

MARVEL
COMICS
GROUP

THE MICRONAUTS

THEY CAME FROM INNER SPACE™

JUNE
75¢ U.K. 35p
#42



Stan Lee
PRESENTS:

THE MICRONAUTS!

STRANDED ON EARTH, THE CHAMPIONS OF THE MICROVERSE
ENCOUNTER A VILLAIN CAPABLE OF KILLING THEM...OR OF
SENDING THEM HOME!

KNAVE, *Thy name is* **NEMESIS!**

ACROYEAR



COMMANDER RANN



MARIONETTE

BUG

MICROTRON

THROUGH BLADES OF GRASS
AS TALL AS TREES, A SLAYERING,
SNARLING SAVAGE STALKS...



HIS NAME IS
DEVIL. HE
HAILS FROM
TROPICA IN
THE MICROVERSE.
ONE OF HOME-
WORLD'S MANY
MOLECULAR
ZONES.

HE IS A
MICRONAUT,
A HERO, IF
YOU WILL....

...AND, AT THE
MOMENT, HE IS
TOTALLY OUT OF
CONTROL!

BILL MANTLO & GIL KANE & DANNY BULANADI & BOB SHAREN & ALBERT LEFEMAN & AL MILGROM & JIM SHOOTER
SCRIPTER ARTISTS COLORS LETTERS EDITOR BARON BIG

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DESPITE THEIR FIERCE APPEARANCE, THE DEVILS OF TROPICA ARE A GENTLE RACE.



THEY WOULD SOONER LIE ABOUT, LAUGHING, THAN LUNGE INTO BATTLE; SOONER SING THAN SLAY.

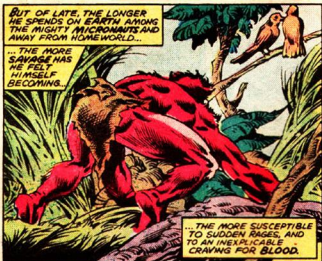
A CHANGE HAS RECENTLY COME OVER THIS DEVIL.



AT FIRST HE HID WHAT WAS HAPPENING, EVEN FROM HIMSELF.

BUT OF LATE, THE LONGER HE SPENDS ON EARTH AMONG THE MIGHTY MICROMANTS AND AWAY FROM HOMELAND...

...THE MORE SAVAGE HAS HE FELT HIMSELF BECOMING.



...THE MORE SUSCEPTIBLE TO SUDDEN RAGES, AND TO AN INEXPLICABLE CRAVING FOR BLOOD.

HIS PREY PERCHES ON A BRANCH BEFORE HIM.

THE LOVEBIRDS HAVE NOT HEARD HIS SILENT APPROACH.



BUT DEVIL HEARS THEM...



...AND REMEMBERS ANOTHER'S SONG.

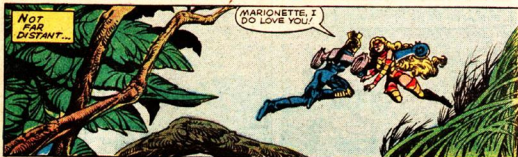


IMMEDIATELY, TRANQUILITY FILLS HIS SOUL.



REMEMBRANCE OF HIS ONCE-COMPANION, FIREFLY, BANISHES HIS BLOODLUST...

...FOR THE MOMENT. 2



NOT
FAR
DISTANT...

MARIONETTE, I
DO LOVE YOU!



AND I YOU,
ARCTURUS!



I'VE LONGED TO HOLD
YOU-- TO FEEL YOUR
HEART BEATING
AGAINST MINE!



TO
ASK
YOU...

NO, ARCTURUS!
DON'T!



WHAT?!

IT'S NOT
RIGHT--
NOT NOW!

STOP GLIDING
AWAY FROM ME!
WHAT'S NOT
RIGHT?!

TO BE IN
LOVE-- TO BE
SO HAPPY--

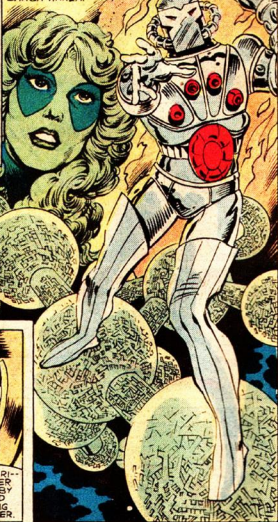
--WHEN OUR BELOVED MICROVERSE IS
ENSLAVED BY MY POWER-MAD BROTHER!



WITH MARIONETTE JOINING THE
MICRONAUTS AND ARGON AS FORCE
COMMANDER--LEADING THE HOSTS OF
THE REBELLION, THE DESPOT WAS AT
LAST OVERTHROWN. THE MICROVERSE
WAS LIBERATED...

BUT THEN ARGON BECAME AS CORRUPT
AS THE EVIL KARZA HIMSELF, AND A
PRINCE OF LIGHT REPLACED THE
PRINCE OF DARKNESS ON HOMEWORLD'S
THRONE!

ONCE PRINCESS MARI
AND PRINCE ARGON
WERE THE HOPE OF
THAT SUBATOMIC
SOLAR SYSTEM
UNDER THE HEEL
OF THE DIABOLICAL
BARON KARZA.



EVERY MOMENT
WE REMAIN HERE--
OUTLAWS-- ON
EARTH, ARGON
CONSOLIDATES
HIS HOLD UPON
OUR MICROVERSE!



I KNOW, MARI--
BUT WE'RE NEVER
GOING TO WIN BY
BECOMING AS COLD
AND CALCULATING
AS YOUR BROTHER.

WHILE HE TEMPORARILY
HOLDS SWAY THROUGH HATE,
IT WILL BE OUR LOVE THAT
CARRIES THE DAY.

ARCTURUS,
IF ONLY I
COULD BELIEVE
THAT...

AND YET,
WHEN YOU
HOLD ME
SO, I DO!



