

# Spider-Man 391

## Chapter 391: Reunion

Peter Andrew Parker descended down the stairs, his presence immediately capturing everyone's attention. He took off his mask, revealing his face, and greeted the group with a warm smile. "Hey, I hope you don't mind that I let myself in... I'm Spider-Man, obviously. But my friends just call me Peter."

Everyone, except Peter, stared at Andrew in shock, not expecting yet another Spider-Man to appear.

"How many Peter's are out there?" May muttered in disbelief.

MJ's eyes narrowed suspiciously. "Prove it," she said, crossing her arms. "Prove that you're really Spider-Man."

Andrew raised an eyebrow, slightly taken aback by the demand. "Uh, how do you want me to do that?"

MJ grinned mischievously. "Get on the ceiling. That's something only Spider-Man can do."

Andrew chuckled, thinking she was joking. "Come on... You're messing with me, right?"

But the expectant stares from the group made it clear that they were serious. Even Peter remained silent, as he found the idea rather amusing.

Andrew sighed, realizing there was no way out of this. He shot a web at the ceiling and effortlessly hoisted himself up, hanging upside down.

MJ nodded her head, a satisfied smirk forming on her lips. "Not bad. Now crawl around."

Andrew's eyes widened in surprise. "Seriously? You want me to crawl on the ceiling?"

MJ nodded, her expression unyielding. "Yep. Do it."

Andrew shook his head in disbelief but complied nonetheless. He crawled across the ceiling, his movements smooth and graceful, as if he had done it a thousand times before. He landed back on his feet, a smirk of triumph on his face.

"There you have it," Andrew said, a tiny hint of annoyance in his voice. "Happy now?"

May approached Andrew, a warm smile on her face. "Welcome to the team, Peter."

Andrew chuckled. "Thanks. But you can just call me by my middle name, Andrew. We've got enough Peters in the room already."

Peter walked over and extended his hand. "It's good to have you here."

Andrew shook Peter's hand firmly. "Likewise. This is definitely a unique situation we find ourselves in."

Ned approached, a wide grin on his face. "Dude, this is amazing! We're building a Spider-Army!"

Andrew laughed, his eyes holding a hint of worry. "Yeah, it looks like it..." He couldn't help but wonder what could call for the assembly of so many Spider-Men?

Seeing that everyone greeted the new arrival, Peter finally found the chance to ask something that's been on his mind. "Uh, Andrew, I don't know how to ask this, so I'll just go ahead and spit it out. Is Gwen alive in your universe?"

Instantly, the room went silent as everyone wondered why Peter was asking such a question and who was Gwen?

"Wait..." Andrew muttered as his eyes widened. "Your voice sounds familiar." He uttered as realization began to set in.

"So it is you." Peter smirked. "It's good to see you again... out of your body, of course." He clarified, which only furthered everyone's confusion.

"Can someone please explain what's going on?" Ned asked what everyone else was thinking.

Andrew was more than happy to explain, gesturing to Peter. "This guy came to my universe and somehow took over my body-"

MJ immediately interrupted him. "And that's a good thing?" She asked, eying Peter weirdly.

"I wasn't so sure at first, but after he helped me save my girlfriend's life and took down two very powerful bad guys, I couldn't really complain... Besides, he left once everything was taken care of." Andrew explained as he turned to Peter. "Thank you. You have no idea how grateful I am for your help."

"No problem." Peter nodded his head. "So, did you cure your friend or is he still... you know."

"Yeah," A complicated smile graced Andrew's lips. "Harry is back to normal. Gwen even managed to cure his Retroviral Hyperplasia, so not only is he not a crazed Goblin anymore, he'll also live a long and healthy life."

"I can see a but coming along somewhere in there." Peter guessed.

"He still hates me." Andrew revealed with a heavy sigh. "We may have cured him, but he still blames me for a few things. His current imprisonment being one of them."

"Well, that's life, I guess." Peter couldn't help but shrug. "Sometimes people are sh\*tty, no matter how much you try to help them."

"I guess..." Andrew muttered in agreement.

Pushing the sad stuff to the side, Peter continued. "So, did you end up moving to London?" He asked, knowing he planned to follow Gwen to her University.

"Yeah," Andrew nodded. "It's actually a lot easier over there. Gun laws and all that. Don't get me wrong, they still have guns, but it's infinitely fewer than America. There are a lot of knives though..."

At this point, everyone was listening to Peter and Andrew catch up, still a bit surprised at the fact they knew each other. Especially Tom, who was beginning to feel a bit inferior to his other self.

Peter seemed to be doing a far better job than him. From the few things he's heard, such as finding a way to give powers to his loved ones or his past multiverse travel, Tom just couldn't seem to stack up against him.

And although he shouldn't mind, as everyone is different, Peter looked exactly like him, making their lives seem much closer in comparison.

As he stared at his counterparts back, Tom couldn't help but wonder, 'Am I a good Spider-Man?'

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A man in his early twenties slept in a puddle of garbage juice in a New York City alleyway. With short, messy blonde hair, his appearance would harbor a deceptive charm if not for his current predicament. Even his clothes were torn as if he had just gone through one hell of a fight, though his skin didn't hold a single blemish.

[Insert picture of Eddie Brock from Spider-Man 3 here]

Eddie's eyes fluttered open, squinting against the harsh sunlight that filtered through the towering buildings. His head throbbed, and his body ached as he pushed himself up from the dirty concrete of the alleyway.

Confusion clouded his mind as he tried to recall how he had ended up in this unfamiliar place. He shook his head, attempting to clear the fog that shrouded his thoughts, but the memories eluded him.

'The last thing I remember is...' Eddie froze as he recalled the horrifying experience of exploding. 'I'm... alive?' He muttered in shock as he checked over his entire body, finding all of his appendages in the right place.

Staggering to his feet, Eddie scanned his surroundings, taking in the bustling streets of New York City. The sights and sounds were familiar, yet strangely different. People hurried past him, seemingly uncaring or unaware of his presence.

"What the hell is going on?" Eddie muttered to himself, his voice laced with frustration and annoyance.

He reached up to rub his temples, only to find something amiss. His fingers grazed against the cold, smooth surface of the symbiote peaking out of his skin. Venom had somehow followed him, a twisted companion that seemed to thrive off his darkest desires.

[Insert picture of Venom here (The one from the Venom movies)]

"Hey! Watch where you're going!" a passerby exclaimed, jolting Eddie out of his thoughts.

He realized he had unconsciously walked in the middle of the sidewalk, lost in his own bewilderment. People cast him irritated glances before seeing the pitch black monster with razor sharp teeth attached to half of his face. Giving him fearful looks, they paced away, not willing to risk their lives.

Eddie scowled, his eyes narrowing with an air of menace. "That right... You better keep walking."

Venom's voice echoed in his mind, the symbiote reveling in the fear of those around him, eyeing them like the tastiest food. "Eyes, Lungs, Pancreas... So many snacks, so little time." Venom purred, amusement lacing its sinister tone.

"I'll find you someone to eat later..." Ignoring the symbiote's hunger, Eddie focused on the task at hand.

Finding his bearings and discovering the reason behind his odd predicament was at the top of his priorities right now. Stalking through the city streets, his predatory instincts guiding him towards the familiar scent of trouble, he soon found something interesting.

As Eddie turned a corner, he stumbled upon a storefront with a large television screen displaying news headlines. Curiosity got the better of him, so he inched closer.

The news anchor's voice blared from the screen, reporting on a recent event that had shaken the city. "In a shocking turn of events, Peter Parker, our resident Spider-Man, has saved the day yet again..."

Eddie's heart skipped a beat as he heard the name. Peter Parker. The rival he had despised, the one who had always stolen his spotlight.

After the new anchor spoke, videos of Peter and Tom defeating Green Goblin and Doc Ock played, though the public seemed to think they were the same person.

And although Tom wore his mask, Peter didn't.

"What the..." He muttered in disbelief. "That's not Peter."

"Peter..." Venom growled lowly, his voice barely audible amidst the chaos of the city.

The realization hit both of them like a freight train. This wasn't their universe. Somehow, they had been thrust into a separate world, a place where Spider-Man was a known figure, and his own identity as Venom remained a hidden secret.

A malicious grin tugged at the corners of Eddie's mouth, Venom reveling in the chaos that lay ahead. "Oh, Eddie, my dear host," Venom hissed, its voice dripping with sadistic delight. "We've hit the jackpot. Time to show this world what true terror looks like..."

## Chapter 392: Insecurity

As the conversation between Peter and Andrew continued, Andrew's attention was suddenly drawn to a figure lurking in the far corner of the room.

Dr. Curt Connors, also known as the Lizard, stood behind a thick pane of unbreakable glass, his eyes fixed on Andrew with a burning intensity. The memory of their past encounters flashed through Andrew's mind, and he couldn't help but feel a sense of unease.

"Uh, guys," Andrew called out, diverting everyone's attention toward the imprisoned reptilian figure. "Why is Dr. Connors here? And why is he... well, lizard-like... again?"

Tom, who had been silently observing the conversation, stepped closer to Andrew, his gaze fixed on the Lizard. "Again?"

"In my universe, I cured him," Andrew replied, his confusion evident in his voice. "I mean, I'm pretty sure I did. But this... this is like a step back."

The group eyed the glass, their curiosity piqued by Andrews words. The scaly creature paced restlessly behind the barrier, emitting low, rumbling growls that reverberated through the room.

Peter examined the Lizard, pretending to come up with an idea. "Maybe the spell grabbed him further back in time?" He let a bit of his movie knowledge out.

"Spell? Like a magic spell?" Andrew asks as they haven't explained anything to him yet.

"Well..." Tom quickly gives him a rundown on his and Doctor Stranges major f\*ck up.

Andrew nodded his head slowly, a mixture of shock and worry in his eyes. "Right... So Magic exists?" He muttered as he walked up to Dr. Connors.

Approaching the glass, the Lizard's eyes fixed on him with a mix of anger and animosity. The reptilian creature hissed, its long, forked tongue flicking out menacingly.

"Dr. Connors," Andrew began, his voice calm yet filled with questions. "Do you recognize me? It's Peter... Spider-Man. We've met before, and I gave you my fathers research..."

The Lizard's response was a guttural growl. "Yes, but you forget the part where you stood in my way, traitor! If it wasn't for you, everyone in the city would know the joys of my transformation."

Andrew's confusion deepened. "I don't understand. We fixed you. We saved you. Why are you like this again?"

Suddenly, Peter stepped up. "I think I have a way to confirm my hypothesis." He says as he turns to Dr. Connors. "Can you tell me today's date?"

The caged doctor raised a reptilian eyebrow. "March 23, 20\*\* why?" He asks in confusion.

"No reason." Peter says as he motions for everyone to follow him away from the cells. "Am I right?" He asked as they got out of hearing distance.

Andrew nodded his head. "Yeah, that was a while ago. He's from the past." He seemed even more shocked than when they explained magic.

