

Friendly Neighborhood Spider-Man

written by

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FADE IN:

INT. PETER PARKER'S APARTMENT - MORNING

An ALARM CLOCK blares! A groggy PETER PARKER (18) turns it off. He grabs his phone. His HOME SCREEN PICTURE is one of Spider-Man and May Parker standing together outside of FEAST.

BZZZ! Two notifications pop up on Peter's phone: 1) 'BIOLOGY CLASS 1:30 PM', 2) 'VOICEMAIL: ROBBIE ROBERTSON' (48).

ROBBIE (V.O. PHONE)

Hey Peter, there's a check for you at the Bugle. You know what to do.

JONAH (V.O. PHONE)

(shouting)

Where's PARKER! I wanted that footage of the Web-Headed Menace two days ago!

ROBBIE (V.O. PHONE)

(exasperated)

Jonah, nothing Spider-Man related happened two days ago.

JONAH (V.O. PHONE)

(shouting)

Don't confuse the issue! If Parker doesn't get here in ten minutes, I'm docking his pay!

The voicemail ends with Robbie's exasperated sigh.

Peter is amused, but the his smile doesnt quite reach his eyes anymore. He rises from his bed and walks over to the counter where an old CD PLAYER rests with a small pile of CDs next to it.

Peter rifles through the pile and we see several different bands listed in black sharpie on them: 'THE WHO, CREEDANCE CLEARWATER REVIVAL, JIMI HENDRIX, AND STYX.'

In the middle of the pile, is a CD titled: 'BOSTON' and underneath written in red sharpie is: 'MAY'S MIX.'

Peter smiles, and places the CD into the player, and he pours himself a bowl of Honey Nut Cheerio's.

MUSIC CUE: "Long Time" by Boston

As the music plays, the life inside of Peter returns slightly. He nods along to the music as he eats.

## SERIES OF SHOTS - CLOSE IMAGES

A notebook with mathematical formulae and sketches of gadgets. SPIDER-TRACER is spelled out above one.

A chemistry set with different capsules of webbing next to it.

A cobbled together Spider-Drone.

Prototype Spider-Tracer.

Cracked Laptop.

Web-Shooters and a utility belt.

## WIDER

Peter finishes his cereal, and puts the bowl away. He then grabs his web-shooters and utility belt, putting them on before putting on the top half of his Spider-Suit and mask. He then puts all of his clothes and shoes into his bag.

He lifts the window to his apartment and--

## A HIGH PITCHED PING!

Peter pulls his phone out of his suit pocket. There's a notification: 'GUY IN THE CHAIR HAS MADE A POST.' Peter opens his phone to find a picture of NED LEEDS (18) standing in front of MICHELLE JONES (18) and PAUL LARSON (19). Michelle and Paul stand extremely close to each other as they smile at the camera.

The picture stings Peter. He clicks on Ned's profile, and presses the profile settings: "UNFOLLOW GUY IN THE CHAIR?" He stares at the option, but...he can't.

Peter shoves his phone into his pocket, jams on his mask, and SPIDER-MAN leaps out the window!

## EXT. NYC STREETS - MORNING

Spider-Man swings through the city, his movements lacking their old sense of life and happiness.

## SPIDER-MAN

(reassuring himself)

You did the right thing, Pete.

They're doing great without you!

And you're doing good without them,  
too.

Spider-Man lands on top of a building and starts running across the top.

SPIDER-MAN (CONT'D)  
 (reassuring himself)  
 You got a job, you got your GED,  
 and you're starting college today.

ZOOM OUT AND CHANGE PERSPECTIVE TO A PAIR OF BINOCULARS

They track Spider-Man as he leaps off the building and starts swinging again. They follow Spider-Man for a long time, until they whip to the left to stare at a bank.

EXT. NYC STREET - LATER (DAY)

SPIDER-SENSE! Spider-Man WHIPS to the left.

END MUSIC

CRASH! A GIANT MECHANICAL WHEEL barrels through an alley next to a bank!

Immediately, Spider-Man changes direction and webs his bag to the side of a building. He activates his Spider-Drone.

SPIDER-MAN  
 (to himself)  
 And now you have that thing to deal  
 with.  
 (to Spider-Drone)  
 Follow!

EXT. NYC STREETS - CONTINUOUS (DAY)

BIG WHEEL, aka JACKSON WEELE (29), RACES down the streets of New York city with two duffel bags full of cash.

CRUNCH! The giant wheel PANCAKES a few parked cars!

JACKSON  
 (to himself)  
 Ha! Who needs a suit of armor when  
 you can just roll through everyone!

THWIP! Spider-Man swings in behind Jackson. He tries to web up the giant wheel, but the webbing is UNABLE to stick to the speeding treads.

An ALARM goes off on the control panel of Jackson's giant wheel, and he looks back.

JACKSON (CONT'D)  
Hey Web Head!

Jackson takes a HARD TURN right into a more crowded street.

Spider-Man RACES ahead of the wheel's path. He SWINGS different bystanders out of harms way and CATCHES asphalt with his WEBS before it hits any of them.

SPIDER-MAN  
Hey, man, I have a name you know!  
It begins with an 'S,' has a hyphen  
in the middle, and the next word  
ends with an 'N.'

JACKSON  
What was that Web Creep!

SPIDER-MAN  
(exasperated)  
Now you're just being petty!

Two CRANE-LIKE ARMS extend from the sides of BIG WHEEL.  
Jackson picks up a car and THROWS it toward a teenager behind him.

Spider-Man looks over, ready to shoot a line of webbing at him, when BLACK CAT (21) DROPS down from her GRAPPLING HOOK. She wraps her arm around the teen and SWINGS him out of the way.

SPIDER-MAN (CONT'D)  
Well...she's new.

Spider-Man swings after Jackson and Black Cat ZIPS over to catch him.

BLACK CAT  
Hey there, Spider! Who's the wheelie?

SPIDER-MAN  
(curious and cautious)  
Who are you?

BLACK CAT  
Oh, just an admirer. How do we take this guy down?

Spider-Man swings ahead of Jackson. He lands on the side of a building and FOCUSES on the cockpit of Big Wheel.

Spider-Man SWINGS in toward Jackson, only for an ARM to BAT him away!

CRASH! Spider-Man flies into the wall of a building! Black Cat lands in front of him and helps him up.

BLACK CAT (CONT'D)  
 Didn't you win against a guy with  
 four arms?

SPIDER-MAN  
 (indignant)  
 That guy wasn't in a mechanical  
 bowling ball!

Spider-Man looks at the retreating mechanical wheel and aims his web shooter. He then wraps an arm around Black Cat.

BLACK CAT  
 Mm, cozy.

Spider-Man SWINGS after Jackson with Black Cat SNUGGLING in closer to him.

BLACK CAT (CONT'D)  
 So, Spider, what's the plan?

Spider-Man leans his head away from Black Cat. It's a little too forward for him.

SPIDER-MAN  
 I'm gonna distract those arms, and  
 you are gonna take out the driver.

BLACK CAT  
 Wouldn't I be a better distraction?

Spider-Man glances at Black Cat. He definitely agrees, but isn't going to say it.

The pair FLY past Jackson. Black Cat uses Spider-Man as a SPRINGBOARD, then SHOOTS out a grappling hook at a building ahead of them.

Spider-Man swings in toward Jackson. The arms activate again, following Spider-Man as he takes potshots at Jackson with his webs.

SPIDER-MAN  
 Hey, Big Wheel! You know where I  
 can get a good set of tires?

JACKSON  
 Weel-E!

SPIDER-MAN  
 What?

JACKSON  
My name is Weele!

SPIDER-MAN  
...Dude, you are really making it  
hard to be creative here!  
Seriously, you are literally a Big  
Wheel.

As Spider-Man swings in again, the arms reach for him. TING!  
Black Cat's grappling hook connects with the cockpit of Big  
Wheel.

Black Cat ZOOMS in and tackles Jackson out of the cockpit.

Spider-Man ZIPS in, lands inside the cockpit, and messes  
around with the controls. He looks down and sees the inner  
mechanisms whirring.

SPIDER-MAN (CONT'D)  
(excited)  
Oh, this is awesome! Why do the bad  
guys always have the cool tech?

SCREECH! Spider-Man brings the Big Wheel to a skidding stop.

BLACK CAT (O.C.)  
We made a pretty good team, Spider.

Black Cat walks toward Peter, DRAGGING a K.O'd Jackson behind  
her.

Spider-Man grabs Jackson from Black Cat, takes him over to  
the Big Wheel, and webs him to it.

Spider-Man whirls around to see Black Cat standing directly  
in front of him. He stands stock still.

SPIDER-MAN  
Who are you?

BLACK CAT  
Name's Black Cat.

SPIDER-MAN  
Thanks for the help.

BLACK CAT  
Anytime, Spider.

SIRENS wail behind Spider-Man, and he turns around.

A pair of POLICE CARS pull up and out walks OFFICER JEAN  
DEWOLFF (29) and OFFICER STAN CARTER (27).

STAN  
Thanks for the help, Spidey!

JEAN  
(scolding)  
Stan!

STAN  
(defensive)  
What? He did help! How are we  
supposed to stop a giant wheel?

SPIDER-MAN  
Uh, it's actually Big Wheel.

Jean and Stan look at Spider-Man with twin looks of confusion. He shrugs.

SPIDER-MAN (CONT'D)  
(defensive)  
Hey, its accurate!  
(beat passes)  
Anyway, it wasn't just me that took  
him down.

Spider-Man turns around, ready to introduce Black Cat, only to find her gone. He looks down at Jackson and sees a small NOTE CARD addressed to him attached to the webs: "THIS WAS FUN SPIDER. WE SHOULD DO IT AGAIN SOMETIME."

JEAN (O.C.)  
Spider-Man! What is that?

Spider-Man hides the note behind his back.

SPIDER-MAN  
What is what?

JEAN  
(firm)  
Hand it over Spider-Man, that's  
evidence.

Spider-Man is silent. Then, he ZIPS away on a line of webbing.

SPIDER-MAN  
Sorry, but I'm super late! Always a  
pleasure Officer DeWolff!

Spider-Man swings away and collects his SPIDER-DRONE.



EXT. NYC ROOFTOP - LATER (DAY)

Spider-Man lands on the building he webbed his bag to and looks at Black Cat's note card again.

SPIDER-MAN

Man, first that girl with the sparkle power in Jersey, and now a new Black Widow?

(Spider-Man thinks)

Wait, she said Black Cat? Geez, we supers really do like our gimmicks. Ant-Man, Falcon, Black Widow, Black Panther. What's next; a Scarlet Spider?

Spider-Man looks into the sky, thoughtful.

SPIDER-MAN (CONT'D)

That's got a nice ring to it.

His phone BUZZES. It's a text from Robbie: "HEARD SPIDER-MAN HAD A FIGHT WITH A GIANT WHEEL. HOPE YOU GOT FOOTAGE OTHERWISE JONAH IS GONNA BLOW A GASKET!"

Spider-Man groans, puts his bag back on, and swings for the Daily Bugle.

EXT. NYC DAILY BUGLE ALLEY - MOMENTS LATER

Spider-Man drops into the alleyway with street clothes and shoes on over the Spider-Suit. He takes his mask off and JAMS it into his bag. Peter Parker walks out of the alley--

EXT. NYC DAILY BUGLE SIDEWALK - CONTINUOUS

And into the sidewalk, being sure to hide every inch of his SPIDER-Suit under his rumpled clothes before walking into the building.

INT. DAILY BUGLE - DAY

The elevator doors open and Peter walks out into a chaotic workplace. Reporters, journalists, and cameramen rush about the floor in a mad dash. Each speaking to themselves about their own stories, causing Peter to hunch further into himself.

Peter pushes through it all, making a bee-line for the desk of GLORY GRANT (23).

PETER  
 (relieved)  
 Hey Glory, Robbie said you have a  
 check for me?

GLORY  
 Hey, Peter.

Glory pulls out an envelope from her desk, as Jonah's voice  
 can be heard in the background--

JONAH (O.S.)  
 (muffled shouting)  
 He destroyed three city blocks,  
 Robbie! I'm running the story with  
 or without Parker's footage!

Peter looks at Jonah's office door.

PETER  
 J.J's at it again?

GLORY  
 Always. I'm just glad I'm not his  
 doctor. I can only imagine what his  
 blood pressure is!

PETER  
 I should run before he realizes I'm  
 here. I forgot my earplugs at home;  
 It's too early for Jonah volume.

Glory laughs--

BANG! The office door opens and out rushes Jonah followed by  
 Robbie.

JONAH  
 (shouting)  
 Ready the cameras! I want this to  
 go up as soon as possible!

GLORY  
 (to Peter)  
 Too late.

Robbie sees Peter and smiles.

ROBBIE  
 Hey Peter! Good to see you! Glory  
 give you your check?

Peter shakes Robbie's hand, and lifts his check.

PETER  
I'm good. Sorry I'm late, I--

JONAH  
(bluntly)  
You have the footage of the Masked  
Menace fighting a giant wheel?

PETER  
(dryly)  
Nice to see you too, sir.

JONAH  
Well!?

PETER  
Yeah, I got it-

JONAH  
Well give it here! The people need  
to know the truth of the conflict!

ROBBIE  
Woah there, Jonah. Let the kid  
breathe for a second.

PETER  
Besides, I still need to go over  
the footage and make sure the audio  
and video quality are good.

JONAH  
Just leave the footage here, and  
we'll take care that for you!

Peter folds his arms.

PETER  
Will you pay me in advance?

A moment of silence passes as Glory and Robbie watch Peter  
and Jonah stare at each other.

JONAH  
150 for the footage right now!

PETER  
That's less than half of what you  
pay me for the full treatment.

JONAH  
It's what you would be making if  
weren't for me!

PETER

J.J, I have rent and college to pay for. You pay me the rate we agreed on, or I'm taking my footage somewhere else.

It's a staring match again. With neither party willing to break--

JONAH

I want that footage by the 11 o'clock news, Parker!

Jonah turns and walks off. Robbie follows while giving Peter a wink.

GLORY

Nicely done!

PETER

Thanks.

Another beat of silence passes. Peter looks at the elevator door. He's becoming noticeably more uncomfortable, and takes a step toward the elevator--

GLORY

So, college starts today?

Peter stops, shifting his weight from side to side and not meeting Glory's gaze directly.

PETER

Hm...uh yeah. First class starts at 1:30. Biology.

GLORY

Well, me and a couple others were thinking about grabbing lunch at Barzini's. You wanna join before class starts?

PETER

Sorry, Glory, I can't today. I have a few--

GLORY

Last-minute errands to run?

Peter bows his head and inches backward.

PETER

Sorry.

Glory looks down, slightly disappointed. She ducks down to look into her desk cabinet. When she rises, Peter has his back turned and is walking back into the sea of Bugle employees.

GLORY  
(shouting)  
The offer still stands!

Peter stops, gives her a thumbs up, then pushes through the chaos and toward the elevator.

INT. DAILY BUGLE ELEVATOR - CONTINUOUS

The doors close. Peter takes a deep breath. He's relieved to get out of the lunch, but he also feels a little bad for blowing off Glory.

EXT. NYC DAILY BUGLE ALLEY - MOMENTS LATER (DAY)

Peter changes in the alley again. He puts his mask on as he STRIPS off his street-wear to reveal the red-and-blue Spider-Suit.

Peter puts on his mask and Spider-Man takes a deep breath, looking more comfortable now with his suit than he did in the Daily Bugle.

Spider-Man checks his phone and sees that he still has 3 hours until class.

SPIDER-MAN  
(relaxed)  
Time to get to work.

MUSIC CUE: "Peace of Mind" by Boston

Spider-Man bounces off the walls, then swings off into the city.

INT. CORNER STORE - DAY

Two CRIMINALS enter a Corner Store with some beanie-like objects on their heads and heavy jackets as two CIVILIANS walk out. They walk to the left to hide their faces from the owner.

Once in the corner, the Criminals pulls their beanies down over their faces to REVEAL ski masks and each pull out a handgun from behind their jackets.

INT. CAR/EXT. NYC STREET - MOMENTS LATER (DAY)

CRIMINAL #2  
Go, go, go, go, GOOOOOO!!

Criminal #2 looks through the back window of the car and readies his handgun.

CRIMINAL #1  
I'm trying, man! I'm trying!

THUMP! Spider-Man lands on the hood of the car.

CRIMINAL #1 (CONT'D) CRIMINAL #2  
AHHHHHHH! AHHHHHHHHH!

Spider-Man waves at the two before he WEBS the windshield and the two front tires.

Criminal #1 SLAMS down on the gas!

Spider-Man VAULTS over the roof of the car, WEBS up the windows and back windshield, and finally, the back tires.

Criminal #1 kicks at the gas pedal. The engine revs, and the car lurches forward, but doesn't move!

CRIMINAL #1 (CONT'D)  
We're stuck!

Spider-Man attaches two lines of web to the back of the car and holds it in place as he then webs it to the road.

Spider-Man walks up to the driver's side window and knocks on it.

SPIDER-MAN  
So, uh, how 'bout we just talk this  
out?

EXT. NYC STREETS - CONTINUOUS (DAY)

Criminal #1 and Criminal #2 are webbed up to a light post with a note card attached: "TWO CRIMINALS, JUST FOR YOU! COURTESY OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!"

EXT. NYC STREETS/ALLEY - DAY

Spider-Man swings across New York with a HOT DOG in one hand. He swings high into the sky, lifts his mask, then takes a bite as he falls back to earth.

Spider-Man continues swinging until he spots MUGGERS #1 & #2 push CIVILIAN #1 into an alley with KNIVES in their hands.

MUGGER #1  
Wallet and phone, now!

SPIDER-MAN (O.C.)  
How 'bout a hot dog instead?

MUGGER #2  
What?

Spider-Man lands in between Muggers #1&2 and Civilian #1. He offers his hot dog to Muggers #1&2.

SPIDER-MAN  
All I have is a hot dog...that good  
for you guys?

Mugger #2 looks at Mugger #1, both are confused.

MUGGER #2  
No, its not--

Spider-Man webs Muggers #1&2 to the wall.

SPIDER-MAN  
Oh, yeah, and I had these webs!  
Sorry guys, that's on me. I  
should've been honest.

Spider-Man turns around to look at Civilian #1. He offers the opposite end of the hot dog to them.

SPIDER-MAN (CONT'D)  
Do you want a bite?

CIVILIAN #1  
You probably stole that Hot Dog,  
didn't you?

Spider-Man's head drops.

SPIDER-MAN  
(exasperated)  
You listen to Jameson, don't you?