OTHERS THERE
ARE, AMONG THE
MIGHTY MICRO-
NAUTS, WHOSE
CIRCUITS SING
WITH STIRRINGS
OF LOVE...

ARE YOU HAPPY
HERE, NANOTRON?

I'D BE HAPPY
ANYWHERE WITH
YOU, MICROTRON!



BUT YOU ARE
TRANS-
MITTING
A CERTAIN
SAD-
NESS...



I SUPPOSE I AM SOMEWHAT DE-SPONDENT. I WAS THINKING OF **BIOTRON**.[®] AND HOW I WISH HE WERE STILL FUNCTIONAL AND ABLE TO SHARE IN OUR HAPPINESS.


HE WAS MY FRIEND, NANOTRON. I DON'T THINK I'VE EVER GOTTEN OVER LOSING HIM.

***BIOTRON, THE MICRO'S ROBOID HELMSMAN, WAS TERMINATED IN MICRONAUTS # 27--AL.**



I WISH **ACROYEAR** COULD BE HAPPY, TOO.

HE'S KNOWN A GREATER LOSS THAN ALL THE REST OF US.



"IN ORDER TO DEFEAT **BARON KARZA**, **ACROYEAR** HAD TO DRAW ON THE STRENGTH OF THE **WORLDWIND**, THE SOUL OF HIS PLANET, **SPARTAK**.

"IT TURNED **SPARTAK** INTO A COLD, DEAD WORLD OF STONE.

"HIS PEOPLE NEVER FORGAVE HIM FOR SACRIFICING THEIR WORLD SO THAT THE REST OF THE MICROVERSE COULD LIVE. THEY BRANDED HIM A **TRAITOR**...



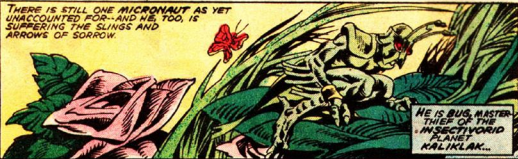
"...AND VANISHED INTO SPACE LED BY HIS LOVER--THE SWORD-MAIDEN **CILICIA**.



"SINCE THEN, **ACROYEAR** HAS BEEN A **KING-IN-EXILE**, A RULER WITHOUT SUBJECTS.

"DO YOU WONDER, THEN, THAT HE IS SAD?"

THERE IS STILL ONE MICRONAUT AS YET UNACCOUNTED FOR--AND HE, TOO, IS SUFFERING THE SLINGS AND ARROWS OF SORROW.



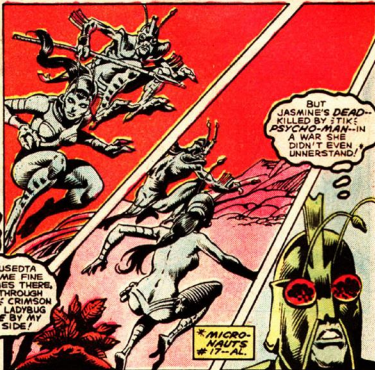
HE IS BUG, MASTER-THIEF OF THE INSECTIVORID PLANET KALIKLAK...

...AND HE IS HOMESICK.

I'M 3TIKE SICK OF GREEN EVERYWHERE I'STIKE LOOK!

I WANNA GET BACK TO THE 3TIKE RED, RED GRASS O' 3TIKE HOME!

I USEDTA HAVE SOME FINE 3TIKE TIMES THERE, HOPPIN' THROUGH THE 3TIKE CRIMSON WITH MY LADYBUG JASMINE BY MY 3TIKE SIDE!



*MICRONAUTS #17--AL.

THIS IS THE FIRST QUIET MOMENT WE'VE 3TIKE; HAD SINCE BEIN' CHASED OUTTA THE MICROVERSE BY 3TIKE FORCE COMMANDER--THE FIRST CHANCE I'VE HAD TA SIT AN' 3TIKE THINK ABOUT JAS...

BUT, INSTEAD, SOME OTHER DAME'S FACE KEEPS POPPIN' INTO MY 3TIKE HEAD!

WHO 3TIKE IS SHE? SHE AIN'T NO INSECTIVORID--

--AN' YET, IN SOME CRAZY 3TIKE WAY--SHE IS! WISH I 3TIKE KNEW...



ACROSS THE FIELDS, BUG SPIES AN EDIFICE.



FOR SOME INEXPLICABLE REASON, THE IRREPRESSIBLE INSECTIVORID FEELS HIMSELF DRAWN TO THE DISTANT MANSION...

...AS IF THERE HE WILL DISCOVER THE ANSWER TO THE MYSTERIOUS VISION THAT HAUNTS HIS SOUL...

HOWEVER, AS HE IS ABOUT TO LEAP, HE SHAKES THE PLANT STEM UPON WHICH HE PERCHES...



...AND A RAIN-LADEN FLOWER RELEASES A FLOOD UPON HIM.

YECCHH!
IF THERE'S ANYTHIN' I
3TIK5 HATE
MOST ABOUT
EARTH...



...IT'S THE FACT THAT IT'S SO SHREW-SUCKIN' 3TIK5 WET!!

THE WOMAN OF HIS DREAMS IS MOMENTARILY FORGOTTEN.

AT THE MANSION, GUESTS BEGIN TO ARRIVE.



QUITE A PARTY!

JAN REALLY KNOWS HOW TO THROW 'EM!

"JAN" IS MS. JANET VAN DYNE, SOCIALITE, HEIRESS... AND THE SUPER HEROINE KNOWN TO ALL THE WORLD AS THE WONDERFUL WASP!



SHE IS ALSO, BY THE WAY, CURRENT LEADER OF THE MIGHTY AVENGERS.

HER GUESTS ARE LESS IMPRESSED BY HER CREDENTIALS...

...THAN BY THE QUALITY OF HER CAVIAR.

THERE IS ONE AMIDST THE THROG OF REVELERS, HOWEVER, WHO HAS COME NEITHER FOR THE FOOD NOR THE FROLIC.

