

It was at the end of her shift that Lily was bitten by a spider, the size of which she had never seen in all her years growing up in her small town or working the saloon specifically. Part of her wished she had killed it, simply so she could ask someone if it was venomous. No one she knew had been felled by a spider bite in all her years, at least. Still, it would certainly make her feel better if she was able to kill it, not wanting to think it had a taste of her and would come back for more.

“Aww, aren’t we done yet? I wanna go for a swim!” Cody whined his usual laziness, not a surprise but it was a little annoying today. His help was appreciated, though only when he was actually in the mood for it!

Still, Lily found herself feeling a little woozy in short order, hoping she was just imagining it and wasn’t actually being poisoned. But there was no denying the effects were getting worse the more she continued to sweep spider webs from under the saloon. Eventually, Lily decided to lie down, the fatigue getting to her and she would feel better after a nap. Dismissing Cody to run off and play with his classmates at the swimming hole, she went inside, informing the bartender that she was taking a break. Customers had been slow today, and he simply nodded, sure he could handle things himself. Hoping it was just the afternoon heat and not an effect of the venom, she went upstairs, lying down and examining the bite in more detail. Noticeable on her forearm were two tiny puncture marks, something she wouldn’t have cared about had the skin not been slightly swollen. But with the fatigue washing over her, Lily felt her eyes flutter, and she passed out quickly, falling into a dreamless rest.

When she awoke, Lily panicked, not sure how long she had been out and knowing she needed to get back to work. Since the bartender hadn’t bothered to rouse her, she figured it was OK, and checking the time, she had only been out for half an hour, a little long but not too bad. Moreover, she was surprised at how refreshed she felt, not her usual state after such a short rest. Looking at her arm, she was glad to see it looked normal, with no sign of a bite or swelling to denote anything was wrong. Hell, a part of her wondered if she really had been bitten, though it didn’t matter so long as she didn’t have to make a doctor’s visit.

Continuing her shift as normal, Lily found herself forgetting about the bite altogether, busy with the evening rush as eventually it died down and she prepared to close up. It had been overcast that evening, cooling things off from the summer heat and leaving her relieved. Cody had come back in time for supper to help with the rush of prospectors and had even stayed late, not even complaining for once, a thankful change of pace. Still, she was sure to let him go before too long, but she didn’t need him, feeling amazing after her short nap.

Turning down the last light before leaving, a light from outside caused her to stop at the window, the clouds finally thinning enough for the full moon to peek through. It had been some months since she'd seen the moon's glow like this and she couldn't help but take a moment to admire it, muttering to herself a "So pretty," as the clouds parted and allowed her perfect view of its glowing form.

Though it had been cool in the saloon from the evening air, Lily slowly found herself heating up, almost to the point of sweating. Yet, rather than feeling uncomfortable, it was almost pleasant, to the point it almost spurred on a moment of arousal. Not sure where her compulsion was coming from, Lily figured there was no reason not to take off her clothes, figuring she was alone. The cool air seemed to relieve the heat running over her, skin glistening as she started to rub her skin, staring at the moon all the while.

Playing her fingers over her body, Lily was a little surprised to feel her fingers playing over breasts that were not the familiar shape she was used to. It had been some time since she had teased her assets, there was no denying that her breasts seemed a little larger, firmer than she was accustomed to. Rather than be surprised, she found herself pleased by them, the areolas more sensitive than she could recall. Such was able to make her moan, and one hand reached down to tease her sex, surprised it was already a little moist from arousal. Knowing she was alone, Lily saw no fault in exploring herself, the novelty of doing so at her work raising her excitement.

A trailing hand played over her firm buttocks as well, the cause of many a tip from the gentlemen folk that frequented the saloon. It was something she allowed herself to be teased about, if only for the tips it added to her paycheck. But she was hardly inclined to play with them on her own terms, at least not until tonight. Had she been so pleased by the feeling of their firmness or excited by the notion they seemed larger than might fit in her pants, playing with her buttocks would easily become part of her nightly routine. Still, she was eager to make up for lost time, dividing her energy between her breasts and ass as her other hand teased the fringes of her sex. A soft moan escaped her lips, relishing in the late-night solitude in an otherwise mundane and familiar location.

