

# The secret of the Amazon

By [KittyBoi](#)

## I. The Grand Expedition

“Ugh, it’s so hot and sticky here!” There was a whine from the back of the group.

“It’s the Amazon, Darren, what did you expect?” Ava barked out from the front, slicing through a vine with her machete.

“Yeah, Darren. Adventures come with hardship.” A soft voice whispered out.

Ava shot the girl a nod. “Lily’s right. Now shut up, we’re almost there.” Darren mumbled something under his breath, the squat man scratching at his stubbly chin as he stomped after them.

Ava wasn’t sure why exactly she had tagged along, but the opportunity to research an unexplored area was too much a temptation for the Evolutionary Biologist. According to the group that had funded their expedition, a group of locals were found which warned about some sort of unmapped valley. In only a few weeks, a few universities sent their top scholars to explore and seize some of the glory for themselves. Ava’s GPA didn’t lie: she was hurried onto the plane before she had even been able to finish a hypothesis.

The girl, short in stature but well built, had quickly taken the lead in her small group. The rest of them were squeamish, whiny overachievers who could barely handle the roaches back home.

Worst of them all was Darren, who did nothing but whine and screech whenever something moved near him. Julian was fine, if quiet and unhelpful, and the same could be said for Mark.

The only member of the group she got along with was Lily, a darker skinned girl who absolutely dwarfed Ava. And even then, it was only a working relationship.

The dense jungle soon opened up into a small clearing, where huts had clearly been erected.

Smoke rose in rings upwards, and a group of people clapped and celebrated at something. The scent of food filled the village, and Ava’s stomach grumbled.

“Ugh, finally!” Darren groaned. “Hopefully these yokels will be willing to share their food.”

Before Ava could correct him, [Mark](#) smacked him on the back of the head.

“I [studied the nearby dialects](#) and I speak Spanish. The man that’s supposed to greet us speaks some as well. Hopefully it’ll be enough.” He told them.

A man with a painted face greeted them, spear pointed at them. Mark stepped in front of Ava, and raised his hands. The man barked out something, and her acquaintance responded. The native's mouth opened, apparently amazed that they could communicate. He began talking, each one speaking very slowly and calmly. Soon, the native huffed, set the spear against one of their buildings, and waved them forward.

"He said that there was a trail to this Valley, but he wouldn't take us there. He called it something like 'Death-Strand.'" Mark passed on. Darren, ever the obnoxious oaf, burst out laughing. "No way... like the Kojima game. You're messing with me." He giggled. "These yokels are messing with me." Julian merely stared him down. Mark continued. "He said that they'd welcome us for no more than three days."

Ava grinned, finding a sudden respect for Mark. "Nice job!" She complimented him, once again returning to the lead. The man walked them across the village, until they reached a shrouded web of trees and vines near the edge. Wooden stakes were pointed at the forest. He turned to Ava, and said something. She turned to Mark for answers.

"He told us to make our way back by sunset. If we don't come back, no one will save us." Content that his point had been made, the native nodded his head sombrely at them, before he made his way back towards the activity in the village. Ava readied her machete, and sliced a small passage into the vines.

The group followed, with Ava in front, then Lily, then Julian and Mark, and lastly, the still-complaining Darren, who the group had mostly tuned out. They had become so used to his bitching in the hours they had been hiking that his voice simply became another part of the song of the jungle.

They made their way to an altar within a tree stump, pieces of bone and dried blood still placed within. Ava withdrew her journal and began to sketch it, as the rest of her group did the same.

Content with the drawing, she looked towards her group. Julian and Mark were critiquing each other's sketches, pointing out details and omissions. Lily was nose deep in her sketchbook, pencil scratching at the paper as she tried to even add depth to the image.

There was silence.

The rest of the group noticed, each one looking in circles as they searched for the whiner.

Although they could all admit the contemplative silence was relaxing, and peaceful, none of them could in good conscience leave Darren within the jungle, not even mentioning its reputation. They nodded, and without another word split into pairs. The sky was turning a hazy orange, and there was no time to waste.

"Meet you back in the village!" Julian shouted as he and Mark picked a direction, and began calling for Darren. Lily's skin had turned ashen grey, and she began to chew on the pencil, grinding her teeth against the wood. Ava placed a hand on her back, clutching the machete with her other hand, giving her hers spare. That seemed to calm Lily, as Ava hacked away at vines. There were tracks along the ground, freshly made

pointing back to the village, and that gave the pair confidence. Ava began to shout for Darren, swearing under her breath in between calls.

“Darren!” She’d shout. “That idiot better hope he’s not hurt, I’ll leave him behind...” She’d mutter conspiratorially, not intending to follow through with her threats. Lily stuck closely behind her, teeth chattering against the pencil still.

If that coward went back to the village without telling anyone she was going to eat him alive.

As the sky faded into a blood red, an uneasy feeling blossomed in her gut. There was a large outcropping of vines, that seemed to create some sort of curtain; they made a roof between the trees, and weaved into tight knots. Ava stepped forward, and swung into them with the machete.

It was as if a trap had been set. The vine she tried to cut went flying, sending the machete into the air and jerking her forwards. She lost her balance, and began tumbling down a hill into a pool, through a breach in the ground miraculously not hitting her head, her clothes quickly becoming wet. She push herself up resurfacing .

“Ava!” Lily shouted from above, louder than she had spoken in the time Ava had known her, unable to fit her much bigger body through the breach.

“Hold still, I’m on my way!”

Even now, the color of the sky accompanied by the vines was quickly filling the sky with an inky blackness.

“Don’t!” Ava barked out, testing her legs to ensure she was intact. “Nothing’s broken, I’m okay! Get back to the village and bring others, we are very close! I will be fine, I promise!”

Lily began to protest, but Ava soon became more profane in her orders. Eventually, with a somber apology, Lily listened; her footsteps sounded farther and farther away as she retraced their steps. She will apology to the gentle giant later but Lily didn’t seem to be able to help her now. The village was just a kilometre Est. Few hours and they would be find.

As the time pass slowly it was becoming hard to see, Ava had made her way out of the poll and back onto more solid ground. She reached out, ensuring she could at least feel her way to some sort of safety. Her machete was gone, and she wasn’t going to waste time looking for it. By now Lily should have been back but there was no trace of her. That’s was so much worst, she just doomed the poor girl. She started calling her name.

As she stumbled blearily through the darkness, Ava’s eyes began to adjust. She began to see in front of her, albeit in a murky grey. She followed the trail she was walking with her eyes; directly ahead, there was some sort of cave.

There was no way Ava could make it back to camp without sight to guide her and no exit in sight. She grit her teeth and walked deeper into the cave, hoping to find an exit.

She had expected to hear the squeaking of bats, but there was only silence. She looked around, fists clenched in self-defense. She picked up a sharp rock on the cave floor and raised it, just in case.

Her foot hit something, and she lurched forward, but managed to catch herself. It wasn't enough. There was a whirring as a trap set into motion: strings of a thick and sticky substance began to slap against her, rapidly drying into a thread against her skin. As if she was wrapped into a straitjacket, her arms were soon affixed to her body, and her feet were frozen in place.

The substance pooled onto the ground, sealing her against the ground and ensuring she couldn't wriggle free. The strands moved up her face, covering one eye but leaving the other untouched. It slammed against her nose, and half of her mouth, but thankfully leaving the other half open.

She shuddered to imagine what would've happened if it had sealed all the way around her face.

Even in the darkness, she could tell the alabaster sheen of the fibres all around her. As a small victory, she noticed that they stored her heat quite well, and she almost allowed herself to be lulled into some sort of sleep.

However, she began to dwell on Mark's words. They wouldn't travel back to save her, and there was a good chance that her teammates would leave her and Darren to die, wherever they were.

Knowing that two of them had already been lost, would they even be willing to travel back?

Panic began to boil in her chest. This place really was cursed. She called out, screaming for help. It was a bad idea, she knew deep down, but now was a time for unrequited panic.

"Someone, anyone! I'm stuck here! Help!" She screamed, but each and every cry of hers was swallowed up by the darkness.

## II. Game Over

Ava shrieked into the darkness for what seemed like hours. The silence inside of the cave was rapidly becoming deafening; even the chirps and calls of the insects seemed to only echo from a far distance. She squirmed against her bindings, punching and kicking with everything she had. As the night began to progress, these spurts of violent panic became further and further apart. Slowly, she began to slump against the bindings, her struggle becoming much slower and weaker.

She promised herself that she'd just close her eyes for a second. Before she could manage to drift off, though, there was some sort of scuttling. She snapped awake, head squirming against the binds as she tried to look around. She saw nothing but darkness. Then, another echo, this time closer. She couldn't suppress

the fearful whine in her lungs. There was another moment of silence. And then, a slight pinch on the back of her neck. She squealed and thrashed her head, believing it to be a bug. There was another, sharper jab, this time on her shoulder. She felt needle-like protrusions stabbing at her through the webbing.

Ava couldn't help it; she broke out into a screaming sob, true fear having reached her. The pokes and prods stopped, and she was slowly turned around. She tried to grit her teeth and face the end with bravery, but it was clear in her eyes that she was petrified.

"Oh, calm down. You humans always do have to make a big scene of everything. So grating."

The voice was vaguely human, but it carried a dark, raspy undertone. The voice spoke slowly, as if each word was being puzzled out. As Ava's eyes began to adjust to the darkness, and her vision began to blur. The figure standing in front of her was only slightly taller than her. She had a deep raven hair that was cut close to her scalp, and a deep chocolate tone to her skin that was dotted with spots and scars. Most jarringly, her angular face was marked with two humanoid eyes, each an inky black with blots with white, that were replicated on either side into rectangular ones. In the darkness, Ava counted six eyes on the woman's face, each one staring down at her discontentedly.

Ava's eyes trailed down to her waist. The woman had no navel, but a pair of massive, if a bit sagging, breasts. She had a glistening pussy, more of a purplish color than a pink, that seemed to flex with the woman's breath invitingly.

Below her waist, though, things were different. Her body took on a bright yellow sheen, and exploded backwards into another cylindrical body. The yellow was speckled with hues of red and grey, and sharply angled into an exoskeleton. There were four protrusions on each side, twiggy spears of crimson and black that bloomed upwards and then sharply bent down. As she paused to think, her legs tapped the ground impatiently. Her mouth opened splitting her jaws revealing four hidden fangs dripped with a greenish liquid, and she licked it away without a second thought. That she closed back to mimic a human mouth with elongated canine

It was at that moment, as the colors became more and more vibrant in spite of the blurriness that Ava noticed something was wrong. As the spider-woman began to poke at her body once again, she forced her eyes open and slurred out a question.

"What... Are you doing... to me?" It was growing increasingly difficult to swallow, and her fingers became numb and sensitive. Pins and needles bloomed over her body.

