

WHEN FORMER U.S. AIR FORCE PILOT CAROL DANVERS WAS CAUGHT IN THE EXPLOSION OF AN ALIEN DEVICE, SHE WAS IMBUED WITH SUPERHUMAN POWERS. AS AN AVENGER SHE USED HER GIFTS TO PROTECT THE PLANET. NOW A NEW CHAPTER AWAITS, YET SHE IS AND ALWAYS WILL BE EARTH'S MIGHTIEST HERO. SHE IS..

CAPTAIN MARVEL

IN "RISE OF THE ALPHA FLIGHT" PART FIVE

CAROL DANVERS'S APPOINTMENT TO COMMANDER OF THE ALPHA SPACE STATION HAS BEEN NOTHING SHORT OF EVENTFUL.

WHILE EXPLORING A MYSTERIOUS ALIEN GHOST SHIP ON A COLLISION COURSE WITH THE STATION, DANVERS HAD HER POWERS SAPPED AND BEGAN HAVING VISIONS OF MEMORIES BELONGING TO MAR-VELL, THE KREE SOLDIER WHOSE MANTLE SHE TOOK UP.

WHEN ALPHA FLIGHT DISCOVERED THAT THE MYSTERIOUS CRAFT WAS THE CAUSE OF CAROL'S AILS, THEY SACRIFICED THE OUTER RING OF THEIR SPACE STATION TO DESTROY IT. UNFORTUNATELY FOR THEM, A MUCH LIVELIER ALIEN SHIP HAS SURFACED AND ITS CREW SEEMS DISINTERESTED IN PEACEFUL NEGOTIATIONS...

**MICHELE FAZEKAS
& TARA BUTTERS**
WRITERS

**KRIS ANKA WITH
FELIPE SMITH**
ARTISTS

**MATTHEW
WILSON**
COLOR ARTIST

VC'S JOE CARAMAGNA
LETTERER

KRIS ANKA
COVER

**MAHMUD ASRAR &
DAVE MCCAIG**
VARIANT COVER

CHARLES BEACHAM
ASSISTANT EDITOR

SANA AMANAT
EDITOR

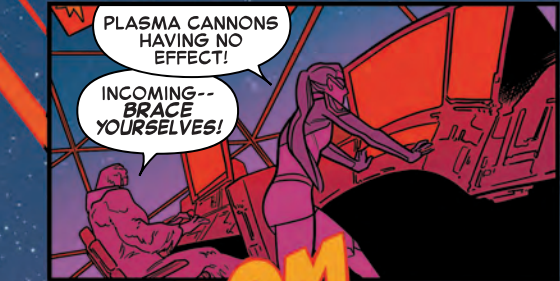
AXEL ALONSO
EDITOR IN CHIEF

JOE QUESADA
CHIEF CREATIVE OFFICER

DAN BUCKLEY
PUBLISHER

ALAN FINE
EXECUTIVE PRODUCER

CAPTAIN MARVEL No. 5, July 2016. 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. © 2016 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 #40688597. 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 CAPTAIN MARVEL, C/O MARVEL SUBSCRIPTIONS P.O. BOX 727 NEW HYDE PARK, NY 11040. TELEPHONE # (888) 511-5480. FAX # (347) 537-2649. subscriptions@marvel.com. ALAN FINE, President, Marvel Entertainment; DAN BUCKLEY, President, TV, Publishing & Brand Management; JOE QUESADA, Chief Creative Officer; TOM BREVOORT, SVP of Publishing; DAVID BOGART, SVP of Business Affairs & Operations, Publishing & Partnership; C.B. CEBULSKI, VP of Brand Management & Development, Asia; DAVID GABRIEL, SVP of Sales & Marketing, Publishing; JEFF YOUNGQUIST, VP of Production & Special Projects; DAN CARR, Executive Director of Publishing Technology; ALEX MORALES, Director of Publishing Operations; SUSAN CRESPI, Production Manager; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Vit DeBellis, Integrated Sales Manager, at vdebells@marvel.com. For Marvel subscription inquiries, please call 888-511-5480. Manufactured between 04/29/2016 and 05/10/2016 by QUAD/GRAPHICS WASECA, WASECA, MN, USA.





AGH!
GIMME A BREAK, DANVERS, I'M TRYING TO TURN A WATER RECOVERY SYSTEM INTO A SHIELD GENERATOR, IT TAKES A LITTLE TIME!

WE'RE OUT OF TIME!



THIS ISN'T GONNA WORK...



IT'S GONNA WORK, WENDY!

LET'S FIRE IT UP. REROUTE POWER FROM THE SCIENCE MODULE.



THERE IS NO POWER IN THE SCIENCE MODULE.



FINE. HOW IMPORTANT IS GRAVITY TO YOU?



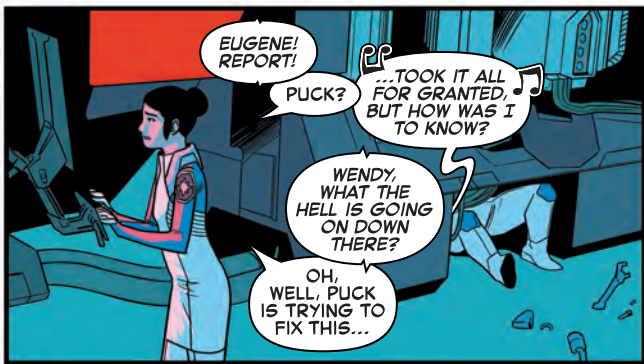
MINOR FLUCTUATION IN THEIR PORT SHIELDS--

BRAND, TARGET IT WITH EVERYTHING WE'VE GOT.



ENVIRONMENTAL CONTROL AND LIFE SUPPORT SYSTEMS DOWN TO TWENTY PERCENT! ANOTHER DIRECT HIT AND IT'S GONE--

THEY'RE CHARGING WEAPONS--



EUGENE! REPORT!

PUCK?

...TOOK IT ALL FOR GRANTED, BUT HOW WAS I TO KNOW?

WENDY, WHAT THE HELL IS GOING ON DOWN THERE?

OH, WELL, PUCK IS TRYING TO FIX THIS...



ALSO HE'S SINGING CANADIAN POP SONGS.

NOW IT CUTS LIKE A KNIFE...

PUCK, ANSWER ME!

YEAH, BUT IT FEELS SO RIGHT...

WENDY, DO IT!



IT'S WORKING-- I THINK IT'S WORKING!



LET'S HOPE.