

Chapter 5

Sam Phillips, a man among men, was having a rough time of things as of late. He had been taken prisoner by Aracana, a diverse species of gigantic and intelligent spiders who lived in the forests that surrounded Elmstream. He had nearly died, having been bitten by the queen of all the Aracana. Her potent venom had invaded his entire being... but instead of killing him something miraculous occurred. Sam Phillips *changed*.

Whether it was by design or by accident he didn't quite know... but what he did know was that when he woke up in his bed the next morning, after having been rescued by his friends and family, was that something awful had happened. His manhood was taken from him... and left in its place the soft and delicate cleft of a woman.

But the changes to his body didn't stop there. He found quickly that through sexual stimulation and through the power of The Queen he was able to, willing or not, transform into an Aracana himself... a gigantic spider! But not just any Aracana. Sam Phillips had the power to transform into a queen himself... and with that power it seemed as though perhaps there might be a way to finally end the war.

So it was that Sam found himself naked on the forest floor, having fully transformed into his silken and soft Nightward form (a species of spider noted for their small size and high stealth). Both he and his kinsmen were in the middle of a hunt where Aracana were slaughtered by the hundreds... but neither he nor the two men trapped beneath the soft blanket of his furry eight-legged body were fighting. They were hiding, and to be even more specific, they were fucking.

"Sam!" cried Bernard, a very large man who used a long spear in battle. He was trapped beneath the soft and fluffy mass of Sam's encasing fur, which had mottled in shape and color to blend in with the tree and earth against which they were all three currently hiding. Nearly all the Aracana had already passed, the huge horde being far too large for them to tackle alone, but a few stragglers remained which could alert the rest... and of the three of them none were in fit shape to fight.

Fred, for whom this was his first hunt, was a young red-haired lad. He had fallen unconscious after hearing Sam introduce himself as an Aracana, and was trapped beneath Bernard. Sam was on top of all three and riding Bernard's dick cowgirl style. Somehow Bernard had gotten himself stuck inside Sam's vent, which was inhumanly tight and hot, and underneath the suffocating pillow of Sam's fur both Fred and Bernard were getting a rather potent dose of Sam's natural pheromones as they poured from his sexual fluid. Sam himself didn't possess within him the remaining fortitude to deny the needs of his highly pleasurable and demanding body, and gyrated slowly atop of Bernard while remaining as quiet and motionless as he could.

"I'm so sorry!" whispered Sam back, bowing his head to poke through the canopy of fur he had formed with his legs and body. A dozen glistening and alien red eyes glowed dimly in the dark, illuminating half of his face. He was in no way human at the moment, but that seemed to only arouse Bernard further. He groaned as his dick strained, his body already defeated from his partner's voracious appetite for sex and his balls wrung dry of seed, but still his erection wouldn't go down and remained tightly trapped inside his best friend.

"I'll bet you're sorry!" hissed Bernard as he rolled his head back. "This is gonna kill me, but you just keep bouncing back ready for more!"

"It's not my fault I can't control this body. I'm in some sort of heat after all. This is probably that damned queens doing... although I can't fathom what she's getting at by making me like this."

"Yes. Damn the queen," moaned Bernard deliriously in agreement.

"Ugh," said Fred as he shifted at the bottom of the pile, before his eyes snapped open and his mouth widened to scream. Sam acted quickly and shut his mouth for him with a clawed foot.

"No. No screaming."

Fred looked wild eyed back up at Sam, but seemed to calm down some. He pushed away Sam's leg.

"You're really Sam!?" he cried almost silently as the soft noise of Sam's gyrations filled the small space.

"Yes..." admitted Sam.

"And you're..." he continued, gesturing weakly towards where Sam's lower abdomen was being penetrated by Bernard's dick, the slick fluids of his sex making a mess of Bernard beneath him and starting to drip onto Fred as well. Their bellies were forced to be nearly flush against each other by their ensnared genitalia, and Sam's soft furry belly wasn't at all unpleasant as it rubbed against Bernard's bare skin. Considering all the crazy stimulation and the air thick with pheromones, perhaps it *wasn't* a mystery as to how he was still so hard after all.

"Yea," repeated Sam. "Long story short: I've been cursed by the queen of the Aracana to be this sort of... were-thing... and so far all I've really been able to do about it is fuck just about everything in sight. Trying to form a plan to fight back against her though. Building up my own little force of Aracana for starters. Doing research for another. Trying to figure out what she's playing at doing this to me."

"What? Isn't that obvious?" asked Fred. Bern and Sam's silence urged him to continue. "She's obviously trying to corrupt Elmstream! She's going to try and turn us all into sex slaves!!"

"What makes you say that?" asked Sam.

“Well, his erection for one...” answered Bern. “Could you find somewhere else to press that thing?”

“Well I’m sorry that you two sandwiched me at the bottom of your little sex orgy!” replied Fred angrily as he tried to shift around.

“Better,” said Bernard. Sam continued the thought where Fred left off.

“That actually makes a sort of sense... the queen is old and cautious. I think only these ‘royal’ spiders she keeps mentioning have these sort of abilities, but she doesn’t want to risk her own safety. Maybe she just did this to me and let me lose because she knew I’d just end up doing what came naturally?”

“If that’s so,” said Bernard. “Then the best course of action for you would be to stop having sex. Maybe even leave Elmstream altogether...”

“I’m fairly certain I can’t do either...” admitted Sam shamefully.

“Well then, it looks like the Aracana will win then,” grumbled Fred. “And no thanks to either of you.”

“You will keep quiet about my secret, won’t you?” said Sam.

“Quiet!? Keep a secret that endangers the entire town?? I might as well start having sex with spiders right now too while I’m at it!”

“Well...” said Sam sheepishly. “Why not? The coast is clear, and I’ve got two good holes in the rear you could use. I can smell how much you want it. You’re already hooked. I’m very sorry about that, but I’m hooked too... but just because I’m trapped in this body doesn’t mean I won’t still fight for Elmstream. If nothing else, I think I can somehow beat the queen at her own game and take her place... and then we can call a truce to this bloody war.”

