

BORN WITH GENETIC MUTATIONS THAT GIVE THEM ABILITIES BEYOND THOSE OF NORMAL HUMANS, MUTANTS ARE THE NEXT STAGE IN EVOLUTION. AS SUCH, THEY ARE FEARED AND HATED BY HUMANITY. BUT A GROUP OF MUTANTS KNOWN AS THE X-MEN FIGHT FOR PEACEFUL COEXISTENCE BETWEEN MUTANTS AND HUMANKIND. BUT NOT ALL MUTANTS SEE PEACEFUL COEXISTENCE AS A REALITY.

# X ALL-NEW X-MEN

THE ORIGINAL X-MEN—JEAN GREY, CYCLOPS, ICEMAN, ANGEL, AND BEAST—WERE BROUGHT FORWARD IN TIME IN AN ATTEMPT TO SHINE A LIGHT ON THE ERRORS OF THE PRESENT-DAY X-MEN. UNABLE TO RETURN TO THE PAST, THEY HAVE TEAMED UP WITH FELLOW MUTANT X-23 AND ARE NOW UNDER THE INSTRUCTION OF MAGIK.

SINCE ARRIVING IN THE PRESENT, THE ORIGINAL X-MEN HAVE BEEN HUNTED, JAILED, DIVIDED, AND SPURNED BY THEIR OWN PEOPLE. THEY HAVE TRAVELED THE COSMOS, BEEN TRAPPED IN ALTERNATE DIMENSIONS, AND FACED DOWN THE THREAT OF DEATH. DESPITE ALL OF THIS, THE PRESENT IS STARTING TO FEEL LIKE WHERE THEY BELONG.

AS THE YOUNG X-MEN ENJOYED THEIR BRIEF MOMENT OF PEACE, S.H.I.E.L.D. WAS ALERTED TO A MUTANT-RELATED CONFLICT ON UTOPIA ISLAND, THE FORMER HOME OF THE X-MEN. A TEAM OF S.H.I.E.L.D. AGENTS LANDED ON THE ISLAND TO INVESTIGATE BUT SOON CAME INTO CONFLICT WITH A GROUP OF HOSTILE MUTANTS AND WERE SEEMINGLY WIPED OUT.

BRIAN MICHAEL  
**BENDIS**  
WRITER

MAHMUD  
**ASRAR**  
ARTIST

MARTE  
**GRACIA**  
COLORIST

VC'S CORY  
**PETIT**  
LETTERER

**MAHMUD ASRAR AND MARTE GRACIA**  
COVER ARTISTS

XANDER  
**JAROWEY & MIKE**  
EDITORS

AXEL  
**ALONSO**  
EDITOR IN CHIEF

JOE  
**QUESADA**  
CHIEF CREATIVE OFFICER

DAN  
**BUCKLEY**  
PUBLISHER

ALAN  
**FINE**  
EXECUTIVE PRODUCER

X-Men created by **STAN LEE** and **JACK KIRBY**

When you see this: **AR**, open up the **MARVEL AR APP** (available on applicable Apple® iOS or Android™ devices) and use your camera-enabled device to unlock extra-special exclusive features!