CIVILIAN #1  
I asked you first!

Spider-Man groans. Civilian #1 SNATCHES the hot dog, then whips out her phone to RECORD Spider-Man.

CIVILIAN #1 (CONT'D)  
 (shouting)  
 Spider-Man stole my hot dog!

SPIDER-MAN  
 (frustrated)  
 Are you kidding me--ugh, just call  
 the cops to pick up these guys,  
 will you?

Spider-Man swings away, grumpily muttering to himself.

EXT. NYC ROOFTOP - DAY

Spider-Man stands on a low rooftop and jumps in place. He shakes out all his limbs, rolls his shoulders, and cracks his neck.

SPIDER-MAN  
 (hyping himself up)  
 Okay, Spidey! You got this! It's  
 all in the timing, like a quick-  
 time event!

Spider-Man fires two lines of webbing at a smoke stack, then YANKS hard on them.

He FLIES toward the smoke stack, with his hands reaching out. However, his hands are just a bit too high, and--CRASH! Spider-Man slams into the smoke stack!

Spider-Man lifts himself off the corner of it and looks around.

SPIDER-MAN (CONT'D)  
 (groaning)  
 I failed.

Spider-Man resets and tries again. This time, his left hand lands perfectly, while his right isn't quite so perfect. He CRUSHES some of his fingers on the rim of the smoke stack, but the momentum of the move carries him forward. He uses his left to LAUNCH himself out.

Spider-Man flies through the air and into the city, clutching his injured hand.

SPIDER-MAN (CONT'D)  
 (in pain)  
 First try!



Spider-Man lands on the street and massages his hand. His SPIDER-SENSE tingles! Spider-Man whips around and catches a basketball.

Spider-Man grunts. He caught it with his injured hand. KID #1 (12) comes running over to him.

KID #1  
Thanks, Spidey!

SPIDER-MAN  
No problem, bud.

Spider-Man offers the basketball to Kid #1.

Kid #1 stares at Spider-Man. He's in awe of the hero, and he opens his mouth as if he wants to say something...but ultimately he runs away.

As he watches Kid #1 run back to the basketball court, Spider-Man sees that Kid #1 is playing by himself while the rest of the kids play on the other side of the court.

SPIDER-MAN (CONT'D)  
(to Kid #1)  
Hey! Wanna play some one-on-one?

Kid #1 smiles.

KID #1  
Bring it on Spidey!

Spider-Man jumps into the court and Kid #1 throws the ball to him.

KID #1 (CONT'D)  
Check!

Spider-Man dribbles for a bit before Kid #1 steals the ball from him and scores.

KID #1 (CONT'D)  
Two to nothing!

SPIDER-MAN  
Hang on, isn't that a foul! You can't just steal the ball from me!

Kid #1 gives a smile.

KID #1  
Yeah, I can.  
(beat passes)  
Do you know how to play basketball?

Spider-Man stands up straight.

SPIDER-MAN  
I know how to shoot...kinda. Oh,  
and I can dunk!

Kid #1 jumps in place.

KID #1  
(eager)  
Can you do a back-flip dunk!?

SPIDER-MAN  
Let's find out!

Kid #1 tosses the ball to Spider-Man, and Spider-Man gets a running start before jumping into the air, back-flipping, and slam DUNKING the ball.

Kid #1 cheers and a few of the other kids look over at the two.

KID #1  
Can you do between the legs?

Spider-Man runs at the hoop again, and performs the between the legs dunk. Around them now is the group of kids from the other side of the court.

KID #2  
Hey Spidey! Alley-oop!

KID #2 TOSSES his ball in the air toward the hoop. Spider-Man jumps to intercept and dunks the ball.

Spider-Man lands and throws the ball to Kid #2 and looks at Kid #1.

SPIDER-MAN  
You wanna dunk?

Kid #1 smiles and vigorously nods his head. Spider-Man walks over to Kid #1 and places his hands around his waist.

SPIDER-MAN (CONT'D)  
You ready?

KID #1  
Yeah!

Spider-Man LEAPS into the air with Kid #1 in his arms. Kid #1 slams the ball through the hoop and he cheers as they land on the ground.

Spider-Man and Kid #1 give each other a high ten--

Spider-Man's ALARM goes off!

SPIDER-MAN

Crap!

Spider-Man looks back at Kid #1 and ruffles his hair.

SPIDER-MAN (CONT'D)

(fast)

Nice skills, buddy! Keep practicing!

With one last wave to the whole group of kids, Spider-Man jumps into the air and swings off for EMPIRE STATE UNIVERSITY. His mask lenses go wide--

SPIDER-MAN (CONT'D)

Wait, where did I leave my backpack!?

END MUSIC

INT. BIOLOGY CLASSROOM - AFTERNOON

A CLOCK reads **1:42** PM and we pan down to see a classroom full of about twenty-five students. GWEN STACY (19) sits in the back of the Biology classroom as PROFESSOR MILES WARREN (38) stands at the front, going through roll.

MILES

Peter Parker?

Silence. Some of the students, Gwen included, look around.

MILES (CONT'D)

Peter Parker?

Silence again.

MILES (CONT'D)

Very well. Sarah Rothsman?

SARAH

Here.

MILES

Gwen Stacy?

Gwen raises her hand.

GWEN

Here!

MILES

Joseph Strazynski-

BANG! Peter bursts through the door to the classroom. All eyes land on him.

MILES (CONT'D)

(critical)

Glad you could join us, Mister?

PETER

Parker, Peter Parker.

MILES

Well, Mister Parker, don't make this a habit.

PETER

I don't really have room for more habits, Professor.

MILES

Take a seat.

Peter gives Miles a double thumbs-up, walks to the back of the class, and sits down at the lab table across from Gwen. He pulls out his PHONE, PENCIL, and NOTEBOOK and places them on the lab table.

Miles starts to run through the syllabus though it is inaudible. Gwen looks over at Peter, who is twirling his pencil around his fingers and bouncing his leg.

GWEN

(whisper)

Traffic?

Peter stops twirling his pencil and glances at Gwen, though he doesn't meet her eyes.

PETER

What?

GWEN

That's why you were late right? I also almost got caught up in it. I think walking is faster than a taxi.

PETER

I'm sure it helps when you don't  
misplace your backpack and have to  
retrace your steps to find it.

Gwen smiles and laughs. Trying to break the ice.

GWEN

Been there. It's always in Snake-  
Bite territory, isn't it?

Peter looks at Gwen and gives her a small smile before  
looking forward again.

INT. BIOLOGY CLASSROOM - MOMENTS LATER (AFTERNOON)

The CLOCK reads **2:13**.

MILES

Late work will not be accepted for  
this class. You get it in on time,  
or you don't get it in.

A small collective groan sweeps through the class. Peter  
sighs and rubs his head.

GWEN

(to Peter)

God, I hate it when late work isn't  
allowed.

PETER

Yep, it's definitely annoying.

GWEN

Offer a little wiggle room, right?  
I mean, we do have lives outside of  
here!

Peter's small smile comes a bit more naturally this time. He  
even lets out a snort before looking back toward the front as  
Miles starts the first lesson.

INT. BIOLOGY CLASSROOM - MOMENTS LATER (AFTERNOON)

The CLOCK reads **2:55**.

A HIGH PITCHED PING goes off and Peter instantly taps his  
phone. He opens it and we see another post from NED'S  
INSTAGRAM.

It's a picture of Michelle and Paul sitting beneath a tree in the courtyard of MIT. Both are smiling and eating lunch together, and Ned is holding out his sandwich like he's toasting them.

The caption for the post reads: "NOTHING LIKE A LAZY AFTERNOON LUNCH!"

Gwen catches a glimpse at the post and then looks at Peter. All of Peter's previous joy has disappeared completely.

Gwen studies Peter's face, she recognizes that look.

MILES

Finally, before I let you go, you will have lab partners for the rest of the semester. The person sitting across from you will be your partner.

Peter glances at Gwen. She smiles reassuringly at Peter

MILES (CONT'D)

You are all free to go.

GWEN

So, what do you have...

Peter is gone from the room before Gwen can say anything further.

INT. ESU HALLWAY - CONTINUOUS (AFTERNOON)

Gwen follows Peter out into the hallway and watches his retreating form with a look of understanding.

Gwen goes to walk after him when her phone BUZZES. It's a text from CARLIE COOPER (19) that reads: "HEY GWEN, RANDY SAID HE'S AT THE CAFETERIA. YOU COMING?"

Gwen looks back down the hall and sees that Peter has disappeared. She's disappointed.

She types out a response: "WOULDN'T MISS IT! I HEARD THEY'RE SERVING TATER TOTS!"

Gwen looks down the hallway where Peter disappeared one more time. She wishes she could've stopped him before he left, but they are Lab Partners. She will be able to talk to him again.

EXT. NYC ROOFTOPS - NIGHT

Spider-Man sits on the edge of a rooftop. His mask is lifted up above his nose and he is munching on a churro while scrolling through Ned's Instagram page.

We see different pictures from Ned and Michelle's orientation at MIT, their graduation from Midtown, and their acceptance letters to MIT.

Peter scrolls a bit further and finds a picture with the entire Academic Decathlon Team after Spider-Man saved them from the Washington Monument.

In the center of that picture, with his arm around Ned, is Spider-Man. Spider-Man smiles at the picture and takes another bite of his churro.

BLACK CAT (O.C.)

Wow, who knew the Friendly  
Neighborhood Spider-Man was a bit  
of a creeper?

Spider-Man FLINCHES and falls forward over the edge of the rooftop. Black Cat laughs and leans over the edge to look at Spider-Man as he stands on the wall and puts his phone away.

SPIDER-MAN

Why?

Spider-Man CRAMS his churro into his mouth, lowers his mask, and painfully SWALLOWS.

BLACK CAT

The opportunity was there, besides,  
you have quick reflexes.

SPIDER-MAN

(mumble)

That's one word for it.

Black Cat leans further over the edge and closer to Spider-Man.

BLACK CAT

Come again?

SPIDER-MAN

So do you. That was good work you  
did with Big Wheel.

BLACK CAT

Well, that particular case isn't  
over yet.

Spider-Man crawls closer Black Cat, intrigued.

SPIDER-MAN

Big Wheel is put away and the police are looking into how he got his hands on that wheel.

BLACK CAT

I already know where Jackson Weele stole the tech from.

SPIDER-MAN

(surprised)

Wait, his name is actually Weele? I thought he just didn't like the name I gave him.

BLACK CAT

In fairness, I think you could do better than Big Wheel.

SPIDER-MAN

(indignant)

It's accurate! Why does everyone--  
(deep breath)  
Report it to the police then.

BLACK CAT

(laughing/dryly)

The cops and I don't exactly get along. I don't think they like the way I dress.

SPIDER-MAN

Yeah, I don't think that outfit is standard issue.

BLACK CAT

I meant the mask, hot stuff.

Spider-Man nods after a moment of silence.

SPIDER-MAN

So, where did Weele steal from?

A challenging smirk forms on Black Cat's face and she leans even closer to Spider-Man.

BLACK CAT

(challenging)

Keep up and I'll show you.



Black Cat bounces to her feet and runs to the opposite end of the rooftop. She shoots her grappling hook ahead of her, and she ZIPS off to the next building.

As she does, Black Cat winks and blows Spider-Man a kiss.

Spider-Man bounces to his feet and catches up relatively quickly. He swings ahead of Black Cat and lands on a building directly in her path.

SPIDER-MAN

You know, I've played video games  
with harder chase sequences.

BLACK CAT

Secretly a nerd are we?

SPIDER-MAN

Seriously, why can't you just tell  
me where we are going?

Black Cat LEAPS the small gap from rooftop to building. SHINK! Her climbing claws sink into the building next to Spider-Man.

BLACK CAT

Are you always all work and no  
play, Spider? Or is it just with  
me?

Black Cat shoots her grappling hook up and it latches to the top of the building. She ZIPS up to the roof as Spider-Man sling shots himself after her.

They land on the top of the building. Black Cat RUNS toward the edge of the roof -- THWIP! Spider-Man SHOOTS a line of webbing at Black Cat. He PULLS her toward him.

Spider-Man catches Black Cat then pokes her shoulder and face.

SPIDER-MAN

(to himself)

Thank God, you're not an illusion.

Black Cat leans closer to Spider-Man.

BLACK CAT

(amused)

Usually a guy has to buy me dinner  
before I let him touch my shoulder.

Spider-Man quickly backs away from her, like she's made of lava.

SPIDER-MAN

(nervous)

Sorry, just had to check something.

Black Cat shrugs.

BLACK CAT

I would appreciate a warning next time you try that. I don't want any of your goop in my hair.

SPIDER-MAN

Tell you what, you tell me why we are playing a game of cat and mouse, and I'll--

BLACK CAT

(questioning)

So, I'm the one chasing you?

SPIDER-MAN

What? No, I--

BLACK CAT

Game of cat and spider feels more appropriate.

SPIDER-MAN

(frustrated)

Cat!

BLACK CAT

(teasing)

Spider!

Spider-Man sighs. Black Cat, without an ounce of shame in the world, slides closer to Spider-Man

BLACK CAT (CONT'D)

Smythe Industries is usually crowded. Just gotta kill enough time 'till the scientists leave.

SPIDER-MAN

This still doesn't explain why you can't just anonymously tip off the-

-

(then, realizing)

We are going to Smythe Industries?

Black Cat nods and points to her left. ANGLE on a relatively small SMYTHE INDUSTRIES warehouse.

BLACK CAT

According to the cops analysis; the Big Wheel machine was made with components from Smythe Industries. Either they were stolen or someone on the inside is supplying crazies with tech.

SPIDER-MAN

I thought you said you and the police didn't really get along?

Black Cat shrugs.

BLACK CAT

That's when they see me. We get along pretty well when they don't.

Spider-Man looks at Black Cat, a little judgemental.

BLACK CAT (CONT'D)

Oh sure, like you've never done anything like that before, Friendly Neighborhood Vigilante.

Spider-Man's judgment disappears.

SPIDER-MAN

(sighing)

Fine, lets just take a look around.

Black Cat CLAPS her hands together, turns around, and SPRINTS for the edge of the building. She's about to jump--Spider-Man SCOOPS her into his arms and LEAPS off the edge.

SPIDER-MAN (CONT'D)

Sorry, my way's faster.

Black Cat wraps herself tightly around Spider-Man as he starts WEB SWINGING across the city.

BLACK CAT

(In Spider-Man's ear)

No complaints here, Spider.

Spider-Man swings across the city as Black Cat YELLS out in delight.

INT. SMYTHE MIDTOWN WAREHOUSE - NIGHT

SPENCER SMYTHE (53) sits in the dark at a lone workstation. The only light comes from his workstation and the SKYLIGHTS above.

He is surrounded by spare parts and computer screens while TINKERING with a PROTOTYPE SPIDER SLAYER. It has four arms with sharp pincers and a bladed tail. There are panels of armor missing and exposed bits of the mechanical skeleton.

EMPLOYEE

Night boss!

Spencer says nothing, but raises his hand in recognition. He types some code into the computer, then looks over the Prototype. Spencer then looks down at all the spare parts, something is missing.

Spencer stands up from his workstation and walks into the back room. HOLD on the warehouse until--

Spider-Man and Black Cat DROP from the skylight.

They look around the different workstations. Black Cat checks a few computers while Spider-Man looks at all the spare tech lying around.

Spider-Man runs over to a workstation where a METAL ARM with EXPOSED innards lays.

SPIDER-MAN

Cool, some kind of new prosthetic!  
Looks kinda like Bucky's!

Spider-Man backs away from the work station and lays eyes on the PROTOTYPE SPIDER SLAYER.

SPIDER-MAN (CONT'D)

(excited whisper)

Whoa! You are awesome! Is that a tail!?

Spider-Man rushes over to the Prototype and starts looking over it from every angle.

SPIDER-MAN (CONT'D)

What kind of robot are you, though?  
What's your purpose?

Black Cat looks over at Spider-Man fawning over the Prototype, she can't help but be amused by him.

SPIDER-MAN (CONT'D)

And what is this plating?  
Its...smooth?

INT. SMYTHE MIDTOWN WAREHOUSE - BACK ROOM - CONTINUOUS

Spencer walks back toward the door when he freezes and hides behind the door frame. His eye twitches and his breathing gets harder and harsher. Spencer's hand reaches behind his back and we see a HANDGUN.

INT. SMYTHE MIDTOWN WAREHOUSE - CONTINUOUS

Spider-Man turns his head in the direction of the Back Room.

INT. SMYTHE MIDTOWN WAREHOUSE - BACK ROOM - CONTINUOUS

Spencer sees Spider-Man look toward him and removes his hand from his back. Then, he turns to face the computers inside. He types with blinding speed.

INT. SMYTHE MIDTOWN WAREHOUSE - CONTINUOUS

Spider-Man takes a step toward the Back Room -- SPIDER-SENSE!

VRRM!

The Prototype's eyes GLOW red and it LUNGES at Spider-Man! Spider-Man rolls backward to avoid the Prototype and kicks it!

SPIDER-MAN

Down boy! I'm not a chew toy!

The Prototype scrambles to it's feet and SLASHES at Spider-Man with it's tail. Spider-Man catches the tail and uses it to throw the Prototype away.

He tries to TRAP it in webbing, but his webbing seems to slide off the plating. The Prototype cuts itself free with its tail and pincers.

Spider-Man looks down at his web shooters.

SPIDER-MAN (CONT'D)

(dumbfounded)

Huh...

The Prototype charges at Spider-Man again, but Black Cat INTERCEPTS it.

SHING! Black Cat cuts off a CHUNK of the Prototype's plating with her claws. Spider-Man FIRES two webs at the wall behind the Prototype...LAUNCHING himself at it!

Spider-Man KICKS the Prototype all the way into the wall,  
where--

CRASH! The Prototype SPARKS as it struggles to remove itself  
from the wall.

SPIDER-MAN (CONT'D)  
(to Black Cat, shouting)  
Someone activated it! In the back  
room!

Black Cat runs for the back room--

INT. SMYTHE MIDTOWN WAREHOUSE - BACK ROOM - CONTINUOUS  
(NIGHT)

Black Cat runs for the back room only to find the exit door  
open.

Spencer is driving away while on the PHONE.

Black Cat looks up at the door. The SILENT ALARM has gone  
off. She runs back--

INT. SMYTHE MIDTOWN WAREHOUSE - CONTINUOUS (NIGHT)

Black Cat runs back to the main room. Spider-Man is standing  
over the broken Prototype Spider-Slayer. He rips off a piece  
of plating.

