

Months before Peter Parker was shot and killed, grade schooler Miles Morales was about to start a new chapter in his life in a new school when he was bitten by a stolen, genetically altered spider that granted him incredible arachnid-like powers.

News he has only shared with his best friend Ganke. Ganke is helping Miles figure out how to be Spider-Man.



## PREVIOUSLY IN

# MILES MORALES: THE ULTIMATE SPIDER-MAN



Miles's father, Jefferson Davis, after abandoning Miles when he revealed his secret identity, has returned.

Miles also told his new girlfriend, Katie Bishop, that he was Spider-Man, but she ran away from him. What Miles didn't know was that Katie's parents were secretly Hydra agents.

He also didn't suspect that Katie's father would drug and kidnap him.

Meanwhile, a couple of mystery burglars in Spider-Man-like suits have been terrorizing the city with a very specific crime spree. Some of the media has blamed the real Spider-Man. The police have not been able to catch them.

BRIAN MICHAEL BENDIS  
writer

DAVID MARQUEZ  
artist

JUSTIN PONSOR  
color

VC'S CORY PETIT  
lettering

DAVID MARQUEZ WITH  
JUSTIN PONSOR  
cover art

IRENE Y. LEE  
production

EMILY SHAW AND  
CHRIS ROBINSON  
assistant editors

MARK PANICCIA  
editor

AXEL ALONSO  
editor in chief

JOE QUESADA  
chief creative officer

DAN BUCKLEY  
publisher

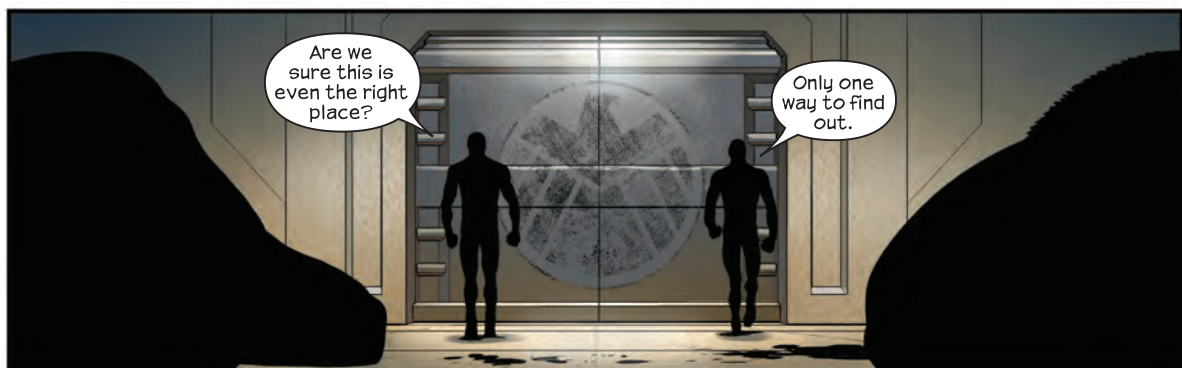
ALAN FINE  
executive producer

MILES MORALES: ULTIMATE SPIDER-MAN No. 11, May 2015. Published Monthly 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 Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. 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 MILES MORALES: ULTIMATE SPIDER-MAN, 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, EVP - Office of the President, Marvel Worldwide, Inc. and EVP & CMO Marvel Characters B.V.; DAN BUCKLEY, Publisher & President - Print, Animation & Digital Divisions; JOE QUESADA, Chief Creative Officer; TOM BREYDOOT, SVP of Publishing; DAVID BOGART, SVP of Operations & Procurement; Publishing; O.B. CEBULSKI, SVP of Creator & Content Development; 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 Niza Disla, Director of Marvel Partnerships, at ndisla@marvel.com. For Marvel subscription inquiries, please call 888-511-5480. Manufactured between 02/13/2015 and 02/24/2015 by QUAD/GRAPHICS WASECA, WASECA, MN, USA.





**S.H.I.E.L.D. High-Security Warehouse.  
Location Top Secret.**







Which way?

This way.



That one?

It's on the list.



I believe it. We are in the right place.

All this and they have *two* guards with batons?

Hey, S.H.I.E.L.D. doesn't exist anymore.

This place doesn't exist anymore.

Who's supposed to pay for all the security this place needs?



I don't know, but, wow, this is the easiest money we have ever made in our entire lives.

Pack it up and let's get out of here.

Just in case it isn't as easy as it looks.



I promise you, it's not as easy as it looks.





I've been looking all over for you two!!

SMACK

SMACK

JESSICA DREW  
**BLACK WIDOW**



Aaggh!!

Haa!



The hell did you come from??



Ha!

SMACK

AAGGH!!



WHUMP



Who are you two idiots?!?!

TWIPP

TWIPP