HIS VINTAGE ROLLS ROYCE, HIS ARISTOCRATIC BEARING, HIS IMPECCABLE MANNERS, AND HIS FORGED INVITATION, EASILY GET HIM PAST THE GUARDS AT THE GATE.

IS MS. VAN DYNE MINGLING WITH HER GUESTS?

NO, I DON'T THINK SHE'LL JOIN THE PARTY AT ALL!

AT THE REAR OF THE MAIN HOUSE IS AN OUTBUILDING--A LABORATORY ONCE USED BY JANET VAN DYNE'S HUSBAND, HANK PYM--YELLOWJACKET.

THERE--AT THE WINDOW OF THE LAB--IS MY LOVELY TARGET...

...AND THERE I'LL FIND THE POWER TO DESTROY HER!

BUTLER, IS THERE SOMEWHERE I CAN CHANGE?

FOR THE POOL SIR?

THE CABANAS ARE ALL FULL. I'M AFRAID YOU'LL HAVE TO WAIT.

--AND I CAN'T WAIT!

SIR? SIR?

NO, NOT FOR THE POOL, YOU IDIOT--

GOODNESS! SOME PEOPLE HAVE NO PATIENCE!

NO PATIENCE AT ALL!

NO, SIR. SHE'LL JOIN THE PARTY LATER.

HAD THE BUTLER BEEN ONE OF JANET VAN DYNE'S REGULAR EMPLOYEES, HE WOULD HAVE REGARDED THE CRUMPLED CLOTHING MORE CAREFULLY.

AS HELP HIRED FOR THE DAY, HE CHALKS UP WHAT HE HAS JUST SEEN AS ANOTHER ECCENTRICITY OF THE RICH...

...RATHER THAN A SINISTER SCHEME ABOUT TO UNFOLD.



I ENJOYED SHOCKING THAT UNWITTING IMBECILE! IT GAVE ME A FEELING OF SUPERIORITY!

AND I AM SUPERIOR!

WHO ELSE COULD HAVE KIDNAPPED ANT-MAN AND THE WASP-- LEARNED THEIR SECRETS OF CONTROLLED SHRINKAGE--

--BUT DOCTOR NEMESIS!*

*FIRST AND ONLY SEEN IN MARVEL FEATURE #10--AL



I WAS RAW--UNTUTORED --WHEN FIRST I WENT AGAINST THEM! ANT-MAN DEFEATED ME BY A TRICK!

BUT I ESCAPED PRISON, LAID LOW WHILE PERFECTING MY ABILITY TO DUPLICATE THE PYMS' SHRINKING ABILITIES...

...AND SPYED ON THEM FROM AFAR UNTIL I KNEW THE MOMENT HAD COME FOR ME TO ATTAIN--REVENGE!

AH, THERE'S MY BEAUTEIOUS HOSTESS NOW. HOW FORLORN SHE LOOKS.

AND NO WONDER! NOT LONG AGO HER HUSBAND--YELLOW-JACKET--WENT OFF THE DEEP END--TURNED AGAINST HER AND THE AVENGERS!*



SHE THREW HIM OUT--BUT SHE'S NEVER GOTTEN OVER HIM!

*SEE AVENGERS #213--AL



NOT EVEN...

...WHEN LEADING THE AVENGERS...

...INTO BATTLE!*

BUT I HAPPEN TO KNOW THAT BEFORE THE BIG BREAK-UP--



--HANK PYM WAS HARD AT WORK ON A NEW, ULTRASECRET PROJECT TO INCREASE HIS FIGHTING STRENGTH AND MAKE HIMSELF A MORE VALUABLE ADDITION TO THE AVENGERS!

HE'D CREATED A SUIT OF MINIATURIZED ADAMANTIUM ARMOR --THE MOST INDESTRUCTIBLE METAL KNOWN TO MAN!



PYM NEVER GOT THE CHANCE TO DON IT--OR TO USE ITS RATHER SPECIAL POWERS!

HIS LOSS WILL BE MY GAIN!



SILENTLY SLIDING THE WINDOW UP, DOCTOR NEMESIS BEGINS TO CARRY OUT HIS PLAN.



MEAN-
WHILE,
THE MIGHTY
MICRO-
NAUTS
REGROUP
NEAR THEIR
ASTRO-
STATION...

TIME TO DECIDE
WHAT OUR NEXT
MOVE WILL BE,
TEAM.



AS YOU ALL KNOW, OUR
MISSION FIRST AND
FOREMOST MUST BE
TO FIND SOME WAY
BACK TO THE MICRO-
VERSE. WITH OUR SHIP--
THE ENDEAVOR--
DESTROYED--

--AND ONLY THE **ASTROSTATION** TO CARRY US
ALL, WE'RE AT A SEVERE DISADVANTAGE SHOULD
FORCE COMMANDER SEND MORE ASSASSINS
SUCH AS THE **DEATH SQUAD** AND **HUNTARR**
THROUGH THE **SPACEWALL** * TO ANNIHILATE US!

*LAST
ISH--
AL.



YOU DELICATELY
AVOIDED NUMBERING
MY PEOPLE AMONG
ARGON'S ASSASSINS,
COMMANDER.

THE ACRO-
YEAR RACE
WOULD NEVER
SUPPORT ARGON
UNLESS THEY
WERE BEING
MISLED...

YES-- BY MY
BELOVED LADY
CILICIA.



*THE SPACEWALL:
THE ALL-BUT-
IMPENETRABLE
BARRIER THAT
SEPARATES THE
MICROVERSE FROM
EARTH--AL AGAIN.



SO WITH THE 3TIK
ENDEAVOR GONE, HOW'RE
WE GONNA GET 3TIK
HOME?

HOWEVER WE DO IT, IT MUST BE SOON--ERE
I LOSE ALL CONTROL OVER THE ANIMAL-
ISTIC ASPECT OF MY
NATURE!