BLACK CAT  
(urgent)  
That guy set off the Silent Alarm!

Spider-Man nods, hands her the plating, and wraps his arm  
around her waist. He jumps up through the SKYLIGHT--

EXT. NYC STREETS/CHRYSLER BUILDING - MOMENTS LATER (NIGHT)

Spider-Man and Black Cat swing high through the city away  
from the Smythe Industries Warehouse as POLICE CARS drive  
toward it.

SPIDER-MAN  
So, I think we found out who is  
selling the tech.

BLACK CAT  
What makes you say that?

SPIDER-MAN  
Well, it did attack me.

BLACK CAT  
I heard you have that effect on a lot of people, though.

SPIDER-MAN  
(indignant)  
Yeah, but this is a robot! There's literally no way for me to piss it off! I complimented it!

Black Cat laughs as Spider-Man LAUNCHES them up into the sky and toward the CHRYSLER BUILDING. He lands on the wall, and Black Cat shoots her grappling hook up. It latches to one of the gargoyles.

Black Cat starts gliding up, and Spider-Man crawls after her.

SPIDER-MAN (CONT'D)  
Did you manage to see who that guy was?

BLACK CAT  
No, he was gone before I got out there. But now I know where to start.

Spider-Man and Black Cat reach the GARGOYLES. Black Cat stands on top while Spider-Man stays on the wall.

SPIDER-MAN  
We know where to start.

BLACK CAT  
I think it might be better if we divide and conquer on this, Spider.

Spider-Man is confused.

BLACK CAT (CONT'D)  
Red and blue is a little too loud for stealth. Now if you had a black suit then we'd be in business.

SPIDER-MAN  
Yeah, that's a no. I kinda lost my membership to the superhero tailor.

Black Cat looks Spider-Man up and down, with appreciation in her eyes.

BLACK CAT

Shame, you'd look good in black.

Spider-Man and Black Cat lock eyes for a moment. Spider-Man relaxes on the wall. He looks more comfortable than we've seen him before.

SPIDER-MAN

(clears throat)

So, what now?

BLACK CAT

I'll look around Smythe's other facilities. See if I can sniff out anything fishy.

Spider-Man nods.

SPIDER-MAN

I'll keep my eyes open on the street, then. In my experience, stolen tech tends to pop up really quick. Criminals aren't known for their patience or subtlety.

Silence falls. Black Cat walks toward the edge of the gargyle and looks out at New York City.

BLACK CAT

(sighing)

This is a nice view.

SPIDER-MAN

(wistful)

Yeah, a friend of mine told me it was a nice place to go and think. He was right.

(concerned)

Hey, Cat!

Black Cat turns around.

SPIDER-MAN (CONT'D)

Don't get too curious, alright. That never goes well for cats.

Black Cat walks toward Spider-Man until they are standing only inches apart.

BLACK CAT

(coy)

Oh Spider; what's life without a little risk?



Black Cat lifts up the bottom of Spider-Man's mask and KISSES him.

Spider-Man is frozen. Just as he starts to sink into the kiss, Black Cat backs away.

Black Cat gives Spider-Man a wink, and falls backward off the Chrysler Building. Spider-Man watches as she attaches her grappling hook to the gargoyle and runs down the side of the building.

Spider-Man rolls his shoulders and leaves his perch on the wall to sit on the edge of the gargoyle. He looks out into New York City and just breathes it in.

A HIGH PITCHED PING! Instinctively, Spider-Man reaches for his phone, however, he realizes his mask is still up.

A SIREN wails in the distance.

Spider-Man's head snaps to the sound. He pulls his mask back down before diving into the city.

INT. BIOLOGY CLASSROOM - A WEEK LATER - AFTERNOON

The CLOCK reads **1:52 PM**.

BAM! Peter bursts through the door of his biology classroom, there's a light sheen of sweat on his forehead.

MILES

(annoyed)

Mister Parker, it takes 3 weeks for habits to form. You have two weeks left.

PETER

(slightly out of breath)

Sorry Professor, I'm trying figure out a better commute.

MILES

It's not me you need to apologize to.

Miles points to Gwen alone at the lab table dissecting a FETAL PIG.

Peter grabs a pair of RUBBER GLOVES and SAFETY GOGGLES, and runs over to the table.

PETER

Sorry, I'm late.

Gwen shrugs and waves his apology away.

GWEN

It's okay. You actually got here earlier than normal.

PETER

You keep track of the times I get here?

GWEN

Well, you are my lab partner. Why do you think I always leave the gross stuff for you?

PETER

(snort)

And I thought you just hated me.

GWEN

Nah, I just don't like to get my hands dirty. Besides, even when you miss most of the class, you always show up, so it all evens out, I guess.

Peter nods and starts to get to work on the fetal pig. Gwen watches him and she takes a deep breath, preparing herself.

GWEN (CONT'D)

(quietly)

It would help if you stuck around after class a bit longer, though...you know, so the whole partner thing can go a little easier.

Peter stops dissecting.

PETER

Sorry, it's just my job. If I'm late, it could be a whole thing.

Understanding crests over Gwen's face as she leans over to look at the fetal pig.

GWEN

(understanding)

My bosses are pretty strict about time too.

PETER

(alarmed)

Bosses?

GWEN

Well the ESU Grant doesn't pay for everything.

PETER

H-how many jobs do you work?

GWEN

(casually)

I work at Joe's Pizza during the week, then I work in the ESU library on the weekends.

Peter looks down ashamed in himself.

Gwen notes this, and quickly unlocks her phone. She slides it across to Peter.

GWEN (CONT'D)

Here, give me your number. At least this way we can coordinate better.

Peter looks at her phone, then back to Gwen. Hesitant, he puts in his number.

INT. BIOLOGY CLASSROOM - LATER (AFTERNOON)

MILES

Everyone, please make sure you have thoroughly cleaned the equipment you used before you leave!

Peter and Gwen put away the last of the their equipment and walk out of the class--

INT. ESU HALLWAY - CONTINUOUS (AFTERNOON)

Peter makes to leave as quickly as he can--

GWEN

If you ever have time off, me and a couple friends go to the library to study after class. You're welcome to join us.

Peter stops in his tracks.

PETER

(conflicted)

Yeah, I'll uh...I'll keep that in mind.

Peter looks at Gwen again, like he wants to say something more, but he can't bring himself to look at Gwen any longer.

PETER (CONT'D)

I'll let you know if I'm gonna be late again on Wednesday, Gwen.

GWEN

Hey, if you're on time, maybe I'll do the gross stuff next time.

Gwen smiles at Peter and waves at him as the two part ways.

EXT. NYC ROOFTOP - ANOTHER DAY - MORNING

Black Cat sits on top of a rooftop across from the SMYTHE INDUSTRIES HEADQUARTERS and is surrounded by different equipment. She has a pair of BINOCULARS on a stand, a modified SPY MICROPHONE, and a bag of SNACKS.

Black Cat sighs and picks up the bag of snacks. She tosses a few into her mouth until she sees some movement in the Headquarters.

Black Cat grabs the Spy Microphone and AIMS it at the Headquarters, then leans into the Binoculars.

ZOOM IN AND CHANGE PERSPECTIVE TO THE PAIR OF BINOCULARS

INT. SMYTHE OFFICE - CONTINUOUS

Spencer Smythe BURSTS into his office with his ASSISTANT right behind him. Spencer's suit is disheveled and wrinkled, and his eyes are sunken. He looks like he hasn't slept in days.

ASSISTANT

(flustered)

Sir, please, calm down.

Spencer SPINS around with a manic look in his eye. He starts to pace back and forth.

SMYTHE

(manic)

Calm DOWN!? The monster that brought those demons to our world last year has come back to finish the job! He could've killed me last week if not for the Slayer!

(more panicked)

(MORE)

SMYTHE (CONT'D)

And that was just a prototype! I can't face him with just the prototypes! He knows I'm vulnerable now! He knows that i'm not ready to fight him!

(calculating)

But why...why hasn't he come for me? What game is that masked *menace* playing?

ASSISTANT

(trying to reassure)

Maybe he wants the publicity? He's always getting his face on TV thanks to Jameson and the Bugle.

SMYTHE

(tense)

Yes--yes of course! He needs the publicity without taking off that mask of his. The mask is his shield in the public,

(calculating)

but I wonder...

Spencer sits down at his desk and pulls up the FOOTAGE from the Prototype Spider Slayer. He watches Spider-Man and Black Cat fight the Prototype, and he smiles when he sees the Prototype RIP free of Spider-Man's webbing.

SMYTHE (CONT'D)

(pondering)

What is your actual shield? Surely not that Halloween costume.

(to himself)

You can handle one, but even you have your breaking point, Spider-Man! And when I find it, you will know.

(to Assistant)

We need a real field test before General Ross and the board get here! Double check that every inch of the plating for our new batch is web resistant! The prototype has shown the proper speed needed to catch Spider-Man, but our success will only come from our strength in numbers!

ASSISTANT

The Slayers at the Harlem Warehouse are ready for testing, sir.

ZOOM OUT TO BLACK CAT'S PERSPECTIVE

EXT. NYC ROOFTOP - CONTINUOUS

Black Cat backs away from the binoculars.

BLACK CAT  
(thinking)  
Harlem, huh?

INT. PETER PARKER'S APARTMENT - DAY

Peter sits at his kitchen table with SAFETY GOGGLES on. He aims his WEB SHOOTER at the SPIDER SLAYER PLATING he recovered from the SMYTHE MIDTOWN WAREHOUSE.

He fires at the Plating, and his webs wrap around it. Then, Peter YANKS back. The Plating slides along the table before - POP! The webbing slides off and WHIPS Peter in the face!

PETER  
(disappointed)  
Well, Webbing 3.0.9 is a bust!

Peter cleans up the strand and looks at his NOTEBOOK. He opens a new page and writes WEBBING 3.1.0 at the top of a new page.

Peter looks at the Plating and writes on his notebook: "NEED MORE STICKY!" He then grabs his PHONE and dials a number.

DINO (V.O. PHONE)  
Hey Parker, you're earlier than normal.

PETER  
Yeah, I ran through supplies faster than normal. Ran into some complications. I'll be by in a bit.

DINO (V.O. PHONE)  
Sounds good.

The call ends and Peter cleans up the mess he made and puts all his Spider-Gear away in the closet.

Peter grabs his backpack and walks out of his apartment.

INT. DINO'S CORNER STORE - DAY

Peter walks into DINO'S CORNER STORE. The lights flicker and Dino glares at them.

DINO  
 (to Peter)  
 So, demand for your products is getting high now, huh?

PETER  
 Nah, I just got a bit too mad scientist for the amount of supplies I had.

Dino pulls out a few BOTTLES OF CHEMICALS from behind the counter and sets them in front of Peter.

DINO  
 You ever gonna sell me any of what you make? I could use something to make this place bearable!

PETER  
 I don't think I have the right permit to sell you anything, D.

Peter hands a wad of cash over to Dino and looks at all the FLICKERING LIGHTS.

PETER (CONT'D)  
 What happened here?

DINO  
 (annoyed)  
 Damn electrician stiffed me. I don't know what he did, but 10 minutes after he left, those lights started going haywire!

Peter grabs the CHEMICALS and puts them in his bag.

PETER  
 Did you call them again? To let them know whatever they did didn't work?

DINO  
 I did.

PETER  
 And?

Dino lifts his PHONE up and presses the SPEAKER PHONE BUTTON-

ELECTRICIAN ANSWERING MACHINE

You are a very important caller,  
and are the next in line. We value  
your service, and will be with you  
in a--

Dino presses the SPEAKER PHONE BUTTON again. Peter gives a  
small sigh.

DINO

(sarcastic)

This is just what I needed right  
now!

PETER

What's going on?

DINO

My mom's in the hospital, and I  
finally got enough to pay for  
someone to fix the lights!

(angry)

But of course, I get the one guy in  
all of New York that sucks at his  
job!

PETER

Sorry, I think the Parker Luck is  
rubbing off on you.

Dino glares at Peter, and Peter grimaces.

PETER (CONT'D)

Sorry...

Peter looks around the shop again. He walks between the  
aisles, looking at the lights from every angle. Not all the  
tubes are flickering, but he can't make out how many tubes  
are in every light fixture through the old and dirty  
covering.

PETER (CONT'D)

(sudden)

Hey, how many tubes are in those?

DINO

Uh, four, I think.

PETER

I'll be right back, D.



EXT. NYC STREETS - MOMENTS LATER (DAY)

Peter walks through the streets of New York, looking at GOOGLE MAPS on his phone.

He looks up and sees a COLUMBUS HARDWARE STORE in the distance.

INT. HARDWARE STORE - MOMENTS LATER (DAY)

Peter walks through the isles. He grabs a few LED TUBES, a PHILLIPS HEAD SCREWDRIVER, and a 3-PACK of COMPRESSED AIR CANISTERS. Peter buys enough LED Tubes for Dino to replace all the current lights and for spares.

Peter pays for the supplies, and walks out--

EXT. NYC STREETS - MOMENTS LATER (DAY)

Peter pushes through the crowded and bustling sidewalk with his arms full. He knocks into a few people, growing increasingly annoyed after each time.

PETER  
(to himself frustrated)  
I should've swung back.

INT. DINO'S CORNER STORE - MOMENTS LATER (DAY)

Finally, Peter makes it back to Dino's and sets all the equipment on his counter.

DINO  
Parker, what's with all this?

Peter takes his apartment key and uses it to open the package that the Phillips head screwdriver is in. He does the same with the 3-Pack Compressed Air Canisters.

PETER  
There's a few reasons why your  
lights could be flickering.  
(beat)  
Can I have that stool?

Dino hands Peter the stool, though he is still confused at Peter's antics.

Peter takes the stool to the nearest light fixture and climbs it. He starts unscrewing the cover on the lights.

PETER (CONT'D)

Could be just a loose tube, could be dust in there messing things up, or the tube just isn't compatible with the fixture.

The cover comes loose and Peter hands it over to Dino. Peter looks at the four LED Tubes in the Light Fixture. The 2 lights flickering look slightly shorter than the other tubes.

Peter looks closer at the ends of the tubes and sees the problem.

PETER (CONT'D)

Can you go kill the power to the lights?

Dino walks away as Peter checks the time on his phone **1:03**. He still has time.

DINO (O.S.)

Powers off!

Peter reaches up and pulls out one of the tubes. He looks at Dino as Dino walks back in.

PETER

Yeah, that guy had the wrong tubes.

Peter takes out one of the working tubes and holds it side-by-side with the previously flickering one.

DINO

Is it really that simple?

PETER

(amused)  
Sometimes, yeah.

Dino snatches one of the small bags of CHIPS off the rack and starts angrily munching on the contents.

DINO

(mutter)  
I knew I should've looked it up on Youtube!

Peter starts replacing the shorter tubes with the ones he bought.

DINO (CONT'D)

How much did all this cost you, Parker?

Peter turns around to see Dino looking through his wallet.

PETER

Oh, don't worry about it, D.

DINO

No, seriously Peter; *how much?*

PETER

*Dino*, you don't have to pay me. You already paid for this to get fixed, and now it is.

Peter gives Dino a look -- *I mean it.*

Dino sighs, and Peter goes back to work on the lights.

INT. BIOLOGY CLASSROOM - AFTERNOON

Gwen's PHONE is open. She is looking at a text message between her and Peter that reads: "GONNA BE LATE, BUT I WILL BE THERE."

That text was sent at **1:12 PM**. It is now **2:45 PM**.

MILES

Before I let you go; homework!

The TV above the white board lights up and reads: "BIO-ENGINEERING PARTNER PRESENTATION."

MILES (CONT'D)

I want you and your lab partner to find something in the field of Bio-Engineering and present its possible benefits. Nothing is off the table here, not while we live in a world where the Hulk became a Professor.

There's a general murmur of agreement in the class.

MILES (CONT'D)

Be sure to include the process as well as the potential roadblocks. This will be due the Monday after next. Any questions?

(silence)

You may leave.

The class begins packing up.

MILES (CONT'D)  
Miss Stacy! A word?

Gwen gathers her notebook and walks over to Miles.

MILES (CONT'D)  
Mister Parker, however smart he may be, has proven to be unreliable...You are a bright student, Gwen, and I would hate for you to be held back. So, you may do this presentation on your own, or with another group.

GWEN  
I appreciate that Professor--

MILES  
Do you have a group in mind?

Gwen is mildly annoyed, but she composes herself quickly.

GWEN  
I think that I'm good with Peter.

MILES  
(disappointed)  
Miss Stacy, please consider--

GWEN  
(firm)  
I have. I really do appreciate the offer, Professor. But I think the best grade I can get on this project is with Peter as my partner.

Miles looks as though he would like to change Gwen's mind.

GWEN (CONT'D)  
(brisk)  
May I go, Professor? I do have a project to start.

Miles sighs again, but nods.

GWEN (CONT'D)  
(brightly)  
Have a good day, Professor Warren.

INT. ESU HALLWAY - AFTERNOON (CONTINUOUS)

Gwen steps out of the classroom and--SLAM! She collides with someone, sending her notebook flying out of her grasp. She stumbles over her feet in an attempt to keep her balance.

However, she doesn't fall to the floor. REVEAL Peter Parker has caught her.

PETER

Oh, Gwen, I'm sorry. I didn't see you--

GWEN

It fine, you're a lot softer than the floor is.

PETER

...thanks?

Peter looks down and realizes Gwen's notebook is on the floor. He scoops it up and offers it to her.

PETER (CONT'D)

Sorry I missed class...

Gwen waves his apology away and the two start walking down the hallway.

GWEN

Don't sweat it, you didn't miss much.

Peter holds the door open for Gwen.

EXT. ESU CAMPUS - AFTERNOON (CONTINUOUS)

The pair walk out into the bustling campus.

PETER

(grumpy)

Warren's gonna give me the stink eye again.

GWEN

If he bothers you, let me know. I'll show him who's boss!

Gwen raises her fists and mocks fighting.

Peter is amused by Gwen, but his smile doesn't reach his ears.

PETER

So, for real, what did I miss today?

GWEN

(casual)

Oh, nothing really, just Warren assigning a Partner Presentation on a Bio-Engineering topic of our choosing.

(beat)

Oh, and it's due in two weeks on Monday.

Gwen walks over to an empty table. She wobbles a little as she steps on the bench. Peter moves forward, expecting her to fall, but Gwen manages to sit without falling.

PETER

Well that sounds like something. Is it really a topic of our choosing?

GWEN

(imitating Miles)

Nothing is off the table when we live in a world where the Hulk became a Professor.

Peter cracks a small smile.

