

SERENITY NOW

Written by

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OVER SONY LOGO:

NY1 REPORTER (V.O.)

We come to you now with revelations about last week's attack in London. An anonymous source provided this video. It shows Quentin Beck, aka Mysterio, moments before his death. Warning: you may find this video disturbing.

OVER COLUMBIA LOGO:

QUENTIN BECK (V.O.)

I managed to send the Elemental back through the dimensional rift, but I don't think I'm gonna make it off this bridge alive. Spider-Man attacked me for some reason. He has an army of weaponized drones, Stark technology. He's saying he's the only one who's gonna be the new Iron Man, no one else.

E.D.I.T.H. (V.O.)

Are you sure you want to commence the drone attack? There will be significant casualties.

SPIDER-MAN (V.O.)

Do it! Execute them all!

DRONES FIRE! EXPLOSIONS from the Tower Bridge.

OVER MARVEL LOGO:

NY1 REPORTER (V.O.)

This shocking video was released earlier today on the controversial news website *TheDailyBugle.net*.

J. JONAH JAMESON (V.O.)

There you have it, folks: conclusive proof that Spider-Man was responsible for the brutal murder of Mysterio! An inter-dimensional warrior who gave his life to protect our planet, and who will no doubt go down in history as the greatest superhero of all time. But that's not all, folks. Here's the real blockbuster. Brace yourselves, you might wanna sit down.

QUENTIN BECK (V.O.)
 Spider-Man's real... Spider-Man's
 real name is...

A DISTORTED SOUND VORTEX, then--

EXT. MADISON SQUARE GARDEN - DAY

The last moments of Quentin Beck's broadcast from the end of
FAR FROM HOME.

QUENTIN BECK (CONT'D)
 Spider-Man's name is Peter Parker!

Peter Parker's SCHOOL PHOTO appears on the jumbo-screen.

SPIDER-MAN
 What the f--!

SPIDER-MAN, crouched on the streetlamp, watches J. JONAH
 JAMESON on the jumbo-screen.

J. JONAH JAMESON (ON SCREEN)
 That's right, folks. Peter Parker.
 A 17-year-old high school
 delinquent harboring a homicidal
 hunger is in fact the vile
 vigilante villain Spider-Man.

BYSTANDERS look up at Spider-Man with new eyes... then turn
 to MJ standing on the sidewalk.

BYSTANDER #1 (O.S.)
 (re: MJ)
 She knows him.

BYSTANDER #2
 (to MJ)
 Are you Spider-Man's girlfriend?

BYSTANDER #1 (O.S.)
 They swung in together.

BYSTANDER #2
 (pushy)
 Are you Spider-Man's girlfriend?

People close in on MJ. Spider-Man quickly jumps down to
 protect her.

BYSTANDER #1 (O.S.)
 Whoa, it's him!

SPIDER-MAN

Whoa whoa whoa. Please don't touch her.

BYSTANDER #3

You're just a kid?

BYSTANDER #4

You murdered Mysterio?

(to MJ)

You helped him murder Mysterio?

SPIDER-MAN

Uh... no, I didn't--

Bystander #4 reaches for Spider-Man's mask.

BYSTANDER #4

Come on kid, let me see that face.

Spider-Man swats her hand away.

BYSTANDER #4 (CONT'D)

He hit me! Spider-Man hit me!

The others react: *whoa!* Everyone FILMS ON THEIR PHONES as she holds up her arm.

BYSTANDER #4 (CONT'D)

He hit me! Spider-Man hit me!

A crowd forms, closing in... Spider-Man grabs MJ and WEBS OFF! A MAN jumps after, trying to seize them, but misses.

EXT. NYC STREETS/QUEENSBOROUGH BRIDGE - MOMENTS LATER (DAY)

Spider-Man, clutching MJ, SWINGS frantically.

J. JONAH JAMESON (V.O.)

All this time, people looked up to this boy and called him a hero.

Well I'll tell you what I call him: Public Enemy #1.

MJ holds tight to Spider-Man.

MJ

I told you I never wanted to do this ever again!

Her hands cover part of his mask.

SPIDER-MAN
 MJ, I'm so sorry, but I can't see
 anything with your hand in my--

MJ
 I'm sorry. Sorry...

They swing past another jumbo-screen. It features half of Peter's face and half of Spider-Man's mask under the words: "PUBLIC ENEMY #1."

MJ (CONT'D)
 Okay, where are we gonna go?

SPIDER-MAN
 I don't know! Your house?!

MJ
 No, no! We cannot go to my house,
 my dad will kill you!

SPIDER-MAN
 What? I thought you said your dad
 really liked me?

MJ
 Yeah, well not anymore!

Spider-Man and MJ LAND on top of the Queensborough Bridge.
 Spider-Man's phone VIBRATES! He answers--

SPIDER-MAN
 (into phone)
 DUDE!

NED appears on Spider-Man's phone.

NED (ON PHONE)
 DUDE!

SPIDER-MAN
 DUDE!

NED (ON PHONE)
 DUDE!

SPIDER-MAN
 DUDE!

NED (ON PHONE)
 DUUUUDE!

MJ
 (to Spider-Man)
 DUDE!

Spider-Man has left MJ STANDING PRECARIOUSLY ATOP THE BRIDGE!

SPIDER-MAN
 Ah, I'm so sorry. Are you okay?

MJ
 No, not really. Uh...

GONDOLA PASSENGER (O.S.)
 Yo, Peter!

Spider-Man and MJ turn to see--

The EYES OF THE WHOLE CITY are on them: CROWDS on the Roosevelt Gondola FILM THEM WITH PHONES. PEOPLE point from balconies and high-rise windows.

ROAR! A NEWS HELICOPTER flies up to them! Suddenly joined by ANOTHER ONE!

MJ
 We should go. We should go, come on!

SPIDER-MAN
 But you said you don't want to swing.

MJ
 Swing me. You should just swing me, yeah!

SPIDER-MAN
 Okay, we can take the subway.

Spider-Man grabs MJ and... DIVES off the bridge! MJ SCREAMS.

BELOW: FLASH strolls along the sidewalk, staring at his phone.

ANGLE ON HIS PHONE SCREEN: *The Daily Bugle* official TikTok shows the half Spider-Man, half Peter Parker photo.

FLASH
 No!

Flash gawks at it in disbelief, totally oblivious as--

Spider-Man and MJ PLUMMET into view behind him... Spider-Man WEBBING a grate in the sidewalk... YANKING it up... DROPPING them through the hole and... SLAMMING it closed behind them!

INT. TRAIN TUNNEL - CONTINUOUS (DAY)

Clutching MJ, Spider-Man SWINGS through the tunnels until--

MJ

Look out!

A train coming right at them! VVWHOOM! Spider-Man STEERS them into a different tunnel just in time!

EXT. QUEENS STREET - LATER (DAY)

A manhole cover slides open. Spider-Man emerges, stopping to help a rattled MJ climb out.

MJ

That was so much worse! But it's okay.

SPIDER-MAN

Are you okay?

MJ

Yeah, yeah... I'm okay.

Spider-Man WEBS the manhole shut, then gestures for MJ to hop back on.

SPIDER-MAN

Come on, come on, come on! Okay...

MJ jumps into Peter's arms. As they swing off again--

SPIDER-MAN (CONT'D)

I'm so sorry!

EXT. PETER & MAY'S APARTMENT BUILDING - LATER (DAY)

Still carrying MJ, Spider-Man swings and lands outside his bedroom window. An unsteady MJ lifts the glass as Spider-Man hoists her up.

SPIDER-MAN

I'm sorry!

INT. PETER & MAY'S APARTMENT - LIVING ROOM - SAME TIME (DAY)

HAPPY stands just outside the door to the apartment. His eyes are red and puffy. As MAY goes to shut the door--

HAPPY

I just feel so dumb. I didn't realize you were... miserable.

MAY

No, it was really fun. You know, that's why they call it a "fling." And we flung.

HAPPY

It was fun. I could've been more fun. I can be fun.

MAY

We'll hang out again.

HAPPY

Wait. When do you think?

A CRASH. From Peter's bedroom. May and Happy turn to it. Happy goes into security mode, walking back into the apartment, headed towards Peter's room. May rolls her eyes, thinking he's making excuses to stay.

HAPPY (CONT'D)

I should see what that is.

MAY

No. No no no no, Happy--

HAPPY

It's what I do.

MAY

He's always coming and going. It's not--

HAPPY

Peter?

MJ (O.S.)

Peter!

PETER (O.S.)

Uh... oh no!

MJ (O.S.)

Oh God. Peter!

PETER (O.S.)
I don't know what to do! Ah!

MJ (O.S.)
Peter, Peter!

As Happy SHOVES open the door--

INT. PETER & MAY'S APARTMENT - PETER'S ROOM - CONT. (DAY)

Peter stands in front of MJ, in the act of taking off his suit. Both are startled and look guilty. All signs point to an interrupted romantic moment.

MJ Oh, I can-- PETER Oh my God! Um...

HAPPY
(covering his eyes)
I didn't see anything.

PETER
This isn't what it looks like!

May goes to shut the door--

MAY
I'm so sorry. Practice safe--

PETER
No no no, May, this is not what it
looks like! May!

Then May turns back around and realizes--

MAY
Oh, hey! You must be MJ.

MJ
Yeah, sorry. Nice to meet you.

MAY
So nice to meet you.

As May and MJ shake hands, Peter notices Happy's face.

PETER
Wait, have you been crying?

HAPPY
We broke up.

PETER
Oh.

QUEENS RESIDENT #1 (O.S.)
Hey, Spider-Man!

PETER
(panicking)
Oh! Uh--

Peter quickly webs the blinds shut. MJ hands him a T-shirt.

PETER (CONT'D)
(to MJ)
Thank you.
(to May)
I didn't know you guys broke up. I
thought you were in love, May.

MAY
No, it was a moment in time.

Peter rushes May out of his room.

PETER
Can we talk about this in the
kitchen?

HAPPY
You know I should probably leave.
I think...

INT. PETER & MAY'S APT. - HALLWAY/LIVING ROOM - CONT. (DAY)

Peter and May move down the hallway.

PETER
I, uh... I thought you guys were
such a handsome couple.

MAY
(whispering)
You know it's really about
boundaries.

PETER
Oh, okay.

BUZZ! The building's front door!

MAY
Let me answer the door.

PETER

Oh, hang on. Let's go in here.

Peter steers May to the living room.

HAPPY

Is that the door?

NOSEY NEIGHBOR

(peering in)

Hey, is it true?

HAPPY

I was gonna go, but--

MJ hurries to shut the door on a NOSEY NEIGHBOR.

MJ

Not now!

HAPPY

--I'll stick around if you want.

The Neighbor KNOCKS:

NOSEY NEIGHBOR (O.S.)

Open up!

Peter sits May down.

MAY

(whispering)

I didn't know you were so awkward about sex, Peter.

PETER

This has nothing to do with sex!

MJ runs to shut one of the living room blinds while... BUZZ-BUZZ! The front door rings again.

HAPPY

Look, I'm really feeling like I shouldn't be part of this conversation. I should go, but if you wanna go over it again, I mean, I'm--

COMMOTION from outside the building.

HAPPY (CONT'D)

What's that sound?

PETER

Uh...

Peter rushes to the remaining windows, shutting the blinds.

QUEENS RESIDENT #2 (O.S.)

Hey, Spider-Man!

PETER

(sotto)

Oh my God...

HAPPY

(to May)

I don't know what to do here. I...
I mean, I'm happy to rehash it if
you want to. But I just don't--

MAY

No, you take care of your side of
the street and I'll take care of
mine.

The COMMOTION outside continues to build, as Peter reaches to close the last blind.

PETER

I just want to tal--

The blind POPS OPEN. Peter goes back, webs it shut, as-- RING RING! Happy and May's phones light up with messages and calls.

MAY

What is happening with my phone?
Mine is blowing up...

PETER

Okay--

Peter frantically grabs their phones.

PETER (CONT'D)

Will you get off your phones for,
like, five minutes?! I just want
to talk to you about your
relationship. Okay?!

MJ

Peter?

MJ points to the TV.

PETER

What?

Peter, May, and Happy turn towards the TV. The local news is live with helicopter footage of the outside of the apartment. The lower third graphic reads: "SPIDER-MAN'S IDENTITY REVEALED."

MAY

(gasps)

Is that--

HAPPY

Is that here?

PETER

Um...

The distraction is over. Peter sighs, slumps over, and pulls up the blind TO REVEAL...

INSANITY. HELICOPTERS. PEOPLE gathered on the streets and nearby rooftops, calling out Peter's name.

May and Happy join Peter at the window. Looking out at the chaos. Mouths agape.

PETER (CONT'D)

I mean, maybe it's not such a big deal?

SMASH TO:

NEWS BROADCAST: INT. DAILY BUGLE.NET NEWS DESK - DAY

J. JONAH JAMESON (V.O.)

SPIDER-MENACE!

CLOSE ON a "WANTED FOR MURDER" sign with Peter's alarmed face. Over that, someone has given Peter devil's horns and graffitied in bright red ink: "CRIMINAL!"

FLASH! The image turns black -- a photo-negative -- and slides towards the upper righthand corner of the screen to reveal J. Jonah Jameson at *TheDailyBugle.net* news desk.

J. JONAH JAMESON

Governments around the world launch investigations into the murderer known as Spider-Man!

The onscreen graphic changes to Peter's school photo next to a pair of handcuffs and a headstone that reads: "MYSTERIO."

J. JONAH JAMESON (CONT'D)
 A.k.a Peter Parker! A.k.a. The
 Web-Headed War Criminal--

PULL WIDE to reveal Jameson's "news desk" is a cheap digital backdrop in a cluttered, conspiracy theorist's apartment.

J. JONAH JAMESON (CONT'D)
 --Who for years has been
 terrorizing the decent citizens of
 New York.

FLASH TO various newspaper and magazine covers:

-- *THE NEW YORK DAILY NEWS*: The school photos of Peter, MJ, and Ned have been photoshopped into mug shots under a headline that reads, "TRIO OF TERROR: PARKER'S CRONIES REVEALED!"

-- *TIME MAGAZINE*: An illustration of Spider-Man as a crying baby in a diaper under a headline that reads, "IRON MAN JR? HOW DID A RECKLESS TEENAGER BECOME TONY STARK'S HEIR APPARENT?"

-- *IN-TOUCH WEEKLY*: Half of Spider-Man's mask over half of Peter Parker's face. The headline reads, "WORLD EXCLUSIVE! TWO FACED -- HOW PARKER MAINTAINED HIS DUPLICITOUS DOUBLE LIFE AND WHY HE CAN'T BE TRUSTED."

J. JONAH JAMESON (CONT'D)
 Well now this city, and the world,
 see him for what he truly is!

AMATEUR PHONE CAMERA FOOTAGE of Spider-Man being doused with green paint as someone yells:

MYSTERIO FANATIC (O.S.)
 Murderer! Mysterio forever!

NEWS BROADCAST: INT. BRITISH NEWS DESK - DAY

A BRITISH ANCHOR sits behind a news desk, mid-broadcast.

BRITISH ANCHOR
 New details from last week's
 devastating attack in London have
 emerged.

FOOTAGE of the Tower Bridge attack from *FAR FROM HOME*. The lower third graphic reads, "BREAKING NEWS: LONDON ATTACK."

EXT. PETER & MAY'S APARTMENT BUILDING - NIGHT

NEWS VANS. CROWDS OF PEOPLE outside Peter's home, holding signs and chanting.

BRITISH ANCHOR (V.O.)
For more, we go now to Joint
Intelligence headquarters.

INT. PETER & MAY'S APARTMENT - NIGHT

Peter and May are watching the NEWS, still in shock.

IRISH REPORTER (V.O.)
Authorities, just a short while ago,
confirmed--

NEWS BROADCAST: INT. WAREHOUSE - DAY

AUTHORITIES sift through hundreds of broken Stark drones, each sectioned off as evidence in taped-off quadrants.

IRISH REPORTER (V.O.)
--That the deadly drones used in
the London attack were designed by
Stark Industries.

INT. PETER & MAY'S APARTMENT - NIGHT

A loud KNOCK at the front door.

STERN VOICE (O.S.)
Federal agents! Open up!

MAY
Federal agents?
(to Peter)
You stay here!

May opens the door to a group of DAMAGE CONTROL AGENTS, led by AGENT CLEARY.

AGENT CLEARY
Department of Damage Control. We
have a warrant for the arrest of
Peter Parker.

MAY
You know the Fourth Amendment?

AGENT CLEARY

Sure.

MAY

"Unreasonable search and seizure?"

AGENT CLEARY

Get in here guys. Let's go!

MAY

You are not getting in this house!

As DoDC Agents push past May--

FLASH! Agents photograph evidence inside the apartment:

-- A framed photo of Ned and MJ at the school dance in *HOME COMING*.

-- The Iron Spider Suit charging chamber, next to a sign that reads: "Iron Spider Charging, DO NOT UNPLUG."

-- The glasses Tony left to Peter in *FAR FROM HOME*.

INT. DAMAGE CONTROL - INTERROGATION ROOM #1 - LATER (NIGHT)

Agent Cleary interrogates Peter.

PETER

I didn't kill Quentin Beck, the drones did.

AGENT CLEARY

The drones that are yours.

PETER

No! Well look-- Nick Fury was there the entire time. Just ask him and he can explain everything.

AGENT CLEARY

Nick Fury has been off-planet for the last year.

PETER

(totally confused)
What?

MJ (O.S.)

Peter!

Just outside the glass walls of the interrogation room, DoDC AGENTS bring in May, MJ, and Ned for questioning.

PETER

MJ!

(to Agent Cleary)

Ah, they have nothing to do with this, sir!

MAY/MJ

Don't say anything without a lawyer!

INT. DAMAGE CONTROL - INTERROGATION ROOM #2 - LATER (NIGHT)

MJ is interrogated.

MJ

I want a lawyer.

AGENT CLEARY

Miss Jones-Watson--

MJ

Jones. I don't go by Watson.

AGENT CLEARY

Miss Jones, why do you want a lawyer if--

MJ

"If I have nothing to hide?"

AGENT CLEARY

Exactly. Unless--

MJ

"I'm actually guilty of something?"
I'm very aware of your tactics and my rights.

AGENT CLEARY

Just answer my questions. I've seen your file. You're a smart, young woman with a bright future ahead of her. Why would you risk it all by getting involved with a vigilante like Peter Parker?

INT. DAMAGE CONTROL - INTERROGATION ROOM #3 - LATER (NIGHT)

Ned sits, scared. Cleary enters with a fellow DoDC AGENT.

AGENT CLEARY
So sorry to keep you waiting.
(to DoDC Agent)
Can we get Ned a snack, please?

DODC AGENT
Absolutely.

AGENT CLEARY
He's been waiting here!

DODC AGENT
I got ya--

The DoDC Agent exits.

AGENT CLEARY
(to Ned)
Dude, I'm so sorry about that.

NED
I'm not supposed to say anything to you.

AGENT CLEARY
No, Ned. Not even a thing. I just have one question: when MJ told you that Peter was Spider-Man--

NED
Whoa whoa whoa.

AGENT CLEARY
What's up?

NED
I knew way before MJ did. I was Spider-Man's "Guy In The Chair."

AGENT CLEARY
Oh, I know about those. Dude, half my guys are Guys in the Chair.

NED
Well, exactly! You would know. I literally helped him find the Vulture.

AGENT CLEARY
(impressed)
I didn't know that.

NED

(proud)

And I helped him hack a suit once
and kind of helped him get to
space.

AGENT CLEARY

So, in Spider-Man's illegal
vigilanteism, you were his main
accomplice.

NED

(beat, scared)

I would like to have my words
stricken from the record.

INT. DAMAGE CONTROL - INTERROGATION ROOM #4 - LATER (NIGHT)

May is interrogated by Cleary.

MAY

With all due respect -- and I mean
that very insincerely -- unless you
have some real specific charges to
throw at us, legally you can't hold
us here.

AGENT CLEARY

You should definitely lawyer up.

MAY

Excuse me?

AGENT CLEARY

Child endangerment's a nasty rap.
A boy was entrusted to you, and as
his legal guardian -- essentially
his mother -- you not only allowed
him to endanger himself, but you
actually encouraged it. Who does
that?

MAY

I want to see Peter right now!

EXT. STARK INDUSTRIES - NIGHT

DoDC trucks rumble away from a Stark Industries facility, as
over this:

NY1 REPORTER (V.O.)
 Stark Industries was caught in the
 web of the Spider-Man/Mysterio
 controversy today when federal
 agents opened an investigation into
 missing Stark Technology.

INT. PETER & MAY'S APARTMENT - LIVING ROOM - DAY

The same news broadcast plays on May's TV.

NY1 REPORTER (V.O.)
 Agents want to know exactly what
 was taken and whether or not it
 could fall into the wrong hands.

ON THE TV: A dated photo of Happy with long hair. The
 graphic next to it reads, "NO COMMENT AT THIS TIME. - HAROLD
 HOGAN, STARK INDUSTRIES SECURITY."

HAPPY
 At least they used a good picture.

PETER
 (defeated)
 What is happening?

PULL BACK to reveal a man with a cane, Peter's LAWYER--

MATT MURDOCK
 (on the phone)
 That's great. Thank you.
 (hangs up)
 Well, I have some good news, Peter.
 I don't believe any of the charges
 against you are going to stick.

PETER
 (relieved)
 Wait, seriously?!

MAY
 Oh, I knew it.

HAPPY
 Nice!

PETER
 Oh my God, Mr. Murdock. Thank you!
 That's amazing!

MAY
 Thank you, Matt.

MATT MURDOCK
You're welcome.

HAPPY
Perfect!

MATT MURDOCK
However, Mr. Hogan...

HAPPY
Yes?

MATT MURDOCK
The feds are actively investigating the missing technology. I uh, understand your loyalty to Mr. Stark and his legacy. But if you were involved--

HAPPY
(confused)
If I was involved?

MATT MURDOCK
I advise securing a lawyer.

HAPPY
(panicking)
I need a lawyer because I'm-- I'm under investigation?
(re: Peter)
I thought he was-- You said that there were no charges. I could say, "Under advisement of council, I refuse to answer the question, respectfully, because I-- The answer could incriminate me--" It's the saying in *Goodfellas*. What did they say in *Goodfellas*?

MAY
I know that's what you think. Calm down, let's hear what he has to say. Matt?

MATT MURDOCK
You're gonna need a really good lawyer.
(to Peter)
Peter, you may have dodged your legal troubles, but things will get much worse. There is still the court of public opinion.

CRASH! A projectile BURSTS through the window... hurtling right at the four of them until--

Despite being completely blind, Murdock deftly CATCHES it in mid-air!

MYSTERIO FAN (O.S.)
Murderer! Mysterio forever!

Peter, May, and Happy are confused.

PETER
How did you just do that?

MATT MURDOCK
I'm a really good lawyer.

Reveal the projectile is a brick wrapped in newspaper. On it, someone has misspelled: "WE BELEIVE MYSTERIO."

MAY
We're gonna need a safer place to live.

EXT. HAPPY'S CONDO BUILDING - ESTABLISHING SHOT - DAY

PAN UP from the East River to see the large, block letters of the "LONG ISLAND, LONG ISLAND" sign. High-rises dot the shorefront.

INT. HAPPY'S CONDO - DAY

CLICK! CLICK! CLICK! The three locks on the door open. Peter and May enter carrying their suitcases and belongings. An alarm SOUNDS overhead, while a large security monitor by the front door blinks with a message: "ENTER ID CODE."

MAY
Oh...
(covers ears)
Ah!

May turns the alarm off.

ALARM SYSTEM VOICE (V.O.)
Alarm system deactivated.

They look around at a nightmare of a bachelor pad: framed Knicks and Islanders jerseys, a neon hot rod light, a putting turf, and Tony's old robot DUM-E. It waves at Peter and May.

May stares at it all. Taking it in.

MAY

Huh... it looks nice and... this is safe.

Happy enters behind them carrying bags and a plant.

HAPPY

Welcome to the spiritual oasis.
You like *Donkey Kong Jr.*?