“A truce?” laughed Fred. “You’ve got to be kidding. I don’t think half the town would know what to do with themselves if they weren’t killing giant bugs every day... but I think you might have a point. Perhaps we *can* use this to our advantage.”

“You have an idea?” asked Bern curiously.

“I think I’ve got several... but first is that invitation you offered still standing Sam?”

“...yes?”

“Good. I’ve got a case of blue balls like neither of you two would believe, and I’ve always sort of wondered...”

“Wondered what?”

“I’ve always wondered what it would be to fuck an Aracana in the ass,” grinned Fred, before quickly worming his way out from underneath Bern and pushing through Sam’s legs to pop out into the open air.

The breeze felt cool after the growing sauna that Sam had been creating underneath him, despite it being a relatively warm day, but Fred didn’t let that bother him. He quickly circled to Sam’s rear and dug his fingers into the warm and dense fur covering the top of his abdomen. With his many eyes, Sam was able to have a clear view of Fred without turning his head much, and indeed he had quite the erection sporting underneath his trousers, and an oddly eager look on his face. He had said that he had been curious about doing exactly this before... could it be that he had an actual thing for spiders that he had been unable to act on until now?

Sam need not have wondered. If he didn’t before he certainly did now as he was presented by the round and furry ass of a ‘royal’ Nightward, by which name the village new by many names such as Shadow Stalker. It was one of the rarest types of Aracana to ever see, much less from this close of a distance, due to their skill at camouflage.

The only word Fred could have found for it was beautiful.

Sam’s fur was a shifting and lustrous grayscale tapestry. His body-type was small, only being about the size of the average human in fact when most Aracana that he ever saw were the size of monsters, and he appeared to be quite agile too. His long, furry legs looked quite soft and cozy, and Fred felt the desire momentarily to be wrapped within them just as Bernard had only moments ago as they charged through the center of the Aracana horde that they stumbled across.

But of even more appeal to Fred was the set of soft and delicate spinnerets located in Sam’s rear. He wanted to fuck those spinnerets, and judging from how the organ was fidgeting with itself and producing a little bit of silk as if by accident from overexcitement. Bern underneath him, and skill entirely covered by Sam’s furry body, let out a low moan as Sam began gyrating against him a little faster.

“If you’re gonna do it Fred, then do it,” said Sam as he panted. Fred needed no further encouragement.

“There’s nobody nearby, is there?” he asked nervously as he started pulling down his pants as quick as he could. In no time at all he was naked from the waist down and holding a firm and youthful erection in his hand. He then proceeded to then stand there like a deer caught in a beam of light as he didn’t seem to know quite what to do next.

“Not a sole for hundreds of yards in every direction,” replied Sam. “Everyone’s moved on I think.”

As Fred continued to stand in place though he couldn't help but laugh, before reaching behind him to grab him by his bare and naked but with his furry feet and pull him closer.

Fred bumped up against Sam's soft and inviting rear-end awkwardly, his dick pushing against Sam's firm abdomen and brushing sensationally through his warm fur. He shuddered as his body seemed to take control and begin moving of its own accord, and pressed himself up against Sam's egg-shaped ass as he ground against the beautiful fur, all while digging his hands into Sam's silken backside, running his fingers through the lush and downy coat as his grinding dick slowly navigated its way lower and lower until it found Sam's soft, sensitive, and eagerly awaiting spinnerets. It didn't take long before he was grinding his dick against that very dexterous organ.

Sam ground back, hugging and squeezing Fred's shaft with his spinnerets as they both rubbed against each other's bodies. It didn't take long at all before Fred had quite a bit of his pre smeared around Sam's organ, and it had become quite slick.

Sam then braced himself as Fred carefully positioned his head before pressing firmly against Sam's opening... and then popping inside.

It was just as shocking as the first time for Sam as he felt his tight and highly touch-sensitive hole stretch wide over Fred's dick... and was *actually* the first time for Fred. The poor lad shuddered in surprise, as if shocked that anything could feel so good, as he slowly sank deeper and deeper into Sam's fiery hot body until he hilted, with Sam's spinnerets reaching and grasping at his pelvis and balls.

"H-oh... my gods..." gasped Fred as he felt Sam's musculature flex around his dick, grasping and squeezing at his entire manhood. It was a mind-blowing sensation, unlike anything he could have ever dared hoped for, and exactly like everything he had ever imagined.

"Don't come too fast now," teased Sam, laughing. Bern was moaning like a dying man beneath him as he carefully and slowly moved against him, drowning the big man in the equivalent of a small mountain of kittens. Their sexes, locked together tightly as they were, could only push and pull against each other, while Sam's pussy diligently worked on Bern mercilessly. It was a mutually torturous, though still quite incredible and amazing, situation. Fred quickly began to add his two cents.

He pulled out slowly, sucking in his breath as Sam's flesh pulled against his, and then plunged back in having only just barely withdrawn himself. The feeling of having two organs penetrating his body, and moving within him, was quite a lot for Sam to bear, but he was beginning to realize that he was *almost* becoming used to it. It was, to say the least, quite a wonderful experience. Sam almost found himself not resenting the Queen for doing it to him. Almost.

But whether or not he agreed with it was entirely different from wanting and enjoying it. He would need to be inhuman not to, and so he gave himself up to his new existence for the time being and laughed as

he was stimulated from two directions with men whom he considered up until a short while ago to be nothing more intimate than comrades in arms and close friends... and now was beginning to see them as *especially* close friends. Amazing how such simple intimate acts formed these strong bonds... no wonder the Aracana used it to instill discipline and fidelity in their ranks.

Sam was already rather close to climax himself, having already enjoy quite a few of them in the past hour or so, though Bernard was a little ways further off such release himself due to his soreness and exhaustion, but Fred was something else altogether. It hadn't been three minutes before he was already thrusting away at Sam like a rabbit and already near release.