He ran a hand through his hair, processing the information. The Lizard continued to snarl and thrash against the glass, annoyed that they left before explaining anything.

"So, what do we do now?" Andrew asked, frustration seeping into his voice.

Peter looked at his fellow Spider-Men, Andrew and Tom, as they stood together, contemplating their next move. The possible presence of more villains stirred up a sense of urgency and danger within the group, and it was clear that they needed a plan.

"Alright," Peter spoke up, his voice filled with certainty. "We can't waste any more time. We need to start scouring the internet for any sightings of other villains that haven't shown themselves yet."

Everyone nodded in agreement. They were ready to do whatever it took to protect themselves and the city.

"Ned, MJ, May," Peter addressed them, his tone serious. "I need you three to dig deep into the web, search for any reports, rumors, or unusual activities that might be related to multiverse travelers. We can't let anyone slip through undetected."

Ned, who had been the team's tech guru before, nodded enthusiastically. "You got it! I'll get everyone set up." He said as he pulled a laptop from his backpack.

MJ whipped out her phone, her eyes gleaming with determination. "Consider it done. I'll check social media and find anything that could be relevant."

May nodded, her expression filled with both concern and resolve. "I'll make sure to keep an eye on local news and police scanners. If there's any sign of trouble, we'll know."



With their roles assigned, the trio split off to fulfill their tasks, leaving the three Spider-Men alone once again.

"Now that we have eyes and ears on the ground, we need to cover as much territory as possible," Peter continued, his gaze shifting between Andrew and Tom. "We'll split up and patrol the city individually."

Tom raised his hand, as if he were at school. "How do we communicate? Your phones won't work here."

"Come here." Peter walked up to his two counterparts and grabbed their masks. "This should work..."

As soon as he touched them, golden etchings appeared for a brief moment before disappearing completely.

"Was that magic? One of us can do magic?!" Andrew exclaimed in shock.

"Yeah, jealous?" Peter smirked, knowing they were both definitely envious of that. "I made it so we can communicate through our masks. I'll leave something like this with Ned as well, so they can relay information to us."

Andrew nodded, doing his best to hide the jealousy he was feeling. "Sounds good to me."

Tom adjusted his suit, a complicated look in his eyes, which didn't go unnoticed. "I'll head out now."

"Remember, if you find something, call it out." Peter emphasized as Tom rushed off. "We'll converge and take them down as a team."

Andrew nodded in agreement before following after Tom with a worried look on his face. "We'll see you out there!" He called out as he and Tom disappeared up the steps.

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Andrew couldn't shake off the feeling that something was off with Tom. He had known him for less than an hour now, but he could still tell that something was wrong. Determined to find out the reason behind it, Andrew followed Tom as he made his way through the bustling streets of New York City.

After a few blocks, Andrew finally caught up to Tom, who had paused in a brick building to catch his breath. Tom looked surprised to see him.

"Hey," Tom greeted him, trying to mask his earlier unease with a forced smile. "Didn't expect to see you here."

Andrew crossed his arms, his gaze fixed on Tom's troubled expression. "Something's bothering you. And don't think I didn't notice. What's going on? Is it about this multiverse stuff?"

Tom sighed, his shoulders slumping. "I guess I can't hide it very well. It's just... seeing Peter, my doppelgänger, with all his confidence, accomplishments, and abilities, it's made me question myself."

Andrew's eyebrows furrowed in confusion. "What do you mean?"

Tom's voice dropped to a whisper. "I've always felt like I was doing a good job, but as soon as Peter arrived, I realized that I'm struggling to measure up. I mean, I'm Spider-Man, but compared to Peter... I feel like a failure. He's got it all figured out, and here I am, just trying to get by."

Andrew's heart went out to Tom as he listened to his every word. He placed a hand on Tom's shoulder, offering support.

"Listen, I get it. I've had my fair share of insecurities over the years," Andrew admitted, his voice filled with empathy. "But we're all different versions of Spider-Man, each with our own unique strengths and weaknesses. Just because Peter seems to have it all together doesn't mean you're any less capable or important."

Tom's eyes glistened with a mix of gratitude and vulnerability. "You really think so?"

Andrew nodded, a reassuring smile gracing his lips. "Absolutely. Besides, I doubt Peter's the perfect clone that you think he is. Everyone has problems and difficulties in life. And we're Spider-Men, after all. Adversity might as well be our middle name."

Tom's shoulders relaxed, and a flicker of determination returned to his eyes. "You're right. I can't let jealousy and doubt hold me back. Besides, just like you said. Nobodies perfect, not even Peter."

Andrew grinned, clapping Tom on the back. "Exactly. Now, let's go back out there and kick some a\*s!"

Tom chuckled, the tension lifting from his features.

With renewed confidence and a strengthened bond, Andrew and Tom leaped off the building, ready to face whatever challenges awaited them. As they swung through the city, their shared determination and support for each other propelled them forward.

Little did they know that their mask were transmitting that entire time...

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Peter was about to make Ned a communicator as well, but he stopped as he heard Andrew and Tom having what appeared to be a heartfelt conversation. And after listening to the whole thing, he didn't know how to feel.

On one hand, he was happy that Tom had such a high opinion of him, but on the other hand, he felt bad for making him feel inferior. 'Our universes are pretty similar, so he could try to use some of my methods to catch up to me... Even if it's only a little bit.'

The question was would Peter be willing to share those methods. And sadly, for Tom, that answer was no.

If Tom wasn't known as being a bit of a f\*ck up at times, then Peter might be willing to share some knowledge with him, but that just wasn't the case. Look at their current situation, for example.

Although the blame could be equally placed on Doctor Stranges shoulders, that doesn't change the fact that Tom wanted to erase the entire worlds mind just so he and his friends could go to the same school together. And he didn't even try to appeal his case with the school beforehand.

He skipped straight to a world wide mind wipe. Truly, he is a dumba\$\$s. A lovable dumba\$\$s, but a dumba\$\$s nonetheless.

'Sorry, kid. You'll have to figure it all out on your own. Though maybe I can drop some small hints and help him with stuff I know he can't f\*ck up? After all, he is a nice guy.'

### Chapter 393: New Arrivals

The three Spider-Men, Peter, Tom, and Andrew, swung through different parts of the city, watching for any odd villainous activity. Each of them ready and waiting for the next bout of chaos to begin.

Tom, who only moments earlier found it impossible to concentrate, now felt much lighter, as if a weight was lifted from his shoulders. Venting his feelings seemed to have helped him keep his mind on the task at hand.

Back at their base, Ned diligently monitored the communications while May and MJ worked alongside him, keeping an eye out for any signs of trouble. Suddenly, a surge of social media posts came through that caught their attention.

"Guys, I've got something," Ned announced, his voice filled with excitement. "There's been a sighting of a man made of lightning. He was spotted near the electrical lines leading into the city."

As soon as he said that, the lights all over the city began to flicker, catching everyone's attention.

Peter, Tom, and Andrew quickly responded to the call, their instincts kicking into high gear.

"I don't think Dr. Connors is the only one who followed you here..." Peter's voice transmitted to everyone.

"But you killed him..." Andrew replied in disbelief.

"Well, sometimes the bad guys don't stay dead." Peter said as they all rushed to the location provided by Ned.

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Within minutes, Andrew was the first to arrive at the location, skidding to a stop on the side of an electrical tower. His eyes widened as he took in the scene below. Standing among the sparking electrical lines was a familiar figure bathed in crackling blue energy.

"Max?" Andrew muttered under his breath, his voice tinged with both recognition and concern. "You're alive..." He had some doubts but those were long gone now.

Andrew and Maxwell Dillon, also known as Electro, hailed from the same universe, where they had clashed multiple times. Though in the end, Peter ended up taking over Andrews body and overloading Electro with massive amounts of electricity, killing him in a fiery explosion.

"Spider-Man..." Electro smiled darkly in Andrews direction. "How good of you to join me!"

Before Andrew had a chance to react, the air crackled with electricity, and a bolt of lightning surged toward him. With reflexes honed by years of crime-fighting, Andrew leaped out of the way, narrowly avoiding the electrifying attack.

As the lightning fizzled out, Andrew landed on an adjacent tower, his mind racing. He had to find a way to stop Electro and prevent him from wreaking havoc on the city.

Andrew's heart raced as he assessed the situation. Electro stood before him, crackling with raw power. The blue energy rushed into his body from the sparking power lines, illuminating his euphoric expression.

Andrew knew he had to act quickly if he wanted to stand a chance against him. "What's taking you guys so long?" His transmitted to Peter and Tom.

Little did he know that Peter had already arrived, taking a seat on a nearby tree to watch the show. "I've already beat this guy, so I'll leave this one to you guys." Peter said as the sound of crunching popcorn could be heard.

"Are you seriously eating? At a time like this?!" Tom shouted, rushing to Andrew as fast as he could.

"No..." Peter denied as the sound of soda being slurped through a straw filled their ears.

Shaking his head in exasperation, Andrew lunged forward, his agility and speed on full display. He unleashed a series of acrobatic flips and spins, aiming to disorient Electro and catch him off guard.

But Electro proved to be a formidable opponent, effortlessly evading Andrew's attacks with his electrifying speed. Bolts of lightning shot from Electro's fingertips, narrowly missing Andrew as he somersaulted through the air.

The crackling energy scorched the ground beneath him, leaving a trail of destruction in its wake. Andrew rolled and dodged, narrowly avoiding the deadly blasts. But with each passing moment, it became increasingly clear that Electro held the upper hand.

The villain's powers seemed to intensify as the battle raged on. The surrounding electrical lines hummed with energy, feeding Electro's strength. Andrew knew he had to come up with a plan, and fast.

Gathering his resolve, Andrew focused on his web-shooters. He shot a web line at one of the nearby towers and swung towards Electro with incredible speed. As he closed in, he delivered a powerful kick, aiming for Electro's chest. But the charged villain was ready, and he countered with a surge of electricity that sent Andrew crashing into ground.

The impact rattled Andrew, but he refused to stay down. He pushed himself up, his muscles aching, and readied himself for the next attack. But before he could react, Electro sent a powerful shockwave through the ground, causing a web of lightning to ripple towards Andrew.

Caught off guard, Andrew tried to evade, but the electricity found its mark. He cried out in pain as the shockwave coursed through his body, temporarily immobilizing him. The energy seemed to drain him, weakening his limbs and clouding his vision.

'I really should have wore my magnetized web shooters today...' He regretted his choice in gear immediately.

With a wicked smile, Electro advanced towards Andrew, ready to deliver the final blow. But just as he raised his hand to strike, a voice echoed through the night.

"Not so fast!"

Tom swung into the scene, clad in his Spider-Man suit, planting his boot across their electrified adversary's face, sending him flying across the clearing.

"You alright?" Tom asked as he rushed over to Andrew's side.