INT. HAPPY'S CONDO - STORAGE ROOM - NIGHT

Happy's half-finished laundry room/storage space. Peter leans over the sink trying to scrub the green paint off his red and black suit. A radio broadcast plays in BG.

RADIO BROADCASTER (V.O.)

Nicky from Jersey City, you're on the line.

NICKY (V.O.)

Hi, I'm not saying I don't want to honor the Avengers, but, you know, we're not doing it this way. You know, putting the Captain America shield on the Statue of Liberty? Nah.

But the green paint isn't budging. Peter sighs.

NICKY (V.O.)

That's gonna look ridiculous!
Leave the Statue of Liberty alone...

FWHIP! Peter grabs a nearby tarp and dries his hands with it. Then he notices -- the tarp was covering a large object marked "Stark Cases." As it hits Peter what the case is...

PETER

Oh Happy...

INT. HAPPY'S CONDO - LIVING ROOM/INT. MJ'S BEDROOM - INTERCUT - NIGHT

ANGLE ON the security monitor of Happy's condo. All is still and quiet, save for--

Peter lies on the couch talking with MJ via FaceTime.

MJ
Did you send in your applications yet?

PETER
I literally just finished my MIT one. You?

MJ
(nodding)
Same.

PETER
Can you imagine if we both got in? And Ned.

MJ
Yeah, but we'd have to get scholarships so that we could actually go.

PETER
Come on, you've got the scores and the grades and--

MJ
You think I'm being too pragmatic.

PETER
No no no no no...
(beat)
Well, kinda. It's okay. That's one of my favorite things about you.

MJ
Really?

PETER
Yeah.

MJ
Well what are your other favorite things?

PETER
I love your relentless optimism.

MJ
Yeah, I am a glass half-full kind of gal.

PETER

I really like how you're a people person.

MJ

I love people. I love them so much.

PETER

You like sports.

MJ

I think the Mets are gonna go all the way this year.

PETER

(skeptical)
Really?

A low, persistent NOISE in the background.

MJ

What's that noise?

PETER

Oh, it's Happy. Look. He gave his room to May so he's sleeping down here.

He shifts his phone so MJ can see--

PHONE POV: Happy sleeping on the couch, wearing a sleep apnea mask and SNORING LOUDLY.

MJ

I have a weird question. Um... does any part of you feel relieved about all this?

PETER

Ever since I got bit by that spider, I've only had one week where my life has felt normal. Or kinda normal, I guess. And... that was when you found out. Because then everyone that was in my life that I wanted to know, knew. And it was perfect.

(then)

But now everybody knows. And I am the most famous person in the entire world... and I'm still broke.

They laugh.

MJ
I'm excited to see you tomorrow.

PETER
Yeah, me too.

A tender moment between the two. Until--

HAPPY
Wrap it up!

Peter jumps! Turns to see--

HAPPY (CONT'D)
(through his sleep apnea
mask)
You both like each other, we get
it. Hang up. There's no new
ground being broken. Okay? I need
my eight hours.

PETER
(to Happy)
Have you been listening this whole
time?

MJ waves on Peter's phone screen.

MJ
Hi, Happy.

HAPPY
Uh... not by choice.

PETER
MJ says hi.

HAPPY
(to MJ, waves)
Hello.

EXT. MIDTOWN HIGH - ESTABLISHING SHOT - DAY

BETTY (V.O.)
We're covering the first day of
senior year from Midtown High's
most famous student...

Just outside the front doors, it's CHAOS. FANS, PROTESTERS,
REPORTERS, etc. Including BETTY BRANT, in school reporter
mode.

BETTY

Peter Parker! Go get 'em, tiger.
Or should I say, "*Spider?*"

Peter, MJ, and Ned walk down the corridor of chaos.

NEWS REPORTER (V.O.)

The crowd has continued to grow
here all morning long at the
Midtown School of Science and
Technology--

Peter and MJ hold hands in support of one another.

ANOTHER NEWS REPORTER (V.O.)

The crowd seems evenly divided
between supporters of Spider-Man
and protestors.

CROWD MEMBER #1

MJ! MJ! MJ! We love you!

A MAN with MJ's face printed on his shirt yells for her
attention.

CROWD MEMBER #1 (CONT'D)

MJ, are you going to have his
spider babies?!

The crowd is growing closer and closer to Peter and MJ. They
keep their heads down as SECURITY guides them through.

SECURITY GUARD

Back up! Back up!

CROWD MEMBER #2

You know he's a murderer, right?!

CROWD MEMBER #3

Hey Peter, come here, do a TikTok
with me!

CROWD MEMBER #4

Hey! Let's see you and MJ kiss!

NED

(to crowd)
Back off!

CROWD MEMBER #5

Who are you?

NED
I'm Ned Leeds, I'm Spider-Man's
best friend--

FLASH
(stepping in)
--I'm Peter Parker's best friend.
You come at my boy, you come at
Flash Thompson. And if you want to
read about our inspiring
friendship, you can now in my new
book--

Flash holds up a BOOK with his portrait on the cover.

FLASH (CONT'D)
*--Flashpoint: One Spider, Two
Hearts, a Million Crazy-Ass
Memories. Check it out!*

Ned walks off annoyed.

Peter and MJ are stopped at the bottom of the school steps.
Security scans Peter with a metal detector and separates him
from MJ.

PETER
No, I got to wait up--

FRONT DOOR GUARD
Go!

PETER
(to MJ)
I'll see you inside, okay?

MJ nods, as she too is scanned with the metal detector.

INT. MIDTOWN HIGH - ENTRYWAY/HALLWAY - MOMENTS LATER (DAY)

STUDENTS watch Betty's news coverage on the TVs.

BETTY (ON TV)
Keep watching Midtown News all year
as we bring you up close and
personal coverage of Peter fighting
his biggest battle yet: college
admissions.

Peter walks up the stairwell to find MR. DELL, MR.
HARRINGTON, and COACH WILSON waiting for him. It's weird.

MR. DELL
 (big smile)
 Peter, we would love to welcome you
 back to Midtown High, where we
 shape heroes!

Mr. Harrington gestures to a nearby trophy case -- it's been
 turned into a SHRINE TO PETER. Above it is a homemade sign
 that reads: "MIDTOWN HIGH -- WHERE WE SHAPE HEROES."

COACH WILSON
 Or murderers...

MR. HARRINGTON
 Stop it.
 (to Peter)
 It's an honor to serve you, sir.

Mr. Harrington salutes Peter. Is that a tear?

COACH WILSON
 It's not. Mysterio was right.

MR. HARRINGTON
 Stop. We don't--

COACH WILSON
 Mysterio was right.

MR. HARRINGTON
 That's all--
 (to Peter)
 Some of the students put this
 together for you.

Mr. Harrington and Mr. Dell redirect attention to the trophy
 case.

COACH WILSON
 (to Mr. Harrington)
 No. You did that! You did that.

MR. HARRINGTON
 I... I helped a little bit.

PETER
 (politely)
 Oh wow.

COACH WILSON
 And I tried to stop you so many
 times, but you powered through. He
 did all of that.

MR. DELL
And he did a great job.

MR. HARRINGTON
(to Peter)
I hope you have time to stop and
check it out, in closeup.

MR. DELL
And feel free to walk -- or swing --
through the hallway, or crawl on
the ceiling to avoid everybody.

MR. HARRINGTON
We all know you can do it.

PETER
I'm just gonna...

As Peter heads off--

COACH WILSON
I know what you did.

MR. HARRINGTON
Stop it. You're embarrassing
yourself.

COACH WILSON
(to Peter)
I know what you did.

MR. HARRINGTON
(to Peter, re: Coach
Wilson)
He's a conspiracy theorist.

Peter, weirded out, walks down the long hallway of students,
all crowding and reaching to get his picture. It's
incredibly awkward.

EXT. MIDTOWN ROOFTOP - LATER (DAY)

A total contrast. Quiet. No one around. MJ reads from *The
New York Post*, as Peter leans back and watches the clouds.

PETER
Can we just, like, stay up here all
day? It is so crazy down there.

On the front page of the paper: a depiction of Peter
controlling MJ and Ned with puppet strings. The headline
reads: "PETER PARKER & HIS SPIDER-MINIONS."

MJ

(re: newspaper)

Oh wait, this one's good.

(reading)

"Some suggest that Parker's powers include the male spider's ability to 'hypnotize' females, which he used to seduce Jones-Watson into his cult of personality."

PETER

Oh come on... stop. Stop!

MJ

(mock trance-like)

Yes, my Spider-Lord.

It actually turns into a romantic moment, and they're about to kiss when...

Ned clambers up onto the roof.

NED

Finally, some privacy! It is so crazy down there!

Ned plops down next to them. Romantic moment spoiled.

NED (CONT'D)

So, I was thinking, when we get into MIT, we should live together.

PETER

Yeah, for sure.

MJ

Yeah, I'd love that.

Ned turns his laptop to show the MIT webpage -- a video of students playing frisbee on the quad.

NED

This is gonna be us.

MJ

Yes, minus the frisbee. And the smiling.

PETER

MIT's obviously the dream, but if we match up our backup schools, then either way we'll all be together in Boston. New school. New town. I can Spider-Man there.

(MORE)

PETER (CONT'D)

I mean, they have crime in Boston,
right?

MJ

Yes, yes they do.

NED

Yeah, wicked crime.

PETER

Yeah, so it'll be like a fresh
start.

MJ sees how sincere he is, how much he wants this. But she's
skeptical.

PETER (CONT'D)

What's up?

MJ

(hesitant)

I don't know, I just feel like if
you don't-- If you expect
disappointment, then you can never
really get disappointed.

PETER

Come on.

Peter takes her hand.

PETER (CONT'D)

It'll be a fresh start. And we'll
all be together.

MJ

Yeah, no you're right, yeah. Fresh
start.

PETER

Yeah.

Ned cluelessly takes their clasped hands -- another romantic
moment spoiled.

NED

Fresh start.

INT. HAPPY'S CONDO - KITCHEN - ANOTHER DAY

May holds up a (non-MIT) college admissions envelope. (In
the BG, DUM-E is just beginning to put together the LEGO
Death Star from *HOMECOMING*.)

MAY
First one's here!

CUT TO: May punches the letter. Rejection.

PETER
(still optimistic)
It's okay. It's a backup school.

INT. HAPPY'S CONDO - KITCHEN - ANOTHER DAY

May runs in with another letter.

MAY
Peter!

Peter webs down with a coffee cup and almost spills, excited.

CUT TO: Peter jumps up and down, eagerly awaiting May's reaction as she reads the letter. But she shakes her head.

PETER
No?

May shakes her head -- *no*.

INT. HAPPY'S CONDO - KITCHEN - ANOTHER DAY

May walks in with the final letter.

MAY
Last one.

Peter looks up from his bowl of cereal, mouth full.

PETER
MIT?!

DUM-E twists and hits the nearly completed LEGO Death Star. It shatters into many pieces. Off Peter's reaction...

EXT./INT. DONUT SHOP - DAY

Peter swings down in front of a donut shop decorated for Halloween. Some PEDESTRIANS eye him warily.

Peter quickly enters the shop -- MIT envelope in tow -- and spots MJ at the cash register in her waitress uniform.

She holds up her own MIT envelope -- *ready?*

They head to the back of the shop and join Ned at the counter. He also has an MIT envelope resting in front of him.

MJ
Okay... ready?

MJ's BOSS approaches.

DONUT SHOP BOSS
Jones, I told you to take down the Halloween decorations.

MJ
Actually that was Sasha, so--

DONUT SHOP BOSS
Enough attitude, just do it.

MJ
(swallowing pride)
On it.

NED
I feel like I'm gonna puke.

MJ
Well don't... because he will just make me clean it.

NED
This is our only shot. It's here or nowhere.

PETER
Hey, come on!

MJ
Okay, you guys ready?

PETER/NED
Yeah...

MJ
Okay. On three? One, two, three--

Deep breaths, then each opens their letter and reads...

Peter's face falls -- the most painful rejection of all. He looks to MJ. She shakes her head.

MJ (CONT'D)
No.

PETER

No.
(to Ned)
You?

NED

(reading)
"In light of recent controversy, we
are unable to consider your
application at this time."

PETER

This is so not fair. I mean, this
is so not fair! I didn't do
anything wrong. I mean, you guys
definitely didn't do anything
wrong.

MJ

Expect disappointment and you will
never get disappointed.

Suddenly, Flash enters, sporting an MIT sweatshirt. He
begins singing the *BEASTIE BOYS'* "NO SLEEP TILL BROOKLYN."

FLASH

"No sleep till -- bum-bum, bum-
buuum... Boston!"

He looks to the others -- so? Gets nothing.

FLASH (CONT'D)

You guys didn't get in?

NED

Yeah, because we're *actually*
friends with Spider-Man.

Flash checks his watch.

FLASH

Uh yeah, I better get going.
There's a-- They have a mixer for
new admissions and... sorry, guys.

Flash quickly retreats out the door.

DONUT SHOP BOSS (O.S.)

Jones, what are you doing? Get
back to work.

MJ

Yeah, I'm coming.

MJ rips up her letter.

MJ (CONT'D)
 You know what? I wouldn't change a
 thing I did.

NED
 Me neither.

Ned rips his letter up too. Then, picking up the pieces:

NED (CONT'D)
 Although, I do need to show this
 letter to my parents.

Peter watches Ned slump away. He feels guilty and hopeless,
 until...

Peter's eyes fall upon the decorations MJ is taking down. A
 set of Halloween lights that look like... wizards? Off
 Peter, getting an idea--

EXT. SANCTUM SANCTORUM - 177A BLEEKER STREET - LATER (DAY)

Peter approaches, about to ring the bell when... The doors
 swing open to REVEAL--

INT. SANCTUM SANCTORUM - FOYER - CONTINUOUS (DAY)

SNOW. Everywhere. Covering the floor and the stairway. Two
 APPRENTICES futilely shovel snow into small buckets.

Peter enters, CRUNCHING through the snow, shivering.

PETER
 (to Apprentices)
 Um. Hi.
 (they stop)
 Hi? I'm, uh--

WONG
 The most famous person in the
 world, I know.

WONG enters from a PORTAL, sets down several suitcases.

WONG (CONT'D)
 Wong. Try not to slip, we don't
 have liability insurance.

PETER

(re: snow)

Is all this for a holiday party?

WONG

No, one of the Rotunda Gateways connects to Siberia. A blizzard blasted through.

A BLAST OF COLD AIR! Reveal DR. STRANGE in a parka, floating down the stairway with a mug of hot cocoa.

DR. STRANGE

(re: Wong, pointed)

Because *someone* forgot to cast the monthly maintenance spell to keep the seals tight.

WONG

(re: Strange, pointed)

That's right, *he did*, because he forgot I now have higher duties--

DR. STRANGE

(balking)

"Higher duties?!"

WONG

The Sorcerer Supreme has higher duties, yes.

PETER

(to Dr. Strange)

Wait, I thought you were the Sorcerer Supreme--

DR. STRANGE

(defensive)

No, he got it on a technicality 'cause I blipped for five years.

PETER

Oh.

(to Wong)

Well, congratulations.

DR. STRANGE

If I'd been here, then I would have--

WONG

Burned the place down.

(moving off, to
Apprentices)

(MORE)

WONG (CONT'D)

You two! No one said, "Stop shoveling!"

DR. STRANGE

So, Peter. To what do I owe the pleasure?

Peter is hesitant, shivering, slips a little on the snow...

PETER

Right, um... I'm really sorry to bother you, sir, but--

DR. STRANGE

Please, we saved half the universe together, I *think* we're beyond you calling me "sir."

Dr. Strange lights the fireplace with magic.

PETER

Okay, uh... Stephen--

DR. STRANGE

That feels weird. But I'll allow it.

PETER

Uh, when, um... when Mysterio revealed my identity, my entire life got screwed up. And, I was wondering... I mean, I don't really know if this would actually work, but I was wondering if... maybe you could go back in time and make it so that he never did?

DR. STRANGE

Peter, we tampered with the stability of spacetime to resurrect countless lives. You want to do it again now just 'cause yours got messy?

PETER

This isn't-- It's not about me. I mean, this is really hurting a lot of people. My uh... my Aunt May. Happy. My best friend, my girlfriend... their futures are ruined. Just because they know me, and they've done nothing wrong.

DR. STRANGE

(sympathetic)

I am so sorry. But even if I wanted to... I don't have the Time Stone anymore.

PETER

(deflated)

That's right.

(then)

I'm really sorry if I wasted your time.

DR. STRANGE

No, you didn't--

PETER

Forget about it.

Wong picks up his suitcases.

WONG

Oh, he will. He's very good at forgetting things.

DR. STRANGE

(getting idea)

Wong, you've actually generated a good idea.

WONG

What?

DR. STRANGE

The Runes of Kof-Kol.

PETER

(intrigued)

The Runes of Kof-Kol...?

DR. STRANGE

Oh, it's just a standard spell of forgetting. It won't turn back time, but at least people will forget that you were ever Spider-Man.

PETER

Seriously? That would be--

WONG

No, not seriously.
(to Dr. Strange)

(MORE)

WONG (CONT'D)

That spell travels the dark borders
between known and unknown reality.
It's too dangerous.

DR. STRANGE

We've used it for a lot less. Do
you remember the full moon party at
Kamar-Taj?

WONG

No...

DR. STRANGE

Exactly.

Dr. Strange and Peter wait for Wong to relent. But Wong only
stares back, unwavering.

DR. STRANGE (CONT'D)

Come on. Wong.... hasn't he been
through enough?

Wong's face softens. Just behind him, a PORTAL OPENS.

WONG

Just leave me out of this.

Wong enters the PORTAL--

DR. STRANGE

Fine.

WONG

Fine.

The PORTAL CLOSES. Dr. Strange turns to Peter... and grins.

INT. SANCTUM SANCTORUM - ANCIENT CHAMBER - MOMENTS LATER (DAY)

Peter follows Dr. Strange downstairs into an ancient sub-
level filled with crypts.

As Dr. Strange prepares items for the spell, Peter looks
around, spooked.

PETER

So what is this place?

DR. STRANGE

The Sanctum's built at the
intersection of cosmic energy
currents. We weren't the first to
seek 'em out.

(MORE)

DR. STRANGE (CONT'D)
Some of these walls are thousands
of years old.

(then)
And they shot an episode of *The
Equalizer* here in the '80s.

PETER
Well, I um... really appreciate you
doing this for me, sir.

DR. STRANGE
Don't mention it. And don't call
me sir.

PETER
Right, sorry.

DR. STRANGE
You ready?

PETER
I'm ready.

DR. STRANGE
Nice knowing you, Spider-Man.

Dr. Strange begins to cast the spell -- A GOLDEN RING OF
RUNES encircles them...

PETER
Wait, excuse me?

DR. STRANGE
The entire world's about to forget
that Peter Parker is Spider-Man,
including me.

PETER
Everyone?
(panicking)
Uh... can't some people still know?

DR. STRANGE
That's not how the spell works.
And it's very difficult and
dangerous to change it, mid-
casting.

PETER
So my girlfriend's just gonna
forget about everything we've been
through? I mean, is she even gonna
be my girlfriend?

DR. STRANGE
That depends. Was she your
girlfriend just 'cause you're
Spider-Man, or--

PETER
I mean, I don't know. I really
hope not!

DR. STRANGE
All right, fine.

Strange works to adjust the spell.

DR. STRANGE (CONT'D)
Everyone in the world's gonna
forget that you're Spider-Man,
except your girlfriend.

PETER
Thank you so much, that--
(then, realizing)
Oh my God, Ned. Ned!

DR. STRANGE
What is a "Ned?"

PETER
He's my best friend, so it's really
important to me that Ned knows.

Strange sighs, works to adjust the spell. Again.

DR. STRANGE
(trying to concentrate)
Okay. Let's not change the
parameters of this spell any more
while I'm casting it.

PETER
Okay, I'm done. I'm done. I swear
I'm done. I'm done.
(beat, still processing)
Ah! But my Aunt May should really
know!

DR. STRANGE
Peter, stop tampering with the
spell.

Strange swipes his hands, begins further spell adjustments.
FOUR GOLDEN RINGS OF RUNES now swirl about them.

PETER

When she found out that I was Spider-Man, it was really messy and I don't think that I can go through with that again.

(beat)

So, my Aunt May?

DR. STRANGE

Yes!

PETER

Oh, thank you, thank you--

(then, realizing)

Happy?

DR. STRANGE

No, I'm annoyed!

PETER

No, it's a nickname. Harold "Happy" Hogan. He used to work for Tony Stark, but then he was kind of dating my aunt, and they broke up--

The spell SHIFTS, WAVERING, becoming ERRATIC...

DR. STRANGE

Would you just stop talking!

BOOM! The spell ERUPTS! Dr. Strange is LIFTED TO HIS FEET, followed by Peter.

INT. SANCTUM SANCTORUM - FOYER - SAME TIME (DAY)

UPSTAIRS, ON THE APPRENTICES: One of them reaches for a shaking relic (the same one Thor knocked over in *RAGNAROK*). Too late. It falls apart.

INT. SANCTUM SANCTORUM - ANCIENT CHAMBER - SAME TIME (DAY)

BACK ON PETER AND STRANGE: The jumbled spell BILLOWS in rings around them. The room SHATTERS and SHAKES. Something is clearly, horribly wrong!

Peter shouts over the chaos:

PETER

Basically everyone that knew that I was Spider-Man before should still know!

LIGHTS AND NOISE! Strange STRUGGLES WITH THE SPELL as it BLASTS its way around them, ripping apart the crypt walls... UNUSUAL SHADOWS appear...

With great effort, Strange shrinks the spell smaller and smaller, until--

Peter and Strange DROP to the ground, the walls around them reassembled and whole.

Peter turns to see -- the spell is now a ball of light, TRAPPED INSIDE A PENTAGON-SHAPED ORB.

PETER (CONT'D)

Did it work?

DR. STRANGE

No. You changed my spell *six* times--

PETER

(meekly)

Five times.

DR. STRANGE

You changed my spell! You don't do that! I told you--

(re: trapped spell)

And that is why!

They regard the now-tiny spell jostling within the orb.

DR. STRANGE (CONT'D)

That spell was completely out of control. If I hadn't shut it down, something catastrophic could have happened!

PETER

Stephen, listen, I am so sorry--

DR. STRANGE

Call me *sir*.

A beat as that lands on Peter.

PETER

Sorry, sir.

DR. STRANGE

You know, after everything we've been through together, somehow I always forget you're... you're just a kid.

The words weigh heavily on Peter. Now feeling lower than low. Strange clocks it and softens.

DR. STRANGE (CONT'D)

Look, Parker, the problem is not Mysterio. It's you. Trying to live two different lives, and the longer you do that the more dangerous it becomes. Believe me.

(then)

I'm so sorry about you and your friends not getting into college. But if they rejected you, and you tried to convince them to reconsider, there's nothing else you can do.

PETER

(beat, then)

When you say "convince them," you mean like I could have called them?

DR. STRANGE

Yeah.

PETER

I can do that?

DR. STRANGE

(incredulous)

You haven't called the--

PETER

Well, I mean, I got their letter and I assumed that that was--

DR. STRANGE

I'm sorry, are you telling me that you didn't even think to plead your case with them first before you asked me to *brainwash the entire world?!*

PETER

Well, I mean, when you put it like that, then--

SMASH TO:

EXT. SANCTUM SANCTORUM - 177A BLEEKER STREET - LATER (DAY)

BAM! The doors SLAM SHUT in Peter's face. He quickly grabs his phone and dials.

PETER
Come on, pick up, pick up, pick up,
pick up...

INT. MIT CLUB LOUNGE - INTERCUT - SAME TIME (DAY)

The MIT new students mixer. KIDS and ADULTS mingle. Flash answers his phone:

FLASH
(into phone)
Dude, what? I'm busy.

PETER
Flash, where's the MIT mixer?

FLASH
Why?

PETER
Because I need to come and talk to
someone. I'm trying to get Ned and
MJ a second chance at getting in.

FLASH
What's in it for me? I'm risking a
lot just talking to you.

