

X-MEN

MARVEL COMICS GROUP



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THE ALL-NEW, ALL-DIFFERENT

# X-MEN

X-MEN,  
YOU CAME SEEKING  
COUNT NEFARIA!!  
INSTEAD YOU HAVE  
FOUND ONLY--

DEATH!



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GK:  
DEC



# IMPOSSIBLE?

\* Every successful bodybuilder has got to use the most advanced bodybuilding methods available. UNIVERSAL BODYBUILDING offers the best! Using UNIVERSAL methods, I have made excellent gains!

Brian Eastman

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AFTER

MOST MEN NEVER REALIZE THEIR POTENTIAL FOR MUSCULARITY. Why? Probably because they've never come across or taken advantage of a training program quite like the one we offer here at UNIVERSAL BODYBUILDING. Our course has the ULTIMATE MASTERPLAN for TOTAL BODY DEVELOPMENT!

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Add 2 or 3 inches to your arms, 4 or 5 inches to your chest — your rewards will be in direct proportion to your effort and accomplishments — nobody sets a limit to your success.

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YOUR MUSCLES  
WILL BEGIN  
TO GROW!

BEFORE

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- ☐ **LEGS** — Put some muscle on those spindly legs! Muscular legs will give you extra power like you've never dreamed possible!
- ☐ **ABDOMEN** — Trim and hard — that's the way your abs should look. Get rid of your pot-belly, improve your digestion, and get that washboard waist — all when you develop those abdominal muscles!



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# THE DOOMSMITH SCENARIO!



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WHAT ABOUT YOU, BANSHEE? WILL YOU GO, OR WILL YOU STAY?

WELL, I WON'T LIE TO YE, PERFESSER. I LIKE IT HERE AN' THAT'S THE TRUTH.



BUT I WON'T LIE TO MESELF, EITHER. YOUR X-MEN ARE ALL YOUNG PEOPLE, STUDENTS. ME, I'M A BARELY LITERATE EX-COP, AN' LIKE IT OR NOT...

...THERE'S SOME GREY AMONG THE BANSHEE'S GOLDEN HAIR.

IT'S BEEN GRAND, BUT IT'S TIME I WAS MOVIN' ON.



RUBBISH! YOUR HAIR'S ABOUT AS GREY AS MINE, AND YOUR BRAIN'S A FRACTION KEENER.

HOWEVER, IF THESE YOUNG PEOPLE ARE TOO MUCH OF A CHALLENGE FOR YOU...



NOW I DIDN'T SAY THAT, DID I? SINCE WHEN HAS THE BANSHEE EVER REFUSED A CHALLENGE? IT'S JUST...



BANSHEE, YOU WOULDN'T HAVE TO RUN ANYMORE. YOU'D BE WITH FRIENDS. YOU'D... BELONG.

AVE. THAT'S A POINT. IT'D BE... NICE... I' BELONG.



ALL RIGHT, PERFESSER, I'M SOLD. YE'VE GOT YERSELF A NEW X-MAN.

EXCELLENT, MY FRIEND.

AND NOW THAT THAT'S ALL SETTLED...



I'M AFRAID IT ISN'T... ALL SETTLED, PROFESSOR.

WHAT DO YOU MEAN, WARREN?



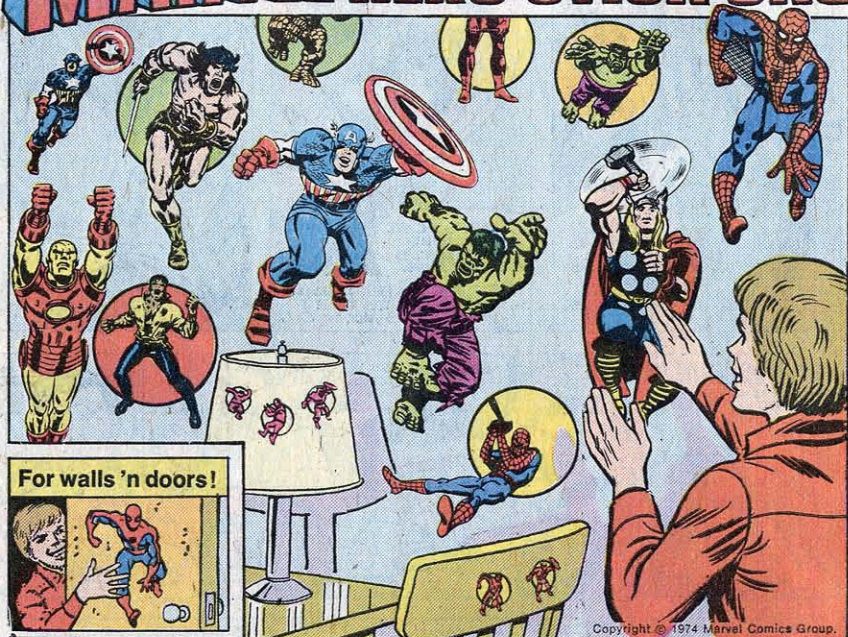
I'M SORRY, PROFESSOR... THERE'S NO EASY WAY TO SAY THIS... ah, WE-- THE OLD X-MEN -- WE'RE...