Andrew picked himself up off the ground. "Yeah, I'll live." He said, taking a breath to steady himself. "Can you keep him busy for me?"

"You have a plan?" Tom asked and received a nod in return. "Then leave him to me. Just don't take too long." He said and rushed off towards their enemy.

Andrew quickly analyzed some of the fallen electricity towers, assessing their structure and identifying the most suitable materials for his plan. He swiftly maneuvered through the debris, using his super strength to lift heavy metal beams and secure them together with his adhesive webbing.

Meanwhile, Tom engaged Electro, who was more than surprised to see a second Spider-Man. "How are their two of you?" He asked as he discharged a flurry of electricity.

Using his agility and acrobatics to dodge the villain's electrifying attacks, Tom landed powerful punches and kicks. "Have you ever seen the movie Parent Trap? We're long lost twins that were separated at birth." He joked, attempting to keep Electro occupied and divert his attention away from Andrew's plan.

As Electro unleashed a torrent of lightning bolts towards Tom, the agile Spider-Man deftly weaved and dodged, narrowly avoiding the deadly blasts. Tom's quick reflexes allowed him to counterattack, delivering a flurry of blows to Electro's side. The two engaged in a spectacular display of combat prowess, their movements a blur of red and blue.

Meanwhile, Andrew worked with precision and speed, his mind fully focused on his task. He connected the metal beams to form a sturdy framework, ensuring it would withstand the force of Electro's power. As he secured the final piece in place, Andrew's eyes caught sight of a fallen power line nearby.

He swiftly grabbed the power line and held it against the framework. With his knowledge of electrical engineering, he carefully magnetized the metal construct, creating an electromagnetic field that would interfere with Electro's powers.

"It's done! Bring him over here!" Andrew voice echoed in Tom's ears.

Back in the midst of the battle, Tom peaked over at Andrew and found him standing next to a larger metal box. 'Is that his plan?'

Although he doubted Andrews plan, Tom skillfully did as he was told, using his web-slinging abilities to maneuver around the villain's attacks. He taunted Electro, luring him closer and goading him into unleashing his full power.

"Have you even touched me yet? I'm getting bored... Come on, show me what you've got!" Tom shouted, his voice filled with confidence as he skillfully evaded each lightning blast.

As Electro grew more enraged and desperate, his attacks became more erratic and unpredictable. With a final burst of electricity, he launched himself towards Tom, condensing his entire body into a huge bolt of lightning.

But Tom had anticipated the move. He swiftly leaped to the side, narrowly avoiding the electrifying attack. And directly behind him stood Andrew, holding the door to his magnetized trap wide open.

Instantly, Electro shot into the box, banging his head against its magnetized inner walls. "Ugh?!" He grunted in pain and confusion as the door behind him slammed shut, locking into place.

Scoffing at the shabby excuse for a trap, Electro's body surged with electricity, though his hopes were soon destroyed. The surrounding magnetic field disrupted Electro's control over his powers, causing the lightning to bounce back into his body, leaving the box completely unharmed.

After a few more tries, Electro was enraged by his failure. "Hey! Let me out! Peter! PETER!" He screamed and banged metal.

Appearing behind Tom and Andrew, Peter quickly vanished all of his snacks. "Good job guys. I knew we could do it." He said as he clapped them on the shoulders.



Turning to glare in his direction, both Tom and Andrew rolled their eyes in tandem. "We?"

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Lily Parker sat at the kitchen table, her small frame perched on a chair that seemed too big for her. A plate of pancakes was in front of her, half-eaten, while her mother, MJ, sat across from her, sipping an iced coffee.

"Mom, can I have more juice?" Lily asked, her brown eyes looking up at MJ.

"Of course, sweetie," MJ replied, getting up from her seat and walking towards the refrigerator.

As MJ turned her back, Lily's attention was momentarily drawn to a bird perched on the windowsill. When she looked back, expecting her mother to be pouring juice into her cup, she found herself in an entirely different location, sitting outside on a park bench.

Devoid of any signs of her mother's presence, momentary panic gripped her heart, but Lily's logical AI brain soon kicked in, calming her down immediately.

"Mom?" Lily called out, but there was no response, only an eerie silence that hung in the morning air.

Uncertain of what had just happened, Lily hopped off the bench, her bare feet landing on the cold concrete sidewalk.

Lily looked around, her small figure standing alone in the middle of the quiet park. Her heart raced, and she shivered, a sense of unease settling over her. That's when she noticed movement out of the corner of her eye.

Across the street, on a nearby building, she saw a figure dressed in a red and blue suit, masked and crouched low, peering out over the city. Though the suit was different from her father's, hope flickered within her. Could it be him?

With a burst of courage, Lily sprinted across the street, her footsteps echoing through the empty morning air. As she approached, she called out, her voice filled with desperate anticipation, "Dad! Dad!"

The figure turned, and watched in shock as a little girl leaped up more than 15 feet before crawling up the side of the building.

"Dad?" Lily asked as she made it to top, eyeing the Spider-Man before her warily. "It's you, right?"

"Umm..." The mysterious Spider-Man pointedly at himself. "Are you talking to me?"

"..." Instantly, Lily felt that there was something off with his voice and summoned her spider suit, which instantly covered her body. "Take off your mask!" She ordered, pointing her wrist in the man's direction.

"Woah..." The guys held his hands up and pulled off his mask. "Don't shoot. I'm unarmed, okay?" He said jokingly.

Lily's heart sank as he removed his mask, revealing a face she did not recognize. It was an older man, his kind eyes filled with confusion and awe as he looked down at her.

[Insert picture of Tobey Maguire Spider-Man here]

Chapter 394: Is that?!

"I'm sorry, but I'm not your father," Tobey said gently, his voice tinged with a familiar warmth.

Lily's disappointment was palpable, but she couldn't help but be curious about the man in front of her. She looked up at him, her eyes showing a great amount of confusion. "Do you know where we are? I was eating breakfast with my mom and just appeared in the park out of nowhere..."

Tobey's eyes widened in recognition. "That's what happened to me too. I was getting ready for work when... I just appeared here. I guess we're both not from around here, are we? But don't worry. We'll figure this out together."

"Okay..." Lily nodded, not fully understanding the situation yet.

Determined to help her, he offered, "Hey, how about I take you back home? Do you know the address?"

Although he was almost positive that Lily wasn't from this universe, like him, Tobey had to make sure of that before taking her along with him.

After all, he didn't want to accidentally kidnap a lost child.

Lily nodded, her trust in Tobey growing. "Okay, let's go." She said as she dived from the building and started swinging away.

With a worried look on his face, Tobey rushed off to follow her, ready to help the little girl should she make a mistake and fall.

The wind rushed past them as they traveled effortlessly from one building to another. Tobey marveled at the sights below, the bustling streets and towering skyscrapers. It was exhilarating, but also a stark reminder of how different this world was from his own.

Meanwhile, Lily didn't seem to find anything wrong at all. This universe is very similar to her own, so the New York City around her was very familiar.

After a few minutes of swinging, they arrived at a house. Lily landed gently on the front lawn, and Tobey appeared beside her soon after, their eyes scanning the surroundings.

"This is it," Lily said, pointing at the house. "But something's not right."

Tobey furrowed his brow, his gaze following Lily's finger. He looked at the house and noticed a "For Sale" sign planted on the front lawn. His heart sank, realizing what that meant.

"..." Tobey looked down at her, a mix of concern and sympathy in his gaze. "It looks like you're not from this world either..."

Lily's eyes widened in realization, her A.I. mind connecting to nearby wifi and cellular signals. In an instant, she scanned the internet, sorting through everything she needed to confirm her suspicion.

"We're in a parallel universe?" Lily muttered, her voice quivering with uncertainty.

Tobey knelt down next to her, placing a comforting hand on her shoulder. "I think so. But we'll find a way to help you get back to your parents, I promise. We're in this together."

Ignoring Tobey for the moment, Lily continued her foreign internet exploration. In mere moments she learned everything she needed to know. Thanos's, the snap, the Avengers, Wakanda, Shield, Hydra, her Uncle Tony's death, all of the major history of this world was laid out before her.

Including the most recent events pertaining to Spider-Man's identity.

'He looks just like my dad...' She thought. 'Though my dad wouldn't be dumb enough to reveal his identity.'

After parsing through everything, Lily finally arrived at the video of her father beating the sh\*t out of the Green Goblin. And she knew it was her father this time since he wore the same old spider suit and everything. He even opened up a portal on video.

"My dad's here!" Lily exclaimed cheerfully, surprising Tobey.

"How do you know that?" He asked in confusion.

"I'm an artificially intelligence..." Lily explained the circumstances behind her birth as well as her abilities.

"Wow..." Tobey was both shocked and impressed. "So your entire body is human besides your brain?"

"And my bones. Those are metal but that's not really important." Lily shrugged. "What is important is my dad is here. I saw a video of him fighting some gnome guy. We need to find him. He'll know how to get us home."

"Okay, do you know where he is?" He asked.

"Uhhh... no." Lily admitted, her shoulders slumped.

"Okay, then I guess we have to find him the old fashion way." Tobey gave her a confident smile, which seemed to be infectious as she couldn't help but smile in return.

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Almost an hour later, Tobey and Lily swung through the city, their eyes scanning the streets below for any sign of Lily's father. The wind whipped through their hair as they leaped from building to building, their web-slinging skills guiding them effortlessly through the bustling metropolis.

Lily turned to Tobey, her eyes sparkling with anticipation. "Do you think we'll find him soon?" she asked, her voice filled with hope.

Tobey glanced back at her, a warm smile on his face. "I hope so. We'll keep searching until we find him."

With what little time they've spent together, Tobey has started to realize that he's been missing out on something rather important. He never had any children.

Lily's presence seemed to have awakened something in him. Ideas of starting a family began to swirl around in his head. Maybe his children would inherit his powers as well?

Suddenly, Tobey and Lily's spidey senses tingled, warning them that something was terribly wrong. Their ears perked up, the sound of chaos echoing in the distance. Sirens blared, and people screamed in terror.

Following the noise, Tobey and Lily arrived at a street corner where chaos reigned. Buildings were in ruins, cars overturned, and terrified civilians ran for cover. Standing amidst the destruction was a figure clad in a sleek black goo, its grotesque tendrils snaking out in every direction.

Venom.

Tobey's eyes narrowed as he recognized the villain. Memories of his own encounter with the symbiote flooded back, reminding him of Eddie Brock, the man who jumped into a grenade and died alongside the symbiote of his universe.

"Stay behind me, Lily," Tobey said firmly, shielding her with his body. "That thing is dangerous."

Lily nodded, fear and curiosity battling within her. She watched as Venom effortlessly dispatched anyone who crossed its path, devouring their bloody body parts with its ravenous appetite.

"What is that?" Lily whispered, her voice filled with both fascination and horror.