PETER
(sighs)
Okay, I will, um... pick you up and
swing you to school for one week?

FLASH
For a month.

PETER
For a week.

FLASH
Two weeks.

PETER
Flash, please come on, help me!

FLASH
(insistent)
You know what I want.

PETER
Okay, I'll tell everyone that
you're my best friend.

Flash grins, loving this.

PETER (CONT'D)
Flash, please help me!

FLASH
Cool, cool, cool. So there's this lady, she's the Assistant Vice Chancellor. You can plead your case with her.

PETER
Okay, perfect. Where is she?

FLASH
She left.

PETER
To go where?

FLASH
To the airport.

EXT. HIGH BRIDGE - LATER (DAY)

Spider-Man soars above the High Bridge in his Iron Spider suit. He reaches a highway sign overlooking a traffic jam.

ON PETER'S HUD--

MALE IRON SPIDER VOICE (V.O.)
Stark Network unavailable.

Spider-Man groans.

A text from Flash comes through: "HERES DA LADY UR LOOKING 4." Then a selfie of Flash and the ASSISTANT VICE CHANCELLOR (AVC) holding his *Flashpoint* book.

MALE IRON SPIDER VOICE (V.O.)
Facial recognition unavailable.

A *DAILY BUGLE* HELICOPTER approaches, filming Spider-Man -- his new normal.

SPIDER-MAN
Ugh...
(waves)
Hi. Yeah, I can see you!

Spider-Man drops down to the road. The Iron Spider Suit retracts to reveal Peter is wearing a crumpled suit.

He quickly searches the surrounding cars for the AVC, when--

A BARKING dog lunges at him from a nearby window. Peter jumps back, startled.

Then he peers into another window. A TODDLER BOY and a TEENAGE GIRL notice him. The Toddler waves.

TODDLER BOY
That's Peter Parker.

Peter waves back. As the Teenage Girl reacts--

TEENAGE GIRL
Mom? Mom, look! Look, it's Peter Parker!

Peter moves on, spotting the AVC in the backseat of an SUV.

INT. AVC SUV - SAME TIME (DAY)

In the backseat, the AVC is on her phone. She peruses Flash's book.

EXT. HIGH BRIDGE - INTERCUT - SAME TIME (DAY)

Just outside, Peter dodges a taxi--

TAXI DRIVER
Hey!

--And steels himself to approach the AVC's car.

PETER
Okay...

He KNOCKS on her window and waves. The AVC ends her call and rolls down her window. Reluctant.

ASSISTANT VICE CHANCELLOR
Yeah?

PETER
Hi, I'm Peter Parker.

ASSISTANT VICE CHANCELLOR
You do know you're in the street, right?

PETER
Yeah. I'm sorry. I just-- I really needed to talk to you--

ASSISTANT VICE CHANCELLOR

Uh-huh.

PETER

--And I know you're on your way to the airport.

ASSISTANT VICE CHANCELLOR

Uh-huh.

PETER

(nervous rattling)

MJ Watson and Ned Leeds are the two smartest people I've ever met in my entire life, and I'm the dumbest person because I let them help me. But if I didn't let them help me than millions of people would have died. So please don't-- Don't let MIT be dumb like me.

ASSISTANT VICE CHANCELLOR

MIT is dumb?

PETER

(stumbling)

No, I'm saying *don't* let MIT be dumb. I mean, like the *dumber* version of me that wouldn't have let them help.

ASSISTANT VICE CHANCELLOR

You didn't rehearse that, did you, Peter?

PETER

Basically, what I'm trying to sa--

Peter's SPIDER-SENSE TINGLES. He jumps on top of the car, spots PEOPLE running away. He turns to one of them:

PETER (CONT'D)

Why are you running? What--

UP AHEAD: CRASH! Patches of the highway CRUMBLE in a cloud of asphalt and dust.

Peter activates his Iron Spider suit.

SPIDER-MAN

Oh my God...

He KNOCKS on the roof of the car.

SPIDER-MAN (CONT'D)

Uh, Ma'am, you should, uh... you should get out of the car.

(then, calling out)

Everybody get off the bridge!

The AVC's DRIVER runs off. The AVC tries to get out too, but--

ASSISTANT VICE CHANCELLOR

The door's locked. Doors-- Hey!

CRASH! SLAM! BOOM! Something is piercing its way through the High Bridge roadway. Something with FOUR GIANT METAL TENTACLES. The dust clears to REVEAL...

DOC OCK (Alfred Molina) in all his *SPIDER-MAN 2* glory!

DOC OCK

Hello, Peter.

SPIDER-MAN

(confused)

Hi? Do we... do I know you?

DOC OCK

What have you done with my machine?

SPIDER-MAN

Your mach-- I don't know what you're talking about? I don't-- What machine?

DOC OCK

The power of the sun in the palm of my hand. It's gone!

SPIDER-MAN

Listen, sir, if you stop smashing cars, we could work together and I can help you find your machine.

DOC OCK

You want to play games?

One of Doc Ock's tentacles PIERCES the roof of a nearby car. The PASSENGERS scramble, as Ock FLINGS the car at Spider-Man--

DOC OCK (CONT'D)

Catch!

Spider-Man flies backwards, dodging the empty vehicle, as ANOTHER CAR is immediately thrown in front of him -- this one FULL OF PEOPLE!

Spider-Man attempts to stop it, but both he and the vehicle are spun over the bridge.

As the family inside reels, Spider-Man runs across the length of the spinning car, WEBBING it to the underside of the bridge. He rips a side door open...

ANGLE ON the AVC, finally able to open her door, but-- SLAM!

ASSISTANT VICE CHANCELLOR

Agh!

The door is pinned against a K-Rail. She still can't get out.

BACK ON Spider-Man, now on top of the bridge, alongside the family he just saved.

SPIDER-MAN

It's okay. You guys are good,
you're safe, get out of here!

As the family quickly runs off, THUNK! One of Doc Ock's tentacles GRABS Spider-Man, wrapping him tight in its grip.

DOC OCK

You think your fancy new suit's
gonna save you?

Another tentacle claw clutches Spider-Man's head and FLINGS him into the AVC's car -- forcing the vehicle over the edge of the bridge, the AVC still trapped inside!

Doc Ock then HURLS Spider-Man through a highway sign, CRASH-LANDING into a truck's windshield.

Doc Ock's tentacles skewer a car engine -- it EXPLODES -- as he relentlessly pursues Spider-Man.

DOC OCK (CONT'D)

I should have killed your little
girlfriend when I had the chance.

Metal pierces through the roof of the truck to reveal Spider-Man, his IRON SPIDER ARMS fully deployed.

SPIDER-MAN

What did you just say?

DOC OCK

(to tentacles)

Looks like we've got competition.

SPIDER-MAN VS. DOC OCK! Mano-a-mano-a-mano-a-etc! The *DAILY BUGLE* HELICOPTER witnessing all.

Spider-Man WEBS on top of a highway sign, Doc Ock following. Spider-Man fires webs! Flips! Kicks back Ock, then--

ASSISTANT VICE CHANCELLOR (O.S.)
Peter! Help!

Spider-Man turns, spots the AVC's teetering car. He leaps towards her, but--

THUNK! THUNK! Doc Ock's tentacles grab Spider-Man's arms in a vice, as another tentacle latches onto the *DAILY BUGLE* HELICOPTER.

Doc Ock lifts Spider-Man up towards the ROTATING BLADES of the helicopter, Spider-Man fighting against it, until--

He WEBS two cars, YANKING them towards the highway sign, CRASHING into Doc Ock. The tentacles release, the Iron Spider Arms retract, and Spider-Man makes a break for the AVC's car.

Doc Ock grabs CEMENT PIPES off a nearby truck and swings them over his head, directly into Spider-Man's path.

FLIPS! SOMERSAULTS! FLINGING WEBS! Spider-Man is nearly at the AVC's car...

SPIDER-MAN
Don't worry, ma'am! I'm coming!

He's SLAMMED into the side of a car by one of the pipes. He quickly recovers and takes off, the AVC's SUV beginning to fall--

ASSISTANT VICE CHANCELLOR (O.S.)
Peter!

The AVC GASPS, CLICKS her seatbelt on--

Doc Ock flings a car at Spider-Man, who flips backwards, arching over the roof of the thrown vehicle until--

SPLASH! The car barrels into impact attenuators full of water.

Spider-Man quickly WEBS the AVC's car as it FALLS!

He is dragged along behind it, his IRON SPIDER ARMS deploying to grab onto the edge of the bridge, as the car plummets to the train tracks below!

A SUDDEN WRENCH! The vehicle stops just short of a MOVING FREIGHT TRAIN!

Inside the car, the AVC trembles, in shock, as Spider-Man WEBS the car securely to the bridge. Then lowers himself to her door...

SPIDER-MAN

Ma'am? Just stay calm. Just take a deep breath. Are you okay?

ASSISTANT VICE CHANCELLOR

No!

Spider-Man turns, sees Doc Ock approaching. A tentacle GRABS Spider-Man and YANKS him away. As he's WHIPPED around--

SPIDER-MAN

(to AVC)

I promise... I've got this... all under... control...

Doc Ock SMASHES Spider-Man through the bridge, then PINS HIM AGAINST the underside.

A tentacle claw RIPS OFF Spider-Man's chest of nanotech, revealing his crumpled suit beneath.

MALE IRON SPIDER VOICE (V.O.)

Suit compromised.

DOC OCK

(impressed)

Nanotechnology. Ah, you've outdone yourself, Peter.

The Iron Spider nanotech begins to MELD WITH DOC OCK'S TENTACLES -- transforming them into a hybrid of Ock's AI-tech and Stark's nanotech.

DOC OCK (CONT'D)

I underestimated you. But now you die.

As Doc Ock launches a killing blow--

The Iron Spider tech defensively shifts nanos to cover Spider-Man's chest... EXPOSING PETER'S FACE.

DOC OCK (CONT'D)

(confused)

You're not Peter Parker.

PETER

Ugh, I am so confused right now.

From inside her dangling car, the AVC looks on as Doc Ock's tentacles seem to be... malfunctioning?

DOC OCK

(re: tentacles)

What's happening?

MALE IRON SPIDER VOICE (V.O.)

New device detected.

A HOLOGRAPHIC IMAGE of Ock's tentacles appear on Peter's control panel. He pushes several buttons until...

MALE IRON SPIDER VOICE (V.O.)

Pairing new device.

The IRON SPIDER SUIT IS CONNECTED -- Peter is now in control of the tentacles!

DOC OCK

(to tentacles)

You don't listen to him, you listen to me!

Peter tests the connection -- the tentacles follow his every move. He laughs, relieved.

PETER

Hey.

Peter waves at Doc Ock. A tentacle claw waves back.

With the connection secure, Peter launches a tentacle arm at the AVC's dangling car.

Ock swings at Peter, but he can't even get close. Peter laughs, then gently rotates the tentacles...

DOC OCK

(to tentacles)

Hey-- Hey! Listen to me! No, not him, me!

Peter carefully sets the AVC's car, Doc Ock, and himself back on top of the bridge.

The Iron Spider Suit retracts to reveal Peter's rumpled suit, his tie now cut in half. Peter RIPS the door off the AVC's car.

PETER

Ma'am, are you okay? Come on, you could still make your flight.

ASSISTANT VICE CHANCELLOR

(shaken, but relieved)

Peter... you're a hero.

PETER

No, well, I'm-- No. I'm--

ASSISTANT VICE CHANCELLOR

I'm gonna talk to Admissions about your friends. And I'm gonna talk to them about you.

PETER

No, but, ma'am, this isn't about me.

ASSISTANT VICE CHANCELLOR

I am going to talk to them about your friends and you. Okay?

PETER

Really?

ASSISTANT VICE CHANCELLOR

And if you keep your noses clean, maybe you'll have a fair shot. Here--

She shoves her bag into his arms.

ASSISTANT VICE CHANCELLOR (CONT'D)

Get out of the way. Let me get that man.

(to Doc Ock)

Hey! You! I see you. Come here!

That was not okay. Unbelievable!

As she walks off, Doc Ock tries once more to grab Peter. But yet again, he's held in place by his tentacles.

PETER

Hey! Hey, hey, hey-- Until you stop trying to kill me...

(re: Iron Spider controls)

I'm in control, buddy. Of this whole tentacle situation you got going on here. Okay?! Now who are you? What is going--

Peter's SPIDER-SENSE alerts him to the horizon. He wraps a tentacle around Doc Ock, holding him in place.

DINK, DINK, DINK! A pumpkin bomb lands on the road. *Who could it be...?*

BOOM-BANG! The bomb detonates!

Peter activates his Iron Spider suit, as from out of the smoke and flames comes an EVIL CACKLE, then--

GREEN GOBLIN (Willem Dafoe) from *SPIDER-MAN!* Perched atop his glider.

DOC OCK

Osborn?

As the glider flies towards them -- a RING OF SPARKS! Spider-Man and Doc Ock DISAPPEAR.

INT. SANCTUM SANCTORUM - ANCIENT CHAMBER - CONTINUOUS (DAY)

WHOOSH! Spider-Man MATERIALIZES. Alone in the dark. He looks around, confused. SPIDER-SENSES FLARING. Cautious, Peter deactivates the Iron Spider suit, takes a few steps--

PETER

Doctor--

ROAR! A creature LUNGES with slashing claws and teeth!

Peter jumps back in shock, as the monster HITS AN INVISIBLE BARRIER. In a cell.

LIZARD (Rhys Ifans)! From *THE AMAZING SPIDER-MAN!*

Doc Ock STORMS at Peter -- THUD! He too hits an INVISIBLE BARRIER. In a cell.

Peter staggers backward. A HAND clamps his shoulder--

Peter SCREAMS, whips around--

Reveal Dr. Strange, now battered and bruised.

DR. STRANGE

Be careful what you wish for,
Parker.

Ock POUNDS on the barrier.

DOC OCK

Let me out of here!

PETER

Can you please explain to me what is going on?

DR. STRANGE

That little spell that you botched where you wanted everyone to forget that Peter Parker's Spider-Man, it started pulling in everyone who *knows* Peter Parker's Spider-Man -- from every universe -- into this one.

PETER

From "every universe"?

DOC OCK

(to Dr. Strange)

Who are you? And where am I?!

DR. STRANGE

(ignoring Ock, to Peter)

I think it's better we don't engage with them because frankly the Multiverse is a concept about which we know *frighteningly* little--

PETER

(amazed)

The Multiverse is real?!

DR. STRANGE

(sighs)

This shouldn't even be possible.

PETER

But I thought you stopped the spell.

DR. STRANGE

No, I *contained* it.

(re: Doc Ock)

But it would appear that a few of them squeaked through.

Off Peter, mind blown--

DR. STRANGE (CONT'D)

After you left, I detected an otherworldly presence, I pursued it into the sewers, where I found that--

(re: Lizard)

--Slimy, green son of a gun.

DOC OCK
 "Spell?" As in magic? What is
 this, a birthday party? Who is
 this clown? What is this madness?!

DR. STRANGE
 (to Peter)
 Watch this.
 (then, to Doc Ock)
 Do you know a Peter Parker who's
 Spider-Man?

DOC OCK
 Yes.

DR. STRANGE
 (points at Peter)
 Is that him?

DOC OCK
 No.

DR. STRANGE
 (to Peter)
 See?

As Peter considers that...

DR. STRANGE (CONT'D)
 Okay, here's what we gotta do. I
 don't know how many of these
 "visitors" we've got--

PETER
 I saw another one. On the bridge.
 He was like a... like a flying
 green elf.

DR. STRANGE
 Well he sounds jolly. Why don't
 you start with him. I need you to
 capture them, bring them here,
 while I figure out how to get them
 back before they destroy the fabric
 of reality. Or worse, Wong finds
 out.

Dr. Strange heads for the exit.

PETER
 Uh... Dr. Strange?

DR. STRANGE
 (stopping, annoyed)
 What?

PETER
 My friends and I just got a second
 chance to get into MIT, and if the
 school sees me fighting these crazy
 monsters, then--

DOC OCK
 Hey, watch your mouth!

PETER
 I'm sorry, but--

DR. STRANGE
 You're seriously still talking
 about college?!

Strange magically flies one of Peter's web shooters off his
 wrist and into his hand. He sends a SWIRL OF MAGIC into it.

PETER
 Hey, what did you just do?

DR. STRANGE
 This.

Strange aims the web shooter and... THWIP! WEBS PETER! ZAP!
 Peter DISAPPEARS. WHOOSH! And REAPPEARS. Inside a cell.

PETER
 Hey, you can't just--

Peter walks into the magical cell wall.

DOC OCK
 (dumfounded, to Dr.
 Strange)
 How did you do that?

DR. STRANGE
 Lots of birthday parties.

Strange crosses to an ANCIENT STONE DIAL and turns it.
 Peter's cell barrier drops, and he steps out.

PETER
 Hey--

Dr. Strange flies the enchanted web shooter back onto Peter's
 hand.

PETER (CONT'D)
 (taking it in)
 Whoa...

DR. STRANGE
 One shot, send them here, move on.
 You're welcome. Get to work.

As Strange moves off--

PETER
 Sir?

DR. STRANGE
 (sighs)
 Now what?

PETER
 I know this is my mess, and I swear
 to you that I'll fix it, but I'm
 gonna need some help.

Beat. Off Strange, considering...

INT. SANCTUM SANCTORUM - FOYER - LATER (DAY)

Ned and MJ are led in by an unhappy Dr. Strange.

NED
 (awestruck)
 I can't believe I'm in the Sanctum
 Sanctorum!

DR. STRANGE
 (sotto)
 Neither can I.

NED
 So, how did you know you were made
 of magic? Because my nana says
 that we have it in our family and
 sometimes I get these tinglings in
 my hands--

DR. STRANGE
 You should talk to your physician.

MJ
 Peter!

Peter walks up from the basement.

DR. STRANGE
Please Scooby-Doo this shit.
 (then)
 You can work in the Undercroft.

NED
 (awed)
 The Undercroft?!

**INT. SANCTUM SANCTORUM - UNDERCROFT/ANCIENT CHAMBER - MOMENTS
 LATER (DAY)**

A lightbulb turns on to REVEAL... The Undercroft, a.k.a. a normal, boring basement.

NED
 Badass!

BUZZ! A nearby dryer signal goes off. Ned, MJ, and Peter take in the Christmas decorations, camping stuff... Ned grabs a crossbow, in awe.

PETER
 Guys, listen, about this whole spell thing--

MJ
 It's totally okay.

PETER
 Wait really?

MJ
 Yeah. I mean, I get it. You were just trying to fix things. And so, maybe just run it by us next time, you know? That way when you're thinking, "Hey, I'm about to do something that could break the universe," we could, like, help you. Workshop something... or brainstorm ideas...

A smirk between them. *MJ giving him shit. Becoming a genuine look. MJ forgiving him. Peter grateful for her.*

PETER
 Deal.

Peter's eyes shift to Ned -- *will he forgive him?*

PETER (CONT'D)
 Ned?

NED
 Oh, dude, I don't care. It's
 seriously not a big deal. Um--
 (then, excited)
 Oh! A torture rack!

MJ
 That is a Pilates machine.
 (then, pointing to other
 room)
 That is...?

PETER
 The crypt.

MJ
 Okay, so... we get the rest of the
 guys, you zap them, Dr. Magic will
 send them back. And when we get
 into MIT, a round of stale donuts,
 my treat.

NED
 Let's catch some Multiverse Men.

DOC OCK
 Hey!

Reveal Doc Ock watching Ned and MJ from his cell.

DOC OCK (CONT'D)
 Who the hell are these two?

PETER
 These are my friends. This is MJ
 and uh, this is Ned.

MJ Hey. NED Hello.

PETER
 Uh, I'm sorry, what was your name
 again?

DOC OCK
 Doctor Otto Octavius.

A beat, then... they all laugh.

PETER
 Wait, no seriously, what's your
 actual name?

NED

Oh, is that a dinosaur?!

From his cell, Lizard scowls, unamused.

**INT. SANCTUM SANCTORUM - UNDERCROFT/ANCIENT CHAMBER - LATER
(DAY)**

ANGLE ON the holographic Iron Spider controls in command over Doc Ock's tentacles.

QUICK POPS:

-- Peter pulls his suit covered in green paint out of his backpack.

-- As Peter grabs cleaning supplies, a doll on the shelf turns its face towards him.

-- MJ scrolls through TikTok news updates on her phone.

-- ZIP! Ned opens his backpack, pulls out his laptop, and turns it on.

-- Curious, MJ pulls a box from a shelf, is surprised to read... it's a goatee template?

-- Lizard sits in his cell, bored. Tosses a stone pebble.

Peter scrubs his suit while on the phone with May.

MAY (OVER PHONE)

If the paint won't come off, bring it by the shelter and I'll get it out.

PETER

(into phone)

No, no, no... May, we gotta find these guys first.

MAY (OVER PHONE)

Well, finish your mission and then come by. We're having a canned food drive.

Peter turns his suit inside out to REVEAL A BLACK AND GOLD INTERIOR, devoid of green paint.

PETER

(sotto)

That could work.

NED

Uh, I got one, I got one, I got one...

PETER

(into phone)

Uh May, I gotta go, I'll call you back.

MAY

Okay, love you! Bye!

Peter hangs up, joins MJ and Ned in front of Ned's laptop.

NED

I mean, you can take the guy out of the chair, but you can't take the chair out of the guy.

MJ cocks her head -- *not sure about that one.*

PETER

What'd you find?

NED

Uh, there's a...

(reading)

"...disturbance near a military research facility outside of the city." And witnesses say that they saw a monster flying through the air.

PETER

That's got to be the guy I saw on the bridge right?

DOC OCK (O.S.)

That's impossible.

Peter, Ned, and MJ look up at Doc Ock in his cell. As Peter moves towards him:

PETER

You know him, don't you? On the bridge, you said his name.

DOC OCK

Norman Osborn. Brilliant scientist. Military research. But he was greedy. Misguided.

PETER

What happened to him?

Ock lunges forward, straining against the tentacles holding him in place.

DOC OCK
We tire of your questions, boy!

PETER
Okay. Um... I gotta go.
(to Ned)
Where am I going?

DOC OCK
It can't be him.

MJ
Why?

DOC OCK
Because Norman Osborn died. Years ago. So either we saw someone else. Or you're flying out into the darkness to fight a ghost.

Off Peter, unsettled...

EXT. POWER LINES - SUNSET

Spider-Man swings -- HIS SUIT TURNED INSIDE OUT, BLACK AND GOLD -- along high-tension power lines strung between giant transmission towers.

INT. SANCTUM SANCTORUM - UNDERCROFT - THAT NIGHT

Ned opens the fridge door, pauses to examine boxes of takeout alongside otherworldly specimens held in old mason jars.
What the...?

Ned joins MJ at his laptop.

MJ
(into laptop camera)
Keep an eye out on the trees. We don't really know where this guy is.

ON NED'S LAPTOP: a live-feed of Spider-Man's POV as he swings.

EXT. POWER LINES/EXT. FOREST - SAME TIME (NIGHT)

REVEAL Spider-Man's CELL PHONE, duct-taped to his chest.

ON THE SCREEN: MJ and Ned (via FaceTime).

[NOTE: This device is used throughout the following sequence. MJ and Ned participate in the action, right along with Spider-Man, their reactions visible on Spider-Man's chest.]

MJ (ON PHONE SCREEN)
I genuinely don't know how you do
this without throwing up.

Spider-Man swings down from the power lines, landing in a dark forest.

He walks forward, on alert... when SOMETHING MOVES THROUGH THE TREES!

SPIDER-MAN
Did you guys see that?

MJ (ON PHONE SCREEN)
Um... no?

NED (ON PHONE SCREEN)
It's really dark.

More RUSTLING, now in the trees behind Spider-Man. He turns--

But nothing's there. In the distance, an owl CALLS. The wind WHISTLES through the trees...

SPIDER-MAN
Okay, okay, okay...

Spider-Man continues on, searching, when--

He stops, SPIDER-SENSE flaring as an EERIE BLUE LIGHT CRACKLES behind him.

NED (ON PHONE SCREEN)
What's happening?

