



THE AVENGERS

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SEE THE NEW
GIANT-MAN!

ARMED WITH A FANTASTIC POWER,
THE **SPACE PHANTOM**
SETS OUT TO DESTROY THE EARTH'S
MIGHTIEST SUPER-HEROES!



GIANT-MAN!
THOR! LOOK
OUT! IT *ISN'T*
THE HULK...
IT'S THE **SPACE
PHANTOM!**
HE'S ABOUT TO
ATTACK
IRON MAN!

ONE BY ONE **THE SPACE PHANTOM**
"REMOVES" THE AVENGERS AND TAKES OVER
THEIR BODIES HIMSELF! **A MARVEL SENSATION!**

Telegram-Marvel comics
(Avengers)

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THE AVENGERS!

BATTLE...
"the **SPACE**
PHANTOM"

WHERE IS **ANT-MAN**? WE CAN'T BEGIN OUR MEETING WITHOUT HIM!

HE'LL SHOW UP... NEVER FEAR! IN THE MEANTIME, IS IT NECESSARY FOR YOU TO ATTEND OUR MEETINGS CLOTHED IN THAT REPULSIVE MANNER, **HULK**?



IRON MAN, IF YOU DON'T GET THIS YELLOW-HAIRED YAHOO OFF MY BACK, I'LL BOOT HIM UP TO ASGARD FOR GOOD! NO ONE TALKS TO **THE HULK** LIKE THAT... NOT EVEN **THOR**!

THE TIME: THE PRESENT!
THE PLACE: THE LIBRARY OF ANTHONY STARK, MILLIONAIRE WEAPONS MANUFACTURER!
THE OCCASION: A NEW MEETING OF EARTH'S MIGHTIEST SUPER HEROES...
THE AVENGERS!

WRITTEN BY: STAN LEE
DRAWN BY: JACK KIRBY
INKING: PAUL REINMAN
LETTERING: ART SIMEK



YOU DARE SPEAK
SO TO THE **GOD
OF THUNDER?!!**
WHY, WITH ONE
BLOW OF MY
HAMMER, I...

**HOLD IT,
THOR! WE'RE
ALL ALLIES,
REMEMBER?!**



WHO
SPOKE?

WE'RE TOO **SMALL!**
HE CAN'T **SEE US!**
TAKE A **GROWTH
PILL**, LITTLE
PARTNER!

HENRY PYM!
COULDN'T YOU
HAVE MADE
THESE SILLY
THINGS **TASTE
BETTER** WHILE
YOU WERE
INVENTING
THEM?!



ANT-MAN AND THE WASP! WHERE DID YOU
COME FROM?

JUST IN TIME TO
SAVE **YOU** FROM
BEIN' **PULVERIZED**,
LONG HAIR!

THE **STORK** BROUGHT
US, HANDSOME!

BUT,
HOW--?



WE'RE ON THE SAME TEAM, SO I CAN TELL YOU
THIS MUCH...THE WASP AND YOURS TRULY CAN
CHANGE SIZE INSTANTLY BY TAKING THESE VARIOUS
LITTLE CAPSULES OF MY OWN DESIGN!

WE ARRIVED **INSECT-SIZED**,
SO YOU DIDN'T SEE US!

TRULY A MIRACU-
LOUS
FEAT!



WELL, NOW THAT THE
GANG'S ALL HERE,
WHAT DO WE **DO?**
I AIN'T IN THE
MOOD TO PLAY
SPIN THE BOTTLE!

EVEN WHEN THERE IS **NO**
TASK BEFORE US, WE **STILL**
MEET REGULARLY, TO GET TO
KNOW EACH OTHER BETTER!

**I'D LIKE TO KNOW
THAT ADORABLE THOR
BETTER--SIGH--**

BUT, LITTLE DO **THE AVENGERS** DREAM THAT A NEW DANGER IS HURLING TOWARDS THEM AT THAT VERY MOMENT... IN THE SHAPE OF A STRANGE EGG-LIKE OBJECT...



AFTER WEEKS OF FASTER-THAN-LIGHT TRAVEL, I AM ALMOST UPON MY OBJECTIVE!

IN ORDER TO LAND ON EARTH, UNOBSERVED, I SHALL ALTER MY SHAPE AND JOIN THIS FALLING METEOR SWARM...



BUT, UNLIKE THE **GENUINE** METEORS, I SHALL NOT BURN UP IN THE ATMOSPHERE!

INSTEAD, I SHALL LAND, UNSEEN, IN THIS DARK ALLEYWAY--AND THEN CHANGE TO MY TRUE AND NATURAL FORM-- THAT OF THE **SPACE PHANTOM!!**



IT IS DONE! PHASE ONE IS COMPLETE! NOW TO FIND **THE AVENGERS** AND BEGIN PHASE TWO!



FOR THEY WILL BE THE REAL TEST! IF I CAN DESTROY **THE AVENGERS** SINGLE-HANDED, THEN NO POWER ON EARTH CAN STOP THE TOTAL INVASION BY MY PEOPLE!

I HAVE BEEN OBSERVING THEM FROM SPACE! I KNOW WHERE THEY ARE AT THIS MOMENT!



ALL I NEED DO NOW IS FIND A WAY TO REACH THEM WITHOUT BEING OBSERVED!

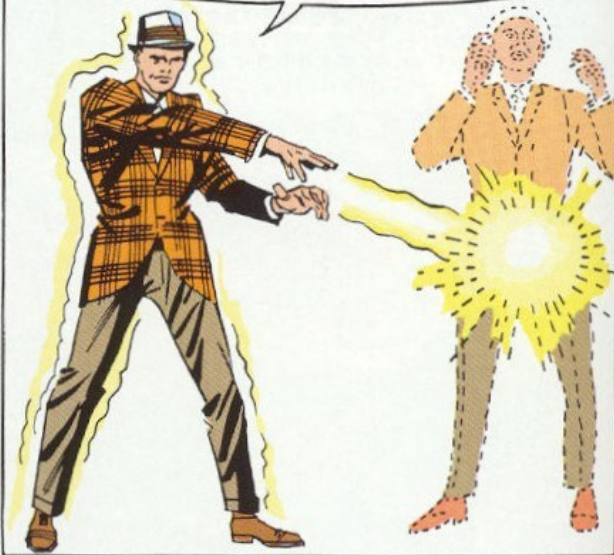


AND WHAT EASIER WAY CAN THERE **BE** THAN BY MERELY IMITATING AN EARTHLING'S FORM...

WHA--? WHAT'S **HAPPENING** TO ME?



THERE! NOW, SINCE TWO IDENTICAL BODIES CANNOT CO-EXIST, **YOU** MUST BE BANISHED TO **LIMBO**, THE SILENT WORLD BETWEEN SHADOW AND SUBSTANCE!



... AND THERE YOU WILL **REMAIN** UNTIL I IMITATE **ANOTHER** CREATURE, IN WHICH CASE **HE** WILL TAKE YOUR PLACE IN LIMBO WHILE **YOU** RETURN TO YOUR NORMAL WORLD!



LATER... EVEN **THE AVENGERS** DO NOT KNOW THAT ANTHONY STARK, WHO HAS ALLOWED THEM TO MEET IN HIS MANSION, IS REALLY **IRON MAN** HIMSELF! BUT **I** KNOW THEIR SECRETS BECAUSE I HAVE OBSERVED THEM FOR MONTHS-- FROM SPACE!



BUT, ONE THING THE **SPACE PHANTOM** DOES **NOT** KNOW IS THAT THE TOP OF THEIR TABLE IS REALLY A TV WARNING SCREEN!

LOOK! AN INTRUDER IS COMING! **HMM...** HE'S NOT BAD-LOOKING!

HE LOOKS TOO SURE OF HIMSELF! AS THOUGH HE **KNOWS** WE'RE HERE... AND HE'S **PREPARED** FOR US!

NOBODY CAN BE PREPARED FOR **THE HULK!**







LISTEN, LONG HAIR...
WHAT GIVES **YOU**
THE RIGHT TO BUTT
IN THAT WAY??

MY IRRESISTIBLE
URU HAMMER,
FOR ONE THING!

YOU MAY BE
ABLE TO STOP
IRON MAN,
BUT NOT **ME!**



I'M WALKIN'
OUT...AND
NOBODY'S
STOPPING ME!