Before Tobey could reply, Venom's head turned, its inky black eyes locking onto Tobey's unmasked face. "Peter! Is that you?" It asked as it lunged towards them, its elongated jaws opening wide.

Tobey's instincts kicked into high gear as Venom lunged towards them, its monstrous form propelled by an otherworldly strength. With a surge of adrenaline, he sprang into action, his agility and experience propelling him forward.

"Duck, Lily!" Tobey shouted, pushing her down to the ground as Venom's claws slashed through the air where she had just been standing. Lily gasped, feeling the rush of wind above her as Tobey's body twisted and spun, evading Venom's attacks with precision.

Tobey's fists flew, each strike aimed with expert precision. His blows landed with calculated force, but Venom proved to be a formidable opponent, its tendrils writhing and protecting its body.

As Venom's tendrils extended towards Tobey, Lily's determination surged. She couldn't let him face this threat alone. Rushing to the rescue, she fired multiple strands of webbing, aiming to ensnare Venom and restrain its movements.

The symbiote hissed in fury as Lily's webbing coiled around it, restricting its ability to strike back. Tobey took advantage of the distraction, launching himself into a series of acrobatic flips and kicks, targeting the exposed areas of the symbiote.

Their coordinated efforts began to take a toll on Venom, forcing it to retreat momentarily. Tobey seized the opportunity to check on Lily, his concern evident in his eyes. "Lily, I told you to stay back. Are you alright?"

Lily nodded, her heart pounding in her chest. "I'm fine. I couldn't just watch you fight alone. I want to help."

Tobey's gaze softened, though he was still apprehensive. "You're very brave, Lily. But please, be careful. You're just a kid."

As if to prove herself, Lily leaped into action again, her small frame agile and nimble. She unleashed a flurry of punches and kicks, her movements guided by a mix of instinct and the combat skills she had acquired through her artificial intelligence training.

Venom retaliated with equal ferocity, its symbiotic form shifting and adapting to counter Lily's attacks. The battle raged on, the clash of fists and the crackle of webbing filling the air.

And as Lily dodged a venomous strike from the symbiote, she noticed an opening and sent a powerful kick to its stomach, sending it skidding a few meters down the street.

"That hurt you little b\*tch!" Venom spoke and for a brief moment, the darkness receded, revealing a pained face hidden within.

Tobey's eyes went wide as he saw who was under the black goo.

Eddie Brock.

Eddie's voice carried across the road, a hint of familiarity seeping through. "Well, well, well... Peter Parker, we meet again. Even in another universe, I can't get away from your ugly face."

"Eddie?" Peter whispered, his voice filled with a mix of astonishment and confusion. "But... you died."

Venom's dark form contorted, fully revealing Eddie's head. His eyes gleamed with a mix of malice and satisfaction. "How've you been Pete? Any guilt left over from killing me? Or was I just another casualty in the grand life of Spider-Man?"

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Peter stood in the dimly lit undercroft, the air light with the thrill of their most recent victory. The defeated villains were locked away in their cells, their presence a constant reminder of the battles that still lay ahead. He glanced around at his fellow Spider-Men, Tom and Andrew, who still seemed to be annoyed with him.

'Meh, they'll get over it.' Peter shrugged uncaringly.

Ned, MJ, and May stood nearby, their expressions a mix of relief and exhaustion. They have been doing nothing but scouring the internet all night, looking for any multiverse travelers.

The capture of Electro had been a hard-fought victory, and they were all grateful for a moment of relaxation. The room buzzed with conversation, filled with tales of heroic feats and shared experiences.

As the celebratory atmosphere continued around him, May approached, her face etched with concern. "Wait, there's something you all need to see," she said, her voice urgent.

Peter turned to face her, his eyes searching her face for answers. "What is it, May?"

She quickly grabbed the remote and turned on the TV. A news report appeared, showing an angle of what appeared to be a black, goo-like monster terrorizing the city, devouring innocent people.

'Venom?' Peter was both confused and shocked. 'He's not supposed to be here...'

Scanned the screen even further, Peter's eyes widened as his heart pounded in his chest. There, amidst the chaos, fighting the notorious anti-hero/villain, was his daughter, Lily!

"Is that..." Peter whispered, his voice catching in his throat. "My daughter?"



""""Your daughter?!""""

## Chapter 395: Reunion & Bones?

As Venom's taunting words hung in the air, a surge of determination filled Tobey and Lily. They exchanged a knowing glance, a silent agreement passing between them. They had to protect each other, fight as a team, and defeat this monster before them together.

With renewed focus, Tobey launched himself at Venom, his movements fluid and precise. He weaved through the tendrils of the symbiote, delivering swift punches and kicks. Lily followed suit, her attacks calculated and strategic, utilizing her enhanced strength and agility.

The battle unfolded with blinding speed. Tobey swung gracefully through the air, dodging Venom's relentless assaults. Lily darted around, landing swift blows whenever she found an opening. Together, they formed an unstoppable force, each complementing the other's fighting style.

As they fought, Tobey couldn't help but marvel at Lily's tenacity and skill. For someone so young, she displayed an astonishing level of bravery and prowess. It reminded him of his own journey as Spider-Man, the countless battles he had fought to protect the innocent.

Their combined efforts gradually wore down Venom, the symbiote struggling to keep up with their relentless assault. Tobey seized an opportunity, launching a series of powerful strikes, exploiting the weaknesses he had learned from his previous encounters with the symbiote.

Meanwhile, Lily took advantage of her smaller size, slipping through Venom's defenses and striking at its vulnerable spots. She aimed for the gaps between the tendrils, delivering precise blows that temporarily weakened the symbiote's hold on Eddie.

The battle reached its climax as Tobey and Lily executed a perfectly timed combination attack. Tobey leaped into the air, spinning rapidly as he released a barrage of web projectiles. The webs encased Venom, ensnaring it in a cocoon-like prison.

With Venom momentarily restrained, Lily felt an odd energy within her, her body glowing with a faint blue light, which was a surprise as that's never happened before. Putting her confusion to the side, for now, Lily focusing her newfound energy and unleashed a powerful blast from her small fist, aimed directly at Eddie's sludge-covered figure.

The energy blast connected with explosive force, ripping through the webbing with ease. The impact shattered the nearby building, the debris raining down as Venom was blown off of Eddie's body and slithered into a nearby sewerage drain to escape capture.

As the dust settled, Eddie collapsed at the epicenter of the destruction. His eyes wide open in shock before swiftly fluttering shut, knocked out cold.

Tobey landed beside Lily after checking the drain, disappointed to find that Venom was already long gone. "Good work, kid. I don't think that was a spider power, but it certainly came in handy, didn't it?"

"Uhh, yeah..." Lily wasn't sure what it was either, but she knew someone who probably would.

Suddenly, a familiar voice could be heard over Lily's left shoulder. "Huh? Am I late?"

Lily's eyes widened as she turned to find her father standing there, a golden portal at his back. "Daddy!" she cried out, rushing toward him, her face split into a happy and relieved smile.

Peter caught Lily in his arms, holding her tightly. The relief in his eyes was palpable as he whispered, "The Daddy's always seem to come out at times like this, huh?"

Lily nodded, tears of relief streaming down her face. "I thought I was alone here..."

Peter walked up to Tobey, who stared at Peter like a deer in headlights. "Thanks for looking after my daughter. I owe you one."

Tobey nodded slowly, Peter's face bringing back memories of a rather unforgettable and traumatizing. "It was my pleasure..." He muttered in a daze.

Every fiber of Tobey's being was telling him to beat the sh\*t out of the man in front of him, yet he held back, unsure of himself and unwilling to do such a thing in front of the guys' child.

Peter nodded, noticing his counterparts odd behavior. "Is he the one? I mean, what are the odds that both Spider-Men that I've met are here?"

Peeking their heads out of the portal, Ned, MJ, May, Andrew, and Tom watched the heartwarming father and daughter reunion. Tom and MJ turned and stared at one another, picturing themselves with a daughter of their own.

Seeing that the onlookers in the area were starting to pour into the street, Peter gestured to Eddie Brocks body. "We should probably get going. Can you grab him for me?"

Without taking his eyes off of Peter, Tobey grabbed his former co-worker and followed Peter and Lily through the portal. "Is this a gateway?" He asked as they stepped into the Undercroft, the portal snapping shut behind them.

And just when Tobey thought he couldn't get anymore surprises, Tom appeared before him, another suspect to the incident with his uncle. 'Maybe they just look like him?'

Peter gently set Lily down on the floor, listening to her grunt in discomfort, unhappy that they were separated. 'She can be too cute sometimes...'

As Peter turned to get Eddie into a cell, he noticed May and MJ approaching Lily with eager and curious looks on their faces.

May's eyes sparkled with delight as she knelt down to Lily's level, her voice filled with warmth. "Oh, look at you, sweetheart! Aren't you the cutest little Spider-Girl I've ever seen!"

She may not have ever mentioned it, but May has always wanted a daughter, so knowing that her alternate self already had a cute little granddaughter made her very jealous. Eyeing Tom and MJ out of the corner of her eye, she hoped they would make her a little Lily as well.

Maybe not so soon though. After all, they have college to worry about...

Lily blinked in surprise, momentarily forgetting the parallel nature of this universe. She hesitated, trying to process the familiarity of May's face. Then it clicked in her mind, and she smiled back, but with a touch of confusion. "You're not my grandma, are you?"

May's expression softened, and she exchanged a glance with Peter, her eyes conveying a mix of fondness and sadness. "No, sweetheart, I'm not. But you can call me Aunt May if you'd like?"

Meanwhile, MJ couldn't contain her curiosity as she admired Lily's Spider-Girl suit. "You look incredible! And those moves out there? Impressive. I wish I could do that.. How old are you?"

"You can in my universe. We go on patrol around the city together." Lily explained, feeling a surge of pride at MJ's praise. "And I'm technically a year old, but this body is around 11 years old." She answered, confusing everyone.

But before they could ask any questions, Lily glanced at Tom, then back at her father, and marveled at the uncanny resemblance between them. "Dad," she called, pointing at Tom, "he looks just like you, but short!"

Tom instantly deflate at her comment, which seemed to strike him like an arrow, perfectly hitting his weak spot.

Peter chuckled as he tossed Eddie into a cell, ignoring the glares of the other resident inmates. "That's because he is me, in a way. We're different versions of the same person. If I had to guess, I'd say that our universes are very close to each other."

Tobey followed after Peter, his eyes widening at the sight of Doc Ock and Green Goblin, who was still napping in his cell.

Lily's eyes widened with wonder, her A.I. mind grappling with the concept of multiverse counterparts. "Oh yeah!" She exclaimed as if remembering something. "Dad, do you know what this is?"

Concentrating on the same feeling she had during the fight with Venom, Lily's body began to glow in a blue energy.

Peter looked at Lily, his head nodding up and down. "Did you just unlock it? Do you remember what happened before? Anything unusual?"