There was a pause, and Ava watched as the cave began to lighten behind the spider woman.

Her self-assured smile slowly began to blend into confusion. There were a few more pokes against her.

"You are... still conscious?" The spider woman inquired, amazement in her coarse tone. "How unusual?" Ava grit her teeth in response, the urge to squirm and fight returning to her exhausted form.

“Well, what would have done if I knocked out?”

“You would’ve been melted down and consumed.” The woman answered dryly. “A scrawny human like yourself should have been sedated seconds after a dose of Arachne venom, especially that as potent as mine.” She complimented herself.

Ava continued her squirming.

The spider woman- no, Arachne- hummed with thought before her sharp legs sliced through the webbing, and sent the human crumpling to the ground, groaning from both pain and exhaustion.

“May I ask your name?” The [monster](#) inquired.

The explorer hesitated to respond, concentrating on fighting the numbness inside of her body.

“Ava.” She eventually snarled out.

The Arachne hummed. “How peculiar. I suppose you should call me something as well. Those of my kind used to refer to me as ‘Trezi.’”

“Well, Trezi, are you and your kind planning to kill me, or just keep talking?” Ava asked bitterly, adrenaline kicking in at long last.

One of the Arachne’s legs jabbed towards her and she rolled out of the way. “Don’t be insolent.” Trezi hissed. “My kind is extinct, save for me. Thanks to your kind.”

“That’s not my fault.” Ava responded, and the Arachne sighed. “I am aware. Your resistance to my venom makes you more Arachne than human.” With a terrifying speed, she leapt over to the human and snatched her into her arms, [grabbing](#) her. Her hands were for the most part human-like, but her wrists were covered in some sort of bony armor [up to her slender long finger](#).

Before Ava could respond, the Arachne leaned down and kissed her on the neck, before biting her once again. “I will just further that, as it should be.” She said, superiority lining her voice.

The explorer felt the numbness leave her body in an instant, only to be rapidly replaced with an odd mix of euphoria and fiery agony. She squealed, squirming against the Arachne, who only shushed and stroked her hair. There was a tightness in her hips, which made her thrust and grind to try and relieve the pressure.

“Your kind are so wasteful.” The Arachne spat. “You refuse to evolve tougher skins and instead just dress in them. You steal them from other creatures.” She poked at Ava’s leather jacket, soon tearing it from her. Her long fingers danced over the explorer’s weathered jeans, and she slowly figured out how to unbutton them. All the while, the girl was moaning and begging her to stop, pain and pleasure blending in an indiscernible voice. Trezi managed to wriggle the girl’s pants down below her hips, and simply shredded her panties with a quick flex of her fingers.

The girl's squirming slowly began to cease as the venom coursed its way through her. The pain pooled in her crotch, and a new heat began to sear between her legs. Slowly, the slight patch of hair above her pussy began to fade into grey before it simply fell off of her, leaving her smooth.

A couple of inches above her vulva, the flesh began to twist and harden into a knot. The Arachne poked and flicked it, each moment of stimulation inflating it outwards. The color began to change into an aubergine-purple, the bottom of the protrusion beginning to split and develop ribbing. The pain faded for Ava, leaving only euphoria.

Trezi removed her hand and watched with glee as the protrusion unraveled into a pole that slumped from between the explorer's legs. The unassuming lump became a nondescript tube that eventually began to gain detail. The color first bloomed over it, before the skin began to become coarse. The flesh flared outwards, adding ribbing and contours, as veins began to creep into it and branch off. The tip of the pole opened, as it sharpened ever so slightly.

Ava's hands slowly crept downwards exploratively, trying to find a source for the tense heat that filled her crotch. Her hands immediately wrapped around the slab of meat unproportional to her body, a cock that looked practically alien compared to the usual softness of a human's. She gave it a few pumps, embarrassed at how much she actually enjoyed it.

"Well, that didn't kill you." Trezi muttered dryly.

The explorer bit her lip as her hands stroked over her cock, at first merely exploratively and then rougher. She squirmed against the Arachne. "Why..?" She eventually mewled out. The monster placed one of her hands on the dick and gave it a rub.

"You and I are going to repopulate the Arachne. And then, we're going to do to humans what they did to us." She sneered, her hand rubbing the underside of Ava's new cock. She stroked it down, and then brought her fingers underneath. Her fingers slid into Ava's snatch, which was still perfectly intact, snuggled underneath the spidercock.

"I'm human! I'm not helping you with that, no matter what you do to me!" Ava protested, shivering from the stimulation.

"You're certainly the most Arachne human I've ever met." Was the curt response. "Besides, humans are weak. Most of your lot melt into slush from our venom in only minutes. We're simply a superior species. I'm a weak member of the species, and I've still managed to survive on my own for hundreds of years! Your kind got lucky. I intend to get even." Her eyes narrowed, and a monstrous grin spread to both sides of her face. Her spider half tapped at the ground impatiently. "Imagine the size of the Arachne we could breed..." She whispered dreamily.

Ava at first felt abject horror at the Arachne's words, but the longer she dwelled on them the more she began to agree. Humans were terrible. She could see that from her group, how they had neglected the warnings from Mother Nature and gotten themselves in this predicament. Not to mention, Trezi was much

stronger than her, and according to her she was a weak one of her kind! It would be hard to imagine humanity making much of a stand against a group of Arachne.

And, after all, wasn't that natural selection? She couldn't say she liked it, but she could see the logic in it.

Besides, her head was still swimming from arousal. She could always think about it later, the explorer promised herself. For the moment, she needed to get the blood currently in her pole back to her brain.

Trezi saw the hazy look in the girl's eyes, the slight raindrops of color that were beginning to appear inside of her pupils. She grinned, and leaned down to place another kiss on the girl's neck, this time just letting venom drip from her fangs into the bite wound.

The spider woman prostrated herself so that she was near Ava's height. She set the girl down, and took a step back. Her hand seized the girl by the back of her hair, and pressed her forward, grinding her face into Trezi's snatch. Ava immediately snapped to action, taking a deep breath of her sweet pussy. She grumbled as her hands gripped the Arachne's hands, and she began to smear her face against Trezi's lower lips, tongue dancing in between every crevice she could.

Each lick aroused her more and more, and her head began to pulse as her dick felt more and more pent-up. Once the Arachne was satisfied by her own arousal, she gently pushed the girl's face away. "Use the gift I just gave you, dear." She cooed.

Ava took a shaky step towards her, and gripped her cock with a hand. She fumbled for an angle, but eventually landed her cock in between Trezi's lips. She gave it a few rubs against the pillowy flesh, before she began to push her hips forward.

The movement was amateurish at best, but it got the job done; Ava pushed a good four inches into the sopping wet heat, which she wriggled further. She withdrew, trying to remember how guys had moved when fucking her. Just before the pointed tip was about to leave the warmth, she slammed her hips forward, hilding the massive pole inside of the Arachne.

The Arachne gasped, and a hand came down against Ava's back, fingers tracing circles as the explorer grit her teeth and tried to focus. She laid her hands on Trezi's back, feeling the seam where her human torso melded with the cool exoskeleton of her arachnid half. Slowly, she found her rhythm, slamming into the Arachne with a slow but explosive thrust that made both of their hips ache. The Arachne growled out in excitement as her legs tensed and she began to push herself forward, moving almost like a jumping spider.

It took only a few minutes before Ava was growling as Trezi was, attempting to lay bites on her mate as primal euphoria took precedence. In the midst of their excitement, Trezi leaned down and snapped at Ava's shoulder, landing a clean bite that injected another massive dose of her venom. The world-turning sensation sent Ava into a squealing frenzy, thrusts beginning to slow as her orgasm approached. Boiling heat exploded out of her, sperm spraying the Arachne's walls and coating the cervix with cum. She arched her back as spurt after spurt fired from her, until the fluid began to drip back out around her cock. Trezi



relaxed her jaw, and licked the bite-marks she left deep in Ava's shoulder. In only a few seconds the wound scabbed over and was beginning to heal.

Ava hissed out something unintelligible as she slumped to the ground, exhausted from the bestial fucking as well as from the extra dose of Arachne venom. Without another word, Trezi grinned and scooped up her exhausted conspirator, and rotated herself around. Her spinneret was angled right over Ava, and she began to wrap the human in a tight casing of silk, cautious to leave her head free. The human squirmed gently, as she was rolled around by Trezi's spider legs and encased. The Arachne woman poked at the wrapping, and once she was satisfied she carried Ava deeper into the cavern.

She laid the explorer beside a wall, and stretched her human half as she attempted to feel her womb absorb the cum. Instead, it only continued to drip out of her, with no feeling of warmth or fullness. She scowled, and gave her stomach a pat. "Well, we'll just have to do something to fix that." The Arachne whispered darkly, as she crept away from Ava and towards the exit of the cave.

"Now, as for the other food I smell..."

### III. Great Escape

Ava snapped awake.

She could hear the songs of the birds outside of the cave. A bit of light oozed in, she had been positioned in the [proximity](#) of the exit of the cave.

She also noticed that she was once again bound, which was not ideal.

Thankfully, the cave was not pitch black. Her eyes had adjusted to the dark as well as the venom. She saw other balls of webbing and cylindrical tubes of silk rising up from the ground, each one at least her size or [bigger](#). She tried to squirm and struggle, but the silk was tightly wound. There was a pain in her jaw, and without thinking, she leaned down and sank her teeth into the binds. She felt something wet her teeth and hit the silk, which made it sizzle and fray away into thin strings. Ava gasped; she repeated the process, freeing one of her arms. She soon was able to tear herself free, and she climbed to her feet.

Besides the feeling in her jaw, which she soon realized was due to sharper [canine](#) poking against her lips, she felt different. More awake than she ever had been. Her balance felt sharper, and as she walked she noticed a sway in her steps. The explorer felt more graceful than she ever had, even with the massive slab of cock swinging between her legs.

Her stomach rumbled, and she yawned. With an odd realization, she turned towards the silk towers and licked her lips. Sure, it wasn't ideal, but perhaps there were bugs or some sort of protein ensnared within. She was hungry enough to check.

Ava crept towards the cocoons, first a small one embedded on the wall, and she bit into the ball of webbing. A bit of it sizzled away, and she peeked within. Inside was a thick, sweet-smelling pinkish fluid. Ava dipped a finger into the creamy liquid, and tasted it. She smacked her lips; it was surprisingly good, with a savory bent that didn't match the smell. The explorer cupped her hands and began to drink from the woven container. Her stomach rolled at the sudden meal. It felt like she hadn't eaten in days, which made her additionally ravenous. She polished the cocoon off and paused. She was still hungry.