SO FAR, SO GOOD! I'LL GIVE
THEM MORE TIME TO GET ON
EACH OTHER'S NERVES, AND
THEN I'LL RETURN TO **FINISH**
THE JOB! USING THE HULK'S
IDENTITY, I'LL SOON BREAK
UP THE AVENGERS...FOREVER!



I MIGHT AS WELL
LEARN ALL I CAN
ABOUT THE
UNSUSPECTING
HUMANS, IF THEY
ARE SOON TO BE
MY SUBJECTS!



AH, THERE IS
THE ONE
WHOSE IDENTITY
I **FIRST** TOOK!

HE RETURNED
FROM LIMBO AT
THE SPLIT-SECOND
THAT THE **HULK**
TOOK HIS PLACE!

IT'S **CRAZY**, I TELL
YA! ONE MINUTE I
WAS WALKING DOWN
THE STREET, AND THEN...



LOOK, IF YOU'VE GOT A PROBLEM,
GO TELL A COP! **WE'RE BUSY!**

HONESTLY! THE KOOKS WHO
RUN AROUND **LOOSE** THESE
DAYS!!



I'D BETTER
INTERRUPT
THEM BEFORE
SOMEONE
LISTENS
TO HIS STORY
AND SUSPECTS
THE TRUTH!



**LOOK! IT'S
THE HULK!**

WHAT'S
HE
DOING?

**HELP!!
HE'S ON A
RAMPAGE!**

**BUT SUDDENLY, A SOLEMN TEEN-AGER FEARLESSLY
APPROACHES THE LUMBERING BEHEMOTH...**

I'VE BEEN
WAITING
FOR YOU! YOU'RE
STARTING TO
LOSE CONTROL!
I'D BETTER
TAKE YOU
BACK TO YOUR
SECRET LAB,
HULK!

THIS HUMAN **KNOWS** THE HULK!
I MUST BE CAREFUL...HE MUST
NOT SUSPECT I AM
REALLY THE
**SPACE
PHANTOM!**



WHAT ARE YOU **LOOKIN'** AT ME THAT WAY FOR? I'M ON **YOUR** SIDE, HULK! I'M **RICK JONES**, THE GUY WHOSE LIFE YOU ONCE SAVED... THE GUY WHO LOOKS AFTER YOU, TO MAKE SURE YOU'RE ABLE TO TURN BACK TO DOCTOR BRUCE BANNER WHEN YOU WANT TO!

SO! THE HULK HAS **ANOTHER** IDENTITY!



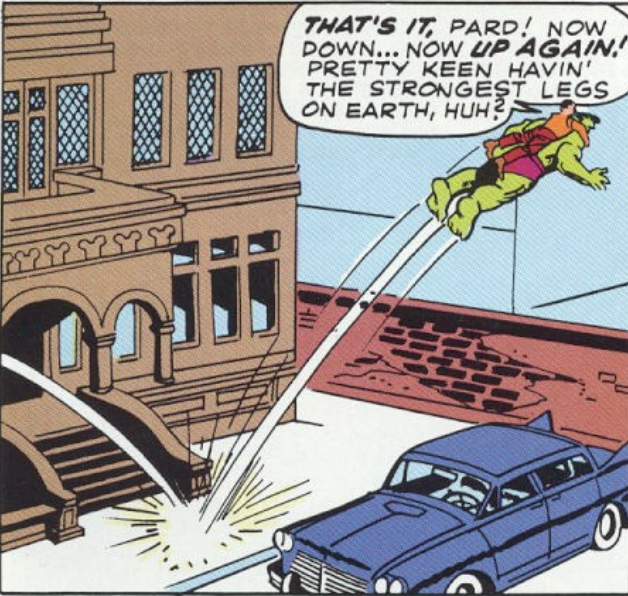
NOW BEND DOWN SO I CAN CLIMB ON YOUR BACK! THAT'S IT! OKAY NOW, **TAKE OFF!** COME ON... **JUMP!** BEFORE THE POLICE GET HERE!

JUMP!? SO THAT IS HOW THE HULK SEEMS TO FLY!!

WELL, WHILE I OCCUPY A FACSIMILE OF HIS BODY, I CAN DO WHAT **HE** CAN!



THAT'S IT, PARD! NOW DOWN... NOW **UP AGAIN!** PRETTY KEEN HAVIN' THE STRONGEST LEGS ON EARTH, HUH?



WAIT! YOU'RE GOIN' IN THE **WRONG DIRECTION!** I-I DON'T **GET** IT, HULK! WHAT'S **GOING ON?** YOU DON'T SEEM TO BE **YOURSELF!**

YOU DIDN'T **RECOGNIZE** ME AT FIRST... AND **NOW**, YOU'RE JUST LEAPING AT **RANDOM!**

HE SUSPECTS! BUT HE CAN DO ME NO **HARM!**



IN FACT, I HAVE AN **URGE** TO **BOAST---** BRAG OF WHAT I HAVE DONE! AND WHAT BETTER PERSON TO REVEAL MY **POWER** TO THAN **THIS...** A WEAK **TEEN-AGER** WHO IS **HELPLESS** WITHOUT THE **REAL HULK!**

HEY, **LOOK OUT!**

YOU LANDED TOO **HARD!** THERE IS SOMETHING **WRONG** WITH YOU... I **KNOW** IT!



THERE IS **MORE** WRONG THAN YOU DREAM, HUMAN FOOL! I AM **NOT** THE TRUE **HULK**,... I HAVE MERELY **IMITATED** HIS BODY, THEREBY TAKING OVER ALL HIS **POWER** AS WELL! FOR I AM **THE SPACE PHANTOM**... THE ONE WHO CAN IMITATE ANY LIVING BEING!!

I SHOULD HAVE **GUESSED!** BUT THEN... WHERE IS THE **REAL** **HULK**??



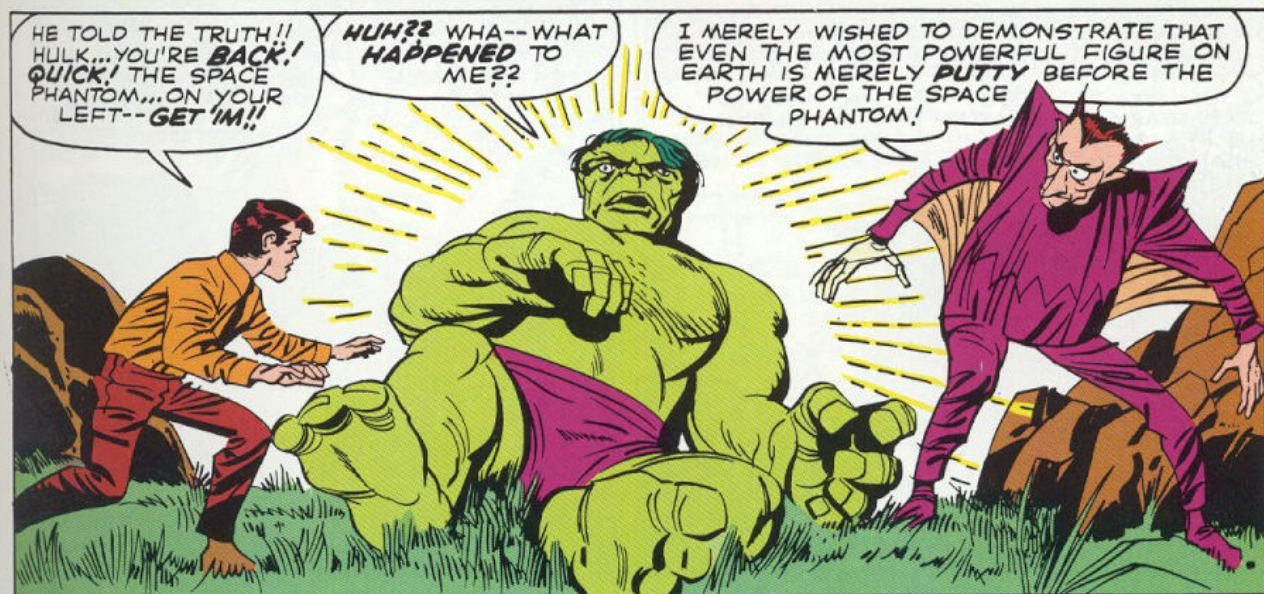
A GOOD QUESTION! TWO BEINGS WHO ARE **EXACTLY** THE SAME CANNOT OCCUPY THE SAME WORLD! SO, WHEN I TAKE ANY CREATURE'S IDENTITY, THAT CREATURE IS INSTANTLY TRANSPORTED TO **LIMBO**... THE PLACE OF NOTHINGNESS... UNTIL I TAKE A **NEW** SHAPE! **WATCH!** I SHALL BRING THE REAL **HULK** BACK, AS I TURN INTO MY TRUE SELF!