Lily furrowed her brow, trying to recall the moments leading up to her newfound power. "I... I think it happened when I was fighting Venom. It was like a surge of energy, like something awakening inside me," she explained, her voice filled with wonder.

Peter's nodded, happy for his daughters progress. "I know what it is," he said, his tone filled with excitement. "Remember those metal bones of yours? They're not just for decoration, you know."

May interjected, confusion evident on her face. "Metal bones? What the hell does that mean?"

Peter turned to May, his gaze filled with understanding. "Lily wasn't born the normal way. I made her through technology and magic. And her bones weren't an exception. They were forged in the heart of a star," he explained, his words bringing a hint of awe to the room. "The dwarves of Nidavellir specially crafted each of them out of a mixture of Uru and Vibranium."

Tom eyes widened, a mix of surprise and admiration. "Vibranium..." He had no idea what Uru was but Vibrabium was certainly impressive.

Peter nodded, a proud smile on his face. "Indeed. Uru is the same metal that was used to make Thor's hammer, Mjolnir. It possesses incredible energy properties. Lily's bones are infused with that energy, allowing her to tap into its power."

Lily looked down at her hands, her eyes shimmering with a mix of amazement. "So, these powers... they come from my bones?"

Peter nodded, placing a hand on her shoulder. "Basically, yeah. Remember when we watched Dragon Ball Z together?" He asks, receiving a nod from her. "Well, think of these powers like the energy manipulation from that show."

Tom and MJ exchanged glances, their eyes reflecting a mixture of awe and concern. "Did you specifically have the Dwarves make her bones like that so your daughter could be a super saiyan?" Tom asked pointedly.

Peter looked away, unable to stare anyone in the eye. "No... I would never do such a thing..."

While everyone was glaring at Peter with a healthy bit of skepticism, Lily stood to the side, cupping her hands together in a practiced motion. "Kame... Hame..." She recited as a small ball of blue energy appeared between her palms.

"Hey!" Peter called out before she could go any further. "No kamehameha waves inside." He said, getting a nod of approval from the surrounding adults. "If you want to practice, then go to the roof and shoot them up into the sky."

Instantly, the surrounding adults looked at Peter as if he were crazy, losing faith in his parenting abilities.

"Okay!" Lily nodded her little head and rushed off to the roof.

"Wait!" Tom yelled as he chased after her. "You need to watch out for planes and birds..."

## Chapter 396: Clearing the Air

After a day of searching for Venom and any other villains that may or may not be out there, everyone returned home for the night, tired from the constant manhunt they've been on.

May, being the lovable Aunt she was, invited all of the Spider-Men and Lily to stay at her and Tom's apartment. It would be a tight fit, but she was dead set on housing them all for the remainder of their stay.

Peter walked into the living room, his steps light as he just tucked Lily in bed. He found Tom, Tobey, and Andrew sitting around the living room, chatting amongst themselves.

Taking a seat, Peter let out a tired sigh. "She really tired herself out," he said, his voice filled with amusement. "Practiced those energy blasts for a good few hours."

Tom glanced at Peter, a smile playing at his lips. "She's quite something, isn't she? It must be those Parker genes." He said proudly, as if she were his daughter as well.

Peter chuckled, a touch of pride in his voice. "Yeah, she's amazing, isn't she?"

Tobey, however, remained silent, his gaze fixed on the floor. The tension in the room grew, and Peter could sense Tobey's unease. Taking a deep breath, he decided to address the elephant in the room.

"Tobey, do you remember me?" Peter asked, his voice gentle but carried the tiniest bit of amusement.

Tobey's head snapped up, surprise and confusion written across his face. He looked at Peter for a moment, his earlier doubts completely vanished. 'It's him!'

In a flash, Tobey leaped out of his seat, his body tense and ready for a fight. His fists clenched at his sides as he launched himself at Peter, a punch aimed straight for his face. The blow connected, and Peter's head snapped to the side.

"I deserve that," Peter said, his voice calm as he touched his cheek, his eyes fixed on Tobey. "But you only get one."

Tobey, fueled by his anger and confusion, tried to go in for another attack, but this time, Peter wouldn't allow it. With quick reflexes, he caught Tobey's fist mid-air, effortlessly halting his advance. A golden rope made of Eldritch Energy materialized, ensnaring Tobey and pulling him back into the seat.

Tobey struggled against the restraints, his eyes filled with frustration. "Let me go, damn it!?" he demanded, his voice laced with a mix of anger and confusion.

Peter held Tobey's gaze, his expression serious. "It's Just a little spell to keep you from doing anything rash. We need to talk."

The tension in the room was palpable as Tobey glared at Peter, his eyes narrowed. Andrew and Tom watched in silence, unsure of what was happening but ready to intervene if necessary.

Peter leaned forward, his voice holding zero remorse. "So, I take it you didn't believe my letter?."

Tobey's eyes narrowed, disbelief flashing across his face. "What? The part that said your Aunt May is hotter than mine or that you were sent by a Genie to save my Uncle?"

"I forgot I wrote that..." Peter smirked, holding back a fit of laughter. "But both statements are true." He nodded matter of factly.

"?!" Tom and Andrew stared at Peter in shock.

"What?" Peter asked as he looked at Tom. "Our May's are pretty hot. Especially compared to the Granny in his world..."

"Hey!" Tobey shouted angrily. "My Aunt May is perfectly fine the way she is!" He defended.

"Dude..." Tom stared at Peter in shock. "Not cool. I didn't need to hear that. She's like my mom."

Peter scoffed. "It's the truth. Deal with it." He shrugged uncaringly.

"My Aunt May is good too..." Andrew muttered, feeling that his Aunt was being left out of the argument.

"Who cares about this!" Tobey shouted as he continued to glare at Peter. "You held a gun to the back of my Uncles head..." He revealed, shocking Tom and Andrew.

Peter's voice softened as he spoke, hoping to calm his counterpart down. "I traveled to your universe to save your Uncle Ben. But I also had to teach you a lesson, the same lesson Uncle Ben's death would have taught you. It had to be done. I'm sorry for the way I did it, but I'm not sorry for the outcome."

Tobey's expression flickered between feelings of anger and acceptance. "You... you were really pretending the whole time?"

Peter nods his head. "Yeah, and as soon as you learned your lesson, I was taken out of your universe. Your mission was actually easy compared to his." He motioned to Andrew.

"What? Did you try and kill his family too?" Tobey asks, still annoyed by the whole situation.

"No, he..." Andrew went on to explain what happened.

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As everyone seemed to calm down, Peter eventually released Tobey and the four Spider-Man got to talking about the differences in their lives.

"So, do you have girlfriend or what?" Peter asked Tobey, knowing that his love life was really weird in the movies.

He already knew that Tom had MJ and Andrew had Gwen, so he was curious if his interference helped Tobey with his love problems or not.

"Uhhh, It's complicated." Tobey answered awkwardly.

Peter leaned back in his seat expectantly. "Well, explain and maybe the council of Spider-Men can give you some advice." He offered as the others nodded in agreement.

"You do know that I'm older than all of you by like 10 to 15 years, right?" He stated, feeling odd about taking advice from those younger than him.

"Well, at least we aren't maidenless." Peter quips, deflating Tobey's ego in an instant. "Now explain, old man."

"You don't have to say anything if you don't want to..." Andrew says understandingly.

"No, it's fine." Tobey shakes his head. "He might be right. Your opinions could be helpful. It all started with-"

"Wait!" Peter called out as he rushed to the kitchen and came back with arms full of snacks. "You may begin." He says as he kicks back and munches on a bag of chips.

Letting out an annoyed sigh, Tobey began his tale of love and heartbreak. "When I was a kid, I met this girl named Mary Jane..."

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'Wow, even in real life I'm not a fan of Tobey's love interest...' Peter thought to himself and based on everyone else's expressions, he wasn't the only one with that opinion.

Basically, Tobey loved this girl since she moved into the house next door from him. Even when she started dating his bully Flash Thompson, which was a bit messed up since Flash would physically bully Tobey almost all the time, he still loved her.

Thankfully, the two ended up breaking up, but she then ended up dating Tobey's rich friend, Harry Osborn. Of course, that name brought up some unresolved feelings in Andrew, but this story wasn't about him.

While dating Harry she basically cheats on him when kissing Tobey, who was disguised as Spider-Man at the time.

Then later on, she gets mad at Tobey for not showing up to the play she was staring in even though she told him she's getting married to someone else, knowing full well that she's the love of his life.

And finally, when she finds out he's Spider-Man, out of complete nowhere, she wants nothing more than to spend the rest of her life with Tobey, abandoning her fiancé at the wedding, who happened to be J. Jonah Jameson's son by the way, like what the actual f\*ck?

And when MJ and Tobey are finally together, she kisses Harry behind his back, who later died while helping fight off some villains, which has now messed up their relationship even more.

"Wow, that was the most f\*cked up love story I've heard in a very long time." Peter commented as Tom and Andrew nod along with his words.

"I told you it was complicated." Tobey reiterates with a depressed sigh.

Tom was the first to speak up, his voice filled with sympathy. "Man, that sounds really rough. It seems like she was never truly interested in you as a person. It's like she was always looking for someone with a higher status or some sort of benefit. You deserve better..."

Andrew nodded in agreement. "Yeah, it's sounds like she just aiming higher and higher. Flash, captain of the football team. Harry, popular billionaire's son. J Jonah Jameson Jr., another billionaire's son, who also happened to be a famous astronaut. Then you, a real life superhero. It's like she's climbing the ladder, one guy(d\*ck) at a time. I think it's time to move on."

Peter chimed in, munching on his chips between words. "Honestly, mate, I think you dodged a bullet there. She seems like she's got some serious issues. You should find a girl who doesn't know you're Spider-Man and only tell her after your relationship is solid. After all, the hoes love the red and blue, don't they?" He said with a smirk.

Everyone rolled their eyes, faint smiles tugging at their lips. They knew he wasn't wrong, but they refused to acknowledge it.

Tobey sighed, running a hand through his hair. "You guys are right. I've held onto these feelings for so long, hoping things would get better. But it's time to let go. I've spent too much time dwelling on MJ when there's a whole world of possibilities out there."

Peter nodded his head. "Yeah, that's the spirit. Maybe sleep around a bit too. There's nothing wrong with being a bit of a man-wh\*re while you're single. We do have the stamina..."

"Please don't talk about that..." Tom groans as he averts his eyes away from the group.

"Wait a minute..." Peter realizes something. "Please don't tell me you're still a virgin?"

Instantly, all eyes turned to Tom, who reddened and refused to look any of them in the eye.

"Oh my god..." Peter muttered in shock. "We need to fix this."

## Chapter 397: Sex Ed with Spider-Man

The living room was filled with a mix of amusement and disbelief as the Spider-Men stared at Tom, their expressions a mixture of shock and amusement. Well, except Tobey, who never had s\*x in high school or college, for that matter.