WE'RE LEAVING, SIR. PULLING OUT.



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IT'S A LONG NIGHT FOR THE MUTANT X-MAN, SCOTT SUMMERS. HE CANNOT SLEEP AND, IN TRUTH, HE DOESN'T REALLY TRY.



INSTEAD, HE ROAMS THE MANSION THAT HAS BEEN HIS HOME FOR SO MANY YEARS... ROAMS AND THINKS, AND REMEMBERS...

... AND CURSES.

FACE IT, SUMMERS. NO MATTER WHICH WAY YOU CUT IT, YOU'RE THE ONE X-MAN WHO CAN'T HIDE WHAT HE IS...



... AND WHO DARES NOT FORGET, BECAUSE IF HE DOES, SOMEONE MIGHT GET KILLED.

KILLED BY MY EYES! MY CURSED, MUTANT, ENERGY-BLASTING EYES!



THE ANGUISHED, DESPERATE CRY RINGS HOLLOW IN THE STILLNESS. AND IF ANYONE HEARS IT, THEY GIVE NO SIGN...

... FOR THE MANSION IS QUIET, 'TIL MORNING.



SCOTT, YOU'RE STILL WEARING YOUR COSTUME...

WHEN OLD FRIENDS GATHER TO SAY... GOOD-BYE.



YEAH.

JEAN, I'VE THOUGHT THIS OVER ALL NIGHT, AND... I'VE DECIDED TO STAY.



I THOUGHT YOU WOULD... BUT... I'D HOPED...

I'M AN X-MAN, PURE AND SIMPLE. THIS IS MY HOME, MY LIFE. THIS IS WHERE I... BELONG.



WHERE YOU BELONG, SCOTT. BUT NOT ME. NOT ANYMORE!

I KNOW A LOUSY SITUATION, ISN'T IT? I... I DON'T WANT TO LOSE YOU, JEAN. I CAN'T.



I LOVE YOU.

AND I LOVE YOU.



THEN, SHE IS GONE.

AND THE MAN CALLED CYCLOPS IS ALONE.





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**A LITTLE LESS THAN A MEAL. A LITTLE MORE THAN A SNACK.**

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...FOR THESE PEOPLE HAVE FOUGHT TOGETHER -- FACED DEATH TOGETHER -- AND THAT HAS FORGED A SPECIAL BOND BETWEEN THEM...

... A BOND THAT MAKES THEM COMRADES. AND, IN A WAY, FRIENDS.

ALL RIGHT, PEOPLE! THE SHOW'S OVER AND IT'S TIME PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS WAS A GOING CONCERN AGAIN...

...TIME YOU LEARNED WHAT BEING AN X-MAN IS ALL ABOUT.

LESSON ONE IS HOW TO STAY ALIVE -- THAT'S WHAT THE DANGER ROOM IS FOR...

... TO GIVE YOU A SECOND, MAYBE TWO, TIME -- AND THE SKILL TO TAKE THAT TIME AND USE IT TO DEFEAT YOUR OPPONENT. IN A WORD, TO SURVIVE.

DANGER ROOM

AN... EMPTY ROOM WILL DO ALL THAT?

THAT'S RIGHT, STORM. AND THE OBJECT OF THE EXERCISE IS TO CROSS THE ROOM...

... WALK IN THIS DOOR AND OUT THE OTHER...

YOU GOTTA BE KIDDIN', ONE-EYE. AN' I'M GONNA CALL YA.

PERHAPS, JOHN PROUDSTAR...