GWEN (CONT'D)

So, you have any topics in mind?

PETER

(surprised)

What?

GWEN

I have a couple, but what do you have?

PETER

Anything you want to do is fine by me.

GWEN

Oh come on, we're partners. It's only fair that you throw at least one idea into the mix.

Peter shrugs, he's at a loss for words.

GWEN (CONT'D)

(sudden)

Are you doing anything today?

PETER

Yeah, I have a few quick errands to run actually.

GWEN

Why don't you come by my dorm after? We can brainstorm together.

PETER

(conflicted)

I-I can't. The Bugle could need me at any time in case something newsworthy happens and I need to fix up the footage--

GWEN

(slowly connecting the dots)

The Bugle...do you mean The Daily Bugle?

Peter nods.

GWEN (CONT'D)

Are you a photographer?

PETER

Videographer, actually. I freelance and get the Bugle exclusive footage of Spider-Man.

GWEN

(realization)

That's why you're always late!

Peter is a little embarrassed.

PETER

Yeah, it's a bit of a hassle, but it pays the bills.

GWEN

Why don't we work on the project back at your place? That way you can kill two stones with one bird.

PETER

Isn't it the other way...uh, yeah, that can work I just need to--

Peter looks at his wallet and grimaces at the lack of cash. Then he remembers what he spent his money on.

PETER (CONT'D)

(embarrassed)

Uh, do you have the textbook? I, uh, haven't been able afford any of mine.

GWEN

Sure, I'll go grab mine. Text me your address and I'll meet you there in an hour?

PETER

Uh, yeah, that should work.

Gwen bounces to her feet and claps! Then, she clumsily steps down from the table.

GWEN

(brightly)

See you then, Petey!

Peter mouths "PETEY?" He can't help the small smile that forms on his face.

Peter and Gwen wave at each other, then part ways. Peter types out his address for her, and then jogs off campus--

EXT. NYC STREETS - AFTERNOON (CONTINUOUS)

Peter jogs across the street and turns into an alley--

EXT. NYC ALLEY - AFTERNOON (CONTINUOUS)

Peter looks around, making sure he's alone before he ducks behind a dumpster.

We see Peter's limbs flail out from behind the dumpster as he puts on the suit.

Spider-Man's masked face pops up from behind the dumpster and he jumps from wall to wall and--

EXT. NYC STREETS - AFTERNOON (CONTINUOUS)

Spider-Man swings out across the city. It's peaceful enough for New York. Spider-Man's movements have a little bit more style to them now.



SPIDER-MAN

Okay, Pete, so you haven't been the best partner in the world, but you haven't screwed up her grade either...

(beat)

So, that's something!

Spider-Man lets go of his web line and SHOOTs two lines at a FLAGPOLE! He YANKS on the lines and zips toward the top of the flagpole.

His hands connect with the top of the, and, as his momentum carries forward, Spider-Man LAUNCHES himself out!

SPIDER-MAN (CONT'D)

(exhilarated)

Nailed it!

(disappointed)

And no one saw it...

Spider-Man shoots out another line to swing from, and turns the corner.

SPIDER-MAN (CONT'D)

Wonder what we could do in Bio-Engineering? Where are we at on cloning? I could've sworn I read that Dr. Cho was working on something like that before Ultron. The Cradle was definitely on the right track, but that was just synthetic tissue.

(beat)

Who would we even use as a base? Me? Gwen? Probably Gwen. If I was the base, that might raise some questions, and probably have complications. For all I know I could have radioactive blood or something.

(beat)

Yeah, maybe cloning isn't such a good idea. At least, not for a college project. Maybe later.

(beat)

I bet we could find some way to engineer spiders to produce webbing as strong as mine that doesn't dissolve.

(beat)

God, it would be nice to not have to make my webs.

(MORE)

SPIDER-MAN (CONT'D)

I love Dino, but damn this webbing takes so much money to make! Peter 2 really has it easy. Maybe I could steal some supplies from ESU every now and then--

A HIGH PITCHED PING! Spider-Man reaches for his phone in the pocket of his suit, and opens it to see another post from Ned.

Absently, Spider-Man travels on muscle memory back to his apartment. His once lively movements have disappeared. Spider-Man swings as if he is a limp puppet on strings.

Ned's post is a picture of himself, Michelle, and Paul all sitting at a table in an MIT STUDY ROOM. TEXTBOOKS, NOTEBOOKS, PENS, and LOOSE PAPERS are strewn about the table.

Michelle and Paul are sitting so very close to each other despite the giant couch they are sat on.

Spider-Man swings low to the ground. He SKIMS along the street and threads the needle between two cars. Then, at the apex of his swing, he lands on--

EXT. PETER PARKER'S APARTMENT ROOFTOP - AFTERNOON

The roof of his apartment building. He drops his bag down and starts to pull out his clothes.

Spider-Man jumps into his jeans and puts his shirt on over his suit. He reaches up to take his mask off--

BLACK CAT (O.C.)

I should've brought singles.

Spider-Man's lenses go wide, and he whips around to see Black Cat lazily stretched out on the edge of the rooftop.

SPIDER-MAN

(surprised and spooked)

Cat! Wh-what are you doing here?

Black Cat rises from her position, and walks right up to Spider-Man. She places her finger on the collar of his shirt and pulls Spider-Man toward her.

Spider-Man follows her directions.

BLACK CAT

I have a lead on our mystery seller.

(MORE)

BLACK CAT (CONT'D)

There's a new batch of robots at the Harlem Smythe Factory that just finished production. If anyone was gonna "steal" some tech, that's where he'd be.

SPIDER-MAN

That's great, really--

Black Cat pulls Spider-Man's shirt off over his head--

SPIDER-MAN (CONT'D)

(nervous)

But...I have plans--

Black Cat tosses Spider-Man's shirt away, and works at his jeans. All while tugging him closer to the edge of the rooftop.

BLACK CAT

(teasingly)

Got a hot date?

SPIDER-MAN

NO! I mean, we did set a time to study together, but we aren't--

Spider-Man kicks his pants off as Black Cat pulls him up to the ledge.

BLACK CAT

Don't worry, Spider, you'll be back in time for your play date.

Black Cat pulls Spider-Man over the edge and the two PLUMMET to the street--

EXT. NYC STREETS - AFTERNOON - CONTINUOUS

Spider-Man and Black Cat fall to the street until--THWIP!  
They start swinging.

SPIDER-MAN

Hey, you may have nine lives, but I only have one!

Black Cat curls around Spider-Man as they swing for Harlem.

BLACK CAT

That's not my fault, it comes with the title. Like you and your webs.

SPIDER-MAN

I think you're taking a little creative license with your theming. I don't remember ever seeing a cat with grappling hooks.

Black Cat shrugs.

The pair swing further through the city, Black Cat's joy at swinging was infectious for Spider-Man. Almost all signs of his previous melancholy were gone.

SPIDER-MAN (CONT'D)

So, where did this tip about the Harlem Warehouse come from?

BLACK CAT

I overheard a conversation from the cops that the Harlem Warehouse was one of the few that hasn't been hit yet. Figured we can try our luck.

SPIDER-MAN

(sarcastic)

Yeah, because black cat's are famous for their good luck.

BLACK CAT

Oh, so you've had better luck than I have tracking down our stolen Smythe tech?

Spider-Man is silent as he LAUNCHES himself and Black Cat high into the sky.

SPIDER-MAN

...no.

They fall back to the earth and Spider-Man directs their momentum over a low building.

BLACK CAT

Really, nothing on the street?

SPIDER-MAN

Nothing more than the usual.

(beat)

It's weird, this is nothing like when Vulture's crew was giving out weapons.

BLACK CAT

Vulture?

Spider-Man is confused for a second.

SPIDER-MAN

(laughing)

Vulture is the name I gave Adrian Toomes.

BLACK CAT

Oh, right! You busted him a few years before the Blip, right?

Spider-Man nods, then lands on the side of another building.

BLACK CAT (CONT'D)

Why Vulture? I mean, I get the wings, but--

SPIDER-MAN

Where does the rest of it come from?

Black Cat nods, then shifts so she and Spider-Man are face-to-face before he jumps from the wall and starts swinging again.

SPIDER-MAN (CONT'D)

I don't know, it kind of felt right...He was scavenging the remains of old battles, had a jacket with fur around the neck, he was kinda balding...then there was the wings.

BLACK CAT

I guess the name does fit the crime perfectly.

SPIDER-MAN

Of course it does, I'm the one that gave it to him!

BLACK CAT

I suppose you do have a pretty good track record for names, Spider. Though, I have to know; why Spider-Man?

SPIDER-MAN

Again, I guess it just fit. I mean, I got bit by this spider, then bam! I could stick to walls! Everyone else had a gimmick, and Spider-Man is a lot more accurate than...

BLACK CAT

Than what?

Spider-Man shakes his head.

BLACK CAT (CONT'D)

Oh come on! You can't just leave me on a cliffhanger like that!

SPIDER-MAN

It's...hang on a sec, this is unfair!

Black Cat looks at Spider-Man, skeptical.

BLACK CAT

Is it really, or are you just embarrassed?

SPIDER-MAN

Embarrassed? What-no! If you want that information, Cat, you gotta make it fair!

Black Cat rolls her eyes, but is amused. She leans closer to Spider-Man.

BLACK CAT

Keep the ride going and maybe I'll tell you.

Spider-Man laughs and swings low to the ground, and he and Black Cat lock eyes as they swing back high into the sky. Black Cat's gaze sweeps over the city as the pair swing--

EXT. NYC HARLEM - CONTINUOUS

Into Harlem. ANGLE on the SMYTHE HARLEM WAREHOUSE. A few blocks in front of the warehouse is a CONSTRUCTION SITE with a NEIGHBORHOOD PARK next to it.

BLACK CAT

(sigh)

This is the life!

Spider-Man glances at her and remains silent, but Black Cat catches the look.

BLACK CAT (CONT'D)

I mean, look at all this! The view! The rush! The--

SPIDER-MAN

Freedom?

Black Cat rotates around Spider-Man so she is now clinging to his back. She rests her head on Spider-Man's shoulder and basks in the wind.

SPIDER-MAN (CONT'D)

It's unlike anything in the world. Sometimes I wish I could spend all my time just swinging across the city.

(wistful)

It's peaceful up here, and when I swing high into the sky, I get to see this city in a way few do.

BLACK CAT

Why don't you?

SPIDER-MAN

(pondering)

I...don't know...I guess I want more than that rush. The view gives me a nice break from it all, but I can't help from up there.

(beat)

I help out a lot when I'm closer to the ground, but I...I guess I feel like I could do more.

BLACK CAT

(disbelief)

More than saving the world from aliens and madmen? If anything, I'd say you could use a bit more time to yourself. I mean, come on; what's the point in being Spider-Man if you can't enjoy it?

SPIDER-MAN

I do enjoy it...it's the other part of my life that I'm not sure about...

BLACK CAT

So why live that life?

SPIDER-MAN

Cause I need to eat.

Black Cat rolls her eyes and shakes her head.

SPIDER-MAN (CONT'D)

(unsure)

My job pays the bills and is definitely accommodating of my schedule. A-and I love being able to pursue science in college...

BLACK CAT

(sincere)

But do you like that part of your life?

Spider-Man and Black Cat swing past the Construction Site and Neighborhood Park.

SPIDER-MAN

I-

SPIDER-SENSE! Spider-Man shoots out a line of web to the right and yanks hard!

A razor sharp metal tail swipes at Spider-Man, nearly connecting with his chest. Spider-Man GRABS the tail, shoots a web at the street, and yanks down!

As Spider-Man shoots toward the street, Black Cat leaps off his back and lands close to the Construction Site.

CRASH! Spider-Man slams the SPIDER-SLAYER into the street. The Spider-Slayer thrashes about, trying to reach Spider-Man, but Spider-Man plants his foot on the Spider-Slayers back, and RIPS off the tail!

SPIDER-MAN (CONT'D)

Why does the cool stuff always try to kill me?

Spider-Man tears apart the rest of the Spider-Slayer and looks at the pieces in his hands.

SPIDER-SENSE! Spider-Man whips up to see 4 SPIDER-SLAYERS leap out of the Construction Site!

Spider-Man activates his SPIDER-DRONE, and swings to intercept them!

SPIDER-MAN (CONT'D)

(giddy)

Look at you guys! You got a new wardrobe and everything! But I gotta ask; why do you keep coming after me?



Spider-Man kicks Spider-Slayers #1 and #2 to the ground, and dodges tail stabs from all. However, Spider-Slayers #3 and #4 manage to land two blows on Spider-Man mid-air.

Spider-Man lands next to Black Cat and covers Spider-Slayers #1 and #2 on the ground in webs. However, the webs slide completely off the Slayers.

Spider-Man looks down at his web shooters, saddened and confused.

SPIDER-MAN (CONT'D)  
 (disappointed to himself)  
 Well that's 100 bucks and an hour  
 of my day down the drain.

BLACK CAT  
 (teasing)  
 Let me guess, you swear this has  
 never happened before?

SPIDER-MAN  
 (beat)  
 I'm really starting to hate robots.

The 4 Spider-Slayers charge Spider-Man and Black Cat

BLACK CAT  
 I think the feeling is mutual!

Black Cat shoots her grappling hook at the Construction Site, and Spider-Man follows her.

INT. HARLEM CONSTRUCTION SITE - CONTINUOUS

Spider-Man and Black Cat climb high into the Construction Site, and perch at the top. They watch the Spider-Slayers climb after them.

SPIDER-MAN  
 (excited thinking)  
 You're right, they do hate me!

Black Cat looks at Spider-Man confused.

SPIDER-MAN (CONT'D)  
 They're robots, which means someone  
 had to have programmed them to come  
 after me! Like back in the Midtown  
 Warehouse; that guy programmed that  
 prototype to come after me even  
 though you cut it!

BLACK CAT

Which means any other threat is  
lower on the list of priorities!

Spider-Man looks around the Construction Site, at the structure, and the loose beams and poles. He has an idea.

SPIDER-MAN

(to Black Cat)

How do you feel about a game of Cat  
and Spider?

Black Cat grins and flexes her Climbing Claws.

Spider-Man stands on the beam, then dives forward into the Construction Site.

Spider-Man plummets past the Spider-Slayers--who jump after him--and starts swinging through the Construction Site. He uses the beams and extra equipment in concert with his webs to weave in and out of the Spider-Slayers reach.

Spider-Slayer #1 gets too close to Spider-Man, so Spider-Man webs one of the loose construction beams and WHIPS it behind him!

The beam smashes into Spider Slayer #1, and Spider-Man swings higher back up the Construction Site.

Spider-Slayers #2 and #3 are hot on Spider-Man's tail, and Spider-Slayer #4 hangs back. Spider-Slayer #4 watches as Spider-Man swings throughout the Construction Site, dodging simultaneous blows from Spider-Slayers #2 and #3. Every time one attacks, the other follows.

SPIDER-MAN (CONT'D)

(dodging)

Olé!

Spider-Man catches the tail of Spider-Slayer #2 and yanks it in the way of Spider-Slayer #3's attack. Spider-Slayer #3's talons get stuck in Spider-Slayer #2.

SPIDER-MAN (CONT'D)

Alley-ooop, Cat!

Spider-Man kicks Spider-Slayer #2, denting the plating and deactivating it, and sends it and Spider-Slayer #3 up into the air. Black Cat shoots her grappling hook past them and uses it to pull herself toward Spider-Slayer #3.

Black Cat SLICES a chunk of Spider-Slayer #3's armor off. She flies past Spider-Man who zips upward to punch through Spider-Slayer #3!

Spider-Slayer #4 paces like a lion down below, it's eyes trail Spider-Man intently. Until, it turns around, and dashes to leave the Construction Site--

THWIP! A wall of webbing blocks Spider-Slayer #4's exit. It tries to run to the side--THWIP! To the other side--THWIP!

Spider-Slayer #4 tries to jump out of the Construction Site, but a construction beam knocks it out of the air!

Black Cat lands in front of Spider-Slayer #4 and Spider-Man lands behind it.

BLACK CAT

You know, I think this one does have feelings, Spider. It looks pretty scared to me!

SPIDER-MAN

Well, I am pretty intimidating.

Spider-Slayer #4 looks back and forth between Black Cat and Spider-Man, almost as if it's weighing its options.

Spider-Man cocks his head to the side. Then his lenses widen!

SPIDER-MAN (CONT'D)

Heads up Cat!

Spider-Man throws the construction beam at Spider-Slayer #4 again. Spider-Slayer #4 dodges, and so does Black Cat.

Spider-Man launches himself at Spider-Slayer #4 and punches it so hard he cracks the plating and sends it hurtling into his web walls.

Spider-Slayer #4 bounces off the web wall and Black Cat pounces on it! She cuts through the cracked plating and deactivates Spider-Slayer #4.

Spider-Man watches Black Cat rise from her mounted position on top of the remains of Spider-Slayer #4

SPIDER-MAN (CONT'D)

Remind me to never get on your bad side.

BLACK CAT

Spider, if you saw my bad side, you'd never go back to my good side.

Spider-Man walks toward the remains of the Spider-Slayer and looks at its torn open chest. He sees a blinking red light.

Spider-Man bends down and shifts through the tattered mess of wires. He grunts in pain as his hand that punched Spider-Slayer #4 is slightly injured. He then pulls out a tiny camera.

SPIDER-MAN

Well hello! I do believe I have a secret admirer.

Spider-Man lifts up the camera for Black Cat to see.

BLACK CAT

Oh? Was I not obvious enough?

Spider-Man gives Black Cat a humorous glance, then looks back at the camera.

SPIDER-MAN

I wonder who's--

SIRENS!

BLACK CAT

We should probably scam before the cops get here.

SPIDER-MAN

You're probably--

BZZZ! Spider-Man's phone vibrates and he pulls it out to see a text message from Gwen: 'HEY PETE, I'M HERE AT YOUR PLACE. ARE YOU STILL RUNNING YOUR ERRANDS?'

SPIDER-MAN (CONT'D)

Shit!

BLACK CAT

What is it?

SPIDER-MAN

(rambling)

Remember that hot date, that's actually a study date I was talking about?

BLACK CAT

That's now?

The sirens get closer.

SPIDER-MAN

(rambling)

Yeah, I know, I know! But you can look into this yourself right?

(MORE)

SPIDER-MAN (CONT'D)

I mean, I don't have a black suit and you do and the last time I tried sneaking around I ended up locked in a vault until the morning--

BLACK CAT

Of course I can, but--

SPIDER-MAN

(relieved)

Thanks Cat!