MJ (ON PHONE SCREEN)
Peter, what is it?

Spider-Man readies his web shooter. Three glowing rings appear...

MJ (ON PHONE SCREEN) (CONT'D)
Are you getting, like, the tingle
thing? Is the tingle thing
happening? Is your tingle
tingling?

Spider-Man quickly turns to see--

A BLUE GHOST. Hovering above the power lines, drawing energy from them.

ELECTRO (Jamie Foxx) from *THE AMAZING SPIDER-MAN 2*! His spectral form at the movie's end.

SPIDER-MAN

Are you guys seeing this?

MJ (ON PHONE SCREEN)

Yeah...

NED (ON PHONE SCREEN)

Osborn?

SPIDER-MAN

No. He was green, this guy's blue.

(calls out)

Uh... you wouldn't happen to be from another universe, would you?

No reply, save for the CRACKLING BURSTS of electricity.

MJ (ON PHONE SCREEN)

What's he doing?

INT. SANCTUM SANCTORUM - UNDERCROFT - SAME TIME (NIGHT)

ANGLE ON Ned and MJ, watching this all on Ned's laptop.

SPIDER-MAN (OVER LAPTOP SPEAKERS)

I don't know. It looks like he's charging.

MJ shakes her head, concerned.

MJ

I don't like this. Just web him.

EXT. POWER LINES/EXT. FOREST - SAME TIME (NIGHT)

Spider-Man MAGIC-WEBS at Electro...

But the web goes through his spectral form and hits a tree.

INT. SANCTUM SANCTORUM - ANCIENT CHAMBER - SAME TIME (NIGHT)

WHOOSH! A HUGE TREE appears in a cell, CRUNCHED into the confines of the space! MJ and Ned react, startled.

MJ/NED

Whoa!

EXT. POWER LINES/EXT. FOREST - SAME TIME (NIGHT)

CLOSE ON Electro as he JOLTS AWAKE! He spots Spider-Man--

Electro BLASTS BOLT AFTER BOLT at a retreating Spider-Man. On his cellphone screen, Ned and MJ try to direct him:

NED (ON PHONE SCREEN)
Dude, go left! Left, dude, left!
Left, go-- Left, yes!

MJ (ON PHONE SCREEN)
(to Ned)
What are you doing?
(to Spider-Man)
Go right!

Over their ongoing "advice"...

SPIDER-MAN
Guys! This is *not* helping!

Electro suddenly appears before Spider-Man. With a BLAST, he sends Spider-Man tumbling to the ground.

INT. SANCTUM SANCTORUM - UNDERCROFT - SAME TIME (NIGHT)

Ned's laptop screen sputters, losing connection...

MJ
Oh, no, no, no... what happened?
Peter?

NED
(panicking)
Uh...

MJ
Peter!

EXT. POWER LINES/EXT. FOREST - SAME TIME (NIGHT)

Spider-Man writhes on the ground, reeling from the blast. Suddenly--

Electro charges at him, shooting another bolt, when--

A WALL OF SAND whirls up and takes the brunt of the shock... out of the swirling mass, a face appears...

SPIDER-MAN

Whoa!

It's SANDMAN (Thomas Haden Church) from *SPIDER-MAN 3*!

SANDMAN

Peter, it's me! Flint Marko! You remember?

SPIDER-MAN

I'm Peter, but I'm not your Peter.

SANDMAN

What do you mean you're "not my Peter?" What the hell is going on?!

SPIDER-MAN

I'll explain everything. But first, can you help me stop this guy?

SANDMAN

Okay.

SPIDER-MAN

You try to surround him and I'll pull the plug. All right, let's go!

Spider-Man WEBS and SWINGS back up into the fight, Sandman acting as a wall of protective sand around him.

SPIDER-MAN AND SANDMAN VS. ELECTRO!

Electro launching electricity bolts!

Sandman turns into a SAND TYPHOON, swirling around Electro.

Spider-Man lands on a transmission tower, DODGES blast after blast of electricity...

Sandman's face appears in the swirling typhoon.

SANDMAN

I can't... hold him much longer!

SPIDER-MAN

I got it, I got it!

One by one, Spider-Man WEBS the various transmission towers... pulling back... SPARKS! The lines begin to rip...

Electro's body grows dimmer as he draws less and less power...

Spider-Man SEVERES the last power line and is THROWN BACK, slide-landing onto the ground.

Electro expends his seemingly last BLAST -- before falling to the ground.

Sandman appears at Spider-Man's side as he peels off his mask.

SANDMAN

A different Peter. Weird.

Peter slaps Sandman's hand--

PETER

Thanks.

--Sandman's hand scatters in the wind.

PETER (CONT'D)

Sorry.

SANDMAN

Don't worry about it.

Reveal Electro. Now in HUMAN FORM. He looks around, remnants of electricity CRACKLING down his arm...

ELECTRO

I got my body back.

PETER

Hey, um... this is gonna sound really crazy, but uh... this isn't your universe.

ELECTRO

Another universe?

PETER

Uh-huh.

SANDMAN

What?!

ELECTRO

That's what I was feeling. The power, it's different... I like it!

As Electro's eyes FLASH--

SANDMAN
Easy, buddy.

PETER
It's actually my fault that you're here.

ELECTRO
Like... like the universe? Or the woods? I hate the woods.

PETER
I meant the universe, sir.

ELECTRO
So what? Y'all just gonna stand here and act like I ain't butt-ass naked?

SANDMAN
I am.

Peter quickly looks away...

PETER
Uh, no, no... uh... I uh--

Peter looks aside, sees a UTILITY SHED with some line worker clothes inside.

**INT. SANCTUM SANCTORUM - ANCIENT CHAMBER - MOMENTS LATER
(NIGHT)**

WHOOSH! Electro MATERIALIZES in a cell in ConEd clothes. MJ and Ned react -- *whoa*. As Doc Ock waves to Electro from his own cell...

EXT. POWER LINES/EXT. FOREST - SAME TIME (NIGHT)

Sandman reacts to Peter magic-webbing Electro, spooked.

SANDMAN
What was that? What did you just do to him?

PETER
No, no, no, it's okay, it's okay, it's okay...

SANDMAN
Did you kill him?

Sandman is becoming angry.

PETER

Whoa, whoa, whoa, listen, I can explain everything. You just have to trust me, please just trust me--

SANDMAN

I don't trust you! I don't know you!

Sandman lunges at Peter -- who FIRES his magic web shooter. WHOOSH! Sandman's gone.

INT. SANCTUM SANCTORUM - ANCIENT CHAMBER - CONTINUOUS (NIGHT)

Sandman MATERIALIZES in an empty cell. Furious, he pounds his fists against the barrier.

SANDMAN

Ugh, what is this?!

ELECTRO

You picked the wrong side.

Electro hears laughter -- looks over, spots Lizard.

ELECTRO (CONT'D)

Connors?

DOC OCK

Wait. You know this creature?

ELECTRO

No, no, no, no... not a creature. A man.

Ned and MJ watch this whole scene play out.

NED

Whoa, same universes.

ELECTRO

Dr. Curt Connors. He was a scientist at Oscorp when I worked there. A brilliant scientist. Until he turned himself into a lizard. Then he tried to turn the whole city into lizards, it was crazy!

LIZARD

It wasn't crazy, Max. It was the next step in human evolution.

NED

The dinosaur can talk?!

MJ

Lizard.

NED

Right.

LIZARD

Speaking of which -- what happened to you? Last I recall, you had bad teeth, glasses, and a combover. Did you get a makeover? You know I can give you a real makeover.

ELECTRO

Let me guess, into a lizard?

LIZARD

Exactly!

SANDMAN

Would you two just shut up?! Where are we?

NED

It's complicated--

MJ

A wizard's dungeon.

ELECTRO

A wizard's... a wizard's dungeon?

MJ

There's no real way to sugar coat that. It's literally the dungeon of a wizard.

ELECTRO

Look, you can keep your magic.

(re: glowing hands)

I want a taste of that new energy I just felt.

The overhead lights flicker.

MJ's phone RINGS. She answers.

MJ
 (into phone)
 Oh, Peter, hey!

EXT. POWER LINES/EXT. FOREST - INTERCUT - SAME TIME (NIGHT)

Peter is on the phone, surrounded by downed power lines.

PETER
 (into phone)
 Hey, uh... did those guys come through yet? There should be an electric guy and a sand guy.

MJ
 Yeah, they're all here and locked up.

PETER
 (into phone)
 Okay, perfect. I'm gonna just stay here for a bit and try and fix some of this damage so they don't blame it on me again.

MJ
 Okay.

PETER
 But hey, I uh... I couldn't do any of this without you so... thank you.

MJ
 Yeah, of course.

Ned inspects the tree in one of the cells, turns to MJ.

NED
 Hey, ask him if this is, like, a tree monster, or like a scientist that turned into a tree...?

ELECTRO
 It's just a tree, man. Just a tree.

EXT. NEW YORK CITY SKYLINE - ESTABLISHING SHOT - DAWN

Day breaks through the skyline of Manhattan.

EXT. NYC ALLEY - MORNING

In a deserted alley, NORMAN OSBORN desperately tries to cover up the Goblin Glider with trash.

GREEN GOBLIN (V.O.)
 Coward! We have a new world to
 conquer.

Norman turns, sees the Green Goblin mask hanging on a nearby dumpster. He trembles with fear.

GREEN GOBLIN (V.O.)
 You make me sick.

NORMAN
 Leave me alone. Please...

GREEN GOBLIN (V.O.)
 Hiding in the shadows. Hiding from
 who you truly are.

NORMAN
 No!

GREEN GOBLIN (V.O.)
 You can't escape yourself!

Norman picks up a brick and SMASHES the mask. He runs off, Green Goblin's CACKLING LAUGHTER echoing around him...

EXT. POWER LINES/EXT. FOREST - MORNING

Peter swings down, looks at his handiwork -- power lines held together precariously with a lot of webs.

His phone VIBRATES with a call from May.

PETER
 (into phone)
 Hey, May.

MAY (OVER PHONE)
 Hey, Peter. I'm at work and um...
 (whispers)
 One of the guys you're looking for
 just walked in.

Off Peter's concerned face...

EXT. F.E.A.S.T. SHELTER - LATER (MORNING)

A billboard for the F.E.A.S.T. shelter featuring a waving Spider-Man. But someone has crossed out his face and graffitied "MYSTERIO WAS RIGHT."

Spider-Man SWINGS past the sign, landing in front of the shelter doors. He quickly runs inside--

INT. F.E.A.S.T. SHELTER - CONTINUOUS (MORNING)

Spider-Man searches, frantic. He pulls off his mask.

PETER

May! Where's May?

A FOOD SERVICE WORKER points Peter towards the kitchen.

PETER (CONT'D)

Thank you!

Peter takes off, rounding the kitchen door to find...

MAY HAVING TEA WITH NORMAN OSBORN.

No armor. Dressed in ill-fitting clothes from the donation bin. Nursing tea in a mug, he looks tired, disoriented... even fragile.

MAY

Ah, hey, here he is! Norman, this is my nephew.

Peter is totally thrown.

PETER

Norman Osborn? I thought that you--

NORMAN

I saw Spider-Man in an ad for this place. And I thought he could help me. But you're not him.

PETER

Wait, so you want Spider-Man's help?

MAY

He... he just wandered in.

NORMAN

I didn't know where else to go. Someone's living in my house.

(MORE)

NORMAN (CONT'D)

Oscorp doesn't exist. My son...

(beat, then)

Sometimes I'm not myself. I'm...
someone else.

MAY

Uh huh.

NORMAN

And every time he's in control, I
can't remember.

MAY

Who is that?

NORMAN

And now I'm here--

MAY

Who's "in control?"

NORMAN

--In this place--

MAY

Norman, who's in control?

NORMAN

--In this city, and I don't know--

MAY

Uh huh.

NORMAN

--I don't know why, what's going on
with me? And I don't--

May tries to calm him, comfort him.

MAY

Okay, okay, okay...

NORMAN

It doesn't make sense.

May pulls Peter aside.

MAY

He's lost. And I don't mean just
in the cosmos, I mean in his mind.
Are they all like this?

PETER

Yeah.

MAY

Yeah?!

PETER

Well, I mean, they all have their own mental and physical issues.

MAY

Well, he needs help, and maybe they all do.

PETER

Wait, you don't mean--? No May, this isn't my problem.

MAY

Peter. Not your problem?

May locks eyes with Peter -- *is he being honest with her and himself?*

MAY (CONT'D)

Hmm?

PETER

May, their chance of getting help is way better back where they came from. Sending them home, *that's* the best thing that we can do for them.

MAY

For them? Or for yourself?

Her words hit Peter hard. She's guiding him, but leaving the choice open. He hesitates.

MAY (CONT'D)

Look around you. This is what we do. We help people.

PETER

This is what's best. For them. Trust me.

Off May, not entirely sold by that...

INT. DAILY BUGLE CONTROL ROOM - DAY

Daily Bugle EMPLOYEES in a TV control room watch as J. Jonah Jameson wraps up a segment.

J. JONAH JAMESON (ON SCREEN)
 But the fact remains, Spider-Man is
 a menace! We'll be right back...

INT. DAILY BUGLE STUDIO - SAME TIME (DAY)

Reveal J. Jonah behind a desk in a professional news studio.
 He gestures to a bottle of vitamins at his side.

J. JONAH JAMESON
 ...After a brief word from Daily
 Bugle Supplements. The only other
 daily fix you need.

PRODUCER (O.S.)
 And we're out.

J. Jonah answers his phone:

J. JONAH JAMESON
 What?

EXT. F.E.A.S.T. SHELTER - INTERCUT - SAME TIME (DAY)

A *DAILY BUGLE* LACKEY sits in a parked car. He watches as a
 truck from the shelter pulls away.

DAILY BUGLE LACKEY
 (into phone)
 I got eyes on him. He's with his
 aunt, some guy I don't know.

J. JONAH JAMESON
 (into phone)
 You sure?

DAILY BUGLE LACKEY (O.S.)
 They're just leaving the shelter.

J. JONAH JAMESON
 Okay, don't lose him!

As J. Jonah eagerly walks off set...

EXT. SANCTUM SANCTORUM/INT. SHELTER TRUCK - LATER (DAY)

May parks the F.E.A.S.T. truck outside the Sanctum Sanctorum.
 As Peter and Norman exit--

NORMAN
Thanks, May! Hope to see you
again.

MAY
Hey...

Peter turns back to his aunt.

MAY (CONT'D)
He trusts you. So do I.

A beat as Peter takes that in, then--

PETER
Thanks for cleaning my suit.

Reveal Peter in his black and red suit (no longer turned
inside-out, the green paint removed).

As Peter hops out of the van:

PETER (CONT'D)
I'll see you later!

INT. SANCTUM BASEMENT - UNDERCROFT - MOMENTS LATER (DAY)

Peter walks Norman over to MJ and Ned, who are seated in
front of Ned's laptop. They turn.

PETER
Um, guys, this is uh... Mr. Osborn.

NORMAN
(correcting)
It's Doctor.

PETER
Sorry. Um, Doctor Osborn, these
are my friends. This is Ned and
MJ.

NORMAN
Mary Jane?

MJ
It's Michelle Jones, actually.

Norman reacts, understanding. *Another universe.*

NORMAN
Fascinating...

His attention is then drawn to the imprisoned villains below.

NED
 (aside, to MJ)
 Do you think there are other Ned
 Leeds-es?

INT. SANCTUM SANCTORUM - ANCIENT CHAMBER - CONTINUOUS (DAY)

Norman looks around, then spots Doc Ock in his cell.

NORMAN
 Octavius?

DOC OCK
 (amazed)
 ...Osborn?

NORMAN
 (re: Ock's tentacles)
 What... what happened to you?

DOC OCK
 What happened to-- You're the
 walking corpse!

NORMAN
 What do you mean?

DOC OCK
 You died, Norman. Years ago.

Peter looks up, having overheard.

NORMAN
 You're insane.

ELECTRO
 God, I love it here.

Peter enters, gestures at Norman.

PETER
 (to Doc Ock)
 What are you talking about? He's
 standing right there. He's not--

SANDMAN
 Dead. They both died. Fighting
 Spider-Man.

Norman looks to Peter -- *is this true?* But Peter is just as shocked as him.

SANDMAN (CONT'D)

It was all over the news. Green
Goblin? Impaled by the glider you
flew around on.

As this sinks in for Norman, Sandman turns to Doc Ock.

SANDMAN (CONT'D)

And a couple years later, you, Doc
Ock, drowned in the river with your
machine.

DOC OCK

That's nonsense! Spider-Man was
trying to stop my fusion reactor.
So I stopped him! I had him by the
throat and then I...

(struggling to remember)

And then I was here.

ELECTRO

Oh please, let me tell you
something. I was whooping Spider-
Man's ass -- he'll tell you. And
then he caused an overload, I was
stuck in the grid, absorbing data,
I was about to turn into pure
energy and then-- And then, uh--
And then--

(realizes)

Oh, shit. I was about to die.

LIZARD

Max, do you know -- do I die?

MJ and Ned join Peter, alarmed by what they're hearing.

WHOOSH! A PORTAL OPENS. Dr. Strange enters with an
elaborately designed puzzle box, the corrupted spell trapped
inside.

He spots Norman.

DR. STRANGE

Oh great, you caught another one.

Strange flicks his wrist--

PETER

No no no, wait, Strange, he's not--

--And transports Norman into a cell.

PETER (CONT'D)
 (to Norman)
 It's okay. Um...
 (then, re: The Box)
 What is that?

DR. STRANGE
 It's an ancient relic. *La Macchina di Kadavus*. I've trapped your corrupted spell inside, and once I finish the proper ritual, it'll reverse the spell. And send these guys back to their universes.

DOC OCK
 And then what? We perish?

ELECTRO
 Nah, no thanks, I'll pass on that.

NORMAN
 Let me out of here. Peter!

PETER
 Strange, we can't send them back.
 Not yet.

Strange reacts -- *not yet?*

DR. STRANGE
 Why?

PETER
 Some of these guys are gonna die.

DR. STRANGE
 Parker... *it's their fate*.

PETER
 Come on, Strange. Have a heart.

DR. STRANGE
 In the grand calculus of the Multiverse, their sacrifice means infinitely more than their lives.

Peter takes that in, conflicted.

DR. STRANGE (CONT'D)
 I'm sorry, kid. If they die, they die.

Dr. Strange turns back to solving The Box. Peter turns to Ned and MJ -- *what should he do?*

GOLDEN LIGHT begins to envelope the villains in their cells.

NORMAN

Peter!

The villains react, nervous and uneasy, as the GOLDEN LIGHT around them glows brighter...

The Box is almost solved. A triangular BUTTON appears on top. As Strange goes to press it...

THWIP! Peter WEBS The Box.

DR. STRANGE

Don't!

Peter YANKS The Box away just as-- THWIP! He MAGIC WEBS Dr. Strange into Sandman's cell!

NED

Dude, what are you doing?

MJ

Peter, you better go. Go!

As Peter takes off running, Dr. Strange frees himself from Sandman.

DR. STRANGE

This is why I never had kids.

Strange easily walks out of the cell, while Sandman SMACKS into the transparent wall.

EXT. SANCTUM SANCTORUM - MOMENTS LATER (DAY)

Spider-Man races outside with The Box and WEBS AWAY -- right into a SERIES OF PORTALS that appear before him.

WHOOSH! He comes out of one and lands right back in front of the Sanctum. Dr. Strange glares at him.

DR. STRANGE

Give me The Box.

SPIDER-MAN

No.

Spider-Man tries to MAGIC WEB Dr. Strange, but the shooter malfunctions... then completely DISAPPEARS!

SPIDER-MAN (CONT'D)

Whoa!

Spider-Man quickly WBES away with The Box. But his web flies into a PORTAL... and out another... WEBBING HIS OWN FOOT. He's stuck, dangling between the two portals, struggling.

Using an Eldritch Whip, Dr. Strange pulls Spider-Man down and KNOCKS HIS ASTRAL BODY OUT OF HIS PHYSICAL BODY.

Ghostlike, Spider-Man's Astral Body -- in the form of Peter Parker -- floats nearby.

PETER (ASTRAL BODY)

Oh my God, I'm dead.

DR. STRANGE

You're not dead. You've just been separated from your physical form.

PETER (ASTRAL BODY)

My physical-- What?!

Spider-Man's Physical Body stands there, seemingly lifeless, holding The Box. Dr. Strange reaches for The Box--

But Spider-Man's Physical Body moves The Box away. Somehow Astral Peter is controlling Spider-Man's Physical Body!

DR. STRANGE

How are you doing that?

PETER (ASTRAL BODY)

I have no idea...

DR. STRANGE

(reaching for The Box)

You should not... be able... to do that.

PETER (ASTRAL BODY)

(re: astral form)

This feels amazing.

Astral Peter "swims" back to reenter his Physical Body...

Spider-Man's immediately TOSSED BACK onto the road. He flips upright.

SPIDER-MAN

That might have been one of the coolest things that's ever happened to me. But don't ever do that again.

Spider-Man WEBS off with The Box. Dr. Strange sends the Cloak of Levitation after him. WHOOSH!

The Cloak GRABS onto Peter.

SPIDER-MAN (CONT'D)
Hey-- get off of me!

Cloak flings Spider-Man back. With a flick of his wrist, Dr. Strange sends Spider-Man crashing into--

EXT. THE MIRROR DIMENSION - NEW YORK CITY - CONTINUOUS (DAY)

An EXACT REPLICA of the city, but separated from the real one, so they can fight unseen and without hurting anyone.

Spider-Man free-falls, tightly gripping The Box. Dr. Strange flies after him, Cloak now billowing off his back.

Strange manipulates the Mirror Dimension...

A DEPARTMENT STORE FOLDS INTO ITSELF! Spider-Man WEBS, deftly navigating the building as it bends its way around him.

He hurtles out a window, making his way through Central Park, still clutching The Box. Dr. Strange waves his hands to create a MAGICAL CLOTHESLINE. WHACK! Spider-Man is flung backwards--

Right into the path of a SUBWAY TRAIN, roaring out of a PORTAL opened by Strange! The Box lands on the train's roof. As Dr. Strange goes to grab it--

Spider-Man WEBS The Box back. Strange sighs.

Spider-Man crawls on top of the train.

SPIDER-MAN
What is this place?

DR. STRANGE
The Mirror Dimension. Where I'm in control.

Dr. Strange waves his hands, again altering the Mirror Dimension. The skyscrapers of New York City fold, bending into the rising peaks and valleys of--

EXT. THE MIRROR DIMENSION - NEW YORK CITY/THE GRAND CANYON - CONTINUOUS (DAY)

The subway train careens through the two worlds of New York City and the Grand Canyon, now fused together.

Spider-Man and Dr. Strange stand off on the train's roof.

SPIDER-MAN

Strange, stop! Can we please just talk about this?!

DR. STRANGE

Parker, don't you realize that in the Multiverse there are an *infinite number* of people who know Peter Parker is Spider-Man.

(re: Box)

And if that spell gets loose, they're all coming here!

SPIDER-MAN

Look, I know. I get it! But we can't just send them home to die.

DR. STRANGE

It's their fate. You can't change that any more than you can change who they are.

SPIDER-MAN

But what if we could? What if we could change their fate?

Strange manipulates the Mirror Dimension...

SPIDER-MAN (CONT'D)

Whoa, whoa... what are you doing?

The train car duplicates again and again, becoming a spinning vortex around Spider-Man.

As Spider-Man turns and runs off--

SPIDER-MAN (CONT'D)

I'm not giving you the-- Whoa!

Dr. Strange PORTALS him -- dropping Spider-Man down one portal, through to the next, in a state of CONSTANT FREE-FALL. As Peter drops in and out, over and over--

Cloak flies in and grabs The Box back!

Spider-Man. Cloak. Box. Spider-Man. Cloak. Box. Until--

Spider-Man WEBS the other side of Cloak, suspending them between the two portals.

SPIDER-MAN (CONT'D)

Give me that back!

As Cloak and Spider-Man battle it out, Dr. Strange lassos Cloak and The Box, pulling them away from Peter... bending the two portals closer and closer towards each other, when--

WHOOSH! The two portals fall in on each other.