HE TOLD THE TRUTH!! **HULK**... YOU'RE **BACK!** **QUICK!** THE **SPACE PHANTOM**... ON YOUR LEFT-- **GET 'IM!!**

HUH?? WHA--WHAT **HAPPENED** TO ME??

I MERELY WISHED TO DEMONSTRATE THAT EVEN THE MOST POWERFUL FIGURE ON EARTH IS MERELY **PUTTY** BEFORE THE POWER OF THE **SPACE PHANTOM!**



HULK! WAIT!! D-DON'T FADE AWAY!! I **NEED** YOU-- THE **WORLD** NEEDS YOU! **HULK!!** COME BACK!!

HE SHALL RETURN WHEN IT SUITS MY PURPOSE TO TAKE A **NEW** IDENTITY... AND NOT ONE INSTANT **SOONER!**



NOW, IN THE POWERFUL IDENTITY OF THE HULK AGAIN, I SHALL RETURN TO THE AVENGERS AND FINISH MY TASK! **THIS** TIME I WILL FIND A WAY TO MAKE THEM **DESTROY** THEMSELVES... AND EARTH SHALL THEN BE **MINE** FOR THE TAKING!

AS FOR THE **BOY**, HE IS OF NO FURTHER CONCERN! THERE IS NOTHING **HE** CAN DO TO STOP ME!

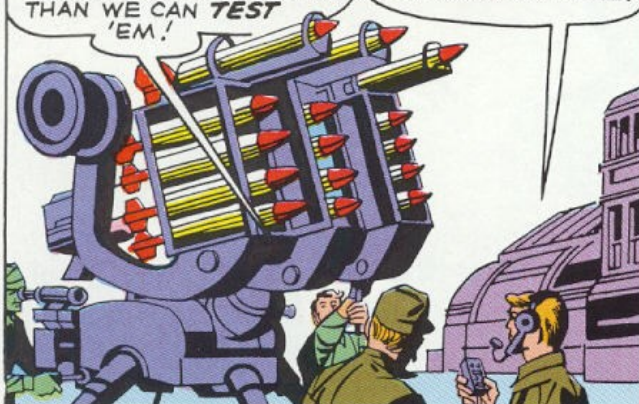
HE'S LEAVING! WHAT DO I DO NOW? WHAT CAN I DO?



A SHORT DISTANCE AWAY, A MULTIPLE ANTI-MISSILE MISSILE GUN, INVENTED BY ANTHONY STARK, IS ABOUT TO UNDERGO ITS FINAL TEST...

I TELL YOU, BILL, THAT TONY STARK IS A **GENIUS**! HE DREAMS UP THESE WEAPONS ALMOST FASTER THAN WE CAN **TEST** 'EM!

YEAH! HARD TO FIGURE WHERE HE GETS TIME TO BE A **PLAYBOY** AS WELL!



HE OUGHT TO **BE** HERE ANY MINUTE! CAN'T START THE TEST **WITHOUT** HIM!

MAYBE HE'LL SEND **IRON MAN** INSTEAD! BOY, IMAGINE HAVING A GUY LIKE **IRON MAN** ON YOUR PAYROLL!!



ON MY WAY TO **THE AVENGERS**, I MIGHT AS WELL DESTROY THIS WEAPON! IT WILL BE SOMETHING **ELSE** THE UNCOMPREHENDING **HULK** WILL BE BLAMED FOR!

IT'S THE **HULK**! HE'S STEALING OUR MISSILE GUN!



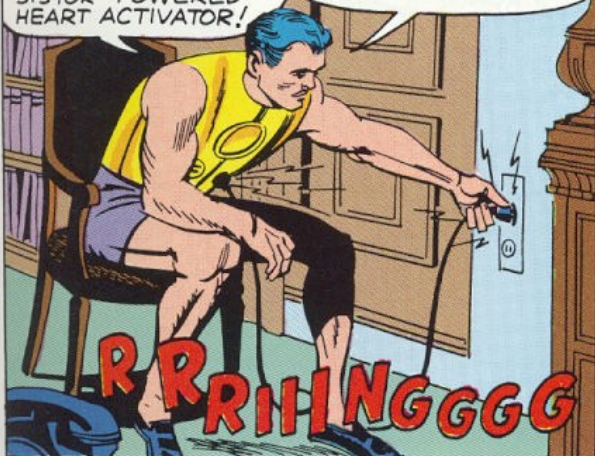
I MUST HAVE ACCIDENTALLY **TRIGGERED** THE DEVICE! **GOOD!** ANY DAMAGE I CAN DO TO THE HUMANS' WEAPONS WILL ULTIMATELY BENEFIT **ME**!



MEANWHILE, IN A PRIVATE, LOCKED ROOM,
ANTHONY STARK UNDERGOES A SECRET LIFE-
GIVING TREATMENT...

I'D HATE TO THINK
WHAT WOULD HAPPEN
IF I EVER **FAILED**
TO CHARGE MY TRAN-
SISTOR-POWERED
HEART ACTIVATOR!

WELL, THAT'S ENOUGH
FOR TODAY!... **THE**
PHONE! IT MUST BE
URGENT, FOR THEM TO
RING ME IN **HERE!**



WHAT?? THE
HULK STOLE
MY MISSILE-
GUN?!!
BUT, THAT'S
IMPOSS--
EH, HOLD
EVERYTHING!!

I'LL SEND **IRON MAN** TO
THE SITE IMMEDIATELY!
HE'LL GET TO THE BOTTOM
OF IT!

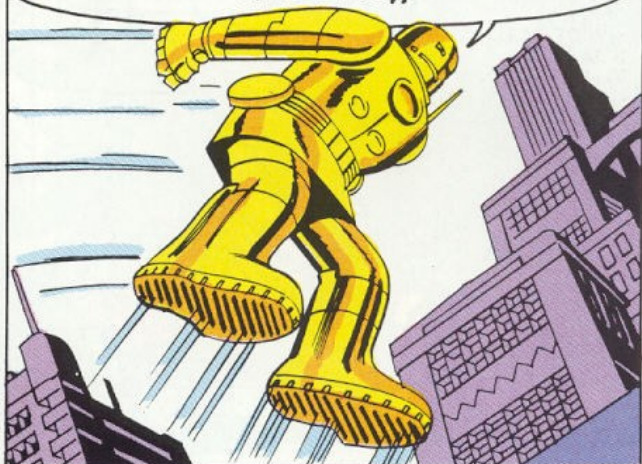
GOOD THING I
GAVE MYSELF
A COMPLETE
CHARGE!



LUCKY THE MISSILES HAD
NO NUCLEAR WARHEADS!
THEY CAN'T DO ANY REAL
DANGER! BUT WHAT CAN
THE HULK BE **UP TO!??**
HE HASN'T BEEN
ACTING LIKE **HIM-
SELF** LATELY!!



WELL, THERE'S ONLY ONE WAY TO **FIND OUT!**
MY BUILT-IN RADAR DEVICE REGISTERS AN UN-
IDENTIFIED OBJECT AT THREE O'CLOCK, A HALF-
MILE AWAY! AND I THINK I CAN GUESS
WHO IT **IS!!**



IT **IS** YOU! I ALWAYS **THOUGHT**
WE HAD MADE A MISTAKE
ALLOWING YOU TO JOIN **THE**
AVENGERS... NOW I'M **SURE**
OF IT!

IRON MAN! REACTING JUST AS I
HOPED HE WOULD! HOW EASY IT IS
FOR THE SPACE PHANTOM TO SOW
THE SEEDS OF DISTRUST AND HATRED
AMONG MY VICTIMS!

I'LL **ATTACK**
HIM! I'M SURE
THE BODY I'VE
IMITATED IS
STRONGER
THAN **HIS!**



BUT, A BATTLE CAN BE WON BY **MORE** THAN STRENGTH! SEIZING THE HULK'S PONDEROUS HAND IN HIS OWN MIGHTY GRIP, **IRON MAN** SENDS A LOW VOLTAGE **ELECTRICAL CHARGE** OUT THRU HIS AMAZING, TRANSISTOR-POWERED FINGERS!