The explorer stepped towards one of the larger cocoons, which reached her neck. She let some of the fluid on her teeth erode the very top of the silk tower, and she then placed her mouth inside. She wrapped her body around the cocoon and began to massage it, pushing the slurry up to her mouth and sucking at it like a teat. Despite the size of the bounty, what looked to be at least forty litres of drink, she finished it in only a few minutes. She pulled away from it, panting for air. Her stomach balloon out, round and sloshing, and she let loose a powerful belch.

Without the liquid to stretch it, or Ava to hold it up, the silk began to wilt before it finally collapsed into a messy pile. There was a clink as it hit the ground. Curiously, she bent down and rooted through the pile of silk. There was a gold plated stopwatch tucked inside, the hands on it frozen thanks to the soak. It was frozen at 12:55 PM, she noticed dryly. She turned it around.

There were initials carved on the back, sloppily done. She could make out the letters after a great deal of focus. "DY," it read. She froze. It couldn't have belonged to anyone else, it wasn't like any of the locals would hold on to a trinket like this, especially not one as gaudy as this one.

It was Darren's.

The bulge in her stomach felt as if it had hardened into a rock. Ava gagged. She managed to keep everything down, but the stony feeling dripped into her legs. She tensed, before she broke out into a mad sprint, bursting from the cave and diving into the knotted trees. She scrambled, blindly, overwhelmed by panic and trying to escape. After a few seconds of a manic sprint, she began to slow against her own will. Her legs simply stiffened, and refused to move beyond a walking pace. She was out of breath on top of it all, and the light made her squint. She settled into a steady pace, eyes darting back and forth out of a fear that Trezi would show herself. [And look at the belly that was already deflating. She tried to stop thinking at what she as just done deciding that all this was a fiction created by her drowning mind.](#)

As she moved, and tried to follow her memories of a trail, there was a quiet voice in her head that she couldn't stifle. "Why are you running?" It asked her, mocking betrayal in its voice. "You know she's right. Why walk away from that." Ava tried to ignore it.

The farther she navigated away from the cave, the louder it got. "She's going to find you." It began to bark harshly. "If they see the thing between your legs you'll have to answer questions you can't answer." It sneered. She stopped in her tracks. Thankfully, there was still a chunk of silk around her waist **down post her knees**, that covered the offending **swinging** limb, like a skirt. She adjusted it cautiously.

"Ava!" She heard someone call, and then a cacophony of noises as they plodded through the brush to get to her. She watched as Lily burst from the trees, machete **in hand**. The girl launched into a hug, **abandoning the weapon**, which Ava only gently returned. The dark-skinned girl pulled away "**I was so preoccupied,**" **She said and looked at the makeshift skirt** . "Don't tell me you went native." She **said confused**, which suddenly made Ava self-conscious. She blushed. "My clothes got soaked. I didn't want to freeze."

Lily narrowed her eyes and placed a hand on Ava's forehead. "Are you okay?"

"I'm fine. Can we go back to camp?" The voice in her head squealed.

Her travelling companion averted her eyes. "That's the thing... I lost the trail. I'm not a good navigator." She sighed.

Ava scowled, before cracking her knuckles. "I think I know the path. I'll take the lead."

Lily was more than eager to follow behind her. Thankfully, she stayed quiet. Lily attempted to start up conversations a couple of times, but all of Ava's focus was on navigation.

So much of her focus went onto the trail, which she failed to notice the direction she was walking in. Her vision all but bled together as she walked, moving more on instinct than intention.

"Ava? Where are we?" Lily's voice broke her out of the stupor. She snapped upwards.

The mouth of the cave was right in front of them. Ava paled. She had led them back to the cave. She tried to explain, but nothing came out of her lips.

Lily took a step forward and her soft hand came up to caress Ava's face. "Your eyes..." She noticed, stepping even closer to her companion looking at her sheepishly. Ava tensed and bit her lip. **She tried to take a step back as she could feel an erection forming, but in doing so she moved the silk loincloth**. Her alien cock sprung free, and Lily gasped, panic clear in her eyes.

It happened before she even realized it. Ava snapped forward **with a leap**, sinking her teeth into her fellow explorer's shoulder **grabbing her torso** . She pulled away as soon as she came back to herself.

Lily slumped in her arms. "Y... You..." She mumbled, before she went limp.

Ava checked her pulse. Thankfully, she was still breathing. She hefted Lily over her shoulder, thanking the heavens that the huge girl was so light, and brought her into the cave, with the intent of waiting out the venom.

Then the voice came back “if you’re not going to use it for food you could at least increase our numbers” to that the rode came back alive and Ava look at Lily. The girl was at her mercy as any human would be. Instincts kick in an she unbutton the pants, the monstrous addition kick in and in a sec Ava found herself driving the thing inside her friend and massage it by hand seen that only a small part of it could enter the tight passage. After a while she regained control and stopped herself immediately ashamed of what she had done but before she could pull out she felt the thing spasmed as something make it way through followed by a flood of cum which she was able to mostly spayed out her friend hitting beside her without violating her beyond what she had already done.

“I’m so sorry Lily, I don’t know what came over me” said Ava to the unconscious Lily as she proceed to clean her up and redress her, ashamed of what she had done. Not noticing a faint glow inside the lower belly of defenceless woman.

She sat, cradling her companion for what felt like hours, waiting on her to fully come to. Her eyes would open for periods, and she’d mutter something or another, but it was all gibberish.

There was a clicking sound that entered the cave, and Ava swallowed a lump that had suddenly appeared in her throat. She tried to place herself in front of Lily as the Arachne approached.

Trezi leaned forward, first noticing the open cocoons with a giggle. “Someone was hungry...” She whispered conspiratorially. Then, she locked eyes with Ava, and her eyes trailed down. “And you brought back a replacement, how thoughtful.” She clasped her hands together and grinned. “Now, hand her here.” She instructed.

Ava placed a hand on Lily’s head and stared daggers at the Arachne. “Don’t hurt her. I won’t let you.”

Trezi scowled. “Don’t tell me you’re still sympathetic to your food source. You’ll starve.”

“Not her. Anyone but her.” Ava barked. “I’ll do anything.”

“You will, will you?” Trezi mocked. “Including repopulate through all means necessary?”

Ava’s eyes narrowed. There was something in her tone that the explorer loathed. What choice did she have? She blinked. “Yes, whatever it takes, I’ll help.”

Trezi’s lower half began to shuffle as if dancing. It was nearly hypnotic. The Arachne licked her lips. “Even if I make you into an Arachne like me? I won’t devour her if you accept those terms.”

Ava sighed. There wasn't much she could do. She was already bound to stay here by something, and she was already mutated. Who knew who else she'd bite if she tried to go back home? That wasn't a mistake she wanted to make again. "I'll do it."

Trezi grinned wider than Ava had ever seen. Her jaws opening to show the big fangs poked out of her mouth, and dripped a drop of murky blue ink onto her chin.

Ava paid it no mind. The Arachne stepped towards her, and in a moment of blistering speed she lunged forward and snatched Lily away. The girl sleepily protested and squirmed, but Trezi ignored her. She shushed the girl as her spinneret angled, and began to cover her in a thick layer of webbing. This time, she made no effort to keep her victim's face uncovered.

She set the carefully wrapped explorer onto the ground, and affixed her to a spot on the cave floor. Without missing a beat, she sank her fangs into the [huge](#) cocoon. There was a spraying sound as her fangs shot out a few strands of the blue ooze. She recovered the hole and stepped away.

Ava glared at her. "You lied!" She shrieked at the Arachne. Trezi merely shrugged.

"I didn't. That was an antivenom. We do have that, you know." She said, cockily. "It'll also make her forget what she saw. That's just to keep her secure."

There was a groan as the cocoon began to pulse and shake, and Ava's eyes narrowed. She gave a half hearted nod.

"Fine. As soon as we're done, she's to be taken back. Right?"

"Alright." The Arachne nodded. "If that will make you feel better." She attempted to placate Ava. "The sooner we get this over with, the sooner that can happen."

#### IV: Metamorphosis

The sun had begun to set as Trezi [licked](#) her teeth, polishing off a few of the smaller cocoons stuck to the walls. She gave her stomach a pat, cleared her throat, and turned back to Ava.

"Hey, are you ready to get started? It's going to take a while." She told the girl. "We've got to rid you of all of your humanity." She hissed, gesturing at the explorer. "I can't wait." She giggled harshly, trying to stifle her dark grin.

Ava sighed, having perched herself on a rock silently. She watched the cocoon that held Lily on the off chance it would move. At this point, it was the last one in the cave that hadn't been split open and sucked dry.

"Let's get it over with." She mumbled. The girl flipped her hair out of her face, cracked her knuckles, and rose from her seat. "What do I need to do?"

Trezi hurried towards her, hands up like a beautician. "First, you need to hold still."

The Arachne's hands seized her, and hefted her up without hassle. She began to plant kisses all over Ava's body, but as numbness bloomed every place her lips touched Ava realized that they were bites. The pecks became smooches, which became long and slurping affairs that left hickeys against the explorer's skin. She squirmed as her vision grew hazy. Even with her resistance to the venom, she was being absolutely filled to the brim with it. She couldn't help herself. Ava began to squirm against her, terrified that the whole plan had been a ruse to betray her.

The Arachne ignored her squirms and continued the process, leaving ringed marks all over her body, each wound skin-deep but dripping an oily green liquid. By the time she adjusted, Ava looked like a pincushion; she grumbled nonsense, her head too filled with venom to resist any longer.



*Figura 1 Poison kisses By GREGOLE*

“There, there...” Trezi cooed, but it wasn’t comforting. “That was the worst part. The venom is just going to destroy your humanity.”

Ava was in no state to determine what that meant.

The Arachne could feel the girl beginning to soften in her hands, and she snapped back into action. The delirious girl stared back up at her, only to lock eyes with the swinging uvula in the back of Trezi’s throat. She squirmed instinctively, but there was nothing she could do.

Trezi had unhinged her [jaws](#) and pushed the girl inwards, hurrying to slurp her up. Ava was rapidly losing feeling her body, and Trezi’s outstretched mouth began to fill with fluid [funneling down her throat](#).

The explorer was liquefying into a nutrient-rich soup, her body simply unable to handle the amount of venom inside. Trezi was eagerly slurping up all of it that she could, sending droplets of Ava down into her gut. By the time Ava herself slid down the Arachne's gullet, she landed into a puddle of herself. She gave her cock a few stupid strokes before she collapsed into a uniform pinkish pool.

Trezi belched, and licked her lips. "You did taste wonderful. Or, the human part of you did. How wonderful that I was the one to destroy it." She taunted, as she walked over to the intact cocoon. She lifted it from the ground, and gave it a shake. Lily's cocoon only sloshed, and the spider-woman cackled. "So foolish, to think I'd spare a pathetic human like you." She whispered to what used to be Lily.