Only a surprising prick against her ass cheeks was enough to bring her from her mood, and Lily took a moment to raise her one hand to the moonlight. To her shock, two of the fingers seemed to have pointed nails the likes of which didn't match anything she had ever possessed. It was a little alarming to see them thickening in real time, as though the moonlight itself was spurring on their alterations. Soon, the nails were so thick she couldn't distinguish where her fingertips began or where her nails ended. Lily went to wriggle them when a surprising stiffness left her to pause with a look of confusion and terror. Not only was she unable to move them, but

it seemed like the skin between each digit was knitting together, as though they were fusing in some fashion.

Further efforts to move them left her shocked to only move two digits at once, as though they were effectively the same finger. It was a little alarming to watch the skin knitting together, leaving her to think she might be left with two fingers and a thumb on each hand. As the skin merged all the way to the tip and caused her claws to expand, Lily figured she should scream or run toward potential help. Yet, a growing part of her was curious to explore the feeling of them on her skin, at least while trying not to scratch herself with her new claws. And so long as she was gentle, the feeling of them playing over her skin was powerfully sensual, causing her sex to ache with an insistence unknown to her. Even the eventual loss of her thumbs was ignored, her two claws running over her body with a series of sensual shivers, leaving her unable to think beyond the now.

The black, stiffening skin that had encompassed her hands was slow to make its way over her arms as well, spreading across the skin like she had donned a pair of midnight black gloves. Despite the insectile nature of its consistency, Lily couldn't help but find beauty in its spread, continuing to cover her like a dress she'd seen at the store but never able to afford. The skin lacked sensitivity even as she traced her new claws over it, more like a protective armor to shield her from her toils. It was powerfully sensual to feel it spread in a wave over her arms, preventing them from moving before a set of soft pops caused dents in the covering. Lily was barely aware the bones within were no more, only able to cherish how easily they bent now. And with several added joints, she was granted a flexibility enviable by her former self. Yet, something about the being she was becoming looked down on in her old life, and she embraced the changes like an old lover, eager to see them to fruition.

Even as the black chitin encroached across her breasts, Lily was eager to play her hands over them, desperate for the wave of lust while she was still able to feel. As the areolas became coated in a black embrace, the tension against them was enough to fill her loins with an orgasmic shiver, the afterglow of which remained as part of her being. Lily no longer needed to rub them, instead exploring the skin not yet encased in a black cocoon. She was eager to spread the chitin as rapidly as possible, encouraging more of it to form. It solidified her body in a firm embrace, with a power and sexuality that had always eluded her grasp. And now it was at her pointed fingertips if such was apt.

Before it had the chance to be subsumed by chitin in its own right, Lily was able to feel her waist slimming, compressing on itself as though no bones or organs persisted to get in its way. In contrast, her ass was slow to swell, seeming to take on the mass as her body firmed toward an hourglass shape. The sight of her waist slimming was welcomed by her human perceptions, at least until it went well beyond the contours of what her body should have been

able to support. Be it the coating of chitin or the firmness of her insides, Lily's body was still able to support her massive ass, rubbing its edges in encouragement. Her clawed fingers spread chitin and firm hairs across it, hanging beautifully from her backside even though none of its shapes belonged to the human body.

As much as she relished in the changes, the sensation of pressure against the chitin over her sides was a little discomfoting, as though something was working its way out. Rubbing her sides with more curiosity than fear, the sensation of lumps perplexed her until they started to blossom into pointed back spears that soon split to form the same twined claws that now comprised her fingers. They extended rapidly, soon matching the contours of her former arms and giving her a second set. Now-familiar pops rang through them as the flesh within became joined, and she eagerly flexed them to experiment with their new range. They, like her first arms, possessed multiple joints, and it was pleasant to use them to rub down her chitinous coating, the flesh firm with sparse, sensitive hairs that waved ever so slightly from the air flowing over them.

All through the changes, a persistent ache in her pussy throbbed through her body, though lost in her self-discovery, Lily had put its needs by the wayside. Yet, as the tingling around her lips intensified, followed by her pubic hair falling from the skin, Lily was quick to bring her new limbs to tease its edges. With two pairs of arms, she was free to continue to rub her new covering into existence, while teasing her sex directly in a way that had escaped her in her current life. A groan escaped her lips as it altered, and though a part of her felt some fear over what it meant, the cognitive dissonance was enough to allow herself her current pleasure. If it felt this good...then what was wrong with a little self-indulgence?