Everything begins SPINNING! New York streets kaleidoscopically folding into Grand Canyon rock walls.

The Box goes flying. Dr. Strange, Cloak, and Spider-Man plummet after it.

Spider-Man lands on top of a rock, noticing...

SPIDER-MAN (CONT'D)

Wait a minute. Is that an Archimedean spiral? The Mirror Dimension is just geometry? You're great at geometry! You can do geometry!

Spider-Man WEBS off as Dr. Strange GRABS hold of The Box, Cloak once more wrapped around him.

THWIP! THWIP! Spider-Man WEBS in random directions--

SPIDER-MAN (CONT'D)

Square the radius... divide by Pi... at flat points along the curve...

DR. STRANGE

It's over, Parker. I'll come pick you up when it's done.

Dr. Strange opens a PORTAL back to the Sanctum.

As Spider-Man continues to WEB in random directions...

SPIDER-MAN

Hey, Strange! You know what's cooler than magic?

Dr. Strange's foot snags on one of Spider-Man's seemingly random webs. Then the shifting of Mirror Dimension objects brings another web right into him.

SPIDER-MAN (CONT'D)

Math!

Strange looks around. Webs everywhere, closing in on him as the rocks turn and spin -- *not so random after all* -- as Strange is completely ensnared in a web!

Spider-Man drops down in front of Dr. Strange and WEBS back The Box.

DR. STRANGE
Don't do this.

Spider-Man WEBS the SLING RING off Dr. Strange's finger.

DR. STRANGE (CONT'D)
Ow.

SPIDER-MAN
I'm sorry, sir. But--

He dives through the PORTAL with The Box and Sling Ring.

INT. SANCTUM SANCTORUM - ANCIENT CHAMBER - CONTINUOUS (DAY)

Spider-Man looks back through the PORTAL.

SPIDER-MAN
I have to try.

Dr. Strange stares back, equal parts furious and concerned, as the PORTAL CLOSES.

Ned and MJ approach--

NED
Dude, what happened?

SPIDER-MAN
I just had a fight with Dr. Strange and I totally won!

NED
What?!

SPIDER-MAN
Lookit, I stole his ring thing.

Ned grabs the ring from Peter.

NED
Whoa!

SPIDER-MAN
I was swinging through the city and then I went through this massive--

He pulls off his mask.

PETER
 --Mirror thing. And then I was
 back in the city--

MJ
 Where is he? Where is he--

PETER
 Uh, he's trapped, but I'm not sure
 for how long.

DOC OCK
 You could have just left us to die.
 Why didn't you?

MJ
 'Cause that's not who he is.

Peter reacts to these words, takes in the villains in their
 cells.

PETER
 I think I can help you guys. If I
 can fix what happened to you, then
 when you go back, things will be
 different, and you might not die
 fighting Spider-Man.

ELECTRO
 What do you mean "fix" us?

PETER
 Look, our technology is advanced,
 and I'm--

NORMAN
 I can help you. You know, I'm
 something of a scientist myself.
 Octavius knows what I can do.

DOC OCK
 "Fix?" You mean like a dog? I
 refuse.

PETER
 I can't promise you guys anything.
 But at least this way you actually
 get to go home and have a chance...
 a second chance. I mean, come on.
 Isn't that worth trying?

LIZARD

Trust me, Peter. When you try to fix people there are always consequences.

PETER

I mean, you don't have to come. I also didn't know that you could talk.

Lizard shrugs.

PETER (CONT'D)

But if you stay here... you're gonna have to deal with the wizard.

LIZARD

Ah, so we go along or die. Not much of a choice, is it?

SANDMAN

I just want to go home.

ELECTRO

Well, I myself don't want to be killed, especially by a guy dressed like Dungeons & Dragons, so... what's your plan?

PETER

(lying)

I have it all under control.

Peter pulls Ned and MJ aside.

PETER (CONT'D)

(re: The Box)

What are we gonna do about this thing?

MJ

Uh, well, we need to find somewhere safe for it, right?

PETER

Yeah. Sure, right.

NED

Yes, yes.

PETER

(to MJ)

You gotta take it.

MJ

Wait, what?

PETER

If something bad happens, I'll text you and then you just push this and then it's all over and they'll all be gone.

MJ

Peter, we're going with you. We're not gonna leave you.

PETER

You can't come with me, it's too dangerous. You guys have already done enough.

NED

Peter, we're in this together.

PETER

I know we're in this together, Ned. But I can't do this if I know that you're in danger. Okay? So for me, MJ, please, just take this? ...Please?

MJ

(caving)

Fine.

MJ takes The Box.

PETER

Thank you.

MJ

But Peter, I swear, if I don't hear from you, I'm pressing the button.

PETER

Sure.

MJ

Okay.
(to villains)
And I will do it!

ELECTRO

(skeptical)

Yeah, we all believe you, Michelle.

LIZARD
No way that's his girlfriend. No way.

PETER
(re: Box)
She'll do it.

NED
Absolutely. She will.

Peter turns from the villains, back to Ned.

PETER
Okay. See you later?

NED
Be safe.

PETER
You too.

Peter and Ned do their special handshake from *HOME COMING*. As they bump hands, a SPARK emits from Dr. Strange's Sling Ring.

PETER/NED
Whoa.

NED
Okay...

Ned heads off, as MJ kisses Peter goodbye.

MJ
Be careful, okay?

PETER
Yeah, you too.

MJ follows after Ned.

Peter turns to the villains.

PETER (CONT'D)
So, uh... who's coming with me?

As Norman considers this, then Doc Ock...

ELECTRO
Well, I'm in. But... if this goes sideways, imma fry you from the inside out.

INT. HAPPY'S CONDO - LIVING ROOM - LATER (DAY)

CLICK. CLICK. CLICK. The many locks release and the door opens. The villains hustle inside, past the security camera. As May enters...

PETER
Where's Connors?

MAY
He told me he wants to stay in the truck.

PETER
Okay.

ALARM SYSTEM VOICE (V.O.)
Alarm system deactivated.

As Peter closes the door, he whispers aside to May:

PETER
Hey, May?

MAY
Yeah?

PETER
I feel kinda bad using Happy's place like this.

MAY
No, no, no, he'll get over it.

REVEAL the absurd juxtaposition of the villains (sans Lizard) in Happy's bachelor pad:

Electro shoots energy at the TV, and shorts it out.

NEWS ANCHOR VOICE (FROM TV)
A majority of New Yorkers oppose the Statue of Liberty's renovation.

Sandman sits on the black leather sofa. Sand FALLS everywhere.

SANDMAN
Oh... sorry.

He tries to brush it off the sofa. Unsuccessful.

Norman puzzles over DUM-E in the kitchen.

Doc Ock is wrapped into submission by his own tentacles. He scowls.

DOC OCK

So this is your plan, Peter? Hmm?
No lab, no facilities, just
performing miracles in a
condominium? Hmm? What, are you
going to cook us some cures and
some frozen burritos in a
microwave?

NORMAN

I could go for a burrito.

DOC OCK

He's gonna kill us all.

PETER

Well, let's hope not. You're up
first, Doc.

Ignoring Ock, Peter walks to the storage room.

DOC OCK

What? Hey, I told you, I don't
need fixing.

INT. HAPPY'S CONDO - STORAGE ROOM - CONTINUOUS (DAY)

As Peter enters...

DOC OCK

I don't need fixing!

INT. HAPPY'S CONDO - LIVING ROOM - SAME TIME (DAY)

Doc Ock fumes.

DOC OCK

Especially by a teenager using
scraps from a bachelor's junk
drawer.

Electro follows after Peter.

ELECTRO

Nah, nah, nah. He got something
back there. I can feel it. That
weird energy.

INT. HAPPY'S CONDO - STORAGE ROOM - SAME TIME (DAY)

CLOSE ON the tarp being removed from the large case (marked "Stark Cases") that Peter saw before.

Norman, Electro, and May enter--

NORMAN

What the hell is that?

PETER

It's a Fabricator.

Peter presses a button on the case -- it unfolds to reveal a STARK FABRICATOR, a portable version of the machine Peter used on the jet in *FAR FROM HOME*. Powered by an ARC REACTOR.

PETER (CONT'D)

It can analyze, design, construct basically anything.

MAY

I thought that was the tanning bed Happy broke.

ON THE FABRICATOR: readouts come alive, sections open and extend outward, growing to full size.

Electro's eyes light up at the sight of the arc reactor.

ELECTRO

Look at that.

The unfolding machine keels forward and--

INT. HAPPY'S CONDO - KITCHEN - SAME TIME (DAY)

WHAM! Punches a hole in the kitchen wall. Doc Ock glares.

DOC OCK

He's gonna kill us all.

EXT. HAPPY'S CONDO BUILDING - PLAZA - EARLY EVENING

Two PEDESTRIANS walk by the F.E.A.S.T. truck. BANG! RAWR! As the truck gently shakes--

PEDESTRIAN

Whoa... what's going on there?

INT. HAPPY'S CONDO - STORAGE ROOM - THAT NIGHT

Peter works at the Fabricator. CLOSE ON a holographic scan of Doc Ock's compromised chip.

PETER

So the chip in the back of Doc's neck was designed to protect his brain from the A.I. system that's controlling these tentacles. But if you look here...

Peter rotates the hologram with his hands. He singles out the compromised chip.

PETER (CONT'D)

The chip is fried. So rather than him being in control of the tentacles, the tentacles are now in control of him. Which I guess explains why he is so miserable all the time.

Norman takes in the holographic chip, intrigued and amazed.

INT. HAPPY'S CONDO - KITCHEN - NIGHT

ANGLE ON the holographic Iron Spider controls in command over Doc Ock's tentacles.

REVEAL Doc Ock, his tentacles still wrapped around him as restraints. May taps one of them, holds up a glass of water.

MAY

Thirsty?

DOC OCK

Why yes, I am thirsty.

MAY

Fresh water or salt?

(off his look)

You know, because you're an octopus?

DOC OCK

...What?

MAY

Fresh water it is.

INT. HAPPY'S CONDO - LIVING ROOM - NIGHT

By the windows, Electro stares out at the world.

ELECTRO
Look at this place. And all the possibilities...

SANDMAN
What? This condo?

ELECTRO
Yeah, yeah, the condo. I love the whole open floor plan. No. Nah, man. I'm talking about the world.
(re: his cool new self)
I kind of like who I am here.

Electro glances toward the storage room... THE ARC REACTOR.

ELECTRO (CONT'D)
And all that power back there... I could be so much more.
(then)
So why'd you come along?

SANDMAN
I have a daughter, and I want to see her. But he's not gonna send anyone home until he's finished his little science project back there.

ELECTRO
You trust him?

SANDMAN
I don't trust anyone.
(beat, then)
How'd you end up like that anyway?

ELECTRO
Oh, the place where I worked at, they were experimenting with electricity created by living organisms and then, uh... I fell into a vat of electric eels.

SANDMAN
You're kidding. I fell into a super collider.

ELECTRO
Damn. Gotta be careful where you fall.

INT. HAPPY'S CONDO - STORAGE ROOM - NIGHT

The Fabricator holds the new MICROCHIP cure for Doc Ock. Peter adds the final pieces, as Norman looks on.

NORMAN

Remarkable. The technology and you. When all this is over, if you need a job and you're willing to commute to another universe...

The Fabricator HUMS. The chip is finished.

PETER

That worked! That totally worked!

Peter grabs the finished chip and races out of the room.

INT. HAPPY'S CONDO - KITCHEN/2ND FLOOR LANDING - CONT. (NIGHT)

Peter slides in with the new microchip, holds it up to May.

PETER

I got it. I did it, I did it. Uh... would you send him up?

MAY

Here we go.

Peter starts bounding up the stairs, as May adjusts the holographic Iron Spider controls. Peter suddenly stops, takes off his magnifying glasses, and tosses them to May. They almost hit the controls--

PETER

Sorry!

Ock's tentacles begin to lift him upwards, towards the second-story loft.

MAY

Hold on, Doc.

DOC OCK

Oh, will these humiliations never cease?!

Peter reaches the second floor landing, Ock now suspended in front of the railing. As Peter approaches--

DOC OCK (CONT'D)

You! Keep your science fair project away from me!

NORMAN
 (from below)
 Hey, it'll work. Have faith.

DOC OCK
 Says the reckless fool who turned
 himself into a monster.

Norman and Sandman look up from below as Peter tries to implant the new chip.

PETER
 Please stop moving your head. Hold
 still.

DOC OCK
 Don't you dare.

May, Norman, and Electro anxiously await the result, as Doc Ock continues to squirm.

DOC OCK (CONT'D)
 I swear, when I get out of this,
 we're gonna rip you a new--

CLOSE ON the new chip being gently attached to Doc Ock's inhibitor chip. Ock passes out.

PETER
 ...Doc?!

Electro looks up, waiting...

PETER (CONT'D)
 Doc? Doc?! ...Doctor Octavi--

Ock GASPS, lifts his head. Amazed.

DOC OCK
 It's so quiet. Those voices...
 inside my head... I'd almost
 forgotten.

NORMAN
 Otto?

DOC OCK
 Yes, Norman...

Ock's tentacles lower him back to the ground. He stands tall.

DOC OCK (CONT'D)
 It's me.

Electro looks on. Stunned. Disappointed. *This decision is real now.*

Peter jumps down from the 2nd floor landing.

SANDMAN
(re: Doc Ock)
Would you look at that.

Peter uses the holographic Iron Spider controls to release the hold over the tentacles. The nanotech reforms over Peter's red and black suit, forming a HYBRID SUIT.

Ock holds out his hand to Peter.

DOC OCK
I'm grateful, dear boy. Truly.

PETER
(shaking hands)
Yeah, you're welcome.

DOC OCK
How can I help?

INT. HAPPY'S CAR - NIGHT

Happy is speeding down the road. He calls Peter, gets his voicemail.

PETER (OVER CAR SPEAKERS)
This is Peter. Leave a message.

HAPPY
Uh, yeah, Peter this is Happy. I accessed my doorbell camera. Who are those guys, huh? Is that a cyborg? Did you bring a cyborg with robot legs into my house? Is one of the guys made of mud? What's going on? Call me back.

INT. HAPPY'S CONDO - STORAGE ROOM - NIGHT

ON THE FABRICATOR as it manufactures more cures. Norman does his own calculations off to the side.

DOC OCK
How does it feel, Norman? You're about to become whole again. No more darker half. Just you.

NORMAN

Just me.

Norman turns to face Doc Ock and smiles. As Ock grins back...

INT. HAPPY'S CONDO - KITCHEN - NIGHT

Electro and Peter sit at the kitchen table. Peter holds out Electro's cure device.

PETER

Okay, um... It just goes right here.

Peter places the device onto Electro's chest. IT ACTIVATES. Electro looks uneasy.

PETER (CONT'D)

That should be drawing power now. I'm gonna come back in a second just to check on it. But...

Peter points out INDICATOR LIGHTS on the device.

PETER (CONT'D)

Keep an eye on the lights. When they're all green, it means that all the electricity in your body's dissipated. Well, not all of the electricity. I mean, obviously you know that you need electricity for your brain to function. Your nervous system is--

(then)

I'm not really sure why I'm explaining electricity to you.

ELECTRO

Can I ask you a question?

PETER

Sure.

ELECTRO

(re: kitchen table)

Are these your LEGOs?

An awkward beat. An ALERT SIGNALS from the storage room.

PETER

Uh, I gotta go. I'll be back.

Peter walks off. Electro shifts, uncomfortable. He checks the indicator lights. BEEP... ONE GREEN.

ELECTRO
Something feels off.

SANDMAN (O.S.)
What do you mean?

ELECTRO
I don't like this.

Reveal Sandman watching from the windows.

SANDMAN
Leave it alone. The sooner you guys get through this, the sooner we go home.

BEEP... TWO GREEN. ANGLE ON Electro. Troubled. *Changing his mind?*

EXT. HAPPY'S CONDO BUILDING - PLAZA - NIGHT

The *Daily Bugle* van screeches to a halt. J. Jonah gets out, approaches the *Daily Bugle* Lackey.

J. JONAH JAMESON
Well? Where is he?

DAILY BUGLE LACKEY
(points)
Uh, he's inside.

J. JONAH JAMESON
And yet here we are, outside. Did you not hear me say, "Don't lose him?!"

DAILY BUGLE LACKEY
Yes, sir, I--

J. JONAH JAMESON
I want incriminating footage of Spider-Man. I already called Damage Control. They're on their way.

ANGLE ON the F.E.A.S.T. truck.

INT. F.E.A.S.T. TRUCK - SAME TIME (NIGHT)

Just inside, Lizard's eyes narrow as he overhears.

LIZARD
And so it begins.

J. JONAH JAMESON (O.S.)
The place is about to be swarming
with cops!

INT. HAPPY'S CONDO - STORAGE ROOM - NIGHT

As Peter works on his Sandman cure, he stops abruptly, looks around. SPIDER-SENSE GOING OFF.

DOC OCK
(noticing)
Peter?

NORMAN
What's wrong?

PETER
I don't know...

INT. HAPPY'S CONDO - KITCHEN/LIVING ROOM - CONTINUOUS (NIGHT)

Peter enters, Ock and Norman following.

PETER
May?

Something's definitely wrong. May comes down the stairs.

MAY
What is it, Peter?

Electro and Sandman pick up on it too.

SANDMAN
What's happening?

Peter searches, on alert. *What is he sensing? Is one of them about to betray him? Where is the threat?*

ELECTRO
(on edge)
Why are you looking at me like
that?

Peter closes his eyes and focuses on his SPIDER-SENSE when--

THWIP! Peter WEBS NORMAN'S HAND to the robot arm of DUM-E!

GREEN GOBLIN
That's some neat trick. That sense
of yours.

DOC OCK
Norman?

GREEN GOBLIN
Norman's on sabbatical, honey.

ELECTRO
The hell?

PETER
(realizing)
Goblin.

Peter and May share a look of concern.

GREEN GOBLIN
"No more darker half?" Did you
really think that I'd let that
happen?

Off to the side, May quietly heads into the--

INT. HAPPY'S CONDO - STORAGE ROOM - CONTINUOUS (NIGHT)

As she searches for the cures...

GREEN GOBLIN (O.S.)
That I'd let you take away my power
just because you're blind to what
true power can bring you.

INT. HAPPY'S CONDO - KITCHEN/LIVING ROOM - SAME TIME (NIGHT)

Back in the kitchen, Peter stares Goblin down.

PETER
You don't know me.

GREEN GOBLIN
Don't I?

INT. HAPPY'S CONDO - STORAGE ROOM - SAME TIME (NIGHT)

May grabs the cures, one-by-one, and shoves them into her
F.E.A.S.T. tote bag.

INT. HAPPY'S CONDO - KITCHEN/LIVING ROOM - SAME TIME (NIGHT)

Back in the kitchen--

GREEN GOBLIN
I saw how she trapped you.

May sneaks back in from the storage room, clutching the bag of cures. She nods at Peter -- *she has them.*

GREEN GOBLIN (CONT'D)
Fighting her holy moral mission.
We don't need you to save us... We
don't need to be "fixed!"

ANGLE ON Sandman, taking this in. Goblin turns to the others:

GREEN GOBLIN (CONT'D)
These are not curses.

Electro looks down at his cure device. BEEP... another GREEN LIGHT.

GREEN GOBLIN (CONT'D)
They're gifts.

DOC OCK
Norman, no.

GREEN GOBLIN
Quiet, lapdog.

PETER
You don't know what you're talking
about.

GREEN GOBLIN
I've watched you from deep behind
Norman's cowardly eyes. Struggling
to have *everything* you want. While
the world tries to make you choose.

ANGLE ON Electro and his cure device -- BEEP! Only one more light to go...

GREEN GOBLIN (CONT'D)
Gods don't have to choose.

Electro looks at Norman, now really buying in...

GREEN GOBLIN (CONT'D)
We take.

PETER
May... RUN!

May breaks for the door with the bag of cures.

Electro RIPS the cure device off his chest, as Goblin tears free from the web holding him to DUM-E.

With a BOLT OF ELECTRICITY, Electro reaches towards the storage room--

CRASH! The ARC REACTOR tears free from the Fabricator, bursts through the kitchen wall, and flies into Electro's hand... SURGING ELECTRIC CONTACT!

Goblin POUNCES on a distracted Peter. Freakishly strong. SMASHING him into the stairs.

Seeing this, Sandman disintegrates into a whirl of sand. Retreating.

INT. HAPPY'S CONDO - ELEVATOR HALLWAY - SAME TIME (NIGHT)

May runs to the elevators, pressing the "down" button over and over...

INT. HAPPY'S CONDO - LIVING ROOM - SAME TIME (NIGHT)

Electro SURGES with arc power.

EXT. HAPPY'S CONDO BUILDING - SAME TIME (NIGHT)

Lights throughout the condo building FLICKER ON AND OFF.

INT. HAPPY'S CONDO - ELEVATOR HALLWAY - SAME TIME (NIGHT)

May looks up -- the hallway lights are flickering here too. As she pushes the elevator "down" button once more...

INT. HAPPY'S CONDO - LIVING ROOM - SAME TIME (NIGHT)

Doc Ock looks at Electro in horror.

DOC OCK
Oh my God. What have you done?

ELECTRO
I liked you better before.

Electro unleashes a Stark-grade cascade of ELECTRICITY...
blowing Ock back through the living room wall!

EXT. HAPPY'S CONDO BUILDING - CONTINUOUS (NIGHT)

Ock tears through glass and steel before finally coming to a wrenching stop -- his tentacle arms gripping the side of the building.

EXT. HAPPY'S CONDO BUILDING - PLAZA - SAME TIME (NIGHT)

J. Jonah directs his CAMERAMAN.

J. JONAH JAMESON
(pointing)
Up here, he's up there!

EXT. HAPPY'S CONDO BUILDING - SAME TIME (NIGHT)

NEWS CAMERA POV: Doc Ock climbs away, disappearing into the night.

J. JONAH JAMESON (O.S.)
It's the guy from the bridge!

INT. HAPPY'S CONDO - STAIRWELL - SAME TIME (NIGHT)

May heads for the emergency exit door, races downstairs.

INT. HAPPY'S CONDO - LIVING ROOM - SAME TIME (NIGHT)

Electro and the swirling cloud of sand that is Sandman approach the burst-open living room wall.

Sandman propels himself forward, Electro following after... transforming into a BEING OF PURE ELECTRICITY (like he was at the power lines, but different -- arc energy).

EXT. HAPPY'S CONDO BUILDING - PLAZA - CONTINUOUS (NIGHT)

The shelter truck rocks violently. SLASH! SLASH! Lizard EXPLODES out of the hole he cut open and runs off.

J. JONAH JAMESON
...Did you see that?!

POLICE and BYSTANDERS scramble for cover as Electro and Sandman take to the wind and fly off...

INT. HAPPY'S CONDO - LIVING ROOM - SAME TIME (NIGHT)

Green Goblin SMASHES Peter through a window... but Peter FIRES a web and pulls himself back inside... only to be FLUNG through another window, out onto the balcony.

INT. HAPPY'S CONDO - STAIRWELL - SAME TIME (NIGHT)

The overhead lights flicker as May hurries down the stairs.

EXT. HAPPY'S CONDO BUILDING - BALCONY - SAME TIME (NIGHT)

Goblin pounces on Peter. Peter WEBS the balcony above to flip himself on top of Green Goblin... SMASHING him down to the balcony below...

EXT. HAPPY'S CONDO BUILDING - BALCONY BELOW - CONT. (NIGHT)

Peter tries to WEB away--

GREEN GOBLIN

No, you don't!

Goblin grabs Peter's leg and throws him through a window. CRASH! Peter is taking a beating.

EXT. HAPPY'S CONDO BUILDING - SAME TIME (NIGHT)

The *DAILY BUGLE* HELICOPTER circles. Lights glaring. Capturing everything on camera.

INT. HAPPY'S CONDO - HALLWAY - SAME TIME (NIGHT)

CRASH! Peter is thrown THROUGH A WALL and into a hallway. Goblin KICKS through a door and steps out, looming over him.

