

JEFFERSON

(raises his eyebrows)
Miles, you've given it two weeks.
We're not having this conversation.

MILES

--I just think that this new school
is elitist--

JEFFERSON

--Elitist?--

MILES

--and I would prefer to be at a
normal school among the people.

JEFFERSON

The *people*? These are your people!

MILES

--I'm only here 'cause I won that
stupid lottery--

JEFFERSON

No way. You passed the entry test
just like everybody else, ok! You
have an opportunity here, you wanna
blow that, huh? You want to end up
like your Uncle?

MILES

(under his breath)
--What's wrong with Uncle Aaron?
He's a good guy--

--Jefferson FLINCHES, angered. Reins it in.

JEFFERSON

...We all make choices in life--

MILES

--It doesn't feel like I have a
choice right now--

JEFFERSON

--YOU DON'T!

Tension fills the car. They sit in silence for a beat.

Miles gets out of the car and opens the front door to get his bag Jefferson staring through his rearview mirror--

JEFFERSON (CONT'D)
I love you, Miles.

MILES
Yeah, I know, Dad. See you Friday--

--Miles shuts the door and walks away. Jefferson watches, bummed at the state of the relationship. He lifts his P.A.

JEFFERSON (INTO P.A.)
You gotta say I love you back.

MILES	JEFFERSON (CONT'D)
Dad are you serious?	I wanna hear it.

MILES	JEFFERSON (CONT'D)
You wanna hear me say it--	--I love you, Dad.

MILES	JEFFERSON (CONT'D)
--You're dropping me off at a school--	--I love you Dad.

MILES	JEFFERSON (CONT'D)
Look at this place--	--Dad, I love you.

MILES
Dad, I love you.

JEFFERSON (INTO P.A.)
That's a copy. Tie your shoes please!

SEQ. 0200 - THE LOTTERY WINNER "TLW"

INT. VISIONS ACADEMY - MORNING

PAN UP from UNTIED SHOES -- Miles clocks them but defiantly DOES NOT TIE THEM--

--Miles walks through a LOBBY filled with TALLER KIDS in IDENTICAL BLUE UNIFORMS. A cutting-edge LAB SCHOOL in a converted industrial building.

STUDENT
I love you, Dad!

In a SEA OF BLUE, Miles awkwardly tries to interact like he was on his street but everyone's so focused.

MILES

Hey good morning. How you doing?...
Weekend was short, huh?
(he turns to another kid)
Oh my gosh this is embarrassing, we
wore the same jacket--

MILES P.O.V. -- The UNIFORMED KIDS just pass by. Miles is discouraged.

PASSING STUDENT

Hey--

MILES (CONT'D)

(hopeful)
--Yeah?

PASSING STUDENT

--Your shoe's untied.

MILES

Yeah, I'm aware. It's a choice.

And as his SHOULDERS DROOP he turns to walk into--

INT. VISIONS ACADEMY - MONTAGE

--A MATH TEACHER in front of a BAFFLING FORMULA.

MATH TEACHER

--Who can solve this for XY?--

--A LOGIC TEACHER in front of an ELABORATE PROOF.

LOGIC TEACHER

--And that is known as a syllogism.

--IN JUMPCUTS Miles walks back and forth across the hallway. Each time he is holding more paper and books in his arms, getting more and more WEIGHED DOWN.

SPANISH TEACHER (V.O.)

--en este clase, se habla
castellano--

LITERATURE TEACHER (V.O.)

--Tonight, read two chapters of
Great Expectations--

SCIENCE TEACHER (V.O.)

--I'm giving you a take-home quiz
on volumetric pressure--

HEALTH TEACHER (V.O.)
*--a five page essay with your
 conclusions stressed--*

VARIOUS TEACHERS (O.S.)
*Workers Party/ Take-home Work/
Industrial Revolution/ Incapable/
 An enormous change/ Unstoppable--*

--The MONTAGE BUILDS, a MULTI-PANELLED FLURRY--

PRELAP: A BELL RINGS

He runs through the EMPTYING HALLWAYS. END MONTAGE.

INT. VISIONS ACADEMY CLASSROOM - DAY

Students sit in a DARKENED CLASSROOM, lit only by a large screen playing a DOCUMENTARY.

PHYSICIST
*--countless other possibilities.
 There could be a universe where I
 am wearing red. Or wearing leather
 pants--*

The door BURSTS OPEN -- MILES, out of breath, is silhouetted in the doorway.

The TEACHER FLIPS THE LIGHTS on. STUDENTS blink in the bright light and grumble.

MS. CALLEROS
 Mr. Morales, moving in the dark.
 You're late again.

MILES
 Einstein said time was relative,
 right? Maybe I'm not late. Maybe
 you guys are early.

Miles' joke is met with unamused SILENCE. Except for a single TITTER from a NEW GIRL.

NEW GIRL
 Sorry. It was just so quiet.

MS. CALLEROS
 Would you like to keep standing
 there or do you want to sit down?

Someone HITS THE LIGHTS. In the dark, Miles awkwardly makes his way to his seat, BANGS into a desk in the dark.

Onscreen is a PHYSICIST, identified as "Director, Alchemax Laboratories." She's the consummate nerd and AMPED about physics.

PHYSICIST

Our universe is in fact one of many parallel universes happening at the exact same time. Thanks to everyone here at the Fisk Family Foundation for the Sciences, I will prove they exist when I build my supercollider. All I need is 10 billion dollars. Chump change, right?

ON MILES, he BONKS INTO THE DESK of a NEW GIRL, paying rapt attention and sits down at the desk beside her.

Miles checks out the girl, who catches him looking. Miles looks away. Looks back -- she's still looking.

NEW GIRL

I liked your joke.

MILES

Really?

NEW GIRL

I mean, it wasn't funny, that's why I laughed. But it was smart, so I liked it.

MILES

(taken aback, then)

I don't think I've seen you before--

--Ms. Calleros SHUSHES Miles, cutting him off.

MS. CALLEROS

Shhhhhh!

Miles sits -- checks out the new girl but she's again focussed on the documentary. Miles is INTRIGUED.

PHYSICIST

Every choice that we make, would create countless other possibilities. A What-if to infinity.

INT. VISIONS ACADEMY CLASSROOM - LATER

Miles stands in front of Ms. Calleros' desk as she slides a zero with a 0/100 written on it.

MILES

A zero? A few more of those and you probably have to kick me outta here huh? Maybe I'm just not right for this school?

MS. CALLEROS

If a person wearing a blind fold picked the answers on a true or false quiz at random, do you know what score they would get?

MILES

Fifty percent?

MS. CALLEROS

That's right!

MILES

Wait wait!

MS. CALLEROS

The only way to get all the answers wrong, is to know which answers were right. You're trying to quit. And I'm not going to let you. I'm assigning you a personal essay. Not about physics, but about you and what kind of person you want to be.

INT. DORM ROOM - NIGHT

Miles stares at his STACK OF HOMEWORK. He takes out a legal pad to start on his *Great Expectations* paper. He sighs.

Frustrated, Miles looks out the window for a beat.

Miles SMILES -- he has a MISCHIEVOUS IDEA.

SEQ. 0500 - A NIGHT WITH AARON "NWA"**EXT. BROOKLYN - NIGHT**

Miles moves down a street, alive with nighttime city energy. Once again the CAREFREE kid he yearns to be. Moving AWAY from the Manhattan skyline and turning into--

--AN ALLEY, where he sees a light on in the top apartment.

INT. UNCLE AARON'S APARTMENT - NIGHT

UNCLE AARON is texting on his couch when he receives a picture text of him, texting, from 1 second ago. Uncle Aaron looks at his window and sees Miles--

MILES
(laughing)
Uncle Aaroooooon! Hey! Were you
scared?!

Miles PRESSES HIS FACE UP AGAINST THE WINDOW making a funny face.

TIME CUT -- Aaron washes dishes as Miles SPARS with Aaron's PUNCHING BAG not-very-competently:

MILES (CONT'D)
You want that, huh? *Unh. Unh.*

UNCLE AARON
What's up with school?

MILES
Going great. Got tons of friends.

UNCLE AARON
You can't tell me it's all that bad
there... smart girls is where it's
at. Place must be full of 'em.

Aaron walks over to the punching bag and holds it for Miles.

MILES
No, there's no one. There's no one.

Aaron walks over to the microwave to get some popcorn.

UNCLE AARON
...Yo I cannot have a nephew of
mine on the streets with no game.

MILES
I got game!
(fronting)
There was a new girl, actually,
she's kinda into me. You know how
it is.

UNCLE AARON
What's her name?

Miles sits on the couch, and SCRIBBLES in his notebook.

MILES
(stutters, until--)
--You know we... this is... we're
laying down the ground work right
now.

Uncle Aaron reacts, amused by Miles effort to sound cool.

UNCLE AARON
You know about the shoulder touch?

MILES
Of course I do! But tell me anyway.

UNCLE AARON
Tomorrow find that girl, walk up to
her and be like...
(does shoulder touch)
"Hey".

MILES
(laughing)
You serious Uncle Aaron?

UNCLE AARON
I'm telling you man, it's science.

MILES
So walk up to her and be like...
hey.

UNCLE AARON
No no no no... like hey...

MILES
"Hey."

UNCLE AARON
No. "Heyyy"

MILES
(mocks him)
Heyyyyyy.

UNCLE AARON
You sure you're my nephew, man?

Miles' phone vibrates.

UNCLE AARON (CONT'D)
Is that her?

Miles has a text from Dad: "Done with that homework?"

MILES
(checking his phone)
I should probably go. Still got a
paper to do tonight.

Aaron sees this text and then casually but deliberately
changes the subject to Miles' drawings in his notebook.

UNCLE AARON
--Yo, you've been holding out on
me. You throw these up yet?

MILES
No, man, you know my dad. I can't.

--Aaron stands. He crosses out of frame, Miles getting
EXCITED--

UNCLE AARON
C'mon. I got a spot you ain't gonna
believe.

MILES
I can't! I can't I can't--

INT. SUBWAY CAR - NIGHT

Miles and Aaron make their way out of a subway car and wait
for it to clear.

MILES
I'm gonna get in so much trouble.

UNCLE AARON
Hey man, tell them your art teacher
made you.

MILES
Hey, how did you know about this
place?

UNCLE AARON
Did an engineering job down here.

SEQ. 0520 - SUBWAY SPIDER BITE "SSB"

INT. SUBWAY TUNNEL - NIGHT

Aaron and Miles walk deeper and deeper down the tunnels and approach an ELECTRIFIED floor-to-ceiling FENCE. RACK TO an ALCHEMAX PRIVATE PROPERTY SIGN, and other HIGH SECURITY PARAPHERNALIA. *Someone really wants people to stay out.*

Aaron expertly CLIMBS A FENCE, drops down on the other side.

Miles climbs the fence. We STAY ON AARON as we hear Miles struggle. Finally Miles lands next to Aaron.

MILES

Wassup?

Uncle Aaron laughs.

UNCLE AARON

Yeah man I knew we were related.

INT. ABANDONED SUBWAY TUNNEL - NIGHT

Aaron leads Miles into a huge space. Empty walls and spiderwebs as far as the eye can see.

MILES

Whoa...

(then, for the echoes)

BROOKLYN! Brooklyn! Brooklyn!

The room is full of BEAUTIFUL STREET ART -- it's a secret spot.

UNCLE AARON

There's a lot of history on these walls.

MILES

This is so fresh.

Aaron gestures to a wall that's been RECENTLY CLEANED AND PREPPED...clearly by Aaron.

Aaron smiles, leans down to his BAG and unzips it, revealing KRYLON SPRAY PAINT CANS. He tosses a can to Miles. Presses PLAY on a stereo. Miles SMILES--

--and starts painting. Aaron turns over a BENCH.

UNCLE AARON

Now you're on your own, Miles.

(then)

(MORE)

UNCLE AARON (CONT'D)
Whoa, slow down a little... that's
better... that's perfect.

Unbeknownst to them, a faintly glowing SPIDER descends on a
web, towards the ground and towards the cans!

UNCLE AARON (CONT'D)
(coaching him)
The real Miles, comin' out of
hiding. Now you can cut that line
with another color. That's it...

MILES
Little help?

CUT TO Miles on Uncle Aaron's shoulders. For a beat
afterward, they paint TOGETHER.

UNCLE AARON
You want drips? 'Cause if you do,
that's cool, but if you don't you
gotta keep it moving...

MILES
That's intentional!

Aaron traces Miles' silhouette on the wall.

UNCLE AARON
Wow.

Miles steps back, admiring his work. A STRIKING PIECE, built
around Miles silhouette with nothing painted inside it. A
BLANK. "No Expectations" written above.

MILES
(suddenly embarrassed)
Is it too crazy?

UNCLE AARON
No man. Miles I see *exactly* what
you're doing here, man.

Miles smiles. So happy to finally be seen.

UNCLE AARON (CONT'D)
Yeah. You know me and your Dad used
to do this back in the day.

MILES
Stop lying.

UNCLE AARON

It's true. Then he took on the cop thing... and I don't know. He's a good guy, just... you know what I'm saying...

Aaron's phone VIBRATES, he READS a message. A shadow across his face.

UNCLE AARON (CONT'D)

All right, come on man. I gotta roll.

Aaron walks out of the tunnel leaving Miles alone. Miles takes one last look at their PAINTING and takes a picture of it on his phone.

There's the SPIDER, on the back of Miles' hand. It BITES him!

WE JUMP INTO PSYCHEDELIC 2D ANIMATION, watching the VENOM make it's way into MILES' BLOOD STREAM, BUILDING UNTIL--

--Miles flicks the spider and it falls off his hand.

UNCLE AARON (CONT'D)

Miles, let's go!

Miles, hiding the bite, runs to join his Uncle.

SEQ. 0700 - PUBERTY "PUB"

INT. DORM ROOM - NIGHT

TIME LAPSE: As the moon rises, Miles shifts positions. It's a restless sleep, the spider-bite faintly glows, Miles starts to sweat...

While Miles tosses and turns, his roommate Ganke works on his computer, taking a break to read "The True Life Tales of Spider-Man" comic book.

INT. DORM ROOM - MORNING

Miles gets up and puts his pants on. They are too short.

MILES (V.O.)

That's weird. My pants shrank.

The words "that's weird" are VISUALIZED onscreen. Miles looks up, SURPRISED by the sound of his own Spider-Man voice-over.

MILES
I think I hit puberty.

Ganke stops typing at this laptop, eyes wide. He quickly resumes his work as the words "I should have kept that to myself" appear thought-bubbled next to Miles.

SEQ. 0730 - WHY AM I SO SWEATY? "SWT"

INT. VISIONS ACADEMY - HALLWAY - DAY

Miles walks the halls, awkwardly trying to pull down his pants that are now suddenly too short for him. As he speaks HIS THOUGHTS APPEAR IN THREE DIMENSIONAL SPACE BEHIND HIM.

MILES (V.O.)
*I gotta get new pants. Wait, why is
the voice in my head so loud?*
(then)
What--

--His strut is interrupted by a high-pitched WHINE that STOPS when he bumps into the NEW GIRL FROM PHYSICS CLASS.

NEW GIRL
Oh! Are you okay?

MILES
What?

MILES (V.O.)
Why am I so sweaty???

NEW GIRL
Why are you so sweaty?

MILES
It's a puberty thing. I don't know
why I said that. I'm not going
through puberty. I did. But I'm
done.
("cool" and deep voice)
I'm a man.
(tries to be suave)
--So you're, like, new here, right?
We got that in common.

NEW GIRL
Yeah, that's one thing.

MILES
Cool, yeah. I'm Miles.

NEW GIRL
I'm G-Waaaanda.

MILES

Wait, your name is Gwanda?

GWANDA

Yes, it's African. I'm South African. No accent though, cause I was raised here.

Gwanda continues, though her voice FADES AWAY...

MILES (V.O.)

Do the shoulder touch now! Before she walks away!

In SLOW MOTION, Miles' hand heads toward Gwanda's shoulder as she watches its slow, deliberate journey.

MILES (V.O.)

Why is this so scary? Am I doing this in slow motion or does it just feel that way?

WANDA

...I'm kidding. It's Wanda. No G. That's crazy.

The hand lands. Beat.

MILES

("cool" and deep voice)
"Hey."

WANDA

OK then. I'll see you around.

MILES

Oh. See you.

Miles is mortified. Wanda turns to leave but is jerked back by Miles.

MILES (CONT'D)

Sorry... um... oh crap--

WANDA

--Hey! Um, can you let go please? Ow ow ow ow ow, calm down, it's fine--

MILES (CONT'D)

--I can't... let... go...

Miles is STUCK to her. He tries to unstick himself but it keeps getting worse. Now Wanda's hair is involved.

WANDA

Miles, let go!

MILES
I'm *working on it*. It's just
puberty!

WANDA
I don't think you know what puberty
is! Just relax.

MILES
Okay, I have a plan.

WANDA (CONT'D)
Great.

MILES
I'm going to pull REALLY
hard.

WANDA (CONT'D)
That's a terrible plan.

MILES
1... 2...

WANDA (CONT'D)
--Don't do this!--

WANDA (CONT'D)
--3!

Wanda finally has enough and FLIPS Miles, in full view of
dozens of students. Miles SCREAMS.

MILES
AHHHHHHHH!!!

Pre-lap: An electric razor BUZZES.

INT. NURSE'S OFFICE - LATER

Miles looks on as his hand is freed from Wanda's hair.
Miles' expression tells us her hair is ravaged. And it is.

MILES
Nice to meet you.

She won't even look at him.

WANDA
Sure. Total pleasure.

INT. VISIONS ACADEMY - HALLWAY - CONTINUOUS

Exiting, Miles balls his hair-covered hands and puts them in
his pockets. He walks the halls, *mortified*.

MILES (V.O.)
No one saw. It's ok. No one knows.
No one knows.
(everyone is staring)
Everyone knows. Everyone knows!

The sentence "EVERYONE KNOWS" appears behind him, giant letters. The period appears last like a CANNONBALL.

MILES

They're talking about me. They saw everything. He knows. She knows. They know.

(distracted by a tall girl)

Wow. She's super tall. Why is he smiling? Am I the weird guy now? What am I doing? How do I stop? Can they hear my thoughts? Why are all my thoughts so loud?!

The SCHOOL SECURITY GUARD appears--

SECURITY GUARD

--Hey! I know you snuck out last night, Morales.

MILES

(V.O./THOUGHT BUBBLE)

Play dumb.

(to the security guard)

Who's Morales?

(V.O./THOUGHT BUBBLE)

Not that dumb.