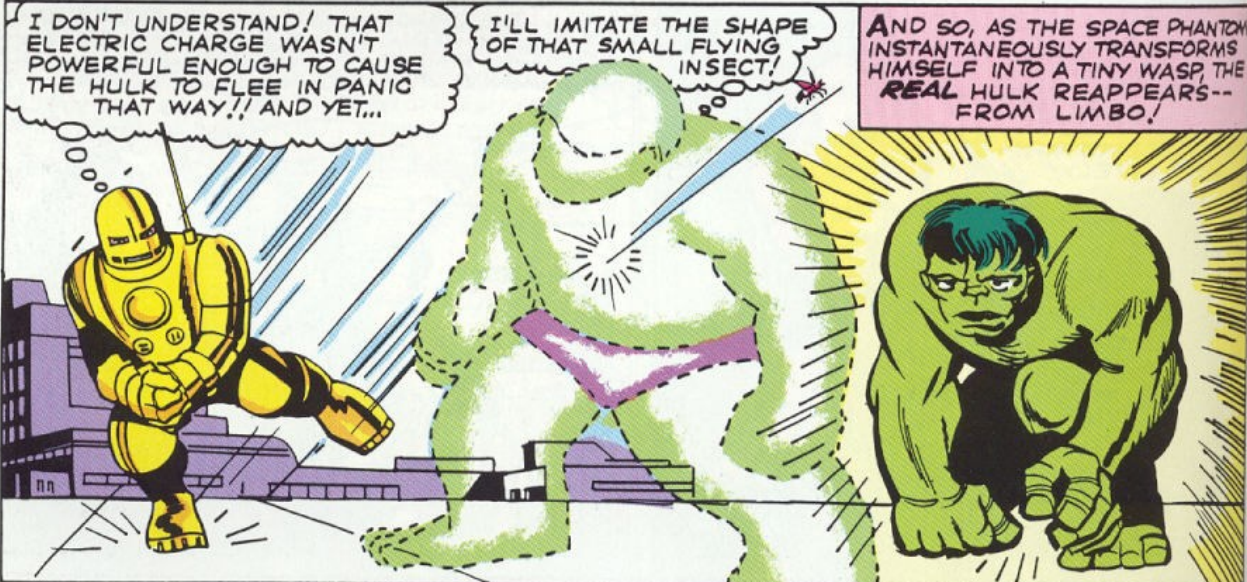
AND, WHILE THE **REAL** HULK WOULD HAVE ENDURED THE PAIN AND FOUGHT BACK IN A PAROXYSM OF SAVAGE FURY, THE SPACE PHANTOM POSSESSES NEITHER HIS COURAGE NOR HIS ALMOST LIMITLESS ENDURANCE, AND SO...



I DON'T UNDERSTAND! THAT ELECTRIC CHARGE WASN'T POWERFUL ENOUGH TO CAUSE THE HULK TO FLEE IN PANIC THAT WAY!! AND YET...

I'LL IMITATE THE SHAPE OF THAT SMALL FLYING INSECT!

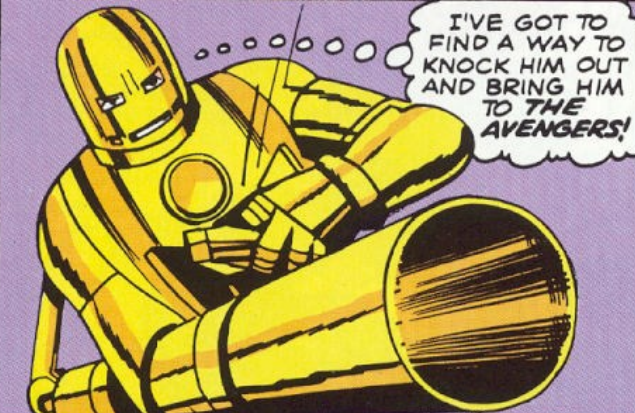
AND SO, AS THE SPACE PHANTOM INSTANTANEOUSLY TRANSFORMS HIMSELF INTO A TINY WASP, THE **REAL** HULK REAPPEARS-- FROM LIMBO!



BUT, SO SWIFT HAS THE CHANGE BEEN, THAT IRON MAN IS UNAWARE OF IT, AND BELIEVES HIMSELF STILL TO BE FIGHTING THE SAME FOE!

I'VE GOT TO FIND A WAY TO KNOCK HIM OUT AND BRING HIM TO THE AVENGERS!

AND **THIS** SHOULD BE JUST THE THING TO DO THE TRICK... WITH APOLOGIES TO **THOR**! STRANGE, THOUGH... **THIS** TIME THE HULK DOESN'T LOOK FEARFUL!



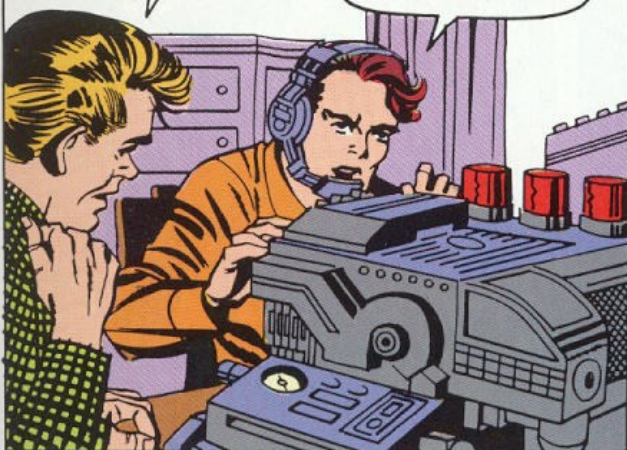
IRON MAN QUICKLY ATTACHES AN EXPANDING DEVICE TO HIS AMAZING COSTUME, TAKEN FROM HIS BUILT-IN CHEST PLATE ACCESSORY COMPARTMENT!

BUT, AT THAT VERY MOMENT, RICK JONES HAS REACHED THE NEAREST MEMBER OF HIS NATION-WIDE "TEEN BRIGADE," AND IMMEDIATELY GOES INTO ACTION!

GOSH, RICK! ARE YOU REALLY GONNA CALL **GIANT-MAN??**

YEAH, IF YOU'LL CLAM UP SO I CAN FIND THE RIGHT WAVELENGTH!

LET'S SEE NOW...



HEY, MA... PA! COME ON IN HERE! RICK IS CALLIN' **GIANT-MAN!** HURRY! DON'T MISS IT!

OH, **GREAT!** THE AVENGERS ARE IN DEADLY DANGER, AND THAT LAMEBRAIN THINKS THIS IS A THREE-RING CIRCUS!

CALLING **GIANT-MAN!** CALLING **GIANT-MAN!**



DO YOU **READ** ME, **GIANT-MAN??**!!
AN **ALIEN** CALLED THE **SPACE PHANTOM** IS IMPERSONATING THE **HULK!** NEED YOUR **HELP!!**

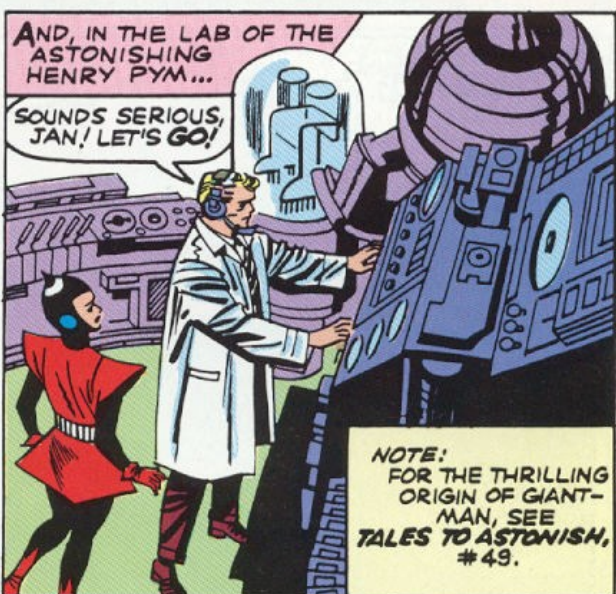
SAY! THIS IS **THRILLING!**

WAIT TILL I TELL THE GIRLS AT MY SEWING CIRCLE!