GREEN GOBLIN

Strong enough to have it all...

Peter WEBS a table at Goblin. He knocks it away effortlessly.

GREEN GOBLIN (CONT'D)

Too weak to take it!

Goblin PUNCHES Peter in the chest. Peter goes flying down the hallway, but recovers and CHARGES! He jumps on top of Goblin. Brutally PUNCHING, not holding back.

Goblin smiles at Peter taking punch after punch. He LAUGHS maniacally.

Goblin effortlessly SMASHES Peter through the floor into the hallway below.

PETER'S POV: Green Goblin looks down at him through the hole in the floor, then disappears. *Where is he going?*

Peter struggles to his feet, hobbles towards a window, and WEBS it open. He's blinded by the helicopter's LIGHTS as he climbs outside--

EXT. HAPPY'S CONDO BUILDING - CONTINUOUS (NIGHT)

Peter climbs up the wall to the floor above. He stops to catch his breath, looking down at all the damage below...

EXT. HAPPY'S CONDO BUILDING - PLAZA - SAME TIME (NIGHT)

J. Jonah spots him.

J. JONAH JAMESON
Now I've gotcha.

EXT. HAPPY'S CONDO BUILDING - SAME TIME (NIGHT)

ROAR! Lizard LEAPS onto Peter from above. They tumble down the side of the building.

Lizard clutches Peter by the throat--

LIZARD
I told you there'd be consequences!

--And HURLS him through a window. As Lizard takes off...

INT. HAPPY'S CONDO - HALLWAY - SAME TIME (NIGHT)

Goblin seizes Peter, SMASHES him against the ceiling and then down... through floor, after floor, after floor...

INT. HAPPY'S CONDO - LOBBY - SAME TIME (NIGHT)

May emerges from the stairs, runs towards the front doors--

BOOM! Peter and Goblin CRASH through the ceiling, landing in the lobby. Goblin straddles Peter, strangling him.

May pulls something out of the bag of cures -- the Green Goblin anti-serum!

GREEN GOBLIN
Your weakness, Peter, is morality.
It's choking you!

Goblin squeezes harder -- Peter gasping for air...

GREEN GOBLIN (CONT'D)
Can't you feel it?

May runs forward and STABS Goblin in the neck with the cure. Goblin SCREAMS! Peter GASPS! May staggers back, as Goblin pulls the cure device from his neck and throws it to the ground.

GREEN GOBLIN (CONT'D)
It didn't work! Norman was right.
He got it from you. That *pathetic*--

Goblin lands his foot on Peter's back, slamming his head into fallen debris.

GREEN GOBLIN (CONT'D)
--sickness!

May grabs a metal rod from the wreckage, as Goblin grabs Peter, pulling his head back to whisper in his ear:

GREEN GOBLIN (CONT'D)
You tried to fix me--

PETER
May, go--

But May won't leave Peter.

GREEN GOBLIN
Now... I'm gonna fix you.

The WHIR of an engine as...

EXT. HAPPY'S CONDO BUILDING - PLAZA - SAME TIME (NIGHT)

GREEN GOBLIN'S GLIDER hovers just outside.

INT. HAPPY'S CONDO - LOBBY - SAME TIME (NIGHT)

Peter calls out to May, pleading--

PETER
May, run, please...

May clenches the metal rod, psyching herself up when--

CRASH! Green Goblin's glider EXPLODES through the glass doors of the lobby... AND CUTS MAY DOWN!

Goblin leaps on top of the glider.

GREEN GOBLIN
Peter, Peter, Peter... no good deed goes unpunished. You can thank me later.

Goblin glances at May -- on the ground, but still moving. As Peter realizes what Goblin means...

CLOSE ON Goblin releasing a live pumpkin bomb. He tosses it towards May...

Peter leaps to catch it... barely managing to knock the bomb aside-- BOOM!

EXT. HAPPY'S CONDO BUILDING - PLAZA - CONTINUOUS (NIGHT)

Goblin rockets away on his glider. Pumpkin bombs BLOWING the place to hell. When he's done, the plaza is a fiery, smoky wasteland.

INT. HAPPY'S CONDO - LOBBY - SAME TIME (NIGHT)

May gets up slowly. Groggy and covered in dust. Still clutching the bag of cures.

Peter sits up, weakened. Clutching his side in pain.

PETER
May? May, May, I'm here.

May stumbles through the smoke. Finds Peter and hugs him tightly.

PETER (CONT'D)
May! Yeah, I'm here. Are you okay?

MAY
Uh huh. Uh huh...

She stumbles back. Peter catches her.

PETER
May... it's okay. We're okay,
right?

MAY
Yeah, got knocked on my ass.

PETER
Yeah, me too.

MAY
That's all.

PETER
I think I broke my ribs.

He clutches his side, wincing. A beat as they catch their
breaths, take in all the destruction...

PETER (CONT'D)
This is all my fault, May.

MAY
No.

PETER
I should've just listened to
Strange and let him send them back.

MAY
You did the right thing. They
would have been killed. You did
the right thing.

PETER
But it's not my responsibility,
May.

MAY
Oh. What Norman said? "My moral
mission?" No.

PETER
No, you--

MAY
No, no, Peter, you listen-- You
listen to me!

May rests her hand on Peter's chest.

MAY (CONT'D)

You have a gift. You have power,
and with great power, there must
also come great responsibility.
Hmm?

PETER

...Yeah, I know.

MAY

Let's get the... out of here.

PETER

Okay, let's go.

MAY

Let me just... catch my...

May notices something on her hands -- BLOOD. She drops to the ground.

EXT. HAPPY'S CONDO BUILDING - PLAZA - SAME TIME (NIGHT)

LIGHTS. NOISE. DoDC SWAT TEAMS BURST out the back of their trucks. Weapons trained on the shattered building's lobby.

INT. HAPPY'S CONDO - LOBBY - SAME TIME (NIGHT)

Peter leans over a fallen May.

PETER

What happened? Are you okay?

MAY

I'm okay.

PETER

Yeah, you're okay. What happened?

MAY

...Just have to... just catch my
breath.

PETER

Okay, well catch your breath. I'm
right here. We're gonna take our
time, you catch your breath, and
then we'll take you to a doctor,
okay?

Peter looks at May's side, holds up his hand -- it's covered in her blood. His face falls.

MAY
Are you okay?

Peter calls out, frantic:

PETER
Somebody help! I need an
ambulance, please! Somebody!

MAY
What happened?

Peter turns back to May, holds her face in his hands.

PETER
Nothing happened. You're okay.
You're okay...

MAY
I just... need to catch my
breath...

PETER
I'm right here. I'm right here...
we're okay. Just me and you.

May's breaths slow. Her eyes glaze over. She falls still.

PETER (CONT'D)
May? ...May? Will you look at me,
May? Please?
(gently shakes her)
May? ...May? What are you doing,
May? Please, will you just wake up
and talk to me? Please?

EXT. HAPPY'S CONDO BUILDING - PLAZA - SAME TIME (NIGHT)

SCREECH! A car screams to a halt in front of the lobby, in
between Peter and the incoming DoDC guys.

Reveal Happy in the driver's seat. He turns, spots Peter and
a fallen May.

INT. HAPPY'S CONDO - LOBBY - INTERCUT - SAME TIME (NIGHT)

Inside the lobby, Peter looks up--

Spots Happy in his car. They lock eyes. Instantly, Happy
knows. His heart breaking.

Happy turns to face the DoDC, lifting his hands into the air.

DODC SWAT OFFICER
Get out of the car now! Move!

Happy is pulled from his vehicle. Slammed onto the hood.

HAPPY
Peter! Run!

Trembling with grief, Peter whispers to May:

PETER
It's just me and you, okay? It's
just me and you.

He kisses her forehead.

PETER (CONT'D)
Oh May, I'm sorry. I'm so sorry.
I'm so so so sorry.

DODC SWAT OFFICER (O.S.)
All right, Parker. Come out with
your hands up! Come out right now,
or we will open fire.

HAPPY
RUN!

The DoDC SWAT TEAM FIRES at Peter. He's HIT, flung back from
May...

DODC SWAT OFFICER (O.S.)
All right, let's go, let's go!
Move in!

Happy looks on in quiet horror as he's led away in cuffs.

DoDC agents begin infiltrating the lobby...

But Peter's already gone.

HOLD ON May, lying amid the rubble, as a single tear falls
down her cheek.

EXT. TIMES SQUARE - LATER (NIGHT)

OVER BLACK:

J. JONAH JAMESON (V.O.)
Tragedy.

ANGLE ON the bag of broken cures on the ground, pelted by
heavy rainfall.

J. JONAH JAMESON (V.O.)
 What else can I call it? What more
 need be said?

PULL BACK TO REVEAL Peter on a rooftop, watching the news
 play on a GIANT SCREEN in Times Square. Devastated.

J. JONAH JAMESON (ON SCREEN)
 The damage, the destruction, you
 saw it with your own eyes. When
 will people wake up and realize
 that everywhere Spider-Man goes,
 chaos and calamity ensue.
 Everything Spider-Man touches comes
 to ruin. And we, the innocents,
 are left to pick up the pieces.
 (then)
 J. Jonah Jameson reporting. Good
 night... and God help us all.

INT. NED'S LOLA'S HOUSE - NIGHT

A quaint home adorned with family photos and tchotchkes. Ned
 and MJ sit at the kitchen table, worried.

Ned's LOLA drops off a plate of YEMA ROLLS and gives her
 grandson a hug.

INT. NED'S LOLA'S HOUSE - LATER (NIGHT)

Lola is now gone. MJ watches the local news on the living
 room TV while checking her phone for any updates from Peter.

LOCAL NEWS REPORTER (ON TV)
 We are told that multiple people
 have been injured. And we can
 confirm at least one person has
 been killed. There is a manhunt
 across the city for these suspects,
 and they are also looking for Peter
 Parker...

MJ turns to Ned:

MJ
 Still nothing?

Ned checks his phone. (He wears Dr. Strange's SLING RING.)

NED
 (shakes head)
 No.

MJ sighs, sits at the kitchen table. A beat as she looks at The Box in front of them.

MJ
(re: button)
I'm gonna press it.

NED
But, what? No--

MJ
I know he told me to wait, but--
I'm gonna do it.

NED
I just wish-- I just wish we could
see him.

Ned's gesticulating (with the Sling Ring on his hand) causes SMALL SPARKS to appear!

MJ
...Ned?

NED
Yeah?

MJ
Do that again.

NED
Yeah.

Ned gesticulates, larger this time.

NED (CONT'D)
I just wish we could see him.

More SPARKS... a SMALL PORTAL OPENS... THEN CLOSES!

Ned and MJ stand, alert.

NED (CONT'D)
Okay...

Ned psyches himself up, tries again. Even more forceful:

NED (CONT'D)
I just wish we could see Peter!

The PORTAL WIDENS! On the other side, a DARK FIGURE in an alley. ...Peter?!

Lola peeks around the corner and GASPS.

NED (CONT'D)
 (re: Sling Ring)
 Whoa...

LOLA
 (to Ned, in Tagalog:
 "Magician!")
Salamangkero!

NED
 Lola, you're right! *I am magic.*

MJ squints into the portal.

MJ
 Is that him?

NED
 Yeah, yeah, it has to be.

Ned and MJ start calling out:

MJ
 Peter... Peter!

NED
 Hey, Peter! Peter!

The Dark Figure hears them, runs for the portal, and--

--JUMPS THROUGH, INTO THE ROOM, TO REVEAL IT'S SPIDER-MAN!
But he's wearing a different suit...

MJ/NED
 Whoa!

Lola SCREAMS!

WEBB-VERSE SPIDER-MAN
 (waves)
 Hi... hi!

Lola throws a pillow at Spider-Man, then hides.

WEBB-VERSE SPIDER-MAN (CONT'D)
 No, no, no... it's okay, it's okay,
 it's okay. I'm a nice guy.

Spider-Man pulls his mask off to reveal -- PETER PARKER
 (Andrew Garfield) from THE WEBB-VERSE!

WEBB-VERSE PETER
 Okay...

MJ
Who the hell are you?

WEBB-VERSE PETER
I'm Peter Parker.

MJ
That's not possible.

WEBB-VERSE PETER
I am Spider-Man... in my world.
But then yesterday, I was--
(can't explain it)
I was just here.

Lola peeks around the corner, as Webb-Verse Peter turns and studies the portal, geeking out.

WEBB-VERSE PETER (CONT'D)
Wow... string theory,
multidimensional reality, and
matter displacement...
(to Ned and MJ)
All real?

MJ/NED
(reluctantly)
Yeah...

Ned speaks aside to MJ:

NED
This has to be because of the
spell.

WEBB-VERSE PETER
"The spell?" Like magic spell?

NED
No, no... there's no spell.

MJ
No spell.

NED
No.

WEBB-VERSE PETER
Magic's real here too?

NED
I mean--

MJ whispers aside to Ned:

MJ
Shut up, Ned.

NED
No, it's not *real*.

MJ
Shut up...

NED
I mean, there's magicians and stuff. But there's no, like--

MJ
Stop talking... stop. Stop!

MJ turns to Webb-Verse Peter.

MJ (CONT'D)
Prove it.

WEBB-VERSE PETER
Prove what?

MJ
That you're Peter Parker.

WEBB-VERSE PETER
I don't carry an I.D. with me. You know, it kind of defeats the whole "anonymous superhero" thing.

MJ throws a yema roll at him. She takes a defensive stance.

WEBB-VERSE PETER (CONT'D)
...Why'd you do that?

MJ
I was trying to see if you have the tingle thing.

WEBB-VERSE PETER
I have the tingle thing, just not for bread.

As she picks up another yema roll--

WEBB-VERSE PETER (CONT'D)
Can you not throw the bread again? You're a deeply mistrusting person... and I respect it.

He JUMPS up and sticks one hand on the ceiling. Hanging there, feet off of the ground.

MJ
 (not impressed)
 Crawl around.

WEBB-VERSE PETER
 "Crawl around"?

MJ
 Yes.

WEBB-VERSE PETER
 Umm, no.

MJ
 Yes. Crawl around.

WEBB-VERSE PETER
 Why do I need to crawl around?

MJ
 'Cause this is not enough.

WEBB-VERSE PETER
 This is plenty.

MJ
 No, it's not.

WEBB-VERSE PETER
 Yes, it is.

MJ
 No, it's not.

WEBB-VERSE PETER
 It is.

MJ
 Nuh-uh.

WEBB-VERSE PETER
 How do I stick to the ceiling?!

MJ throws another yema roll at him.

MJ
 Do it.

She reloads with another. Webb-Verse Peter shakes his head and sighs, still hanging from the ceiling by one hand.

LOLA (O.S.)
 Ned?

Lola now stands in the room, speaking Tagalog. She points to Webb-Verse Peter. Ned translates for him:

NED

My Lola is asking if you could just get the cobweb...

(points)

There. Since you're, like, up there?

WEBB-VERSE PETER

Yeah.

Webb-Verse Peter crawls over and grabs the cobweb--

LOLA

Thank you.

--Then drops back to the ground. Dusts himself off.

WEBB-VERSE PETER

We good?

MJ

For now.

The PORTAL CLOSES behind Webb-Verse Peter. He stands there, shrugging like -- *what now?*

Ned turns to MJ:

NED

So, I opened the wrong portal to the wrong Peter Parker.

MJ

Yeah. I guess you just keeping doing it until we find the real one.

WEBB-VERSE PETER

Ouch.

MJ

No offense.

NED

Okay...

MJ

Okay, you got it.

Ned tries again -- swinging his hand in wide circles, as--

NED
Find Peter Parker.

WEBB-VERSE PETER
What's the thing on his hand?

MJ SHUSHES him. Ned continues to gesticulate.

NED
Find Peter Parker. Find Peter
Parker!

Suddenly, a PORTAL OPENS BEHIND THEM. On the other side stands a FIGURE IN SILHOUETTE.

The Figure steps through the portal to reveal PETER PARKER (Tobey Maguire) from THE RAIMI-VERSE! In civilian clothes.

NED (CONT'D)
Great, it's just some random guy.

RAIMI-VERSE PETER
(little wave)
Hello. Um, I hope it's okay, I
just came through this, uh--

The PORTAL CLOSES behind him.

RAIMI-VERSE PETER (CONT'D)
Oh. It just closed.

MJ
You're Peter?

RAIMI-VERSE PETER
Yeah. Peter Parker. I... I've
seen you two--

He spots Lola. She blushes and waves. He kindly waves back:

RAIMI-VERSE PETER (CONT'D)
Hi.

Then he pauses, notices Webb-Verse Peter across the room. They eye each other. Both sensing something. Two gunslingers sizing the other up...

RAIMI-VERSE PETER (CONT'D)
(re: Webb-Verse Peter)
Wait, he's-- He's not *your* friend.

Then, THWIP! THWIP! Webb-Verse Peter FIRES A WEB at Raimi-Verse Peter, who dodges it with super-human speed and... FIRES A WEB BACK. Webb-Verse Peter dodges, equally fast.

They both flip mid-air and land.

Raimi-Verse Peter QUICKLY WEBS Webb-Verse Peter's web slinger. Webb-Verse Peter nods, impressed.

NED

(to Raimi-Verse Peter)

Wait, so you're Spider-Man too.
Why didn't you just say that?

RAIMI-VERSE PETER

I generally don't go around advertising it. Kind of defeats the whole "anonymous superhero" thing.

WEBB-VERSE PETER

(sotto)

I just said that.

MJ

(sotto, re: Webb-Verse Peter)

It's what he just said.

Lola points about the room, giving a long, passionate speech in Tagalog. The Peters patiently wait for her to finish so that Ned can translate.

NED

My Lola is asking if you could clean up the webs you just shot?

WEBB-VERSE PETER

Oh, sorry, Lola.

RAIMI-VERSE PETER

Yes, of course.

LOLA

I'm going to bed.

As she walks off...

NED

Night, Lola.

MJ

Good night, Ned's Lola.

Webb-Verse Peter starts cleaning up the kitchen, as Raimi-Verse Peter approaches MJ and Ned.

RAIMI-VERSE PETER
 Uh, this might seem kinda weird,
 but... I've been trying to find
 your friend ever since I got here.
 I just have this sense that... that
 he needs my help.

WEBB-VERSE PETER
 Our help.

Raimi-Verse Peter nods in agreement.

MJ
 ...He does.

NED
 We don't know where he is.

MJ
 And um... honestly, right now,
 we're all he really has left.

RAIMI-VERSE PETER
 Well, uh, is there some place that
 he might go that has meaning to
 him? Like a place where he would
 go to just--

WEBB-VERSE PETER
 Get away from everything?

A glance of acknowledgment between the two.

RAIMI-VERSE PETER
 For me, it was the top of the
 Chrysler building.

WEBB-VERSE PETER
 Empire State. It's just... it's a
 better view.

RAIMI-VERSE PETER
 That is a sweet view.

MJ
 (realizing)
 Yes. Yeah. I... I think I know
 exactly where that would be.

EXT. MIDTOWN ROOFTOP - LATER (NIGHT)

Peter sits alone. The bag of destroyed cures next to him.

Suddenly, Ned and MJ appear and wrap him in a hug. Peter collapses into them and sobs.

MJ
...I'm sorry.

MJ gently pulls back--

MJ (CONT'D)
Peter, there's... there's some people here.

PETER
What?

Peter leaps up, sensing them...

Raimi-Verse and Webb-Verse Peter stare down from the school's tower, silhouetted by the moon.

Peter takes a protective stance, guarding his friends, as Raimi-Verse Peter and Webb-Verse Peter swing down.

PETER (CONT'D)
Hey, wait, wait-- whoa!

The other Peters' faces say it all. *Yes, we're... you.*

RAIMI-VERSE PETER
Sorry... about May.

WEBB-VERSE PETER
Yeah, sorry. I've got some understanding of what it--

PETER
No, no, no... please don't tell me that you know what I'm going through.

WEBB-VERSE PETER
(nods)
Okay.

PETER
She's gone. And it's all my fault. She died for nothing.
(then)
So I'm gonna do what I should have done in the first place.

Peter reaches for The Box in MJ's hand.

RAIMI-VERSE PETER

Peter--

PETER

Please, don't! You don't belong here, either of you. So I'm sending you home. Those other guys are from your worlds, right?

Webb-Verse Peter nods.

PETER (CONT'D)

So you deal with it. And if they die, if you kill them... that's on you. It's not my problem. I don't care anymore. I'm done.

(then, sincerely)

I'm really sorry that I dragged you into this. But you have to go home now. Good luck.

Peter reaches for The Box again, but MJ gently pulls it back. She looks at Peter -- *just hear them out.*

RAIMI-VERSE PETER

My uncle Ben was killed. It was my fault.

WEBB-VERSE PETER

I lost...

(voice catching)

I lost Gwen. My, um... she was my MJ. I couldn't save her. I'm never gonna be able to forgive myself for that. But I carried on, tried to, um... try to keep going, try to keep being the uh... that "Friendly Neighborhood Spider-Man," 'cause I knew that's what she would have wanted. But at some point, I just-- I stopped pulling my punches. I got rageful. I got bitter. I just don't want you to end up like... like me.

RAIMI-VERSE PETER

The night Ben died, I hunted down the man who I thought did it. I wanted him dead. I got what I wanted. It didn't make it better. It took me a long time to learn to get through that darkness.

Peter is reeling. Struck by their losses. Their regrets. Their warning.

PETER

I want to kill him. I want to tear him apart. I can still hear her voice in my head. Even after she was hurt, she said to me that we did the right thing. She told me that, "With great power--"

RAIMI-VERSE PETER

--"Comes great responsibility."

The three of them look at each other. *How do they know?*

PETER

Wait, what? How do you know that?

WEBB-VERSE PETER

Uncle Ben said it.

RAIMI-VERSE PETER

The day he died.

The three Peter Parkers stare at each other, overwhelmed by this uncanny connection. Bound together across universes by those words.

RAIMI-VERSE PETER (CONT'D)

Maybe she didn't die for nothing, Peter.

EXT. MIDTOWN HIGH - ESTABLISHING SHOT - NIGHT

The school at night. Lights blink on in a classroom.

INT. MIDTOWN HIGH - CHEMISTRY LAB - SAME TIME (NIGHT)

The three Peters look over the broken cures. Ned and MJ watch from nearby.

PETER

Okay so, uh... Connors, Marko, Dillon, and um...

Peter hesitates. He sets aside the cure for Goblin.

PETER (CONT'D)

Uh, look, I think that I can repair the devices for Dillon and Marko, but the others--

WEBB-VERSE PETER

(a little cocky)

Oh, I got Connors. I've already cured him once, so no big deal.

(off their looks)

What? It's no big deal.

RAIMI-VERSE PETER

Great.

PETER

Yeah, that's great.

RAIMI-VERSE PETER

I think I can make an anti-serum for Dr. Osborn. Been thinking about it a long time.

Raimi-Verse Peter notices Peter's conflicted look.

RAIMI-VERSE PETER (CONT'D)

We gotta cure all of 'em, right?

PETER

(playing it off)

Right.

RAIMI-VERSE PETER

That's what we do.

Raimi-Verse Peter walks off. Peter notices MJ watching him.

PETER

What?

MJ

Just... three yous.

INT. MIDTOWN HIGH - CHEMISTRY LAB - LATER (NIGHT)

QUICK POPS:

-- A gloved hand grabs a metal water bottle.

-- SNAP! Another rubber glove is pulled onto a hand.

-- Plastic lab goggles are taken off their storage hooks.

-- WHOOSH! A bunsen burner ignites.

-- Several bottles of chemicals are pulled from their shelf.

Everyone is hard at work. Ned rolls over to Raimi-Verse Peter.

NED
So, do you have a best friend too?

RAIMI-VERSE PETER
I did.

NED
You *did*?

RAIMI-VERSE PETER
He died in my arms, after he tried
to kill me.
(beat)
It was heartbreaking.

WEBB-VERSE PETER
(whispers to Ned)
Dude...

Ned looks concerned. *Will he do that??*

INT. MIDTOWN HIGH - CHEMISTRY LAB - MOMENTS LATER (NIGHT)

Peter works on one of the cures. He turns to Ned:

PETER
Will you uh... run a diagnostic?