GLICK WRRRR

WHAT THE...

HEY! LEGGO!

CHAKA CHAKA CHAKA

SEE YA AT THE EXIT, TROOPS.

... THEN AGAIN, PERHAPS NOT.

POW

... IF THE ROOM LETS YOU.



AND SO, IT BEGINS.  
THE DAYS--THE  
WEEKS--OF  
TRAINING, SIX  
HOURS A DAY,  
FIVE DAYS A  
WEEK, WEEK  
IN, WEEK OUT...

...UNTIL THE HALLS OF THIS OLD, VENERABLE  
WESTCHESTER MANSION SEEM TO ECHO AND  
RE-ECHO WITH THE SOUNDS OF BATTLE!  
UNTIL THESE NEOPHYTE X-MEN BEGIN TO  
WONDER IF THERE EVER WAS A TIME WHEN  
THEY WEREN'T FIGHTING FOR THEIR LIVES.

AND WHEN THEY  
FALTER, GIVE IN  
A LITTLE, GIVE  
UP, A VOICE  
SNAPS THEM  
BACK INTO LINE.  
A HARSH VOICE,  
ANGRY, BITING,  
MERCILESS.

THE VOICE OF  
THE MAN NAMED  
CYCLOPS, WHO  
DRIVES THE X-MEN  
HARD AND HIMSELF  
HARDER.

WHO TAKES SIX PROUD,  
UNIQUE INDIVIDUALS, SIX  
LONERS, SIX OUTCASTS...

...AND FORGES  
THEM INTO  
A TEAM.



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AND PEOPLE BEGIN TO MAKE MISTAKES.

THUNDERBIRD, LOOK OUT! THE LASERS-- YOU'RE CUTTING IT TOO CLOSE--!

AAIRRRGH!!

TAKE IT EASY, LAD-- THAT'S A NASTY BURN ON YER LEG. I'LL HELP YE UP.

BACK OFF, SHAMROCK! I DON'T NEED ANY HELP.

NOT FROM YOU-- NOT FROM ANYBODY!

I'M OKAY, ONE-EYE...

THE NAME IS CYCLOPS, MISTER-- AND YOU'RE NOT 'OKAY.'

I'VE GOT NEWS FOR YOU, FELLA-- IF THIS WERE COMBAT, AND THOSE LASERS RUNNING AT FULL STRENGTH...

...YOU'D HAVE LOST YOUR LEG!

YOU'RE CARELESS, THUNDERBIRD. AND YOUR CARELESSNESS COULD GET US ALL KILLED!

MAN, YOU BEEN RIDIN' ME SINCE THE DAY I GOT HERE-- AND I HAVE HAD IT!

YOU LAY OFF ME, ONE-EYE, AND YOU DO IT NOW-- OR SO HELP ME--

-- I'LL REARRANGE YOUR FACE !!

CYCLOPS! THUNDERBIRD! CEASE THIS DISGRACEFUL DISPLAY IMMEDIATELY!

THUNDERBIRD, REPORT TO THE INFIRMARY!

AS FOR YOU, SCOTT-- I'LL SEE YOU IN MY OFFICE.

WAY TO GO, HOTSHOT. LOOKS LIKE YOU'VE BLOWN ANOTHER CHANCE FOR YOURSELF. MAYBE THE LAST ONE...

WHAT'S A MATTER, LADY? IT BOTHER YOU TO WORK WITH A LOSER?

I SEE NO 'LOSER', JOHN PROUDSTAR. IN THIS ROOM, I SEE ONLY A MAN.



# CHAPTER TWO: DEATH OVER VALHALLA HIGH!

IN THE ROCKIES, IN COLORADO STATE, SOME FORTY MILES WEST OF COLORADO SPRINGS, THERE STANDS A MOUNTAIN, LONELY, FORBIDDING, THRUSTING ITS ROUGH, GRANITE FACE NEARLY TWO MILES HIGH INTO THE CRISP, COOL ROCKY MOUNTAIN AIR.

THE MOUNTAIN IS CALLED VALHALLA, THE HOME OF THE GODS.

THOSE WHO KNOW IT BETTER... CALL IT DEATH.