With a smug grin covering her face, Trezi began to spin more and more web around the cocoon, until it was twice the size it had already been. Content with the tower of silk that now reached up to her height, she reattached it to the ground, letting it lean against a rock. She made sure to leave a small hole open at the top. Trezi snatched either side of the opening, and felt her stomach lurch. She closed her eyes and gagged, her tongue flailing as the melted Ava rushed back up her throat. It landed in the chocolate-colored pool, with a lighter color blooming as if cream in coffee. She gagged three times until no more would come, and the soup of the two girls began to intermingle. She flexed, and shot a few more drops of venom as a precaution.

The Arachne turned around and covered the hole.

The cocoon trembled ever so slightly, a grumble echoing from within. Trezi snickered. "that's it for now, I must go hunting. I'll see you later tonight, mate."

She headed out of the cave, going back to her endless hunt.

...

Inside of the cocoon, what had once been Ava came to some form of consciousness. It held none of her memories. The slime-like creature was cold and hungry. It was intermingled with a warm, sweet [tasty](#) liquid. It was ravenous, creating a small vortex as it mixed the coffee-colored liquid into itself, soon settling to a caramel color. The remains of Lily had been completely absorbed into Ava's, and the Ava-slime became overwhelmed with exhaustion.

The half-baked consciousness slumped back into hibernation as it put the extra biomass to work. The cocoon trembled and began to expand as the metamorphosis began.

...



Meanwhile, Trezi was carefully following a trail that looked to be the work of humans. She reached the peak of a hill. Off in the distance she could see an orange glow.

She tried to creep towards it, but after a certain point her legs would simply not work with her. She snarled. *Why was the barrier here? Why could she not reach her prey?*

The Arachne, after a long period of scowling and attempting to push through the invisible block, eventually turned around. She settled on a few of the wild boar that crossed through her territory, and returned to the cave with a silk-sacks filled to the brim with their nutrients.

...

Inside of the cave, the cocoon had swelled into a massive quivering ball. In the time that Trezi had been out hunting, much had happened; at first, the sated Ava-goo began to solidify into a clay-like material, which first recreated her body from the waist up, as well as her massive cock.

Everything was as it once was, save for the addition of six eyes, *one above the other starting over her original pair decreasing in size. Two pairs of massive fangs that now where hidden inside her mouth that could be moved out by opening her now able to spilt jaws, and a pair of elongated canine that poked from between her lips.* Her hair had shortened, and darkened with streaks of Lily's natural color.

By the time that was done, more than half of the goop remained. It formed a cylinder that extended from behind her, with a massive thorax. Then, the legs erupted from it, joints moist but half-formed. A spinneret and silk glands formed, *what once were her leg transform: starting from human-like thighs and ending in what look like palps.*

Ava at last began to dream, returned from her animalistic consciousness. She saw herself leading a horde of Arachne to conquer a city, a vision that practically terrified her. The new Arachne squirmed and grumbled inside of the cocoon as she tried to will the dream away.

Then, her eyes snapped open, and the world began to spin. She bit her lip as the sensation faded. She was trapped completely, and her legs felt distant and weird. A strange impulse hit Ava, and she had no other option but to follow it. She flexed her lips, and felt a strange chill as liquid shot from her *canine* and hit the side of the cocoon, making the silk wither and crumple.

As light began to filter in, she dug her hands through the silk madly, smacking against the floor as she attempted to wriggle free. She felt somewhat soft and tender, but eventually she managed to push herself upwards. The explorer looked back at herself, and gasped.

She had to dwarf Trezi, no question. She noticed the massive thorax behind her, the entire spider-half of her body covered in hairs. She attempted to step, only succeeding in lifting two of her legs at once. She grit her teeth and tried to move, and soon began to steadily stumble forwards.

Ava heard a gasp, and turned to the mouth of the cave. Trezi stood, mouth agape, as the spider-woman's face lit up into the most honest joy she had seen from her. "You're marvellous!" She stammered out. "You're still moulting, please be careful." She took on a motherly tone, stepping towards Ava. [Trezi was less than half her height and for size Ava was huge compare to the smaller Arachne](#). Trezi lifted one of the spoils from her hunt towards Ava, who eagerly snatched it without a word. "You must be hungry." She cooed.

Ava stabbed a hole into the silk, [latched her open jaws](#) and began to [funnel](#) the liquefied meal out of it, moaning as it splashed into her stomach. She threw the moist scrap of silk onto the ground.

"This feels weird." She announced suddenly, her voice having acquired a similar rasp to Trezi's. She blinked, before she yelped as something came back into her head.

"You returned Lily to the camp, right?"

Trezi stayed silent. Ava felt fire boiling through her veins. She looked down at her arm, and noticed the change in pigment. Where she had once been an ivory, her skin was now a caramel gold [and the second larger set of breasts](#).

"What did you do?!" The explorer hissed. The Arachne chuckled disarmingly, raising her hands. Ava had unwittingly taken a battle stance. Her lower half could easily manage Trezi's, Ava noted.

"Relax, you needed nutrients. You would've come out tiny otherwise!" She corrected. "Tiny babies won't help us take over the humans."

Ava recalled why she so disliked the Arachne. The mind-altering venom had become a non-issue, and she was clear to view the situation as clearly as her eight eyes would allow.

"Anyways." Trezi tried to progress their dialogue. "You won't be able to mate tonight. Once you dry off and everything solidifies, we can start reproducing."

Ava's eyes narrowed. "Fine." She said with no inflection. Her spider half pressed itself close to the ground, and she began to drift off, still exhausted from the process as well as her rage. Trezi did the same, but Ava noticed she kept her distance from the explorer. She tried to hide it, but two of her arachnid eyes were [always on her](#).

She was scared of Ava, and rightfully so, the girl mused.

This wouldn't do. She needed to convince her that she was fully loyal to their cause. Then, she could do what needed to be done, and stop the power-hungry Arachne.

Ava rubbed over her form, wondering where exactly she had contributed to her new form and where her friend had. Even though it didn't matter, Ava committed the girl to memory. After all, she was one half her now, and for as little as she was piping up she deserved justice.

She faded off into an uneasy slumber as her mind worked out scenarios with which to hit the other Arachne with the element of surprise. She vowed revenge, if not for herself that for Lily.

V: Mating Dance

As soon as Ava woke up the other Arachne was on her, the scent of arousal filling their cave.

Ava groaned as Trezi shoved her tongue into the bigger explorer's mouth, and she eagerly slurped on it as her hands danced along Trezi's back. The pair sloppily made out for a long while, only pulling away when they were out of both breath, and saliva glistened its way down each of their faces.

Ava groaned, as a new pressure erupted in her chest. Her breasts felt heavy, and full. Trezi laid a sneaky bite right between her [second set breasts](#), and the sensation became more potent. The Arachne massaged her tits as the sensation began to relieve itself. As soon as Trezi stopped holding her breasts, however, she realized a difference.

Her chest felt heavy, and as she looked down she noticed that the additional pair of perky mammaries poking from [beyond hers first rack were even bigger](#). The tits on her extra pair were not to be trifled with, each one a rock hard protrusion that bounced with even the slightest of movements.

Ava gave one of them a disbelieving prod, and Trezi grinned up at her, nipping the other teat.

["You had quite the feeders."](#) The Arachne [said](#). ["but we needed more rooms if we want to repopulate.](#) Might have gotten too carried away with the venom." [She chuckled](#) .

Ava wanted to complain, but they did feel good. She adjusted her stance to mitigate their bulk.

Trezi gave her an eager grin. "I can't wait to be fertilized." Her spider half twitched, ostensibly with excitement. The folds of her snatch were already sopping wet, and Trezi couldn't keep herself from rubbing between them.

Ava returned an equally monstrous grin. "I can't wait to completely fill you." The power was going to her head. She could practically smell Trezi's unease around her sudden bulk, and that pride mixed with her distaste for the Arachne's plan. Sure, she would play along, but with the caveat that she could stop it anytime she wanted.

Trezi ran her hands over Ava's body, planting legitimate kisses over her supple breasts. "That girl looks so great on you." She complimented, wrapping her lips around one of the explorer's nipple. She lapped over it and massaged the teat eagerly, which Ava met by snatching her hair and grinding her face deeper into the teat.

"Does it taste good?" Trezi only moaned in response. "I figured. You've got more to lick clean, so don't get lazy now."

When Ava felt she had had enough. She pulled the smaller spider away, all four of her nipples were wet with saliva and Trezi was still massaging a teat. The lower nipples seem agape.

Without moving her hand from the back of the head of Trezi, she forced her face up and slammed her lips against the other Arachne's. By the time they pulled away, Trezi's spider half was trembling and her face was bright red.

"P-Please..." She mewled out. Ava found it hysterical, seeing the usually detached Arachne so willingly unraveled.

"Please what?" She kissed Trezi on the nose, an act of tenderness that made the other spider growl.

"Please... Fuck me..." She snarled out. Her hands went down to her pussy, and she spread her lips. Ava merely chuckled. With more control over her new body, she prostrated her lower half, bent and lifted up by hand the smaller Arachne for a better reach. She rubbed her face against the other Arachne's snatch, and began to lap at it. It wasn't what the other Arachne had asked for, but it was stimulation. Ava was sure to give her long, teasing licks, interspersed by sudden licks and slurps of her fat clit.

The teasing only made the other Arachne more desperate, and she began to pull at Ava's hair in order to lead her to the best spots. The explorer carefully played stupid, ignoring the efforts in content of seeing how desperate she could make the other Arachne.

Trezi's back half stomped in apparent protest even as her hips rolled to meet Ava's face. The new Arachne lewdly slurped and snacked on her creator's cunt, until her moans became breathy staccatos.

Then she lifted herself up, face smeared with Trezi's honey, and licked her lips. "You ready?" She inquired. Trezi could only nod helplessly. Ava placed her hands on the other Arachne's shoulders and smiled down at her. "Then let's stuff you."

She stepped forward, open the plates that now protected her genitalia and used her hand to lift her dangling meat upwards. Her metamorphosis had changed it further, adding additional ribbing and sharper edges on top of a hefty boost to her already hefty length, and underneath it she had a peek of her new a much larger moist pussy.

She concentrated herself on the wide head of her penis now pressed against Trezi's cunt, and began to press herself forward.

Trezi was tighter than she expected, each inch earning a squirm and a clench from the supposedly more experienced Arachne. Before she could even begin to thrust Ava was being milked, Trezi's eager jolts and squeezes already beginning to milk her. Trezi's arms wrapped around Ava's waist. It was oddly sweet, even with the girl's plans for her.

Trezi said something in a tongue Ava didn't understand, before she began to pull away, letting Ava's inches hit the cool air again. Compared to the heat of Trezi's oven, it was freezing. That made her eager to keep going, slamming into the Arachne with a bestial force previously unknown to the ex-human. She yowled eagerly, pole filling the other Arachne to her limits, the ridges and bumps hitting every possible spot inside of Trezi. The other spider could only mewl and pant, her noises muted by the loud wet slaps between them.