Yet, even her lust was not enough to stem the concern of her sex moving backward against her anatomy, as though tending to it directly was causing its alteration. She couldn't want it to relocate to an unknown position, yet with the waves of pleasure it seemed to grant her, she could scarcely pull her hands away. Both clawed limbs were enough to see it on its journey, her former arms in use to tease her chitinous breasts and swelling buttocks. And as her ass continued to swell beyond even the size of her torso, it seemed its expansion was the force drawing her cunt toward it. As difficult as it was to reach its new position, Lily's flexibility was such that she could keep her physical contact against it, albeit with some effort.

The tingling in her sex seemed to seep into her anus as well, something she had never seen as erogenous before. To her surprise, the touch of her clawed hands elicited a hiss equally equated to her pleasure. With that reality, Lily divided her attention between the multiple points of pleasure, exploring her changes with all the attention of a lover she had secretly longed for. She found herself almost longing for more arms that she might pleasure her widening contours further, even as much as her extra hands already accentuated that goal. This time, the tension in her sides was welcome, understanding what was coming as though a deity had granted her

lust-filled wish. This time as her newest pair of arms made themselves present from her sides, Lily was eager to rub them into being, feeling every inch, every joint developing as though encouraging their birth. The clack of claw on claw signaled they were done, and Lily immediately put them to work, their position best suited to rub her openings as the others worked their way over her chest and back.

Much to her surprise, the final destination of her pussy was to merge with her anus, the skin kissing in the center and parting to allow their joining. While their outer edges had converted to chitin, the inner folds were far more sensitive than anything her humanity had to offer, and her claws dug in eagerly, as though opening her up in a way that her human self found alluring. She was eager to play with herself, to give into all the pleasure that her changes could grant. The once rather prudish woman was given a free pass to experience all the pleasures of the flesh, and she would be remiss for not taking full advantage of all six limbs to tease her body.

The sensation of something bursting from her backside like a voracious pimple gave her pause, and more carefully this time, Lily went to explore the protrusions sitting on the insides of her merged sex. Their purpose was lost on her for a few moments as pressure began to build up. Focusing all her attention on them, a fluid sensation preceded an expulsion of wet, gooey fluid, sticking to her claws and leaving her confused. The connection between the blackened skin, and multiple limbs was lost to her, yet the sight of what had to be webbing was enough for the truth of her situation to dawn on her. She was becoming like a spider, like the one that had bitten her earlier that day. As much as such a notion should have disgusted her, becoming the embodiment of physical pleasure was enough to stifle such squeamishness. She was far more inclined to continue her self-pleasure, even ejecting several more strands of gooey webbing, desperate for any new sensation, something which had been lost to her for so long.

Much to her disappointment, her exploration was not to last, the anatomy of her changing body soon to disallow her arms to reach. Her ass had swollen far beyond anything her body should have been able to hold aloft. Yet, her chitinous covering concealed a hidden strength that caused her no distress as it continued to expand beyond her bodily dimensions. As her sex started to stiffen, a series of segments surrounding it caused her to hiss her arachnid pleasure, each causing her nethers to quiver almost to the point it orgasm. It was a pleasure so often denied her, and the changes were merciful enough to grant her the fringes of release before such sensitivity was lost to her.

As strange as the changes had been thus far, Lily was still not expecting the sensation of tightness in her boots, just now cluing in that her toes were likely to merge the same way as her fingers. The tightening of the skin was just as familiar as the dissolution of joints and tendons within, and Lily surrendered to the sensation of their loss. Still, the size of her feet was not meant for boots, and she kicked them away eagerly to watch the final changes to her feet. Covered with

chitin by now, the skin of her toes had already merged, and the singular mass was quick to stiffen and split into a matching set of clawed limbs. The changes to her feet left her heels stretched at such an angle that Lily could almost imagine herself a dancer again, though only for a fleeting moment as the changes carried on.