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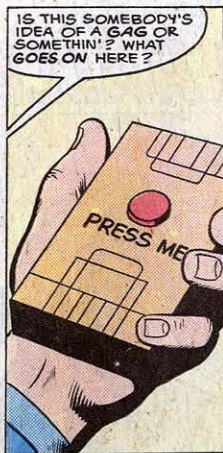
FOR VALHALLA MOUNTAIN IS HEAD-QUARTERS OF NORAD, THE NORTH AMERICAN AIR DEFENSE COMMAND.

ONE FOR YOU, HARRIS!

HEADS UP, JOY BOYS! MAIL CALL! MAIL CALL!

HUH? WHAT GIVES? I WASN'T EXPECTING ANYTHING.





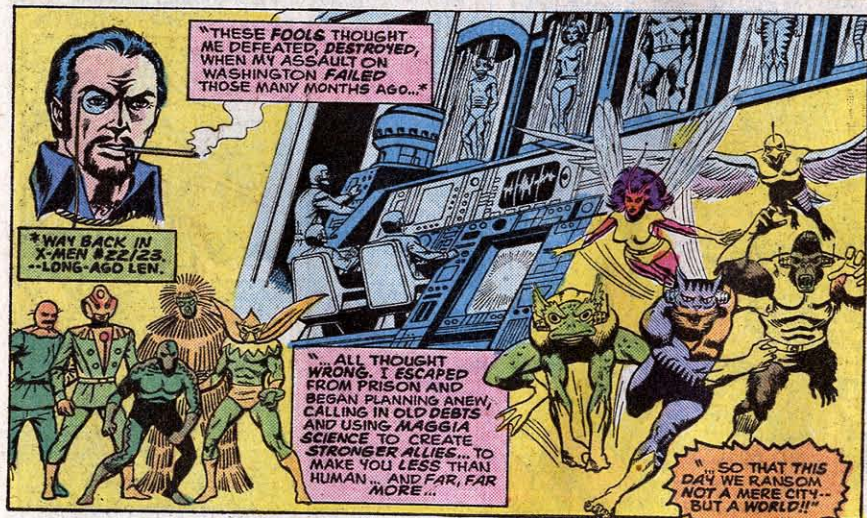
THE BOX DISAPPEARS, LEAVING IN ITS PLACE A SHIMMERING SILVER OVAL, A HOLE IN THE AIR, A RIP IN THE FABRIC OF TIME AND SPACE.













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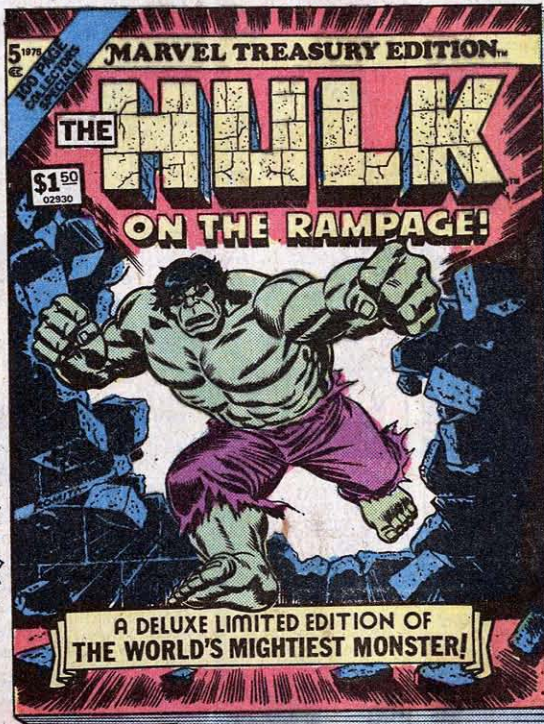
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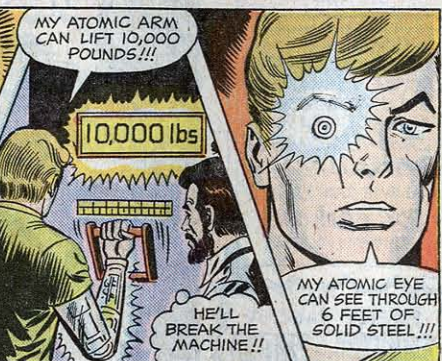
MIKE POWER RIPS OPEN HIS SUIT AND REVEALS HIS ATOMIC LIMBS AND ACTIVATES HIS ATOMIC EYE.

BECAUSE I'M THE ATOMIC MAN!!