SEQ. 0790 - SPIDER-MAN SYMPTOMS "SMS"

--Panicking, Miles TAKES OFF RUNNING.

SECURITY GUARD

--Hey!

Miles rounds a corner and runs down the hall trying.

He finds an open door and runs into:

INT. OFFICE - CONTINUOUS

Miles slams the door behind him.

MILES (V.O.)

You're okay. You're okay. You're okay. He'll never find you.

He SPINS to LOOK AROUND THE OFFICE, and sees, to his horror, a PHOTO OF THE SECURITY GUARD AND HIS BUDDIES.

MILES (V.O.)

No.

EXT. SECURITY OFFICE

The guard reaches the door, starts to bang. We now see the sign on the door: SECURITY OFFICE.

INSIDE THE OFFICE

Miles is stuck, yanking on the door. His HAND pulls away, ripping off the DOOR'S VENEER.

He stands, his hands sticking to his shirt and accidentally YANKING IT OVER HIS EYES.

SECURITY GUARD (O.S.)

What are you doing in my office
Morales?! Morales! Open up!

Unable to see he RUNS DIRECTLY INTO A BOOKSHELF, then sticks to it, pulling it down IN FRONT OF THE DOOR. He hits the laptop and Spider-man's Christmas song ("Spidey Bells") starts to play.

MILES (VO/THOUGHT BUBBLE)

Why is this happening?

Outside in the hallway, the security guard notices the kids reacting to the song playing from his office.

SECURITY GUARD

(sheepish)

It's my kids playlist.

--Miles TRIPS and ROLLS UP THE WALL -- circling the four walls like a dervish, he sticks to the ceiling and "break dances."

SECURITY GUARD (CONT'D)

Open up!

MILES (V.O./THOUGHT BALLOON)

(exerting himself)

Stop... sticking!

He falls onto a DESK CHAIR and then ROLLS OUT THE WINDOW!

OUTSIDE THE BUILDING

Miles sticks straight out his window sill, sticky feet the only thing preventing him from falling down.

MILES (V.O./THOUGHT BUBBLE) (CONT'D)
Keep sticking, Miles!

Miles struggles to get inside. He rolls onto an ADJACENT WINDOW where A FULL CLASSROOM of TRANSFIXED STUDENTS doesn't notice the horrified Miles on the window--

TEACHER
....what Hofstadter is
suggesting... is that we... look
underneath...

--Miles rolls AROUND THE BUILDING, rounding a corner --
Suddenly BIRDS fly into him, and somehow become STUCK TO HIS HANDS as they FLAP WILDLY, PECKING AT HIS EYES--

INSIDE THE GLASS HALLWAY, we find WANDA, watching Miles, a little perplexed.

WANDA
...OK...

BACK WITH MILES, rounding a corner-- He's back at his dorm room!

MILES
My room!

IN HIS ROOM, Miles makes his way through his window to the FLOOR. He looks up, breath heaving as a SPIDER-MAN COMIC floats down onto his face. (*The True Life Tales of Spider-Man*)

Miles lifts the comic -- it rips a bit -- and looks at it. The two-page spread contains panels IDENTICAL TO WHAT MILES JUST EXPERIENCED: A Spider bite. Peter Parker pulling on the door ("Why is this happening?", "Please stop sticking!"), rolling out the window, and finally lying the floor, exactly where Miles is.

MILES (CONT'D)
(pure panic)
How could there be two Spider-Men?
There can't be two Spider-Men.
(V.O.)
Can there?

SEQ. 1100 - I DON'T WANT TO BE A SUPERHERO "IDW"

SPLASH PAGE: THE TWO SPIDER-MEN

On the cover: Miles leans against a glass building, 20 stories up. The REAL SPIDER-MAN is his reflection, but he's bigger and cooler looking.

EXT. BROOKLYN STREET - DUSK

Miles races down the street. A phone RINGS.

MILES (V.O.)
Come on Uncle Aaron. Pick up. Pick up.

UNCLE AARON (PHONE MESSAGE)
--Yo, it's Aaron. I'm outta town for a few days. Hit you when I'm back. Peace.

His thoughts racing in V.O.:

MILES (V.O.)
No nononono. It's not possible--

--The THOUGHT BUBBLE "NO'S" FLY OFF BEHIND HIM--

MILES
It's just puberty, it's a normal spider, and I'm a normal kid--

--**SCREEEEEEEECCCHHH!!!!** Miles races into the path of an ONCOMING CAR, but reflexes kick in and he VAULTS over it -- an INSANE SUPER-HEROIC leap that lands him twenty feet away. AMAZED PASSERSBY CHEER.

Miles continues on, more freaked out than ever.

SEQ. 1150 - BACK THROUGH THE TUNNELS "BTT"

ONSCREEN COMIC BOOK BOXES: "Later...Miles searches for answers..."

INT. SUBWAY TRAIN - NIGHT

Miles rides the subway.

MILES (V.O.)
I gotta tell someone.

He scrolls to his DAD's number. He thinks to himself for a beat, then DECIDES AGAINST IT.

INT. SUBWAY STATION - NIGHT

He exits the subway, turns toward the DARK TUNNEL he and Uncle Aaron walked into.

MILES
You're being crazy Miles. You're
being crazy.

INT. ABANDONED SUBWAY TUNNEL - NIGHT

The MURAL Miles made is still here.

MILES
Find the spider. You'll see.

The DEAD SPIDER is there. Miles flips it over. It looks WEIRD and FLUORESCENT.

MILES (CONT'D)
It's a normal spider. It's like
boring how normal the spider is...

The spider GLITCHES making Miles jump back.

Suddenly, Miles hears a RUMBLE. He stands, STARTLED. The rumble STOPS. It appears to be coming from a **PITCH BLACK ABANDONED TUNNEL**. A surge of SPIDER-SENSE. Overwhelming.

MILES (V.O.) (CONT'D)
Why is this happening to me?

SEQ. 1200 - ASSEMBLY ROOM FIGHT "ARF"**INT. PITCH BLACK TUNNEL**

Miles shines his light into darkness. This is SCARY. A LONG, BLUE TUBE, stamped ALCHEMAX, arcs into the DISTANCE, HUMMING. Miles' spider-sense continues to direct him.

Another surge of SPIDER-SENSE hits Miles and we hear competing thoughts in his head.

MILES (V.O.)
Slow down!/What am I doing? What am
I doing?

Miles picks up the pace, jogs around the corner, where Miles TURNS, a *BIG SURGE OF SPIDER-SENSE* and multiple voices are heard together--

MILES
Look out./I don't want to be a
hero!/Look out.

MYSTERIOUS VOICE #1
--You're like me--

MYSTERIOUS VOICE #2 MYSTERIOUS VOICE #3
--That's all it is Miles.-- --You're like me--

MYSTERIOUS VOICE #4
--LOOK OUT--

--**WHAM!!!!** A SUBWAY CAR flies towards him from the next room
and SMASHES AGAINST THE WALL BESIDE HIM!

MILES
Whoa!

INT. SUPERCOLLIDER STAGING CHAMBER - CONTINUOUS

A massive staging room containing Alchemax EQUIPMENT.

ZOOM IN ON: **SPIDER-MAN**. In mid-flight. Backwards. He wrecks
against some painful looking equipment.

ON MILES, TERRIFIED. What's happening?!

SPIDER-MAN
Norman, listen to me.

MILES (V.O.)
Spider-Man?!

SPIDER-MAN
I cannot let you open a portal to
another dimension! Brooklyn is not
zoned for that!

PAN to reveal GREEN GOBLIN, a 25' beast with massive wings.
He unfurls a big BIG BLUE TONGUE.

GREEN GOBLIN
It's not up to me.

MILES (V.O.)
Is that Green Goblin!?

GREEN GOBLIN
Why won't you quit?!

SPIDER-MAN

I don't know I guess I like
Brooklyn not being sucked into a
black hole?

MILES

I think I'm gonna go...

SPIDER-MAN

Staten Island maybe, NOT Brooklyn!

As Miles turns to run, A GIANT BEAM CRASHES INTO THE ROOM.
Miles FALLS ON TOP OF IT as it swings back out into the room
where Goblin and Spider-Man are FIGHTING. Miles hangs onto
the beam for dear life.

MILES

No, no!

Miles is tossed around the room as Goblin and Spider-Man
battle.

Green Goblin throws CLUSTER BOMBS as Spider-man swings around
them, and Miles avoids the explosion but now he's EXPOSED.
This is WAY more real in person.

He runs down a MASSIVE HALLWAY, away from the battle. Miles
catches himself before tumbling over the end of the hallway
into a giant room.

SEQ. 1210 - MEET KINGPIN "MKP"

INT. SUPERCOLLIDER ROOM

He is now in an ENORMOUS CHAMBER containing a SUPERCOLLIDER.

MILES

Woah!!

Miles looks around the room, confused.

MILES (CONT'D)

What is this place?--

--Spider-Man and Goblin BURST through doors above him--

--Miles falls STRAIGHT DOWN, but Spidey spots Miles and--

--swings him safely away, high and far from the action. They
are on an OBSERVATION LEDGE overlooking the collider chamber.

A beat as they appraise each other. Then:

SPIDER-MAN

Did you know your shoes are untied?

MILES

Uh huh.

SPIDER-MAN

This is a onesie so I don't really
have to worry about it.

A beat. Spidey senses something in Miles. Their spider-senses
RESONATE. Like a mind meld.

SPIDER-MAN (CONT'D)

(thrown)

I thought I was the only one.
You're like me.

MILES

I don't want to be.

SPIDER-MAN

I don't think you have a choice,
kiddo.

(gently)

Got a lot going through your head,
I'm sure.

MILES

Yeah...

SPIDER-MAN

You're gonna be fine. I can help
you. If you stick around, I can
show you the ropes.

MILES

(so relieved)

Yeah.

SPIDER-MAN

I just need to destroy this big
machine real quick before the space
time continuum collapses. Don't
move. See you in a bit--

--IN AN AMAZING, MIND-BOGGLING MOVE, Spidey jumps away and
uses the MASSIVE CHURNING SUPERCOLLIDER to WHIP HIMSELF UP
until he's ON THE CEILING, hundreds of yards above, and eye-
level with a CEILING PANEL.

MILES (V.O.)

How does he do that?

He RIPS THE PANEL OUT, reaches in, pulling out COMPLICATED WIRING. He pulls a STRANGE COMPUTERIZED KEY out of his suit and tries to plug it INTO A HANGING PORT. Miles watches, IMPRESSED.

Spider-Man tries to put the key in the port, but it's the wrong side, he flips it around, that's wrong too somehow.

SPIDER-MAN
I always get this wrong.

As he finally gets it-- a SURGE OF SPIDER-SENSE--

SPIDER-MAN (CONT'D)
(looks up)
Oh boy.

--A PURPLE BLUR streaks overhead. TWO PUNCHES from nowhere. Dazed, Spider-Man looks up and sees a lanky opponent in a purple MASK and SUIT wearing mechanized GLOVES and BOOTS. It's **THE PROWLER**.

As they FLY ACROSS THE ROOM, FIGHTING--

SPIDER-MAN (CONT'D)
Prowler! Man, I was in the middle
of something!

Prowler THROWS HIM HARD TO THE GROUND.

SPIDER-MAN (CONT'D)
(hitting ground)
I am so tired...

Prowler lunges towards Spider-Man but Spider-Man expertly dodges the claws and spinning rocket boot kicks--

SPIDER-MAN (CONT'D)
Are you mad at me? I feel like
you're mad at me.

Miles watches from down below, helpless. He SNAPS a picture on his cell phone.

SPIDER-MAN (CONT'D)
Is that all you got?

--The GREEN GOBLIN appears and pins Spider-Man to the ground. His giant blue tongue lashes around angrily, hitting Spider-Man with GIANT GOBS OF SPIT.

SPIDER-MAN (CONT'D)
Uhh, so gross.

MILES (V.O./THOUGHT BUBBLES)
I should go up there and help him!
Who am I kidding, I should not do
that.

PRELAP: THE SOUND OF LOUD, DELIBERATE FOOTSTEPS. THE CLICKING OF A PEN.

INT. CONTROL ROOM

TERRIFIED SCIENTISTS work as SOMETHING HUGE walks through the room from behind them.

REVEAL KINGPIN, an elaborately-tailored HULK OF A MAN. He walks through the control room towards the windows that face out over the collider room.

KINGPIN
 (creepily singing spider-man theme)
 Dooby do, dooby do. Watch out, here comes the spider-man!
 (then, over a P.A.)
 You like my new toy? It cost me a fortune. But hey, you can't take it with you, right? You came all this way. Watch the test. It's a hell of a freakin' light show, you're gonna love this.

SPIDER-MAN
 (panicking now)
 No! No! Don't do this! Stop! You don't know what it can do, it'll kill us all!

The collider ROARS ON, lights MOVING UP THE WALLS toward the top, as it CRESCENDOES WITH-- CLUNK! A TINY ATMOSPHERIC METER in a BOX lowers down, blinking, with a TINNY WHIR...

Spider-Man confused as--the SENSOR LOCKS INTO PLACE.

--BLAM! The collider behind Spidey ACTIVATES, firing PARTICLE BEAMS at the BOX, which FREAKS OUT, it's readings ON HAYWIRE. IT'S CRAZY LOOKING.

Kingpin watches, a huge smile. A DREAM COMING TRUE. The scientists are growing EXCITED--

SCIENTIST 3 (O.S.)
 The portal is opening.

FEMALE PHYSICIST VOICE (O.S.)
 I see multiple dimensions opening!

KINGPIN

Good.

FEMALE PHYSICIST VOICE (O.S.)

That was 3... 4... and 5 separate dimensions--

SCIENTIST 4 (O.S.)

It's unstable... we should stop--

EXT. BROOKLYN - SAME TIME

A Brooklynite looks up from a quivering latte at FOAM PARTY...

A minor EARTHQUAKE shakes Brooklyn. But this is no ordinary earthquake. Weird colors, weird blurring. 25 TRAFFIC LIGHTS vibrating in the same space. 25 DIFFERENT-LOOKING CHRYSLER BUILDINGS vibrating in the same space. As we'll later learn this is a "dimensional quake." Very dangerous. But it looks COOL.

INSIDE THE COLLIDER ROOM

Spider-Man struggles as Goblin continues to hold him onto the ground. The ceiling tiles begin to shake, falling onto Goblin--

SPIDER-MAN

Norm, what's your take on head trauma?

(it hits Goblin)

--I tried to warn you, pal.

Spidey jumps towards the collider. BUT--

Goblin rises, flies, then GRABS Spider-Man and SHOVES HIM into the beam/tiny portal. The beam now OUT OF CONTROL.

KINGPIN

Goblin, no! Get him out of there!

Uh Oh. Goblin pushes Spidey's head INTO THE BEAM.

PETER'S POV -- PSYCHEDELIC LIGHTS and UNDULATING THREADS. We don't know it yet but we are seeing a portal to the multiverse. SPIDEY starts to GLITCH STRANGELY--

--Spidey regains control, PULLING GOBLIN into the beam then **A HUGE ENERGY PULSE BURSTS OUT FROM THE COLLIDER,** knocking everyone back!

OUTSIDE, the PULSE WHOOSHES THROUGH THE CITY, KNOCKING THE LIGHTS OUT TEMPORARILY--

SEQ. 1220 - DEATH OF SPIDER-MAN "DOS"

INT. SUPERCOLLIDER STAGING AREA - INTERCUT

The PULSE wrecks the chamber. Miles has FALLEN THROUGH A HOLE IN THE FLOOR, smoke billowing everywhere.

Miles scrambles by the remains of Green Goblin, crushed by some heavy machinery: **DEAD**.

--Miles reaches A very injured SPIDER-MAN.

MILES

Hey! Are you okay???

SPIDER-MAN

(no, but plays it off)

I'm fine, I'm fine. Just resting.

MILES

Can't you get up?

SPIDER-MAN

(wry laugh)

Yeah, yeah I always get up...

(coughing)

The coughing's probably not a good sign.

NOISES FROM ABOVE, shadows. Kingpin's thugs have discovered the hole.

SPIDER-MAN (CONT'D)

Listen, we gotta team up here, we don't have that much time...

--Spider-Man hands the SHUTDOWN KEY to Miles--

SPIDER-MAN (CONT'D)

This override key is the only way to stop the collider. Swing up there, use this key, push the button, and blow it up.

Spider-Man swallows hard, his breath shallower, his voice FAST. This is *serious*--

SPIDER-MAN (CONT'D)
You need to hide your face. You
don't tell anyone who you are. No
one can know. He's got everyone in
his pocket--

MILES
--What?

SPIDER-MAN
If he turns the machine on again,
everything you know will disappear.
Your family, everyone -- everyone.
Promise me you'll do this.

MILES
I promise.

SPIDER-MAN
--Go! Destroy the collider. I'll
come and find you... it's going to
be ok.

--Miles CLAMBERS UP A DEBRIS PILE TO THE FLOOR ABOVE--

Miles peeks up to the top of the collider... *IT'S SO FAR UP
THERE*. Down below the conversation continues. Kingpin enters:

KINGPIN
Tombstone. We're done with tests.
Get that thing ready to go again.

The scientist BACKS AWAY, runs. Kingpin shakes his head.

KINGPIN (CONT'D)
Run faster. These guys are weak.

Kingpin approaches Spider-Man.

KINGPIN (CONT'D)
I'd say it's nice to see you again,
Spider-Man. But it's not.

SPIDER-MAN
Hey Kingpin. How's business?

KINGPIN
Booming. Ha!

SPIDER-MAN
Nice...

Kingpin takes off Spider-Man's mask.

SPIDER-MAN (CONT'D)
Aw, that's a no-no.

It's Peter Parker, 26 years old. BLONDE.

SPIDER-MAN (CONT'D)
This might open a black hole under
Brooklyn. It can't be worth the
risk.

KINGPIN
It's not always about the money,
Spider-Man.

Prowler APPEARS FROM THE DARKNESS, advances on Peter--

SPIDER-MAN
(frantic)
--Don't you want to know what I saw
in there?

KINGPIN
--WAIT...

Kingpin's hand raises. Prowler HALTS.

SPIDER-MAN
I know what you're trying to do.
And it won't work. They're gone.

A flash of FURY and Kingpin delivers the DEATH BLOW himself.
A long beat.

KINGPIN
Get rid of the body.

ON MILES, eyes widening. Miles moves slightly and makes
DEBRIS fall.

KINGPIN (CONT'D)
What was that?

They follow the noise up to MILES' SILHOUETTED FIGURE...