THERE MAY BE A WAY--
THE **PROMETHEUS PIT**,
LOCATED SOMEWHERE
IN THE LAND CALLED
FLORIDA.

IT WAS
CREATED BY
A MADMAN
NAMED
**PROFESSOR
PROMETHEUS**--

--A WARPED
GENIUS WHO WAS
HALF-MAN AND
HALF-MACHINE!*

*SEE
MICRONAUTS
#5-AL.

OTHERS HAVE ENTERED AND
LEFT THE MICROVERSE
THROUGH THE **PROMETHEUS**
PIT BEFORE. IF IT STILL
EXISTS, IT MIGHT BE OUR
WAY HOME.

NOTHING
ELSE HAS
WORKED, SO
IT'S WORTH
A TRY.

SO, DO I PUT IT
TO A VOTE?

WE ALL PLACE
OUR TRUST
IN YOUR
DECISIONS,
COMMANDER.

LEAD AND WE
SHALL FOLLOW.

HOLY
TIK-
SNREW!!

BUG, WHAT IS IT?
WHAT'S WRONG?

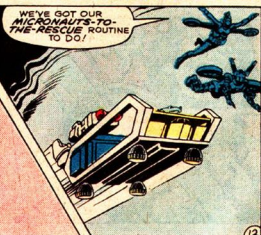
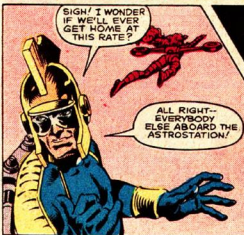
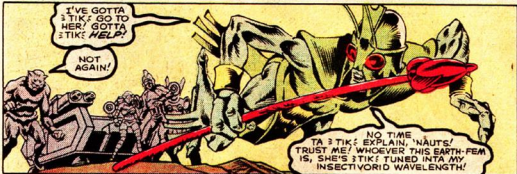
THAT
DAME
AGAIN!

WHAT DAME... BUG?
WHO ARE YOU TALKING
ABOUT?!

DUNNO! FACE
IN MY MIND/
BEAUTIFUL!

SHE'S
IN
TIK-
TROUBLE!
SHE
NEEDS
ME!

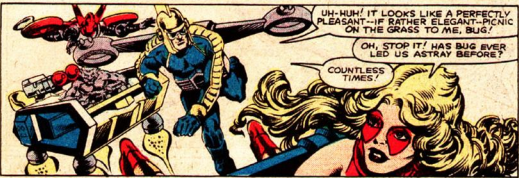
I'M SUPPOSEDLY THE
ONLY **TELEPATH** ON THIS
TEAM! WHY IS IT I DON'T
SENSE WHAT BUG SENSES?



SOON...

YOU'RE
HEADING
TOWARDS A
GATHERING
OF HUMANS,
BUG!

THAT'S
WHERE THE
3TIKE
DISTRESS
CALL IS
COMING FROM,
PRINCESS!



UH-HUH! IT LOOKS LIKE A PERFECTLY
PLEASANT--IF RATHER ELEGANT--PICNIC
ON THE GRASS TO ME, BUG!

OH, STOP IT! HAS BUG EVER
LED US ASTRAY BEFORE?

COUNTLESS
TIMES!



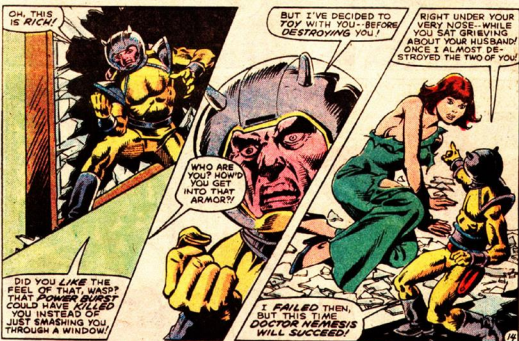
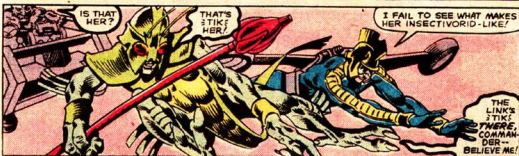
I TELL YA, THERE'S
3TIKE TROUBLE
HERE!

I CAN HEAR THE LADY
3TIKE SCREAMIN' INSIDE
O' MY 3TIKE HEAD! YA
EVER HEAR AN INSECT
3TIKE SCREAM? IT AIN'T
3TIKE EASY TA TAKE!



...AND BUG'S
PREMONITION OF
PERIL IS BORNE
OUT--IN SPADES!

SKRASHH!



A POWER-BURST
IS FIRED FROM
NEMESIS'S
SAUNTLETS...

...AND JANET
VAN DYNE,
GOWN AND
ALL, IS GONE!



SHE'S...
GONE!

HE DID--
INTEGRATED
HER!

GHASTLY! WAIT
UNTIL THE
AVENGERS
HEAR THAT
THE WASP
HAS BEEN
MURDERED!

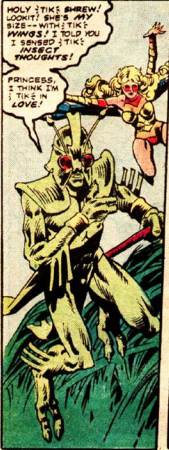
MURDERED? NOT
QUITE. BUT NEMESIS'S
BURST DID SHRINK
MY GOWN OUT OF
EXISTENCE--

-- AND
MIGHT HAVE
HAD THE SAME
EFFECT ON
ME--

-- IF I HADN'T
AVOIDED IT BY
QUICKLY SHRINKING
OUT OF ITS WAY, DOWN
TO WASP-SIZE!

HOLY :TIK: SHREW!
LOOKIT! SHE'S MY
SIZE-- WITH :TIK:
WINGS! I TOLD YOU
I SENSED :TIK:
INSECT
THOUGHTS!

PRINCESS,
I THINK IM
:TIK: IN
LOVE!