Spider-Man swings away, leaving Black Cat standing in front of a broken Spider-Slayer #4.

BLACK CAT

(to Spider-Slayer #4)

You just had to waste our time!

Black Cat kicks Spider-Slayer #4 and shoots her grappling hook toward the Harlem Smythe Factory.

EXT. NYC STREETS - AFTERNOON

Spider-Man swings through the city, heading back for his apartment. He takes out his phone, and dials Gwen's number.

GWEN (V.O. PHONE)

Yello?

SPIDER-MAN

(strained)

Hey, Gwen, sorry about the wait.

GWEN (V.O. PHONE)

No worries. You wouldn't happen to have an E.T.A, though, would you?

SPIDER-MAN

Yeah, I should be back in a few.

GWEN (V.O. PHONE)

Are you okay?

SPIDER-MAN

(confused)

Yeah, why wouldn't I be?

GWEN (V.O. PHONE)

Cause you sound like your dying.

SPIDER-MAN  
Oh, uh, yeah...I'm just, uh,  
working on my cardio.

Spider-Man swings high into the sky and sees Gwen standing outside the entrance to his apartment building.

SPIDER-MAN (CONT'D)  
Oh, shit!

He zips over to the--

EXT. PETER PARKER'S APARTMENT ROOFTOP - CONTINUOUS

Roof of his apartment building. He leans over the edge and spies Gwen looking around.

GWEN (V.O. PHONE)  
What happened?

SPIDER-MAN  
Oh, nothing I just almost...got  
hit...by a...car?

GWEN (V.O. PHONE)  
(amused)  
Are you sure about that?

Spider-Man starts putting his clothes and shoes back on over his suit, and making sure that everything is still in his bag.

Spider-Man takes his Spider-Drone, pulls out the hard drive from within, and places it his pants pocket.

SPIDER-MAN  
It had wheels. At least, I'm pretty  
sure it did.

GWEN  
How can you be unsure...Never mind,  
are you okay?

Spider-Man looks to the rooftop to the left of him.

SPIDER-MAN  
Well I'm still talking, so, yeah.  
I'm just up the street, I'll be  
back in a few.

GWEN (V.O. PHONE)  
Cool. I'll see you then!

Spider-Man hoists his bag over his shoulder, and jumps across the rooftops.

EXT. NYC STREET - AFTERNOON

Gwen leans against the wall of the apartment building and looks at the recent calls list on her phone. She stares at Peter's contact name.

GWEN  
(suspicious)  
What is going on with you?

PETER (O.C.)  
Hey Gwen!

Gwen looks to her right and sees Peter walking toward her. He looks a little uncomfortable.

GWEN  
(amused)  
Wow, no cars with questionable wheels ran you over.

PETER  
(dryly)  
Guess the Parker Luck was on my side today.

Peter walks up to the entrance of his apartment and opens the door for Gwen.

GWEN  
This is lucky for you?

PETER  
Well, luck is a double edged sword.  
I'm sure it'll come back around.

Gwen walks in the door and Peter follows.

INT. PETER PARKER'S APARTMENT FLOOR 1 - CONTINUOUS

Peter leads Gwen over to the elevator in silence. Peter doesn't look at Gwen as he presses the button and they wait. He shoves his hands into his pockets and hunches in to himself.

Gwen steals a glance at Peter, and notes all the changes in his demeanor.

DING! The elevator doors open, and the pair walk in--

INT. PETER PARKER'S APARTMENT ELEVATOR - CONTINUOUS

And stand in silence again as the doors close. Peter presses the button for Floor 4, then he leans against the corner and stares at the display. Gwen stands in the center.

A HIGH-PITCHED PING! Peter whips his phone out and Gwen raises her eyebrows, a little annoyed.

She looks over at his screen and its open to Instagram. There's another picture of Ned and Paul smiling with a completed LEGO Star Destroyer and a Darth Sidious minifigure in between them. The caption reads: 'STUDYING GOT BORING, WE NEEDED A LEGO BREAK! MJ SAID WE WERE DORKS, BUT I DON'T SEE IT.'

Peter's expression hardens.

Gwen tilts her head to the side, looking back and forth between his phone and his face. Sympathy replaces her annoyance.

DING! The doors open and Peter shoves his phone back into his pocket and leads Gwen out.

INT. PETER PARKER'S APARTMENT FLOOR 4 - CONTINUOUS

As Gwen follows Peter, she watches the way he walks. Noting how he seems to have lost any previous signs of life; as though he's just a puppet being dragged by its strings.

Peter stops in front of his apartment and opens the door.

INT. PETER PARKER'S APARTMENT - CONTINUOUS

Peter walks through the threshold of his apartment and sets his bag down on the table and open his laptop.

Gwen closes the door and peers around the apartment. She looks at the walls and countertops, searching for any photos of family members, but only finds a solitary LEGO DARTH SIDIOUS and a CD PLAYER with a pile of CDs next to it.

Gwen takes a step forward, then stops. She still has her shoes on. Gwen crouches down to take her shoes off.

Peter turns around to see Gwen on the floor.

PETER  
(confused and amused)  
What, uh, what're you doin?



GWEN  
(surprised)  
You don't have guests take their  
shoes off?

Peter shakes his head and sits down at the table. He pulls out his notebook and pencil and sets them down on top.

Gwen tucks her shoes neatly into the corner, then walks over to sit at the table.

GWEN (CONT'D)  
Well, you should. This place is  
nice.

Peter nods, and a small awkward silence ensues. Peter quickly bolts to his feet and walks to the refrigerator. As he fills up two glasses of water Gwen takes note of the CD Player and the pile next to it.

GWEN (CONT'D)  
Old school, huh?

PETER  
(confused)  
What?  
(realization)  
Oh, yeah. I've always liked the  
hands on stuff. Music from a CD  
just sounds different, you know?

GWEN  
Right!? Whatcha got in there right  
now?

PETER  
Oh, uh, I think...

Peter turns on the CD Player.

MUSIC CUE: "Let Me Take You Home Tonight" by Boston.

As the song plays, Gwen and Peter both enjoy the music for a moment. Peter closes his eyes and sings along. He looks more at peace and unguarded than Gwen had ever seen him. She can't help but smile at it.

CD PLAYER  
...I don't want to doubt you, I  
want to make you high. If you could  
see your way to me, let me take ya  
home tonight!

Peter then panics a little as the song. He jumps up to turn off the music, fumbling a little as he does.

END MUSIC

When he turns around, he sees Gwen containing her laughter.

                  GWEN  
                  (amused)  
Smooth, Petey.

                  PETER  
                  (panicked)  
Woah, that wasn't--I mean, I wasn't  
trying to--

                  GWEN  
                  (laughing)  
Relax, Pete, it's just music.  
                  (disbelief)  
But I can not believe you just  
turned off Boston!?

                  PETER  
                  (surprised)  
You know Boston?

                  GWEN  
My dad made sure I had good taste.  
How do you know Boston?

                  PETER  
                  (slowly)  
My Aunt...

Silence falls between the two as Peter recedes back into himself.

                  GWEN  
                  (cheery)  
So, how did you manage to get a  
place like this? A friend of mine  
has been looking for a new one for  
a while.

                  PETER  
                  (dazed)  
Oh, uh, I got it through the GRC's  
rehousing program.

Peter sits back down at the table and places a glass of water in front of Gwen.

GWEN

Thanks.

(confused)

Why didn't you just live with your family after you blipped back?

PETER

(sudden)

I came up with an idea for our project. What do you think about using spiders to make organic cables stronger than steel cables?

GWEN

That's cool, but how would we even do that? Gamma radiation?

PETER

I don't think anyone wants Hulk Spiders.

GWEN

So, where would the 'engineering' part of this Bio-Engineering project come in?

PETER

I'm still working on that part. I kinda got the idea from watching Spider-Man.

GWEN

Understandable, but Spider-Man's webs aren't organic...

(worried)

are they?

PETER

(chuckling)

No, if they were the city would look like a haunted house. Regular spiderwebs take anywhere from a few hours to a few weeks to dissolve naturally. I read somewhere that it was a nitrogen thing that makes them last so long.

GWEN

(eager)

So, if we could figure out what kind of spider's webbing lasts the longest, we could figure out where to start!

PETER  
That study did mention three  
samples. They used--

RING! It's Peter's phone.

ON THE SCREEN: Incoming Call From Pickle Puss

PETER (CONT'D)  
(to Gwen)  
Sorry, it's my boss.

Gwen gives Peter a thumbs up.

PETER (CONT'D)  
(into phone)  
Hey, J.J.

JONAH (V.O. PHONE)  
(shouting)  
Parker! Where are you? I'm hearing  
reports that the Webbed Criminal  
and some femme fatale fought a  
batch of robots in a children's  
park!

PETER  
It was a construction site.

JONAH (V.O. PHONE)  
I didn't ask for your opinion!

PETER  
What are you asking for, sir?

JONAH (V.O. PHONE)  
For you to do the job I pay you a  
ridiculous amount of money for!  
(beat)  
Unless you don't have the footage,  
in which case--

PETER  
(abrupt)  
I have the footage, J.J.

JONAH (V.O. PHONE)  
Then why don't I have the footage?

PETER  
(exasperated)  
I'll send it over in a sec, I just  
got home.

JONAH (V.O. PHONE)  
 Get it to me within the hour! That  
 menace has gone too far before, and  
 now I've got him endangering  
 children!

PETER  
 (frustrated)  
 He didn't--  
 (Jonah hangs up)  
 (to Gwen)  
 Sorry about this, I just have to  
 make sure the footage is good.

Peter grabs his laptop and inserts his hard drive. He begins  
 to work on the footage.

GWEN  
 Is he always like that?

PETER  
 Pretty much.

GWEN  
 Why do you work for a guy like  
 Jameson?

PETER  
 J.J. pays double what any other  
 news station would pay.

Peter barely looks up from his laptop. Silence falls between  
 the pair until--

GWEN  
 (sudden)  
 You know, I think he's really  
 unfair to Spider-Man.

Peter looks up.

PETER  
 (curious)  
 What makes you say that?

GWEN  
 My dad. He used to work for the  
 Department of Damage Control.

PETER  
 (amused)  
 Really? I thought the DoDC hated  
 Spider-Man?

GWEN

(wistful)

Not my dad. He respected Spidey ever since he took down Adrian Toomes and his crew. He said that out of all the wack jobs running around in costumes, he trusted Spider-Man to do the right thing. Spider-Man never asked for anything in return. He didn't do this for the fame, he just helped. I mean, think about it; Spidey could be way more destructive, but he always goes out of his way to make sure the people are safe! Even when those guys came to our world last year, Spidey could've killed them at any time, but he tried to help them instead! A menace wouldn't do that!

PETER

(chuckling)

You should have your dad debate J.J. sometime.

Gwen looks down, her whole body sags. Peter realizes what he's said.

PETER (CONT'D)

(grave)

Oh, Gwen, I-I'm sorry I didn't mean--

GWEN

Hey, don't worry about it. You didn't know.

(beat)

And I'm sorry about earlier. I shouldn't have been so...blunt.

PETER

Thanks.

(cautious)

I take it you didn't blip?

GWEN

My dad and I were the lucky ones.

(realization)

I know that sounds--that was really the only way we could see it. Even before the blip, it was just me and my dad.

(MORE)

GWEN (CONT'D)

I don't know what either of us would've done if only one of us blipped.

PETER

So...what happened to him?

GWEN

He--

(voice break)

He passed away. A few months before I graduated.

(beat)

That summer was...tough, and while it helped to keep busy with work, I didn't really get better until orientation week.

(directly at Peter)

It gave me a good group of friends that help make everything better, easier.

Peter and Gwen lock eyes for a moment, and Peter soaks in Gwen's words. He takes a drink of water, getting so lost in thought--

GWEN (CONT'D)

(sudden)

God, Jameson really must get his jollies from ranting about Spider-Man all day!

Peter chokes on his water.

PETER

(coughing)

Jollies!?

GWEN

Why else would Jolly Jonah do it? I mean, scientists have found that the line between love and hate is very thin.

For the first time since he left Michelle and Ned, Peter's smile reaches his eyes.

PETER

(laughing)

Jolly Jonah?

GWEN  
 (laughing)  
 Hey, you're the one that has him  
 listed as Pickle Puss in your  
 phone.

Peter and Gwen dissolve into laughter

SLOWLY ZOOM OUT OF THE APARTMENT AS THE SUN LOWERS AND PETER  
 AND GWEN CONTINUE LAUGHING AND TALKING.

INT. SMYTHE OFFICE - DAY

Spencer Smythe sits at his desk. He watches the footage of  
 Spider-Man and Black Cat fighting his Spider-Slayers.

Spencer has a notebook next to him, open. There's pages  
 filled with notes of Spider-Man's past battles. Written in  
 bold letters, underlined, and circled at the top of the page  
 is '**PRECOGNITION?**'

As the footage continues, Spencer leans over his notebook and  
 writes bulleted list: 'LIKES TO TALK. RELIES ON INNATE  
 AGILITY AND WEBS FOR ADDITIONAL MOVEMENT AND TRAPS. STRENGTH  
 THRESHOLD: UNKNOWN. PARTNER(?) COULD BE A LIABILITY.'

Spencer looks back to his computer and opens a file.  
 Blueprints and schematics for a PROTOTYPE GIANT SPIDER-SLAYER  
 pop up. He scrolls through the files, looking back and forth  
 between the them and his notes.

ASSISTANT (V.O. PHONE)  
 Sir, General Ross has arrived and  
 the board is ready for you.

SMYTHE  
 I'll be out in a moment.

Spencer closes up his computer and locks it. He rises from  
 his desk and walks out of the office.

The door closes, and the vent in the corner of Smythe's  
 office opens. Black Cat drops into the office. She dusts off  
 her suit and sits down in Smythe's desk.

BLACK CAT  
 (frustrated whisper)  
 Is it too much to ask for people to  
 keep their vents clean? I hate  
 washing this thing!



She unlocks the computer and pulls out a red hard drive. She starts searching through Smythe's files.

BLACK CAT (CONT'D)

If I were blueprints for a bunch of robots designed to kill Spider-Man where would I be?

Black Cat keeps searching. She opens a file labeled: 'ANTI-SUPERHUMAN ROBOT CONCEPTS' and inside is a list: 'CAPTAIN AMERICA. WANDA MAXIMOFF. DOCTOR STRANGE. HAWKEYE. DAREDEVIL. SHE HULK. HULK. BLACK PANTHER. MOON KNIGHT. PUNISHER. THOR.'

But, no Spider-Man files beyond the Giant Spider-Slayer. Black Cat huffs in frustration.

BLACK CAT (CONT'D)

(frustrated)

But, you have to be here!

(curious)

Why are you not here?

She downloads all the files she can into the red hard drive.

Black Cat closes the computer, looks up at the vent, and cringes before climbing into it.

INT. SMYTHE VENTS - CONTINUOUS

Black Cat crawls through the vents until she finds the Smythe Conference Room.

INT. SMYTHE CONFERENCE ROOM - CONTINUOUS

Spencer enters the Conference Room. Inside is the Board of Directors for Smythe Industries, a few Government Agents, and BOLIVAR TRASK (43) sat at the table.

SMYTHE

Ladies and gentlemen, I apologize for the delay.

Spencer walks over to the head of the table and in front of the projector. He prepares to start, when he looks around the table and is confused.

SMYTHE (CONT'D)

Where is General Ross?

Trask stands from his seat.

TRASK

Something came up that required General Ross' supervision, so he sent me in his stead.

SMYTHE

And you are?

TRASK

Bolivar Trask, Genetics and Robotics.

The two shake hands.

The projector turns on and a few holograms of the Giant Spider-Slayer and the Spider-Slayers appear.

SMYTHE

As per our agreement, Smythe Industries has been hard at work on a line of Anti-Superhuman Robots that can be deployed in the event that an enhanced goes AWOL or becomes a danger to society.

Smythe taps the hologram and it changes to show coverage of the Westview incident, then it quickly changes to show coverage of Spider-Man's fight on the bridge with Doc Ock and the death of Aunt May.

SMYTHE (CONT'D)

Recently, we were able to get solid testing for the first batch of our Anti-Superhuman robots. Spider-Man and an unknown accomplice were caught trespassing in our Harlem Warehouse.

GOVERNMENT AGENT #1

How are you to ensure that these robots won't go AWOL like the Hammer Tech drones?

Smythe taps the hologram again and the Daily Bugle footage of Spider-Man and Black Cat entering and fighting inside the Construction Site plays.

SMYTHE

Our units are programmed to solely prioritize the safe detainment of an individual. With an operator to account for any unusual events that our programming simply can't account for.

(MORE)

SMYTHE (CONT'D)

The results we found from the recent field test were quite promising, and are being implemented into the next batch.

TRASK

Excuse me, but I believe our agreement specified that you were to prioritize the Anti-Superhuman robots for more high-profile enhanced individuals such as Wanda Maximoff and Carol Danvers?

SMYTHE

I assure you, Spider-Man is high-profile.

Smythe taps the hologram again--

JONAH (V.O.)

As you can see folks, we have these robots to thank for the safety of your children! As Spider-Man was intent on bringing a fight *he* picked to your back door! Good people of New York, can't you see the threat he poses? Bringing this kind of violence to our back door? To the places that are supposed to be safe havens for our youth?

Smythe taps the hologram, looking exceptionally smug.

SMYTHE

Maximoff and Danvers are threats, no one is denying that, but we have no idea where they are. Spider-Man is unlike any of the other 'superheros' in our time!

(beat)

New York was invaded, and it destroyed how we saw the universe. We were not alone in the universe, and there were beings that could wipe us off of the canvas--

GOVERNMENT AGENT #2

What does the Invasion of New York have to do with Spider-Man? He wasn't active until years later.

SMYTHE

New York had *real* heroes fighting to protect it!

(MORE)

SMYTHE (CONT'D)

Heroes don't hide their identities behind masks! They stand in the light of day for what's right! The Avengers didn't hide their faces when the Chitauri descended upon us from on high, no, they gave the people someone to look to! A War Veteran, an Asgardian King, and an industry leader! All of them stood against the evil of the universe with their faces displayed proudly for the people to look to!

(beat)

Spider-Man answers to no one! He swings in and out of crime scenes as he pleases, and leaves a trail of destruction in his path! As long as he is in New York, he is a threat to more people than either Maximoff or Danvers.

GOVERNMENT AGENT #1

(critical)

I highly doubt a man who swings from webs is as dangerous as the two women who went toe-to-toe with Thanos. Are you certain of his threat level, or do you focus on him because this so called 'Green Goblin' attacked your lab?