KINGPIN (CONT'D)
Kill that guy.

Miles RUNS. The Prowler takes off after Miles.

SEQ. 1240 - PROWLER CHASES MILES "PCM"

INT. SUBWAY TUNNELS - CONTINUOUS

--Miles races down the tunnel toward the LIGHT OF THE STATION. He HOPS THE FENCE, no hesitation.

Prowler sprints behind with INFRARED VISION!

A SUBWAY TRAIN IS COMING! Miles LEAPS INTO THE AIR and GRABS THE CEILING as the DEAFENING subway passes BENEATH HIM.

Prowler WALKS TOWARD MILES as Miles realizes his HANDS ARE STUCK! Miles swings his legs around to free himself as Prowler approaches. *A nightmare come to life.*

MILES
Stop sticking!

Miles somehow RIPS HIS HANDS OFF, skin tearing -- OW! -- and races out of the tunnel--

INTO THE LIGHT, clambering onto the PLATFORM, another train coming, Miles LEAPS, just CLEARING IT. He runs upstairs. Prowler watches from the SHADOWY TUNNEL, unable to follow.

SUBWAY VOICE
*Stand clear of the closing doors,
please.*

EXT. BROOKLYN - NIGHT

Prowler whizzes through the busy streets on his motorcycle. He drives right by a hiding Miles.

Miles runs past a crowd that is gathering around the strange CLUSTERED TRAFFIC LIGHT we saw earlier(A remnant of dimensional glitching), taking photos.

BROOKLYNITE
Yeah, I think it's a Banksy.

SEQ. 1250 - JUST KID STUFF "JKS"**INT. MILES' CHILDHOOD BEDROOM - LATER**

Off screen, a TV plays the news as MILES climbs through the window.

NEWS ANCHOR (O.S.)
*...New Yorkers are reporting
sporadic power outages in the wake
of another strange seismic event...*

He's breathing heavy. He's freaked out and so scared. JEFF'S VOICE rings out from O.S.

JEFFERSON (O.S.)
Police! Put your hands up!!
..Miles? Miles?

Jefferson sees Miles.

JEFFERSON (CONT'D)
Why aren't you at school?

--Miles runs up to his dad and embraces him. Jeff is confused, then seems to get it.

JEFFERSON (CONT'D)
Whoa, whoa, it's ok.

RIO
Miles? Que te pasa? Is it the earthquake?

Miles looks at each of his parents, torn. Maybe he should confide in them...?

MILES
Can I sleep here tonight?

JEFFERSON
Miles, it's a weeknight. You made a commitment to that school--

RIO
--Jeff, he's upset.

Rio and Jeff share a look. Jeff understands, softens.

JEFFERSON
Of course you can stay.

Miles sits down on his bed.

MILES
Dad?

JEFFERSON
--Yeah?--

MILES
...Do you really hate Spider-Man?

JEFFERSON
(beat, confused)
Yeah?
(MORE)

JEFFERSON (CONT'D)

(then)

I mean, with a vigilante--

--Rio shoves Jeff out--

RIO

--Jeff, mi amor--

JEFFERSON

--What? He asked me. Baby, you know
how I feel about Spider-Man,
c'mon...

RIO

Mhmm...

Jeff leaves. Miles, lies down on his bed. Rio tenderly
strokes Miles' forehead.

RIO (CONT'D)

Tu sabes que el te quiere mucho...
That's why he's tough on you, you
know that, right?

MILES

Mom, do you ever think about moving
out of Brooklyn?

RIO

Our family doesn't run from things,
Miles.

MILES

Yeah, I know.

Rio kisses his forehead. Gets up, LIGHTS OUT.

RIO (O.S.)

He's having a hard time, Jeff.

JEFFERSON (O.S.)

When it gets hard, that's
when he's gotta stick it out.

RIO (CONT'D)

Shhhh. Tiene que mas suave.

Their voices fade.

Miles take the KEY out of his pocket in a closed fist as the
MUFFLED SOUND of his parents' voices fades away. Miles opens
his hand, revealing the KEY. Miles stares at it.

SEQ. 1330 - PETER'S FUNERAL "PEF"

TV NEWS BULLETIN**EXT. NEW YORK CITY - INTERCUT**

Rio and Jefferson watch the news. Miles sits up in bed.

NEWS ANCHOR #2 (V.O.)
*We interrupt this broadcast for a
 special report. Sad news tonight.
 The hero known as Spider-Man has
 died after injuries related to
 another powerful earthquake in
 Brooklyn.*

Over a montage of people around the city finding out Spider-Man died, we hear...

NEWS ANCHOR #2 (V.O.)
*Multiple sources are confirming
 that Peter Parker, a 26 year old
 grad student and part time
 photographer, operated as Spider-
 Man for at least a decade, saving
 by some counts thousands of lives
 around the world. With these tragic
 seismic events on the rise, one can
 only wonder, is there anyone who
 can keep New York safe?*

People look at cell phones in Times Square.

MULTIPLE NEWS ANCHORS (V.O.)
*Peter Parker, Spider-Man, is dead.
 / He is survived by his wife Mary
 Jane and his aunt, May Parker. /
 Our hero Spider-Man is gone.*

EXT. ELECTRONICS STORE - DAY

Miles stands in front of a TV display at a store window. All the TVs are playing the news about Spider-Man's death. Miles looks at the TVs, his reflection appearing between photos of Spider-Man and Peter Parker.

MJ (V.O.)
*My husband Peter Parker was an
 ordinary person. He always said it
 could have been anyone behind the
 mask. He was just the kid who
 happened to get bit.*

INT. STAN'S COSTUME STORE - DAY

Miles looks at a Spider-Man costume, deciding. Then BUYS IT from a COMIC BOOK OWNER who looks A LOT LIKE...

STORE OWNER
I'm going to miss him.

MILES
Yeah.

STORE OWNER
We were friends you know.

MILES
Can I return it if it doesn't fit?

STORE OWNER
It always fits. Eventually.

Beat. Stan head tilts to a sign: NO RETURNS. He smiles.

INT. BATHROOM

Miles puts the costume on and stares at himself in the mirror.

MJ (V.O.)
*He didn't ask for his powers. But
he chose to be Spider-Man.*

He experiments, crouching in a classic Spider-Man pose. He relaxes then quickly tries another pose.

EXT. CATHEDRAL - DAY

Miles walks in a sea of well wishers in full costume, many also in Spider-Man costumes, homemade and store bought.

MJ
My favorite thing about Peter is
that he made us each feel powerful.
We all have powers of one kind or
another. But in our own way, we are
all Spider-man. And we're all
counting on you.

MILES
(to himself)
They're counting on me.

FUNERAL ATTENDEE
(whispers to Miles)
Probably not you specifically. I
think it's a metaphor.

MJ backs away from the dais. Aunt May comforts her.

EXT. ALLEY

Miles rounds a corner and takes out the Spider-Man Origins comic book. He flips to a page that depicts Peter testing his new powers by jumping from a building.

INT. BUILDING - DAY

Miles RUNS UP A FLIGHT OF STAIRS, eyes determined. He BURSTS THROUGH A DOOR AND onto--

EXT. ROOF - DAY

Miles walks to the edge, looks DOWN and then ACROSS to the neighboring roof, calculating the jump.

He BACKS UP. Cracks his neck. Waits there. As the MUSIC CRESCENDOS--

INT. BUILDING - DAY

Miles RUNS DOWN A FLIGHT OF STAIRS.

INT. BUILDING - DAY

Miles, disappointed in himself for chickening out, eyes a SHORTER BUILDING.

INT. BUILDING - DAY

Miles RUNS UP ANOTHER FLIGHT OF STAIRS.

EXT. ROOF - DAY

He BACKS UP. Cracks his neck...then RUNS, gaining speed--
--and TRIPS on his untied shoelace, FALLING TO THE GROUND BELOW. We make a meal of the fall, comics-style.

Miles lands with a CRACK (BURST CARD), and pulls out the key which is now TOTALLY BROKEN.

SEQ. 1400 - THE CEMETERY "CEM" - PART 1

EXT. CATHEDRAL - NIGHT - LATER

It's snowing now. Empty and quiet. Footsteps on snow as Miles approaches Peter Parker's grave.

He takes off his mask, looks down at Parker's gravestone and sighs, then speaks, so softly we can barely hear him.

MILES

I'm sorry, Mr. Parker... That thing
you gave me, that key...

(holds it out)

I think I really messed it up. I
want to do what you asked. I really
do, but... I'm sorry. I'm not sure
I'm the guy. I can't do this
without you.

BEHIND MILES a DARK FIGURE rises, casting a shadow.

VOICE (O.S.)

Hey! Kid!--

Terrified, Miles pulls his mask down and TURNS AROUND--

--The figure steps forward -- Miles panics and throws his
arms up, accidentally delivering a VENOM STRIKE.

The Dark Figure flies back as WEBBING flies from his hands
and sticks to Miles, yanking Miles forward.

MILES

Woah!!

Miles sits up and looks at his HANDS, the webbing.

MILES (CONT'D)

What did I do to him? Uh...

Miles runs over to the body, pulls back his jacket and
reveals a SPIDER-MAN COSTUME.

MILES (CONT'D)

No... Who are you?

SEQ. 2090 - PETER'S FLASHBACK "PFB"

PETER (V.O.)
*Alright people, let's do this one
 last time. My name is Peter B.
 Parker...*

PAGES FLIP FAST: "Coming next month! A Spider-Man from
 another world..."

SPLASH PAGE: THE AMAZING SPIDER-MAN

QUICK FLASHES, similar but not identical to the ones we saw
 in the cold open. High-energy running, fighting, leaping...

PETER (V.O.)
*...I was bitten by a radioactive
 spider. And for the last twenty-two
 years I thought I was the one and
 only "Spider-Man".*

Peter on a gargoyle drinking coffee with the morning paper.

PETER
 What a day...

PETER (V.O.)
I'm pretty sure you know the rest.

INT./EXT. A rapid barrage of IMAGES from Spider-Man canon
 whiz by -- but with VARIATIONS and NEW SHOTS too. Instead of
 Uncle Ben on the bed, for instance, it's AUNT MAY.

PETER (V.O.)
*You see I saved the city, fell in
 love, I got married, saved the city
 some more, maybe too much, my
 marriage got testy, made some dicey
 money choices -- don't invest in a
 Spider-themed restaurant...*

We see a few FAST IMAGES of Spider-Man doing his thing but
 losing a step, swinging with coffee, etc., standing in front
 of a shuttered TGISpideys, signing divorce papers, HOLDING
 HIS BACK, BAD INVESTMENTS, DOOR SLAMMING, GETTING HIT BY A
 DRONE.

PETER (V.O.)
*...Then like fifteen years passed
 blah blah blah super boring, I
 broke my back, a drone flew into my
 face, I buried Aunt May, my wife
 and I split up.*

(MORE)

PETER (V.O.) (CONT'D)
(then)
But I handled it like a champion.

CUT TO Peter CRYING on the floor of the shower in his spider-suit.

PETER (V.O.)
'Cause you know what? No matter how many times I get hit, I always get back up.

Peter's slumped like a slug in bed, wearing his costume. His ALARM goes off -- he lifts up his mask and immediately pulls it back down. He refuses to shut off the alarm, so it keeps BLARING.

He watches TV. A nature show. Seahorses reflecting in his SAD SPIDER EYES.

PETER (V.O.)
And I got a lot of time to reflect and work on myself. Did you know that seahorses that they mate for life? Could you imagine a seahorse seeing another seahorse and then making it work?
(then)
She wanted kids and it scared me.

Peter sits on the roof of a building looking at his phone, deciding whether or not to call MJ.

PETER (V.O.)
I'm pretty sure I broke her heart.
(beat)
Flash forward, I'm in my apartment doing pushups, doing ab crunches, getting strong--

REVEAL PETER, with his costume half on, eating pizza--

PETER (V.O.)
--when this weird thing happened.

--A TREMOR hits the room causing the same strange "color separation" we saw before. Peter's whole body suddenly SHAKES AND VIBRATES as he LOOKS UP--

--Where A PSYCHEDELIC PORTAL YAWNS OPEN, sucking him TOWARD IT -- his body FLIES UP, halftones more prominent--

PETER (V.O.)
*... And I gotta say, weird things
 happen to me a lot. But this was
real weird.*

Peter uses his limbs to fight but it's TOO STRONG... the portal CLOSES. The pizza slice drops on the floor.

INT. INTER-DIMENSIONAL PORTAL - CONTINUOUS

Halftone Peter flies SCREAMING through an INSANE MULTIVERSE, trying to PULL HIS MASK ON...

...he is falling towards a STRANGE KALEIDOSCOPE OF SPIDER-MEN, just like we saw earlier, towards the BRIGHT CENTER...

EXT. BROOKLYN - NIGHT

Peter EXPLODES IN AN ENERGY BURST OUT OF THE COLLIDER (the pulse from earlier that spread through Brooklyn after Spider-Man and Green Goblin fell into the beam).

Peter TUMBLES and CAREENS through a BLUR OF CITY and NIGHT SKY as his MOLECULES SOLIDIFY, finally coming to rest in--

TIMES SQUARE

Peter slowly stands, stares open-mouthed at STRANGE BUILDINGS, BILLBOARDS and STORES with close-but-not-quite-right LOGOS.

PETER (V.O.)
*...You see I was in New York,
 but... things were different.*

Finally Peter looks at a ticker-tape LED sign in front of NNN (National News Network-- a cable station): **"NEW YORK'S HERO, SPIDER-MAN, FOUND DEAD AT 26"**

PETER (V.O.)
*Also I was dead. And blonde. I was
 kind of... perfect. It was like
 looking in a mirror.*

We cut from RIPeter to this new Peter, LIFTING HIS MASK. One slick and new, one old and BEAT UP.

CUT TO Peter at Spider-Man's funeral. MJ gives her eulogy.

MJ
 My husband Peter Parker was an
 ordinary person.
 (MORE)

MJ (CONT'D)
He always said it could have been
anyone behind the mask.

PETER (V.O.)
*I have a feeling the thing that
brought me here, was the thing that
got him killed. You wanna know what
happened next?*
(beat)
Me too.

We see Miles "venom strike" again.

SEQ. 1400 - THE CEMETERY "CEM" - PART 2

Miles approaches the figure. A flash of spidey-sense. The
figure *looks like Peter Parker, but with BROWN HAIR.*

MILES
Who are you?

POLICE OFFICER #1 (O.S.)
What are you doing over there?
Freeze! PDNY!

A flashlight finds Miles who STARTLES, hands up.

--Miles decides to RUN! But he's tied to an unconscious body,
and is SNAPPED BACK--

MILES
Are you kidding me right now?

Police approach, TURNING ON BODY CAMERAS. Miles gasps.
Frantic, HE PICKS UP the immobile "Peter" ON HIS BACK--

POLICE OFFICER #1
Stop! Stop!

POLICE OFFICER #1 (CONT'D)
Hey kid, drop the body!

Miles PICKS UP SURPRISING SPEED, tracking FOOTPRINTS in the
snow which Peter's dragging legs quickly blur.

POLICE OFFICER #1 (CONT'D)
Hey kid! Get over here!

Miles sees THE GLINT of the web shooters on Peter's wrist.
THINKING FAST, he aims Peter's arm to shoot webbing.

The webs dart out and attach to a nearby tree. Miles and
Peter swing forward--

MILES

--See ya, officers!--

--then they CREST, and go SAILING BACK--

MILES (CONT'D)

--Oh come on--

They SPIN THROUGH THE AIR then SMACK ONTO A WALL, Peter DRAGGING Miles down--

--Peter lands in the snow and Miles lands in his lap.

POLICE OFFICER #2

C'mon now! Put em' up, son!

Miles puts his and Peter's hands up. Flops the hands around as he gesticulates--

--Miles accidentally uses Peter's web shooter, firing it toward an oncoming elevated train... it CONNECTS!

MILES

Adios?

--WHOOSH! Miles and Peter are WHIPPED OUT OF FRAME and DRAGGED away through the snow by the TRAIN.

BAM! He slams into the PETER PARKER GRAVESTONE, knocked out as Miles PINBALLS from gravestone to gravestone--

MILES (CONT'D)

Help! Somebody stop that train!

SEQ. 1450 - THE SPIDER-MEN "TSM"

EXT. NEW YORK CITY - CONTINUOUS

Miles and an unconscious Peter get dragged through the city. The train lifts them up into the air, above the traffic as COP CARS FOLLOW BEHIND, SIRENS BLAZING.

PETERS LIPS FLAP.

The trajectory of the train lowers them down towards an unsuspecting BICYCLIST. Miles and Peter get tangled with the bicyclist, causing him to go flying in the air (MULTIPANEL).

PETER

(very groggy)

Oh, hey, what the...?

They whiz through ONCOMING TRAFFIC, pedestrians, Miles trying to swing his weight around to maneuver through.

Trying to lift up Peter, Miles instead forces his face INTO THE GROUND. Peter is knocked unconscious again.

MILES
I'M GOING TO DIE!!

Miles realizes he has to HANDLE THIS SOMEHOW--

--Miles PUPPETS PETER'S BODY, moving Peter's legs and arms to parkour over cars, push off signs, anything to survive.

Two COPS sit in traffic - their radio CRACKLES TO LIFE.

RADIO
*...Looks like a child dressed as
Spider-Man dragging a homeless
corpse behind a train--*

The guys hit the SIREN LIGHTS--

--Peter comes to again, so groggy..

MILES
Yes! I didn't kill you!

PETER
Who are you?

MILES
Who are **you**?

PETER
(groggy)
Why are you trying to kill
me?--

MILES (CONT'D)
--I'm not! I'm trying to save
you!

--BAM! Peter's head HITS a TRAFFIC LIGHT and he is KNOCKED UNCONSCIOUS AGAIN--

Peter comes to again as they stuck to the side of a bus and slowly sliiiiiiide along the window. The train keeps moving, the web is STRETCHING TAUT... Peter comes to again, so groggy...

Finally, the train stops at a station and they COME TO A STOP at an intersection. Miles and Peter DETACH onto a sidewalk surrounded by NEW YORKERS who simply WALK OVER THEM.

MILES (CONT'D)
Hey, uh, maybe you guys can go
around? Alright. Thanks, New York.

SEQ. 2100 - GETTING ANSWERS, BOOM! "GAB"

INT. UNCLE AARON'S APARTMENT - NIGHT

TIME CUT:

PETER'S POV -- he opens his eyes.

PETER (V.O.)
What was that? Kid electrocuted
me... with his hands?