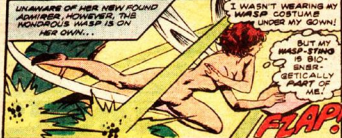


UNAWARE OF HER NEW FOUND
ADMIRER, HOWEVER, THE
MONDROUS WASP IS ON
HER OWN...

I WASN'T WEARING MY
WASP COSTUME
UNDER MY GOWN!

BUT MY
WASP-STING
IS BIO-
GENE-
GETICALLY
PART OF
ME.

FLAP!



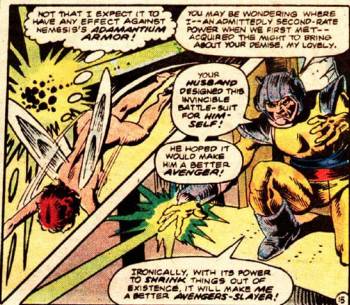
NOT THAT I EXPECT IT TO
HAVE ANY EFFECT AGAINST
NEMESIS'S ADAMANTIUM
ARMOR!

YOU MAY BE WONDERING WHERE
I-- AN ADMITTEDLY SECOND-RATE
POWER WHEN WE FIRST MET--
ACQUIRED THE MIGHT TO BRING
ABOUT YOUR DEMISE, MY LOVELY.

YOUR
HUSBAND
DESIGNED THIS
INVINCIBLE
BATTLE-SUIT
FOR HIM-
SELF!

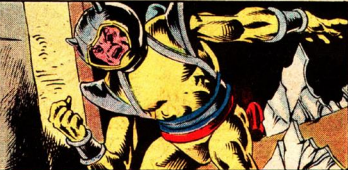
HE HOPED IT
WOULD MAKE
HIM A BETTER
AVENGER!

IRONICALLY, WITH ITS POWER
TO SHRINK THINGS OUT OF
EXISTENCE, IT WILL MAKE ME
A BETTER AVENGERS-SLAYER!



AND YOU, MY DEAR
WASP, WILL BE
THE FIRST
TO FALL!

IMAGINE THE MICRO-
MANT'S REACTION!
HERE STANDS A VILLAIN
WITH THE POWER TO
SHRINK OBJECTS --
AND SHRINK IS
PRECISELY WHAT THE
MICROMANTS MUST DO
IN ORDER TO RETURN
HOME.



I DON'T KNOW
WHETHER WE
SHOULD FIGHT
THIS NEMESIS
CHARACTER --
OR
SURRENDER!



WHILE YOU DOPE IT
:TIK: OUT, COMMANDER,
GOLDEN BOY'S GETTIN'
READY TA :TIK:
ATTACK THE BUG-
LADY AGAIN --

-- AN' ME, I MEAN TA
:TIK: HELP THE DAMSEL
IN :TIK: DISTRESS!



EVEN AS THE
BOMBASTIC BUG
LEAPS TO AID
THE WASP...



...THE LADY
IN QUESTION
DRAWS NEMESIS'S
FIRE ANEW.

I'VE GOT TO KEEP NEMESIS'S
ATTENTION ON ME AND OFF
MY GUESTS!

OH, HANK, HANK -- I
DIDN'T YOU EVER LEARN?

ADAMANTIUM'S
TOO DANGEROUS TO
BE USED BY ANYONE --
FOR GOOD OR EVIL!
THERE'S ALWAYS THE
CHANCE IT WILL FALL
INTO THE WRONG
HANDS --

-- AND
CREATE AN
ULTRON...
OR A
NEMESIS!

UNNN! HIS
LAST SHOT
PAZED ME --
I DON'T
KNOW IF I
CAN AVOID
THE NEXT!

SUPPENLY...

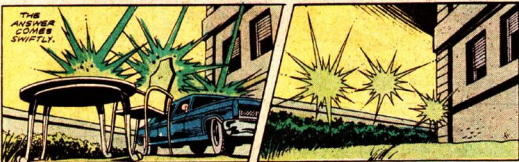
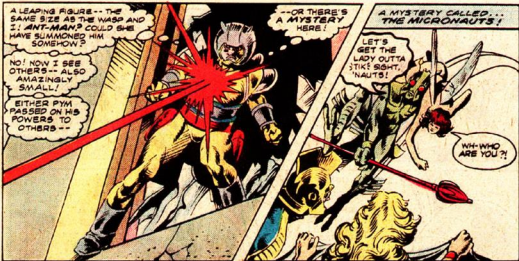
UPSADAISSY
:TIK: BUG-
LADY!

WHO -- ?!

JUS' L'IL OL' :TIK: BUG -- AN'
HIS TRUSTY :TIK: ROCKET-
LANCE -- AT YOUR :TIK: SERVICE!

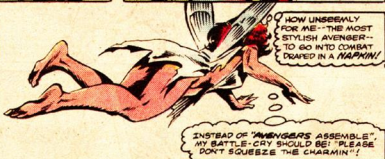
NO TIME TO WORRY
ABOUT MODESTY!

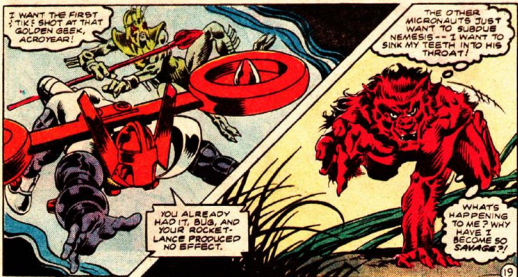
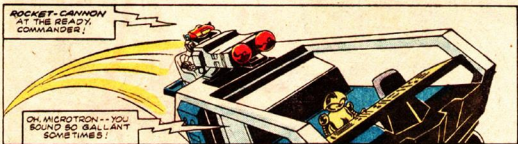
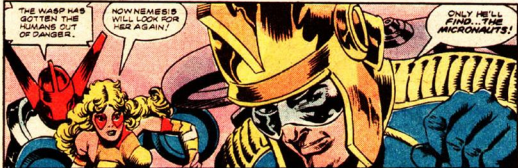
SHSKROOM!