SMYTHE

(eager)

Yes, attacked because a masked vigilante summoned monsters to our city! Monsters that Spider-Man claimed he could have stopped at any moment, but didn't! Spider-Man brought them into our backyard! Last I checked, Maximoff and Danvers were incapable of summoning demons on a whim!

(to Government Agent #1)

Masked Men always have something to hide, and Spider-Man has clearly hidden the extent of his powers behind the mask of a friendly neighborhood superhero. *He* is the priority.

The Government Agents and Trask look at each other. They are pleased, but cautious.

TRASK

Mr. Smythe, I do believe I speak for General Ross when I say we are happy with the progress you have made, and with the quality of your work!

SMYTHE

Thank you--

TRASK

However, after the Hammer Tech disaster and Ultron, the U.S. Government is still cautious.

SMYTHE

(offended)

Cautious!?

TRASK

Only for a short period. Just until you can guarantee that your creations won't turn on the innocent humans they are meant to protect.

Trask looks to Government Agents #1 & 2 and nods. They stand and walk out of the room. The door closes behind them--

BOARD MEMBER #1

Spencer, you know how much of a gamble we took with this contract--

SMYTHE

(snappy)

Spare me the pillow talk!

BOARD MEMBER #2

(placating)

If the government backs out of this deal, we may not be able to recover. We don't have the Iron Man legacy to fall back on should anything go wrong.

SMYTHE

Nothing will go wrong! I have tested these robots myself, and their performance is flawless!

BOARD MEMBER #1

For the sake of the company, I hope you are right.

BOARD MEMBER #2

Perhaps we can record a field test for General Ross, show them how things operate and give them a more in depth look at the ins and outs of the robots?

SMYTHE

(annoyed)

Tonight, the Harlem warehouse. I will bring my own personal files to show.

INT. SMYTHE VENTS - CONTINUOUS

Black Cat huffs and flexes her claws, scratching the vents. She crawls through them.

BLACK CAT

(annoyed)

Paranoid. Of course this guy is paranoid.

INT. BIOLOGY CLASSROOM - AFTERNOON

Gwen sits at her lab station alone. She glances up at the clock; it reads **1:20**. Gwen is getting a little nervous.

GWEN

(reassuring herself)

He'll be here. He's just caught in traffic.

Miles Warren walks through the the door of the classroom.

MILES

Presentations in 10, everyone. Get your bathroom breaks out of the way now.

A few of the students walk out of the room, and Miles pushes through them toward Gwen.

Gwen eyes Miles; she knows what he is coming to say and she isn't happy about it.

MILES (CONT'D)

Miss Stacy.

GWEN

(icy)

Professor.

MILES

(looking up at the clock  
then back to Gwen)

Well, I just wanted to let you know  
that due to your partners absence,  
I've decided to extend the due date  
on this project--

PETER (O.C.)

Oh, there's no need for an  
extension, Professor.

Miles spins around and is shocked to see Peter standing  
behind him. Parts of Peter's hair sticks out at odd angles as  
he stands with a smile on his face.

PETER (CONT'D)

We finished the presentation a few  
days ago.

Peter walks over to sit down next to Gwen. Gwen grins at him  
and Peter winks back at her.

Miles is still shocked at seeing Peter on time. He looks like  
he's about to blow a fuse.

PETER (CONT'D)

(cheeky)

Though, I wouldn't say no to going  
last. Gwen?

GWEN

(amused)

Whenever is fine with me

Peter and Gwen look up at Miles expectantly. Miles stands  
still, still looking at Peter. Then, he turns and walks away.

Gwen and Peter look at each other for a second, then burst  
out into laughter.

INT. BLACK CAT'S APARTMENT - AFTERNOON

Black Cat walks through the balcony door of her apartment.  
The apartment is decorated with lavish furniture, priceless  
jewelry, a familiar flowery blue vase, the Rabbit In A  
Snowstorm painting, and a cork board.

On the cork board, there are 7 pictures. 6 are of different  
Smythe Warehouses, each have a red 'X' drawn on them. The  
last one is a picture of the Smythe Headquarters.

Black Cat looks at the picture, growls, then grabs a red marker and draws an 'X' on it.

She throws the marker away, then flumps down onto her luxurious couch.

BZZT! Black Cat pulls out her phone to see a message from an unknown number: 'HAVE YOU MADE ANY PROGRESS?'

Black Cat looks at her cork board and stares at the Harlem Smythe Warehouse. She then types: 'I HAVE A LEAD. I'LL BE IN TOUCH.'

INT. ESU CAFETERIA - AFTERNOON

Peter puts his phone away in his pocket as he enters through the door and holds it open for Gwen.

They walk over to the vending machine and wait in line.

GWEN

(happy)

I mean, that was an A+ presentation, right?

PETER

Probably.

GWEN

(playful)

Oh, come on Petey! Keep that chin up!

Gwen pinches Peter's chin and he deadpans her.

PETER

Easy for you to say, Warren loves you! I mean, he gave you the chance to ditch me and do the project on your own!

GWEN

Yeah, but then we wouldn't have the chance to prove him wrong! Didn't you see the look on his face when you actually showed up on time!?

(laughing)

Priceless!

(normal)

Besides, I couldn't have done a better presentation without you.



PETER  
 (sarcastic)  
 Sure, Gwendy. I'm sure the best in  
 the class would've had trouble with  
 one teeny tiny presentation.

GWEN  
 (teasing)  
 So, *Petey*, what's on your agenda  
 for today?

Peter glances up at one of the TVs in the Cafeteria. It is playing Bugle footage of Spider-Man swinging out of a burning building holding a woman in his arms.

PETER  
 (nonchalant)  
 Oh, you know, same old, same old.

Gwen follows Peter's gaze to the TV and then looks back at Peter eagerly.

GWEN  
 (fascinated)  
 What's it like? Being there when it  
 all goes down?

PETER  
 It's scary, but also kind of  
 exhilarating. To be honest, I don't  
 know how Spidey does it.

GWEN  
 Have you ever met him before?

PETER  
 I have.

Peter smirks and turns away from Gwen to step toward the vending machine. He makes a show of looking at all the items in the machine as Gwen crosses her arms and stares at Peter.

PETER (CONT'D)  
 Ooh, they finally restocked the  
 Cup-of-Noodles!  
 (to Gwen)  
 You want a beef or chicken Cup-of-  
 Noodles?

Silence.

PETER (CONT'D)  
 I'm feeling chicken--

GWEN  
Are you kidding me!?

PETER  
(feigning offense)  
What, I like chicken?

Gwen punches Peter on the shoulder.

GWEN  
(annoyed)  
You and your cliffhangers!  
(normal)  
And beef Cup-of-Noodles, please.

Peter buys the two snacks, and hands it to Gwen while holding back a grin. The two walk to the counter and full up their lunches with hot water.

GWEN (CONT'D)  
Oh come on! I'll probably never get to actually meet him! Just tell me what he's like at least!

Peter and Gwen walk to an empty table and sit. They start eating their Cup-of-Noodles

PETER  
Hey, you never know. Sometimes you run into people where you least expect them.

GWEN  
Yeah, but what are the odds I will actually run into Spider-Man?

PETER  
(dryly)  
This is New York we're talking about, I'm sure something will happen tomorrow and you'll get your chance to meet him.

GWEN  
Oh hell no! Remember when I tripped on that crack in the sidewalk?

PETER  
(confused)  
What crack?

GWEN  
Exactly! I'm not going anywhere near that stuff if I can help it!

PETER  
Can't argue with that.

Silence.

GWEN  
(expectant)  
So?

Peter gives a fake sigh, and nods. Gwen slurps her Cup-of-Noodles victoriously.

A HIGH-PITCHED PING! An Instagram notification: 'GUY IN THE CHAIR IS LIVE.' Peter clicks on it, and opens his phone.

EXT. MIT CAMPUS - AFTERNOON - PHONE POV

Ned runs toward a tree on campus. As he rounds the trunk, Michelle and Paul are sat against the tree, kissing.

NED (V.O. PHONE)  
(fake disgust)  
Ugh, look at these two! So  
inconsiderate of all us single  
people in the world!

Paul laughs and Michelle glares at Ned.

MICHELLE  
(warning)  
You're gonna wake up tomorrow and  
all your Legos will be missing.

PAUL  
Hey, those are my Legos too--

INT. ESU CAFETERIA - AFTERNOON

Peter presses the power button on his phone so hard that he cracks the screen. There's no trace of his previous happiness, just an emotionless mask.

GWEN  
(cautious)  
Peter?

Peter doesn't acknowledge Gwen. He just takes his bag, and stands up.

Gwen snatches his hand, trying to hold Peter in place. In doing so, she is nearly pulled out of her chair as Peter is too strong.

GWEN (CONT'D)

(concerned)

Look, I don't know what went down between you and your old friends, but you aren't alone. I am right here for you if you want to talk about it.

Peter looks at Gwen's hand, then he meets her eyes. They stare at each other for a moment, and Gwen lets go of Peter's hand. It's all on him now if he wants to leave or stay.

Peter drops Gwen's gaze and walks toward the exit of the Cafeteria with Gwen watching him sadly as he walks out the door.

RAND (O.C.)

Hey, where is Peter?

Gwen turns around to see RAND ROBERTSON (19), KENNY KONG (20), and CARLIE COOPER (19) setting their food and backpacks down so they could sit at the table.

GWEN

(sadly)

His boss called him in.

KENNY

(to Gwen)

Is this yours?

Gwen looks at Peter's abandoned Cup-of-Noodles and her face falls a little further.

GWEN

(amused and sad)

Go ahead, Kenny.

Kenny starts eating the last of Peter's Cup-of-Noodles.

CARLIE

What does Peter even do?

EXT. NYC STREETS - EVENING

Three MOTORCYCLES SPEED down the street with the POLICE hot on their tail. They weave through different cars until they turn onto the sidewalk and weave through civilians.

They turn left and FIRE their guns on the police cars.

THWIP! The guns are whipped out of the Motorcyclists hands!

CIVILIAN #2  
 (happy shout)  
 Spider-Man!

Spider-Man swings in and lands on the back of Motorcyclist #1, wraps him in webbing, and attaches him to a light post. He jumps off the motorcycle and it skids to a halt on the sidewalk.

Spider-Man swings past Motorcyclist #2 & #3 and attaches two lines of webbing to each motorcycle and yanks up.

Motorcyclist #2 & #3 fall backward as the motorcycles are pulled out from under them.

THWIP! THWIP! Motorcyclist #2 & #3 are webbed to the street. Spider-Man lands next to them and--

POLICE OFFICER #1  
 (shouting)  
 Hands up, Spider-Man!

Spider-Man stands up, turns around, and leaps away as the police try to cut Motorcyclist #2 & #3 free from the street.

EXT. NYC ALLEY - EVENING (LATER)

MUGGER #3 holds CIVILIAN #3 & #4 at gunpoint.

MUGGER #3  
 Wallet, purse, and phone, NOW!

CIVILIAN #3  
 (scared)  
 Okay, okay--

MUGGER #3  
 (angry)  
 You wanna die? Hurry u--

Spider-Man lands on top of Mugger #3 and Civilians #3 & #4 back away.

CIVILIAN #4  
 (relieved)  
 Thank you Spider--

CRACK! Civilians #3 & #4 watch in shock as Spider-Man stands over a bleeding KO'd Mugger #3.

Without another word, Spider-Man thwips off, leaving Civilians #3 & #4 in a state of shock.

EXT. NYC STREETS/CHRYSLER BUILDING - EVENING (LATER)

Spider-Man swings through the city, his movements very stiff and jerking. His lenses are angled and small as he growls with almost every swing.

Aggressively, Spider-Man launches himself up to the top of the CHRYSLER BUILDING.

He lands on one of the gargoyles and breathes. Hard and slow breaths, but the undercurrent of anger is still there. He clenches his fists and bends the metal beneath them.

Spider-Man pulls his phone out and opens it up to Ned's INSTAGRAM page. He clicks on the profile settings: "UNFOLLOW GUY IN THE CHAIR?" Spider-Man's thumb hovers over the button...but he still can't bring himself to press it.

CRACK! Spider-Man's phone screen cracks and he shoves it back into his suit pocket. Spider-Man's HEAVY BREATHS echo as he looks over New York City.

BLACK CAT (O.C.)  
Thought I'd find you here!

Black Cat is lowered down onto the gargoyle by her grappling hook. Spider-Man doesn't move, he just stares out at the city.

BLACK CAT (CONT'D)  
I have a new lead on our mystery dealer! You'll never guess who it--

Black Cat sees Spider-Man's posture and detaches her grappling hook so she can crouch down next to him.

BLACK CAT (CONT'D)  
(concerned)  
Spider? What's got your webs in a twist--

Spider-Man lifts up the bottom of his mask and kisses Black Cat. She is surprised, but quickly melts into it.

Spider-Man pulls away, lowers his mask, then looks back out into the city. Black Cat touches her lips, then looks at Spider-Man...conflicted?

SPIDER-MAN  
Sorry...I just--what were you saying? Who's our mystery dealer?

BLACK CAT  
 (slightly dazed)  
 Yeah...him.  
 (clear throat)  
 Our mystery dealer is Spencer  
 Smythe.

SPIDER-MAN  
 (surprised)  
 The CEO?

BLACK CAT  
 Yeah, there's a deal going on at  
 the Harlem Warehouse tonight. If we  
 can catch him in the act, we can  
 expose him.

Spider-Man jumps to his feet. He walks to Black Cat and wraps  
 his arms around her waist. Black Cat smiles

SPIDER-MAN  
 What are we waiting for?

This time, Spider-Man pulls Black Cat over the edge of the  
 Chrysler Building and the two plummet to the city. As Spider-  
 Man shifts around so that Black Cat is hugging his back, a  
 look of uncertainty washes over Black Cat's face.

They start swinging across the city. Spider-Man's movements  
 have regained some of his old flair and life, but he's still  
 lacking...something.

SPIDER-MAN (CONT'D)  
 When is this deal set to go down?

BLACK CAT  
 (teasing)  
 If you don't kick it into gear,  
 we'll miss it.

SPIDER-MAN  
 (amused)  
 You sure you can handle Spidey's  
 top gear?

BLACK CAT  
 Only one way to find out, Spider.

EXT. NYC STREETS/HARLEM SMYTHE WAREHOUSE ROOF - EVENING

Spider-Man and Black Cat land on the roof of the Harlem  
 Smythe Warehouse.

They peer into the skylight of the warehouse, then Black Cat looks at the vent and starts to climb in--

SPIDER-MAN

(sudden)

Hey, hey, wait a sec.

Spider-Man steps in front of Black Cat and leans toward the vent as Black Cat watches confused.

BLACK CAT

(confused)

What are you doing?

SPIDER-MAN

Oh, right, uh, so I have this sixth-spider-sense that goes off when there's danger. I've been trying to hone it to be more specific, but...

(disappointed)

Seems like no dice.

BLACK CAT

(amused)

Wait, so you knew I was there every time I snuck up on you, and you just let me do it? I must be slipping.

SPIDER-MAN

Actually, my Spider-Sense never tingled whenever you snuck up on me. You weren't a danger.

(realization)

I mean, you are dangerous, just not dangerous to me! I mean--

Black Cat turns around so her hair hides her conflicted expression from Spider-Man as she takes the lid off the vent.

BLACK CAT

Easy, Spider, I know what you mean.

(sincere)

You are right, I'm not dangerous to you.

Spider-Man takes Black Cat's hand and she lifts it up to see a tiny red SPIDER-TRACER.

BLACK CAT (CONT'D)

(sarcastic)

Thanks, you shouldn't have.



SPIDER-MAN

It's a Spider-Tracer. I figured we should split up and cover more ground. You have one, and I have one--

Spider-Man lifts up an identical Spider-Tracer.

SPIDER-MAN (CONT'D)

So, if one of us finds where the deal is going down, all we have to do is press the top button and we can find each other.

Black Cat stares at the Spider-Tracer for a moment, then pockets it. She sets the lid for the vent down on the ground.

BLACK CAT

Hope you're as quick as a cat.

SPIDER-MAN

As long as you're sneaky as a spider.

Black Cat lifts up Spider-Man's mask and kisses him again before climbing into the vent.

Spider-Man smiles, then lowers his mask down and sets off through the skylight.

INT. HARLEM SMYTHE WAREHOUSE - CONTINUOUS

Spider-Man climbs through the skylight of the Harlem Smythe Warehouse and crawls around. He sees various robots on the assembly line in different stages of assembly. There's very few workers left in the warehouse save for a few to manage the data.

Spider-Man spies an extra room to the left with a massive amount of power lines leading to it, so he crawls toward the vent above the entrance to the room--

INT. HARLEM SMYTHE WAREHOUSE VENT/HARLEM SMYTHE WAREHOUSE BACK ROOM - CONTINUOUS

Spider-Man crawls about two feet before he looks down at the dusty mess that is the vent system.

SPIDER-MAN

(to himself)

Jesus, I'm so glad I don't have a black suit for this!

(MORE)

SPIDER-MAN (CONT'D)

That would be a pain in the ass to wash! I mean, so is this, but at least it won't be as noticeable on red and blue.

Spider-Man continues crawling through the vents. Stopping periodically to look through the gaps.

SPIDER-MAN (CONT'D)

(sigh)

I don't have time to do laundry. I need to though, I'm running low on clean--

Spider-Man stops and peers through the gap in the vents. He sees SPENCER SMYTHE working at a desk next to a dormant GIANT SPIDER-SLAYER. Littered around the room is 6 Spider-Slayers.

SPIDER-MAN (CONT'D)

(curious)

Well, you're big. Who ordered you?

SMYTHE (O.S.)

(loudly)

No one ordered it!

Spider-Man flinches and hits his head on the top of the vent--  
-GONG!

SMYTHE (CONT'D)

(loudly)

Do you really think I wouldn't have any motion detectors set in place? I have been to the movies before!

SPIDER-MAN

(loudly)

Well, jokes on you then, cause I can't afford to go to the movies!

Spider-Man's lenses narrow , he rolls his head to the side, cringing at himself.

SMYTHE

(loudly)

Come out, Itsy Bitsy! Come out and speak to me to my face like a man!

SPIDER-MAN

(cheekily)

I don't suppose there's any way I could convince you to come up here and face me like a spider?

SMYTHE

(loudly)

You hide in the rafters and shadows  
just like you hide behind your  
mask!

Spider-Man opens the vent--THWIP! Spencer's hands are webbed to his desk! He lowers himself down from the vent, then swings over so he can hang upside down in front of Spencer.