Peter, so GROGGY, is tied to a punching bag. The punching bag is tied with many many many many ropes. And computer cords. Like a homemade spiderweb. Miles sits opposite him.

A FLASH OF SPIDER-SENSE. Peter realizes what Miles is.

PETER
You're like me.

Miles puts up a tough front. He nearly pulls it off...

MILES
(tough voice)
I got some questions.

Peter LUNGES erratically. Miles startles, frightened--

MILES (CONT'D)
Why do you look like Peter Parker?

PETER
Because I am Peter Parker.

MILES
Then why aren't you dead? Why is
your hair different? Why are you
older, why is your body... a
different shape?

PETER
Pretty sure you just called me fat.

MILES
No, no you just--

PETER
--Hey listen, you don't look so hot
either kid. Most superheroes don't
wear their own merch.

Miles looks at his outfit and frowns. Why is this dude throwing shade at him?

MILES

--Are you a ghost?--

PETER

--No--

MILES

--Are you a zombie?--

PETER

--Stop it--

MILES

--Am I a zombie?--

PETER

You're not even close.

MILES

Are you from another dimension?

(Peter is quiet)

Like a parallel universe where things are like this universe but different? And you're Spider-Man in that universe? But somehow traveled to this universe, but you don't know how?

PETER

Wow. That was really just a guess?

MILES

Well, we learned about it in physics.

PETER

--Quantum theory.

MILES

(realizing)

This is amazing. You can teach me just like Peter said he would--

PETER

--Before he died.

MILES

Yeah, exactly.

PETER

Yeah, alright.

MILES

Look I made a promise to him.

PETER

Here's lesson number one, kid.
Don't watch the mouth. Watch the
hands.

Peter holds up his UNTIED hands. Miles is flabbergasted.
Peter stands up.

Before Miles can react, Peter leaps, kicks-spins the punching
bag toward Miles, knocking him over HARD!

MILES

Peter, seriously--

--Peter WEBS HIS MOUTH SHUT.

Peter BOUNDS to the window. Turns back... feeling guilty.

PETER

Trust me, kid, this'll all make you
a better Spider-Man.

Peter LEAPS FROM THE WINDOW--

--but his powers GLITCH, he FALLS. We hear him SCREAM, then
hit the fire escape.

SEQ. 1750 - TEAMING UP "TEU"

EXT. FIRE ESCAPE - NIGHT

MILES

Hey, are you okay?

PETER

No I'm not.

MILES

What's going on with your body?

PETER

I don't think my atoms are real
jazzed about being in the wrong
dimension.

(glitches)

Look, I'm not looking for a side
gig as a Spider-Man coach. I got a
lot going on in my dimension, like
a lot.

MILES

With great power comes great--

PETER

Don't you dare finish that sentence--
- don't do it. I'm sick of it.

(glitches)

Want my advice? Go back to being a
regular kid--

MILES

I don't have a choice. Kingpin's
got a supercollider. He's trying to
kill me.

PETER

Wait a second, what did you just
say?

MILES

Kingpin's trying to kill me.

PETER

Who cares about that? Where's the
collider?

MILES

Brooklyn. Under Fisk Tower.

PETER

Goodbye!

Peter starts WALKING DOWN THE BUILDING. Miles struggles to FOLLOW. (Note: rest of scene staged like a classic NYC movie "walk and talk" but IT'S VERTICAL...and one of the participants HASN'T LEARNED TO WALK YET)

MILES

Where are you going?

PETER

When it runs again, I'll just jump
in and get back to my life--

MILES

--You can't let them run it. I'm
supposed to destroy it so it never
runs again or everyone's gonna die--

PETER

(mocking)

--Or everyone's going to die. That
is what they always say.

(MORE)

PETER (CONT'D)
But there's always a little bit of
time before everybody dies, and
that's when I do my best work.

MILES
Aren't you going to need this?

Miles produces the goober.

PETER
Ah you have a goober. Give it.

Peter reaches out. Miles holds it back.

MILES
(holding it back)
Wait, no. Not so fast. He called it
an override key.

PETER
There's always a bypass key, a
virus key, a who-cares key I can
never remember so I just call it a
goober. Give it.

MILES
I need it to destroy the collider.

PETER
I need it to go home!

Miles puts it in his mouth.

MILES
(mouth full)
No! I'll swallow it, don't play
with me!

PETER
What?

Peter starts to walk again, knowing he'll provoke a response.

MILES
(mouth full)
I said--

Without even looking at Miles, Peter nonchalantly webs the
goober right out of Miles mouth.

MILES (CONT'D)
Hey!

PETER

The collider created a portal that brought me here. And I have to g--
(realizing)
Did you break this?

MILES

No, it... broke. I don't remember what happened.

PETER

This is why I never had kids, this is why I never did that.

MILES

Can't we make another one?

PETER

No, we can't do anything. Thanks to you I have to re-steal what your guy stole from Alchemax and make another one of these.

MILES

Look, if I don't turn off the collider after you leave, everyone in this city, my parents, my uncle, and millions of others will die, and you're just gonna go home and leave me here to figure this out for myself? You good with that, Spider-Man?

PETER

Yeah.

Peter walks away over the top of the building and disappears from sight.

Miles, utterly defeated sits down on the wall. With his head in his hands.

Peter peeks his head back over the ledge. Not so far below the surface is the guy who used to care, but...

PETER (CONT'D)

What are you doing?

MILES

Making you feel guilty. Is it working?

PETER
 How could it, no-- Look at me, does
 it look like it's working? No
 it's.. no it's... ohhhh...
 (screaming into his
 jacket)
 Ahhh!!! No! No! Do not let him win!

Miles raises his head up to see Peter walk back towards him.

PETER (CONT'D)
 Alright kid you win.
 (then)
 C'mon, we don't have a second to
 lose.

Miles smiles.

SEQ. 2120 - GREEK DINER "GRK"

EXT/INT. GREEK DINER - EARLY MORNING

--MATCH CUT Miles' face, annoyed.

Peter STUFFS HIS FACE while Miles watches. *This is not a normal Spider-Man.*

PETER
 I love this burger. So delicious.
 One of the best burgers I've ever
 had. In my universe, this place
 closed six years ago. I don't know
 why. I really don't.
 (the check arrives)
 You have money right? I'm not very
 liquid right now.

MILES
 Can we focus?

PETER
 Uh huh sure.

MILES
 The other Peter--

PETER
 (reaching for Miles'
 burger)
 You gonna eat that? I'm listening.

MILES

The other Peter said he was going to be showing me the ropes.

PETER

Wow.

MILES

You got any Spider-Man tips you can tell me now?

PETER

Yeah I got plenty. Disinfect the mask. You're gonna want to use baby powder in the suit, heavy on the joints. You don't want any chafing, right?

MILES

Anything else?

PETER

Nope, that was everything.

MILES

I think you're going to be a bad teacher.

PETER

Mhmm.. Look up where Alchemax is.

MILES

(reads from his phone)

A private technological campus in Hudson Valley, New York.

(excited)

You can teach me to swing on the way there.

Peter LAUGHS.

SEQ. 2140 - HITCHING A RIDE "HAR"

TIME CUT -- Peter and Miles ride a bus through the Hudson Valley.

PETER

I'm not swinging to the Hudson Valley, Miles. Not after a hearty burger-breakfast. Keep your legs fresh, you're gonna thank me later.

As Miles shakes his head we CUT TO:

SEQ. 2300 - USE THE GOOD FEAR "UGF"

EXT. ALCHEMAX LABS - DAY

UNZIP! SHORTS DOWN! MASKS ON! THEY SUIT UP! Reveal Miles wearing a YELLOW CAPE with his Spidey-suit.

PETER

And it's a no on the cape.

MILES

I think it's cool.

Peter grabs the cape. Miles grabs it. A bit of a tug of war.

PETER

Take that off, it's disrespectful.
Spider-Man doesn't wear a cape.

Finally Peter yanks the cape from Miles.

Miles and Peter lie at the edge of the woods SCOPING IT OUT.
Beautiful Zaha Hadid style buildings, a dream campus.
Peppered amongst are THUGGISH GUYS in lab coats.

MILES

So how do we retrace Peter's steps?

PETER

That's a good question... What
would I do if I were me...?
(thinks for a second)
Got it. Step One: I infiltrate the
lab...

We QUICKLY see MULTI-PANEL IMAGES of the mission going off
without a hitch -- and with Miles barely appearing.

PETER (CONT'D)

Two: Find the head scientist's
computer--

MILES INTERRUPTS HIS IMAGE OF A CLASSIC SCIENTIST.

MILES

That lady with the bike is the head
scientist. I saw her in this
documentary at school.

PETER

Cool. Step Three: I re-examine my
personal biases. Step Four: I hack
the computer--

--Miles POPS into the multi-panel image of Peter downloading the override code from the scientist's computer--

MILES

--It's not technically hacking.
It's kinda--

PETER

(shoves him out)
--Not now hold on, I just lost my train of thought... Step Five: download the important stuff, I'll know it when I see it, and Step Six:... I grab a bagel from the cafeteria and run.

BACK LIVE

MILES

So what am I doing?

PETER

--uh Step 7: You stay here, you're lookout. Very important.

Miles reacts.

MILES

Look, man you have to teach me to do Spider-Man stuff or I'm not going to be able to help--

PETER

(stretching)
Alright...
(swinging away)
Watch and learn, kid, I'll quiz you later!

--Then he's gone, stealthily swinging across the clearing toward the ALCHEMAX BUILDING, where Peter crawls down to a GRATE, opens it, and ENTERS. Now Miles is ALONE IN THE WOODS.

MILES

(so mad)
Why did I get stuck with the janky-old, broke, hobo Spider-Man?

Miles PUNCHES the rock and cracks it.

MILES (CONT'D)

That's new.

Suddenly a LIMO PULLS UP TO THE BUILDING, and who should step out but KINGPIN, flanked by Tombstone, he walks into Alchemax. Miles FREEZES.

MILES (CONT'D)
Kingpin!

He hides behind the rock, thinking. What does he do? What does he do? What does he do?

--HARD CUT to Miles running across a field towards Alchemax.

MILES (V.O.) (CONT'D)
What am I doing? What am I doing?
What am I doing? What am I doing?

Miles looks over the side of the building, as KINGPIN and TOMBSTONE enter.

He AWKWARDLY ENTERS THE OPEN GRATE into--

SEQ. 2350 - IN THE VENTS "ITV"

INT. ALCHEMAX LABS - VENT

Miles crawls through. He follows Kingpin, with Tombstone, marching through the halls below. Kingpin blocks light from below as he walks.

MILES
(whispering)
Peter! Peter--

Miles isn't looking where he's going, so he fails to notice the LARGE BUTT ahead, CRASHING INTO IT--

MILES (CONT'D)
Peter!

PETER
Yeah, what are you doing here?!

MILES
Kingpin's here! Just move over!

--Miles tries to worm up next to Peter. Miles and Peter complain like two brothers sharing a sleeping bag.

PETER
C'mon! You're stepping on my foot!

MILES
Move a little to your right--

PETER
Go back outside!

MILES
No, I can't sit there and just let
Spider-Man die without doing
anything about it. *I'm not doing
that again.*

Peter reacts. Softens.

MILES (CONT'D)
What?

PETER
(thinks it over)
Most people I meet in the workplace
try to kill me, so, you're a nice
change of pace.

HEAD SCIENTIST (O.S.)
Uh, Mr. Fisk!

BELOW THE VENTS, the Head Scientist leads Kingpin to a
computer--

HEAD SCIENTIST (CONT'D)
--Look at this data. I know you
can't really understand it, but
these are really good numbers--

INT. LAB - CONTINUOUS

She goes to the computer and enters her password.

PETER
And... I got the password!

HEAD SCIENTIST
(shows photos of cluster
poles and busses, etc.)
Uh Mr. Fiske. If we fire again this
week, there could be a black hole
under Brooklyn. You see this? And
this? This is multiple dimensions
beginning to crash into each other.

VENTS: Miles and Peter listen. Miles growing very nervous
Peter noticing.

PETER

(reassuring)

--This is pretty standard Spider-Man stakes, you get used to it. Watch this, he's going to say 'you've got 24 hours!'

KINGPIN

You've got twenty-four hours.

HEAD SCIENTIST

What this means is that there could be a rupture in the space time continuum.

PETER

Oooh, that's bad. Actually everything she said was bad, I was lying before.

--The group below is EXITING. As they do Peter SPRINGS INTO ACTION--

--Peter climbs out of the air vent and smoothly crawls upside down along a ceiling duct and jumps down. He starts hacking into the scientist's computer. He hears her off-screen talking to Fisk.

HEAD SCIENTIST (O.S.)

OK hold on, let me show you some more data--

Peter looks back, sees Miles out of the vent.

PETER

What're you doing, bud?

Miles exerts himself, trying to unstick. He shakes his head.

MILES

I can't move!

PETER

OK, relax your fingers! We don't have time. Just "let go," be in the moment!

MILES

--I am in the moment, it's a terrible moment!--

CUT OUTSIDE TO Kingpin and the Head Scientist.

HEAD SCIENTIST
I'm not refusing--

KINGPIN
No more excuses!

HEAD SCIENTIST
--I just need more time.

CUT BACK INSIDE TO MILES.

PETER
They're right there, they're going
to see you! Miles, you gotta
unstuck. What do you do to relax?

MILES
Relax. Okay...

Beat. Miles begins to sing his song from the opening.

PETER
Oh, for crying out loud.

Miles starts humming to himself. He unsticks a finger. Then
another. Starts to move his hands.

--The rest of MILES' fingers come unstuck and Miles starts to
FALL. Miles and the metal duct CRASH TO THE GROUND with a
huge CLANG!

PETER (CONT'D)
Teenagers, just the worst--

SEQ. 2400 - ALCHEMAX LABS "ACL"

INT. LAB - CONTINUOUS

Peter's spider-sense motivates him to look at the door's
window, through which he sees the Head Scientist TURN BACK TO
HER OFFICE, having heard the crash.

PETER
--Miles? Where did you go?

He's nowhere to be seen. But we can hear him. They continue
to WHISPER-YELL.

MILES
(invisible)
I'm right here.

PETER
Where? I can't see you.

MILES
(invisible)
I'm right in front of you. Can
Spider-Man turn invisible?

PETER
Not in my universe.

MILES
Ow! You just poked me in my eye!

PETER
(marveling)
This is incredible-- some kind of
fight or flight thing.

MILES
What's that?

The Head Scientist WALKS TOWARD HER OFFICE to INVESTIGATE--
Peter turns, suddenly in a PANIC--

PETER
--Remember this password!:
Dgfampesand4\$35876534545435--

MILES
Slow down, Peter! I-- I need to
write it down!

PETER	MILES (CONT'D)
(smoothes hair under	--How do I do that?!--
mask)	
--and download the schematic--	

PETER
--While I turn on the charm.

The Head Scientist walks into her office to see Spider-Man
STANDING "CASUALLY" with his arm on her desk and a METAL DUCT
dented in the MIDDLE OF THE FLOOR.

HEAD SCIENTIST
Spider-Man?

PETER
Oh, hey. Didn't see you there...

HEAD SCIENTIST

Wow. Okay I'm kinda freaking out
right now. I mean, you're supposed
to be dead.

PETER

Surprise!--

The Head Scientist suddenly pulls up Spidey's mask--

PETER (CONT'D)

Whoa!--OK that's a no-no, we don't
like that--

--revealing Peter's face.

ON THE HEAD SCIENTIST, she GASPS. She quickly appraises him
up and down, now LASER FOCUSED--.

HEAD SCIENTIST

This is fascinating.

She snaps on a latex glove and grabs Peter's face.

PETER

--OK, that's m'face--

HEAD SCIENTIST

An entirely different Peter Parker.

The Head Scientist BENDS DOWN to poke Peter's STOMACH. Behind
her we see semi-visible Miles running around, confused.
Peter's eyes WIDEN -- he's gonna be caught!

HEAD SCIENTIST (CONT'D)

OK, a little bit of a gut, perhaps
from dimensional warping.

PETER

Oh yeah, yeah, yeah. I was way
flatter before I warped.

Miles **ARRIVES AT THE COMPUTER** and frantically plugs in his
DRIVE, typing the password: *Dgfampesand#4\$...then...??*

HEAD SCIENTIST (O.S.)

(to herself)

Travel through the multiverse
appears to have deteriorated...

ON MILES/THE SCREEN:

MILES
(to himself)
3454543... Ah what was the rest?!

Miles pauses, unsure of the rest. Peter WHISTLES.

The Head Scientist LOOKS UP AT PETER IN RESPONSE, a little SUSPICIOUS--

PETER
(covering)
--How old are you? You don't look a
day over 35!

Miles types the 35. It WORKS! But then a BAFFLING DESKTOP
FULL OF FILES appears.

MILES
(to himself)
Organize your desktop, lady!

As Peter FRANTICALLY CLOCKS MILES while trying to not be obvious -- The scientist shoves Peter into a chair, hard--

HEAD SCIENTIST
This might pinch a little.

--Mechanical RESTRAINTS strap Peter to the chair.

PETER
Ow! Ow, ow!

She grabs a TOOL. Advances.

HEAD SCIENTIST
I know, I just need to get these
samples.

She jams a tongue depressor in Peter's mouth.

PETER
Yeah, ok.

The Head Scientist studies a sample on a slide.

HEAD SCIENTIST
Wow. Just complete cellular decay.
I've never seen anything like this.

Peter sees a MONITOR AND COMPUTER FLOATING IN THE AIR.

PETER
(whispers)
What are you doing?

MILES

(whispers)

I'm just taking the whole thing!

The Head Scientist turns to look at Peter.

HEAD SCIENTIST

And obviously you've been glitching.

PETER

(glitching)

Glitching? No. Why would you even say that?

HEAD SCIENTIST

If you stay in this dimension too long, your body's going to disintegrate. Do you know how painful that would be, Peter Parker?

PETER

Uh, I don't know.

HEAD SCIENTIST

You can't imagine.

(weirdly intense)

And I, for one, can't wait to watch.

PETER

(long beat)

What did you say your name was?

HEAD SCIENTIST

Doctor Olivia Octavius.

OH NO. She takes off her blue glasses and puts on red goggles. Her TENTACLES UNFURL. One TENTACLE grabs Peter by the neck and slams him into the wall. Ladies and gentlemen, meet this dimensions DOCTOR OCTOPUS.

PETER

Can I assume that your friends call you Doc Ock?

HEAD SCIENTIST

My friends actually call me Liv.

(then turning)

My *enemies* call me Doc Ock.