NED
(quiet)
Yeah.

Ned refuses to make eye contact. He starts the diagnostic on Peter's laptop, then hurries off. *What's up with him?*

MJ sidles up to Peter.

MJ
Hey, you okay?

PETER
Um, yeah, I'm fine. Are you okay?

She nods. Peter sighs.

PETER (CONT'D)
You don't deserve this. I've
ruined your life--

MJ
 Hey, no. No, no, no... no.

MJ holds his face in her hands. A pep talk, as much for her as it is for him.

MJ (CONT'D)
 Look at me. I'm here. I'm not going anywhere. We're gonna get through this, and we're going to get through it together. Okay?

PETER
 (nods)
 Okay.

MJ
 'Kay.

MJ leans her head against his. Peter relaxes into her.

PETER
 Thank you.

ON WEBB-VERSE PETER, watching them with a tinge of longing.
The kind of love he had... and lost.

RAIMI-VERSE PETER
 You have someone?

Raimi-Verse Peter has noticed him watching Peter and MJ.

WEBB-VERSE PETER
 No. I got no time for uh, Peter Parker stuff, you know?
 (then)
 Do you?

RAIMI-VERSE PETER
 Uh, that's a little complicated.

WEBB-VERSE PETER
 No, I understand. I guess it's just not in the cards for guys like us.

RAIMI-VERSE PETER
 Well, I wouldn't give up. It took a while, but... we made it work.

WEBB-VERSE PETER
 Yeah?

RAIMI-VERSE PETER
Yeah. Me and... MJ.

Webb-Verse Peter reacts -- MJ?

RAIMI-VERSE PETER (CONT'D)
My MJ. It, uh... it gets confusing
here.

WEBB-VERSE PETER
(laughs)
Yeah.

NED
Peter!

All three turn at once.

PETER/RAIMI-VERSE PETER/WEBB-VERSE
PETER
Yeah? Oh, sorry. Did you mean--

All three point at each other: *Him?* Memes!

NED
Peter, Peter--

PETER/RAIMI-VERSE PETER/WEBB-VERSE
PETER
We're all called Peter--

NED
Peter Parker?

PETER/RAIMI-VERSE PETER/WEBB-VERSE
PETER
Same again--

WEBB-VERSE PETER
We're all Peter Parker.

NED
(giving up)
It's uh... the computer!

PETER
Oh!

Peter moves to his laptop, spots the diagnostic results.

PETER (CONT'D)
Oh, I'm ready.

WEBB-VERSE PETER

Yeah. Me too. Okay, so now all we gotta do is lure these guys some place, right? Try to cure them while they try to *kill* us, and then send them home.

RAIMI-VERSE PETER

Using a magic box.

A look between them. *This is crazy, but we're doing it.*

PETER

Well, that's the plan.

WEBB-VERSE PETER

(to Raimi-Verse Peter)

So, wait, are you gonna go into battle dressed as a cool youth pastor, or... do you got your suit?

Raimi-Verse Peter lowers his T-shirt collar to reveal he's wearing his Spider-Man suit underneath.

WEBB-VERSE PETER (CONT'D)

Good.

Ned slides over CARTRIDGES OF WEB FLUID to Peter.

NED

Here are your web cartridges.

PETER

Oh thanks, man.

RAIMI-VERSE PETER

What's that for?

PETER

Uh, it's my web fluid, it's for my web shooters. Why?

Raimi-Verse Peter raises his hand and FIRES A WEB FROM HIS BARE WRIST! The others all react in shock/disgust.

PETER/WEBB-VERSE PETER

Whoa...!

NED

That came out of you!

RAIMI-VERSE PETER

Yeah.
 (to Peter)
 You can't do that, huh?

PETER

No!

WEBB-VERSE PETER

(amazed)
 How on earth does that even...?

PETER

Anyway, we're getting sidetracked.
 (re: laptop)
 Look, this is where we're gonna do
 this, okay? It's isolated, so no
 one should get hurt.

He turns his laptop around, shows it to the other Peters.

PETER (CONT'D)

We draw them there with The Box.
 It's the one thing they all want.
 All we have to do is figure out how
 we're going to get there.

NED

Oh, we could portal there.

PETER

What?

NED

(proud)
 I'm magic now!

MJ

Yeah, no, no, he's right. Yeah, he
 can.

The other Peters nod.

RAIMI-VERSE PETER

Yeah, we saw it.

WEBB-VERSE PETER

Yeah, he is.

PETER

(to Ned)
 Wait, really?

NED

Dude, I got Dr. Strange-magic.

PETER

No way!

NED

Yeah!

(then, sincere)

And I promise you, I won't turn
into a super villain and try to
kill you.

Webb-Verse Peter pats Ned on the back. Proud of him.

PETER

(reeling)

Okay... thank you?

(shaking it off)

Um, all right. Here goes nothing.

(to MJ)

What's that thing you always say:
"Expect disappointment and--"

MJ

No, no, no. No... we're gonna kick
some ass.

PETER

Okay.

RAIMI-VERSE PETER

Cure. Cure some ass.

NED

Cure that ass.

EXT. NEW YORK CITY - VARIOUS - LATER (NIGHT)

Over various establishing shots of New York City, J. Jonah Jameson goes live:

J. JONAH JAMESON (V.O.)

Ladies and gentlemen, the *Bugle* tip
line has just received a call from
none other than the fugitive known
as Spider-Man! Fresh from his
rampage in Queens. So Peter
Parker. What pernicious propaganda
are you peddling?

PETER (V.O.)

Just the truth.

J. JONAH JAMESON (V.O.)

Oh sure...

ANGLE ON a TV in a restaurant window. Peter appears live on *The Daily Bugle*, FaceTiming with J. Jonah Jameson.

PETER

The truth is... that this is all my fault.

J. JONAH JAMESON (V.O.)

Hmm!

The broadcast plays across giant video billboards in Times Square.

PETER

I accidentally brought those dangerous people here.

NEWS BROADCAST: INT. DAILY BUGLE STUDIO - SAME TIME (NIGHT)

J. Jonah Jameson at his anchor desk.

J. JONAH JAMESON

Well, he admits it!

EXT. CONSTRUCTION SITE - INTERCUT - SAME TIME (NIGHT)

Peter stands amidst scaffolding and plastic sheeting. He continues his FaceTime with J. Jonah.

PETER

And if those people are watching... just know that I really did try to help you. I mean, I could have killed you--

Peter holds up THE BOX.

PETER (CONT'D)

--At any given moment. But I didn't. Because my Aunt May taught me that everyone deserves a second chance. And that's why I'm here.

J. JONAH JAMESON

And where is "here" exactly?

PETER

A place that represents second chances.

REVEAL he's on top of... THE STATUE OF LIBERTY!

Mid-renovation. CONSTRUCTION SCAFFOLDING engulfs the statue. Its oxidized copper now restored to a GOLDEN LUSTER. The iconic torch concealed... by a GIGANTIC CAPTAIN AMERICA SHIELD.

J. JONAH JAMESON (V.O.)
The Statue of Liberty?! Good God, folks, he's about to destroy another national landmark!

PETER
But world, if you're watching--

J. JONAH JAMESON (V.O.)
Believe me, the world is watching--

PETER
Wish me luck. Your friendly neighborhood Spider-Man could really use some.

With that, Peter hangs up.

EXT. STATUE OF LIBERTY - CROWN - LATER (NIGHT)

Peter leaps onto the crown of the Statue of Liberty, holding the Box. He scans the horizon.

PETER
Okay guys, it could be any minute now.

EXT. STATUE OF LIBERTY - SCAFFOLDING - SAME TIME (NIGHT)

Raimi-Verse Peter WEBS cures throughout the scaffolding, keeping them hidden and safe.

RAIMI-VERSE PETER
Yep, almost done.

As he sets the final cure in place...

EXT. STATUE OF LIBERTY - SCAFFOLDING/CROWN - MOMENTS LATER (NIGHT)

The calm before battle. Webb-Verse Peter and Raimi-Verse Peter hang around on the scaffolding.

WEBB-VERSE PETER
 You know Max was, like, the
 sweetest guy ever... before he fell
 into a pool of electric eels.

RAIMI-VERSE PETER
 That'll do it.

Raimi-Verse Peter's back tenses up. He stretches.

RAIMI-VERSE PETER (CONT'D)
 Ah, there it goes.

WEBB-VERSE PETER
 You okay?

RAIMI-VERSE PETER
 Oh, it's my back. It's kinda stiff
 from all the swinging I guess.

WEBB-VERSE PETER
 Oh yeah, no, I got a middle back
 thing too.

RAIMI-VERSE PETER
 Really?

WEBB-VERSE PETER
 Yeah. You want me to crack it?

RAIMI-VERSE PETER
 Yeah! Yeah, that'd be great.

WEBB-VERSE PETER
 All right. You ready?

RAIMI-VERSE PETER
 Yeah.

Raimi-Verse Peter crosses his arms as Webb-Verse Peter CRACKS
 his back.

RAIMI-VERSE PETER (CONT'D)
 Oh, that's good.

Webb-Verse Peter sets Raimi-Verse Peter back down.

WEBB-VERSE PETER
 How is it?

RAIMI-VERSE PETER
 Wow... that's good!

WEBB-VERSE PETER
 (proudly)
 Right?

RAIMI-VERSE PETER
 That's better.

WEBB-VERSE PETER
 Yeah!

RAIMI-VERSE PETER
 Wow.

Webb-Verse Peter sits down, taking in the moment.

WEBB-VERSE PETER
 Ah, this is so cool. I always
 wanted brothers.
 (then, curious)
 So you, like, make your own web
 fluid in your body?!

RAIMI-VERSE PETER
 (defensive)
 I'd rather not talk about this.

WEBB-VERSE PETER
 No! I don't mean to--

RAIMI-VERSE PETER
 But are you teasing me--?

From his lookout post at the crown, Peter chimes in:

PETER
 No, no, no! No, no, no... he's not
 teasing you. It's just that, we
 can't do that, so naturally we're
 curious as to how your web
 situation works. That's all.

WEBB-VERSE PETER
 But if it's personal, I don't want
 to, like, pry. But I just think
 it's cool.

RAIMI-VERSE PETER
 No, I wish I could tell you, but
 it's like I don't do it. Like I
 don't... like I don't "do
 breathing." Like, breathing just
 happens.

WEBB-VERSE PETER
(mind blown)
Whoa...

PETER
Like, does it just come out of your wrists? Or... does it come out of anywhere else?

RAIMI-VERSE PETER
Only... only the wrists.

WEBB-VERSE PETER
You've never had a web block?
'Cause I run out of webs all the time. I have to make my own in a lab.

RAIMI-VERSE PETER
Right. That's--

WEBB-VERSE PETER
And it's a *hassle* compared to what you got.

RAIMI-VERSE PETER
That sounds like a hassle. Yeah... but I did actually, you said that, I was like, "Oh! I had a web block."

WEBB-VERSE PETER
Whoa... why?

RAIMI-VERSE PETER
Existential crisis stuff.

WEBB-VERSE PETER
Yeah, I mean, like, don't get me started on that.

PETER
Hey, what are, like, some of the craziest villains that you guys have fought?

RAIMI-VERSE PETER
Seems you've met some of them.

WEBB-VERSE PETER
(laughs)
That's a good question.

RAIMI-VERSE PETER

Yeah, I fought a... an alien made out of black goo once.

PETER

Oh, no way! I fought an alien too. On Earth and in space.

RAIMI-VERSE PETER

Oh!

PETER

Yeah, he was purple.

WEBB-VERSE PETER

I want to fight an alien!

RAIMI-VERSE PETER

(to Peter)

I'm, I'm-- I'm still, like... that you've fought an alien *in space*.

WEBB-VERSE PETER

(sighs)

I'm lame. Compared-- Like, I fought a Russian guy in, like, a rhinoceros machine.

RAIMI-VERSE PETER

Can we wind it back to the "I'm lame" part? 'Cause you are not.

WEBB-VERSE PETER

Aw, thanks. No, yeah, I appreciate it. I'm not saying, "I'm lame." I'm just saying, like--

RAIMI-VERSE PETER

But it's just the self-talk maybe we should, you know...

WEBB-VERSE PETER

(sighs)

Yeah, listen, uh...

RAIMI-VERSE PETER

'Cause you're... you're amazing. Just to take it in for a minute.

WEBB-VERSE PETER

Yeah, yeah, yeah, I can take it in. No, I can take it in.

RAIMI-VERSE PETER
You... you are amazing.

WEBB-VERSE PETER
I can take it in.

RAIMI-VERSE PETER
(really grounding it)
You are amazing!

WEBB-VERSE PETER
Thank you. Yeah--

RAIMI-VERSE PETER
Will you say it?

WEBB-VERSE PETER
No, I kinda need to hear that.
Thank you.

ANGLE ON Peter at the crown. SPIDER-SENSES going off.

PETER
All right, guys, focus up. You
feel that?

RAIMI-VERSE PETER
Yeah.

The Peters stand their ground. A storm brews. Lightning
FLASHES...

ELECTRO (O.S.)
'Sup, Pete?

Where'd that come from? ZAP! Electro bolts into view -- the
ARC REACTOR mounted on his chest.

ELECTRO (CONT'D)
How you like the new-new?
(re: The Box)
Look, you give it to me, I'm gonna
destroy it.
(laughs)
But I'll let you live. Don't make
me a murderer, Peter.

Peter pulls on his mask and swings off with The Box. He
calls out to the other Spider-Men over their comms:

SPIDER-MAN (OVER COMMS)
Okay, guys. Here he comes.

As Electro chases after...

ON THE SCAFFOLDING, Raimi-Verse Peter and Webb-Verse Peter pull on their masks and swing into action.

Webb-Verse Spider-Man launches at Electro with the cure.

WEBB-VERSE SPIDER-MAN
Hey, Max! I missed you, man--
Whoa!

Webb-Verse Spider-Man WEBS out of the way, just before-- ZAP!
Electro barely misses him.

BACK ON SPIDER-MAN

SPIDER-MAN
All right, MJ! Heads up!

He reaches a PORTAL by the crown, tosses The Box through to--

INT. MIDTOWN HIGH - CHEMISTRY LAB - CONTINUOUS (NIGHT)

--MJ and Ned, at the ready. MJ catches The Box.

MJ
Got it!
(to Ned)
Close it.

Ned starts moving his arm in circles, like before. But...
THE PORTAL WON'T CLOSE!

MJ (CONT'D)
Uh... Ned, it's not closing.

NED
Yeah, I know.

MJ
Why isn't it closing?

NED
I don't know, I--

MJ
Did you close it before?

NED
No, I mean, I've opened some...

EXT. STATUE OF LIBERTY - PEDESTAL - SAME TIME (NIGHT)

At the watery base of the statue... RAWR! Lizard LEAPS out of the water.

EXT. STATUE OF LIBERTY - VARIOUS - SAME TIME (NIGHT)

Electro continues to shoot electric currents at Webb-Verse Spider-Man, who dodges them. Drops down on the crown.

WEBB-VERSE SPIDER-MAN

Max! Max, Max... can we just talk for a second? Just you and me, just--

ELECTRO

Look who showed up! My old friend, Spider-Man.

WEBB-VERSE SPIDER-MAN

I'm trying to save you, Max. That's all I've ever wanted.

ELECTRO

You're not trying to save me.

WEBB-VERSE SPIDER-MAN

I am.

ELECTRO

You ain't even the shit no more.

Webb-Verse Spider-Man sighs, drops his head.

ELECTRO (CONT'D)

Don't worry about me.

(re: arc reactor)

I saved myself. Burn up!

Electro ZAPS a bolt -- flames licking Webb-Verse Spider-Man's heels as he dives away.

WEBB-VERSE SPIDER-MAN (OVER COMMS)

Well, I got his attention. Now what?

RAIMI-VERSE SPIDER-MAN (OVER COMMS)

Okay, great!

REVEAL Raimi-Verse swinging by... Lizard hanging off his leg!

RAIMI-VERSE SPIDER-MAN (OVER COMMS) (CONT'D)

Uh, just FYI -- Lizard guy's here too!

Raimi-Verse Spider-Man KICKS Lizard loose -- sending Lizard SLAMMING onto the arm of a nearby crane.

Raimi-Verse Spider-Man drops down above him, quickly backpedaling as Lizard advances.

RAIMI-VERSE SPIDER-MAN (OVER COMMS) (CONT'D)
Guys, comm check! Hello?!

ANGLE ON Spider-Man on the scaffolding, watching as--

Webb-Verse Spider-Man FLIPS and WEBS his way around Electro's pummeling bolts.

WEBB-VERSE SPIDER-MAN (OVER COMMS)
I need Max's cure!

SPIDER-MAN (OVER COMMS)
Yeah! I'm on it!

Spider-Man looks to the crane -- Raimi-Verse Spider-Man frantically crawls away from an approaching Lizard.

RAIMI-VERSE SPIDER-MAN (OVER COMMS)
Peter, I need the Lizard cure!

SPIDER-MAN (OVER COMMS)
Uh, okay, okay!

But before Spider-Man can help--

SLAM! Sandman's MASSIVE FIST smashes into him... sending Spider-Man over the ledge of the scaffolding... where Sandman clutches him in mid-air.

SANDMAN
Where's The Box, Peter?

PETER
Flint, we can help everyone!

SANDMAN
I don't care!

Webb-Verse Spider-Man slingshots his way past them, Electro in hot pursuit.

On the crane, Raimi-Verse Spider-Man battles Lizard. Just as...

Spider-Man WEBS the crane, trying to pull himself out of Sandman's tightening grip...

An unsuspecting Webb-Verse Spider-Man swings through--

WHAM! He's clotheslined by Spider-Man's web, FLUNG backwards, PLUMMETING... Webb-Verse Spider-Man WEBS a new line--

--WHICH HITS RAIMI-VERSE SPIDER-MAN IN THE FACE! As he struggles to see, Lizard SLAMS him into the crane.

WEBB-VERSE SPIDER-MAN (OVER COMMS)

Sorry!

Webb-Verse Spider-Man quickly WEBS a new line, as Raimi-Verse Spider-Man rips the webbing from his mask.

RAIMI-VERSE SPIDER-MAN

Gross!

Webb-Verse Spider-Man lands onto the crane. Electro approaches, calls out to Sandman:

ELECTRO

Sad to tell you, Sandman. Nobody's going home!

Electro blasts Webb-Verse Spider-Man... but hits the crane instead -- CRACK! The crane comes CRASHING down...

Lizard and Raimi-Verse Spider-Man still battling onboard...

The crane SEVERES Sandman's massive arm and head... which falls away... freeing Spider-Man from Sandman's grip.

ANGLE ON the falling crane... Raimi-Verse Spider-Man WEBS off just before... Lizard rides it down... gets PINNED.

Electro continues after Webb-Verse Spider-Man... BLASTS him into the scaffolding!

On Sandman, angered by the loss of his hand and head. Now drawing sand from all over... creating a massive SANDSTORM.

Electro's blinded by the whirling debris.

EXT. STATUE OF LIBERTY - SCAFFOLDING - SAME TIME (NIGHT)

On the scaffolding above the storm, Spider-Man rips off his mask, catching his breath. *Well, that didn't go as planned.*

Webb-Verse Peter and Raimi-Verse Peter quickly join him.

WEBB-VERSE PETER

What the hell is going on out there?!

(to Raimi-Verse Peter)

(MORE)

WEBB-VERSE PETER (CONT'D)

I keep yelling at you, Peter-Two,
Peter-Two, Peter-Two--

RAIMI-VERSE PETER

I know, but I thought you were
Peter-Two.

WEBB-VERSE PETER

What?! I'm not Peter-Two!

PETER

Stop arguing! Both of you! Listen
to Peter-One. Look, we're clearly
not very good at this!

WEBB-VERSE PETER

I know, I know, we suck. I-- I
don't know how to work as a team.

RAIMI-VERSE PETER

Me neither.

PETER

Well, I do! I have been in a team,
okay? I don't want to brag, but I
will... I was in The Avengers.

RAIMI-VERSE PETER

The Avengers?!

PETER

Yeah.

RAIMI-VERSE PETER

That's great!

PETER

Thank you.

RAIMI-VERSE PETER

What *is* that?

PETER

(confused)

Wait. You don't have The Avengers?

WEBB-VERSE PETER

Is that a band? Are you in a band?

PETER

No, I'm not in a band. No, The
Avengers is uh, uh... Earth's
mightiest--

ZAP! A bolt of electricity amid the sandstorm.

RAIMI-VERSE PETER
How's this helping?!

PETER
Look, it's not important. All we gotta do is focus, trust your tingle, and coordinate our attacks, okay?

RAIMI-VERSE PETER
(refocusing)
Yes, okay. Let's pick one target.

PETER
Great.

WEBB-VERSE PETER
We take them off the board one at a time.

PETER
Now you got it! Okay--
(points to self)
Peter-One.
(to Raimi-Verse Peter)
Peter-Two.

RAIMI-VERSE PETER
Peter-Two.

PETER
(to Webb-Verse Peter)
Peter-Three.

WEBB-VERSE PETER
Peter-Three!

PETER
All right. Let's do this. Ready?

RAIMI-VERSE PETER
Let's go--

As they begin to move off--

WEBB-VERSE PETER
Wait, wait, wait, wait, wait!

They all stop, turn back.

WEBB-VERSE PETER (CONT'D)
I love you guys.

Awkward, but they take that in.

PETER/RAIMI-VERSE PETER
Thank you.

PETER
All right, let's do this.

RAIMI-VERSE PETER
Let's go.

The three of them share a determined look. Three Peters, united as one.

They pull on their masks and LEAP off the scaffolding--

EXT. STATUE OF LIBERTY - VARIOUS - CONTINUOUS (NIGHT)

THREE SPIDER-MEN SWINGING AS A TEAM! They land, one by one, on the Statue of Liberty's crown. Just as--

Sandman, Electro, and Lizard rise directly across from them.

THREE SPIDER-MEN VS. THREE VILLAINS!

Electro chases Spider-Man, swinging through the scaffolding.

SPIDER-MAN (OVER COMMS)
Okay, Spider-Mans, Sandman's first.

Sandman, now gigantic, chases Raimi-Verse Spider-Man through another part of the scaffolding.

RAIMI-VERSE SPIDER-MAN (OVER COMMS)
I'm gonna lead him inside the statue.

Lizard chases Webb-Verse Spider-Man.

WEBB-VERSE SPIDER-MAN (OVER COMMS)
I'll meet you at the top.

Webb-Verse Spider-Man grabs the SANDMAN CURE. Lizard LEAPS... pins Webb-Verse Spider-Man down.

WEBB-VERSE SPIDER-MAN (CONT'D)
Hey, Doctor Connors...

LIZARD
Hello, Peter.

Just then, Spider-Man swings by, Electro trailing.

WEBB-VERSE SPIDER-MAN (OVER COMMS)
Peter-One!

Webb-Verse Spider-Man throws the cure...

SPIDER-MAN (OVER COMMS)
I got it!

CAUGHT! But Electro ZAPS... hitting Spider-Man... who drops the Sandman cure onto the scaffolding below.

Elsewhere...

Raimi-Verse Spider-Man scrambles to evade Sandman, who is closing in... Spider-Man crawls inside the Statue of Liberty, climbing and webbing his way to the top...

RAIMI-VERSE SPIDER-MAN
Flint! We're trying to help you!

But Sandman won't give up the chase. Raimi-Verse Spider-Man sighs... WEBS to the top of the Statue of Liberty...

He's inside the crown -- there's nowhere else to go! Sand quickly flooding in all around him...

RAIMI-VERSE SPIDER-MAN (OVER COMMS) (CONT'D)
Guys, I'm at the top. I need the cure!

Arms of sand grab at Raimi-Verse Spider-Man, pulling him under...

Spider-Man rapidly climbs up the scaffolding.

SPIDER-MAN (OVER COMMS)
I'm coming, I'm coming, I'm coming!

But Webb-Verse Spider-Man is still pinned beneath Lizard... holding back his GAPING JAWS. He HEADBUTTS him.