SPIDER-MAN

I'm the one hiding in the shadows?  
What do you call all of this then?

SMYTHE

A suit of armor! A suit of armor  
around the innocents of the world!

SPIDER-MAN

(sarcastic)

Ah yes, altruism at it's finest! So long as everyone pays you for it, they are safe from the real monsters of the world, right?

SMYTHE

(proudly)

That's the job!

SPIDER-MAN

(astonished)

You really thought you'd get away with it, huh?

SMYTHE

(laughing)

Oh no, I knew you'd be here eventually to finish the job! I--

SPIDER-MAN

(surprise)

Finish the job? I'm being paid for this!? No one told me!

SMYTHE

(frustrated)

You can send others to do your dirty work, but I know--

SPIDER-MAN

I hope they remembered to add the hyphen between 'Spider' and 'Man' when they wrote the check! Everyone always forgets that!

SMYTHE

(sudden shouting)

I know you sent the Goblin after me!

Spider-Man drops from his web line and lands directly in front of Smythe. EEEE! The edge of Smythe's desk is smushed under Spider-Man's grasp.

SPIDER-MAN

(quiet anger)

What. Did. You. Say.

SMYTHE

(unperterbed)

I know you sent the Goblin after me. You couldn't handle the fact that my company was starting to beat Stark Tech!

SPIDER-MAN

(seething)

Couldn't handle!?

SMYTHE

Yes, everyone knows of how closely together you and Stark worked! You wanted the spotlight, and you couldn't handle the fact that my company was taking it!

(darkly)

You didn't summon those monsters on accident! You brought them here so you could reclaim your spot in the limelight! You are the cause of so many innocent and gifted people's deaths!

CRASH! Spider-Man rips off a chunk of the desk, then throws it away. He flips off of the desk to pace.

SPIDER-MAN

(furious)

You think I brought Goblin to our world on purpose!? You think I wanted that maniac to do any of the things he did!? I tried to cure him, and it cost me everything!

SMYTHE

(spiteful)

It's ironic; the Spider is caught in a web of his own making!

VRRM!

SPIDER-SENSE!

Spider-Slayers #1-5 jump from their stands and pounce after Spider-Man, as Spider-Slayer #6 cuts Smythe free from the webs.

Smythe frantically types away at his workstation as Spider-Man dodges, ducks, and weaves around Spider-Slayers #1-6 attacks all throughout the Warehouse.

Spider-Man activates his Spider-Tracer, and KICKS Spider-Slayers #1 & #2 into the wall! They SPARK and STRUGGLE to get out. He FLINGS loose crates at Spider-Slayers #3 & #4, knocking them to the ground!

Spider-Slayers #5 & #6 chase after Spider-Man as Spider-Slayers #3 & #4 regroup. They chase Spider-Man throughout the Warehouse--

SPIDER-SENSE!

Spider-Man jerks to the side to see the 18ft tall GIANT SPIDER SLAYER rise from the ground! Spencer's face is projected on the cockpit of the Giant Spider Slayer

In the second Spider-Man is distracted, Spider-Slayers #3-6 POUNCE on Spider-Man! They pin him to the wall--

SMYTHE (CONT'D)  
(booming and prideful)  
*This is a suit of armor!*

SPIDER-MAN  
(struggling)  
You can't even get the name right!  
(patronizing)  
That's a mech! Don't you watch any TV!?

SMYTHE  
You are mine, Spider-Man!

The Giant Spider Slayer aims it's LASER EMITTER at Spider-Man, glowing a deep red!

SPIDER-MAN  
Sorry, this is a little too rough  
and tumble for my tastes.

THWIP! Spider-Man shoots webs at the ceiling and pulls himself free from the Spider-Slayers pinning him! Spider-Slayer #3 still has a grip on him as he flies up!

SPIDER-MAN (CONT'D)  
 (to Spider-Slayer #3)  
 How many times do I have to tell  
 you; no means no!

Spider-Man grabs Spider-Slayer #3 and TEARS off it's tail! He stabs Spider-Slayer #3 in the chest. He jumps toward the Giant Spider Slayer, dodging its arm, and bashes his fist into the leg joints.

The Giant Spider Slayer creaks and wobbles under Spider-Man's strength, but before he can continue, Spider-Slayers #4-6 catch up to him!

SPIDER-MAN (CONT'D)  
 (angry)  
 Fine, you really want a chew toy!?

Spider-Man dives toward Spider-Slayers #4-6 and breaks through them! He caves in the chest plate of Spider-Slayer #4 with KICK, grabs the tail of Spider-Slayer #5 and throws it so hard at the Giant Spider Slayer that it SPLITS into pieces, and wraps a line of webbing around Spider-Slayer #6's neck and yanks until--POP! Spider-Slayer #6's head rolls onto the floor.

SPIDER-MAN (CONT'D)  
 (challenging)  
 Can't believe I thought those  
 things were cool! I've seen kids  
 toys more durable than these pieces  
 of plastic!

The Giant Spider Slayer takes aim again. Spider-Man notes that the metal cockpit is cracked, and uses his webs to launch himself at it!

INT. SMYTHE HARLEM WAREHOUSE - CONTINUOUS

CRASH! The Giant Spider Slayer bursts through the wall and into the main warehouse. It tramples over the workstations as Spider-Man pounds on the cracked cockpit with his fists.

The workers scramble and run away as the Giant Spider Slayer flails about, trying to shake Spider-Man off as Spider-Man continues his relentless assault!

SMYTHE  
 (howling)  
 GET! OFF! YOU! PEST!!!!

The Giant Spider Slayer runs full tilt at the wall, smashing Spider-Man through it--

EXT. NYC STREETS HARLEM - CONTINUOUS (NIGHT)

CRASH! The pair burst out into the street!

Spider-Man looks at the cracks on the cockpit, he's barely made any progress in breaking the cockpit open.

SPIDER-MAN

Spiders are arachnids! Why does no one remember that!?

(to himself)

I'm gonna need something bigger to get through that.

Spider-Man looks out into the city and spots the CONSTRUCTION SITE! He activates his Spider-Drone and leaps off the Giant Spider Slayer.

SPIDER-MAN (CONT'D)

(sarcastic)

Can't wait to see the headline J.J. comes up with tomorrow.

(to Smythe)

This was fun, when can we schedule another play date? Should I have my people call your people?

SMYTHE

(screaming)

You aren't going anywhere Wall Crawler!

Spider-Man swings across the streets of Harlem, trying to avoid super crowded streets as Spencer gives chase in the Giant Spider Slayer.

SPIDER-MAN

(shouting)

Sorry, but I just don't have time on my schedule for you tonight! Maybe I can pencil you in for tomorrow?

The Giant Spider Slayer RIPS a street light out of the ground and throws it at Spider-Man! Spider-Man catches it with his webs and throws it back at!

SPIDER-MAN (CONT'D)

No, that won't work, how 'bout next week? No, wait I have my Arachnid's Anonymous meeting. You aren't invited though, you understand, right?

PEW! The Giant Spider Slayer fires a laser after Spider-Man, who dodges, but it hits the corner of a building! Debris falls toward the sidewalk, threatening to CRUSH the CIVILIANS down below!

SPIDER-MAN (CONT'D)

NO!

Spider-Man diverts his swinging and DIVES down to swing the Civilians out of the way.

Spider-Man sets everyone down on the sidewalk.

SPIDER-MAN (CONT'D)

Everybody good!

SPIDER-SENSE! Spider-Man turns around to see the Giant Spider Slayer's hand come hurtling toward him and the Civilians!

Spider-Man pushes the Civilians out of the way, and gets sent flying up the street!

Spider-Man CRASHES into the wall of a building! SPIDER-SENSE! Another LASER comes hurtling toward him, and Spider-Man dodges! He uses his webs to contain the blast and keep the debris from falling to the street.

Spider-Man swings back out into the street, now sling-shotting himself forward and through--

INT. HARLEM CONSTRUCTION SITE - CONTINUOUS (NIGHT)

The construction beams and into the center of the Construction Site.

Spider-Man looks around.

SPIDER-MAN

(to himself)

Where are the metal Lincoln Logs?

SMYTHE

(screaming)

YOU THINK YOU CAN JUST GET AWAY!  
YOU CAN'T ESCAPE JUSTICE, SPIDER-MAN!

CRASH! The Giant Spider Slayer breaks through the Construction Site, bending the steel beams.



SPIDER-MAN

Hey, would you mind waiting just one second? I didn't think this far ahead.

Spencer fires his lasers at Spider-Man who swings around, dodging them as he searches for the construction beams.

SPIDER-MAN (CONT'D)

You won't? Dude, where are your manners? Didn't mommy ever tell you its rude to rush people?

SMYTHE

(deranged)

There is nowhere you can swing where I won't find you! I will chase you to the ends of the earth!

SPIDER-MAN

This is getting creepy. I need boundaries if we are gonna make this hero/villain relationship work!

Spider-Man finally spots the pile of CONSTRUCTION BEAMS. He lands and quickly snatches one up, then--CLANG! Spider-Man bashes the legs of the Giant Spider Slayer with the beam, buckling it.

Spider-Man stays underneath the Giant Spider Slayer and continuously pounds away at the legs, webbing a new construction beam to him when his original one starts to break.

The Giant Spider Slayer sparks as it moves around, trying to step on Spider-Man, but it's large size makes it unable to.

SMYTHE

HOLD STILL, BUG!

SPIDER-MAN

Tempting, but I'm gonna go with no.

SMYTHE

DO YOU EVER SHUT UP!

SPIDER-MAN

Sorry, this Spider didn't come with an off switch. Where's yours though?

Spider-Man smashes the construction beam into the leg of the Giant Spider Slayer, and the legs spark and catch fire!

SPIDER-MAN (CONT'D)

Uh oh!

Spider-Man leaps out from under the Giant Spider Slayer and lands on the Construction Site.

SPIDER-MAN (CONT'D)

(shouting)

Your mech, it's on fire! Power down!

The Giant Spider Slayer takes aim with its laser emitter at Spider-Man.

SPIDER-MAN (CONT'D)

Are you kidding right now!?

PEW! Spider-Man dodges the blast, then swings around. THWIP! He webs another construction beam to him, and shoots himself at the cockpit of the Giant Spider Slayer!

CLANG! Spider-Man punctures the cockpit with the construction beam! He whips it out to see the inside in FLAMES!

Spencer is surrounded by flames as he tries to keep it all together. Spider-Man reaches out his hand.

SPIDER-MAN (CONT'D)

(desperate)

Take my hand! This thing isn't going to last much longer!

Spencer looks up at Spider-Man, manic rage is the only thing driving him at this point. Instead of taking Spider-Man's hand, Spencer reaches behind his back and pulls out a HANDGUN!

BANG! Spider-Man dodges!

THWIP! Spencer is yanked out of the cockpit of the Giant Spider Slayer! Spider-Man swings them away as the Giant Spider Slayer EXPLODES behind them.

Spider-Man and Spencer land on the ground. The only sounds that can be heard in the city are the SIRENS of Police Cars and the FLAMES of the Giant Spider Slayer

SPENCER

AHHHH!

Spencer takes a swing at Spider-Man, but Spider-Man catches it and--THWIP! Webs Spencer to the ground. Spider-Man takes a notecard and pen out of his utility belt and starts scribbling.

SPENCER (CONT'D)  
 (whisper)  
 Do it.

Spider-Man jerks his head to the side to look at Spencer.

SPENCER (CONT'D)  
 (louder)  
 Go on, then! Finish the job!

Spider-Man crouches down and looks at Spencer. Spencer stares back at Spider-Man with nothing but contempt in his eyes. Spider-Man bows his head.

SPIDER-MAN  
 (sincere)  
 I'm sorry, Spencer.

Spider-Man leaves a his note on Spencer, and jumps away.

CLOSE UP ON THE NOTE:

"THIS MAN NEEDS HELP, PLEASE MAKE SURE HE GETS IT - YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN"

EXT. NYC HARLEM ROOFTOP - NIGHT

Spider-Man collects his Spider-Drone and sits on the rooftop. Then, his lenses furrow.

Spider-Man pulls out his Spider-Tracer and he opens up a panel on the underside and presses the button. A blue light flickers.

EXT. NYC HARLEM ROOFTOP - CONTINUOUS

Black Cat stands on a rooftop surveying the destruction from Spider-Man and Spencer's battle. She looks at the disassembled Spider-Tracer in one hand, then puts it away in her pocket. Then, she pulls out her phone and calls.

UNKNOWN VOICE (V.O. PHONE)  
 You got everything?

Black Cat pulls out the RED HARD DRIVE from earlier, and a new BLUE HARD DRIVE. She looks at the blue hard drive, before dropping it to the ground and SMASHING it!

BLACK CAT

I tried, but Smythe deleted all copies of the Spider Slayer designs.

UNKNOWN VOICE (V.O. PHONE)

(frustrated)

You were hired--

BLACK CAT

To distract Spider-Man and steal all the files Smythe had on the Anti Superhuman Robots. If you wanted someone who could resurrect deleted files, you should've hired a tech wizard! I did the job!

UNKNOWN VOICE (V.O. PHONE)

The Big Man won't be paying full price for those files.

BLACK CAT

The Big Man will pay the price we agreed on, or I will find someone else who will!

UNKNOWN VOICE (V.O. PHONE)

(warning)

Careful, kitty cat.

BLACK CAT

Or what?

UNKNOWN VOICE

You'll lose one of your 9 lives!

Black Cat scoffs and turns around. Then, she freezes. SPIDER-MAN, crouched as still as a statue on the edge of the rooftop, is staring at her.

Black Cat hangs up the phone.

Spider-Man's breathing can be heard, heavy and harsh. They hold the stare, neither knowing what words to even speak. Black Cat furrows her brow, then realizes -- *the Spider-Tracer!*

She reaches into her pocket and pulls out the disassembled Spider-Tracer. Spider-Man spots it, then, without a word, he leaps backward into the city.

Black Cat looks at the Spider-Tracer in her hand.

## BLACK CAT

Dammit!

INT. PETER PARKER'S APARTMENT - NIGHT

Spider-Man slides in through his window and as he shuts it, the glass cracks.

He rips off the mask, showing us the bruises on his face and the water in his eyes. Peter walks over to his sink, runs the water, and angrily splashes water on his face. He breathes hard, his emotions still running wild.

Peter strips off the rest of the suit, showing us the bruises on his chest and hands. He stiffly puts on his pajamas. He then takes the hard drive out of his Spider-Drone, then shoves it and the rest of his Spider-Gear into the closet with a SLAM!

Peter sits down at the table, puts his phone next to his laptop, and turns on his computer. He starts to edit his footage.

BZZZ! Peter glances at the phone, but does nothing.

BZZZ! Peter's expression starts to sour.

BZZZ! BZZZ! BZZZ! Peter grabs his phone and THROWS it at his door where it SHATTERS!

GWEN (O.C. BEHIND DOOR)  
(scared and fast)  
Oh thank God! Peter, is that you?

Peter just stares at the door.

GWEN (O.C. BEHIND DOOR) (CONT'D)  
(pleading)  
Peter, please open the door. One of your neighbors buzzed me in cause I said I have his pizza, and I don't have pizza and its gonna be really awkward and I really don't want to go get pizza. Just, please, let me in?

Peter takes a deep breath, walks toward the door and opens it.

The second the door opens, Gwen THROWS her arms around Peter!

Peter stands still, there's no surprise or shock in his posture, he's just...still.

Gwen squeezes him tightly.

GWEN (CONT'D)  
 (relieved)  
 I saw the fight on social media,  
 and it just--it looked so crazy! I  
 can't believe you were there--  
 (gasp)

Gwen has pulled back to see Peter's bruised face, then she spots his hands.

GWEN (CONT'D)  
 (shocked)  
 What...how did this--

PETER  
 (shortly)  
 I'm fine.

Peter steps out of Gwen's embrace and sits back down at the table.

GWEN  
 Bullshit!

Gwen closes the door to Peter's apartment, and walks to his refrigerator. She pulls out a pack of ice and walks back over to Peter.

Gwen tries to place it on Peter's face, but he pulls away. She tries to snatch his hands, but he whips them away as well.

GWEN (CONT'D)  
 (pleading)  
 Pete--

PETER  
 (abrupt and harsh)  
 Look, it's been a long day. I  
 really need to get this to Mr.  
 Jameson if I wanna be able to eat.  
 So, thanks for stopping by, but  
 maybe you should just go.

Gwen rears back as if she's been struck as Peter returns his gaze to his laptop.

However, instead of rage on her face, Gwen is sympathetic. A sense of resolve forms on her face as she sits down across from Peter at the table, and pulls out her phone.

Peter glances at Gwen as she scrolls on her phone. He stares at her, curious.

PETER (CONT'D)

What are you doing?

GWEN

I said I didn't want pizza. I'm in the mood for some larb, you?

Tears form in Peter's eyes, and he quickly turns back to face his computer. Gwen nods to herself, then lifts her phone to her ear.

INT. PETER PARKER'S APARTMENT - LATER

Gwen and Peter sit in silence at the table. Peter sags in his chair and leans heavily on the ice pack in his hand, struggling to stay awake. Gwen is sneaking glances at Peter the whole time, looking like she's ready to jump to his aid at any second.

KNOCK! KNOCK!

Gwen walks to the door and opens it. A DOORDASH MAN stands holding a bag of THAI TAKEOUT.

GWEN

Thanks.

DOORDASH MAN

Have a nice night!

GWEN

You too.

Gwen takes the bag, closes the door, and walks back to the table. She takes out both hers and Peter's meals, and gently takes the ice pack away from Peter.

GWEN (CONT'D)

(gently)

Come on, eat up.

Peter looks at the LARB in front of him, then back at Gwen. A faint smile forms on his face as he looks back down to his food and starts to eat.

INT. PETER PARKER'S APARTMENT - LATER

Gwen is cleaning up the empty takeout containers as Peter falls asleep at his laptop. She walks over to him and brushes his hair out of his eyes, breathing a sigh of relief.

Gwen looks at the laptop and sees that it is rendering the video, then looks back at a KO'd Peter.

GWEN

Come on, Petey, I'd say you've earned a good night's sleep.

Gwen leans Peter back in his chair and starts to drag him as quietly as possible to his bed.

INT. PETER PARKER'S APARTMENT - MORNING

An ALARM CLOCK blares! Peter groans and turns it off. He lifts himself up in his bed and looks around, confused and...sad.

Peter looks at his phone. A TEXT MESSAGE from Robbie Robertson. He opens it: 'HEY PETE, GOT THE FOOTAGE FROM THAT SPIDER-MAN FIGHT IN HARLEM. YOUR CHECK IS WAITING FOR YOU.'