By now, the size of her bulbous ass was starting to weigh on her legs, making Lily logically conclude she needed the support of more of them. At first, her attempts to lower herself were awkward, hips not designed for such. It caused her some discomfort, but it was welcome to have her hips pop out of joint, thinning to the contours of her other legs. Soon, a socket-like depression within her torso granted them a rather welcome range of articulation. While aware her hips were positioned above the tapering of her waist and the bloated ass beyond, Lily was surprised to realize her former human legs were being repositioned to sit in line with her other three sets. It felt natural, and welcome, even to feel the bones dissolving, lightening the weight of her legs. It was delightful to feel her knees pop out of place, the series of soft pops signifying her new joints were taking shape. Soon, the repositioning of her legs to match her front ones allowed her balance, and she stood there, unable to touch herself but nonetheless eager to feel her body taking shape. Her mind had already washed away in the euphoria of change, and any doubts or concerns eased into her post-orgasmic pleasure.

A strange tingling in her eyes made her blink a few times, trying to ease the irritation. While the bones and sockets within were withering away, it was the sensation of her eyes pulling away that gave her shock. A fleeting part of her mind wanted to reach for them, though the reflexive action simply raised one of her eight legs to no effect. She was therefore left flailing in vain while her eyes moved apart, a crease in the center as they pulled apart on either side. Akin to mitosis, the eyes soon parted entirely as the crease gave way, leaving her with two sets of eyes. She could hardly perceive her new ones diminishing in size, sitting in a single now over her face. Rather than be alarmed, however, Lily was filled with a new euphoria, granted a wider view of the world around her. It mattered little when her sight, having blacked out from the change, did not return her view of the world. It was dark, and what remained of her eyes were attuned to movement in the pitch-black night, all that concerned her.

Her elation only rose as the same enlargement of her eyes pulled them downward this time, once more uneven from the center and forcing what little optic nerves persisted below. Their blackened lenses pulled apart as though each side were opposites on a magnetic pole. It seemed those new eyes, as they properly separated from their progenitors, were able to detect the brilliant moon with far more intensity than what she had seen when...what? Surely, there was a time before now, as she was still changing, but what that form entailed, she had difficulty forming a visual of. In the end, her fading mind decided, it didn't matter.

Something far more pressing was her place on the ground, and a desire to get higher up and away from potential danger. Even with her size, her movements were fluid, reaching the wall and easily gripping its surface with her pointed claws. There wasn't much space for her to climb, much to her chagrin, though as best as she could perceive the contours of the room were enlarging around her. Rather than feel more vulnerable from a decrease in size, a sense of calm washed over her, thinking there were more places for her to hide as she shrank further down. Such nuance was largely robbed from her at this point, and she was eager to allow her body to shift as it would, something more efficient for her diminished intellect.

Eager to be enveloped by the darkness in the corner, Lily hardly minded the sensation of the bones dissolving in her skull, teeth loosening in their sockets before they turned to mush. Her mouth hung open even in her position upside down, and her former lips quivered in irritation, as though something on her features was missing. Something important for her future...

The sound of the door opening made her entire body quiver, vibrations wracking the hairs on her body as she longed to make herself smaller and hidden. Yet, her new eyes were hit with a blinding flash, and she was momentarily stunned by the force of it. It took her some moments to make out the human form. The source of the threat was unknown, though a fleeting thought drew the name 'Cody' to the forefront. It meant very little, however, and Lily could only think to look for escape, as vulnerable as she was.

Turning her head with a still intact neck, Lily was left to stare at the outline of the intruder, opening her mouth and eliciting a wet gurgle, largely unable to utter a sound due to her lack of lungs. And the sound meant little to her, a reflex of fear toward the threatening creature rather than an attempt to frighten the being off. The creature in the door stared in stunned silence for a few moments, a bizarre standoff of sorts that left each afraid to move.

It wasn't until the creature stepped forward and spoke that Lily reacted. Something her fading mind recognized as "Miss Lily?" was picked up with her fading senses, though it might have simply been imagined by the parts of her mind Lily felt were largely unnecessary. It mattered little, Lily startled and moved rapidly for the nearest escape. A light breeze crossed her hair, and Lily was able to perceive her body was small enough to make it through the open window and out into the darkness. With startling speed, she was out, crossing the threshold while seeking the comfort of the darkness once more. An uncomfortable sensation of fabric touched her back claw, and Lily was frantic to free herself, feeling the sensation of it getting caught on the window and tearing as it did so.