Tom shifted uncomfortably in his seat, his face turning several shades of red. His only solace in this situation was Tobey, though that was nothing to be proud of...

Peter couldn't resist the opportunity to tease his fellow Spider-Man. "You mean to tell me that you haven't had a chance to... You know, glaze the donut?" He asked and received confused looks all around. "Oh, come on! Bump uglies, horizontal tango, conquer the pink fortress, two-person pushups, assault with a friendly weapon, a bit of the old in and out, bedroom rodeo, hot yoga, parallel parking, bow chick a wow wow-"

Tom interrupted Peter before he could continue, his embarrassment turning into annoyance. "Yes, I get it! I'm a late bloomer or whatever you want to call it. Can we please move on?"

Peter smirked, enjoying this very much. And although Tobey and Andrew wouldn't admit it, they were getting a kick out of this whole situation as well.

Peter sat back and kicked his feet up. "We can't have this... Spider-Man, the heartthrob of the multiverse, has yet to embark on the journey of passion." He couldn't help but exaggerate his words for effect, much to Tom's dismay.

Andrew leaned in, a twinkle of amusement in his eye. "Don't worry, mate. We're here to guide you through this delicate and beautiful process. Consider us your wise mentors on the subject of knocking boots."

Tom groaned. "Please. No more innuendos. I can't take anymore..."

Tobey nodded in agreement, his eyes drifting off into the distance. "I remember when Uncle Ben gave me 'The Talk'... I hated every second of it, but it did help. So maybe we should do the same?" He offered, seemingly the only one of them that was willing to help out of the goodness of his heart.

Tom's face contorted into a mix of horror and annoyance. "You guys seriously enjoy tormenting me, don't you?"

Peter shrugged, a mischievous grin on his face. "It's all in good fun. Consider this an initiation into the brotherhood of Spider-Men. Plus, it's high time you had a proper understanding of these matters."

With a resigned sigh, Tom leaned back in his seat, bracing himself for the inevitable onslaught of information.

"Alright," Andrew began, adopting a mock-serious tone. "Let's start with the basics. You see, when a man and a woman, or any two consenting individuals, for that matter, really love each other..."

Peter chimed in, unable to resist the opportunity to add a playful jab. "Or when they just want to have a good time, or in some cases, when they're bitten by a radioactive spider..."

Andrew, still grinning, continued the explanation. "They engage in an act known as sexual intercourse, or simply put, having sex. It's a physical expression of love, desire, or just h\*rny fun."

Tom rubbed his temples, clearly exasperated. "I'm well aware of what sex is, guys. I'm not completely clueless."

Peter raised an eyebrow. "Oh, really? Then perhaps you'd like to enlighten us with your vast knowledge and experience?"

Tom sighed, realizing he couldn't escape. "Fine, continue. Just get it over with."

Peter pretended to clear his throat dramatically, assuming the role of a professor. "Now, there are certain physical aspects to consider during the act. Shall we discuss the male and female anatomy in intricate detail?"

Tom's eyes widened, his face growing redder by the second. "No! Please, spare me... I'll do anything."

Tobey chimed in, a serious look on his face. "Oh, come on. You can't back out now. It's essential, after all."

Reluctantly, Tom gestured for them to continue, albeit with a pained expression. 'Please kill me now...'

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After over an hour of explanations, diagrams, and even videos, Tom knew far more than he needed to know about sexual intercourse, his eyes dim and lifeless as if he survived some sort of horrific event.

Peter cleared his throat, holding a notepad in his hand. "Alright, it's time for a little quiz. We need to make sure you've been paying attention during our lessons. Are you ready?"

Tom sighed deeply, his shoulders slumping. "As ready as I'll ever be, I guess."

Peter grinned mischievously. "Excellent. Let's begin. Question number one: What is the main purpose of using protection during sexual intercourse?"

Tom shifted uncomfortably in his seat. "Um, to prevent unwanted pregnancies and protect against sexually transmitted infections."

"Correct," Peter acknowledged, jotting down a checkmark in his notebook. "Moving on. Question two: What are the effective forms of birth control, other than condoms?"

Tom hesitated for a moment, then reluctantly answered, "The pill, abstinence, pulling out, through its not very effective, IUD, ..." The more he listed, the brighter shade of red his face became.

Peter nodded approvingly. "That's right. No risk, no worries. Now let's take it up a notch, Can you explain the concept of safe words?"

Tom's eyes widened, a mixture of embarrassment and panic washing over him. "Uh, well... it's a word or phrase that partners use during... intimate moments, to signal when they want to stop or when something is uncomfortable."

"Good," Peter said as he conjured an a huge image of a vagina. "Now, for the final question: Can you point out the clitoris in this image?"

Tom took a deep breath, his cheeks still red. "H-Here..." He shakily points it out.

Before anyone could respond, the sound of a door creaking open caught their attention. Aunt May stepped into the living room, clad in some rather revealing pajamas.

Instantly, her eyes widening at what she found. "What in the world are you boys doing?" She asked, her eyes firmly placed on the image floating above Peter's outstretched hand.

Tom hopped out of his seat and stammered, trying to find the right words. "A-Aunt May, I... it's not what it sounds like. We were just... uh..."

Aunt May shook her head, not fully comprehending the situation in her groggy state. She made her way to the kitchen, grabbing a bottle of water. "I don't need to know the details. Just... keep it down. I'm too tired for... whatever this is."

As the other Spider-Men chuckled awkwardly, Aunt May walked back past them, taking a sip from her water bottle. She gave them all a tired smile and headed back to her room, leaving the young Spider-Man to his awkward predicament.

Once she was gone, Tom let out a breath he didn't realize he had been holding. He glanced at the other Spider-Men, who were trying their best not to burst into laughter.

Peter stood up and reached his arm around Tom's shoulders. "And that is why we have the hottest Aunt May in the multiverse..."

Tom groaned, burying his face in his hands. "Can this night get any worse?"

Tom sighed, knowing that he would never live this down. But deep down, he couldn't help but appreciate the support and camaraderie he had found, even if it meant enduring some embarrassing moments along the way.

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As the sun began to set, Venom emerged from the sewers, his dark form pulsating with malevolence as he took in the surroundings. His eyes scanned the street, filled with disdain and hunger for his next meal. And that's when he spotted Flash Thompson, boasting about his fictional friendship with Spider-Man to a group of disinterested girls.

Flash, wearing his typical self-assured smirk, leaned casually against the wall, regaling the girls with tales of his heroic escapades. "Yeah, you know, Spidey and I are tight. We go way back. Saved the city together countless times."

The girls exchanged skeptical glances and rolled their eyes, clearly unimpressed by Flash's attempts to impress them. They turned to leave, ignoring Flash's protests, as he desperately tried to salvage his ego.

But the symbiote, hidden within the darkness, was captivated by Flash's words. Venom needed a new host, and someone who could bring him closer to Spider-Man was certainly appealing. So here, in front of him, was a golden opportunity.

As the girls walked away, Flash's bravado deflated, his shoulders slumping in disappointment. That's when Venom made his move. In a swift and fluid motion, the symbiote extended its tendrils, wrapping around Flash's body and covering him in its inky darkness.

Flash gasped in shock and fear, his eyes widening as the alien substance enveloped him. He tried to scream for help, but his voice was muffled, choked by the symbiote's grip. Venom tightened his hold, draining him of his strength and will, taking full control of his new host.

The transformation was swift and brutal. The symbiote molded itself into a new form, melding with Flash's body and disappearing beneath his skin. Venom now wore Flash's body like a suit, his once cocky demeanor replaced with a sinister and predatory aura.

Venom's eyes glowed with an otherworldly light, relishing in the surge of strength from his connection to a host, a vessel to fulfill his twisted desires. And with Flash's knowledge of Peter Parker, Venom saw an opportunity to finally confront his first host.

Venom's voice, a chilling blend of Flash's and the symbiote's hissing tone, echoed through the deserted street. "Spider-Man, your 'best friend' Flash is here to play."

And with that, Venom leaped into the air, his symbiotic tendrils propelling him forward, as he disappeared into the night, with a bewildered and terrified Flash Thompson, trapped within the confines of his own body.

Chapter 398: Teacher & Student



Playing on his phone whilst Tobey and Andrew were sleeping on the couch, Peter noticed a figure slip out of Tom's bedroom window and begin climbing up to the rooftop. Curiosity piqued, he followed the mysterious figure and found Tom sitting on the edge of the roof, his gaze fixed on the sprawling city below.

Peter took a seat beside him, the cool night air washing over them. "Couldn't sleep?" He asked, his voice soft.

Tom shook his head, his eyes still focused on the distant lights. "No, just... can't seem to calm my mind lately. Too many thoughts racing around."

Peter nodded understandingly. "I know the feeling. My mind is always buzzing with responsibilities and missions back home. It's hard to find the time to sleep sometimes."

Tom turned to look at Peter, his eyes filled with a mixture of curiosity and admiration. "You mentioned earlier that your in the Avengers. How is that even possible? We're around the same age, and you're already allowed to join. They still won't accept me as an actual member. I'm too young, or so they say."

Peter chuckled, a touch of self-deprecation in his voice. "Well, they don't know my identity or age, and it's not as glamorous as it sounds. I spend most of my time doing the work that others don't want to do. Fury tends to do his job, which is great, but Tony and the rest of the council leave all their work for me. I mean, I still have a lot of fun, but there are times when it's overwhelming. I still feel that I've been lucky though."

Suddenly, Tom's eyes go wide in shock. "Mr. Stark is alive in your universe?" He could still remember the day Tony died. It was the worst day of his life.

Peter nodded, a sympathetic look in his eyes. "Yeah, Thanos hasn't come yet in my world. Though I have met him a few times..."

"What?!" Tom shouted, his shock only growing. "W-When... H-How?"

Peter smirked, finding the look in Toms eyes amusing. "Well, first Thanos sent Ronan the Destroyer to invade earth, so we him and his army and stole their ships. I was able to speak to him through Ronan's flagship. And the last time I saw him, I tricked the big purple idiot into ingesting a pretty powerful poison. So, either he's dead, or one of his subordinates found a way to help him."

Tom's awe-filled expression slowly transformed into one of vulnerability. "I can't help but feel... inadequate compared to you. I mean, come on. Thanos? Really? Ever since you arrived, I've been struggling with this overwhelming sense of insecurity. You seem to have everything under control, while I've just been stumbling through life."

Peter placed a hand on Tom's shoulder, offering a reassuring squeeze. "I get it, believe me. But here's the thing. No matter how much you compare yourself to others, there will always be someone who seems better or more accomplished. But that doesn't mean you can't strive to better yourself. And if you want, I can help you with that."

Tom looked at him, surprise evident in his eyes. "You'd... help me? But why?"