AND, IN THE LAB OF THE **ASTONISHING HENRY PYM...**

SOUNDS SERIOUS, JAN! LET'S GO!



NOTE:
FOR THE THRILLING ORIGIN OF **GIANT-MAN**, SEE **TALES TO ASTONISH**, #49.

HE CALLED **GIANT-MAN** RATHER THAN **ANT-MAN**, SO IT MUST BE A TOP-PRIORITY EMERGENCY!

WHILE YOU **DOUBLE** YOUR SIZE, I'LL BECOME **WASP-SIZE...** HERE GOES!

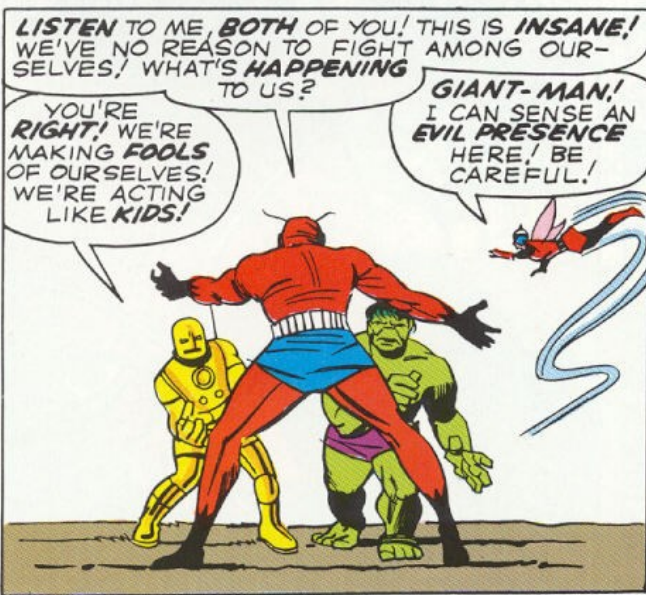
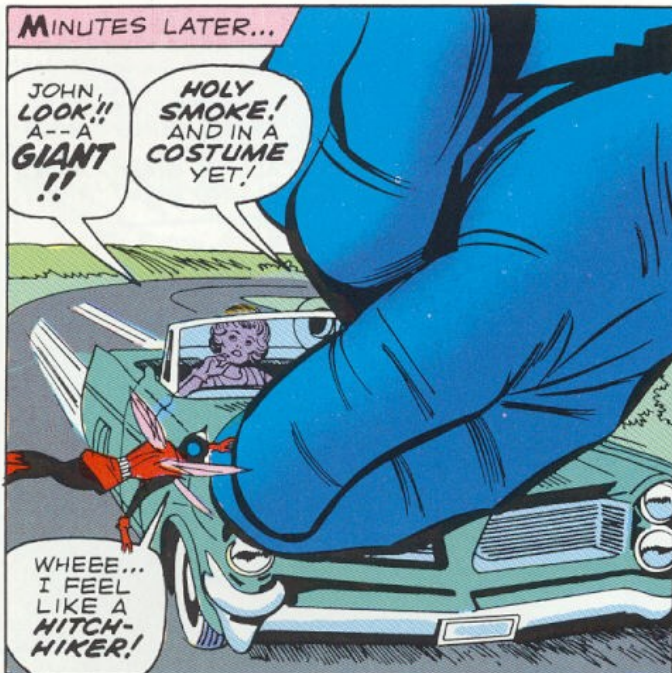


DID ANYONE EVER TELL YOU THAT YOU HAVE THE MOST DELICIOUSLY BLUE EYES, HENRY PYM?

BE SERIOUS, LITTLE ONE! I HAVE A FEELING WE'VE GOT A STRANGE AND DANGEROUS TASK AHEAD OF US!



MINUTES LATER...



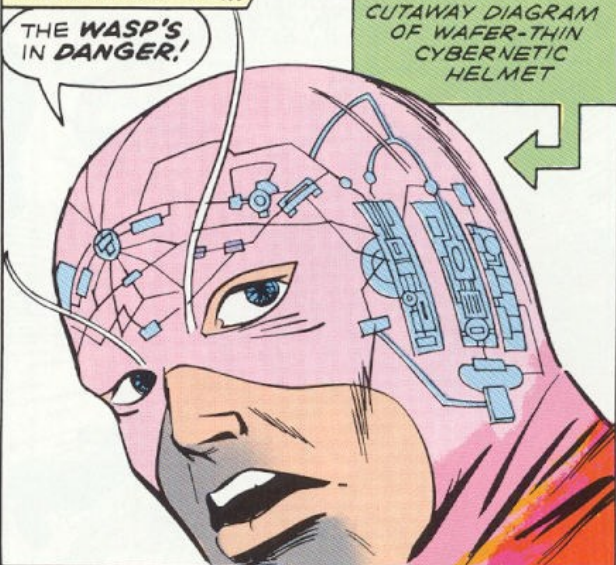
AND THE WASP'S INSTINCTS, HALF FEMALE INTUITION, HALF INSECT SUPER-SENSE, PROVE TO BE **RIGHT!** FOR MINUTES LATER...



GIANT-MAN'S PARTNER! WHAT A STROKE OF LUCK FOR ME!

A **WASP--** ATTACKING ME!! BUT THAT'S **IMPOSSIBLE!** UNLESS-- IT'S NOT A **GENUINE** WASP!

A FEW HUNDRED YARDS AWAY, GIANT-MAN'S NEW AMAZING CYBERNETIC HELMET PICKS UP THE IMPASSIONED IMPULSES OF THE WASP'S FRANTIC BATTLE...



THE **WASP'S** IN **DANGER!**

CUTAWAY DIAGRAM OF WAFER-THIN CYBERNETIC HELMET

THE CYBERNETIC IMPULSES COME FROM THE DIRECTION OF ANTHONY STARK'S FACTORY, JUST ACROSS GRAND CENTRAL PARKWAY!! **FOLLOW ME!**



HE DOESN'T SUSPECT THAT I AM REALLY ANTHONY STARK! ONCE INSIDE THE FACTORY, I'LL BE FIGHTING ON MY HOME GROUNDS!

HERE WE **ARE!** BUT EVERYTHING SEEMS **NORMAL!** THROUGH THIS **DOOR!** THE IMPULSES ARE GETTING **STRONGER!** WHY BOTHER WITH **DOORS?** I'D RATHER TEAR THE **WALLS** APART!



GUIDED TO THE WASP BY HIS SENSITIVE HELMET, THE **GIANT-MAN** DOESN'T NOTICE AN ASTONISHING CHANGE TAKING PLACE BEHIND HIM...

I NO LONGER NEED MY WASP-SHAPE! I SEE A FAR **BETTER** ONE TO "**BORROW**"!!



JAN! THANK HEAVEN YOU'RE **SAFE!**

DON'T WORRY ABOUT **ME!** LOOK **BEHIND** YOU... **QUICK!**

BUT, BEFORE THE TWELVE-FOOT HIGH ADVENTURER CAN TURN AROUND, THE SPACE PHANTOM HAS TAKEN HIS IDENTITY, CAUSING THE REAL GIANT-MAN TO BE SENT INSTANTANEOUSLY TO LIMBO!



FAREWELL, GIANT-MAN! NOW I, THE SPACE PHANTOM, SHALL CONTINUE WHERE I LEFT OFF!



I'M WHIRLING INTO ANOTHER DIMENSION... A SHADY, SILENT WORLD!



THANK YOU, FEMALE HUMAN, FOR ACTING AS A DECOY FOR ME!

I--I SAW WHAT HAPPENED! YOU'RE NOT GIANT-MAN! YOU'VE TAKEN HIS FORM SOMEHOW... BUT YOU'RE NOT HIM!



I SAW IT, TOO! I DON'T KNOW HOW YOU TOOK OVER GIANT-MAN'S BODY... BUT THAT MUST BE WHAT HAPPENED TO ME, TOO!

SO! MY SECRET IS OUT! WELL, NO MATTER, I REALIZE NOW THAT I HAVE NO NEED FOR SECRECY!



BEGONE, WASP! I HAVE MORE IMPORTANT VICTIMS TO SLAY!

ONCE I HAVE DESTROYED THE AVENGERS, ALL OF EARTH WILL TREMBLE BEFORE THE POWER OF THE SPACE PHANTOM!

YEAH?