It was music to both of their ears.

It was midway through a thrust that Trezi squealed in absolute delight, and Ava paused. She moved her hips just a bit, enough to hit the same spot and draw the same sort of eager squeal.

Ava stopped her larger thrusts, and began to shake her hips, each little movement rubbing over Trezi's g-spot. It was as if she was being electrocuted with how violently she was shaking.

She eventually let out a low gurgling moan, and her pussy clamped down over Ava as liquid sprayed around the explorer's cock. A blast of webbing shot from her spider half, adding a spot to the wall. As soon as she began to relax again, Ava reinvigorated her efforts, holding Trezi still as she utilized herself as a pleasure wand.

It took only a few seconds for the cycle to repeat, the Arachne squealing in euphoria as another blast of squirt exploded from her, which was rapidly followed by yet another. Surprisingly, it was the helplessness that was getting to her, the sensation of truly being conquered by Ava.

Eventually, the massive orgasm subsided and was replaced with heavy shaking and an overstimulated whine.

"P-Please... just cum..." Trezi finally begged, her libido having finally been sated. Ava went back to her rhythmic fucking, slamming her hips into Trezi's as the Arachne's eyes rolled backwards into her head and her tongue lolled out. Without even thinking, the explorer leaned down and gently chomped on the Arachne's shoulder with her massive fangs. She made sure to leave a mark.

It wasn't long after that Ava fulfilled the other Arachne's request, and finally shoved all of the meat into Trezi, as her cock began to pulse. After a dozen or so throbs, the eruption began, and both Arachne moaned as Ava's cock began to shoot rope after rope of fertilizer into her mate, interrupted for a while by a strange sensation passing through the penis pushed out by others ropes, so much that her stomach began to swell and sag with the weight. Ava placed a kiss on the Arachne's head as she withdrew her cock. Not even a drop escape the smaller Arachne folds

As the two separated Ava saw the breasts of Trezi quiver and the nipples agape.

“As I said before we have more spare rooms to fill” said Trezi as she crouched down levelling her breast to Ava’s member and she started to massage it with her breasts. When she felt Ava ready to blow she stopped and push just one teat on the penis. To the surprise of Ava the nipple parted and let through the now cumming penis the breast inflated for the volume of cum but it didn’t let escape a drop even when the cock withdrew.

“interesting ” said Ava to a smiling proud Trezi “lets even them out ” she added as she move to the other and start trusting keeping the smaller Arachne still using her bigger legs and palps as binding. At first slowly than she increased the pace trusting all of herself inside the big breast of the smaller Arachne

When she was finish, Ava let go the exhausted Trezi, whom hit the ground as the pole exits the second enlarged breast soften.

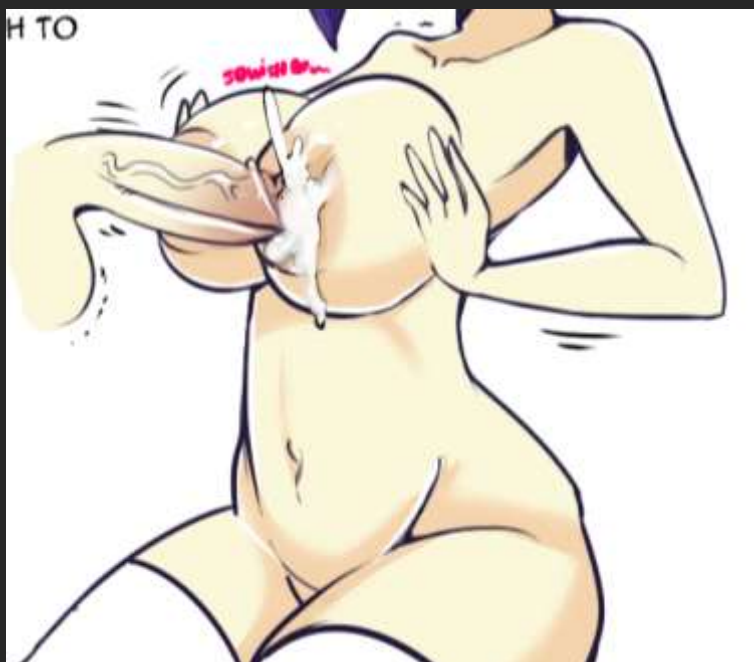


Figura 2 “more spare rooms” Violet and Rosa Breast Pregnancy by unknown

“Thank you.” Trezi attempted to regain her composure. The cold look returned to her face. “I’m sure this will take. Then we can start training our brood to conquer-”

“Not so fast.” Ava barked over her. “Who said we were done?” Trezi spun back around to face her. The explorer chuckled, and hefted up her soaked cock, which was rapidly reflatting. “I knocked up your human half. I’m not one to leave a job half finished.”

Trezi gave a stunned nod. Ava merely turned around, showing the back of her spider half to Trezi. Her spinneret pulsed in response. “This thing has been bothering me all night. Why don’t you try to fix it?”

The older Arachne nodded, trying to hide her nervousness. She could still be caught in Ava's stronger web, if Ava decided to let loose. Her hands came down onto the tarantula-morph's thorax, and she gasped at how coarse the hair was. Her hands began to rub around the spinneret and massage it.

"Is that all?" Ava asked, and Trezi immediately doubled her efforts. Her facade of dominance had been peered through, and now she was being exploited for it. Her hands began to touch the oddly plush spinneret, her fingers rubbing over the creases of the orifice. She probed a finger inside, making Ava gasp. It was an odd sensation but pleasant nonetheless. The explorer made a motion for her to keep going.

At a loss, Trezi began to finger-fuck her mate's spinneret, flexing and rubbing against each of the walls. Ava bit her lip. Without any other encouragement, Trezi leaned down and placed a kiss on the spinneret, before she all but melted into a sloppy makeout session with it.

Ava's predatory instincts kicked in. It would only take a single flex to do the other Arachne in, she realized. *'Where was the fun in that?'* Something was stopping her, she try to overcome the block but couldn't and merely enjoyed the attention.

Eventually, Trezi pulled away, gasping for breath. A few pieces of web were stuck to her face, which she scraped away with some effort. She stared up at Ava, expecting some sort of dismissal, but the larger spider kept a petrifying grin on her face.

"Turn around, I'm going to knock your other half up too." She instructed. The other Arachne was questioning her choice of mate, but she still complied. The thought of being further impregnated was appealing, after all.

Trezi leaned down, and tensed as Ava stepped towards her. She could already feel the firm softness of Ava's massive cock resting inside her.

Ava sucked on her fingers for a few seconds before plunging them into the taut spinneret. Trezi tried to stifle a moan and lurched forward.

The explorer wriggled her fingers inside, stretching out the flesh. Once she was content, she hefted up her cock and began to stroke it, rubbing over her cockhead and milking herself.

Compared to her earlier fuck, this orgasm came much quicker. Her cock pulsed and shook before it shot a massive string of white directly into the spinneret. A few more spurts emerged afterwards, this time painting Trezi's spider half. Ava's hands began to rub over her creator's body, massaging it.

As she penetrate the spinneret, she felt her body enter a sort of overdrive similar to the one she had Lily but much more powerful. She let out a moan as she felt her insides in turmoil.

Ava felt another change in her body as the jizz stop coming replaced by a soft mass making its way through her penis bulging it to then exit the gland as another took its place followed by many more. These were much bigger than the one she passed to Lily. Ava kept thrusting the spinneret as egg after egg went through her cock to take their place inside the thorax of the smaller Arachne, letting the cum gushing out. When the eggs stop coming she continued her pounding.



*Figura 3 during this the eggs didn't have faint glow that the one for Lily had edit Drider Contest Animation By ThoughtVision*

Once she was satisfied, she gave her partner's thorax a few gentle smacks. "Don't move too much." Ava instructed. "You want it to take, right?"

"Seal the spinneret or the eggs will come out before they are due" plead Trezi exhausted for the mating, Ava granted that pleased of the submission show by the Arachne, but before that she withdrew until only the tip was still inside and gave her one last fill of cum, to then seal the exit.

The explorer gave Trezi a dominant kiss on the cheek, nipping at her lips before she pulled away and began to walk towards the mouth of the cave. "Stay here. I'll go hunting." She all but demanded. Trezi merely nodded, and stayed where she was.

Ava left their cave, a smug grin on her face. Her plan was in motion. She had to prove she was loyal to her mate, and returning with food would earn that quickly.

## VI. The Hunts



Ava cracked her knuckles and squinted as she pressed against a tree, listening for noises within the forest. She had already ensnared a boar (that she had already devoured for a post-coital snack), but that wasn't her target. The new Arachne huffed. This was dirty work, and she wasn't entirely a fan of it.

"Julian! Mark! I'm here! Anybody, somebody!" She cried, trying to insert a panicked lilt into her voice. She squealed a few times, desperately, but no one responded. She growled. As much as she loathed it, she needed them to help her finish the job.

Ava growled. She mused on the situation, and let instinct take over. Her foremost spider legs jabbed against a nearby tree trunk, and she gasped as her lower body was hefted up. She began inching her way up the tree. She stared at the horizon- a few rings of smoke wafted up towards the clouds, and she grinned.

"Guys! It's Ava! I'm alive!" She shrieked. The smoke faltered, and she giggled. They had heard her!

"Ava?" She heard Julian scream from far away. Her spinneret pulsed and a rope of silk clung to the tree, and instinctively she let go, sidling down with the silk stopping her fall. She slammed onto the ground, spider legs buckling, grunting from the exertion. She called again. This time, the response was from Mark, sounding much closer. She hurried away. Their smell filled her lungs, unmistakably that of humans.

Carefully, as she hurried towards the cave, her spinneret left small traps of silk along the jungle floor. Not enough to immobilize them, but enough to slow them down or put them on guard. [Calling them and acting like she couldn't find them.](#)

"H-Hey! W-What the-?" She heard Julian groan, and a smack as he fell to the ground. He grumbled out profanity and they returned to their pursuit. She yelped out a bit, as she finally burst through the vines and towards the mouth of the cave [half hiding herself, not sure how to do hide her new huge size.](#) Julian and Mark burst out in rapid pursuit.

"Ava?!" Julian cried out looking at her. Mark gaped, and placed a hand up to his stomach. He gagged.

"S-Shit... I knew we shouldn't have... eaten the mushrooms..." Mark whispered.

Ava's eyes widened, and she raised her hands. "I don't know what happened! I found some sort of, it bit me..." She whined out. A few tears rolled down her face, she wasn't sure where they came from. Her lower half stomped in indignation. "It's in there, I... I tried to get a sample, but..."