Peter smiled warmly. "Because we're in this together. We may be from different universes, but we're still Spider-Men. And part of being Spider-Man is helping others, lifting them up when they're down. So, if you want, I can train you while I'm here, and teach you some of my tricks. But I won't go easy on you. It'll be tough, but it'll make you better."

Tom considered Peter's offer, his mind weighing the potential benefits against the challenges that lay ahead. After a moment, he nodded, determination shining in his eyes. "Okay. Let's do it. I want to be better."

Peter grinned, an air of excitement in his voice. "That's the spirit! I'll work you to the bone and turn you into a respectable Spider-Man. You'll see, by the time I leave, there'll be a big difference."

Tom leaned back, a newfound sense of hope replacing his earlier doubts. "I can't believe I'm saying this, but I'm actually looking forward to the tough training. Let's do this."

Peter clapped him on the back, his warm smile morphing into an evil smirk. "Great! Because we're starting now." He revealed, enjoying the reluctant look on Tom's face.

"But... I haven't slept yet..." Tom complains tiredly.

"Meh, you don't need sleep." Peter shrugged him off. "Besides, you're excited for training, right?" He says, a dangerous look in his eyes.

"Y-Yeah..." Tom mutters, too afraid to refuse.

Peter smirked. "Good, now come here." He said, walking over to the center of the rooftop.

They still had some hours before the sun would begin to rise, and even then Peter would still force Tom to train until breakfast.

Standing on a secluded rooftop, Peter waved his hand, reinforcing the area with a simple spell. "That should stop us from bother anyone or destroying the building..."

Tom rubbed his hands together, feeling a mix of excitement and trepidation coursing through his veins. He had agreed to Peter's offer, but he hadn't expected it to start so soon.

Peter grinned mischievously. "Alright, Tom. First things first, we're going to work on your strength. Trust me, it's going to be tough, but it'll be worth it."

Tom looked at him weirdly. "Aren't I already strong enough?" He asked.

"No." Peter answer without any delay. "Come here and punch me as hard as you can."

"Uhh. Are you sure?" Tom asked, hesitant to hurt his new friend.

"Yeah, just do it." Peter said, motioning for him to come forward.

"Okay..." Tom reluctantly walk up to him and winds his fist back before throwing it forward, aiming directly at Peter's face.

"..." Standing casually, as if a super powered fist wasn't hurling at his face, Peter simply held his pointer finger up, stopping the attack on its tracks with ease. "Hmm, that's not so bad..."

But it certainly wasn't impressive either...

"Huh?!" Tom grunted in complete and utter shock. "Y-You... how did you do that?!" He couldn't believe what just happened.

"Strength." Peter answered simply.

Before Tom could fully compute what just happened, Peter held up his hand, snapping his fingers. Instantly, Tom felt a heavy pressure pressing down on him, as if gravity had multiplied a hundredfold. His knees buckled under the intense weight, and he collapsed face-first onto the ground.

"Whoa!" Tom exclaimed, struggling to push himself up. "What the- Ugh! ...how did you do that?"

Peter chuckled, pulling out his phone and taking a seat back on the edge of the building. "Consider this a light start. We'll begin with extreme weight training. The increased gravity will push your body to its limits, helping you build up strength faster."

Tom groaned, his voice muffled as he lifted his head off the ground. "Are you serious? Do you think I'm Goku? This is insane!"

Peter shrugged, his attention focused on his game. "Welcome to my world. Now, while you're down there, I want you to do 1,000 push-ups. It's all about building those muscles."

Tom's eyes widened in disbelief. "1,000?! Are you out of your mind?"

Peter smirked, not even bothering to look up from his game. "Nah, just trying to make you the best version of yourself. Well, the second best because, you know..." He motions to himself. "But second place is still good. Now get to it. Or else I'll double the gravity..." He says dangerously.

Tom grumbled under his breath, pushing himself up into a plank position. The weight of the increased gravity made it feel like every muscle in his body was on fire. He began the grueling task of performing push-up after push-up, his arms shaking with effort.

As Tom struggled, Peter continued to play his game, occasionally glancing up to check on his progress. The minutes turned into hours as the sun began to rise, and the city below came alive with the hustle and bustle of daily life. Tom's arms quivered with fatigue, his breath coming in ragged gasps.

"T-This..." Tom managed to choke out between push-ups, "this is... torture!"

Peter finally tore his eyes away from his phone and looked at Tom, a mischievous grin spreading across his face. "Pain is temporary. But the results? They'll last forever. You want to become stronger, right?"

Tom nodded, determination flaring in his eyes. "Yeah, I do."

"Then keep pushing," Peter urged. "The pain will make you stronger. Embrace it. Besides, I'm sure MJ will like the results. I've caught my MJ groping my muscles while I sleep more times than I can count. She may not seem like it, but MJ is a little freak. Let me tell you-"

"No!" Tom shouted, straining against the gravity to cover his ears. "I don't want to know what you do with your MJ. I'd rather die!"

"Fine, suit yourself." Peter shrugged and returned to his game. "But if I see you slacking off..." he said, threateningly.

Tom took a deep breath, mustering every ounce of willpower he had left. With a renewed sense of determination, he continued his push-ups, each repetition becoming a testament to his resilience.

Time seemed to stretch on endlessly, but eventually, Tom completed his thousandth push-up, his muscles quivering with exhaustion. He collapsed onto the ground, gasping for breath, his chest heaving.

Peter finally put his phone away and walked over, an impressed look on his face. "Good job. You pushed through the pain and finished faster than I expected."

Tom managed a weak smile, a mixture of fatigue and satisfaction evident on his face. "Thanks, I never thought I could do it."

"No problem," Peter was happy for him, but this wasn't the end. "But now that we're done with the warmup, we can finally start your real training." He said, shocking his new student.

"W-What?" The poor guy uttered as Peter snapped his fingers again, increasing the gravity until Tom smacked into the floor once again. "Ugh!"

Peter smirked sadistically, finding his job as a teacher rather enjoyable. "Now, stand up and do 500 hundred jumping Jax and once your done with that I want another thousand sit ups. And once your done with that..." he listed off all sorts of exercises, watching the hope drain from his students youthful eyes.

'I think I made a horrible mistake...'

## Chapter 399: Sandman

Tom could barely catch his breath as he lay sprawled out in the center of the rooftop, drenched in sweat. Every muscle in his body ached, and he could feel the soreness settling in already. He gasped for air, his chest rising and falling rapidly.

Suddenly, the door to the roof opened and Aunt May appeared, rushing over to her nephew's side as soon as she saw him, concern etched on her face. "What happened? Are you okay?"

Tom managed a weak smile, his voice strained. "I'm... fine, May. Just... training with Peter."

May's eyes darted to Peter, her expression a mix of worry and accusation. "What have you been doing to him? He looks exhausted!"

Peter stood up, stashing away his phone. He ran a hand through his hair and approached May with a reassuring smile. "He wanted to get stronger, so I offered to help him. Sorry, but I don't tend to go easy on my students."

May's gaze softened slightly, but worry still lingered in her eyes. "But does the training have to be so intense? He looks like he ran a hundred marathons in a single day."

Peter's shook his head. "You forget that we could easily run a hundred marathons. Our powers make it hard to gain strength through exercise. We can't just take a trip to the local gym four times a week. Tom needs extremely harsh training to see any real results."

May's worry transformed into understanding, and she sighed, nodding reluctantly. "I suppose you have a point. Just promise me you'll be careful with him..."

Peter nodded his head. "I promise. I won't push him farther than he can handle."

As if on cue, Lily, Peter's cute little A.I. daughter, rushed up to the rooftop, her face bright with excitement. "Dad, breakfast is ready! We made pancakes!"

Peter's attention shifted to Lily, a warm smile forming on his face. "Thanks, sweetie. We'll be right down." He then turned his attention back to Tom. "Come on, buddy. You've earned a well-deserved breakfast."

"Breakfast?!" Tom's eyes widened at the mention of food, and he mustered the energy to sit up. "I could eat a horse right now."

Peter chuckled and reached out a hand to help Tom to his feet. "Well, we'll have to settle for pancakes. But first, let me clean you up."

With a quick flick of his fingers, Peter cast a spell, and instantly Tom's entire body, including his sweat-soaked clothes, was clean and dry. Smelling like fresh lavender, he looked down at himself in surprise before giving Peter a grateful nod.

Together, they made their way back to the apartment, where Tobey and Andrew were waiting at the dining table, a spread of delicious breakfast foods laid out before them. The aroma filled the air, making Tom's stomach growl in anticipation.

Aunt May followed close behind, her gaze shifting to Tom. "Dig in. You'll need the food to recover."

Tom didn't need to be told twice, and rushed to his seat, filling his plate with anything that caught his eye. "Shanks fo da foot (Thanks for the food)" He said as he stuffed an entire breakfast sausage into his mouth.

Peter clapped Tom on the shoulder and took a seat beside Lily. "Yup, eat and relax as much as you can, because after breakfast we'll return to your torture... Ahem... I mean, training."

Ignoring the looks everyone gave him, Peter ate the food that Lily excitedly stacked on his plate. She seemed eager to show him the dishes she made with May's supervision.

Of course, she didn't need any oversight, but her grandmothers counterpart was very nervous with her in the kitchen, especially when Lily started chopping up vegetables with a large chefs knife, and working over a fire filled stove.

With everyone seated, they began to enjoy the meal, savoring the taste of fluffy pancakes, crispy bacon, and freshly squeezed orange juice. Tom, in particular, attacked his plate with a voracious appetite, his hunger amplified by the intense training.

As they ate, suddenly, an emergency news broadcast played on the TV in the background, catching their attention. The screen showed footage of a giant sand monster flipping cars in a chaotic parking lot, while frightened pedestrians scattered in every direction.

The monster's booming voice echoed through the speakers. "Spider-Man! Get over here now! I know this is your fault! I need to get back home! I have a daughter to take care of!" He shouted his complaints.

Tobey's eyes flashed with recognition. "That's Flint Marko, a crook who gained the ability to control and morph into sand after falling into a supercollider. He should be from my universe..." He explained.

Peter's eyes narrowed as he stood up abruptly. "Looks like we've got some trouble to deal with. And since It's just one guy, we'll handle it. Tom, this is also a part of your training, so no complaining."

Tom groaned, half-heartedly stuffing another piece of pancake into his mouth. "Seriously? Can't I at least finish breakfast first?"

Peter chuckled, grabbing Tom by the back of his shirt and dragging him away from the table. "No time for that now. We'll eat later. Duty calls."

Tom shot a longing look at the remaining food on his plate as Peter dragged him out of the door. "Save me some bacon!" He shouted as everyone, including May and Lily, stole strips of bacon from his plate, leaving not a single crumb behind.

As they rushed out of the apartment, Tobey watched them with a mix of concern and worry in his eyes. He wanted to be the one to stop Sandman since he knew the guy best, but he also didn't want to get in the way of Tom's training.