WELL, YOU FORGOT ONE THING! YOU TOOK THE BIGGEST BODY YOU COULD FIND, BUT NOT THE STRONGEST! THE HULK IS MORE POWERFUL THAN A DOZEN GIANT-MEN!

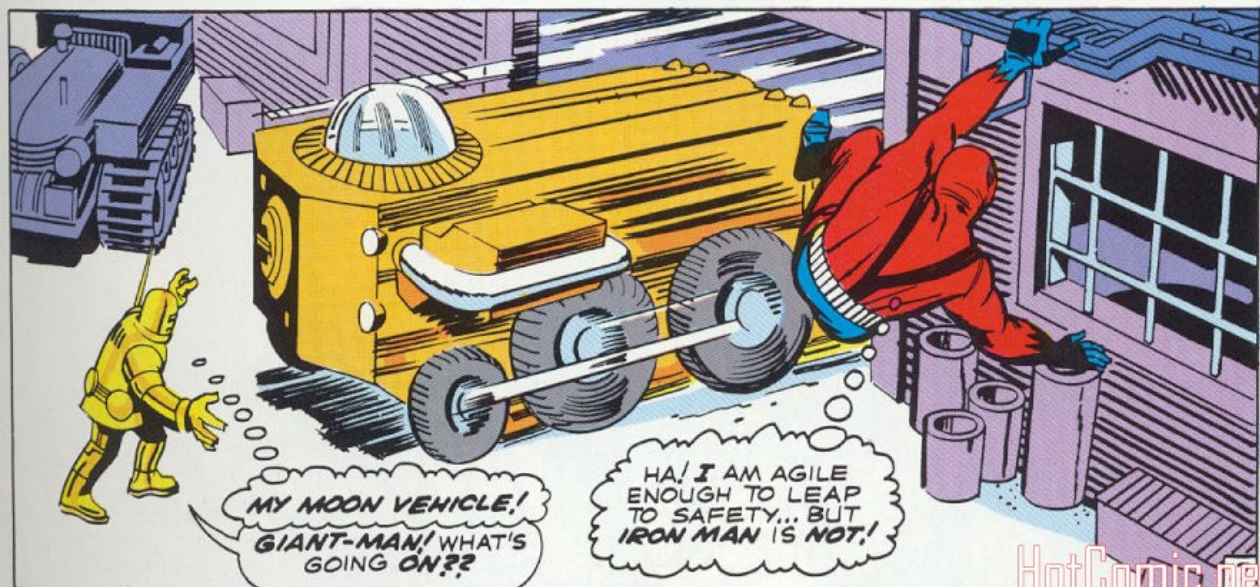
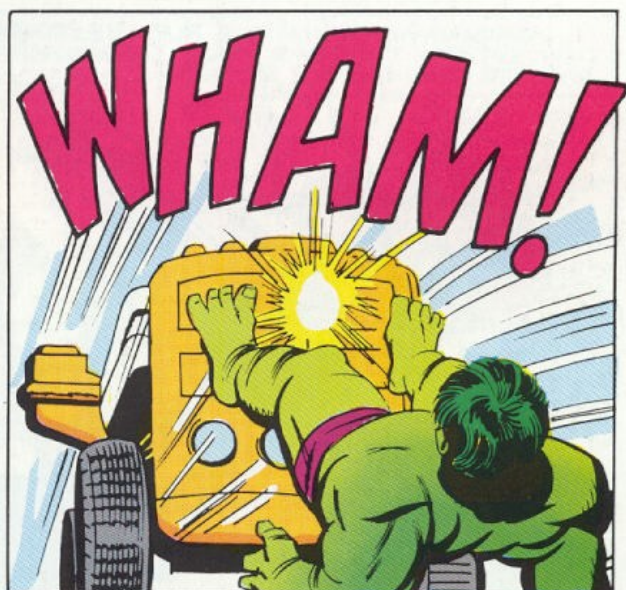
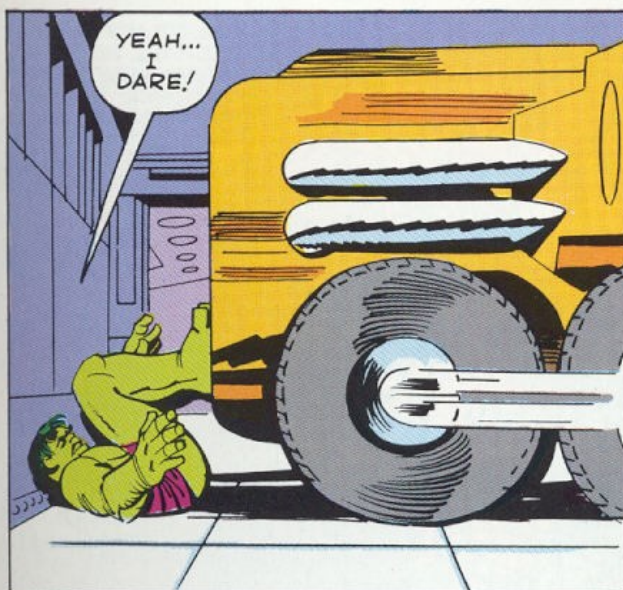
FOR THIS INDIGNITY, I WILL SLAY YOU SLOWLY!

I'VE GOT TO GET HELP! IF--IF ONLY I CAN FIND THOR!

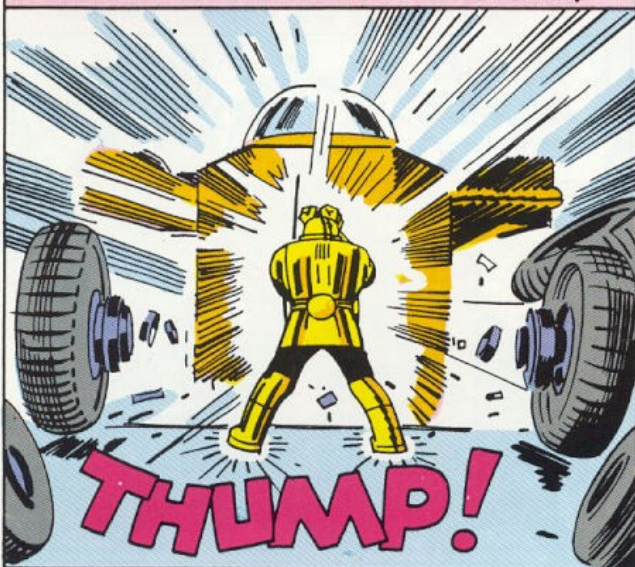
THIS IS ONLY A **SAMPLE** OF WHAT YOU'LL GET
UNLESS YOU BRING BACK THE **REAL** GIANT-MAN!
SEE??!



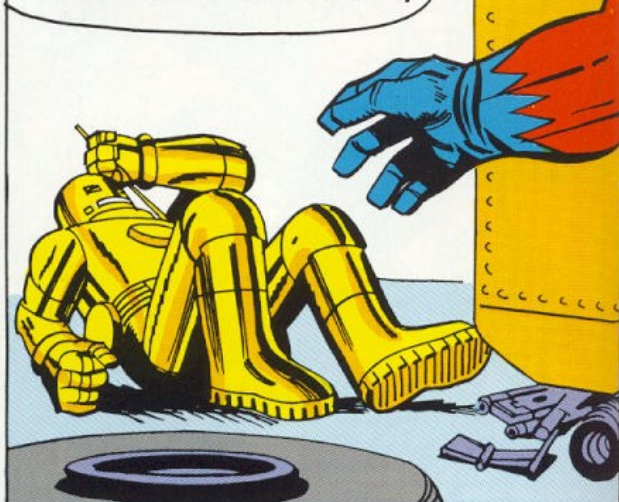
BUT, MOVING WITH UNEXPECTED SPEED, THE
ALIEN IN THE DOUBLE-SIZED HUMAN BODY
DRIVES ANTHONY STARK'S LATEST INVENTION, A
TANK-LIKE MOON TRACTOR, STRAIGHT
TOWARDS THE WAITING HULK!