"It's not a race Fred," laughed Sam as his entire body began to twitch. So very close!

"Oh ha-ha..." panted Fred back, who was quickly reaching his limits. Not seconds later he began shaking as his thrusts slowed to a stop with him forcing himself as deep into Sam's body as he physically could. He wrapped his arms around Sam and hugged him tightly as his hips spasmed, and his cum shot into Sam's silk-glands.

"Oh fucking hell," said Fred as he gripped Sam's soft fur in his fists and buried his face in it. It was quite fragrant, and he breathed the scent in deeply, finding as he did so that his dick stiffened and his balls tightened painfully for a moment as a result. Everything about Sam's body seemed to be laced with aphrodisiac!

And almost against his will Fred started right back up fucking Sam's silk-hole.

"Damn!" cried Sam. "The hell is going on back there?"

"I don't know!" moaned Fred. "I can't let go! I don't think I can stop!"

"Well, that's fine as long as you keep hitting that spot!"

"Ungh!" cried Fred as he started fucking faster and faster again. "What's happening to me?"

"The hell makes you think I know?" asked Sam. "None of this has made any sense from the beginning."

"I think my dick is on fire," whined Bernard from below.

"And I think you're getting bigger too..." added Sam.

"The fuck is going on?!" asked Fred, sounding worried as he fought to pull out of Sam and realized more and more as he tried that he simply couldn't make himself do it.

"Looks like," said a soft voice from the trees, "Sam has you both under his power."

Sam looked up to see Chex hiding himself among the leaves of a thick branch and watching the scene below him, and cocked his head curiously in indication that Chex should continue.

“Coast is clear, your highness. The fight has moved a fair bit south –southeast of here, and is moving up the mountain. As far as what I meant just now about ‘what is going on’, Sam is only doing what comes naturally as a queen.”

“The fuck is that?!” asked Fred worriedly, though he couldn’t muster up enough energy to worry too much as he was busy fucking Sam desperately, his balls aching empty and his sore manhood begging him to stop though he could not. Despite the forced nature of his fucking though, he couldn’t deny that it felt more amazing than ever. His dick was hyper sensitive, and sparking micro-orgasms that caused his ass to clench over and over and his balls to twinge sharply as they had little to nothing left to give.

“That’s Chex,” said Sam quickly over his shoulder. “He’s my first in command. I’ve got a small force of Aracana loyal to me hidden halfway up the mountain.”

“Has Shen found anything in those books yet?” continued Sam, redirecting his attention back to Chex while he continued to rock his body against his two mates.

“Nothing pertaining specifically to your curse, I’m afraid, however we do have some information for you. You need to be careful about how much you interact sexually with your men. As a queen, your sexual fluid is quite potent, and likely to possess strange powers that even the *other* queen does not possess. Also, need we remind you that your silk has special uses and connotations when used in combination with sex? Remember what happened with Glen?”

“Oh shit, your right. Fred? I think you should probably pull out.”

“Well you’re gonna need to help me, cause I’ve been trying to do just that for the past couple minutes!”

“What?” asked Sam, worried. He then tried to move away from Fred for him but was still caught on Bernard’s dick below him. Bernard himself seemed to be going into a sexual stupor as he mechanically satiated Sam’s epigyne by rotating and grinding his pelvis against it, while his dick moved gently in the tight embrace of Sam’s vaginal canal. Bernard was far too heavy to consider moving either.

“Um, I can’t really move much right now,” said Sam worriedly. “How about I just pull you off me then?”

And so Sam reached behind him with his rear legs and grabbed ahold of Fred by the waist, but when he proceeded to try and pull Fred off of him Fred just clung tighter to Sam’s furry butt.

“Uh? Let go please Fred?” asked Sam.

“I told you I can’t!”

Bernard was beginning to move faster by the second, and Sam had to pause for a moment as his body shuddered, and he groaned as he felt the heat of his sex intensify, warning that his climax was fast approaching.

“Ooooh,” moaned Sam as he crouched lower against Bernard and resumed rocking body, speeding up with Bernard as well. He had been momentarily distracted by the distressing news that something bad might be happening to Fred, but the sensational electric feeling of impending orgasm was putting his entire body on edge.

“Chex,” he managed to get out. “Could you perhaps help me?”

“How might I be of service?”

“Get Fred out of my spinnerets please. I don’t want to accidentally do something to him.”

“Certainly!”

And so Chex descended from the trees. He was a Nightward type Aracana like Sam himself, only he was a good deal smaller, and because he was male his pedipalps were also much bigger. As he lowered himself to the ground next to Sam though, two other things became obvious. Firstly, that his fur was a duller and less beautifully mottled collection of gray hues than Sam’s coat, though as it shifted it seemed to be at least equally soft to the touch.

And secondly...

“Your highness, I do believe you are a bit larger in the rear than when we last met...” he commented as he maneuvered himself onto Sam’s back. He then began forcibly prying open Fred’s hands, which were clutching at Sam’s soft and very sensitive fur. Thrills ran across Sam’s entire body as the unusual fur was tugged on repeatedly as Chex worked, while Fred continued to mechanically pound away and Bernard moaned.

“Ah! AH! Are you!! AGH! Calling me fat? AGGH! OhhhhHHH!!!!”

Sam suddenly began rapidly peaking, and as his body convulsed and spasmed in blissful orgasm Chex managed to pry Fred’s hands away as well, just as the poor lad had started grunting distressingly, silently begging for help, as he came a second time within Sam’s depths as Sam’s orifice milked his dick wonderfully, the nimble cluster of spinnerets grasping and playing with his balls, and then his shaft, as Chex pushed Fred away.

Relief flooded Fred's face as he slipped out of Sam's body, his dick coated with liquid silk that rapidly solidified into a coating of webbing as it came into contact with the air. He was still ejaculating, although it was a pitiful amount as he was nearly dry.