WITHOUT ANOTHER WORD, THE WONDROUS WASP GOES FORTH TO DO HER DUTY.





EACH IMPELLED BY A DIFFERENT MOTIVATION, THE MARVELOUS MICRONAUTS NONE- THELESS GO FORTH TO FACE THE FOE... AS ONE!

BUT THE ADAMANTIUM ARMOR WORN BY THE KNAVE CALLED NEMESIS MAKES A MOCKERY OF THEIR ATTACK!

ADAMANTIUM HAS DEFIED THOR'S HAMMER--IRON MAN'S RE- PULSOR RAYS!

YOU CAN'T PENETRATE IT TO HURT ME--NO MATTER HOW MIGHTY YOU ARE!

BUT NEMESIS
CAN HURT US--

--OR, RATHER, SHRINK
US OUT OF SIGHT!

I KNOW WHAT MY
MICRONAUTS ARE
THINKING: WHY DON'T
WE LET NEMESIS
SHRINK US, HOPING WE
WILL RETURN TO THE
MICROVERSE?

IF ONLY I COULD BE SURE
THAT THAT'S WHERE WE'D
END UP--

--AND NOT REDUCED
TO NOTHINGNESS!

NOT CONTINUALLY
SHRINKING TO
AN INFINITESIMAL
ETERNITY!

ALAS, THE ONLY WAY OF KNOWING WOULD
BE TO SURRENDER THEMSELVES TO
NEMESIS'S RAYS...

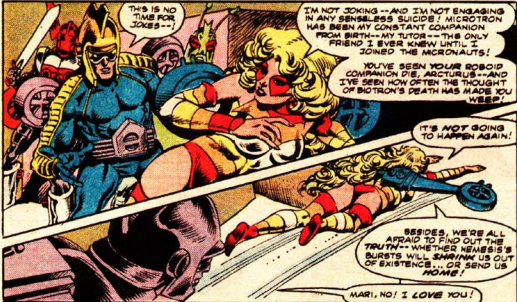
...AND THAT, NO
MICRONAUT IS
FOOLHARDY ENOUGH
TO DO...

...YET!

YEEOW!
HE'S GOT US
TURNIN' LIKE
TICKS ON A SPIT!

IT'S TRUE!
HIS ARMOR
RENDERS HIM
INVINCIBLE!

WE CAN
ONLY KEEP
ON THE MOVE
AND CONTINUE
TO DRAW HIS
FIRE!



THIS IS NO
TIME FOR
JOKES--!

I'M NOT JOKING--AND I'M NOT ENGAGING
IN ANY SENSELESS SUICIDE! MICROTRON
HAS BEEN MY CONSTANT COMPANION
FROM BIRTH--MY TUTOR--THE ONLY
FRIEND I EVER KNEW UNTIL I
JOINED THE MICRONAUTS!

YOU'VE SEEN YOUR ROBOID
COMPANION DIE, ARCTURUS--AND
I'VE SEEN HOW OFTEN THE THOUGHT
OF BIOTRON'S DEATH HAS MADE YOU
WEEP!

IT'S NOT GOING
TO HAPPEN AGAIN!

BESIDES, WE'RE ALL
AFRAID TO FIND OUT THE
TRUTH-- WHETHER NEMESIS'S
BURSTS WILL SHRINK US OUT
OF EXISTENCE... OR SEND US
HOME!

MARI, NO! I LOVE YOU!

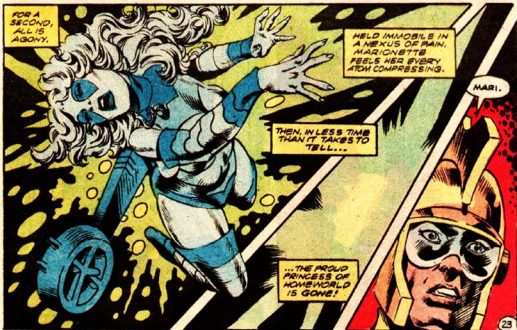


AND I LOVE YOU,
ARCTURUS--

--BUT I LOVE MY
MICROVERSE MORE! IF
THESE RAYS CAN SEND
ME THERE...

...I'D RISK
DEATH A THOUSAND
TIMES OVER!

COME AHEAD, WOMAN,
AND I'LL DEMONSTRATE THE
FATE I HAVE IN STORE FOR
THE WASP!



FOR A
SECOND,
ALL IS
AGONY.

HELD IMMOBILE IN
A NEXUS OF PAIN,
MARIONETTE
FEELS HER EVERY
ATOM COMPRESSING.

MARI.

THEN, IN LESS TIME
THAN IT TAKES TO
TELL...

...THE PROUD
PRINCESS OF
HOMEWORLD
IS GONE!



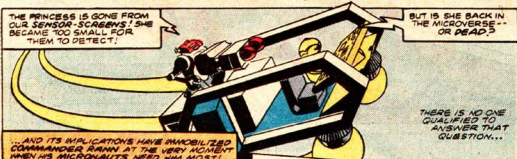
COMMANDER, COME TO YOUR SENSES! WE NEED A BATTLE PLAN!

MARI: SHE'S GONE.

CURSE YOU, LEAD US! WE NEED TO KNOW WHAT TO DO NEXT!

ANGER! ANGER! I-I WANT TO LUNGE AT THE COMMANDER-- TEAR HIM APART!

HAVE I BECOME SO SAVAGE THAT I WOULD EVEN TURN ON MY FRIENDS?!



THE PRINCESS IS GONE FROM OUR SENSOR-SCREWS! SHE BECAME TOO SMALL FOR THEM TO DETECT!

BUT IS SHE BACK IN THE MICROVERSE-- OR DEAD?

... AND ITS IMPLICATIONS HAVE IMMOBILIZED COMMANDER RANN AT THE VERY MOMENT WHEN HIS MICRONAUTS NEED HIM MOST!

THERE IS NO ONE QUALIFIED TO ANSWER THAT QUESTION...