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As Peter and Tom arrived at the chaotic parking lot, they could see the police surrounding the area from a distance, their weapons at the ready. The monstrous sandy figure roared in frustration, his massive arms thrashing around, toppling the surrounding cars.

Peter patted Tom on the shoulder, giving him a reassuring look. "Alright, this is your chance to practice your negotiation and de-escalation skills. Try to calm him down and find a peaceful resolution. Remember, the pinnacle of talk-no-jutsu is turning a life long enemy into a life long friend. It's time to awaken in your inner Naruto, Dattebayo!"

"Seriously?" Tom stares at Peter in disbelief. "You know that's just an anime, right?"

Peter ignored his words and pushes him forward. "Good luck!"

Tom took a deep breath, trying to steady his nerves. Negotiation wasn't exactly his strong suit, but he was determined to make Peter proud. He leaped forward, making his way past the police, who hesitated, their weapons lowered in respect to Spider-Man's presence.

Peter found a flipped car nearby and perched himself on top of it, observing the unfolding situation with keen interest. He would let his new student handle this on his own, but he was ready to intervene if things took a turn for the worse.

Thankfully, he knew that out all of the villains to appear here, Sandman was the least hostile. He had no ulterior motives or evil intentions, his only goal was to return back to his daughter as swiftly as possible.

As Tom approached Sandman, the towering figure turned his attention towards the young Spider-Man. His voice boomed with anger and desperation. "You! Spider-Man! You brought me to this world! I know it!"

Tom raised his hands in a calming gesture, trying to project a sense of peace. "I understand your frustration, but we can't let you cause more harm to innocent people. Let's talk this out. There has to be a way to find a solution..."

Sandman's form shifted, his sandy body crackling with power. "Talk? You think talking will solve anything? I need to find my daughter! She needs me!"

Tom took a step closer, maintaining a calm and empathetic demeanor. "I get it. You're scared and worried about your daughter. But none of this will solve anything."

Sandman growled, his sandy fists clenching. "Yeah, but it'll certainly feel good, won't it?"

Tom shook his head, his voice filled with empathy. "I understand how much you miss her, but hurting people won't solve anything. We're already working on a solution. Just calm down and come with me, okay?"

Before Sandman could respond, his frustration got the better of him. He swung a massive sandy hand at Tom, swatting him across the parking lot with incredible force. Tom crashed into several parked cars, his body tumbling and rolling.

Peter craned his head and shot out a few webs, cushioning Tom's fall. "Remember! Embrace your inner Uzumaki, Dartebayo!" he shouted in mock encouragement.

Tom groaned, rubbing his aching ribs. "Y-Yeah, I get that..." He winced, trying to push through the pain. "I guess my talk-no-jutsu needs some work."

Peter nodded sagely, offering verbal support. "Well, even Naruto needed some fighting scenes to get his point across. Now go, my young Genin. Show everyone why you'll become the hokage one day..."

Tom rolled his eyes, a small smile creeping its way onto his face. "Sure thing, Sensei."

They turned their attention back to Sandman, who was now seething with anger. The police hesitated, unsure of how to proceed, as they watched Spider-Man get pimp slapped like that, wondering whether they should open fire or not.

Tom nodded to himself, his determination reigniting. He stepped up, catching his breath and preparing for the next round. This time, he was ready to not only negotiate but also kick some sandy a\*s.

Chapter 400: Suspicious...

Tom's muscles tightened as he got back on his feet, his eyes locked on Sandman. The towering figure loomed over him, his sandy form shifting and swirling in the air. Tom took a deep breath, his mind focused on finding a way to convince his opponent to surrender.

"Look, I know you're angry and scared, but let's just talk, okay? We can figure this out together," Tom called out, his voice steady but filled with empathy.

Sandman growled, his sandy fists clenched. "We can talk after I beat you into the ground! After all, I still owe you a few hits from last time..." He says, thinking Tom was his Spider-Man.

Tom's eyes flickered with determination. He knew he had to do something to gain the upper hand. With a swift motion, he shot a web towards a nearby lamppost and swung himself around, launching a kick at Sandman's midsection.

Sandman's sandy form absorbed the impact, dispersing into grains of sand before reforming. He retaliated with a powerful punch, forcing Tom to dodge and weave to avoid the blow. The fight escalated quickly as blows were exchanged between the two of them.

Tom focused on his agility, using his acrobatic skills to dodge and counter Sandman's attacks. He spun through the air, his web-shooters releasing a barrage of webs to ensnare Sandman's limbs, temporarily restraining him. Taking advantage of the moment, Tom launched a series of quick punches and kicks, but Sandman quickly broke free, his sandy body shifting and reforming.

Sandman's attacks intensified, his sandy fists becoming more ferocious and unpredictable. Tom struggled to keep up, his Spider-Sense tingling with warning signals, guiding his reflexes. He managed to dodge most of the blows, but a few connected, sending him crashing into nearby cars and concrete pillars.

Peter watched from a distance, munching in a bag of Doritos. He wanted to step in and assist, but he knew this was an important lesson for Tom. He had to learn to settle things Naruto style. It was a test of both his physical and mental skills.

Tom, battered but not broken, slowly rose to his feet. He swallowed some blood that appeared in his mouth, his eyes locking with Sandman's. "Please, just listen to me. There's a way we can find a solution that doesn't involve hurting anyone."

Sandman sneered, not bothering to grace Tom's words with a response. He just wanted to capture him after a nice beating, and force Tom to send him home. Although he had no proof, he knew deep down that this was all Spider-Man's fault.

Undeterred, Tom pressed on. He scanned his surroundings, searching for a strategy, a weakness he could exploit. Then it hit him. The nearby fire hydrant, still intact despite the chaos. With a flick of his wrist, he shot a web, wrapping it around the hydrant.

As Sandman lunged at him, Tom dodged to the side, using his agility to circle around and yank the web, ripping the hydrant from the ground. Water sprayed into the air, cascading down on Sandman's sandy form. The moisture caused his body to clump together, hindering his movement.

Tom seized the opportunity, launching a flurry of punches and kicks, his blows landing with much more impact than before. But Sandman still fought back, his strength and resilience making it difficult for Tom to gain the upper hand. The battle raged on, the two adversaries locked in a fierce struggle.

As the fight wore on, Tom's fatigue began to take its toll. Signs of a night and morning full of intense training started to appear, his movements slowed, his strikes lacking their initial power. Sandman, fueled by his desperation to return to his daughter, grew stronger. He retaliated with renewed ferocity, his blows shaking the ground beneath them.

Tom fought to stay on his feet, his mind racing for a solution. He needed to end this before he succumbed to exhaustion. He took a step back, using his web-shooters to create a web trap on the ground, luring Sandman towards it.

Sandman charged, his sandy form barreling towards Tom. With a well-timed move, Tom leaped over the web trap, causing Sandman to crash into it. The sticky webbing clung to his water clumped body, immobilizing him momentarily.

Tom seized the opportunity, landing a powerful blow to Sandman's midsection, followed by a roundhouse kick that sent the villain sprawling to the ground. Sandman groaned, his sandy body weakened and disoriented.

Breathing heavily, Tom stood over Sandman, his voice laced with both exhaustion and determination. "This didn't have to end in violence. There's always another way. I can help you. You just have to let me."

Sandman began to shrink back to normal size, his human features returning. Gasping for breath as water continued to rain down on him from the hydrant, he stared up at Tom with a mix of defeat and frustration. "I just... I need to get back... to my daughter."

Tom extended a hand towards Sandman, offering him assistance. "We can help you. We'll find a way. But you have to trust us."

Sandman hesitated for a moment before reluctantly taking Tom's hand. With a grunt, Tom helped him to his feet, the fight finally coming to a halt.

As the dust settled, Tom turned towards Peter, a triumphant smile on his face. He had faced a formidable opponent and managed to hold his own. It was a small victory, but a victory nonetheless.

Peter approached, an impressed look on his face. "Good job. You held your ground and managed to peacefully subdue Sandman in the end. I give you a B-."

Tom frowned at his grade. "What?! That was at least an A! And where the hell did the minus come from?" He complained.

Sandman stood beside them, wondering why there were two Spider-Men in front of him. 'What kind of nightmare world did I wake up in?'

...

Due to the battle that just took place, the streets were scattered with debris and the remnants of Tom's clash with Sandman. Behind some of those debris, a shadowy figure stood in the distance, concealed within an inky blackness.

The hidden figure watched with intense interest as Tom approached Sandman, extending a hand to help him up. As Sandman struggled to his feet, the figure's form shifted and contorted, transforming into the familiar shape of Flash Thompson. Venom, having taken over Flash's body, had been observing the fight from the shadows.

Seeing an opportunity, 'Flash' rushed past the police barricade, bypassing their attempts to stop him, and called out to Tom, feigning familiarity. "Hey, buddy! You did great out there! Man, watching you fight that sand guys was crazy! I thought you were about to get squished like ten different times."

Tom narrowed his eyes, his skepticism evident. "Flash? What are you doing here?"

'Flash' put on a wide grin, trying to hide his ulterior motives. "I saw you in action. Dude, you were amazing! I just couldn't look away." He complimented, his tone turning awkward and hesitant.

"Look, Uhh... I want to make it up to you for all those years I treated you like crap. I want to help. You know, I was such a big fan of Spider-Man and such a d\*ck to Peter Parker. And I want to make up for that."

Tom scoffed, crossing his arms. "You think a few sappy words are going to make up for everything, Flash? I don't need your help. I've got it under control."

The disguised Symbiotes expression faltered for a moment, desperation flickering in his eyes. "I know I messed up, but I've changed, I swear. I want to be there for you, to support you like Ned and MJ. Please, just give me a chance?" He spoke on a sad, self deprecating tone.

Peter eyed 'Flash' suspiciously. 'What's this little f\*cker up to?'

Tom hesitated, the sincerity in his former bully's voice tugging at his heartstrings. He remembered the years of torment and ridicule, but he also believed in redemption and second chances. Reluctantly, he sighed and nodded. "Fine, but this doesn't mean we're friends, Flash. Just... try not to get in the way."

'Flash' beamed with gratitude, his relief palpable. "Deal! You won't regret this, I promise."

As they prepared to leave, the disguised Venom slithered beneath Flash's skin, concealed from view. The symbiote listened intently, waiting for the right moment to strike. It hungered for power and hoped to find his captured host, knowing that patience would be its greatest asset in achieving its sinister goals.

While keeping a mistrusting eye on their newest group member, Peter waved his hand and opened a golden portal, shocking many of the onlookers, including Venom. "Alright, lets go see if Doctor Strange has found a way to fix all this."

Although he was extremely suspicious of Flash, he decided to just wait and see what the little douchebag was up to. Of course, he'll have to put some safety measures in place. 'Maybe I should put a reversed protection spell on him?'

One by one, everyone stepped into the portal and appeared in the Undercroft, unaware of the danger lurking beneath Flash's friendly facade.