**ALL-NEW X-MEN No. 41, August 2015.** Published Monthly except in February and March by MARVEL WORLDWIDE, INC., a subsidiary of MARVEL ENTERTAINMENT, LLC. OFFICE OF PUBLICATION: 135 West 50th Street, New York, NY 10020. **BULK MAIL POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES.** © 2015 MARVEL. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. \$3.99 per copy in the U.S. (GST #R127032852) in the direct market; Canadian Agreement #40668537. Printed in the USA. Subscription rate (U.S. dollars) for 12 issues: U.S. \$26.99; Canada \$42.99; Foreign \$42.99. **POSTMASTER: SEND ALL ADDRESS CHANGES TO ALL-NEW X-MEN, C/O MARVEL SUBSCRIPTION P.O. BOX 1527 LONG ISLAND CITY, NY 11101. TELEPHONE # (888) 511-5480. FAX # (347) 537-2649. subscriptions@marvel.com.** ALAN FINE, President, Marvel Entertainment; DAN BUCKLEY, President, TV, Publishing and Brand Management; JOE QUESADA, Chief Creative Officer; TOM BREVOORT, SVP of Publishing; DAVID BOGART, SVP of Operations & Procurement, Publishing; C.B. CEBULSKI, VP of International Development & Brand Management; DAVID GABRIEL, SVP of Print, Sales & Marketing; JIM O'KEEFE, VP of Operations & Logistics; DAN CARR, Executive Director of Publishing Technology; SUSAN CRESPI, Editorial Operations Manager; ALEX MORALES, Publishing Operations Manager; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Jonathan Rheingold, VP of Custom Solutions & Ad Sales, at jrheingold@marvel.com. For Marvel subscription inquiries, please call 888-511-5480. **Manufactured between 05/08/2015 and 05/19/2015 by QUAD/GRAPHICS WASECA, WASECA, MN, USA.**

**THE NEW XAVIER SCHOOL  
LOCATION: SECRET.  
TODAY.**

WE'RE STILL DOING THIS?

I'VE BEEN OFF OF EARTH FOR WHO KNOWS HOW LONG, BOBBY. I FULLY INTEND ON DOING THIS FOR THE REST OF THE WEEK.

I'M FINE WITH IT, SCOTTY, JUST MAKING SURE.

WHERE DO WE THINK ANGEL AND LAURA WENT TO?

DO YOU NEED US TO DRAW YOU A PICTURE, HENRY?

IT'S NONE OF OUR BUSINESS, GUYS.

SAYS THE PSYCHIC WHO CAN READ ALL OF OUR MINDS.

DON'T YOU ALL GANG UP ON ME.

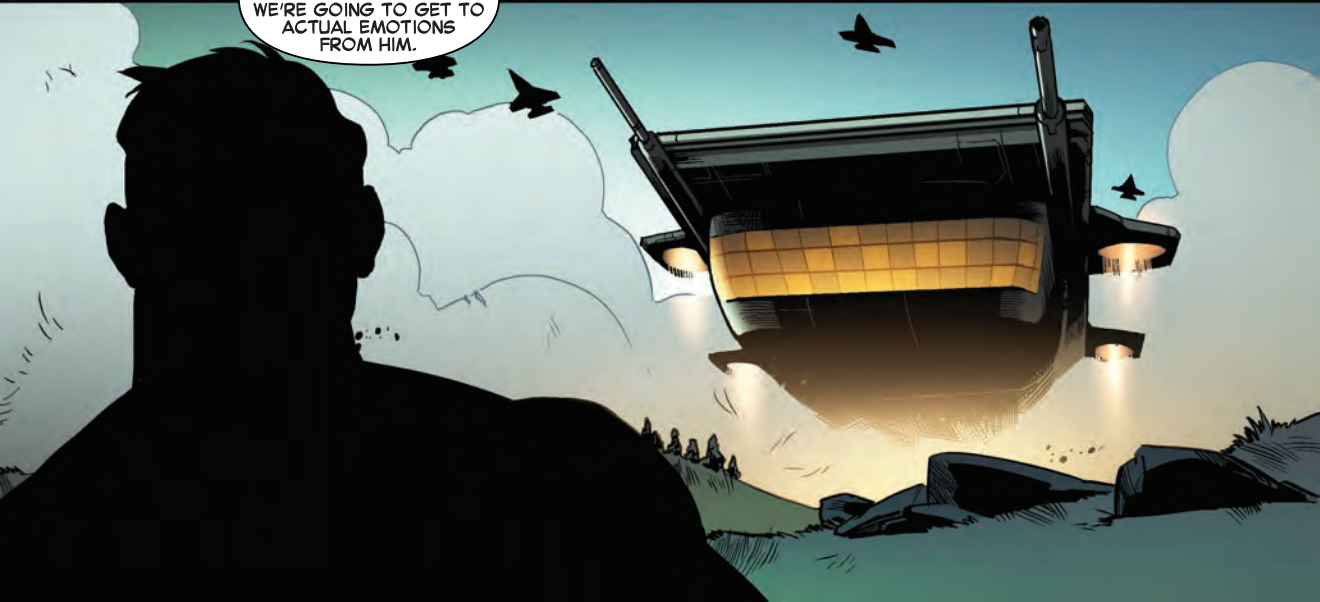
HEY, NOSY GREY, WHAT IS CYCLOPS THINKING?