"Might want to take that silk off fast!" said Chex in warning.

"Come around the front here Fred," said Sam. "Quickly!"

And so Fred wiped the dazed grin off his face and hurried around to face Sam head on, where his mandibles and pedipalps were level with his web-coated dick. Sam wasted no time in swallowing the entire thing, large as it was, and proceeded to clean Fred off gently with his mandibles. Sam took Fred deep into the soft tissues of his throat and swallowed everything, quickly cleaning away the webbing, but even after Fred was entirely clean he didn't stop.

Sam was just starting to come down off of a splendid orgasm, and was resuming his grinding against an incapacitated Bernard, and he found that he didn't want to stop sucking and eating Fred's oddly soft member.

He realized then, with a start, that as he slid his tongue over Fred's shaft and played with his balls using his pedipalps, that although Fred seemed fully erect in terms of length and width, his penis seemed far too malleable and flexible as it easily followed the bend of Sam's throat, down which it barely was able to fit.

Something was wrong, but he realized with a start that he was unable to stop what he was doing. Sam ground his wet and aching pussy against Bern as he too finally came with a shout, his voice a roar that quickly died out as he slipped into blissful unconsciousness below the spider that had rode him to thoroughly.

Powerful impulses guided him, and he didn't have the strength to fight them. Where were these instructions coming from? What was he even doing exactly?

All Sam could do as he drank in Fred's manhood was guess at what was happening as slowly he let the soft member slide out from deep within his throat... only to kiss it gently on the head and then insert his long and willowy tongue into the tip.

Sam's tongue was narrow, but by no means at all was it skinny. Yet it slipped effortlessly into Fred's urethra, as Fred's dick stretched easily around the slick and flexible invading muscle, Sam's saliva thoroughly lubing the way as he was penetrated deeper and deeper.

Sam's tongue slid its way up and into Fred's body with only slight resistance as it went, until it reached a fork in the road. One path led to the bladder, and the other the ejaculatory duct and seminal vesicle.

Sam hardly noticed Fred's weak protests at being violated by tongue, especially since Fred couldn't seem to muster up the strength to even lift his fingers as he stood, his knees having long since buckled and his body held easily in place by Sam's forelegs.

It was easy to detect which path was which. Semen was still leaking from the correct path, and Sam's tongue darted up into it, penetrating the small pouch of skin easily and quickly lubing it up with spit too. He was preparing Fred for something... but what it was or why he was doing he couldn't have exactly said. Something powerful in his gut was saying that this needed to happen.

"Don't do this to me!" cried Fred. "Stop it! That feels weird!"

Sam wasn't listening very closely, but he did withdraw his tongue nonetheless. Something cold and ruthless had been awoken inside of him, and for one reason or another he didn't argue with it. Very soon though it would be made plain what his Aracana half had sensed from the very beginning what his human half had been blind to.

Fred's dick fell limply from Sam's mandibles, his stretched urethra slowly shrinking back to its proper size as his meat flopped back and forth between his legs. It was fully erect... and yet not at all erect. Fred stared at it wild eyed.

"What did you do to me!? You fucking..."

"I had wondered," interrupted Chex, pride filling his voice. "Whether or not you would have noticed."

"Notice what?" asked Sam. He was still holding onto a feeble Fredrick, who was meekly attempting to escape Sam's grasp. Fear was pasting his face, but Sam ignored it as he started wriggling himself free of Bernard's impaling member, which while it hadn't shrunk any, his own body had relaxed enough to release it.

"You mean you don't know? Why are you punishing him then?"

"I'm following my instincts, actually, although I'm not sure if I can stop either. Do you know something I don't?"

"Oh, well... I was going to tell you sooner, but you seemed to be having so much fun with him. This boy is a spy and traitor, loyal to your rival queen. He purposefully lures his comrades into traps for compensation and reward, and was no doubt in for quite a surprise when he found there was a second queen in this forest."

"Really? Are you saying that bitch has citizens under her control? Could there be others?"

"Very likely, there exist many like Fredrick here, and many even worse."

“Let me go! That monster is lying! I would never betray us!” cried Fred desperately.

“Oh? And what do your instincts tell *you*, my queen?”

“My gut says that he’s lying, and that his crime merits a cruel fate...” replied Sam, and with a wet sound he finally was able to pull himself up and off of Bernard, hissing as he did so since he was more than just a little bit sensitive down there. He never knew anyone could survive having this much sex... yet here he was.

“Mercy!” cried Fred. “I had no choice! She made me!”

“Guilty by admission,” said Chex matter-of-factly. “I must say though, I’ve never witnessed this particular punishment personally before, though I’ve always wanted to.”

“You mean whatever the hell it is my body’s doing is normal then?”

“Well, not exactly normal... but it is slightly routine. You’re egg-heavy right now, you see, but your eggs have matured enough to continue their development on their own. All that’s left for you to do is wait until they’re ready to be laid into an egg sack... but that could take over a week!

“So what our queens will sometimes do, when a punishment is in order, is they will use their silk to make a males flesh malleable... and then they lay their eggs early in the male so that he might incubate them for her while she recuperates a week early. This is painful and humiliating for the receiving male... and also leaves them permanently marked as an incubator. I had no idea that it could be performed on a human though...”

“Incubator!?” cried Fred, his voice failing him.

“Really?” said Sam. “That all sounds far-fetched. Why not just use a female?”

“You’re the one about to perform the ritual, your highness... and a female Aracana wouldn’t perceive it as a punishment, but rather an honor.... and unfortunately in most hives all the females are rendered unable to lay or receive eggs by the queen herself, as you yourself know firsthand your highness. In any case there are no females present, this one here is very fitting for the punishment, and considering how small your forces are right now you really ought to consider using him again as soon as possible, as this ritual shortens your reproductive cycle and can help you lay much more eggs. You are a queen, after all, and bearing young and receiving males is at least half your job you know.”