Quickly, Lily scurried outside, her shrinking body crawling downward toward a depression below the building, a dark crevasse she was sure she could hide in. Yet, she paused for a moment, her body too large to make it under, and a series of strange sensations emanating

from her insides. Her heart was beating fast now before it ceased altogether, Lily was no longer able to feel it in her chest. Her lungs, too, ceased function, though Lily was somewhat aware of a series of depressions opening over her carapace, drawing in sufficient air to support her much-smaller body. Her blood, too, was still pumping, the red cells dissolving for a clear fluid to fuel her body now.

As her body continued to change and shift, Lily was met with a powerful sense of discomfort. Her internal organs, her bones and spine, everything she had once perceived as essential to life were being broken down, repurposed, or converted to the fluids her insides unitized. Such should have been fatal, though Lily was hardly aware of such things as her chitinous skin continued to swell and harden into new shapes. Swelling in her neck caused it to stiffen, becoming as thick as her torso and rendering her head and torso part of the same segment. A fleeting thought was spared for her breasts, as their weight started to decrease, their fat and tissue dissolving as the chitin tightened around her and left her chest and belly completely uniform. But it mattered little, Lily finding it hard to think beyond the changes themselves and her desire to become complete. If she was smaller and more agile, she could hide and escape and meet her true purpose. That last part was foreign to her, though she was certain whatever it entailed she would seek out that finality with every part of her being.

By this point, her hair had fallen out all over, though as with most of the physical changes, she was remiss for her indifference. All that persisted was a desire to be complete, that consistent tingling over her being a precursor to whatever those instincts seemed to dictate. She was pleased to feel her nose compressing, her ears falling away, and a persistent tickling around her former face as it erupted out into patches of fine hairs. Much as already covered her body, they gave her a greater awareness of the world, each one an antenna for vibrations and pheromones, something her degrading brain found more informative than when she was...what? Any thoughts beyond the body she possessed were a blur, even the final twinges of sexual pleasure that had acted as a precursor for her current state of being. Its source did not matter in the end, only its after-effects, and she welcomed the inability to think beyond the now.

One thing persisted in her human mind, an awareness of how vulnerable she was. Not due to her size, that was just to her advantage. No, she lacked any natural weapons or anything to hunt with and stave off her hunger, something that was now making itself known. But a twitching under her cheeks made her excited, wishing to touch them even though her claws largely lacked any tactile ability. Still, she was able to feel two lumps pushing at the areas of soft skin, erupting forth like two massive pimples. Soft pops made themselves known to the ample hairs on her body, and she reflexively moved them, feeling them easily draw toward her minute mouth. However, it was the eruption of something at the tips of one pair that left her excited. Two massive, dripping fangs weighed on the tips of her growths. Their venom sacks, however,



were the perfect addition to her arsenal, exactly what she had been lacking as she quickly in anticipation.

Even her current eyesight was enough to perceive she was shrinking, gradually all this time though readily as her body took on its proper shape. Rather than leave her alarmed, she was rather elated to be the proper size for her new world. There was no need for her former size, even as her simpler brain forgot she had been anything but the creature she was now. Such thoughts were fleeting, a feral spider not requiring anything beyond the instincts and the annoying tingling to cease. Soon, the world around her was much more spacious, allowing her to work the way her compulsions drew her to, and settling well into her simplistic nature. Her brain was not complex enough to understand what that was, though a whiff of something alluring was enough for her to be attracted to its source above all else. She found herself descending eagerly into the darkness, her spinnerets oozing their sticky fluids and leaving her to glide safely within the hole she perceived was her goal. The pheromones were indeed stronger here, and their source became known to her as she detected the stirrings over her hair that denoted another of her kind. Yet, her own pheromones were at work, and rather than feel a sense of competition, she was drawn to the other spider by her deeper purpose.

While she could have no way to understand this was the male that had bitten her human self, the spider she had become was drawn toward him nonetheless. The two of them eyed each other up, the female glad that she was the larger of the two and confident she would win in a contest. Yet, it was not in her instincts to fight with him, rather the opposite. A purpose that surpassed her understanding filled her being, and she was quick to turn around, submitting to him and eager to take what it was she understood he could offer her.

The mating itself was rather brief as the male climbed on her back and speared her opening with his segmented member. There was no pleasure in the act, and even as the new spider felt something moist and liquid entered her opening, she did not experience any physical euphoria. Rather, there was an instinctual pleasure in the act, as though she had achieved something profoundly beyond her understanding. It was simply the completion of a powerful drive, and then the moment it was done, the male was quick to retreat, moving within his own burrow. The female was not inclined to follow him, done with him now and having other designs. With that, she was quick to leave as well, ignoring him for her own goals and drives.