HE'S THINKING HE REALLY MISSED US.

GUYS, YOU SHOULDN'T BE--

HENRY, SHUSH!

SCOTT IS PSYCHICALLY EMOTING, THIS IS AS CLOSE AS WE'RE GOING TO GET TO ACTUAL EMOTIONS FROM HIM.





WHAT DO WE DO?

WHAT DO WE DO? DO WE RUN?

IT'S S.H.I.E.L.D.

ABSOLUTELY NOT.



TO ME, MY X-MEN.

MAGIK, WHAT ARE WE--?

WE'RE GETTING THE HELL OUT OF HERE.

PLEASE DON'T.



I'M UNARMED.

I'M BY MYSELF.

HEAR ME OUT.

THIS IS PRIVATE PROPERTY, DIRECTOR HILL.



YES. NO OFFENSE, MISS HILL...BUT YOU JUST PULLED A BIG FLYING TANK UP TO OUR FRONT LAWN.

PRECISELY.

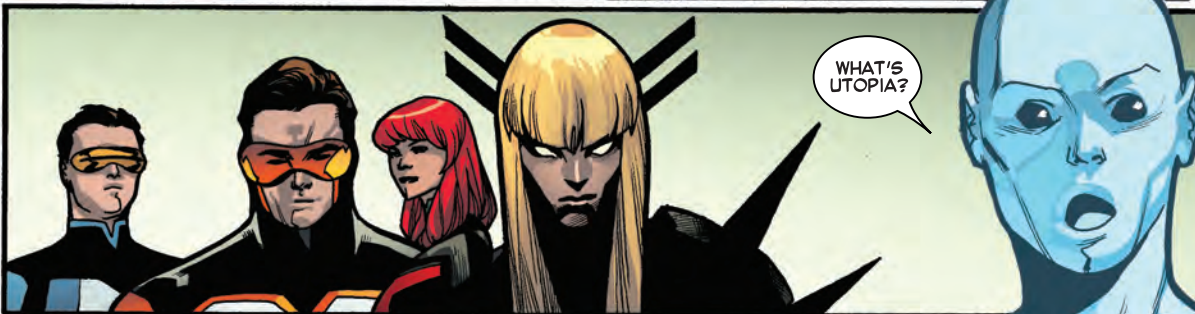
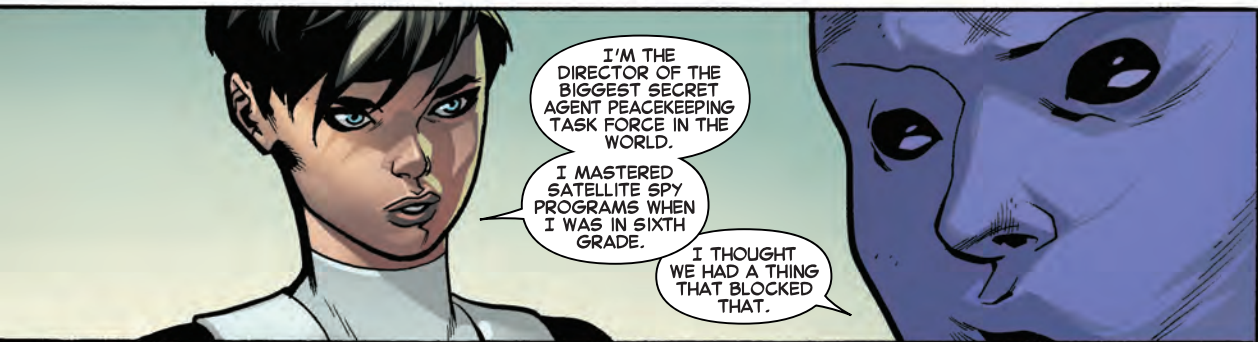


