

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-MEN

ALL-NEW

THE ORIGINAL X-MEN—JEAN GREY, CYCLOPS, ICEMAN, ANGEL, AND BEAST—WERE BROUGHT TO THE PRESENT IN AN ATTEMPT TO SHINE A LIGHT ON THE ERRORS OF THE PRESENT-DAY X-MEN. UNABLE TO RETURN TO THE PAST, THE ALL-NEW X-MEN HAVE TAKEN UP RESIDENCE AT THE NEW XAVIER SCHOOL ALONG WITH NEW TEAMMATE X-23, AND THEIR PROFESSOR, KITTY PRYDE. HOWEVER, THEY RECENTLY LOST THEIR LEADER, THE YOUNG SCOTT SUMMERS, WHEN HE LEFT TO EXPLORE SPACE WITH HIS FATHER, CORSAIR, WHOM HE LONG THOUGHT DEAD.

AFTER PICKING UP AN UNUSUAL READING FROM CEREBRO, THE ALL-NEW X-MEN LEFT THE SCHOOL TO ASSIST A NEWLY EMERGING MUTANT IN DISTRESS. HOWEVER, ONCE THEY ARRIVED, THE YOUNG GIRL LOST CONTROL OF HER POWERS, ENGULFING THE YOUNG X-MEN IN A FLASH OF LIGHT. SUDDENLY SEPARATED AND IN UNFAMILIAR TERRITORY, ICEMAN WAS ATTACKED BY SUBTERRANEAN MONSTERS, WHILE BEAST FOUND HIMSELF THE CAPTIVE OF A STRIKINGLY DIFFERENT DR. DOOM. ALL OF THIS WHILE ANGEL AND X-23 UNCOVERED THE HORRIBLE TRUTH ABOUT THE ORIGIN OF MUTANTS IN THIS REALITY. SEEKING HER OWN ANSWERS, JEAN GREY STUMBLED UPON A SURPRISING ALLY, MILES MORALES, THE ULTIMATE SPIDER-MAN. DETERMINING THAT SHE AND HER TEAMMATES HAD BEEN STRANDED IN AN ALTERNATE UNIVERSE, JEAN AND MILES TRAVELED TO THE OLD BASE OF OPERATIONS FOR THIS UNIVERSE'S X-MEN, THE XAVIER SCHOOL IN WESTCHESTER. HOWEVER, UPON ARRIVING THEY ENCOUNTERED WHAT COULD BE SERIOUS TROUBLE—THE ULTIMATE X-MEN!

BRIAN MICHAEL
BENDIS
WRITER

MAHMUD
ASRAR
ARTIST

MARTE
GRACIA
with MARCELO MAIOLLO
COLORISTS

VC'S CORY
PETIT
LETTERER

MAHMUD ASRAR & MARTE GRACIA
COVER

XANDER
JAROWEY
ASSISTANT EDITOR

MIKE
MARTS
EDITOR

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. 34, February 2015. Published Monthly except in January, April, and August 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.** © 2014 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 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, 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 BREVOORT, SVP of Publishing; DAVID BOGART, SVP of Operations & Procurement, Publishing; C.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 Djsia, Director of Marvel Partnerships, at ndjsia@marvel.com. For Marvel subscription inquiries, please call 888-511-5480. Manufactured between 11/21/2014 and 12/02/2014 by R.R. DONNELLEY, INC., GLASGOW, KY, USA.



Yeah...