Peter shoots a web towards the door control panel, opening the door for Miles to escape through.

PETER
I got this! Run!

DOC OCK
Who are you talking to?

Miles looks down the empty hallway but hesitates leaving Peter behind.

I got it! PETER DOC OCK (CONT'D)
Oh, you got it Peter?

Miles takes off down the hallway. Peter is repeatedly SLAMMED into the glass walls as Miles runs by him--

PETER
--I got it handled buddy!
Everything is fine!

The ALARM BLARES, with RED ALERT LIGHTING--

INT. HALLWAY

MILES runs, terrified, carrying the computer. Flashing between visible and invisible like a human strobe light. So many emotions swirling his powers can't tap into just one--**He RUNS INTO A LAB ASSISTANT, turning VISIBLE--**

MILES
DAAAAAAAAHHHHH!!

LAB ASSISTANT
DAAAAAAAAHHHHHHH!!

PETER (FLIES BY IN BACKGROUND)
Okay this is a little bit bad.

DOC OCK (O.S.)
Oh, you're chatty!

The Lab Assistant leaps up, freaked -- she sure looks like GWANDA IN A LAB COAT...

Peter and Doc Ock continue fighting through offices and laboratories. It's, well, let's let Peter tell us:

PETER
--And this is the moment that I'm
losing the fight.

--BOOM! PETER SMASHES through the WALL and lands next to Miles. Peter WINCES IN PAIN.

Miles holds up the computer and monitor, shrugs.

PETER (CONT'D)
 Alright, let me tell you the good
 news. We don't need the monitor.

Peter grabs the monitor, throws it----Peter is already
 SWINGING OUT THE DOOR. Miles is SHOCKED--

--Then, THROUGH THE DUST we see the ICONIC 4 METALLIC ARMED
 SILHOUETTE of DOC OCK! She EMERGES, towering above.

DOC OCK
 Peter! You didn't tell me you had
 an invisible friend! Could you give
 me that back, young man?

MILES
 --Peter!--

DOC OCK
 It's *proprietary*.

Her ARM extends to Miles when Peter swings Miles out the
 door.

Peter YANKS HIM THROUGH THE DOOR, shooting ANOTHER WEB to
 CLOSE THE DOOR in OCK'S FACE! Nice going, Peter!

SEQ. 2500 - ESCAPE HUDSON VALLEY "EHV"

EXT. ALCHEMAX LABS - - CAFETERIA DAY

Miles and Peter run out of a door and find themselves facing
 a group of dining SECURITY GUARD GRAD STUDENTS. A beat.

PETER
 Wow. This'd be a good time to turn
 invisible.

MILES
 Yep.

PETER
 Ok, not going to turn invisible.
 (then)
 Selecting a bagel... act super
 normal...

Peter starts to walk past the Buffet SUPER NORMAL (not normal
 at all), helps himself to a bagel...

...as he walks. Miles follows. The Security Guard Students
 notice--

GRAD STUDENT
--Spider-Man?

PETER
You know it's funny I get that a lot.

MILES
Hey.

Peter trades Miles the bagel for the computer.

PETER
Now we do a switchy-switchy.

--The students PULL OUT WEAPONRY. Peter GRABS THE COMPUTER.
As Peter and Miles RUN, the students CHASE!

GRAD STUDENT
Hey! Hands Up!

GRAD STUDENT 2
Get back here! Where do you think you're going? He took a bagel!

EXT. ALCHEMAX LABS - SUNDECK - CONTINUOUS

AS THEY RUN -- Peter takes off one of his WEB-SHOOTERS, throws it to Miles, who struggles to put it on:

PETER
Alright time to swing, just like I taught you!

MILES
When did you teach me that?

PETER
I didn't! It's a little joke for team building!

Peter passes a web-shooter THROWS MILES OFF THE DECK, swinging into the forest.

PETER (CONT'D)
Alright, you ready?

MILES
Of course I'm not ready!

EXT. HUDSON FOREST - CONTINUOUS

Peter SWINGS INTO THE TREES, but Miles is FROZEN. *He's never actually swung before!*

Miles is a disaster -- TWISTING and FLAILING on his web as GUNFIRE explodes branches and tree trunks around him.

MILES

Whoa, whoa, I can't do this yet!

PETER

Everybody knows that the best way to learn is under intense, life-threatening pressure!

Miles fumbles with his web shooter.

MILES

C'mon, c'mon!

But he MISSES, TUMBLING to the ground! Guards find him and start SHOOTING.

MILES (CONT'D)

Uh oh.

Miles SPRINTS along the forest floor as Peter swings above him.

PETER

What are you doing down there?!

MILES

I run better than I swing!

PETER

You gotta swing or they'll catch you! This is what you wanted!

Miles hears a BUZZSAW. Doc Ock appears CUTTING DOWN TREES with her mechanical arms.

PETER (CONT'D)

Uh oh.

Miles tries to find purchase with his web shooter but he keeps missing.

DOC OCK (O.S.)

Come back, little boy!

Peter doubles back, yelling advice back at Miles.

PETER

Aim with your hips. Look where you want it to hit. Square your shoulders.

(MORE)

PETER (CONT'D)
Don't forget to follow through.
Don't shoot off your back foot.

Miles runs up a tree -- he's out of runway!

MILES
That's too many things!

PETER
Then stop listening to me!

MILES
That's the best idea you've had all
day!

Miles leaps off the tree, shoots off a web and.. It CONNECTS!
He swings away as Peter knocks down Doc Ock.

PETER
Nice Miles!

Miles swings onto a branch and swings alongside Peter.

MILES
I'm doing it!

PETER
Good, you're doing it! Double tap
to release and thwip it out again.
Thwip and--

MILES
Okay. Thwip--

PETER
--And release. And thwip--

MILES
Thwip--

--We're actually SEEING THE "THWIPS" ONSCREEN--

PETER
--Release.

MILES
Thwip. And release.

PETER
You're a natural.

PETER/MILES
Thwip. Release.

PETER
Feel the rhythm?

MILES
Woohoo! And release.

PETER
Good, Miles!

It's ugly...but they look pretty good. They really do.

MILES
I gotta say, you're amazing man!

PETER
We're a little team. Me as the
teacher who can still do it. You as
the student who can do it just not
as good. I'm proud of us! Is there
something you want to say to me?

Just then, Peter GLITCHES, falling down onto a thick branch.

MILES
Peter!

Miles crashes onto the branch, grabbing the computer by it's
power cord. However, the BRANCH BREAKS, causing both to fall
down, which allows Ock to grab the computer -- They're done
for. But then--

--WHOOSH! -- A BLACK and PINK BLUR swings by.

MILES (CONT'D)
What the...

PETER
Who did that?

In mid-air we see a mysterious girl in a HOODIE and BALLETS
SHOES dispatches Doc Ock while WEBBING Peter and Miles to
safety.

She lands, with Miles and Peter in embarrassing positions.
She DE-MASKS.

WANDA
(to Miles)
Hey guys.

MILES
(shocked)
Gwanda?

GWEN
It's Gwen, actually.

PETER
Oh, you know her? Very cool.

GWEN
I'm from another dimension. I mean,
another, another dimension.

SEQ. 2545 - GWEN'S FLASHBACK "GFB"

COMIC BOOK PANELS FLIP TO REVEAL:

SPIDER-GWEN #65: TEAM UP WITH ULTIMATE SPIDER-MAN!

GWEN (V.O.)
*Alright people. Let's start at the
beginning one last time. My name is
Gwen Stacy.*

INT. SUPERCOLLIDER STAGING CHAMBER - FLASHBACK

We intercut Spider-Gwen (aka-Gwanda) battling THE LIZARD (vaguely resembles Peter Parker) in a slightly different location than the earlier Green Goblin fight, but with identical shot language.

GWEN (V.O.)
*I was bitten by a radioactive
spider. And for the last two years
I've been the one and only Spider-
Woman.*
(then)
You guys know the rest.

QUICK FLASHES of 1) Gwen banging on a drum set, 2) Gwen's Dad in a COP UNIFORM being SAVED by Spider-Gwen, 3) Spider-Gwen dealing the death blow to the Lizard Monster only for him to turn into PETER PARKER as he dies, Gwen, devastated 4) Gwen WALKING DOWN THE STREET, ALL ALONE, hands in pockets, and 5) Spider-Gwen fighting Doc Ock in a different COLLIDER ROOM--

GWEN (V.O.)
*I joined a band. Saved my dad. I
couldn't save my best friend, Peter
Parker. So now I save everyone
else. And I don't do friends
anymore. Just to avoid any
distractions. And one day this
weird thing happened.*

Gwen wins the fight. Yes! But then a PORTAL opens above her and she's SUCKED IN, her particles becoming HALFTONE -

GWEN (V.O)
...and I mean, like, really weird.

EXT. BROOKLYN - FLASHBACK

Gwen EXPLODES IN AN ENERGY BURST OUT OF THE COLLIDER.

GWEN (V.O.)
*I was blown into last week.
 Literally. I landed in New York.
 But not my New York.*

Gwen TUMBLES and CAREENS through a BLUR OF CITY and NIGHT SKY as her MOLECULES SOLIDIFY, TIMELAPSE SHOWING HER TRAVELING "BACK IN TIME", then finally coming to rest in -

TIMES SQUARE... Gwen slowly stands. Stares at the same Cocoa Kola billboard where Peter found himself earlier. She sees FOOTAGE in Times Square of Spider-Man rescuing people from earthquakes - the same clip we saw earlier in Jefferson's car.

NEWS ANCHOR
*...this is the second earthquake in
 the Tri-State area this month.
 Lucky for these folks, Spider-Man
 was there to save the day!*

INT. VISIONS ACADEMY - HALLWAY - FLASHBACK

Gwen gets SPIDER-SENSE, sees Miles, then gets stuck to him.

GWEN (V.O)
*My Spider-sense told me to head to
 Visions Academy. I wasn't sure why
 until I met you--*

EXT. HUDSON - PRESENT DAY

MILES
 I like your haircut.

GWEN
 You don't get to like my haircut.

The sound of GUNSHOTS RINGS through the forest. The GRAD STUDENTS are coming.

Gwen fires her shooter and swings away.

GWEN (CONT'D)
Let's go.

Peter swings away. Miles fumbles with web-shooters...

MILES
How many more spider people are
there?

PETER
--Save it for comic-con!--

MILES
What's Comic-Con?

--As BULLETS HIT, Miles is WEBBED AND PULLED OUT OF FRAME.

SEQ. 2550 - SUPER-VILLAINS GETTING ANGRY "SGA"

EXT. ALCHEMAX - SUN DECK

Kingpin sits on the sun deck, slowly and purposefully
CLICKING a ballpoint pen. His stare is hard and intense, but
unfocused.

FLASHBACK:

CUT TO A PORTRAIT of Kingpin with his WIFE and SON hangs on
an office wall. It's KNOCKED DOWN when Spider-Man is THROWN
into frame, against the wall. Kingpin is FIGHTING Spider-Man,
it's BRUTAL.

KINGPIN
You're dead Spider-Man.

VANESSA, Kingpin's wife in the portrait, walks in with their
13 year old son, RICHARD just as KINGPIN is about to deliver
the death blow to Spider-Man. They can't believe the level of
violence they're seeing.

VANESSA
Wilson, what are you doing?

Kingpin TURNS AROUND with BLOOD SPLATTER on his face. He
realizes what they've seen.

KINGPIN
Vanessa.

VANESSA
Richard, c'mon...

Vanessa takes Richard's hand and FLEES.

KINGPIN
Vanessa! Richard! No!

She gets into her car and PEELS OUT. Richard turns around in his seat and looks back at Kingpin as they DRIVE AWAY.

VANESSA
Don't look back honey. It's okay.
It's okay.

Richard LOCKS EYES with a devastated Kingpin. Vanessa flies through a stop sign. Her car is T-boned.

PRESENT DAY: Kingpin BREAKS the pen in half.

Ock swings in, disheveled. Kingpin leans in with MURDEROUS EYES. Ock REACTS, WEAPONS DRAWN. A STANDOFF.

KINGPIN
I killed Spider-Man. Why did I just see two more?

DOC OCK
There's *three actually*. No this is good, this is very, very good. It means you get what you want. It means my collider works.
(almost hypnotic)
All we have to do is kill a couple spiders...and the collider will bring your family back...As many families as you want.

A tense beat, all wait for Kingpin's response. He imperceptibly nods to Tombstone, who holsters his guns. They turn and walk out.

KINGPIN
Tomorrow at my collider.

DOC OCK
(piqued)
Our collider.

SEQ. 2700 - THERE ARE OTHERS "TAO"

EXT. QUEENS - MORNING

A BUS. **INSIDE**, Miles and Gwen sit next to each other. Gwen holds the broken goober in her hand. Both want to talk, neither wants to start the conversation. It should feel kind of like them side-by-side in class.

Peter SNORES in the back seat.

GWEN
He broke this?

MILES
Yeah. He's actually really
embarrassed about it. So, just keep
it between us, ok?

GWEN
I know where we can make a new one.
And we won't let him break it this
time.

Gwen and Miles smile at each other. She's letting Miles off the hook.

MILES
I'm sorry about your friend.

GWEN
Thanks, Miles.
(then, continues)
I know how hard this is, to have to
figure this stuff out on your own.
It's kinda nice not being the only
Spider person around.

MILES
Yeah. If you ever decide to do
friends again, I could always open
up a slot.

A beat. Gwen considers.

GWEN
I'll keep you posted.

Miles smiles at Gwen. In the back seat, we see Peter is awake and listening.

MILES (O.S.)
Cool.

INT. QUEEN'S STREET - NIGHT

Peter takes in A SMALL HOUSE. There are CARDS, BOUQUETS, and TOYS cluttering the porch. A TEXT BOX onscreen tells us:
SOMEWHERE IN QUEENS

PETER
We should probably go.

GWEN
Peter, we're literally on the
doorstep.

PETER
Bad idea, bad idea, this is a bad
idea--

GWEN
Just relax.

The front door opens a crack, AUNT MAY'S eyes peering out.

AUNT MAY
You guys are all very sweet but no
more fans today, please.

AUNT MAY'S eyes WIDEN. She steps out onto her porch, stunned at the sight of Peter. Isn't he supposed to be dead? And for Peter, isn't Aunt May dead?

PETER
I'm not ready for this.

AUNT MAY
Peter...

PETER
Hey Aunt May... So this is going to
sound crazy... but I'm pretty sure
that I'm from an--

AUNT MAY
--an alternate dimension.

PETER
Yeah.

May touches his face in awe. Peter absorbs her touch.

AUNT MAY
You look tired, Peter.

PETER
Well, I *am* tired.

AUNT MAY
(notes his physique)
And older. And... thicker.

PETER
Yeah, I've heard that already.

AUNT MAY
Oh jeez, are those sweatpants?

GWEN
Yup. That's what they are.

MILES
I was there... when it all
happened. I am so sorry.

AUNT MAY
And what dimension are you from?

MILES
Brooklyn.
(then)
Did Peter have a place where we
could make another one of these?

Miles shows her the busted doodad. Aunt May regards it...

AUNT MAY
(re: goober)
A goober... Follow me.

BACK YARD

Aunt May KICKS OPEN A DOOR and leads them to a GARDEN SHED in the tidy yard.

PETER
Oh yeah, I got one of these too. A
little shed where I keep my spider-
gear--

--A SPIDER-GRAPHIC begins to glow on the shed's door, which
opens to reveal an ELEVATOR. Aunt May looks at Peter: *was
YOURS like this?* As they enter:

PETER (CONT'D)
I mean, this place is pretentious.

INT. PETER PARKER'S LAB - CONTINUOUS

--into RIPeter's MASSIVE, SPIDER-MAN MEETS CALATRAVA LAB: Crammed with crime-fighting and science gear, photos, hangout furniture, not to mention every Spider-branded product in existence.

They reach the bottom, fan out, exploring.

MILES

Whoa. Dude, was yours anything like this?

PETER

Mine was like this, but take away the jeep, the plane... imagine it way smaller. Imagine a futon. I feel sad for this guy.

Miles notices one of 616Peter's costumes... it has a CAPE. He looks back at Peter slyly, vindicated.

Peter finds a PHOTO: RIPeter and MJ, together. Happy. It hits him hard. Miles notices.

MILES

Hey Peter, I think this is a cape.

Peter can't help smiling. Gwen, in turn, watches this happen, her wheels turning.

Miles is looking at the costumes. His reflection, still a bit off-center. May walks up.

AUNT MAY

Peter knew how dangerous the job was. But he figured the only one who could stop this guy was Spider-Man.

MILES

Kingpin knows we're coming. We're going to be outnumbered.

AUNT MAY

Don't be so sure.

May holds out "my name is" stickers.

AUNT MAY (CONT'D)

You might need these.

MILES' POV: Four sets of eyes open in the shadows. Spider sense rings out EVERYWHERE. Miles GASPS. Gwen SPINS AROUND, on high alert.

On a SHOCKED Peter, Miles, and Gwen.

AUNT MAY (CONT'D)
You think you're the only people
who thought to come here?

SOUND OF BLINDS FLICKING OPEN-- SPIDER-MAN NOIR is lit with venetian blind shadows, a black-and-white figure whose coat is inexplicably billowing around him.

SPIDER-MAN NOIR
Hey fellas.

MILES
Is he in black and white?

PETER
Where is that wind coming from?
We're in a basement.

SPIDER-MAN NOIR
Wherever I go, the wind follows.
And the wind, smells like rain.

SOUND OF MACHINE WHIRRING ABOVE. BOOM! PENI PARKER JUMPS DOWN from above.

PENI
Hi guys! Konichiwa! Hajimemashita
yoroshuku?

BOOM! SP//dr, Peni's robot, LANDS BEHIND PENI IN A BADASS SPIDER-POSE.

PETER
This could literally not get any
weirder.

Spider-Ham walks into the shot next to Peter. Long beat. He sticks out his hand for Peter to shake.

SPIDER-HAM
It CAN get weirder! I just washed
my hands that's why they're wet. No
other reason.

All of their spider senses go off.

ALL SPIDERS
You're like me.

SPIDER-HAM/ SPIDER-MAN NOIR/ PENI PARKER SP//DR comics drop on top of Gwen's-- ULTIMATE SPIDER-MAN CROSSOVER!

SPIDER-MAN NOIR/PENI/SPIDER-HAM (STAGGERED)
My name is Peter Parker/My name is Peni Parker/My name is Peter Porker.

SPIDER-MAN NOIR/PENI
I was bitten by a radioactive spider.