COMMANDER!

COMMANDER.

COMMANDER!

RRASH!



IT IS TIME THAT ANOTHER LEADER ENTERED THE FRAY.

NO TIME TO BE PICKY-- ONE COSTUME'S AS GOOD AS THE NEXT!

I'VE JUST GOT TO GROW TO FILL IT! HMM, SNUG! MUST'VE PUT ON A POUND SOMEWHERE!

THE WASP'S COSTUME SHRINKS WITH HER. SHE IS READY TO FACE NEMESIS ANEW.

I ONLY HOPE THE MICRONAUTS HAVEN'T FINISHED HIM OFF WITHOUT ME!

THEY HAVEN'T!

THESE MICRONAUTS
SEEM STUNNED BY THE
LOSS OF THE WOMAN I
ELIMINATED--UNSURE OF
WHAT TO DO NEXT!

NOW IS MY
CHANCE TO
BLAST THEM
ALL!

NEMESIS!

I'M COMING FOR
YOU, KILLER!

THE WASP!

SHE SOUNDS
SO FIERCE--
SO SURE OF
HERSELF!

BUT WHY SHOULD I BE
SCARED? I POSSESS THE
ADAMANTIUM ARMOR HER
HUSBAND MADE... AND
THE POWER TO SHRINK HER
OUT OF EXISTENCE!

NEMESIS IS BRACING HIMSELF
TO FIRE AT ME! I GOT IN A FAST
DISTRESS CALL TO THE AVENGERS!
IF I DIE, AT LEAST THEY'LL
AVENGE ME!

THE WASP IS DIVIN'
RIGHT AT NEMESIS--
SACRIFICIN' HERSELF
TA KEEP HIM AWAY
FROM US!

CAN'T WAIT FOR
THE COMMANDER
TA TELL ME WHAT
TA DO....!

ZEERAP!



BUG! OH, NO! HE SACRIFICED HIMSELF FOR ME.



BUG? BUG GONE, TOO? AND ALL BECAUSE I STOOD PARALYZED LIKE SOME NOVICE SPACE CADET?

BUT I'M A FULL-FLEDGED SPACE GLIDER! I EARNED MY WINGS MILLENIA AGO!



I'M ALSO LEADER OF THE GREATEST FIGHTING TEAM IN THE MICROVERSE-- I ONCE WIELDED THE THE ENIGMA FORCE AND AM THE MAN WHO DEFEATED *BARON KARZA*!

IT'S TIME I LIVED UP TO MY REPUTATION.



NO, LITTLE MAN, IT'S TIME YOU DIED!

NEMESIS! I'VE JUST REALIZED SOMETHING ABOUT YOUR INVINCIBLE ARMOR!

OF COURSE! HOW ELSE WOULD YOU BE ABLE TO SEE?

EVERYTHING'S ADAMANTIUM EXCEPT YOUR FACEPLATE!

NO! YOU-YOU'VE SHATTERED IT!

SKRAK!



YES, YOUR ARMOR'S BEEN BREACHED, AND THROUGH THAT BREACH WILL CHARGE.

"...ACRO-
YEAR!"

THE MIGHTIEST OF THE
MICRONAUTS CLOSES IN. HE
DOES NOT DRAW THE ENERGY
SWORD MAGNETICALLY
SHEATHED AT HIS SIDE.

HE DOES NOT
NEED IT TO DEAL
WITH THE LIKES
OF NEMESIS.

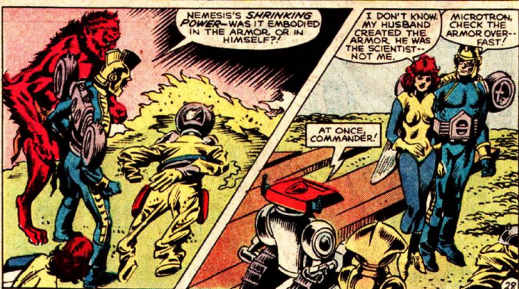
YOU'RE... STRONGER
THAN I AM--BUT YOU
CAN'T HURT ME--
WHILE I CAN
SHRINK YOU!

YOUR POWER TO SHRINK IS CONTAINED IN
YOUR GAUNTLETS, VILLAIN. LET US SEE
WHICH OF US SHALL BE STRUCK FIRST.



INDESTRUCTIBLE TO THE LAST, NEMESIS'S ADAMANTIUM ARMOR REMAINS.


THE VILLAIN WHO OCCUPIED IT--AND THE ONE WITH WHOM HE STRUGGLED--ARE NOWHERE TO BE SEEN.





MY SENSORS DETECT NO
POWER CHARGE/NEMESIS'S
ARMOR IS, FOR ALL INTENTS
AND PURPOSES, NOW NO-
THING MORE THAN AN
INDESTRUCTIBLE--AND
EMPTY-- COSTUME!

IF YOU WERE HOPING TO
USE THE SHRINKING RAYS
HE TURNED UPON US TO
ATTEMPT TO FOLLOW BUG,
MARIONETTE AND ACRO-
YEAR TO WHEREVER NEMESIS
SENT THEM, COMMANDER--



-- I'M AFRAID YOU
HAVEN'T A PRAYER!



THREE
MICRONAUTS
GONE-- MAYBE
DEAD-- FOR THIS?
FOR AN EMPTY
SUIT OF ARMOR?!!

BY THE
ENIGMA FORCE,
WHEN WILL THE
MADNESS END?!

NEXT MONTH:
ACTION ON EARTH AND
IN THE MICROVERSE!

**HOME AGAIN
HOME AGAIN**

JIGGETY-JIG!

Dear Bill and Gil:

So MICRONAUTS has gone to direct distribution, eh? That's too bad. The nearest comic shop to me is a good hour's drive away. Usually I head over there every few months and spend incredible amounts of money on back issues. Going once a month to see what's happening in MICRONAUTS could prove to be a problem.