AR



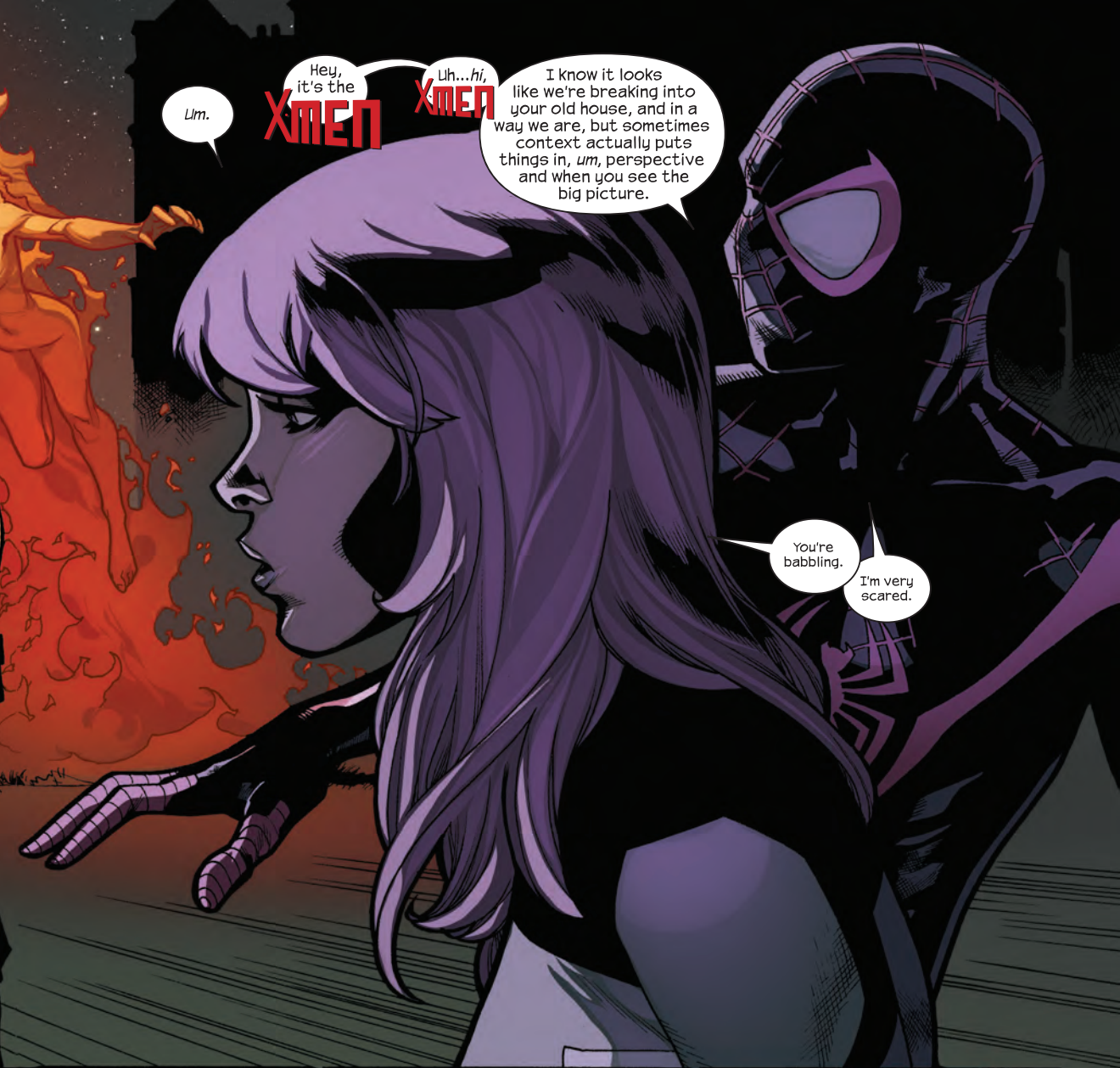
This is weird.

Really weird.

Hey, Jeannie-- She looks just like you, but slightly hotter.



In retrospect, that was a poor choice of words and, yeah, back to the drama.



Um.

Hey, it's the XMEN

Uh...hi, XMEN

I know it looks like we're breaking into your old house, and in a way we are, but sometimes context actually puts things in, um, perspective and when you see the big picture.

You're babbling.

I'm very scared.



Who are you?

I'm-- Jean Grey.

Well, this is awkward.

Yeah.



Shapeshifter.

I don't think so.

You'll see.



What is this?