[Julian](#) closed his eyes. "Relax, relax. Unless... we are tripping out... we'll get through this." He whispered. His eyes quivered and he seemed to be fighting the urge to run. Ava shuddered.

"P...Please... I just... need a hug." Ava sobbed.

"You look so much bigger now" said Julian [keeping his distance](#). [Even crouched only her human torso was almost twice the size of her old self](#). Mark bit his lip and stepped towards her, his eyes were unfocused. He extended his arms and let her [hug him back](#). She laid her bigger head on his shoulder. [Stealthily she scraped her canine against his shoulder, barely tearing his shirt but leaving small streak of venom that was swiftly absorb in the light wound](#). His knees faltered, but he didn't pulled away and she gave him a smile. "Thanks. I needed that." Mark gave her a gentle smile, "don't worry, I'm ... sure ... we ... gelp you".

It was then that the facade dropped, and Ava lunged at Julian jaws open. Mark began to sway on his feet and blink as she felt contact, as she was sinking her fangs into her other travelling companion. [Julian](#) didn't even have time to cry out, and Mark was on the ground in only a few seconds.

[Julian's](#) eyes rolled back into his head as he slumped into her arms, and she began working meticulously to ensnare him in webbing, rolling his limp body with multiple layers of silk. She snuck a few chomps into his skin, injecting him with a hefty dose of venom. He grumbled blearily and batted at her, but in only a few seconds his hands were bound to his sides. "Relax, relax..." She whispered, cooing at him as [her body continue to work on its own](#). A chunk of silk rolled over his mouth. She finished the job quickly afterwards, spinning him a few more times to layer his cocoon. She laid him near the mouth of the cave and turned to Mark.

Her other cohort was reacting differently, grasping at the grass as he tried to pull himself back up. In a way, she was impressed; he had gotten a smaller dose, but he was showing a good resistance to it. Ava stepped over to him and turned her spinneret to him; spraying a ball of web that exploded over Mark's face. She pried him off and flattened the web around his head and opening a air hole. She gave him a kiss on the forehead and whispered an apology.

Content that he wouldn't move any longer, she flung Mark over her shoulder and went to snatch [Julian](#), dragging him by a thread. She crept into the cave, and soon locked eyes with her mate, who was just where she left her.

"Hey again. I brought you some dinner." She said dryly.

Trezi clasped her hands together. "You got humans!" She gasped out excitedly. "I'm so glad you're learning to [properly hunt!](#)" She reached for Julian, and Ava yanked him away.

"This is mine." She all but growled. "Wrap your own." She dropped Mark in front of the Arachne.

Trezi shrunk away from her, but seemed to bat away her partner's distaste. "Ooh, so dominant!" She cooed. "You really show so much potential!" She cheered, grabbing Mark and rotating herself around. Ava merely grunted in reply. She laid Julian on the floor and scraped at the ground, placing her mouth against the cocoon. She pulled away and looked up. Trezi was entirely focused on her meal, [but unable to wrapping him up](#).

“Are you that helpless that you need to be fed too?” Asked Ava slowly pacing around Trezi. Once Mark stopped moving, she struck; Ava tensed and sprung, leaping on top of Trezi pushing them away from Mark. The other Arachne shrieked and attempted to push her off, but she was the smaller fighter. “W-What? Stop!” She demanded.

Ava had pinned down her midsection, and her creator’s legs only barely scraped at her torso.

Predatory instinct kicked in, and Ava growled maliciously as the other spider froze in submission. “O-Okay! You’re the boss!” She smiled at Ava, who gave her no pity. “We can spare some of the humans!” She attempted to compromise.

Ava merely ignored her pleas, and let her spinneret snap into action, spraying shotgun blasts of silk on her lover’s torso, pinning her legs in place. The other spider eventually slowed and began giggling, a blush blooming over face. Her hand came down to her snatch. “This dominance... it’s really hot.” She moaned as she began to press on her clit.

Ava hummed and kept working, wrapping Trezi’s legs and thorax with layers of web as she lunged forward and sank her teeth into her mate. Her mate shrieked in euphoria, the venom acting as a sort of aphrodisiac. She arched her back and began to squirt, her juices soaking through the webbing.

“Well, I will have to feed my little Trezi myself” she said crunching down to slap Trezi face with her penis. Trezi tried to break free but the webs were too strong. Now bonded and still hungry Trezi stared to lick the member hoping if she did a good job Ava would recompense her with one of the humans. As Trezi reached the tip, Ava stated to push it in her mouth slowly but steady. Trezi had to unhinged her jaws to let the bigger member in, which started to fuck her throat relentlessly as she lick it and teased with both hands outside and through the bulge in her throat. It stated to shooting rope after rope as Ava was slapping her face with her wet gaping pussy.

Later on Ava felt the now familiar change inside her, the cum stop flooding and she felt the eggs coming through, the first egg was deposit directly in the sloshing stomach as she was all inside the smaller Arachne. Than she withdraw but never freeing her member from the comfy of the throat. She could see the eggs traveling down her mast, bulging it, into the waiting mouth bulging the neck to reach the stomach, egg after egg. When the eggs stopped, again Ava fuck her face, finishing with few others rope of cum.



Figura 4 feeding the hungry Arachne Drider Contest Animation By ThoughtVision

“ That should be enough for you” Ava said with a smirk to a panting and more inflated Arachne.

Content that Trezi did not longer resist, Ava [withdraw her member](#) and snatched Trezi’s hands [with her dextrous palps](#) and rubbed them against her own cunt. She wasn’t exactly sure what she was doing; it was sheer instincts.

Her [lower](#) tits throbbed in anticipation, and she tweaked at her nipples. Trezi kept her hands where they were, leaning forward with lust in her eyes. There was a squelch as her hands slid forward into Ava’s gaping snatch, the walls clenching down over her. Ava gasped. She hadn’t been expecting this, but as she realized that a second part of her plan began to form. Her lower half leaned forward in order to swallow up more of her partner’s arms. Her pussy dripped as it slurped Trezi deeper.

Ava was amazed at how easy it was. With a simple breath, her pussy could yank the other Arachne deeper into her by noticeable inches [helped by her human leg looking palps](#). It wasn’t long until the other Arachne’s head slammed into her cunt, soon being swallowed up by the astoundingly hungry lower lips. Ava’s spider half prostrated herself on the ground. It didn’t take any effort beyond breathing for the process to occur, so she entertained herself by tweaking her upper quadruplet of tits until they were spraying squirt of milk [as the lower pair got wetter](#). She popped a milk-soaked finger in her mouth. Odd, but she didn’t hate it.

Underneath, the other Arachne's cocooned body wiggled gently as more and more of it sank into her mate's cunt. The lips parted and squished together as if they were chewing, each displacement of air creating a slight vacuum to yank Trezi forward. She mumbled something within Ava, but the girl ignored her. Her belly began to inflate, pressing her racks upwards due to the sheer size. She grunted, making her muscles all contract, clamping down on Trezi and stealing her breath away.

The Arachne's thorax trembled violently as she orgasmed inside of Ava, her last hurrah before she was entirely engulfed by the [vagina](#). A mix of her and Ava's juices stained the cave floor.

The explorer gave her pussy a smug slap as it closed behind her prey, stretching her stomach out. Ava felt a surge of glee at having stopped her cruel creator. She felt quivering as the Arachne went back to work rubbing her own cunt. "So powerful!" She heard Trezi moan from within her. "Your womb is so... fertile!"

Ava smiled contentedly and turned her vision to her companions. [She saw Mark form quiver so she cocoon him as fast as she could, when she had finish, both their cocoons](#) were beginning to sag to the sides, and her heart sank. Her [companion](#) had already been slushed,.

[She had kept the promise done to the memory of Lily but the two of them were victims and they didn't deserve any of this. At that thought she felt an ache in her tits became more and more powerful,](#) and her Arachne instincts lead her to take strange actions. She picked up Mark's cocoon first, and wilted when she noticed it was the consistency of a water balloon. She listened to him slosh for [few seconds](#), before placing the tip of the cocoon against [lower now gapping](#) nipple. There was a little resistance, but with a similar wet slurp her nipple opened up to accept him.

The feeling was strange but not entirely unpleasant. She moaned at the odd tickling, a sensation that made her pussy flex with need. Slowly, she inched him forward, feeding more of his remains into her teat, which soon inflated. She could feel him sloshing around within her, her [breast](#) already eating away at the silk. She continued, undeterred, until her teat sucked on her fingertips as it closed around him. She gave the bloated tit a gentle bounce, and turned to Julian.

His cocoon was even more sloshy, so much so that she worried about it popping. She pressed the tip of the webbing against her [other gapping](#) nipple. As soon as the inside of her tit came into contact with the silk, it melted. A bit [of Julian](#) dripped down her [belly](#), and she swore. Thinking on her feet, and praying that it worked in her favor, she gripped the cocoon and squeezed it, spraying the thick slush of her acquaintance into her [breast](#). Through some luck, she managed to get most of him inside, the tit pulsing with acceptance as the empty sack of silk crumpled to the cave floor.

"I'll fix this, guys." She whispered apologetically. She heard the Arachne inside of her womb beginning to squirm. "My dear?" She began, quietly. "This has been fun, but I think I'm ready to get out!" She squirmed even more violently. "The walls have started to massage over me, it melted the silk you put on to protect me."

Ava couldn't suppress the dark laugh that burst from her diaphragm. She gave her bloated lower gut a smack, shaking Trezi's prison.

"Who said anything about letting a monster like you out?"

## VII. Spawning Ground

Trezi had clammed up after that, a few squirms the only thing that reminded Ava she was still there. She'd kick against the walls in protest, as if she still believed that her mate was teasing her. Her fear became panicked as she felt her host's breathing settled around her again, and realized that she was tingling. She had been left to her fate. "P...Please!" She'd stutter out every few moments, but no one was there to listen to her.

By the time that Ava woke up the next morning, her teats were aching as they went to work. The slush that was once her friends was beginning to firm up, the flesh rumbling and gurgling as something happened within. She gave them a sleepy rub and yawned. "You still there?" She asked her stomach, giving it a prod.

"Y-Yes!" Trezi yelled. There was a gurgle within her voice, and her squirms were less violent than they had been the night before. Ava's womb was filling with a sweet smelling liquid that made it hard to move, but incredibly tempting to drift asleep. Trezi fought the urge with all of her might. "You're going to let me out this instant!" She commanded, fear seeping into her domineering tone.

Ava only giggled and walked a few laps around the cave. "I'm not. Look at this way. I'm your superior. The strong outlast the weak, huh?" She taunted, giving her stomach a shake that made Trezi plead even more pathetically. All of the affection that had been burned into Ava by the venom had faded away.

"and I'd rather not." She continued dismissively. "I've got already plenty to do without having to look after you."