WHAT THE? I'VE NEVER SEEN ANYTHING LIKE IT!!!



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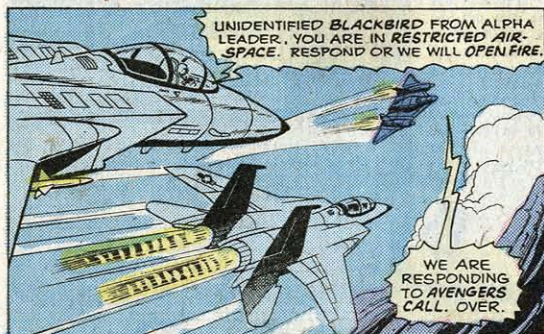
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NEFARIA'S DEADLINE IS TWO HOURS EVEN. BUT YOU PEOPLE HAVE ONLY FIFTY-TWO MINUTES TO CANCEL THE DOOMSMITH.

GOOD LUCK, SON.



"YOU'LL NEED IT." STARTING RIGHT NOW.

COUNT NEFARIA, AN AIRCRAFT ENTERS THE DEFENSE PERIMETER.



SO, THE FOOLS LAUNCH YET ANOTHER FUTILE ATTACK...

INTERESTING, THE COMPUTER IDENTIFIES THE AIRCRAFT AS...



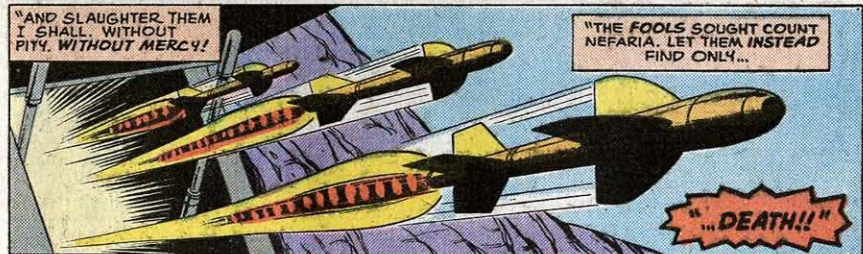
...THE X-MEN!!

BY HEAVEN, THIS IS TOO RICH A JEST!



MY GREATEST FOES WALKING INTO MY PARLOR...

...LIKE LAMBS GOING TO THE SLAUGHTER.



"AND SLAUGHTER THEM I SHALL. WITHOUT PITY. WITHOUT MERCY!"

"THE FOOLS SOUGHT COUNT NEFARIA. LET THEM INSTEAD FIND ONLY..."

"DEATH!!"



## STAN LEE'S SOAPBOX

Yep, it's true—the definitely will be a sequel to the ol' best-selling ORIGINS OF MARVEL COMICS! That cheering you hear is from your local book store! And, in answer to the thousands of requests (some guy named Hymie Thousands happened to ask), these are the characters that will be featured in our own inimitable and sometimes incomprehensible style: Iron Man! Daredevil! X-Men! Avengers! Captain America! Sub-Mariner! Human Torch! Sgt. Fury! Plus another unexpected sensation whom we're saving as the surprise of the year! The only problem is, we haven't figured out a title for the book yet. Dunno whether to call it MORE ORIGINS, or SON OF ORIGINS, or what? If you've any suggestions, don't be bashful. And if you haven't bought the original ORIGINS OF MARVEL COMICS yet, better not delay too long. No telling how many sequels will be published, and you won't wanna be the only one in town without a full set! But now it's culture time. Wouldja believe that yours truly set some kinda record recently by speaking at five colleges in as many days! Yep, I've got a hunch that ol' Michigan State U, Augustana, Ferris State, and the University of Wisconsin won't ever be the same, to say nothing of Montreal's George Williams College. The only thing I can't figure out is why, after all this campus-hopping, Spidey hasn't gotten his doctorate yet! Or, in the words of Honest Irv Forbush, "How soon they forget"! And now, I'll leave you with this age-old riddle which has stumped wise men and sages since time immemorial: Who feeds the elephants at Monte Python's flying circus? And while you're guessing, remember—vive la bagatelle!