But enough of my tale of woe. Seeing Nightcrawler and the X-Men in this mag was pretty neat. I liked the way you tied into X-MEN #152.

I'm becoming rather tired of Marionette's feminist spoutings lately, such as the incident in MICRONAUTS #37: If I saw any friend of mine falling toward a pool of fire, be it man or woman, I think I'd be a little concerned, just as Bug was about Mari. You think she could've yelled something like: "I'll be okay! Go get the villain!" instead, she complained because her companions showed concern for her welfare. How could Bug or Devil even have been sure that she wasn't unconscious, for goodness sakes?!

I'm sorry, but I still don't like Nanotron. There's nothing to her. Back in the Biotron days, Biotron was the calculating Yin to Microtron's rather air-headed yang. But Nanotron is just a feminine Microtron. That gives us two Yangs and no Yin! Perhaps as Microtron assumes more of Biotron's duties he could slowly become the Yin. But there's still Nanotron's appearance. She looks daffy!

Speaking of appearances, Keith forgot the red "T" on Acroyear's forehead. Tsak.

I almost died laughing when Devil said, "The concept of a thousand-pound ball of fur taking to the air is hilarious!" I know the weight is in Microverse-reckoning, but I found the concept of any six-inch high being weighing a thousand pounds too funny for words.

Randy Evans

26115 Beaver Creek Road
Beaver Creek, OR 97004

Oh you did, did you? Well, we've just sent Devil over to sit on your car! As for the MICRONAUTS' going to direct distribution and the dilemma this causes some of you faithful fans, we sympathize. The solution: SUBSCRIBE! We know that if we make this mag the very best comic we can, those who've stuck with MICRONAUTS thus far will manage to lay hands on this treasure somehow!

As for Nanotron, our revival of Biotron in a few issues will resolve much that you and other readers dislike about her, Randy. We trust you'll think more highly of her then.

And the issue of Devil's weight is one that deserved to be raised (Groan!). Bill didn't mean to imply that he weighed 1,000 Earth pounds, but that weight's Microversian equivalent. Heavy little ball of fur, isn't he?

Dear Micromaniacs,

I loved MICRONAUTS #37! There were a great many touching scenes in this issue, like Bug and Acroyear becoming closer again, Marionette's concern for Microtron, Nanotron basking Bug a Snail-Loaf and Devil trying to fly via Glider-Wings. Also, Huntarr was fabulous!

I do have a few questions for you:

(1) If the Micronauts want to go home so bad, why don't they at-

tempt to go through the Promethean Pit? (Remember From MICRONAUTS #5.)

(2) Where is Cilicia: Did she disappear? Also, when will Acroyear commence his quest for his lost race?

(3) On page 5, panel 4, where is Acroyear's "traitor mark"?

(4) Why has Commander Rann yet to appear in the cover corner logo?

(5) Are Slug and Pharoid dead?

(6) When will Membros and Nemesis appear?

There, hope you can answer them all! Oh, one last request:

(7) BRING BACK BIOTRON!!!!!!!

Jeff Nowicki

603 Cloverdale

Toledo, Ohio 43612

Okay, Jeff, in order then:

(1) First check out last issue's explanation, and then be here next month for their attempt at exactly that. (2) Cilicia briefly appeared in MICRONAUTS #39, and will be back when Acroyear gets looking for his people — how's that for a non-answer answer? (3) We forgot to draw it in. Sorry. (4) Too late — now that the book is direct sales only, there is no corner logo. (5) No, as last ish made clear. (6) We're not sure about the first, but you've seen the all-new, all-evil Nemesis in these very pages! (7) Okay.

Dear Bill and Gil:

"There's a Reason They Call It the Danger Room!" was a great issue. I really like it when the Micronauts meet Earth heroes. I have noticed, though, that of all the X-Men, Nightcrawler has made the most solo appearances in other Marvel mags. Why?

Huntarr is a good villain, but, like the Death Squad, you haven't given him a fair chance. Let's see all of them again soon.

Anthony R. Cardno

238 Center Drive

Hahopac, NY 10541

Nightcrawler guest-stars so often for a very simple reason, Tony — he's a delight to draw! (So's Bug, we hear, and one day soon we'd like to get Dazzling Dave Cockrum to take a crack at a Bug solo story). Huntarr and the Death Squad will both be back.... soon! Perhaps together! Guip!

Dear Micronauts,

What are all these new symbols we keep seeing on the Endeavor's monitor screens? Didn't there used to be a Homeworld language? The new symbols are not at all like the old ones (like the one that's supposed to be permanently branded into Acroyear's forehead but which hasn't been there lately!). What happened to them? I used to enjoy translating all those sneaky little messages. Please don't abandon the language; it adds extra realism to the mag.

Peter Farrar

32 Hall Avenue

Somerville, MA 02144

You're absolutely right, Peter, and we're sorry we've slipped up! The Homeworld/Microverse Alphabet will be back in ensuing issues — you have our word on that. Meanwhile, for all of you who've lost your Interlingual Dictionaries, we reprint it here below:

इड ड उआमप ओफ ड पडइगमप्रा --पपप्राकप

आ - Ā	ई - Ī	र - R	: - --0	टे - 20
अ - Ā	इ - Ī	ष - S	प्रे - 1	ठे - 30
ब - B	ज - J	ट - T	प्रे - 2	ने - 40
फ - C-K	ल - L	ठ - TH	प्रे - 3	के - 50
छ - CH	म - M	उ - U	प्रे - 4	प्रे - 60
ब - D	उ - N	व - V	प्रे - 5	प्रे - 70
ए - E	स - Ō	ध - W	प्रे - 6	प्रे - 80
फ - F-PH	श्री - Ō	य - Y	प्रे - 7	प्रे - 90
ग - G	प - P	ऊ - ER	प्रे - 8	प्रे - 100
ह - H	च - Q-KW	ल - AND	प्रे - 9	प्रे - 500
ध - THE	झ - a (ARTICLE)	ज - OR	प्रे - 10	प्रे - 1000