She ignored the rest of the other Arachne's pleas as she went to work, painting the cave floor with a soft webbed bedding. She sprayed some of the walls with hammock-like drapes of silk, and layered the floor until her spinner ached. The explorer eyed her handiwork with a grin. Not bad, for her first nest.

Then she look at her self she was huge she had adjusted on being an Arachne but her swinging belly was huge and sloshed as it moved hindering her movements, than there were her breasts, two pairs of them. They grow in size: the top ones looked as her original pair if not a bit inflate, then there were the ones that Lily had pass on and her creator change them, now they a lot bigger a quarter as big as her huge belly but with double the inconveniences. Every time she moved she had to adjust her stance in fear to topple down which had happened few times.

So she decide to do something about it and started to create a web, when it was ready she walked into it, let it adhere to her to then work furiously to create a makeshift brace for the belly and bras for her breasts.

When she was satisfy with the lessen swing of her enlarged parts she examined herself. Her first pair of breasts had their own makeshift bra keeping them in place, it was comfortable even if not every well made.

Then there were the huge parts the lower breast did not sag on the side of the huge belly but they were confined on top of it by a brassiere that keep them in place, and the belly below had its own brace to stop the excessive swing. With a proud smile she watched her work to then linger on her huge breast. "I'll fix this, guys." She whispered apologetically again, now starting to become a mantra for her.

A roar erupted from her stomach.

For now this was it for the improvement of her life and self-pity, she was hungry. She hobbled out of the cave, breast bouncing against her gut with every step. It was a good thing she was as strong as she was; stealth would not be on Ava's side.

The jungle was back to life, it seemed. Boars wandered into her line of sight, most of them so stupid that she could snatch them up with little effort. She fed herself, first, and then began making trips back to the cave, affixing her slushed prey to the wall with a few sharp shots. It really was getting easier the longer she spent as an Arachne.

Trezi cleared her throat. As Ava was working, her creator was being worn by the gentle tides of womb honey that splashed against her. She could see her spider-half's exoskeleton beginning to wear away, exposing dots of her soft skin. Squirming would only worsen it, she soon realized.

Her pussy tingled as Ava's juices began to digest her, loosening her once-tight pussy into a gaping hole. There was a splash as something bobbed to the top of the pool. She scooped it up, and held the spotted fist-sized ball that gave a faint glow. She gasped in awe, rolling the egg between her hands. "You did it..." She cheered. "You knocked me up..."

More of the eggs began to bob to the surface, smaller than the first, as her own body was eaten away to feed her young, leaving them untouched. Trezi hugged them each with pride, whispering promises of world domination and tender humans to eat. Ava heard her, but only snickered in response. As if she would let that happen.

Ava more tender side did feel some pride that she had repopulated the species, just as her monstrous side beamed at having fulfilled her biological imperatives.

As she felt her prey squirming excitedly, Ava tapped her stomach and went back to work, bringing back what seemed to be a whole herd of boars, as well as a few fat rodents. She eyed her den contentedly, pride filling her bones.

A day later

She awoke by the slapping of bare feet on the cave floor, and she took a defensive position. Behind her was a tan-skinned human, body streaked with a multitude of paints. He slumped to his knees in front of her, as if he was an offering. He shuddered as she walked near him, but merely shut his eyes resignedly. He whispered something in his native language, and Ava merely watched, bemused.

Without missing a beat, she fought the monstrous urge to consume him. Instead, she tapped him on the head with the palps and gestured for him to stand. Once he obeyed, she spun him around and tapped him on the back, shooing him away. The man reacted in confusion, but once the meaning set in, he took the chance, sprinting away from whence he came. She bit her lip.

Had they been permitted to enter by the tribe as a sacrifice? Ava increasingly began to believe that. She rubbed her caramel skin, thinking of Lily, and as much as she loathed him, Darren. Mark and Julian that she doomed herself.

They hadn't deserved this. It only strengthened her loathing of the monstress in her womb, who was melting away. She began to clench her walls, squeezing around Trezi and grinding her into slush faster.

Inside, almost all of Trezi's exoskeleton had sloughed off of her body, which was losing weight. She groaned as the walls began to contract, not damaging the eggs but grinding against Trezi. The Arachne begged a few last times for mercy, promising at last not to harm humanity, but it was too late. Even if Ava had wanted to release her, she needed her nutrients to feed her eggs. The exoskeleton would strengthen the eggs, and the Arachne's meat would make a useful snack for her brood.

Then Ava felt Trezi consciousness made one last demand for release as she pressed down on her stomach, mashing the malevolent monstress into nothing but honey. The eggs from her wombs floated to the surface of the pool.

From that day on she didn't felt Trezi as the fluid was absorb by the eggs leaving her with a huge belly full of rotund bumps.

the day after the human came back and she shooed him away again.

The next day coming back from a hunt she found the four people near the cave, one was the sacrifice with two spearmen pointing spears at him and what she recognize as the chief of the village, he was shouting into the cave with fear and concern in his voice and few tears. She had arrived behind them and not noticed. With fast movements, she disarmed the spearmen and shotgun web the four of them on their legs to lock them in place. They start panicking imaging the worst, and then she showed herself.







Figura 5 worshiped !?! by ThoughtVision

Few times other pregnant women or girls came to her. With time they started to ask to touch and later massage her belly, probably as some sort of ritual of fertility, good luck or protection for their own children. At first she shoed them away but they keep coming back and she started to like company and having her belly soothed by massage oils and eager hands. More than once letting out few moans of appreciation that that were took as blessing from the women that came to her.

During this times she started to learn the language of the people, they didn't stopped for a real conversations but she learned how they spoke of dangers of the jungle or permission to approach her.

If the growing belly permitted she look out for those dangers improving more her relations with the village.

Nine month later the ordeal Ava felt the call of nature and made her way over to her nest. She prostrated herself on the bedding she had woven, and placing her crotch perpendicular to the ground.

The plates protecting her genitalia parted as her member got harder, her arousing surged and she couldn't stop herself to doubly masturbate with her palps as her arms massaged the breasts that too had become very sensitive and in need of attention. The lower pair had increased their size following the growth of her belly but always a bit slower. Her top breast and increased their size too but stopped when they reached the size of melons for a human frame but on her that was much larger. As she merciless stroke her cock and teased her pussy, she cumed few times from the both of them leaving her a panting mess. Then her vulva quivered and pulsed as she felt contractions beginning. She rubbed her belly and lowest teats as the sensations grew in intensity, drawing a few ropes of silk from her spinneret along with a few more spurts of cum.

At last, the time came. With a pop, the first egg bulge her nethers to sprung from her, it was as big as watermelon and she caught it her palp to then inspected it. It was cover of silk and underneath had a murky brown color, but speckled with dots of red and black, and a faint glow. She eyed it with a motherly pride, kissed its tip, and laid it into the thickest piece of bedding. The next two rolled out with little problem being a bit smaller than the first and no glow, setting the precedent. Her pussy stayed stretched as egg after egg burst out of her, each soaked with a noticeable sheen of her ex-mate. She groaned as they began to come out in groups of five, then ten, then twenty. She lost count after fifty eggs, and more were still coming making her work furiously to catch them all before they could hit the ground.

The brood was massive; no wonder Trezi only needed one host! The pair of Arachne had created an explosive hoard of their kind, the thick eggs quivering as her young inside move around. She hunched over the mass of young and coated the bedding with a top layer of silk to keep them protected. Exhausted, and with a deep seated pride, Ava patted her now shrinking to normal gut and gave her pussy one last quick rub. Her tits ached, maybe they were reading themselves to set free her friend seen that they had become solid in the last months, as the top ones got ready to feed the horde.

"So long, Trezi. Thanks for nothing, I guess." She laughed as her lower half slumped to the ground, and drifted off, arms still hugging the cocoon of their unhatched eggs.

## VIII. Aftermath

10 months Later:

“Come on, everyone, let’s get back home!” Ava commanded warmly as a mass of small Arachne followed her point. They had hatched a week ago, matured to what looked almost like a toddler baby torso on a big spider already to scurry around curiously but always coming back to her for comfort.

The horde of young had thankfully taken after her, with a relatively good nature. She had created a schedule- wake up, stir the brood, take them into their piece of jungle, and let them hunt.

They had trained themselves incredibly quickly, each one ensnaring insects that dared to intrude upon their territory.

That wasn’t to say that they weren’t still half-human. Many of them would often line up, two at a time latching on to her top teats a slurping their fill of her milk. Her lower pair of tits were massive, one at least the size of her full term belly full of eggs the other a bit smaller. It was growing increasingly hard to move as they weighed her down, but her brood didn’t seem to mind. Each one, still adorably tiny, stuffed themselves on her milk, wriggling over her lower rack in order to access her nipples.

During her time waiting for her hatchling Ava tried to create something else to cover herself up, due to the still enlarging lower breasts an she came up with a better sort of supportive garments able to expand at the same time as her expanding breasts. She also created a sort of nursing bra for her top breasts seen that they looked ready to nurse her hundred youngs preparing to see the world for the first time dripping few drops of milk every now and then.

The villager still came searching for her to bless them with fecundity, good hunts, harvest and protection.

When the belly vanish there was panic though the people and guards were posted to her cave in fear that the monster was freed and would come back to overthrow the reign of the goddess but a game of shared later and bad speech later, everything was back to normal. The guards remain to protect the discovered brood of lower gods.

Ava wasn’t sure if these guards would kill the brood if given a chance but that was solved when: what she could only call as an horde of felines attacked her and her cave. During which she got overwhelm and the guards still stayed on their post protecting the brood.

As her belly went away and her breast expanded the villager changed their ritual to massage them, to her enormous pleasure that she always tried to hide in embarrassment but soon became a even greater blessing if during the ritual someone was able to hear the goddess speak. It was really hard in those occasion hide her arousal poking under her breast, and wetting the ground.

As the eggs started to hatch the entire village was present gifting her something for each child, to pretty rocks (gems) or toys.

In the mean time she always tried to bring to the village gift too, as in boars, or other game, to rudely made clothes patched with leaves that made for very durable armour or ropes made of her own silk, each welcome as a blessing from the goddess.

She was extremely scared for the hatchlings and human but soon discovered that the brood never touched a human, they just observed the rituals in awe from a far, scared of the strange figure entering their territory. Only one of them dare approaching a human and was thanked by the pregnant woman with a pat on her head which was taken as a prove of kindness from all the others that started to dare approaching humans for that reward

Another week passed, with her brood *continue to* develop. Their growth was beginning to slow, and it seemed to Ava that their development was becoming more human. Each of them began to blabber in broken English, devouring up each and every one of her actions with an intense hunger for knowledge. She watched with pride as they played with one another and wandered their territory, returning with stuttering stories of the things they saw *as she nursed the others. Speaking of trades with human children or grow-ups, hunting prey in exchange of toys, or play time with human and none was hurt. this fill her with joy and pride, she might have saved the future of both her species .*

...