SPIDER-HAM
I was bitten by a radioactive pig.

Noir DISPATCHES ENDLESS BAD GUYS. A SPIDER in SP//dr's helmet BITES Peni's outstretched hand--

SPIDER-MAN NOIR (V.O.)
In my universe it's 1933 and I'm a private eye. I like to drink egg creams and I like to fight Nazis. A lot.

PENI (V.O.)
I am from New York in the year 3145. I have a psychic link with a spider who lives inside my father's robot, and we're best friends. Forever.

SPIDER-MAN NOIR (V.O.)
Sometimes I let matches burn down to my fingertips just to feel something, anything.

FULL SCREEN CRAZY SPIDER-HAM IMAGES: INCLUDING HIM WORKING AT THE DAILY BEAGLE WITH A NEWSROOM OF BEAGLES.

SPIDER-HAM (V.O.)
I'm a photographer for the Daily Beagle. When I'm not pooching around, I'm working like a dog trying to sniff out the latest story. I frolic and I dance and I do this with my pants--

--BACK LIVE, as Peter interrupts--

PETER
Ok, enough!

Peter turns to Noir.

PETER (CONT'D)
So, uh, how did you get here?

SPIDER-MAN NOIR
Well, it's kind of a long story.

THREE SECOND MONTAGE -- We see the collider explosion, but this time Noir, Peni, and Ham streak out of the explosion. They land in New York. MATCH CUT to them in the hideout.

NOIR
Maybe not that long.

SEQ. 2800 - A PUNCHER'S CHANCE "APC"

INT. PETER PARKER'S LAB

PENI
And now we're just trying to find a way home.

SPIDER-MAN NOIR
The only way home is back through the collider gizmo. The only trouble is--

SPIDER-HAM
--One of us has to stay behind and destroy it.

NOIR/HAM/PENI/GWEN
I'll do it.

MILES
No, no, no, you don't get it.

PENI
Don't get what--

They all GLITCH. Real ugly.

MILES
None of you can stay here. If you stay here, you'll die. I'm the guy who's going to turn it off and I'm going to get you all home before I do. Look, I made a promise. So I have to keep it.

They all look at Miles. It's kind of inspiring, but--

SPIDER-MAN NOIR
--Who are you again?

Peter jumps in, immediatley in "music man" sales mode, talking Miles up.

PETER

This is Miles, and he's going to save the multiverse.

MILES

Yeah man.

PETER

This kid can turn himself invisible! Watch this, he can do it... now!

Miles struggles to turn invisible but he can't.

MILES

I can't do it on command--

PETER

--He can't do it on command. But it is cool. Show them the zappy thing, Miles.

Once again, Miles tries to show off his power but he can't do it.

MILES

I can't do it on command--

PETER

--He can't do it on command. But he can do so much more, like what else do you do--

MILES

Just those two things--

PETER

--Just those two things.

GWEN

Look I've seen him in action. He's got potential. I think he's gonna get us home.

She says it with conviction. Everyone wants to believe it. Noir steps forward to prove it out.

SPIDER-MAN NOIR

OK, little fella, Kingpin's gonna send a lot of mugs after ya, I'm talking hard boys, real biscuit boxers. Can you fight them all off at once?

MILES

Well, I, I haven't actually fought anyone--

SPIDER-MAN NOIR

Surprise attack!

Miles tries to fight Noir, but Noir knocks him down. Peni JUMPS IN.

PENI

Can you re-wire a mainframe while being shot at?

MILES

Can I what?

PENI

Show me!

NOIR

Surprise attack!

Noir knocks him down again. FAST CUTS NOW --

GWEN

Can you swing and flip with the grace of a trained dancer?

SPIDER-MAN NOIR

Can you close off your feelings so you don't get crippled by the moral ambiguity of your violent actions?

AUNT MAY

Can you help your aunt create an online dating profile so she can get out of the dang house once in a while?

SPIDER-HAM

Can you float through the air when you smell a delicious pie?

MILES

What?

GWEN
Can you be strong?

PENI
--Ruthless--

GWEN
--Disciplined--

MILES
I don't know, maybe--

SPIDER-HAM
(makes sound effect of
smashing his head)
--boing--

SPIDER-MAN NOIR
--Show me some moxie, soldier--

GWEN
Above all, no mater how many times
you get hit, can you get back up?

SPIDER-MAN NOIR
Because when a Spider-Man is on the
floor--

GWEN
--When you think you've given your
all--

SPIDER-HAM
--When you think you can't keep
going--

SPIDER-MAN NOIR
--Spider-Man always gets up.

BAM! BAM! BAM! Miles is knocked down REPEATEDLY. He LIES ON
THE GROUND.

GWEN
You can do this!

ALL SPIDERS
Get up Miles! Get up!

PETER
Alright guys, cool it...

GWEN
C'mon Miles! Get up!

The Spiders watch Miles struggle on the floor. He can't get up. CONCERNED LOOKS are exchanged.

The Spiders gather in a circle to talk, leaving Miles behind.

GWEN (CONT'D)

Peter, come here. You need to be more honest with yourself about this. He's not ready, it's obvious.

SPIDER-MAN NOIR

There's no way. He's just a kid.

GWEN

But if he can't do this, we have to stay and do it for him.

SPIDER-MAN NOIR

He's looking right at us while we talk about him...

A beat, then Peter looks to where Miles was and realizes--

The elevator is moving UP.

PETER

Miles? Miles?

(sheepishly)

See that? He can uh, turn invisible...

MILES, INVISIBLE, rides the elevator. All the spiders see is the shed doors opening way up in the rafters.

SEQ. 1690 - LOOKING FOR AARON "LFA"

EXT. CITY STREETS/ROOFTOPS - NIGHT

WALKING DOWN THE STREET, despondent. Miles lifts up his phone, checks his messages. We hear his parents message:

JEFFERSON (V.O.)

*Miles, what is going on with you?
Nobody has heard from you. We don't
know what's going on. Look, if
you're hiding something from us,
you need to come clean. You call me
back. Now.*

Miles PICKS UP SPEED.

EXT. UNCLE AARON'S FIRE ESCAPE - LATER

Miles CLIMBS TO the rooftop across from Aaron's apartment. As he does we hear audio of a PHONE RINGING and then we see--

INT. SQUAD CAR

RIO

Aye... he's not answering me either.

Jefferson is on the phone. Rio sits next to him. A CLICK--

UNCLE AARON (PHONE MESSAGE)

--It's Aaron. I'm outta town for a few days. Hit you when I'm back. Peace.

JEFFERSON

Aaron, it's Jeff. Look, I need you to call me if you've heard from Miles.

EXT. UNCLE AARON'S APARTMENT

Miles is on the fire escape, he opens a window and climbs in, calling out for Uncle Aaron.

JEFFERSON

He has a soft spot for you and we haven't heard from him. You know I wouldn't reach out if this wasn't important. Hope you're good.

CUT TO, Jeff hanging up the phone, looking pensive. Rio looks at him.

SEQ. 1700 - UNCLE AARON IS THE PROWLER "UAP"**INT. UNCLE AARON'S APARTMENT - CONTINUOUS**

Miles WRITES A NOTE:

MILES (V.O.)

Dear Uncle Aaron, I gotta do something and I don't know if I can do it. I'm scared man. I'm just tired of letting everybody down. You're the only one I can talk to. I just wish you were here.

--Miles stops writing when he hears a NOISE on the fire escape. Uncle Aaron?

As the figure gets closer, the silhouette becomes clear: THE PROWLER. Terrified, Miles scrambling to hide. The PROWLER enters -- but FREEZES. Something feels wrong.

Remembering, Miles LOWERS HIS SPIDER-MAN mask.

PROWLER'S POV: He looks to the sofa, then around the room again, as if sensing something. He pads quietly, towards where Miles is hiding.

Miles sits frozen, not daring to breathe. The Prowler is there, inches from Miles' invisible face.

Prowler's PHONE RINGS and he answers.

PROWLER
Hello, Mr. Fisk. I've got the security tapes from the tunnel right here. If the kid's out there, I'll find him.

Prowler lifts his mask, revealing himself as AARON.

UNCLE AARON
You know me, sir. I don't ever quit.

Miles' eyes go wide. He GASPS and slowly backs away--

---Aaron's head snaps up at the sound. He looks around the room and puts his mask back on... Aaron sees the blur, following to the window--

EXT. UNCLE AARON'S ALLEY - INTERCUT

--Miles, as Spider-Man DROPS FROM THE LADDER -- Prowler in pursuit, LEAPING FROM THE FIRE ESCAPE.

SEQ. 1725 - PURSUIT OF SPIDER-MAN "POS"

EXT. BROOKLYN STREETS

Miles RUNS, the Prowler in pursuit on his motorcycle.

In the middle of traffic, Miles sees that he seems to have lost Prowler. But Prowler follows from the rooftops, watching where Miles goes.

SEQ. 2850 - HE CAN'T BE A BAD GUY "CBG"**INT. PETER PARKER'S LAB**

Peni and SP//dr finish making a new goober.

INT. AUNT MAY'S HOUSE - LIVING ROOM

Noir lays on the couch, examining a Rubiks Cube. Peni hands Peter the new goober. He hangs it around his neck with a lanyard.

SPIDER-MAN NOIR
(to Ham)
This is purple.

SPIDER-HAM
No.

SPIDER-MAN NOIR
Blue?

SPIDER-HAM
No.

GWEN
Has anyone heard from Miles?

PETER
Look, he's just clearing his head.
I know the kid. He's got what it
takes. I bet you he's going to come
back through that door recharged
and ready to fight.

Gwen stares at Peter, not believing a word he's saying. Just then--

--MILES STUMBLES IN, a WRECK. Heaving--

MILES
My uncle!

PETER
Hey, where have you been, we--

MILES
My Uncle Aaron, he -- he -- he's
the Prowler!

PETER
Ok, slow down. Slow down, Miles.

MILES
He works for Kingpin, he tried to
kill me!

SPIDER-MAN NOIR
This is a pretty hardcore origin
story.

Miles fights tears. The spiders look to Peter -- who doesn't
have the slightest idea of what to say.

PETER
It's okay, it's okay, we're gonna
figure it out.

GWEN
Were you followed?

MILES
No. I don't think so.

But they hear a RUMBLING... and then-

SEQ. 2900 - AN EPIC BATTLE "AEB"

INT. AUNT MAY'S HOUSE - CONTINUOUS

DING DONG! The door bell rings, then--

--CRRAAAAASSSSHHHHHHH!!! Doc Ock suddenly WALKS IN through
the DOOR. A tentacle shoots out and knocks a tea tray out of
Aunt May's hands.

DOC OCK
Cute place. Real homey.

AUNT MAY
Oh great, it's Liv.

MILES
(heartbroken)
I guess I was followed.

GWEN
Oh no...

PETER
Get out of here kid.

Miles turns to run through the kitchen but is blocked by
Tombstone.

TOMBSTONE
You messed up big time kid. Very sloppy.

Tombstone pushes past Miles and we reveal SCORPION behind him.

SCORPION
Mira todas estas arañas.

We see the English text onscreen, along with "*translated from Spanish." Peter and the spiders get into position.

PETER
Let me guess, you're Scorpion?
Well, we're the, uh... Spider-gang.

AUNT MAY
Would you mind taking this outside?

NOIR
We don't pick the ballroom we just dance.

Doc Ock sees the GOOBER on Peter's person.

DOC OCK
Oh, I think I'll be taking that.

Her tentacles reach out towards Peter and everyone leaps into action. It's a TEN PERSON FIGHT in a TINY QUEENS LIVING ROOM.

Scorpion CORNERS MILES, who defends himself with couch cushions!

SCORPION
Ninoto dale.

MILES
Preparate a mirror. A man stupid pillows!

The couch cushions are STUCK to his hands and Scorpion ATTACKS. SPDR is there to save him as Miles gets unstuck from the cushions.

Doc Ock smashes Peter into the ceiling.

Aunt May swings her baseball bat at Tombstone and knocks him out the front door, onto the street.

AUNT MAY
I said take it outside!

The goober comes loose and Miles goes after it.

MILES

I got it!!

Miles chases after the key but is thrown against the wall. Gwen webs it away from Doc Ock but Scorpion knocks it out of her hand. Noir catches it but glitches, dropping it.

Miles continues to chase after the key as it is kicked around the room. He finally grabs it when his spider-sense goes off--

Suddenly, the Prowler crashes in through the window, landing in front of Miles. Peter webs the goober out of Miles' hand.

PETER

I got this buddy.

(to Prowler)

Leave the kid alone!

Peter and Prowler fight and struggle for the goober.

MILES

No, no, no. No!

Peter kicks Prowler off himself and out through the wall into the street.

PETER

You gotta go, man.

Just then, SP//dr and Doc Ock slam into Peter and all are knocked out the front of the house into the street.

SEQ. 2910 - EXTERIOR EPIC BATTLE "EEB"

EXT. AUNT MAY'S STREET/HOUSE - DAY

The BATTLE is now on the rooftops and smashing out of the front windows, moving out into the neighborhood.

INT. POLICE CAR

SIRENS in the air. Jefferson races through the streets.

POLICE RADIO (O.S.)

...All vehicles in the area, we have a disturbance involving multiple spider... people?

JEFFERSON
(into radio)
Yeah, on my way!

INT. AUNT MAY'S HOUSE

Miles gets up out of the rubble, the goober in his hand. THE PROWLER DIVES RIGHT AT HIM claws-first! Miles dives out of the way. The Prowler instantly regroups and comes at Miles again, relentless.

He swipes with his CLAWS, narrowly missing Miles.

PROWLER
Give me that thing!

Miles races through the house, the Prowler in pursuit. They face off, the KITCHEN TABLE between them.

PROWLER (CONT'D)
Don't be stupid, kid. Hand it over,
now--

--Prowler SWIPES DOWN, DESTROYING the table--

Miles races up the stairs, Aaron close behind. He grabs Miles' LEG but Miles kicks him away, continuing upstairs to the HOLE SP//dr blasted through the roof.

EXT. AUNT MAY'S HOUSE ROOFTOP

Miles scrambles up through the hole onto the roof -- but before he can swing away Prowler LANDS in front of him. Miles is TRAPPED~

PROWLER
Nowhere left to run.

A standoff. Miles pulls off his mask...

PROWLER (CONT'D)
...Miles?

MILES
Uncle Aaron.

Aaron takes off his mask as well.

UNCLE AARON
Oh no no no no...

Miles' eyes WELL UP.

MILES
(barely a whisper)
Please Uncle Aaron.

Kingpin calls Aaron from his car below, watching the standoff.

KINGPIN
--Prowler, what are you waiting
for? Finish it.

A long beat...and then Aaron pulls down Miles' mask, and backs away, his hands up. He smiles at Miles when--

--**BANG!** KINGPIN FIRES. Aaron's eyes go wide as he falls back. Kingpin has shot him.

Kingpin AIMS AT MILES but Peter swings in and KNOCKS Kingpin down.

PETER
(to Miles)
Get out of here!

Miles scoops up Aaron and swings away.

Jefferson arrives and sees two people swinging across the street.

SEQ. 2920 - AARON'S DEATH "ARD"

EXT. DARK ALLEY

Miles kneels over Aaron.

UNCLE AARON
...Miles...

MILES
...Uncle Aaron. This is my fault.

Aaron takes Miles' hand. Shakes his head "no."

UNCLE AARON
No Miles. I'm sorry. I wanted you
to look up to me. I let you down,
man, I let you down. You're the
best of all of us, Miles. You're on
your way. Just... keep going...
just keep going...

With Miles at his side, he DIES. Miles can't believe it.

JEFFERSON (O.S.)
Hands up! Put your arms up now!

Miles stands but doesn't turn around. Puts up his arms.

JEFFERSON (CONT'D)
Turn around.

Miles instinctively CAMOUFLAGES. Jeff looks around, unable to see him.

JEFFERSON (CONT'D)
Hey! Hey!!!

But as he advances, he sees who the dead man is.

JEFFERSON (CONT'D)
Aaron? Aaron. No... No.

Jeff touches his brother's face, and recoils.

ON MILES, CAMOUFLAGED, seeing the grief hit his father.

Jeff's face HARDENS. He turns on his shoulder radio.

JEFFERSON (INTO WALKIE) (CONT'D)
All units. I want an APB on a new
Spider-Man.

As Jefferson slumps we PUSH IN ON MILES, visible to us the way a heat signature is behind a jet engine. But we can clearly see he's DEVASTATED.

SEQ. 3050 - WE NEED A PLAN "NAP"

INT. VISIONS ACADEMY - MILES' DORM - EVENING

Miles is TEARING THROUGH HIS ROOM in an emotional, teenaged rage. He pushes all of his homework and books off his desk and his SKETCHBOOK falls open on the floor, the artwork he did with Aaron staring up at him. Miles picks it up and THROWS IT out the window. The notebook FLIES back through the window like a boomerang, Miles catches it.

Peter's head pops into the window. He climbs into the room, followed by the other spiders. Peter walks up to Miles and puts a hand on his shoulder.

PETER
Hey, bud. You okay?

Miles takes a deep breath, holding back tears.

PETER (CONT'D)
We've all been there. For me it was
my Uncle Ben.

SPIDER-MAN NOIR
For me it was my Uncle Benjamin.

PENI
For me it was my father.

GWEN
For me it was my best friend.

SPIDER-HAM
Miles, the hardest thing about this
job is you can't always save
everybody.

MILES
Look, it was my fault. You wouldn't
understand.

GWEN
Miles, we're probably the only ones
who *do* understand--

--A JIGGLING AT THE DOOR.

PETER
Oh no...

It SWINGS OPEN--

--Revealing Ganke, entering with his headphones on, playing
music. Ganke crosses to his desk and we reveal the SPIDER-
TEAM PLASTERED TO THE WALL IN BACK OF HIM.

Oblivious, Ganke grabs his Spider-Ham comic and starts to
read, foot on his desk. He takes his headphones off and spins
in his chair, now FACING THE SPIDER-MEN, but with his comic
blocking his view.

PETER (CONT'D)
(whispered)
That way! That way!

--and the SPIDER-MAN CLUMP moves to the ceiling and onto the
wall in back of him. Ganke then crosses back--

PETER (CONT'D)
Other way! Other way!

--and the SPIDER-MAN CLUMP shifts back to where it was.

Ganke sits. Lifts up his comic and lowers the comic to see SPIDER-HAM. Spider-Ham grins.

MILES

Hey there!

SPIDER-HAM

Do animals talk in this dimension?
Cause I don't wanna freak him out--

--Ganke FAINTS to the ground, unconscious.