“Please! You don’t have to do this! I swear my loyalty to you now! I won’t ever do it again! You don’t need to-”

But Fred words caught in his throat as Sam pushed him backwards over into the dirt, dropping him with a thump and knocking the wind out of his lungs, and Chex added insult to injury by accurately shooting a wad of webbing over his mouth. He sucked in air deeply from his nose in a vain attempt to scream for help, but was otherwise muted.

Sam's entire body was buzzing electrically, but in an entirely strange and new way. He could feel muscles contracting in anticipation for an early egg laying, and he could feel tissue stretching as pressure started to build within his abdomen.

And then things began to happen inside of his epigyne. The insides of his spider-pussy began to move and pulse as a dormant specialty-organ descended and slowly came to life. It was Sam's ovipositor: the organ with which he would lay his eggs into either an egg sack, though it was far too early for that, or into a host as he realized he was about to do.

"You know what?" said Sam, his head clearing suddenly through the hormonal fog for a moment. "This might be a bad idea."

"Yea! You don't have to do this!" agreed Fred as the fleshy tip of Sam's ovipositor began to poke out past his epigyne.

"I wouldn't be so sure," argued Chex. "Biological processes, once started, are very hard to stop... most especially this one. The eggs have likely already started to descend. There is no option now but to place them in your belly, Fredrick."

"Oh wow..." Sam said in agreement as he felt the organ fully awake. Indeed, the heretofore dormant egg sack within him was starting to move too, the sensation of each individual egg within him shifting around suddenly quite distinct to Sam. Chex was also right on another count, there was no going back now. The urge to lay was already beyond that of anything Sam had yet experienced, even the call of nature or the unnatural sex drive of a Aracana.

"It's... it's not gonna hurt is it?" asked Sam as he positioned himself.

"The great warrior Sam, afraid of a little egg-laying?" asked Chex.

"The women of Elmstream are some of the toughest in the world," touted Sam back. "And even they scream during childbirth..."

"Well, luckily for you this isn't 'birth'. You're a spider now, and you lay eggs. I've heard that it's actually quite pleasurable. Of course, the same cannot be said for Fred here... you made his sexual organ quite elastic, but I dare say not nearly elastic enough. The male organ was never designed to permit the passing of anything so large."

Sam could feel it clearly now. His ovipositor was designed by nature to help guide his eggs into an egg-sack. The thin tube of flexible flesh was prehensile and *very* sensitive to touch, in order to accurately and carefully lay the eggs. It was also surprisingly strong, and while it didn't ordinarily need to, it was capable of stretching itself a deceptively large distance outside of his body in order to reach deep to the bottom of even the largest egg sacks so as to place his eggs as precisely as possible.

That distance was plenty far enough to lay his eggs inside Fred's seminal cavity, which through Sam's power would be *significantly* enlarged and repurposed.

Poor Fred, a traitor to his people, was about to receive a rather unique and fitting punishment for his crimes.

Sam moved to stand above Fred, the shade of his fragrant and furry body warning of what was to come. The young lad looked to underneath Sam's belly to see his ovipositor beginning to push itself out of Sam's body bit by bit with slow and sluggish pulses, expanding in size and length with each pulse, though for the moment almost the entirety of the organs remained inside Sam's body. Not for too much longer, though.

Sam crouched over Fred and slowly lowered his belly. Fred became petrified, and even had he been a stronger man he would have likely still been unable to move. An inexplicable weakness had penetrated his entire body, as if very smell of Sam's fur was enough to shut down all of his muscles, though perhaps it was more than that. In any case he was unable to put up any sort of a fight as Sam took his softened erection in his footpads and carefully directed it up and to his pussy.

And with sudden eagerness Sam penetrated Fred's urethra once again, only this time with his ovipositor instead of his tongue.

Both Sam's ovipositor and tongue were, in fact, of very similar shape, length, and girth. Perhaps the act of tonguing Fred like he did didn't just serve the purpose of preparing the way, but maybe it was also to gauge the fit? That said, his ovipositor was just still noticeably bigger.

Fred moaned past his gag as he was penetrated. Sam's flexible organ pushed several inches into Fred's erection then, before lifting the soft thing up to align it to his epigyne. Fred's dick was then drawn, inch by inch, up into Sam's body while Fred was simultaneously penetrated deeper and deeper.

Sam's organ pulsed and stretched as it pushed its way deeper, quickly passing the length of Fred's dick and stretching it wider and wider. Fred protested as well as he could, making sounds and gestures of extreme discomfort. Sam's pussy sucked in his dick as his ovipositor pulled it in, simultaneously stretching and squeezing Fred's organ.

Fred's dick felt torturously sensitive, and as it was taken the last of the way up into Sam's body he felt as though he nearly came. Sam's pussy was so hot, soft, and *tight*. It wasn't like a human's at all! It was so much more wonderful!

And then he was reminded of the rest of it as his dick stretched wider and wider around the invading ovipositor, the more of which entered him the thicker it seemed to get. He cried silently as he felt the tip push past the base of his dick and begin the journey up into his body, forcing him to accommodate its size the entire way as the questing tip searched for that perfect place to lay the eggs.

With their bodies flush, Sam proceeded to fully immobilize Fred by wrapping him in all eight of his legs. His dense and shimmering fur was already smothering him, but soon it would encase him. The irony of Fred's earlier wish to be held in such an embrace was not lost on him.

It felt wonderful for Sam though. He ground his epigyne against Fred's pelvis, his pussy squeezing and gripping tightly at his wonderfully bendable and flexible member, which he took full advantage of by using his ovipositor and his vaginal muscles to manipulate. A squirt of pre-come squeezing past Sam's tightly invading ovipositor told Sam that Fred liked it too, despite himself. How could he not? He was being force-fed a cocktail of drugs and pheromones, and had made himself open to the power sexual fluids of a royal Aracana, whose primary purpose in life was sex itself. Procreation. Sam didn't like it, but what he was doing now was a part of that life, and he couldn't help but admit to himself that it felt fantastic.