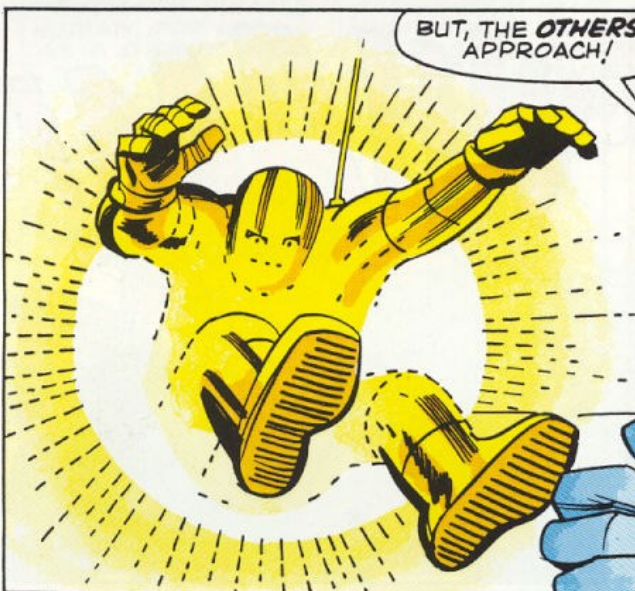
BUT, IN ONE SPLIT SECOND, IRON MAN PRESSES A STUD ON HIS CHEST CONTROL PANEL, CAUSING HIS IRON SUIT TO BECOME RIGID, AND MAGNETIZING HIS IRON BOOTS SOLIDLY TO THE FLOOR!



SO! IT SEEMS THAT *EACH* OF YOU AVENGERS IS MORE POWERFUL THAN I HAD EXPECTED! BUT, NO MATTER! EVEN YOUR *COMBINED* MIGHT IS NOT GREAT ENOUGH TO SAVE YOU FROM THE SPACE PHANTOM!



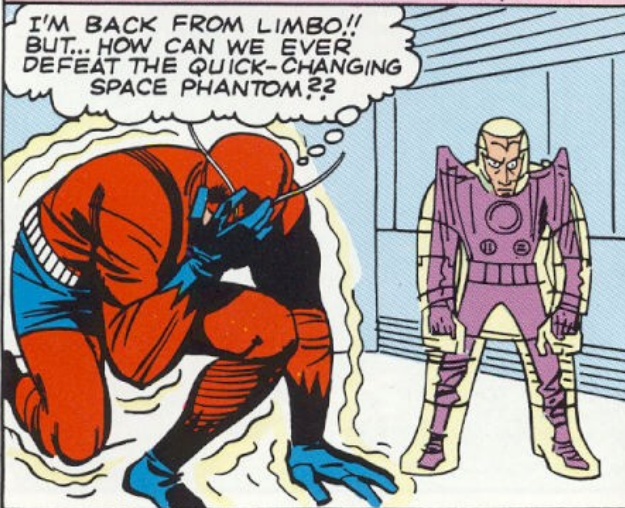
BUT, THE *OTHERS* APPROACH!



I MUST ACT QUICKLY! I SHALL NOW TAKE *IRON MAN'S* FORM! NEITHER THE HULK NOR GIANT-MAN WILL SUSPECT...TILL IT IS *TOO LATE!*



AS THE SPACE PHANTOM SUDDENLY ASSUMES THE IDENTITY OF *IRON-MAN*, THE REAL *GIANT-MAN* DRAMATICALLY REAPPEARS, AND...

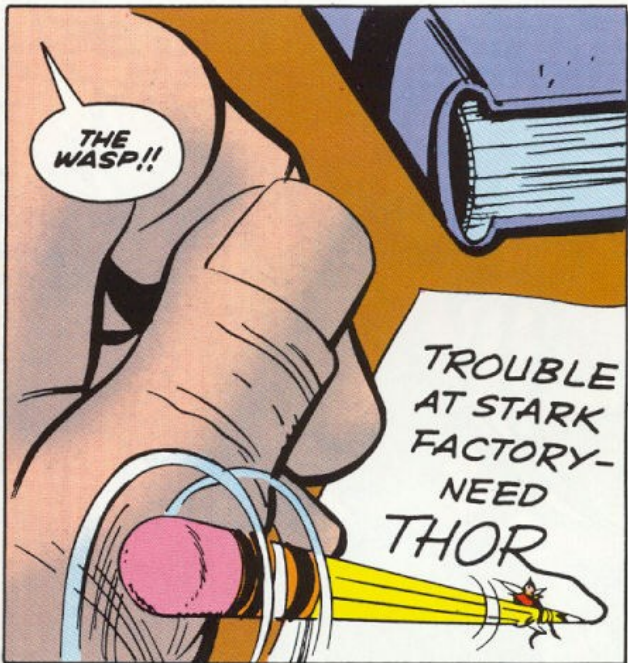


COME ON, GIANT-MAN! DON'T JUST *STAND* THERE! HE TURNED HIMSELF INTO *IRON MAN*! I *SAW* HIM! *GRAB* HIM, BEFORE HE CAN CHANGE AGAIN!



AND, AS THE BATTLE CONTINUES IN STARK'S LONG ISLAND FACTORY, THE WASP DESPERATELY SEEKS HELP FROM THE ONE REMAINING MEMBER OF THE AVENGERS...

WE WERE TOLD TO CALL DR. DON BLAKE WHEN WE WANTED THOR! HE KNOWS HOW TO CONTACT HIM! I'M IN LUCK... THERE'S BLAKE NOW!



WAIT OUTSIDE IN THE RECEPTION ROOM WHILE I SEND FOR THOR!

WILL DO, DOC!
HMM...HE'D BE REAL DREAMY IF HE WAS A LITTLE HUSKIER!



SATISFIED THAT HE IS SAFE FROM PRYING EYES, THE LAME, MILD-LOOKING DOCTOR STAMPS HIS WALKING STICK ONCE UPON THE FLOOR, AND THEN...



...A STRONG, COMMANDING VOICE RINGS OUT INTO THE NEXT ROOM, AS THE WASP RETURNS...

WHO SUMMONS THE GOD OF THUNDER?
I-- THE WASP!



THEN, AFTER QUICKLY TELLING HER STORY...

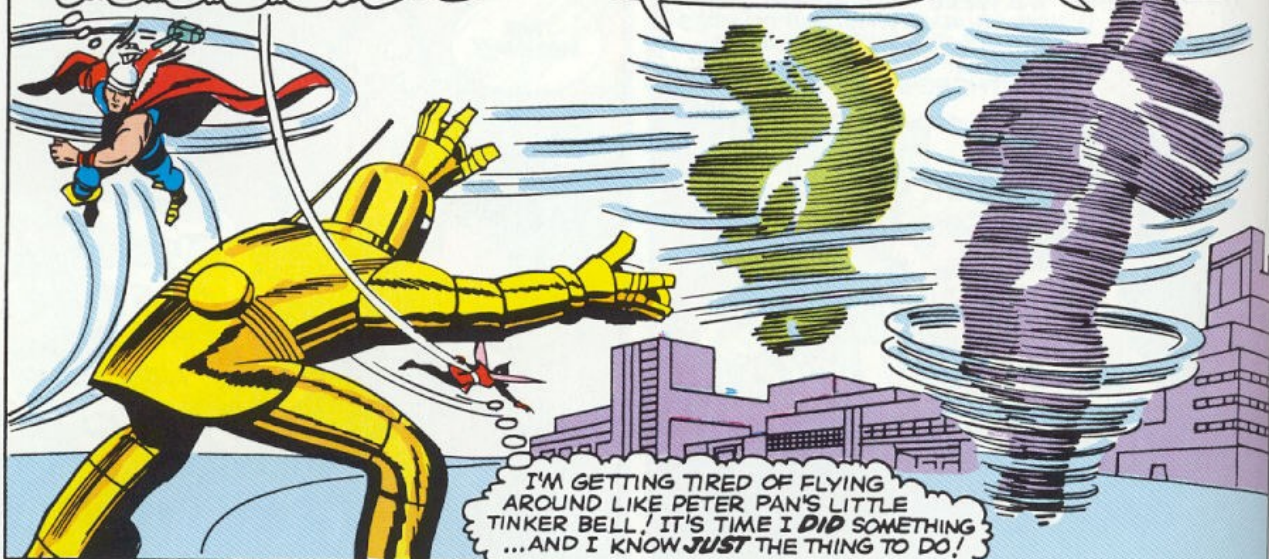
HE SOUNDS LIKE A BURLESQUE OF A COMIC HERO IN "MAD" MAGAZINE! BUT WITH THOSE SHOULDERS...THOSE EYES--WHO CARES HOW CORNY HE TALKS!!!

ON TO THE FACTORY OF TONY STARK! DEATH TO THE SPACE PHANTOM!