Excelsior

Stan

ITEM! Hang on to your FOOBership card, Faithful One, 'cause your blushing Bullpen is about to let you in on the most long-awaited event since Judy Garland took that first fateful step over the rainbow. Almost before you could expect it, your hot-blooded House of Ideas will be unleashing a brand-new, pulse-pounding magazine destined to become one of the biggest and brightest stars in the hit-studded Marvel heavens, our own artful adaptation of one of the greatest children's fantasy series of all time—"THE WIZARD OF OZ"! Everyone here at Mad, Ave. is so proud of our peerless project that we've made sure only the best of the Bullpen will produce it; so plaudits to Rascally ROY THOMAS and Big JOHN BUSCEMA

for corraling the most sought-after assignment to come down the pike in ages, thus gaining a chance to prove that brown, bold barbarians aren't the only wonderment they're more than capable of producing. We can't tell you exactly *when* this Marvel Munchkin Masterwork will be hitting your newsstands, or its size and shape (we don't want the Wicked Witch of the West to find out), but you can bet your ruby slippers that it'll be well worth waiting for! So if you've ever wondered what would happen if the madness of Marvel joined forces with the genius of L. FRANK BAUM, this is your chance to find out! Don't miss it, Marvelite—you know how angry Toto gets!

ITEM! It seems congratulations are in order for the remarkable Mr. Buscema in more ways than one. Not only has he copped the juiciest artistic plum in Marvel's plum-filled history, but even as we pen these imperishable words, Joltin' John has embarked upon a new career—as the head of his very own ART SCHOOL! If you've ever dreamed of learning at the side of one of comicdom's all-time greats, here's your chance! Just keep your eyes glued to our cataclysmic classified ad pages for the next few months to learn all the details, and you may become one of the privileged ones to enroll in John's sensational course! We're counting on Mr. Buscema to start turning out the most talented new artists of all—and you could be one of them! 'Nuff Said!

ITEM! While we're on the subject of congratulations, let's hear it for Artful ARCHIE GOODWIN, who's returning to the fold after far too long an absence, to replace Dauntless DON MCGREGOR as the erudite Editor of several of Marvel's block-busting black-and-white magazines. Archie will be controlling the direction of such various and sundry items as PLANET OF THE APES, DEADLY HANDS OF KUNG FU, VAMPIRE TALES, and others. He may even turn out a comics script or two, if he can find a few spare minutes between his editorial chores and his scripting duties on the syndicated SECRET AGENT CORRIGAN newspaper strip. Don't worry about the whereabouts of Dauntless Don, by the way. Mr. McGregor is still very much with us, turning out scripts for the Black Panther in JUNGLE ACTION, Killraven in AMAZING ADVENTURES, and his newest acquisition, LUKE CAGE, POWER MAN, a mag begun, just a few years back, by Artful Archie himself! (There's a note of irony in there somewhere, but don't ask us what it is!) In the meanwhile, welcome aboard, Arch—it's good to have you back!

ITEM! Pardon us for blushing, but the nominations for the 1974 SHA-

ZAM AWARDS have just been announced by the ACADEMY OF COMIC BOOK ARTS, and mighty Marvel walked away with so many of the various categories that it's almost embarrassing. Just take a gander for yourself—and you'll see what we mean! Best Penciller, Humor Division: DAN DeCARLO, FRANK ROBERGE, MARIE SEVERIN, and GEORGE WILDMAN. Best Inker, Humor Division: RUDY LAPICK, RALPH REESE, FRANK ROBERGE, MARIE SEVERIN, and GEORGE WILDMAN. Best Writer, Humor Division: NICK CUTI, STEVE GERBER, JOE GILL, and STEVE SKATES. Best Penciller, Dramatic Division: JOHN BUSCEMA, GENE COLAN, and BERNI WRIGHTSON. Best Inker, Dramatic Division: FRANK GIACOIA, DICK GIOR-DANO, TOM PALMER, and JOE SINNOTT. Best Writer, Dramatic Division: STEVE GERBER, ARCHIE GOODWIN, and ROY THOMAS. (Seems the Bullpen virtually swept the dramatic categories, don't it?) Best Letterer: JOHN COSTANZA, ANNETTE KAWECKI, GASPAR SALADINO, and ARTIE SIMEK. Best Colorist: MARIE SEVERIN, GLYNIS WEIN, and TAT-JANA WOOD. Superior Achievement by an Individual: BARRY SMITH, ROY THOMAS, and JIM STARLIN. Best Continuing Feature: CONAN THE BARBARIAN, TOMB OF DRACULA, and MAN-THING. Best Individual Story, "Gottedammerung," "Night of the Stalker," and "Red Nails." Best Individual Short Story: "Burma Sky," "Cathedral Perilous," and "Jennifer." Best Humor Story: "The Boob Rube Story," "The ECCH-orcist," "Kaspar the Dead Baby," and "Police Gory Story." (Sounds like the contents page from an issue of CRAZY magazine!) Outstanding New Talent: PAUL GULACY, AL MILGROM, ANNETTE KAWECKI, and CRAIG RUSSELL. Hall of fame: JACK KIRBY, ALEX TOT, and WALLY WOOD. We'll give you a complete rundown of the wistful winners in just a few months, so keep watchin', hear?