The spider felt that her next objective needed to occur further away from the male, no longer needing to be in range of his territory. It was the fullness in her abdomen that compelled her to do so, as she descended further away from the male and from the opening she had entered from. And when she had found what felt like a significant distance from such threats, she got to work, using her front legs to push at the rock and making a minute depression. The grains of sand and dirt easily parted from her efforts, and she dug with intent, increasing the size of the

depression as much as her instincts deemed necessary, regardless of how long it took her to achieve.

It was some hours into the task, with a spider's limited understanding of things, when the vibration of movement made her stand still. Able to determine shapes better than some of her kin, Lily was able to detect the elongated shape of a creature with many legs crossing quickly beneath her construction. It was long, and its twitching antenna was surely aware of her presence. But she was faster, and the mating had fatigued her such that sustenance was welcome. With a decisive motion, she came around to the back of the creature, instinctually aware of its impressive fangs of its own and knowing such an angle would assure her kill. The centipede had no chance as the spider sank her fangs within its flesh, the creature spasming for a few moments in resistance before it went limp. The spider had all the time in the world to allow her enzymes to dissolve her prey, drinking deep of its fluids and nourishing her for the task to come.

Burrow finished, the spider felt a pulsating in her abdomen and situated her opening at the apex of the chamber she had made. Pressure started to swell within, and she felt herself pushing reflexively, that same sense of satisfaction with her mating coming to fruition. This was her purpose, even though she barely understood what she was doing or cared beyond her. And the feelings were pleasant, something spherical within descending through her tubes and pressing against the joints within her opening. Their expulsion triggered something in her spinnerets, coating the orbs with a sticky fluid as they attached to the edges of the burrow, hoisted up, and prepared to be joined by hundreds of brethren.

It was some time before she felt finished with the act, finally sealing the casing with a further layer of webbing. Her understanding of what she had done was minimal, beyond it was a necessity and the satisfaction that she had carried it out. She felt no more concern for what she had left and was content to leave it there as she went about her other business. Which was to satisfy her hunger, the work taking its toll on her. So she waited, her hairs triggered just slightly at the stirrings of some other being, one she easily determined was small enough for her to hunt and make a meal of...

It wasn't until dawn when Cody was able to draw the Marshall and some townspeople to the saloon. He'd tried to wake them at night, of course, but they simply chased the boy away, not to be bothered by his imaginings. Upon waking, however, they had paid a visit to Lily's residence, with no sign of her. Their dismissal turned to concern, and they decided it was at least worthwhile to start with the saloon to see if she was taking an early shift. Yet, as bizarre as Cody's story was, one in a long line of fanciful tales, for the first time, the Marshall had to give it some credence. Especially as the only object in the room out of place was her torn dress, clinging to the nail by the window as though it was pulled through. Exactly as Cody had described it...

The stirring of daybreak drew the spider's attention and prompted her to leave her hiding place. It was something that went against all of her arachnid instincts, yet there was an undercurrent of certainty that she needed to enter the light. No longer did it carry with it a fear of her demise, rather that she had completed her purpose, and now it was time to return to...what, exactly?

The tingling of growth reawakened some latent memory within her, and she allowed it to happen, staying still just out of range of the light. She was getting larger all the while, twice and more from her minute form. There would be no hiding away in her burrow now, though that sense of completion and purpose kept her still. Now was not the time to return to her dark, that task had already been done. And with it, she no longer needed to be hidden away, but rather to be restored to a form meant to exist to the sun. And with the rapid growth, she was barely able to remain under her safe haven, tightening around her and making her wish to crawl out.

Yet, much to the spider's contempt, her abdomen was far too squat to allow such, unharmed but caught in a way that she could not crawl forward. Her legs were rendered far too weak to pull her fattening body, and she was left to sit there, helpless as her swelling body made escape impossible. She did not fear, however, now large enough and growing larger still as her body stiffened. There was a momentary panic as her body swelled beyond what her simplistic organs could sustain. Yet, as though reforming from thin air, a distinctive gurgling within her allowed her form to settle, and she allowed herself to relax, feeling no threat to her life.