*During the night* Ava woke up with her lower rack throbbing and pulsing, groaning as something began to happen.

Her massive teats began shaking as a blast of milk erupted from her left teat, a protrusion spreading her nipple open. She snatched the nub and squeezed, massaging it as the bulge began to sag from her open teat. *The arousal picked making her wet and dripping cum from her erect member. She felt the cave to not disturb her sleeping children searching a place secluded to let out the moan she was containing*

*As she found it, more of the thing was coming out of her.* She groaned and squeezed, trying to force the massive lump out of her. She noticed the color of the protrusion. It was a solid white mass, with obvious strands peeking from it. She snatched it with her hands and massages her breast, squealing as more and more of it burst from her.



Figura 6 the friends are coming out Violet and Rosa Breast Pregnancy by unknown

The cocoon began squirming, tickling her and causing it to emerge faster. Towards the end, she merely held her breast up and panted as [the all thing exit her breast flopping to the ground](#) as a pair of sharp legs stabbed through the webbing. [The breast just shrank to its original big size without any sign of the process.](#)

“Huh, wait until the girls back home hear about this.” She heard a familiar voice laugh. “Nice to see you again, you hellspawn.” Mark teased. He looked relatively unharmed, save for a jagged pair of fangs and a greyish number of arachnid eyes surrounding his original ones. From what she could see of his softened spider half, she noticed a brilliant green glint from it. It was streaked with what looked like paint splatters of a milky white. He was smaller than Ava. And he had the same shit eating grin on his face that she remembered.

“Where’s Julian?” He asked her. Before [she](#) could explain anything, Mark seized her into a warm hug, tears rolling down his face. “We thought that you died.” He admitted, fear over losing another cohort setting in. she rubbed his shoulder, and pointed to her other breast.

Mark followed her logic, having since given up on making sense of things. She grabbed the base of her breast and squeezed. As soon as a small chunk of the other cocoon showed itself, Mark snatched it, swaying as he tried to yank it out [but hearing the pain reaction from Ava stopped.](#) [He took few step back.](#)

His balance wasn't the steadiest, but it got the job done and looked at Ava, whom started to massage the breast as she did before and then Mark came back helping her out with the massage. To it Ava had to mask an orgasm.

The cocoon fell to the ground, squirming and quivering, before it began to sizzle and the webbing crumpled. Leaving Ava with her original increased breast size per set, now engorge with milk. Julian soon burst from the bindings, his lower body covered with a grey fuzz.

He was smaller than both of them, almost adorably so. His fangs were more fuzzy mandibles, each one edged with a sharp black point. Now he was spotting a pair of breasts and a vagina partially hidden by a dick.

The trio hugged one another warmly, both of Ava's companions in sheer disbelief at what had happened. She tried to explain on their way to the cave, as one of her children stormed up to her and demanded her snack. With a bemused grin, she lifted it up and let it latch on, relaxing as she settled in. Ava recognize this one as her fist laid and fist hatch the little one was a force of nature, she was a chocolate-skinned girl over a growing tarantula thorax.

"I'm so sorry for all of this." She prefaced. "The thing that did this to me wanted to wipe humanity out. I had to stop her, at any cost. I'm just sorry that I had to involve you."

The two, while dissatisfied, began to accept her apology after a few long hours of questioning, and many many thirsty young. They watched in awe as she handled each one of her children. They also told her that they heard her almost daily apology and explanation, while they were still inside her in their few moments of awareness making her apology a bit more believable.

"So, what now? Where do we go?" Mark asked, hesitance in his voice.

Ava shrugged. "I don't know. For now, I need to raise this generation of Arachne to behave themselves. Some of the natives tried to offer themselves as a sacrifice before... but I made a stop that, now they-"

"We were also sacrifices." Julian guess, snarl in his voice as he stopped inspecting his new additions. "I knew it sounded fishy."

"from what I understood in these years, they hoped that a bigger sacrifices, to the monster would let them life in peace longer, and when nether we or the monster show itself with something of her victim to mock them, they got scared believing that even a bigger danger would come, but now I'm a sort of ascended goddess of protection and bounty to them. Freeing them of the evil monster"

Mark rubbed Julian on the back as he seethed. He took a moment to compose himself, before he patted Mark on the shoulder as well.

"they even help with the children but they are too much for even them"

“Look, if you need our help in doing that, I suppose we owe you.” said Mark .

Ava could only give a silent nod.

“ok, than but... Can you please explain why I’m the only one with these” Julian asked to an apologetic Ava indicating the changes and the fact that Mark was spotting only an enlarged penis.

....

The next few months passed in a peaceful silence. Julian, Mark, and Ava ingratiated themselves with the new generation of Arachne, each sharing stories and songs with the children. They told them tales of loving humans, and evil humans, always making them promise to treat all beings with empathy, even their food.

Julian found himself very adapt in creating garments with his webs; discovering a way to make the web much less sticky and more manageable trying to thread a cloth, which was given in part to the village but he kept his distance still not trusting them.

Mark petrol the territory, watch over the little ones teaching them how to hunt ingraining himself as the second protector of the village. Leaving to Ava more free times to enjoy her brood.

To the village the two new addition were consider reincarnation of the other brave heroes here to defend the goddess and her protected.

Ava noticed, one night during their regular congregation that her first born, the dark-skinned girl, was demanding to be called Lily. She didn’t seem to remember Ava, but she refused all other names. She showed the same sort of tempered curiosity as her friend, which brought Ava a great deal of peace. So she watched over the other if anyone shown the same sort of arrogant selfishness as their other companion, or worse the manipulate cunning of her creator but that never come to be to her dismay and small joy.

The trio of explorers found that, despite the limitations of their territory, the food supply never ran out. There were always boars to hunt and bugs to snatch, and the forest always sang with activity.

And they had started some trades, thanks to the humans, with other village.

Months later

One night, after most of the children had returned to the cave, Lily rushed over to Ava with a glowing light in her hands. “Look what I found!” She cheered, holding her hands high.

A small human woman with wings fluttered into the air, nervousness clear her throat.



"H-Hello!" She waved. "A...Are you the mother of these young?" She inquired.

Ava nodded, ruffled the child's hair, and sent her on her way. Julian and Mark emerged behind her, curiosity [driving them to the small creature](#).

"Y-You know, the Arachne... were sealed away for a reason." She tried to explain, but Ava only gave her a cold laugh.

"I'm plenty aware. The last one of them was a monster." The fairy nodded and clasped her hands together.

"They were war hungry. These... aren't so vile." She eventually concluded [looking at Lily whom was looking at her with eyes as big as dinner plate](#). "The fey reams have watch over this new turn and have decided to welcome your kind back into our [reams before trusting to release you with others humans](#)."

The fairy snapped her fingers, and a glistening portal opened up between two trees [to then close](#). Ava stared at it in amazement as the fey went on.

"We created a barrier to keep the Arachne from getting loose, but we didn't want to doom you. We enchanted it to always be bountiful, and for the barrier [seem to had fail more and more in the last century and with that...](#)" the small person didn't continue all of them already know how it ended. "however in the last year or so the tales of a monster in the forest become of kind goddess of fertility whom kill the vengeful beast. That suggested a check on this lands and here I am"

Lily waddled back up to her, blearily rubbing her eyes. Ava grabbed her and cradled, humming softly to the child. The fey watched with awe.

"Tell me... how old are you?" She whispered. Ava thought for a minute.

"I think I'm [25](#) or so, most of those years I spent as a human. Same for my friends." The fairy paled.

"Did the other Arachne teach you the ways of your tribe?!" She all but demanded an answer. Ava shook her head and explain that she acted on instincts to trap the other Arachne and to saved her last two friends.

"That's good. I can give you the contact of our historians they will give you everything is known about your species so that you can better use your instincts and teach your children, from what I can recall Arachne had their own on ways to hide between the humans."

Ava nodded, [daydreaming to return home](#). "That would be amazing... What do you mean by being a part of the Fey ream?"

The fairy fluttered up, a bit of dust falling onto the ground. "Well, you can travel freely between this world and ours. And, you can travel the world."

"I don't think that other humans would appreciate something like us." She chuckled returning to the reality of her situation .

"Don't worry!" The fairy soothed. "We have glamours to disguise you, so no one will know."

Julian's face bloomed into a grin. "We could go back home?" He asked excitedly to then look around to all the children losing a bit of his enthusiasm.

"You two may if you like it. I need to stay here and keep raising these little monsters and also I am a goddess now, I can't leave these people!" Ava snickered ruffling her daughter's hair, the girl having drifted to sleep while they chatted.

"even if we could, we can not leave you here with all this little tykes on your own". Said Julian forlorn

"You truly do your kind a service, ma'am." The fairy concluded. "If you two want to leave," she turned to Julian and Mark, "You can follow me through the portal. And if you need anything, mother of the Arachne, please don't hesitate to ask. And seen all the effort you put to keep your young good the fae ream will not leave you alone, we will send babysitters, docs and teachers to help you bring the next generation up in the best way possible"

She waited on the trio to discuss things, sharing idea, laugh and tears. Then Julian stepped forward and hugged Ava, tears rolling down his face . "I'll miss you, buddy." He concluded. "But I need to go back home I can't stand this jungle anymore, I would love to see the city again. Our families need to know some parts of what happen here" he said looking at himself and them meaningful " I will leave out a lot but they need to know something. And I have few idea to how rener human society. I will wait and prepare for you or any of the children who wants to see a human city" Ava patted him on the shoulder and gave him a wave as he made his way to the portal.

Mark walked after Julian, turning around to look at Ava. "Ava, I'm not leaving I'm going back to the universities to check on what happened there, then I will be back this place has a lot of secrets to discover many to leave as such but others... Then there are the fairies and whatever else it's still out there. So I'll be back to help you out with these little one and explore the secrets." He grinned as he vanished through the gate.

Now by herself, the Arachne began walking towards her nest, the fairy in close pursuit. She watched as Ava set the child into one of the huddled bunches, kissing each one on the forehead. As Ava grabbed a small cocoon, the fairy cleared her throat.

“I can’t teach you the fairy way of magic but this is the ancestral home of the Arachne there are bound to be history and teaching hidden somewhere” She said giggling. Ava opened her cocoon and took a swig, lifting her head with a sigh. “Do you have time for me to grab dinner?”

“Of course.”

Ava gave her a warm, tired smile. “Those boys were getting cooped up here. They’re not made to raise kids, especially not this many.”

“ I can imagine, but you have done a wonderful job so far”

Ava grinned as she polished off the last of her meal. She stretched and rose up. “Before we get started on looking for these magic books, would you tell me your name?”

The fey presented herself. She finally whispered out. “...and if can’t find anything, there is always the Hospital, there are a lot people able to help there” she smiled.

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In blue the parts added by **Myself**