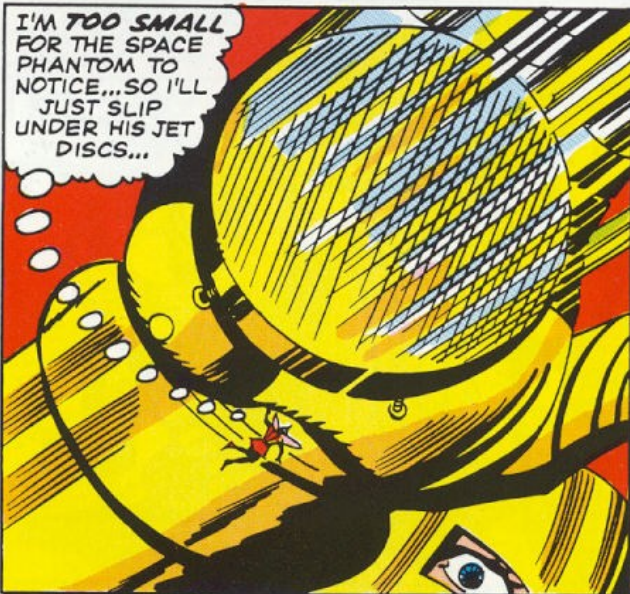
IRON MAN... USING HIS TRANSISTOR-POWERED JET STREAM DISCS TO KEEP THE HULK AND GIANT-MAN AT BAY!! HE MUST BE THE SPACE PHANTOM!

THOSE AIR JETS HAVE TO RUN OUTTA STEAM SOONER OR LATER... AND WHEN THEY DO....!!

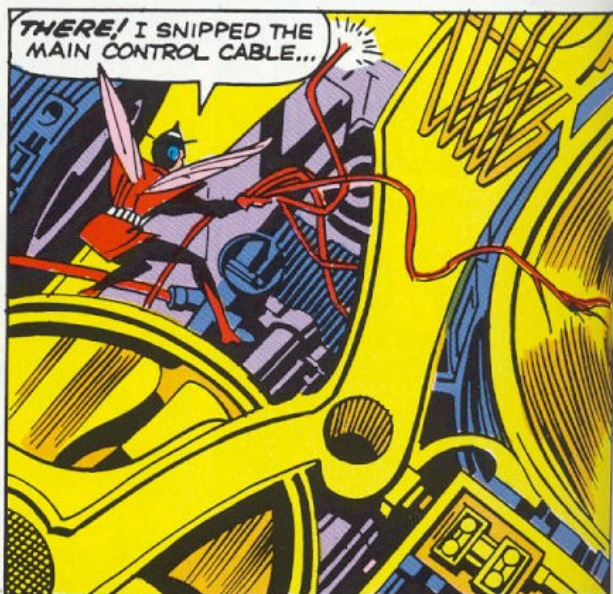
EASY, HULK! HERE COMES THOR! NOW THE GANG'S ALL HERE!



I'M TOO SMALL FOR THE SPACE PHANTOM TO NOTICE... SO I'LL JUST SLIP UNDER HIS JET DISCS...

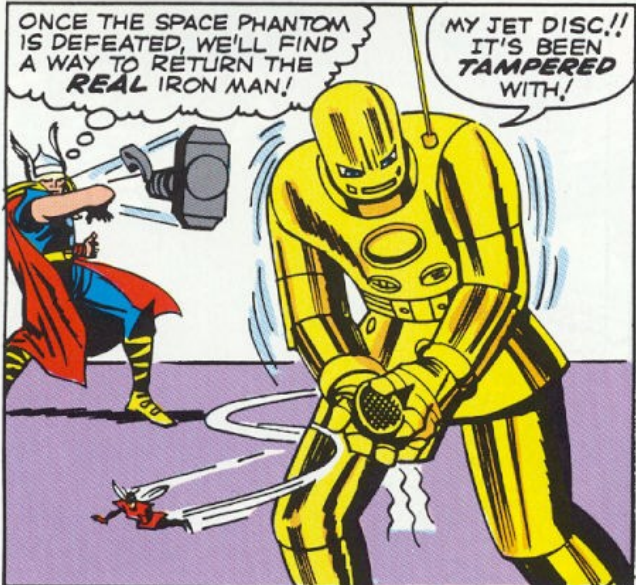


THERE! I SNIPPED THE MAIN CONTROL CABLE...



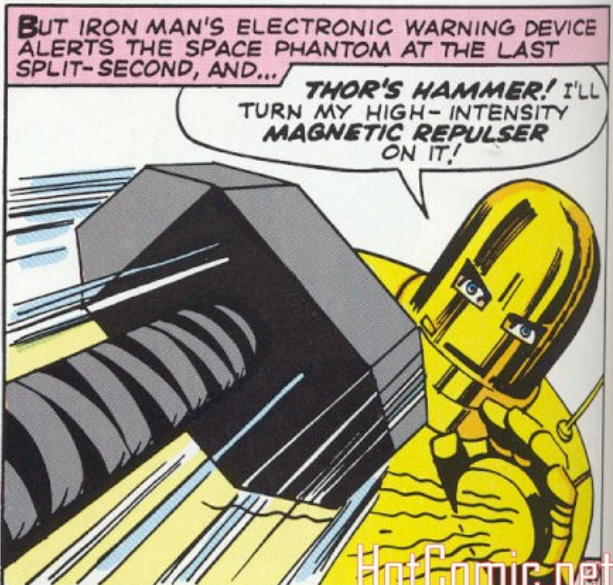
ONCE THE SPACE PHANTOM IS DEFEATED, WE'LL FIND A WAY TO RETURN THE REAL IRON MAN!

MY JET DISC!! IT'S BEEN TAMPERED WITH!



BUT IRON MAN'S ELECTRONIC WARNING DEVICE ALERTS THE SPACE PHANTOM AT THE LAST SPLIT-SECOND, AND...

THOR'S HAMMER! I'LL TURN MY HIGH-INTENSITY MAGNETIC REPULSER ON IT!





BUT, NO SOONER ARE THE WORDS SPOKEN, THAN THE TOTALLY UNEXPECTED OCCURS....!

NO! THIS IS IMPOSSIBLE! I-I'M GOING TO LIMBO INSTEAD OF YOU! B-BUT HOW??

YOUR POWER ONLY AFFECTS HUMANS! BUT I AM THE GOD OF THUNDER!

AND, AS THE SPACE PHANTOM'S POWER BACKFIRES AGAINST HIM, THE REAL IRON MAN RETURNS FROM LIMBO... HAVING BEEN REPLACED BY THE AWESOME ALIEN HIMSELF!

I-I'M BACK!

IT IS ENDED, IRON MAN! WE HAVE WON!

BUT WHAT HAPPENS WHEN THE SPACE PHANTOM RETURNS?

HE'S NOT LIKELY TO! HE'LL HAVE TO REMAIN IN LIMBO UNTIL SOMEONE COMES TO REPLACE HIM!

THAT MEANS HE STAYS THERE FOREVER!

IT IS STRANGE... FOR MOST OF OUR BATTLE, WE THOUGHT WE WERE FIGHTING EACH OTHER! WE NEVER SUSPECTED!

I NEVER SUSPECTED HOW MUCH EACH OF YOU HATES ME, DEEP DOWN! I COULD TELL BY THE WAY YOU FOUGHT ME... BY THE REMARKS YOU MADE!

WELL, I DON'T NEED ANY OF YOU! I'M STILL THE HULK!

I'M STILL THE STRONGEST THING WALKIN' THE EARTH!

AND WHATEVER I DO FROM NOW ON, I DO ALONE!

THANK HEAVENS HE'S LEAVING! HE--HE TERRIFIED ME!

PERHAPS HE DID, WASP! BUT HE'LL BE MORE DANGEROUS THAN EVER NOW!

WITHOUT THE AVENGERS TO KEEP HIM IN CHECK, WHAT WILL HE DO NEXT?

NEXT ISSUE: THE HULK TEAMS UP WITH ONE OF YOUR FAVORITE SUPER CHARACTERS TO BATTLE THE AVENGERS, IN ANOTHER 22-PAGE MARVEL EPIC! REMEMBER, THE STORIES, THE ART, THE SUPER-CHARACTERS YOU'VE ALWAYS WANTED, ARE HERE AT LAST, IN THIS... THE LONG AWAITED MARVEL AGE OF COMICS!