I JUST-- I NEED YOUR HELP.

JUST LISTEN FOR A MINUTE AND--

I THOUGHT THIS WAS A SECRET HIDDEN SCHOOL...

...HOW DID YOU EVEN KNOW WE WERE HERE?





"IT'S THIS ABANDONED MUTANT HEADQUARTERS OFF THE COAST OF SAN FRANCISCO."

"IT USED TO BE THE CENTER OF THE X-MEN UNIVERSE BUT...THINGS CHANGE."

"THERE WERE SOME OFF-THE-CHARTS DISTURBANCES DETECTED ON THE ISLAND SO I SENT A S.H.I.E.L.D. ALPHA SQUAD TO LOOK INTO IT."

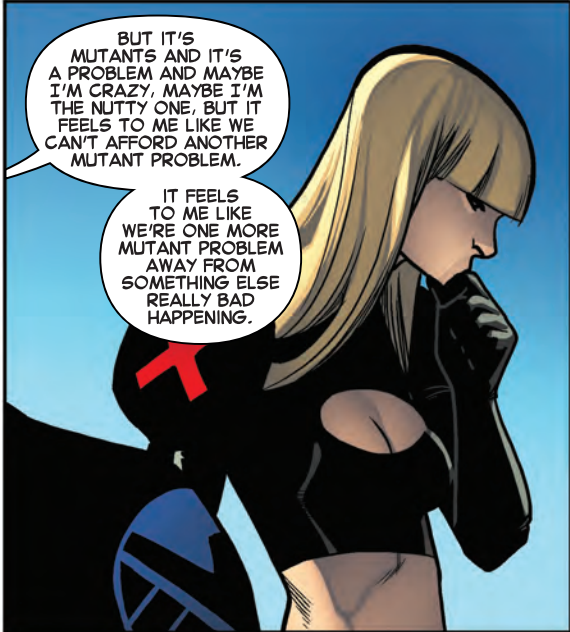


THEY HAVE NOT RETURNED.

THE FOOTAGE WE HAVE OFF THE SIDE OF THE QUINCARRIER PLUS THE SATELLITE FOOTAGE SHOWS MUTANT ACTIVITY.

IT'S A MUTANT PROBLEM.

GOOD MUTANTS OR BAD MUTANTS, I DO NOT KNOW.



BUT IT'S MUTANTS AND IT'S A PROBLEM AND IT'S A PROBLEM AND MAYBE I'M CRAZY, MAYBE I'M THE NUTTY ONE, BUT IT FEELS TO ME LIKE WE CAN'T AFFORD ANOTHER MUTANT PROBLEM.

IT FEELS TO ME LIKE WE'RE ONE MORE MUTANT PROBLEM AWAY FROM SOMETHING ELSE REALLY BAD HAPPENING.



SO INSTEAD OF SENDING THIS GIANT FLYING TANK OF HIGHLY TRAINED S.H.I.E.L.D. AGENTS OVER THERE TO GET THEIR ASSES HANDED TO THEM BY WHATEVER IS OVER THERE HANDING PEOPLE THEIR ASSES...

...I THOUGHT MAYBE SOME OF YOU WOULD LIKE TO GO OVER THERE AND SETTLE IT ALL DOWN.

WHAT SAY YOU?