And so Sam pumped his body against Fred's, squeezing him tighter and tighter, as his phallic and yet feminine organ forced its way deeper and deeper into Fred's uncooperative body, until at long last it found the fork, took the correct path, and finally penetrated into Fred's pre-cum filled seminal cavity.

Fred's shocked grunt only confirmed that he had successfully found his mark. Fred's semen would keep the eggs healthy, warm, and properly hydrated until it became time for him to lay them himself.

And so came the part that Sam felt the most trepidation for. It was nearly time to lay his first eggs.

"Oh boy," he said, beginning to pant a little as he felt his biology moving things along. He would have very much liked to at least have a little time to prepare himself first, to gather his fortitude, but already he could feel powerful muscular contractions working themselves up to begin laying the first egg.

"You're fine, Sam. You're doing fine. Just breathe."

"Oh god. Oh god! It's moving!!"

"Try to remain calm. You're a dignified and powerful warrior Sam, but for now you must be a dignified and powerful queen. Hold your head up high, what you're doing is beautiful and natural."

“Ah! It doesn’t feel beautiful *or* *AH!* natural! AAAAH!”

Suddenly the muscle contractions spiked, and the first of many eggs finally pushed past the slowly opening exit from Sam’s belly and down into his vagina, passing through the long tube inside his Ovipositor.

It quickly reached the tip of Fred’s dick, which had penetrated quite deep into Sam in fact, especially since his dick was so malleable that the squeezing of Sam’s pussy and the stretching of Sam’s ovipositor had caused it to elongate significantly, and the egg came to a momentary halt.

Whatever spell Sam might have had over Fred was overpowered by Fred’s sudden fear. His lethargy left his limbs and he began struggling as hard as he could... but Sam had him thoroughly immobilized. Fred could only squirm and moan in fear as he felt the egg push against the head of his dick with more and more force, stretching it slowly wider and wider.

Sam’s abdomen bobbed up and down rhythmically over Fred’s pelvis, his pussy sliding slickly over the soft yet engorged shaft of Fred’s over-stretched and hypersensitive flesh. The egg pressed harder and harder to, in time to the rhythm of Sam’s bobbing, and slowly but surely the egg made progress.

Fred cried out in a conflicting mixture of pain and extreme ecstasy as the incredibly stretchy and sensitive head of his dick opened wider and wider. He began to panic as he felt the skin at the tip of his dick begin to stretch over the egg as it began to force its way into him.

And then he screeched out in muted orgasm as it abruptly slipped forward, and quite suddenly the head of his dick was stretched impossibly wide and thin over the huge egg as it slipped the first few inches into him.

Sam gasped in orgasm himself, the quickness of it shocking him. His pussy gushed with wetness and coated Fred’s dick and balls in the perfumed lubricant of his body. As Sam rocked against Fred his fur brushed back and forth across his skin, his naked lower half entirely exposed to the arousing effect of the fur’s touch and his shirt was slowly being pushed upwards and exposing his belly and chest as well.

The feeling of that fur as it moved back and forth against his skin only heightened the sensation of Fred’s climax, the fearful sensation of being trapped by such a large predator, whose fangs could just as easily warp his body and mind as kill him. Those eight soft and fluffy legs, wrapped around him so tightly and powerfully.

It was almost enough to distract him from sensation of the egg forcing its way down his poor, poor penis. Almost, but not quite.

The shaft of his dick expanded and stretched tighter and tighter around the egg as it pushed deeper. His skin stretched tighter than he imagined could ever be possible, even taking into account what Sam had

done to him. His dick stretched well past its limitations, the pain sharp and clear... but at the same time the egg was placing a wonderful sort of pressure on his manhood, moving along it like it was. He had only just come seconds earlier, and the egg was only halfway down his shaft, when he screamed out against his silk gag once again in an orgasm that was neither solicited nor wanted anymore. His balls clenched painfully, having already emptied themselves thoroughly now and having absolutely no time to recover and resupply. His body was producing pre as fast as it could, but it could only just dribble past the egg as it blocked up his body.

Already, as his seminal fluid continued to flow uncontrollably and his body rocked in a teeth clenching orgasm, the egg started to force it all back up into his body. He could feel something inside of his lower belly, something besides his bladder, start to stretch and fill as the lubricating fluid had nowhere else to go. His bladder, due to his extreme state of arousal, had closed up tight for the ride. The stretching of that little sack of skin deep inside of him came easily for the moment, though it was quickly expanding in size... and it hadn't even been filled with the first egg yet!

But it soon would be, as the egg forced its way deeper, the massive bulge travel lower and lower until, with a sigh from Sam and a gasp from Fred, it exited Sam's pussy and entered Fred's pelvis, pushing past his horribly sore and aching balls and through the bulb of the base of his dick, before switching directions and head back north upwards along his urinary track on a slow and steady journey to that final resting place, tucked away in a nourishing, lubricating, and hydrating fluid filled sack that was squeeze right up against the prostate and just underneath the bladder.

"Mmm!! Mmmmph!" cried Fred as he felt the egg travel higher and higher until it reached his prostate.

The pressure within Fred skyrocketed as his prostate was stretched around the egg, his balls pumped and clenched in an attempt to orgasm, yet the way was completely blocked. His tender and softened dick felt as though it doubled in size as his arousal skyrocketed, and he bucked and kicked underneath Sam as the egg made its torturously slow journey past that fork in the road, the path growing exponentially narrower and tighter as it went, until it came to a near complete halt at the last few millimeters before seeming to tip over the edge and plop into his tightly stretched and already overfilled seminal vesicle, finally reaching the terminus of Sam's ovipositor and coming to a rest within Fred.... and like the bursting of a dam Fred's bodily fluids rushed past that egg and through the previously blocked opening, pumping a tidal wave of his thin semen into Sam as the both cried out.