TIME CUT -- Miles puts Ganke into the bed. When MILES turns around, Gwen's climbing through the window, only Peter remains in the room.

MILES

What's going on?

GWEN

Bye Miles.

PETER

Miles, I came to say goodbye.

MILES

We can say goodbye at the collider.

PETER

You're not getting it. You're staying here.

MILES

I need to be there. So you can all go home.

Miles picks up the goober off his desk.

PETER

They are going home, Miles. I'm the only one staying.

A long beat.

MILES

You're taking my place...? If you stay here you'll die.

PETER

I'm doing what needs to be done. I just wanted you to hear it from me.

MILES

What about MJ?

PETER
(looks at the floor)
Not everything works out, kid. I
need the goober.
(then)
Please don't make me take it from
you.

Peter steps forward. Miles FURIOUS--

MILES
That's not fair! You've gotta tell
them I can do this!

PETER
It wasn't their decision.

MILES
I gotta make Kingpin pay! You have
to let me make him pay!

PETER
Miles, you're gonna get yourself
killed.

MILES
But I'm ready, I promise--

Peter does a combo move, nearly knocking Miles to the ground,
if Peter wasn't there to catch him. Miles HANG DOWN, held up
by PETER.

PETER
Then venom strike me right now, or
turn invisible on command so you
can get past me.

Miles TRIES to do what he's saying but it only makes Peter
seem even more right.

Outside the window, the other spiders listen to their
conversation.

PETER (O.S.) (CONT'D)
Look, I know how much you want
this, kid.

SPIDER-MAN NOIR
Poor little guy.

Back inside the dorm room, Peter puts Miles down.

PETER
But you don't have it yet.

Peter WEBS a desk chair under Miles, spins the chair, and webs him into a cocoon, and takes the key.

PETER (CONT'D)

I'm sorry.

Peter can't look at him.

MILES

When will I know I'm ready--

--Peter WEBS his mouth.

PETER

You won't. It's a leap of faith.
That's all it is Miles. A leap of
faith.

Peter jumps out of the window and swings away with the other spiders.

Miles, tied securely to his desk chair, watches sadly from his window.

SEQ. 3000 - I AM SPIDER-MAN "IAS"

INT. VISIONS ACADEMY - MILES' DORM - NIGHT

TIMES PASSES. Miles stares ahead.

--KNOCK KNOCK KNOCK. He is jolted out of his self-pity by the KNOCK at his door -- someone that can help him! Miles SCOOCHES towards the door excitedly, inch by inch on the chair.

INT. VISIONS DORM HALLWAY - NIGHT

JEFFERSON is in the hallway in full uniform.

JEFFERSON

Miles! Miles, it's your Dad.

Jefferson sees a shadow moving under the door - it STOPS.

INTERCUT BETWEEN MILES AND JEFFERSON

Miles, now a couple of feet from the door, FREEZES.

JEFFERSON (CONT'D)

Please open the door.

Miles starts to slowly BACK AWAY from the door, inch by inch.

JEFFERSON (CONT'D)

Miles, I can see your shadow moving around.

Miles STOPS again.

JEFFERSON (CONT'D)

Yeah. Ok, I get it. I get it. Still ignoring me. Look, can we talk for a minute? Something happened...

Jefferson struggles with what to say.

JEFFERSON (CONT'D)

Look sometimes, people drift apart, Miles. And I don't want that to happen to us, ok? Look, I know I don't always do what you need me to do or say what you need me to say, but I'm... I see this...this spark in you. It's amazing, it's why I push you. But it's yours and whatever you choose to do with it, you'll be great.

Miles' eyes are wide and soulful. He rests his head against the door, so close.

JEFFERSON (CONT'D)

Look call me when you can, ok? I love you.

(then)

You don't have to say it back though.

Jefferson still waits for an "I love you" back. When he doesn't get it, he taps the door farewell and walks down the hall.

Miles CLOSES HIS EYES and we sit with him for a beat.

Miles' hands visibly RELAX as his venom strike starts to crackle to life on his hands - using this memory is how he's learning to control his powers.

Miles uses a mini VENOM STRIKE to BREAK FREE from the chair restraints. He CAN'T BELIEVE IT.

GANKE BOLTS UP, dazed - but sees nothing --

REVEAL Miles has turned invisible and is exiting the building. He's IN CONTROL.

SEQ. 3010 - MILES RISES UP "MRU"**EXT. AUNT MAY'S BACKYARD - NIGHT**

QUICK CUTS a hand opening the padlock. The LIGHTS in Peter's hideout flooding on to REVEAL AUNT MAY sitting in wait, sipping tea.

AUNT MAY
Took you long enough.

EXT. BROOKLYN - WILLIAMSBURG SAVINGS BANK - NIGHT

Clouds gather. Total coincidence. PUSH IN on a gargoyle near the building's very tippy top.

We don't see ANYONE. Until... Lightning REVEALS a CAMOUFLAGED MILES.

With each strike, we FLASH to Miles' journey to get to the top of the building. **FLASH!** Miles exits the subway. **FLASH!** Miles approaches the Spider-man suits in the Spidey hideout. **FLASH!** Miles SPRAY-PAINTS A SUIT.

JEFFERSON (V.O.)
*I see this spark in you. It's
amazing. Whatever you choose to do
with it you'll be great.*

RIO (V.O.)
Our family doesn't run from things.

UNCLE AARON (V.O.)
*You're the best of all of us,
Miles. You're on your way. Just
keep going.*

MILES (V.O.)
When do I know I'm Spider-Man?

BACK ON MILES-- Moving closer and closer to the edge.

PETER (V.O.)
*You won't. That's all it is,
Miles... a leap of faith.*

Miles walks to the edge of the roof, the wind buffeting... and **LEAPS!** The camera is UPSIDE DOWN. Miles isn't *falling* through frame. He's RISING.

CUT TO Miles SPRAY PAINTING his new uniform. DISINFECTING HIS MASK. PUTTING BABY POWDER ON THE JOINTS.

BACK LIVE, Miles is OUT OF CONTROL, flailing. Miles shoots a web upwards between his legs...The webbing STICKS to a building...

Miles SNAPS on web-shooters as Aunt May watches.

AUNT MAY
Made 'em myself. They fit perfectly.

Miles BEGINS TO SWING. He moves with purpose through New York, slides between taxis, across windows--

He swings up on top of the Brooklyn Bridge and catches his breath. In the distance, we see Fisk Tower. He's ready.

COVER PAGE:

SPIDER-MAN: MILES MORALES

SEQ. 3075 - STORMING THE TUNNELS "STT"

EXT. BROOKLYN STREETS - NIGHT

The Spiders exit a bus. We see the WHOOSH of SPIDER-PEOPLE swinging up to the top of a crane like a SWAT TEAM, until looking down at the **PENTHOUSE**, staring into SKYLIGHTS.

PENI
Kingpin has a private elevator entrance from his penthouse to the collider below.

SPIDER-MAN NOIR
Didn't count on having an audience.

INT. KINGPIN'S PENTHOUSE - ENTRANCE SALON - NIGHT

GUESTS mill beneath MASSIVE BANNERS depicting SPIDER-MAN and PETER PARKER: *"THE PETER PARKER MEMORIAL FUND."*

ALL SPIDERS
You've got to be kidding me.

Kingpin stands. COPS and GUARDS surround him. He takes the dais, waves to the crowd.

KINGPIN

Thank you, it's nice to be with you this evening to celebrate Spider-Man. He and I were very close. He was always a favorite of my son. Kids love Spider-Man, right? Still do.

GWEN

What a pig.

SPIDER-HAM

(offended)

I'm right here.

SPIDER-MAN NOIR

Hold on, get a load of how the waiters are dressed. It's in poor taste but--

ANGLE ON THE WAITERS: They are dressed like tacky SPIDER-MEN, with bowties.

SPIDER-MAN NOIR(CONT'D)

It can't be that easy.

INT. FISK PENTHOUSE

ON OUR SPIDER-TEAM, moving through the fundraiser. Noir carries a serving tray, while Peter and Gwen push a LARGE CART which is made from a CONTORTED, CRAWLING SP//dr.

SPIDER-MAN NOIR

It's that easy.

KINGPIN

And I just want to thank Mary Jane Parker for being here this evening. Our prayers are with you Mrs. Parker.

As Kingpin mentions MJ, Peter spots her in the crowd. *Uh oh.*

PETER

(gasps)

--MJ?

GWEN

Pay attention! It's not the same MJ, Peter.

A beat.

PETER

I'm sorry, I'll be right back--

GWEN

No! Peter! Come here here! Trust me, I've been there. You gotta move on buddy.

PETER

This will just take one sec. Let me just-- Oh!

--He turns his cart toward MJ. He bumps into MJ.

MJ

Hello.

PETER

Oh wow.

MJ

Um, I just wondered if we could have some more bread at table twelve.

PETER

Yeah! I'm just, I'm really sorry...

ON GWEN, horrified.

MJ

Oh, don't be sorry. It's just bread.

PETER

No, I wasn't there for you when you needed me.

MJ

Mmmhmm...

PETER

And I didn't even try.

MJ

That's fine. I should really get going--

PETER

I know I could do better if I just had another chance to give you...
(realizing)
...the bread that you deserve.

MJ
Are you ok?--

GWEN
Ma'am we'll take care of that bread
right now.

MJ
It's been nice, uh, talking to you.

PETER
For you they should fill this place
up with fresh bread.

Gwen ushers Peter towards the kitchen.

GWEN
You alright, man?

PETER
Yeah. Totally.

GWEN
OK good cause we are not getting
any bread.

The tables start to WOBBLE, people look down at their drinks
which now have ripples a la Jurassic Park.

KINGPIN
I'm just sorry my family can't see
what we're doing tonight.

INT. COLLIDER CONTROL ROOM

Doc Ock is hard at work on a computer, prepping the collider.
She hits a button--

COMPUTER VOICE
*Initializing primary ignition
sequence.*

SEQ. 3090 - WHERE THEY FIGHT "WTF"

INT. FISK TOWER

Wilson Fisk walks with purpose down a hallway. He walks past
two guards and disappears into his office.

As he passes, the guards are WEBBED. Reveal the spiders on
the ceiling. Spider-Man Noir WEBS their eyes.

SPIDER-MAN NOIR
(creepy whisper)
Sleeeeeeeep.

INT. FISK'S OFFICE

Noir SHOOTs at a panel in the elevator, allowing them to swing down the elevator shaft.

INT. OBSERVATION ROOM

Kingpin enters with Tombstone and sees a waiting Doc Ock.

KINGPIN
Start the sequence.

Doc Ock NODS and a scientist takes a piece of hair from Vanessa's brush to use as a DNA sample.

SCIENTIST 1
Uploading Vanessa Fisk and Richard
Fisk DNA sequence.

SCIENTIST 2
Beginning scan for dimensional
matches.

Doc Ock fires the collider, a computer monitoring and calling the collider's status.

COMPUTER VOICE
*Secondary ignition in 5... 4...
3... 2... 1.*

The COLLIDER FIRES just as--

INT. COLLIDER ROOM

--the spiders arrive! They make their way to the top of the THUNDERING collider, moving like a military unit.

EXT. BROOKLYN STREETS

DIMENSIONAL QUAKING occurs, worse than before, people PANICKING -- the BROOKLYN BRIDGE flickers, pedestrians SCREAM.

Jefferson HELPS a CIVILIAN and sees FISK TOWER flicker in the distance.

INT. COLLIDER ROOM

They crest the hill and stare at the beam and the beginnings of DIMENSIONAL COLLAPSE.

ON GWEN AND PETER. Peter is nervous. So is Gwen.

GWEN
Peter, you don't have to stay
behind. I can do it.

PETER
It's okay. I've made up my mind.

They all swing out to the ceiling of the collider room.

PETER (CONT'D)
I'll put the goober in and take
over the beam. After you're gone,
I'll blow it up.

He starts to crawl towards the panel.

PETER (CONT'D)
Good luck guys.

Peter REACHES the panel. Peter is about to put the override key into the panel--

When the Spider's get SPIDER SENSE--

GWEN
They know we're here.

DOC OCK SLOWLY EMERGES out of the ceiling. Real creepy like.

DOC OCK
Nice to see you again, Peter.

Doc Ock slams Peter onto the ceiling of the collider room.

The spiders rush to help Peter, but are ATTACKED by Kingpin's thugs.

SEQ. 3100 - BATTLE AT THE COLLIDER "BAC"**INT. COLLIDER ROOM**

[NOTE --- from here out we're watching an increasingly psychedelic depiction of DIMENSIONS COLLIDING, and the Spideys have to do their job as it happens]

They BATTLE, the spiders fending off bad guys while glitching! As the CAMERA ROVERS the Spiders INTERACT.

Noir glitches and is caught under fire. PENI comes to save him.

PENI
I got you covered!

--Gwen comes FLYING IN, sliding down a GANTRY CRANE--
She sees Scorpion coming towards her.

GWEN
Ugh, these guys are the pits.

Peni and SP//dr jump in to fight Scorpion.

On the ceiling, Peter struggles against Ock. He tries to reinsert the goober but he puts it in the wrong way.

PETER
Why is this always difficult?

Doc Ock drags him away from the panel.

DOC OCK
Where are you going, Peter?

As she pulls Peter in...

DOC OCK (CONT'D)
Any last words?

PETER
Can I get a minute to think about
it? Do you have a pen?

DOC OCK
Goodbye Peter Parker.

Suddenly, one of her tentacles PUNCHES her in the face. Peter reacts to Doc Ock punching herself.

DOC OCK (CONT'D)
Who did that?

She looks around.

REVEAL Miles turning visible as he FLIES TOWARDS DOC OCK.

PETER
Miles?

DOC OCK
Spider-Man?

He Shoots WEBBING, knocking her back as she releases her hold on Peter. Miles catches him and they both land on the ceiling.

PETER
Wow Miles! You're doing it on command!

MILES
About time right?

MULTIPANEL -- The Spiders react to seeing Miles again.

SPIDER-HAM
Hey, look who's here!

PENI
Miles!

GWEN
You figured it out.

PETER
I love you! I am so proud of you!
Do I want kids?

Doc Ock breaks free of her restraints and CHARGES them.

PETER (CONT'D)
Oh yeah. I forgot about her.

As they fight, they all notice a box raising up towards the beam.

PETER (CONT'D)
Well that doesn't look promising.

MILES
No, it doesn't.

INSIDE THE OBSERVATION ROOM

Vanessa and Richard start to flicker into existence as Kingpin watches from the observation room.

SCIENTIST 1
I've got genetic matches! Hold on... It's too risky!

KINGPIN
Shut up and turn it up!

INT. COLLIDER ROOM

The Spiders all battle bad guys as the room descends into more chaos.

PETER

On your left! On your right! I got
5 o'clock, 3 o'clock, 2 o'clock!
Every direction!

MILES

On your right! On your right!

CAMERA flies back up through the building to the ball room. People are PANICKING. Jefferson is running against the tide, on his phone.

JEFFERSON

Get to a shelter! I'll be right
there!

INSIDE A HOSPITAL, furniture multiplies, the occupants panicking. Rio is on the phone with Jefferson.

RIO

Vamo senior. I've tried the school,
but I can't get through!

OUTSIDE ON THE STREET

The VISIONS bridge "quakes", cars split into multiple versions of themselves, people run, screaming.

BACK IN THE COLLIDER ROOM

CLUSTER BUILDINGS burst through the portal. The spiders continue to BATTLE as things get CRAZY.

ON MILES, PETER, GWEN AND OCK

MILES

Guys are you seeing this?!

Peter, Miles, and Gwen meet up on top of one of the collider guns. They look out over the chaos that is happening in the room.

GWEN

Looks like our dimensions are
coming to us.

PETER

It does look cool though, right?

GWEN

We gotta get back up there.
Shouldn't be too hard--

Their Spider-senses go off - they turn around just as Ock
THROWS a BUS at them!

NOIR and TOMBSTONE have a hand-to-hand fight.

SPIDER-MAN NOIR

Is that all you got? You gonna
fight or you just bumping gums you
hard boiled turtle slapper?

Noir PULLS A car on top of Tombstone. IT EXPLODES (COMIC BOOK
BURST CARD)

Scorpion has SP//dr pinned down. Peni struggles to break free
but Scorpion starts to destroy SP//dr, pulling off and
destroying the robot's limbs.

As Scorpion goes to attack Peni again, an ANVIL SLAMS onto
Scorpion's head. Reveal that Ham has dropped it on him.

SCORPION

Puerco? What are you, some kind of
silly cartoon?

SPIDER-HAM

You got a problem with cartoons?

Scorpion and Ham fight hand-to-hand combat. HAM IS FREAKIN'
INSANE AT FIGHTING. Ham knocks Scorpion down and before he
can get up, Noir grabs his tail and swings him around. As he
lets go and Scorpion flies towards Peni, she grabs one of
SP//dr's detached arms and smashes Scorpion with it. He's
out.

SPIDER-HAM (CONT'D)

Ohhh did THAT feel like a cartoon?

ON MILES, PETER, GWEN AND OCK

Gwen and Miles fight Doc Ock, tag-teaming. Gwen is IMPRESSED
by Miles.

Suddenly one of Ock's tentacles hits Gwen hard and she falls
back towards the beam.

MILES

Gwen!!

Miles flies after Gwen, barely grabbing her. (Note: refer to "Gwen falls" panels) He SWINGS back up with a recovering Gwen.

GWEN
I like your suit.

MILES
Thanks. I made it myself.

--Miles SHOOTs a web strand back at Peter.

Peter GRABS the web strand and PULLS IT, giving GWEN SUPERSPEED.

PETER
That was adorable team! Now hold on tight!

Gwen FLIES in--

They all hit her 1-2-3.

Ock FLIES BACK from the impact and smashes onto a building. Furious, she races back towards them.

GWEN
Buckle up guys, this is going to take a while.

Doc Ock is HIT by a rogue 18 wheeler.

GWEN (CONT'D)
Alright, never mind. Let's end this thing.

Miles TAKES CONTROL. He's the quarterback now.

MILES
Guys, I got it.

PETER
I'll go. I'm the one with the goo-

Miles holds up the goober.

PETER (CONT'D)
Oh you gotta be kidding me.

MILES
Don't watch the mouth. Watch the hands.

He shoots a web and swings off through the chaos in the collider room.

PETER

Miles!

GWEN

Be careful!

ON MILES as he heads to the panel, doing his own version of Blonde Peter's swing-crawl-flip to the panel.

MILES

That was crazy.

