

**MARVEL**

**THIS MARVEL® COMIC COULD  
BE WORTH \$2500 TO YOU!**

\$4.99

137

SEPT

02461



(DETAILS INSIDE)

©1980 MARVEL  
COMICS GROUP

**SPECIAL DOUBLE-SIZE ISSUE!**

# X-MEN



**PHOENIX MUST DIE!**



Seventeen years ago, this month, *Stan Lee* and *Jack Kirby* chronicled the first adventure of one of the strangest super hero teams ever created — and a *legend* was born! Today, *Chris Claremont*, *John Byrne* and *Terry Austin* proudly celebrate that anniversary and *reaffirm* that legend!

Stan Lee  
PRESENTS:

# THE UNCANNY X-MEN!™

I AM -- THE  
WATCHER!

SINCE TIME  
IMMEMORIAL, I  
AND OTHERS OF MY  
RACE HAVE BEHELD  
THE MYRIAD WONDERS  
OF THE UNIVERSE. OUR  
CHARGE -- OUR MOST  
SACRED TRUST -- IS  
THAT WE EVER  
OBSERVE, BUT **NEVER**  
INTERFERE.

YEARS AGO, I  
BEHELD THE BIRTH  
OF **JEAN GREY**. I  
WATCHED HER  
GROW FROM CHILD  
TO WOMAN.  
WATCHED HER TAKE  
HER DESTINED PLACE  
AS ONE OF THE  
**X-MEN**. I SAW  
HER **DIE**...

... AND I SAW HER  
**REBORN** AS **PHOENIX**!  
THOUGH SHE DID NOT  
KNOW IT THEN, JEAN  
HAD BECOME **ONE** WITH  
A PRIMAL FORCE SECOND  
ONLY TO THAT OF THE  
**CREATOR**. IT WAS MORE  
POWER THAN SHE -- OR  
ANY HUMAN -- COULD EVER  
HOPE TO CONTROL. IN TIME,  
IT TWISTED AND WARPED  
HER SOUL -- UNTIL **PHOENIX**  
WAS TRANSFIGURED  
INTO **DARK PHOENIX**!

THE **X-MEN** FOUGHT TO SAVE THEIR FRIEND,  
TO RETURN JEAN GREY TO HER HUMANITY,  
AND AFTER AN EPIC STRUGGLE, THEY **SUCCEEDED**.  
BUT THEN, AT THE VERY MOMENT OF THEIR  
TRIUMPH, THE **X-MEN VANISHED** FROM  
THE FACE OF THE EARTH.

THIS DRAMA'S  
FINAL ACT IS  
ABOUT TO BEGIN.  
BEFORE IT IS  
ENDED, THESE  
YOUNG MUTANTS  
WILL BE PUT TO THE  
**ULTIMATE TEST**. IF  
THEY ARE FOUND  
WANTING, THE  
ENTIRE **UNIVERSE**  
MAY WELL PAY  
THE PRICE.

# THE FATE OF THE PHOENIX!

A MOMENT AGO, THEY HAD BEEN ON EARTH.

WHAT HAPPENED?!

WHERE THE DEVIL ARE WE?!

LET ME PUT IT THIS WAY, CYKE--

-- I DON'T THINK WE'RE IN KANSAS ANYMORE.

CUTE, BEAST, REAL CUTE. BUT WHO ARE THESE... PEOPLE?! WHAT DO THEY WANT WITH US?!

WE'RE SURROUNDED BY ARMED AND ARMORED WARRIORS, ANGEL, SO I DOUBT IT IS ANYTHING GOOD.

PROFESSOR XAVIER, I DO NOT UNDERSTAND. WE WERE IN THE GARDEN OF JEAN'S PARENT'S HOUSE...

AND, NOW, WE ARE ON THE CARGO DECK OF A SHI'AR IMPERIAL DREADNOUGHT. I RECOGNIZE IT. THIS IS THE FLAGSHIP OF LILANDRA'S GRAND FLEET!

AND IF IT IS HERE, THEN LILANDRA-- THE WOMAN I LOVE-- CANNOT BE FAR...!

X-MEN! HEED THE WORDS OF GLADIATOR, PRAETOR OF THE IMPERIAL GUARD!

YOU STAND IN THE PRESENCE OF LILANDRA-- MAJESTRIX SHI'AR, EMPRESS!

YOUR FATE IS IN HER HANDS!

CHRIS CLAREMONT • JOHN BYRNE | TERRY AUSTIN | TOM ORZECOWSKI, letterer | JIM SALICRUP & LOUISE JONES | JIM SHOOTER  
 WRITER • CO-PLOTTERS • PENCILER | INKER | GLYNIS WEIN, colorist | EDITORS | EDITOR-in-CHIEF



**New!**  
Soft 'n Juicy  
**Bubble Yum**  
**Wild Cherry**  
Bubble Gum

It's the newest Number Yum.  
It blows big  
beautiful bubbles.  
And the yummy flavor lasts  
a long, long, loooong time.



**5 great flavors  
and SUGARLESS.**

# "CAPTAIN MARVEL™ DEFENDS THE EARTH!"



CAPTAIN MARVEL™ AND © 1980 MARVEL COMICS GROUP, A DIVISION OF CADENCE INDUSTRIES CORPORATION. ALL RIGHTS RESERVED.

® HOSTESS AND TWINKIES ARE REGISTERED TRADEMARKS OF CONTINENTAL BAKING COMPANY 1980 CONTINENTAL BAKING COMPANY