"Oh god," chanted Sam as his entire body heaved, and he struggled to regain his breath. He hadn't realized he had been holding it... and already the next egg was descending.

Fred shook his head and tried to shout 'NO!', but it was futile. There was not stopping any of it now. He could feel the egg that now rested within him with stark clarity, the size of it filling what was supposed to be a small cavity within him, now already stretched well beyond what it once was by the ballooning of it via his own seminal fluid to the stretching of it by the seemingly insignificant yet simply huge egg. Fred could distinctly feel the weight of that egg, the size of it, and even the mass of it as his body gently

rocked back and forth and a second egg made its presence known at the head of his dick again to repeat then entire experience all over again... only now he knew exactly what to expect and his stretched and aching tissue seemed to only intensify every sensation, whether it was intense pleasure or pain, ever further and further.

Fred cried as the second egg entered him, slowly and torturously moving through his body and stimulating within him yet another agonizing orgasm before it joined the first, which resulted in the peculiar sensation of the two eggs moving around inside of him every time his abdomen flexed, not to mention the fact that already he felt over-stuffed and stretched way-to-much around those two invasive orbs.

But it didn't stop there. Over and over he was violated by the eggs, stimulating him again and again. The pain was always present, but it was awash in a sea of sensation and muted by the howling of his body and the pounding of his blood. Time stretched on without end as he was filled with one egg after another. His belly quickly started to distend, pushing out as his muscles and skin stretched with seeming ease, yet the tightness and fullness only served to cause Fred more and more agony with each successive egg that filled him further.

And with each egg Sam's relief and pleasure grew. He felt no pain whatsoever, and the sensation of passing each egg from his body and onto Fred's was absolutely carnal, stretching him wide every time and stimulating him in ways that simple sex could never accomplish. He orgasmed repeatedly, though not as often as Fred, and each event was a like a slow burn that invaded Sam's entire being with blissful satisfaction and wonderment that only add to itself with every successive egg that left him. His abdomen, which he hadn't even noticed had become rather fat and round, slowly slimmed back down to its 'regular' shape, and he felt the relief of the weight of the eggs slowly lifting off him. Fred, of course, was slowly being burdened with that same weight and filled ever fuller and tighter with it.

It was more than just that for Fred though. The location of where the eggs came to rest was right up against his prostate and the more eggs that filled him the more powerfully and unendingly aroused he realized he was becoming. It was reaching levels that seemed impossible, and even in its early stages began to drive him mad with lust and sexual frustration. His balls seemed to constantly be emptying themselves of whatever semen they were able to produce, and he leaked profusely of his sexual fluid due to the state of his arousal. He didn't know that this was intentional, designed to keep the eggs healthy and happy for the duration of their stay in what would otherwise have been an unsuitable surrogate for Sam's belly, but what he did know was that being forced to endure what he was enduring for *an entire week* seemed like nothing short of evil to him.

Over a hundred eggs later, though, the last of them popped tightly into place within Fred's belly. Both he and Sam were entirely drained of energy, and they collapsed together in the grassy dirt. Chex had spent the entire ordeal comforting Sam and cleaning his fur, which had felt wonderful and helped to ease the stress of egg-laying, and over next to another tree Bernard had woken up and sat to watch the spectacle

while Chex filled him in. Sam and Fred were both too intensely focused on what was going on between themselves though to take any real notice of any of this during the egg-laying though.

Sam simply laid there, feeling extraordinarily drained and empty, while he slowly slid into unconsciousness. As his eyes gradually closed he felt his ovipositor gently shrink back and retreat from Fred's body, letting everything collapse tightly back into place behind him, as the strange organ resumed its place tucked neatly into Sam's body.

His body, still experiencing rippling twinges from the aftermath of such enormous sexual exertions and countless climaxes over the course of the past few hours, slowly retreated into itself.

Sam's legs drew together to form human limbs, his abdomen pulled back up to form his midriff and his chest cavity reformed as a pair of luscious breasts blossomed, and his head transformed from the round and short necked head of a spider to the slim and angular shape of an alien-looking human, whose full lips hid fangs and whose long, flowing black hair hid pointed ears. Sam's body became that of a beautiful female humanoid as he slipped off to sleep, naked yet covered in thick and phenomenally delicate and shimmering grey fur, which caught the light and twisted it all around before both Sam and Fred, whom he laid on top of and covered entirely, vanished as if by magic by the natural cloaking mechanism of Sam's wondrous fur.

"I'm never going to get used to that," grumbled Bernard. "Nor any of this nonsense, for that matter."

"You know, I don't think I will either," agreed Chex, and so two natural enemies, a human who was occupying land and an Aracana who wanted it back, shared a moment together as they stared at the abomination of nature that slept before them.

Fred woke up confusedly. He didn't know where he was or what was on top of him... only that it felt warm and soft. He moaned as he realized his dick felt extremely sore, and reached up to touch whatever was on top of him.

His hand closed on a breast, and for a few moments he held it in his hand deliriously. What was going on?

And then he felt the mass of eggs shift in his belly, and he felt the powerful arousal that still was gripping his body because of them, and then he felt his ruined manhood as his blood pounded through it, precum steadily dribbling from its tip.

He immediately shoved the woman laying on top of him off, and sat up to see that his stomach was huge and round, almost exactly as if he were in a late term of pregnancy, and he groaned as the eggs within him shifted around and the pressure caused what felt like a mechanically induced orgasm, where

a rush of seminal fluid escaped him in a burst and caused a spike of pleasure to shoot through him. His dick, while it felt fully erect, looked like an overcooked noodle, and was a bit longer and narrower than he knew it ought to be. It was also limp, puffy, and beat red from his aggressive and persistent arousal (which he felt like should have resulted in the most powerful hard-on in all of the world though it was exactly the opposite), and a pool of his own semen and pre-cum in the dirt between his legs was evidence that even as he slept his condition persisted.