Back on Peter and Gwen.

PETER

Ah we taught him that right?

GWEN

I didn't teach him that. And you definitely didn't.

Peter and Gwen swing off to join Miles.

ON PENI, NOIR and HAM

As SP//dr SPARKS and DIES, Peni takes out her SPIDER.

She turns to look at the destroyed robot, tears in her eyes. Noir steps up, puts his hand on her shoulder.

NOIR

You okay?
(tenderly)
C'mon...

She jumps on Noir's back and with Ham, they swing away to join Miles at the panel.

ON MILES AT THE PANEL

Inside is the MESS OF WIRES AND EQUIPMENT RIPeter saw. Miles INSERTS the goober.

MILES

Guys! I got control of the beam!
Get up here!

COMPUTER VOICE

Alert! Quantum polarity has been reversed.

IN OBSERVATION ROOM

Kingpin's looks up and sees Miles at the panel as the other spiders join him.

Kingpin, ENRAGED, SLAMS DOWN on the control panels in front of him, SMASHING THE WINDOWS of the Observation Room.

IN THE COLLIDER ROOM

The room SHAKES, inter-dimensional quakes ROCKING THE COLLIDER ROOM AND ALL OF BROOKLYN.

THE SPIDERS CONVERGE ON THE PANEL

GWEN

Guess this is it.

PENI

Well, nice to know we're not alone.
Right?

GWEN

Yeah.

They all look around at each other. They want to go home...but part of them wants to stay.

Miles punches a code into the keypad and twists the goober.

MILES

I got the portal open. You first
Peni.

She smiles.

PENI

Thank you, Miles. From both of us.

Peni JUMPS into the beam. Miles punches in another code and looks to Noir.

SPIDER-MAN NOIR

I, uh, love you all.
(holds up a Rubik's cube)
I'm taking this cube thing with me.
I don't understand it, but, I will.

Noir lets go and DISAPPEARS. Spider-Ham hold up a huge mallet. He's near tears.

SPIDER-HAM

I want you to have this. It'll fit
in your pocket.

Miles takes it.

SPIDER-HAM (CONT'D)
That's all folks.

Ham JUMPS.

PETER
Is he allowed to say that? Legally?

Miles turns to Gwen. A beat. Awkward. Just like the classroom, but...

MILES
Do I get to like the hairdo now?

Gwen laughs.

GWEN
You know I'm older than you.
Fifteen months, but it's pretty
significant if you ask me.

MILES
Well, Einstein said time was
relative, right?

GWEN
(laughs)
Nice.

She turns away, uncomfortable with the moment. Miles holds out his hand.

MILES
Friends?

A long beat. Gwen grabs his hand and holds it.

GWEN
Friends.

MILES
Cool.

GWEN
See you around Spider-Man.

She elegantly leaps into the beam.

Miles turns to Peter.

MILES
Your turn.

PETER
(hesitant)
Yeah yeah right...

Peter looks down and hesitates. HE'S SCARED TO GO--

They're both hit with a surge of SPIDER-SENSE. Miles and Peter look down to see Kingpin has left the observation room and is now leap-frogging his way across buildings towards them.

KINGPIN
You're not going ANYWHERE!

Peter assesses the situation.

PETER
I'll hold him off, you shut this
down!

Peter jumps away from the panel, going towards Kingpin. Miles is SURPRISED.

MILES
Peter, that wasn't the deal!

PETER
Push the green button! Do not wait
for me!

But Peter is LEAPING AWAY ALREADY, SWINGING, when A WEB STOPS HIM AND YANKS HIM BACK TO--

MILES, on the other end of the WEB!

PETER (CONT'D)
What are you doing?

MILES
Peter, you gotta go home!

PETER
This guy could kill you! I can't
let Spider-Man die.

MILES
(defiant)
Neither can I.

PETER
It's OK.

MILES
Yeah, it is ok.

Miles DROP KICKS Peter and holds him suspended over the portal. It looks exactly like when Peter challenged Miles in his dorm room before tying him up.

MILES (CONT'D)
(with empathy)
You gotta go home man.

PETER
(suddenly sad and scared)
How do I know I'm not gonna mess it
up again?

MILES
You won't.

PETER
(realizing)
Right. It's a leap of faith.

Peter takes his hand off Miles hand, readying himself. Miles DROPS Peter into the portal.

Peter smiles as he disappears into the portal.

PETER (CONT'D)
Not bad, kid.

Miles pulls his mask back down and turns to face the approaching Kingpin. THEY FACE OFF.

MILES
Kingpin!

Kingpin SMASHES the building, causing a ripple of glass to fly towards Miles. Miles backflips out of the way.

Kingpin pulls out a gun and Miles WEBS it away.

MILES (CONT'D)
Nope! Sorry. That's cheating!

He starts to advance when a subway train suddenly speeds by, heading towards the panel. Miles shoots a web at the train and hitches a ride.

MILES (CONT'D)
Adios!

SEQ. 3150 - INTER-DIMENSIONAL FIGHT "IDF"

EXT. SUBWAY TRAIN

Miles lands on the side of the train and looks around to locate the panel.

MILES

I gotta get to that button.

Just then, the window on the train breaks and a pair of hands pulls Miles in. It's Kingpin!

INT. SUBWAY TRAIN -- FROM ANOTHER DIMENSION. IT CONTINUES TO TOGGLE BETWEEN OTHER DIMENSIONS, IT FEELS LIKE A SUBWAY CAR MAZE.

Miles flickers in and out invisibility as he evades Kingpin's punches. But Kingpin predicts Miles' next spot and lands a hit.

Miles tries to venom strike but it fizzles out.

MILES

Oh no...

KINGPIN

Not so easy doing it on your own is it?

Kingpin grabs Miles around the neck and slams him against the wall.

KINGPIN (CONT'D)

I can't wait to kill one more Spider-Man.

An ENRAGED KINGPIN is about to deliver the death blow to Miles, just like he did to RIPETER when--

--Vanessa and Richard appear and they DON'T RECOGNIZE KINGPIN. MULTIPLE VANESSA AND RICHARDS now GLITCH IN AND OUT.

VANESSA

What are you doing? Where am I?

KINGPIN

What...

VANESSA 2

Wilson...

MILES

(sadly)

Is this what you want man?

VANESSA 3

What are you doing? You stay away from us.

KINGPIN (CONT'D)

Vanessa? Vanessa! Richard!

RICHARD

What're we doing here?

VANESSA 4

I don't know Richard...

KINGPIN

Vanessa it's me. You know me!

VANESSA 5

...we're leaving now.

Vanessa and Richard are frightened. They don't recognize Kingpin. They see him about to kill Spider-Man and they run through the door behind them.

KINGPIN

Don't go! Stay with me! Please!

Kingpin reacts and runs after them, dropping Miles. He enters the train car and finds it empty... his family has gone back into the multiverse.

EXT. SUBWAY TRAIN

Miles climbs out of one of the windows and onto the side of the speeding train. He looks around and locates the panel. He is about to web away when Kingpin BURSTS through the side of the train and lands in front of Miles. He's LOST EVERYTHING, but he's not losing the fight.

KINGPIN

You're not stopping this. Not today.

MILES

I am stopping this! Right now!

IN THE OBSERVATION ROOM

Jefferson walks in and examines the control room. It's trashed as a result of the interdimensional event going on. He looks out the front of the room and witnesses the chaos taking place in the collider room.

The train car whizzes by with Kingpin and Miles fighting on top of it, in clear view of Jefferson.

JEFFERSON
(into his walkie)
I need back up!

He only hears static.

IN THE COLLIDER ROOM

Kingpin and Miles fight, Kingpin with renewed fury. Kingpin throws Miles off the train and they continue fighting as they fall, drowning in Sienkowicz/Kirby Psychedelia.

Kingpin and Miles CRASH into the Brooklyn Bridge.

A dazed Miles shakes off the collision on the bridge, his mask off. He staggers to his feet. Kingpin is already standing, unsteady but still dangerous.

Kingpin and Miles square off, two exhausted boxers. Kingpin suddenly reaches out.

He brutally shoves Miles to the ground. Miles rolls away and tries to get up. He's hurt. He looks up and sees Kingpin coming after him again. Kingpin grabs Miles by the head and slings him against a pile of debris.

Miles smashes into the ground, tries to get up and slips.

KINGPIN
The real Spider-Man couldn't even
beat me. You're nothing!

Kingpin is out of breath but he is enjoying beating the hell out of Miles.

Miles keeps GETTING UP and Kingpin keeps KNOCKING HIM DOWN. Miles keeps getting back up, he's exhausted.

KINGPIN (CONT'D)
You took my family, and now I'm
gonna make sure you never see yours
again.

Kingpin KNOCKS MILES DOWN AGAIN and approaches to finish him off. Just then, a voice is heard in the distance...

JEFFERSON
Get up, Spider-Man!

Miles eyes flicker open at the sound. He looks to the control room, where he sees someone moving around. It's his dad.

JEFFERSON (CONT'D)
Get up! C'mon... C'mon.

MILES
(struggling)
C'mon... c'mon... come on...

It takes him a few wobbly seconds but Miles staggers to his feet and faces Kingpin.

MILES (CONT'D)
I'll always have my family. You
ever hear of the shoulder touch?

KINGPIN
What?

...Miles drops a hand toward Kingpin's shoulder.

MILES
"Hey."

--As he touches Kingpin on the shoulder he delivers a
GIGANTIC VENOM STRIKE--

KKAAAAAAA-ZAPPPPPPPPPPPPPPPPP!!

Kingpin flies back from the force of the Venom Blast. Miles webs him and swings Kingpin into the panel--

MILES (CONT'D)
Hey Kingpin! Push the green button
for me!

-- Kingpin FLIES INTO THE PANEL, a DIRECT HIT, making the
Venom Blast extend to the entire collider room--

The beam starts to suck everything back in.

Miles webs himself to the ceiling and holds on as the chaos reaches a fever pitch. The beam retreats back into the collider guns, causing a MASSIVE IMPLOSION.

In the control room, Jefferson is blown back by the force of the implosion.

THE COLLIDER SHUTS OFF. The shaking stops.

Miles hangs from the ceiling. He did it.

Some coughing catches his attention. From the debris of the observation room, he sees Jefferson stand up, coughing and shaking dust off.

Jefferson looks up and sees a spider web dangling but now MILES IS GONE.

SEQ. 3175 - JEFFERSON AND MILES "JAM"

EXT. FISK MANSION -- NIGHT

Jefferson leads a handcuffed Tombstone into a cop car.

As the car drives off, his phone rings. He looks at it. It's MILES. He answers.

JEFFERSON

--Miles? Miles? Miles?! Are you ok?

ANGLE ON MILES, as Spider-Man, perched on the corner of a building, overlooking the scene outside Fisk Tower.

MILES

Yeah, I'm ok.

(beat)

You're probably busy so--

He's *definitely* busy but doesn't care.

JEFFERSON

No no no no, I can talk! I can talk. Look, so I came by earlier because, uh... your uncle...

MILES

I know Dad. I'm so sorry.

A wave of emotion hits Miles.

JEFFERSON

Yeah.

MILES

Do you know who did it?

JEFFERSON

I thought I did. But I was wrong.

(a beat)

Look Miles, what I said at the door, it wasn't just talk. Look you know, I was thinking maybe we could find a nice wall privately owned--

MILES
(getting emotional,
holding it back)
Ok, dad. Alright.

JEFFERSON
--like at the police station and
you could..."throw" up some of your
art? Man, I'm bad at this. Ok,
Miles-- Miles? You there?
(the line's gone dead)
C'mon man, C-Mobile--

Miles APPEARS right next to Jefferson with a POP--

MILES AS SPIDER-MAN
Officer?

SPIDER-MAN, aka MILES, right behind him.

JEFFERSON
(startled)
Spider-Man. Listen, down there,
that was, I mean I owe you--

--Jefferson is startled when SPIDER-MAN HUGS HIM. He
awkwardly pats him on the back.

They break it up.

MILES AS SPIDER-MAN
I look forward to working with you.

JEFFERSON
Yeah, me too, I guess.
(then)
I don't approve of your methods
but, we're just gonna have to agree
to disagree.

MILES AS SPIDER-MAN
Thank you for your bravery tonight.
(then, quickly)
I love you.

Spiderman walks away.

JEFFERSON
Wait, what?

Miles walks off, shoots a web, swings away.

MILES AS SPIDER-MAN
And look behind you!

Jefferson turns and sees that Kingpin has been strung up by webs between two buildings and there's a note that reads
"From your friendly neighborhood Spider-Man."

Miles walks down the street, high-fiving people. Everyone is
 SO EXCITED TO SEE HIM.

MILES
 Alright. Cool, yeah!

BYSTANDER #1
 Yeah, thanks Spider-Man!

MILES
 Yeah I'm Spider-man! A su servicio!

BYSTANDER #2
 Yeah, you the spider!

MILES
 What's up little man? Oh yeah, yeah
 I'm the new Spider-Man! Check it
 out--
 (jumps onto wall,
 immediately falls off)
 Whoa! That was part of the move.

SEQ. 3200 - WHY PHYSICS MATTERS TO ME "PMM"

EXT. BROOKLYN STREETS

ON MILES, swinging through the city.

MILES (V.O.)
*OK, let's do this one last time,
 yeah? For real this time. This is
 it.*

We see the OPENING BADASS SHOTS OF SPIDER-MAN but this time
 with Miles.

MILES (V.O.)
*My name is Miles Morales. I was
 bitten by a radioactive spider. And
 for like two days, I've been the
 one and only Spider-Man. I think
 you know the rest. I finished my
 essay. I saved a bunch of people.*

We see him do homework. Swing in front of adoring crowds. Get
 hit by a drone.

MILES (V.O.)
*Got hit by a drone. Did this with
my dad.*

Miles paints a tribute to Uncle Aaron with Jefferson.

MILES (V.O.)
Met my roommate finally.

Miles, upside down, fist bumps Ganke. Ganke is stunned. Miles slaps a sticker on a gargoyle at the top of a building.

MILES (V.O.)
*Slapped a sticker where my Dad's
never going to find it.*

Ham, Peni, Noir, Gwen are in their homes, ready for a fresh start...

MILES (V.O.)
*And when I feel alone, like no one
understands what I'm going through,
I remember my friends who get it.*

Gwen looks at a picture of her and Miles.

Peter, holding flowers, rings the doorbell to MJ's apartment.

Miles swings, flips, and runs through the city. He webs a train as leverage to CATAPULT himself through the air. He looks GREAT. It's BEAUTIFUL, and SO SPECIFIC TO MILES.

MILES (V.O.)
*I never thought I'd be able to do
any of this stuff. But I can.
Anyone can wear the mask. You can
wear the mask. If you didn't know
that before, I hope you do now.*

INT. DORM ROOM - CONTINUES

Miles climbs into the top bunk, turning out the light, put on his headphones...

MILES (V.O.)
*Cuz I'm Spider-Man. And I'm not the
only one. Not by a long shot.*

He closes his eyes. Starts singing along to "Sunflower." But his eyes snap open as a bright light suddenly shines down on him. A portal begins to open up above him.

FAMILIAR FEMALE VOICE
Miles! Miles! Miles! You got a
minute?

CUT TO BLACK

SEQ. 3250 - "CODA" (CDA)

FROM BLACK...

INT. SECRET FACILITY - DAY

A massive lab space, so bleeding edge that it looks alien. Holographic images of the Collider's final moments (twisted, flowering cityscapes... giant floating pencils... Spider-Ham, etc) hover above the dozens of workstations filling the room.

We also get a glimpse of HEADSHOTS of Miles, Peter, Peni, and Gwen.

A HOLOGRAM WOMAN, Lyla, stands in the center of the lab, flickering from one screen to the next.

LYLA
You're a bit late.

SUITED FIGURE
We can't all be everywhere at once.

LYLA
A little text might have been nice.

SUITED FIGURE
I was gone for less than two hours,
what happened?

LYLA
Okay okay okay I know what it looks
like but, here's the good news--

SUITED FIGURE
--oh here we go--

LYLA
--the multiverse DIDN'T collapse.

SUITED FIGURE
Oh cool!

LYLA

A little touch and go, but it worked out.

SUITED FIGURE

Great story. Hey, did you finish the goober?

LYLA

It's not a goober. It's a gizmo.

SUITED FIGURE

Do you always have to call me out? It's just really frustrating and it bums me out.

She gestures to a crazy WATCH floating above a pedestal.

LYLA

Don't get too excited Miguel it's just a prototype.

SUITED FIGURE

Not excited.

The gizmo attaches itself to the Suited Figure's arm.

SUITED FIGURE (CONT'D)

Okay, ow!

LYLA

You could be the first person to make an autonomous multiverse jump... or the last.

The suited character stands stock still for a long moment, considering the watch. We begin to PAN AROUND HIM...

MIGUEL

Okay, so we're just going to roll the dice on this?

LYLA

So what do you say pal? Where do you want to go first?

... finally revealing a DEEP BLUE MASK. NO EYEHOLE. RED, DAGGER-LIKE LENS FRAMES...

MIGUEL

Let's start at the beginning. One last time. Earth 67.

SMASH TO:

A TRIPPY MATTE PAINTING

From a Ralph Bakshi directed 1968 episode from season two of the old animated Spiderman animated TV show.

TWO SHOT -- Miguel jumps in to frame with the famous '67
ANIMATED MEME SPIDER-MAN.

MEME SPIDER-MAN

Whoa... what the...

MIGUEL

I'm Spider-man. I need you to come with me.

MEME SPIDER-MAN

Who the heck are you?

MIGUEL

I just told you that, listen, listen. I'm from the future.

MEME SPIDER-MAN

How dare you point at me!

MIGUEL

You were pointing first!

MEME SPIDER-MAN

It's rude to point.

MIGUEL

You're being very rude! You're not even believing what I'm saying. You're saying I'm not who I say I am.

A POLICE OFFICER and J. JONAH JAMESON are standing nearby.

MEME POLICE OFFICER

Which one pointed first?

MEME JAMESON

Spider-man pointed first! Obviously!

And we go out in pure chaos, the most expensive dumb joke of all time...

MIGUEL

You're pointing at me right now as you say that! Look at you! Look at your finger! Look at your finger right now! What is it doing? You are pointing! You are accusing me of pointing, while your pointing--

MEME SPIDER-MAN

I'm not pointing, you're pointing. I'm just pointing out your pointing. Which is different from normal pointing. You haven't seen pointing until I get through with you and then you'll know--
-

"THE END" title card from the 1967 Bakshi cartoon.

BLACK.