Peter is confused again and looks at his laptop where he spots a NOTECARD on top. Peter walks toward it and looks at it: 'HEY PETE, YOU FELL ASLEEP AFTER WE ATE SO I SENT YOUR VIDEO TO PICKLE PUSS FOR YOU. SORRY I LEFT, I WOULD'VE STAYED, BUT I COULDN'T GET ANYONE TO COVER MY SHIFT AT JOE'S. THERE'S A PLACE CALLED THE SILVER SPOON OVER BY JOE'S THAT I USUALLY GET LUNCH AT, I HOPE YOU CAN MEET ME THERE! -- GWENDY

Peter stares at the note as a smile slowly forms on his face. He hops over to his CD Player and presses play.

MUSIC CUE: "Feeling Satisfied" by Boston.

Peter retrieves his Spider Suit and Spider Gear from the closet. He takes a sniff of the suit and recoils. It smells.

He puts on the suit anyway, and packs his clothes, wallet, and shoes into his backpack. Peter lifts his window up, puts on his mask, and leaps out the window!

EXT. NYC STREETS - DAY

Spider-Man swings out into the city. He has a new sense of life and energy to his movements as he traverses the city!



SPIDER-MAN  
 (delight)  
 Whoooooo hooooooo!

ZOOM OUT AND CHANGE PERSPECTIVE TO A PAIR OF BINOCULARS

They track Spider-Man as he dives, swings, and flips across the city.

EXT. NYC ROOFTOP - CONTINUOUS (DAY)

Black Cat lowers her binoculars, revealing the sad look on her face before she turns around and walks away.

EXT. NYC STREETS - CONTINUOUS (DAY)

Spider-Man shoots two web lines at the top of a stop light, yanks himself toward it, and launches himself off it!

Spider-Man flips through the air--SPIDER-SENSE!

CRASH! Up the street, BIG WHEEL breaks through the wall of a building and barrels into the street with a squad of police cars chasing after him!

SPIDER-MAN  
 (excited)  
 Holy crap, I totally called this!

Spider-Man activates his Spider-Drone and swings after Big Wheel!

SPIDER-MAN (CONT'D)  
 (to Spider-Drone)  
 Lets go for the record this time!

The Big Wheel tears down the street, weaving in and out of the traffic.

JACKSON  
 (to the Big Wheel Machine)  
 Oh, Sheila, I missed you. Don't ever leave me again!

An ALARM goes off on the console and Jackson groans.

SPIDER-MAN (O.C.)  
 (faux shock)  
 Whoa, her name is Big Wheel! Have you been cheating on someone here?

JACKSON  
 (annoyed)  
 Spider-Man!

Spider-Man swings in behind Jackson as Big Wheel's crane arms extend to keep Spider-Man at bay.

SPIDER-MAN  
 That's my name, don't wear it out!  
 But, what's your name, exactly?

Big Wheel's left crane grabs a car and it THROWS it into the sidewalk!

THWIP! Spider-Man catches the car with his webs, then swings back after Jackson, who has taken a left turn.

SPIDER-MAN (CONT'D)  
 (shouting)  
 Seriously, do I call you Big Wheel  
 or Weelie?

JACKSON  
 (angry)  
 Do you ever shut up!

SPIDER-MAN  
 (thoughtful)  
 You know, you are the second person  
 to ask me that.  
 (worried)  
 Am I...annoying?

Spider-Man swings ahead of Jackson and -- THWIP! THWIP!  
 THWIP! Spider-Man webs the street in front of Jackson.

Big Wheel starts to slow down as the webbing is ripped up into the mechanism by the treads, clogging it!

JACKSON  
 NO!

SPIDER-MAN (O.C.)  
 (happy)  
 I'm not?! Well, that's a relief!

Jackson looks up to see Spider-Man swinging directly for him! Big Wheel's right crane reaches for Spider-Man, but he drops from his webline and lands on the street. Spider-Man dodges the crane and lands on top of it.

THWIP! Jackson is yanked out of the cockpit and lands on the street wrapped in webs. Spider-Man leaps into the cockpit and deactivates Big Wheel.

Spider-Man leaps out of the cockpit and over Jackson, landing on the street behind him. He takes out his notecard and pen from his utility belt and starts scribbling before he pauses.

SPIDER-MAN (CONT'D)  
so, what do I call you? You know,  
for legal-ish purposes?

JACKSON  
(angry)  
I will get you for this!

SPIDER-MAN  
I really wanna stick with the  
classics, but I do value outside  
opinions. Especially if you want to  
make this a habit. I can't have my  
nemesis driving around with a lame  
made up name!

Jackson screams out.

SPIDER-MAN (CONT'D)  
(disappointed)  
You know, I'm starting to think you  
aren't cut out for nemesis status.  
Your banter needs work.

CAR DOORS SLAM! Spider-Man turns around to see Jean DeWolff and Stan Carter get out of a police car.

STAN  
(disbelief)  
This guy again?

Spider-Man lowers his head and crumples up his note card.

SPIDER-MAN  
(sad)  
Well that was a waste of a card.

JEAN  
(firm)  
We'll take him from here Spider-  
Man.

Spider-Man flips backward and lands on a light post.

SPIDER-MAN  
Fine by me, but do me a favor?

JEAN  
 (frustrated)  
 After what you pulled at the Harlem  
 Smythe Factory last night--

STAN  
 What do you need Spidey?

SPIDER-MAN  
 Get Big Wheel over here some improv  
 classes while he's in the slammer.  
 If he ever makes parole again after  
 this, I'd like some better back and  
 forth. Some real brain teasers to  
 keep things interesting!

JEAN  
 (sarcastic)  
 Yes, we take advice on how to treat  
 felons in prison from vigilantes  
 all the time!

Spider-Man gestures at the deactivated Big Wheel.

SPIDER-MAN  
 Well, what you guys did the first  
 time clearly didn't work. Who  
 knows, maybe he'll find his true  
 calling is on the stage and not  
 behind a rolling death machine!  
 (dramatic)  
 But what do I know? I'm just the  
 Friendly Neighborhood Spider-Man.

JACKSON  
 (angry)  
 Revenge will be mine Spider-Man!  
 Just you wait, the next Wheel will  
 be twice as deadly! With more than  
 enough arms to handle you!

Spider-Man gestures with both hands at Jackson and gives Jean  
 a deadpan stare.

Jean takes a deep breath and turns around to help Stan lift  
 Jackson off the ground.

JEAN  
 Stan, lets see if we can get Big  
 Wheel here a place at Ravencroft.

SPIDER-MAN

(happy)

That's the spirit! Well, I gotta swing. Always a pleasure officers!

Spider-Man salutes Jean, Stan, and Jackson and then leaps off the light post, swinging into the city!

JEAN

(grumble)

God, I hate him.

JACKSON

(hopeful)

Wanna team up?

Jean gives Jackson a deadpan stare, and Stan starts snickering.

JEAN

You have the right to remain silent.

EXT. NYC DAILY BUGLE SIDEWALK - DAY

Peter steps out from an alley onto the sidewalk, dressed in his streets and stuffing his mask into his backpack. He looks up at the Daily Bugle with a smile.

END MUSIC

INT. DAILY BUGLE - MOMENTS LATER (DAY)

Jonah and Robbie stand next to Glory's desk as other workers bustle about their day.

ROBBIE

Jonah, you have to see that Spider-Man didn't cause this!

JONAH

He trespassed on private property, flaunted his 'status' above the law, and lead that giant mech into a crowded street!

ROBBIE

Did we watch the same footage? Spider-Man left the scene, and Smythe chased after him! Besides, there's a bigger story here!

JONAH

Oh yeah? What's bigger than a man  
who answers to no one?

Robbie raises his hand and shows a red hard drive.

JONAH (CONT'D)

(skeptical)

That looks pretty small.

ROBBIE

An anonymous source dropped this  
off in my office last night. I went  
over the files inside and you  
wouldn't believe what Smythe  
Industries *and* the Government was  
cooking up!

Jonah looks at the drive conflicted.

ROBBIE (CONT'D)

(insistent)

There's more to this story than  
Spider-Man coming across a random  
criminal or maniac on the street  
and you know it, Jonah.

JONAH

(loud)

Fine, I'll hold the Spider-Man  
coverage!

PETER (O.C.)

(surprise)

Wait, Glory, are my ears on right?

Peter walks up to Glory's desk with a smirk. Glory and Robbie  
smile at Peter as Jonah straightens his back.

Peter leans down in front of Glory and turns his head from  
side to side, making a show of showing her his ears. Glory  
plays along.

GLORY

Looks like everything's in order.

Glory reaches up to touch her own ears.

GLORY (CONT'D)

(faux concern)

What about me? I think I feel a  
little loose?

Peter looks at her ears. Robbie laughs, but covers his mouth quickly as Jonah whips to face him.

PETER

Nope, everythings in order.  
 (to Jonah)  
 So, why are you sheathing your  
 pitchfork, boss?

JONAH

(clearing throat)  
 Well, uh, some--new developments in  
 the case--along with your footage,  
 and uh...

PETER

(helpful)  
 You realized Spider-Man may not be  
 at fault for this?

JONAH

(shouting)  
 Putting words into others mouths,  
 eh, Parker!? Count yourself lucky  
 you're just a videographer and  
 you're not a reporter! You wouldn't  
 last 2.6 seconds in this business!  
 Luckily, that's why *I* am here!

With that, Jonah storms off to the news set.

PETER

(to Robbie and Glory)  
 Did I win that? I feel like I won  
 that.

ROBBIE

(amused)  
 Easy Pete, you can only poke the  
 bear so much before it decides to  
 maul you.

PETER

(holding back laughter)  
 I'll keep that in mind, sir.

ROBBIE

I heard there was another scuffle  
 between Spider-Man and...Big Wheel?

PETER

Yeah, I got the whole thing on  
 video. Footage won't be ready until  
 later though.

Robbie shrugs.

ROBBIE  
Your health is more important than  
a 5 minute long video, Peter.

Peter touches his bruised face and looks away.

PETER  
(grateful)  
I'll keep that in mind, sir.

Robbie places a hand on Peter's shoulder and gives him a smile--that Peter returns--before walking off into the Daily Bugle.

PETER (CONT'D)  
(to Glory)  
So, I was told you had present for  
me?

Glory grabs an envelope from her desk and hands it over to Peter.

GLORY  
Off to run your last minute errands  
again, or did you manage to  
actually be on time for once?

PETER  
(laughing)  
Time does seem to be on my side for  
once.

GLORY  
Well, if that's the case, I managed  
to pull a few strings and open up a  
lunch slot for you.

PETER  
(apologetic)  
I appreciate that Glory, really!

GLORY  
But...

PETER  
The old Parker Luck strikes again.

GLORY  
(amused)  
You have your own luck?



PETER

Everyone does. Anyway, I don't have anything planned tomorrow, so, you think those strings are strong enough to hold 'till then?

Glory smiles.

GLORY

Of course, Pete. You're part of the Bugle Family here.

PETER

Nice to be a part of a family again. See you tomorrow!

GLORY

See you then!

Peter walks away from Glory and toward the elevator with a smile on his face.

INT. SILVER SPOON - AFTERNOON

Gwen sits in a corner booth, facing the door. A bucket of fries and two glasses of water are in front of her. Gwen nervously munches on the fries. Her eyes dart to the front door every few seconds.

Gwen pulls out her phone. Her home screen reads: **11:59 AM**. She looks at Peter's contact. Her thumb hovers over his it. She shakes her head.

GWEN

(resolute)

He'll be here.

JINGLE! Gwen looks to the door and in walks Peter. Gwen looks back at her phone: **12:00 PM**. She's astonished!

Peter spots Gwen, then slides into the booth across from her with his back to the door.

Peter smiles. So does Gwen.

GWEN (CONT'D)

Who are you?

PETER

(confused)

What?

GWEN  
 (dramatic)  
 Showing up on time to something?  
 Are you really Peter Parker, or  
 have you been body snatched?

PETER  
 (laughing)  
 I guess showing up on time is a  
 little unusual for me.

GWEN  
 (amused)  
 A little?

PETER  
 Okay, a lot.

Silence. Peter and Gwen both look away from each other as they prepare to speak.

|   |  |
|---|--|
| <p>GWEN<br/>         I just wanted to say--</p> | <p>PETER (CONT'D)<br/>         There's something I need to--</p> |
|---|--|

Break.

PETER (CONT'D)  
 Can I go first?

Gwen nods.

PETER (CONT'D)  
 (deep breath)  
 For the past year, I've been on my  
 own. And, even though I chose to  
 give it up, I've been...clinging to  
 a life that I--  
 (voice crack)  
 That I'm never going to get back.  
 I-I know I'm not the easiest person  
 to deal with, so, I just wanted to  
 say thank you.

Gwen leans forward and takes Peter's hand.

GWEN  
 After all the hoops I had to jump  
 through to get you to talk to me  
 that first day of class, you really  
 think I was just gonna let you slip  
 away?

Peter smiles again, wider this time.

JINGLE! Gwen looks at the door again. She bounces in her chair and waves!

GWEN (CONT'D)  
 (to friends)  
 Guys! Over here!

Gwen stands from the table and drags Peter up with her to meet Rand Robertson, Kenny Kong, and Carlie Cooper.

GWEN (CONT'D)  
 Pete, this is Rand, Kenny, and Carlie. Guys, this is--

KENNY  
 (eager)  
 You're Peter Parker, the guy who takes videos of Spider-Man!

Kenny steps forward and shakes Peter's hand vigorously.

PETER  
 Yeah, that's my job.

KENNY  
 What's that like?

CARLIE  
 (scolding)  
 Kenny! Let the guy breathe!  
 (to Peter)  
 It's lovely to meet you, Peter.

Peter shakes Carlie's hand.

PETER  
 Thanks, you too!

RAND  
 So, you are the elusive Peter Parker Gwen and my dad keep talking about. For a bit there, I thought you were just avoiding us.

Peter shakes Rand's hand. For a moment, he is confused, then-

PETER  
 (realization)  
 You're Robbie's son! I thought I recognized you!

RAND  
 Yeah, my dad talks about you a lot.

PETER  
All good things?

RAND  
He says you drive Jonah crazy,  
so...

Rand smiles at Peter, which Peter reciprocates.

RAND (CONT'D)  
He also says you are notoriously  
late.

PETER  
(chuckle)  
Yeah, my, uh work/life balance is  
kind of terrible. I'm also looking  
for a new place to live.

GWEN  
(alarm)  
What's wrong with you're old one?

PETER  
I've been having some trouble with  
some...visitors recently. Plus, I  
could use a place closer to campus  
and the Bugle.

RAND  
Yeah, I get that. The neighborhood  
I'm in isn't the best either, but  
it was the best I could afford. My  
dad's been helping me look for a  
place closer to campus too.

GWEN  
Why don't you guys look together?

Peter and Rand look at Gwen, then at each other.

PETER  
Would be nice to split rent.

RAND  
That would help with the apartment  
hunting...

GURGLE! Everyone looks at Kenny, who covers his stomach.

PETER  
How 'bout I grab us some fries and  
some drinks? My treat.

CARLIE

Oh, Peter, you don't have to--

PETER

Hey, it's the least I can do after accidentally avoiding all of you for the semester.

KENNY

Cool job and he's giving me free food?

(to Gwen)

You sure you weren't hogging him to yourself all semester!?

GWEN

Well, I did find him first.

Peter laughs and starts to walk to the kiosk.

PETER

Drink orders?

RAND

Dr. Pepper, please.

CARLIE

Just water for me, thanks.

KENNY

A large Baja Blast!

GWEN

I'll come with you, Petey. Help you with the drinks.

Peter and Gwen walk to the kiosk. They place their order, pay, and collect their cups. They walk to the Fountain Machine and start to fill them.

A HIGH PITCHED PING! Peter pulls out his phone: 'GUY IN THE CHAIR HAS POSTED TO THEIR STORY'

Gwen looks at Peter with alarm, but Peter is calm. He takes a deep breath, and opens Instagram.

We see a picture of Ned, Michelle, and Paul standing happily together around a fully built LEGO STAR DESTROYER captioned: 'JUST TWO DORKS AND AN MJ WITH THEIR LEGO MASTERPIECE!'

Peter taps on Ned's account and goes to profile settings: 'UNFOLLOW GUY IN THE CHAIR?' Peter unfollows Ned, and takes a deep breath.

He turns to look at Rand, Carlie, and Kenny. They are talking to each other out of ear reach and laughing. Peter smiles.

Then, he looks at Gwen. She is smiling proudly at him, and for the first time since he left Michelle and Ned, Peter truly smiles back. Happy to start a future that is untethered by his past.

Peter pulls Gwen into a fierce hug, surprising her but she quickly wraps her arms around him.

PETER  
(whisper)  
Thank you.

Music Cue: "Don't Look Back" by Boston.

Peter and Gwen pull apart, smiling. They fill the drinks up and carry them back to their table.

Out of ear reach, the group of five talk, laugh, and drink. Peter Parker has been born anew.

END.

POST CREDITS

INT. SKYSCRAPER OFFICE - DAY

An office with floor to ceiling windows. A punching bag hangs in the corner next to a pool table. A painting hangs opposite to the pool table and a desk stands in the back of the room.

Next to the desk, a towering man, L. THOMPSON LINCOLN (Tombstone) (42) gazes out of the window. His albino white skin stands in stark contrast to his clean black suit.

Behind Lincoln, the door opens. It's MAC GARGAN (33). His clothes are disheveled, and there's a little bit of blood on his chin and shirt. He walks over to the punching bag and gives it a few ferocious punches.

LINCOLN  
(annoyed)  
You're late.

MAC  
(shrugging)  
I was busy.

Mac continues punching. Lincoln walks over to the pool table and watches Mac with a cold patience. Slowly, Mac stops, and diverts his attention to Lincoln.

MAC (CONT'D)  
I was told you wanted to talk, but  
thats it. So, what's the big hush  
hush deal?

Lincoln pulls a remote out of his pocket and presses a button. The painting on the wall rises and opens to show a secret room.

INT. SKYSCRAPER OFFICE SECRET ROOM - CONTINUOUS

A green and yellow exosuit with a large tail stands in a display case.

LINCOLN (O.S.)  
Smythe had the right idea with the  
his little Spider-Slayers. But he  
was missing one important  
component.

INT. SKYSCRAPER OFFICE - CONTINUOUS

Mac looks at the suit with a morbid fascination and glee.

MAC

Tombstone, I like the way you  
think.

THE END