Part of her was concerned when two sets of her legs suddenly lost their mobility, cracking and shrinking into her swelling torso. She felt helpless, though as fat and muscle swelled within her remaining limbs, she was hard-pressed to feel concerned, as though returning to a surprising modality that her arachnid brain could not parse. It was not enough to allow her to rise, and she continued to lay there, waiting for the process to finish as much as any instinctive drive had compelled her. And even as the process left her helpless, she carried no resistance, allowing the natural progression of things to carry her into this new stage.

It was particularly jarring to have her eyes merge with their neighbors, allowing her a bizarre view of the world. The complexity of colors and shapes did little for her, though as her sensitive hairs faded into her skin, such awareness was welcome, otherwise being blind to the rest of the world. There was an aspect of inferiority as a protruding nose and visible ears took the place of her preferred senses. But with little else in her mind to interpret her senses, she was left to find any changes natural as they overtook her form. It was somewhat welcome to feel her abdomen shrinking, a sense it had served its purpose and now allowed her further room to fit within this new space.

As her body continued to shift, a semblance of past pleasure returned to her mind, particularly in her sex and her breasts. Those particular assets were steadily returning to her being, carrying with them a tingling of sexual pleasure that went unknown to her spider's brain. The further they seemed to develop, the more the memories returned to her mind as well, and she allowed herself to bathe in them, distracting her from the discomfort of the other changes. The swelling within her torso, the cracking of her neck that allowed it to move once more, and the widening of her waist gave rise to a variety of sensations the spider could not comprehend. She was left to allow the changes to happen, only vaguely aware of the complexity of swelling in her brain.

As the bones within took over the former purpose of her chiton, the spider's instincts slowly withdrew from her being. Her spider self was so far removed from the body she was developing that it was rendered moot, a middle ground between the two forms that had no place for either. A receding ass, expanding torso and belly, and even the twitching of digits at the end of arms and legs were seen from an outside view, simply a natural occurrence that neither brain could comprehend. It wasn't until her skull expanded, hair returning to its follicles as her chitin softened toward human skin that a part of her once dormant mind started to wake up, as though having experienced a long sleep and finally ready to return to the world she once knew. As her pedipalps were reabsorbed into her head, the spider felt some distress in her losses, though could not manage to fight against the changes. Her sex separation, her breasts swelling, and the sensitivity of her human skin were enough to erase the spider's influence. Her former humanity took its place as the woman Lily blinked a few times, coming to terms with what had happened.

Filthy and embarrassed, a naked Lily crawled from the underside of the building, thankful no one seemed present to see her. For the life of her, Lily could not draw upon a single memory of the night before, nothing of violence or intoxication or any other cause of a blackout to leave her naked and covered with dirt underneath the crawlspace of her saloon. It hurt her head to focus on it, though as best as she could tell, she had not incurred any physical damage. Something of legs and walls and...spiders? The memory of the bite before was still fresh, and surely the venom's effects would be delayed for so long. Yet, what else could have caused her current state?

Trying to put it out of her mind for more immediate tasks, Lily went to draw herself a bath, thankfully having plenty of time before the saloon opened. Much to her disappointment, no recollection of the night before returned to her mind, though strange urges did occasionally flood her thoughts, most of them making her ill. For one, a notion she had become a mother in recent days seemed to persist, and while she someday wanted to settle down with a gentleman caller, such had never happened. Not to mention the notion of birthing offspring and leaving them to fend for themselves rather than raise them as she was accustomed felt natural. And the chirping

of grasshoppers nearly made her vomit, not for the thought of them but rather that their presence elicited a sense of hunger that made her wish to retch. Where did *that* urge come from?

Even as she went about her day, trying to shake the intrusive thoughts, two things persisted that should have disturbed her but rather brought with them a sense of longing. She knew, instinctively, that the full moon was coming tonight, and with it, a promise of pleasure that escaped her recollections kept her well intrigued. And, with it, that understanding of having birthed offspring returned to her once more, carrying with it a sense of certainty. If given the chance, she would eagerly submit to whatever process would allow her to become a mother once more, an instinctual urge that seemed almost natural. And the second was that her first clutch of offspring, once birthed, would come forth in a torrent, compelled to find those like her. And, with a bite, allow them to succumb to the same pleasures that made her loins quiver at the thought of what the night would bring her...