Sam awoke slowly, sitting up as well and rubbing his soft and furry face before looking up at the sun to find the time. He guessed he had been asleep for about two hours. The illusion of invisibility that he had reflexively created as he fell asleep had vanished the second Fred had pushed him off.

"I feel absolutely wonderful," he said as he yawned and stretched, standing up spryly.

"I feel like hell!" said Fred as he tried to move to stand up as well, but only rocked back onto his ass as the weight of his belly threw him off balance. His gag had fallen off in his sleep.

"You look like hell," agreed Bernard. "But it's getting late. People are bound to start wondering where we've gone off to... and I don't think the lad here can go back looking like that either."

"Fred was killed in combat," said Sam as he carefully focused, and like a mirage the air around him shimmered before he first resumed his large, human, and male appearance, and then created the illusion of clothes over it. Frederick shouted in amazement, but Sam ignored him.

"Chex?" asked Sam, directing his voice to the tree tops. "Can you get someone to take Frederick back to our base, and keep him under watch? I'll be along later to question him in detail, although if you can get anything out of him first that would be amendable as well."

"Of course, your highness," said Chex with a bow, before two other Aracana, who had kept themselves hidden at a distance, came down and both began tying Fred back up and re-gagged him as well.

His mumbled protests quickly disappeared as the two small Aracana made short work of cocooning Fred and then quickly dragging him off into the forest.

"Damn..." said Bernard as he watched Fred disappear. "Promise me you'll never have *me* 'killed'."

"You sure? That was actually quite a lot of fun."

Bernard blanched until he realized that Sam was joking, more or less, before shrugging it off.

"And maybe you might want to consider not 'fixing' that cursed body of yours?" jibbed Bernard back. Now it was Sam's turn to blanch.

“Point taken. We better hurry along if we’re going to join back up with the hunt before it gets too late. Nothing good comes of walking through the forest in the dark.”

“Ah, but now you’re one of them!” said Bernard. “I don’t think we’d run into any trouble with you scouting the way.”

“What might you be implying?” asked Sam innocently, but Bernard was too quick. He sneaked two fingers up and into Sam’s body through his fur, causing a cascading failure of his illusion of being a human man, and wiggled them up inside him.

“You might have satisfied yourself for the day,” he said apologetically as Sam cried out in surprise. “But I’ve still got quite a problem on my hands.”

Indeed, as Sam came back down of his toes Bernard *did* have quite the large erection sporting inside his pants, straining mightily against the fabric.

“And there’s something else,” Bernard said as he removed his fingers from Sam, both of which glistened with Sam’s early morning dew (though it was growing late), and Bernard pulled down his pants as his cheeks blushed red.

Sam gasped in shock, because something else indeed had happened, and that something else was that Bernard’s dick was no longer human in shape nor size.

“You think this will still fit inside ya?” he asked sheepishly.

“Is *that* why it got stuck?” asked Sam wide eyed. “No fucking wonder!”

“Uh, yea I think so...” said Bernard as they both stared at it. His dick was easily over a foot long now, and twice as thick as it should have been, but that wasn’t the worst of it. It was no longer at all human looking. The head of his dick was elongated and shaped like a oval bulb, the thick shaft was bent slightly in two places, and it had turned black in color. What was more, when he flexed his pelvic muscles the bends in it straightened somewhat and caused his dick to look as if it were reaching out. His balls, too, had enlarged significantly, and his pubic hair had turned velvet black as well, thickening to the point where it was practically fur. His dick looked like a mammalian version of a pedipalp.

Sam and Bernard both looked back up at each other, and Bernard’s face looked strained.

“Please?” he begged.

“I’m.... uh... certain it will probably... maybe... fit?” gulped Sam.

“You might need to return to your beautiful Aracana form first, my queen,” chimed in Chex. “I can assist you if you like! As an Aracana you might be tighter than a human, but you will be much deeper! I’m sure he would fit then!”

“Good gods Chex, whose side are you on?”

“Sam. I need *something* to make this go away. It’s been like this for *hours* now!”

“Can’t you just... you know?”

“I can’t get rid of it like that! I’ve tried! I don’t know how to touch it right anymore, but I can tell ya that this thing felt like euphoria when you rode me as a spider! I can be quick! It won’t take more than a few minutes, and then we can be off again!”

“Chex...” said Sam after a pregnant silence filled the air, during which Bernard stood half-naked and stared pleadingly at Sam, and Sam stared at the Bernard’s monster. “Take a note before you get down here, cause you’re gonna need to help me out here. Tell Shen to look up how I can stop inducing this crazy lust in everyone who comes into contact with me, cause I don’t think I can take this much sex every day.”

“Of course, my queen,” said Chex as he immediately jumped down from the tree-tops. “But it’s a queens duty to satisfy her, or in your case, his subjects. Procreation is a very important part of your job if you want to maintain a standing army!”

“I’m actually pretty certain that I don’t want a standing army,” whined Sam as he walked up to Bernard and delicately caressed what had become his manhood. Bernard shuddered violently at the soft touch.

“And I’m doubly sure that ‘satisfying’ my ‘subjects’ is more of a pain in the ass than it’s worth.”

“I know of a way to make this an even bigger pain in the ass,” joked Bernard.

“NO,” said Sam quickly. “Just... no. I don’t even want to picture that!”

“I do!” chimed in Chex. “And then it might fit inside your two-legged form!”

“I don’t care if the world fits inside my ‘two-legged’ form, I ain’t taking that thing up the ass. You’re a good friend Bern, but there ain’t a friend in the world worth *that* horror.”

“Oh I don’t know,” laughed Bernard. “That’s what they all say before... Bam! All they want is anal.”

“Well I’m not one of ‘them’. Not yet. Are we doing this or not!?”

“Yes!” shouted Chex happily. “Let’s do it!”

“And then straight back to the war,” amended Sam, right before firmly grabbing hold of the strange new head of Bernard’s dick and pulling him closer by it.

To be continued in Chapter 6, and the first story arc concluded in chapter 7... or perhaps if need be chapter 8