ITEM! A tip of the slightly-battered Marvel bowler to the members of the prestigious PITTSBURGH COMIX CLUB for the rousing reception they gave Powerhouse PAUL GULACY and Guest of Honor, Lively LEN WEIN, at the first annual PITTCON, held the home of the Super Bowl Steelers just a few weeks past. The interest, enthusiasm, and gracious hospitality shown Len and Paul by Blushing BEN PONDEXTER and the rest of the gang will not soon be forgotten. Muchas Gracias, Pittsburgh—and keep those homefires burning!

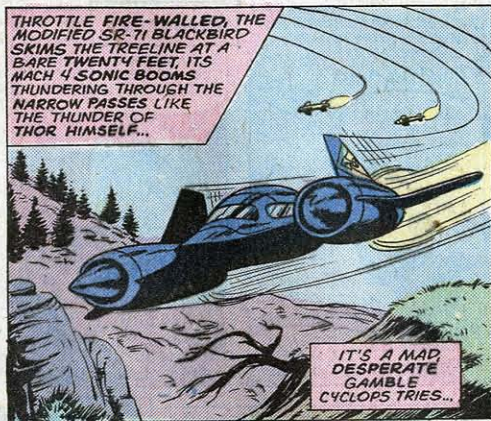
ITEM! We've got just about enough room left to tell you we've got no more room left for this go-round! See ya in thirty!





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OUR ONLY CHANCE...

...IS FOR ME TO PRESS... THIS... SWITCH...



MADE IT!

A SWITCH IS PRESSED, AND THE DYING BLACKBIRD BECOMES A PHOENIX...



...AND IS REBORN, THE LIFTING BODY RISING SWIFTLY, SURELY, FROM THE ASHES OF ITS DEAD PARENT.

**FHWOOM!**



IF WE'RE LUCKY, THE CRASH-SHIELDED THE LIFTING BODY FROM NEFARIA'S SENSORS. AS FAR AS WE KNOWS, WE'RE DEAD...

...AND WE STILL HAVE A CHANCE TO STOP HIM.



**NO!!**

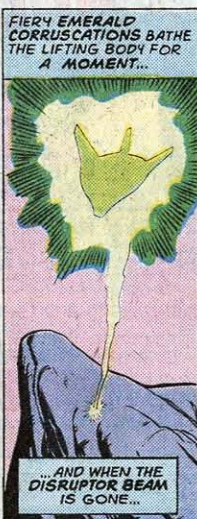
BY ALL THAT'S UNHOLY, THE X-MEN STILL LIVE!!

HOW MANY TIMES MUST I KILL THEM BEFORE THOSE CURSED MUTANTS FINALLY STAY DEAD!?!



VERY WELL, THEN, THEY WILL FIND COUNT NEFARIA A MORE THAN WORTHY FOE.

LET US SEE THEM SURVIVE VALHALLA'S SONIC DISRUPTORS.



FIERY EMERALD CORRUSCATIONS BATHE THE LIFTING BODY FOR A MOMENT...

...AND WHEN THE DISRUPTOR BEAM IS GONE...



...THE LIFTING BODY IS GONE AS WELL.

**NEXT ISSUE: WARHUNT!**



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 AMERICA!**



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 TO SHOW OTHERS  
 YOUR NOBILITY,  
 THE MIGHTY  
**THOR**  
 CAN COME IN  
 HANDY!



**THOR**

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 AMONG YOU, THE  
**SPIDER-MAN**  
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 THE FINEST WEBBING  
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 BRING A SMILE TO  
 ANY MARVELITE'S  
 FACE!



**THE AMAZING  
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