WEBB-VERSE SPIDER-MAN
Just wait--

KICKS Lizard back.

WEBB-VERSE SPIDER-MAN (CONT'D)
--Your--

WEBS Lizard to the scaffolding.

WEBB-VERSE SPIDER-MAN (CONT'D)
--Turn, Doc!

Lizard's trapped. For now...

WEBB-VERSE SPIDER-MAN (CONT'D)
I'll be right back.

Lizard ROARS in anger, as Webb-Verse Spider-Man runs off...

He grabs the fallen Sandman cure, jumps off the scaffolding, and prepares to slingshot himself to the crown, when--

Electro appears, throws a BOLT--

Webb-Verse Spider-Man DODGES it just in time... FLINGING himself to the top of the statue. He throws the cure...

Spider-Man catches it! He tosses the cure through the open slots of the statue's crown to...

Raimi-Verse Spider-Man, now completely engulfed in sand, save for his grasping hand, which... GRABS the cure, clicks the device on--

BOOM! A BLAST OF GOLDEN LIGHT!

The sand quickly retreats. Raimi-Verse Spider-Man pulls off his mask, gasping for air...

He watches as the sand continues to fall away, to reveal...

FLINT MARKO. A man once again. It worked!

RAIMI-VERSE PETER
(amazed)
It's okay, Flint. We're gonna get you home. Just... stay right here.

EXT. STATUE OF LIBERTY - CROWN - SAME TIME (NIGHT)

FLASHES OF LIGHTNING! CRACKLING BOLTS! Electro grows with power, amplified by the ARC REACTOR on his chest.

Raimi-Verse Spider-Man joins the other Spider-Men on top of the crown.

RAIMI-VERSE SPIDER-MAN
How do we stop him?

WEBB-VERSE SPIDER-MAN
I've never seen him this powerful.

SPIDER-MAN
It's the arc reactor, we gotta get it off him.

Electro GLOWS brighter, shakes his head.

ELECTRO

You're not gonna take this away
from me.

Spider-Man WEBS the arc reactor. Electro easily RIPS the web
away.

ELECTRO (CONT'D)

That's not gonna work!

CRACK! Electro fires a huge BOLT of arc electricity at the
Spider-Men. They all jump, landing on the nearby
scaffolding.

SPIDER-MAN

Okay, we gotta do this up close.
Peter-Two, go right. Peter-Three,
go left. On me!

THWIP-TWHIP-THWIP! The three Spider-Men simultaneously fire
webs, attempting to secure Electro.

Spider-Man goes in for the cure... but is BLASTED by
electricity!

Raimi-Verse Spider-Man jumps in... Electro effortlessly JOLTS
him... sending him tumbling off the scaffolding.

Webb-Verse Spider-Man leaps forward, cure in hand. He too is
SHOCKED by Electro... streams of electric currents holding
him in place. Off his screams--

A sneak-attack from behind! Spider-Man leaps, but Electro
deflects, SHOCKS Spider-Man straight into the Statue of
Liberty. Spider-Man FREE-FALLS--

EXT. STATUE OF LIBERTY - SCAFFOLDING - CONTINUOUS (NIGHT)

--Tumbling through construction netting, SLAMMING to a stop
on the scaffolding below.

Elsewhere...

Lizard BREAKS FREE from the webs. He stops, hears Ned and MJ
in the lab--

MJ (O.S.)

Um, I don't really know how else to
tell you that it's not closing.

NED (O.S.)
I'm trying to close it, MJ! Don't
tell them that it's not working!

INT. MIDTOWN HIGH - CHEMISTRY LAB - SAME TIME (NIGHT)

Ned struggles to close the portal. Deep breaths.

NED
Okay, wait, wait. Yeah... wait.
We'll just keep going.

MJ
All right, no. It's fine... you're
gonna do it again. We're just
gonna keep trying.

NED
All right, all right, we got it, we
got it... we got this!

MJ
(calming voice)
Focus. Close the portal... close
the portal...

EXT. STATUE OF LIBERTY - SCAFFOLDING - INTERCUT - SAME (NIGHT)

Spider-Man spots Lizard CHARGING at the portal!

SPIDER-MAN
Oh no. No, no, no!

WHOOSH! Spider-Man SWINGS to the portal...

IN THE LAB, as Ned and MJ panic--

MJ
And that is a lizard!

NED
No, no, it's a big lizard!

They take off running as Lizard LEAPS through the portal,
CRASHING through the chairs and lab tables.

Spider-Man swings into the portal, KICKS Lizard back--

SPIDER-MAN
Run!

Ned and MJ run for their lives. They have no choice but to head through the open portal onto--

THE STATUE OF LIBERTY SCAFFOLDING!

Lizard nearly has them... but Spider-Man pulls him back--

SPIDER-MAN (CONT'D)
Connors, stop!

Spider-Man and Lizard battle it out... tumbling through the portal, back onto the Statue of Liberty scaffolding...

Lizard SLAMS Spider-Man down, races after Ned and MJ.

EXT. STATUE OF LIBERTY - CROWN - SAME TIME (NIGHT)

On Webb-Verse Spider-Man, still pinned in place by Electro's surging power. As Electro laughs, Webb-Verse Spider-Man loses his grip on the Electro cure device -- it hits the scaffolding below--

--Where Raimi-Verse Spider-Man WEBS it! Readies for attack. When suddenly--

CLUNK! A tentacle arm GRABS him, swings him back. Raimi-Verse Spider-Man drops the cure, as--

CLUNK! Another tentacle arm GRABS Webb-Verse Spider-Man... Electro's bolts still JOLTING through him.

CLOSE ON Doc Ock, rising into view behind Electro.

DOC OCK
Leave 'em. They're mine.

ELECTRO
I don't need your help. I've got it just fine.

RAIMI-VERSE SPIDER-MAN
(recognizing)
Dr. Octavius, no...

Off Doc Ock's grin...

CLUNK! Electro looks down -- a third tentacle claw has LATCHED ONTO THE ARC REACTOR on his chest! *It was a ruse to draw him closer, and it worked.*

ELECTRO
What are you doing?!

Ock turns to face Electro...

ELECTRO (CONT'D)
Get it off of me!

Doc Ock releases the Spider-Men to the scaffolding below...
retrieves the fallen cure...

On Electro as Doc Ock YANKS the arc reactor off him with one
tentacle, and with another, SETS the ELECTRO CURE DEVICE in
place!

A BLAST OF DISSIPATING ELECTRIC CURRENTS!

DOC OCK
There you go.

Electro no more. Now MAX DILLON. Cured.

EXT. STATUE OF LIBERTY - SCAFFOLDING - SAME TIME (NIGHT)

On Ned and MJ, running for their lives from Lizard. Ned
desperately tries to open a portal to some place else. *Any
place else.*

Lizard jumps at them--

Ned manages to OPEN A PORTAL! To the bottom of New York Bay!
WATER floods through... knocking Lizard back.

MJ grabs the Lizard cure device...

Lizard skids to a stop, water and broken scaffolding falling
about him.

Spider-Man swings down to meet him, KICKS Lizard back--

SPIDER-MAN
MJ!

MJ throws Spider-Man the Lizard cure...

RAWR! Lizard LEAPS forward... Spider-Man grabs the cure and
SHOVES it into Lizard's gaping jaws.

HISS! The gas is released. Lizard staggers backward,
beginning to transform.

NED
Whoa!

Ned and MJ watch, amazed. Then MJ grabs The Box from Ned.

MJ
We gotta hide this thing!

NED
Oh, right... right, right--

Ned quickly opens a PORTAL... a warm desert breeze blows in, as out of the Mirror Dimension steps--

DR. STRANGE. Glaring at Ned and MJ. Not happy.

DR. STRANGE
Where is he?

Strange magics The Box out of MJ's hands.

NED
No!

MJ
Wait, wait, wait--

NED (CONT'D)
Before you do anything Mister-- Dr. Strange, sir, uh... Peter's plan is working!

DR. STRANGE
What plan?

NED
He's curing them!

Dr. Strange walks forward to see...

Lizard transforming back into Dr. Curt Connors, Spider-Man at his side.

SPIDER-MAN
Doctor Connors?
(then)
Welcome back, sir.

Strange reacts, surprised.

DR. STRANGE
Well, I'll be damned.

He turns to Ned.

DR. STRANGE (CONT'D)
Did you just open a portal?

NED
Yes-- Yes, sir. I did.

DR. STRANGE
 (quietly impressed)
 Hmm.

He walks off. Ned looks to MJ, in shock. *Did Dr. Strange just give him an approving nod?!*

EXT. STATUE OF LIBERTY - UPPER SCAFFOLDING - SAME (NIGHT)

One of Doc Ock's tentacles gently drops Max Dillon onto the scaffolding. Webb-Verse Peter drops down beside him.

WEBB-VERSE PETER
 (cautious)
 Max? Max...

MAX DILLON
 Don't worry. I'm all tapped out.

WEBB-VERSE PETER
 Are you sure about that?

Max sighs, leans against a railing.

MAX DILLON
 Back to being a nobody.

WEBB-VERSE PETER
 You were never a nobody, Max.

MAX DILLON
 Oh yes I was. Yes I was. You didn't see me.
 (laughs, then)
 Can I tell you something though?

WEBB-VERSE PETER
 Yeah.

MAX DILLON
 You gotta nice face. You just a kid.

WEBB-VERSE PETER
 Eh...

MAX DILLON
 You from Queens. You got that suit. You help a lot of poor people. I just thought you was gonna be Black.

WEBB-VERSE PETER
Oh man, I'm sorry.

MAX DILLON
No, no, don't apologize. There's
gotta be a Black Spider-Man
somewhere out there.

Webb-Verse Peter nods. *There probably is.*

MAX DILLON (CONT'D)
Goddamn eels...

As Webb-Verse Peter helps Dillon to his feet...

EXT. STATUE OF LIBERTY - CROWN - SAME TIME (NIGHT)

Doc Ock examines the arc reactor in his hand.

DOC OCK
The power of the sun...

RAIMI-VERSE SPIDER-MAN
In the palm of your hand.

Doc Ock turns to see--

DOC OCK
Peter?

Raimi-Verse Spider-Man pulls off his mask. A reunion.

RAIMI-VERSE PETER
Otto.

DOC OCK
Oh, it's good to see you, dear boy.

RAIMI-VERSE PETER
It's good to see you.

DOC OCK
You're all grown up.
(then, laughs)
How are you?

RAIMI-VERSE PETER
Trying to do better.

They share a smile. Then a NOISE directs them towards--

Dr. Strange emerges from a PORTAL near the crown, carrying The Box. Spider-Man drops down in front of him, takes off his mask.

PETER

Strange, wait, we're so close--

DR. STRANGE

Skip it! I've been dangling over the Grand Canyon for *twelve hours!*

Dr. Strange stops when he notices... RAIMI-VERSE PETER.

PETER

I know. I know, I know, I, uh...
um, ah...

Webb-Verse Peter falls in -- all three Spider-Men in a row. Dr. Strange's jaw drops.

PETER (CONT'D)

I'm sorry about that, sir. I mean...

A confused Raimi-Verse Peter steps in, looks to Dr. Strange.

RAIMI-VERSE PETER

You went to the Grand Canyon?

WEBB-VERSE PETER

He coulda used your help, man.

Dr. Strange rolls his eyes, shakes his head.

PETER

No, no, no, it's okay! It's okay!
Uh, these... these are my new friends.

(re: Raimi-Verse Peter)

This is Peter Parker.

(re: Webb-Verse Peter)

This is Peter Parker. Spider-Man. Spider-Man. They're mes from... other universes. They're here to help.

This is all too much for Dr. Strange.

DR. STRANGE

No, no...

Peter turns to the other Peters:

PETER

This is the wizard that I was
telling you about.

DR. STRANGE

Look, I am really impressed that
you've managed to give them all a
second chance, kid. But this has
to end. Now.

GREEN GOBLIN (O.S.)

Can the Spider-Man come out to
play?!

Raimi-Verse Peter turns towards that oh so familiar voice,
his eyes WIDENING when he sees--

GREEN GOBLIN on his glider, silhouetted by the moon. He
rockets down, lobbing volley after volley of PUMPKIN BOMBS!

Doc Ock deftly springs into action -- GRABBING BOMBS out of
Dr. Strange's path -- while the Peters quickly DODGE several
EXPLOSIONS.

In the chaos, Goblin swoops down and--

STEALS THE BOX from Dr. Strange!

Peter turns to see--

THUNK! One of Doc Ock's tentacles grabs onto the glider,
holding Goblin in place, as--

Dr. Strange uses an Eldritch Whip to TAKE BACK THE BOX!

Furious, Goblin twists -- his glider SLICING through Ock's
tentacle arm! AGH! Ock shudders in pain, as Goblin jets
off.

ANGLE ON Strange manipulating The Box with magic...

Suddenly, all three Peters sense it... something off about
The Box... something inside. A PUMPKIN BOMB!

PETER

Strange, no--!

BOOM! The bomb detonates... THE BOX EXPLODES!

Fragments of debris hurled in every direction... followed by
the swirling, spinning magic of...

THE BROKEN SPELL, unleashed and unstable!

It RIPPLES through the Captain America shield, which BREAKS OFF--

EXT. STATUE OF LIBERTY - SCAFFOLDING - CONTINUOUS (NIGHT)

--HURTLING through level after level of scaffolding... a crumbling avalanche of twisted metal.

A SCREAM! MJ falls backwards, tumbling off the collapsing scaffolding.

Ned tries to catch her, but LOSES HIS OWN FOOTING! He barely manages to grab a bent pole, dangling in mid-air...

ANGLE ON Peter, hearing MJ... he DIVES after her... reaching out... almost there...

WHAM! Green Goblin (on his glider) SLAMS into him, carrying Peter in the opposite direction!

MJ's eyes go wide in horror as she plummets--

Webb-Verse Peter quickly reacts... swings down towards her--

EXT. STATUE OF LIBERTY - PEDESTAL - CONTINUOUS (NIGHT)

--AND CATCHES MJ, just in time!

MJ gasps for air, adrenaline surging.

WEBB-VERSE PETER
Are you okay?

MJ
Yeah. I'm okay.
(then, noticing)
Are you okay?

Overwhelmed with emotion, Webb-Verse Peter nods. Having just relived the worst moment of his life when he lost Gwen Stacy in *THE AMAZING SPIDER-MAN 2*. But this time, he prevailed.

EXT. STATUE OF LIBERTY - CROWN - SAME TIME (NIGHT)

ON STRANGE

Floating above the crown, shaking with effort as he tries to bring the errant spell under control...

EXT. STATUE OF LIBERTY - SAME TIME (NIGHT)

ON THE SHIELD

Barely held back by flimsy bars of scaffolding. DING! One of the bars breaks. The shield SHUDDERS.

EXT. STATUE OF LIBERTY - SCAFFOLDING - SAME TIME (NIGHT)

ON NED

Hanging from the bent pole, straining to hold on.

EXT. STATUE OF LIBERTY - UPPER SCAFFOLDING - SAME (NIGHT)

ON MAX DILLON

As one of Doc Ock's tentacles wraps around him, moving him out of harm's way.

EXT. STATUE OF LIBERTY - CROWN - SAME TIME (NIGHT)

BACK ON STRANGE

Straining... the spell nearly contained, when--

A BLAST OF MAGIC! The spell erupts, billowing outwards. DEEP, GLOWING CRACKS pierce through the night sky.

EXT. STATUE OF LIBERTY - SCAFFOLDING - SAME TIME (NIGHT)

AHH! Ned loses his grip on the bent pole... plummeting, flailing in mid-air, when--

WHOOSH! He's saved by THE CLOAK OF LEVITATION!

NED

Whoa!

EXT. STATUE OF LIBERTY - VARIOUS - SAME TIME (NIGHT)

CRACK! The shield finally gives, RIPPING through the remaining scaffolding, SLAMMING onto the pedestal base, just as--

Raimi-Verse Peter WEBS Dr. Connors, Doc Ock, and Max Dillon, saving them from plunging to their deaths, as--

Cloak gently lowers Ned to the statue's base... where the shield ROLLS to a clattering stop at the water's edge.

EXT. STATUE OF LIBERTY - TORCH - SAME TIME (NIGHT)

Atop Lady Liberty -- her TORCH no longer obscured. Dr. Strange floats above it, looking all around...

NEW RIFTS and OPENINGS SPLIT their way through the skyline.

He quickly sets to work, combating the onslaught of the Multiverse... SEALING one rift... then another...

Will he be able to hold back the tide?

EXT. GOBLIN'S GLIDER - SAME TIME (NIGHT)

ON PETER

Struggling with Green Goblin, hanging off his glider... Peter pulls out a pumpkin bomb.... shoves it into the glider's mechanics...

BEEP-BEEP-BOOM! AGH! The two of them tumble, crash-landing across the FALLEN SHIELD.

EXT. STATUE OF LIBERTY - PEDESTAL - SAME TIME (NIGHT)

The Cloak of Levitation drops Ned down and flies off.

NED
Thank you, Mr. Cape. Sir.

MJ (O.S.)
Ned?

MJ rounds the corner--

MJ (CONT'D)
Ned... Ned!

They run into each other's arms.

EXT. THE FALLEN SHIELD - SAME TIME (NIGHT)

Peter gets to his feet, concerned, looking around...

PETER
(calls out)
MJ?!

EXT. STATUE OF LIBERTY - PEDESTAL - INTERCUT - SAME (DAWN)

MJ releases from the hug--

MJ
Peter?!

PETER (O.S.)
MJ?!

From the base of the Statue of Liberty, MJ and Ned look over to see...

Peter on the shield at the water's edge. MJ waves.

MJ
Peter! Hey!

PETER
Are you okay?

MJ
We're okay.

He sighs in relief. Meanwhile...

Green Goblin JOLTS upright at the other end of the shield. The sun just beginning to crest the horizon.

Peter turns to face him, eyes narrowing, seeing red.

Green Goblin rises, rips off his goggles.

GREEN GOBLIN
Poor, Peter. Too weak to send me home to die.

PETER
No. I just want to kill you myself.

GREEN GOBLIN
Attaboy!

Enraged, Peter rushes at Green Goblin -- they CLASH! Peter PUMMELS him with a murderous intensity. Goblin breaks free -- SNICK! Releases his arm blades and swings them at Peter as they battle it out... Peter getting the upper hand, brutally beating Goblin back...

EXT. STATUE OF LIBERTY - PEDESTAL - SAME TIME (DAWN)

At the base of the Statue of Liberty, Raimi-Verse and Webb-Verse Peter run forward to see--

EXT. THE FALLEN SHIELD - SAME TIME (DAWN)

Peter batters Goblin until he's down on his knees... a barrage of punches... Goblin collapses to the ground, spent.

EXT. STATUE OF LIBERTY - PEDESTAL - SAME TIME (DAWN)

A quick look between the other Peters. *We have to do something.*

EXT. THE FALLEN SHIELD - SAME TIME (DAWN)

Peter lays into Goblin, who takes punch after punch after punch...

EXT. STATUE OF LIBERTY - PEDESTAL - SAME TIME (DAWN)

MJ and Ned look on with concern as--

EXT. THE FALLEN SHIELD - SAME TIME (DAWN)

Peter grabs Goblin's glider, crashed at the base of the shield.

He drifts towards Goblin, murder in his eyes... lifts the glider over his head, about to bring the gleaming blades down on Goblin when--

RAIMI-VERSE PETER jumps between them, stopping Peter!

Peter screams, unrelenting...

A pleading look on Raimi-Verse Peter's face. *Don't do this.*

Slowly, gradually... Peter relaxes. A wordless understanding between the two Peter Parkers.

As Peter sets the glider down--

SHUNK! Raimi-Verse Peter's face falls...

Goblin STABBED him in the back! Raimi-Verse Peter collapses.

EXT. STATUE OF LIBERTY - PEDESTAL - SAME TIME (DAWN)

ANGLE ON Webb-Verse Peter. He rushes forward with the Goblin cure, spots the standoff on the shield...

EXT. THE FALLEN SHIELD - SAME TIME (DAWN)

Goblin staggers upright, eager for more. Taunting Peter.

GREEN GOBLIN
She was there because of you...

Peter faces him, eyes narrowing.

GREEN GOBLIN (CONT'D)
I may have struck the blow. But
you...
(laughs)
You are the one that killed her.

As Green Goblin CACKLES with glee...

EXT. STATUE OF LIBERTY - PEDESTAL - SAME TIME (DAWN)

Webb-Verse Peter throws the Goblin cure!

EXT. THE FALLEN SHIELD - INTERCUT - SAME TIME (DAWN)

Peter turns, grabs it--

SHUNK! HE STABS GOBLIN IN THE NECK!

Goblin staggers. Shocked. In pain.

CLICK! PETER INJECTS GOBLIN WITH THE ANTI-SERUM!

From the floor of the shield, Raimi-Verse Peter smiles with relief.

From the pedestal, Webb-Verse Peter sighs with relief.

Goblin falls back on his haunches, then... A look of recognition.

NORMAN
...Peter?

Norman sees Raimi-Verse Peter on the ground. Remembering everything. *May*.

NORMAN (CONT'D)
 What have I done?

Webb-Verse Peter rushes to Raimi-Verse Peter's aid. The latter realizes the former tossed the cure.

RAIMI-VERSE PETER
 It was you...

WEBB-VERSE PETER
 You okay?

RAIMI-VERSE PETER
 Uh, yeah, I'm good. I've been stabbed before.

WEBB-VERSE PETER
 Oh, good. Good, good, good...

Peter joins them.

PETER
 Hey.
 (re: stab wound)
 Oh, man.

WEBB-VERSE PETER
 Hey, nice catch.

PETER
 Nice throw.

The three Peters share a moment. Then--

CHAOTIC RUMBLINGS FROM ABOVE!

RAIMI-VERSE PETER
 What? Is that happening, or am I dying?

WEBB-VERSE PETER
 Oh, yeah, no. That's happening, that's real.

RAIMI-VERSE PETER (O.S.)
 Are there... people in the sky?

EXT. STATUE OF LIBERTY - TORCH - SAME TIME (DAWN)

High above the Statue of Liberty, the mangled spell continues... SHADOWY SILHOUETTES forming everywhere...

Dr. Strange trembles from the strain of holding the Multiverse at bay. But try as he might, more and more silhouettes keep appearing.

EXT. THE FALLEN SHIELD - SAME TIME (DAWN)

Peter can clearly see -- they're running out of time.

PETER

I gotta go.

WEBB-VERSE PETER

Yeah, yeah, I got it.

(to Raimi-Verse Peter)

You okay?

EXT. STATUE OF LIBERTY - TORCH - MOMENTS LATER (DAWN)

Peter WEBS to the top of the torch.

PETER

What's happening?

DR. STRANGE

They're starting to come through,
and I can't stop 'em!

PETER

There's gotta be something we can
do! Can't you just cast the spell
again? But the original way,
before I screwed it up.

DR. STRANGE

We're too late for that. They're
here! They're here *because of you*.

A beat as this lands on Peter. Then--

PETER

What if everyone forgot who I was?

DR. STRANGE

What?!

PETER

They're coming here because of me,
right? Because I'm Peter Parker?
So cast a new spell, but this time
make everyone forget who Peter
Parker is. Make everyone forget...
me.

DR. STRANGE

No.

PETER

But it would work, right?

DR. STRANGE

Yeah, it would work. But you gotta understand that would mean that everyone who knows and loves you, we...

(voice catches, then)

We'd have no memory of you. It would be as though you never existed.

PETER

...I know.

(resolved)

Do it.

Dr. Strange reluctantly nods, his heart breaking for Peter.

DR. STRANGE

You better go and say your goodbyes. You don't have long.

PETER

Thank you, sir.

Peter moves to leave--

DR. STRANGE

Call me Stephen.

Peter stops, moved by the gesture.

PETER

Thank you, Stephen.

DR. STRANGE

(smiles)

Yeah... still feels weird.

Peter smiles back.

PETER

I'll see you around.

As Peter swings off, Strange chokes back emotion.

DR. STRANGE

So long, kid.

Then he looks to the sky, the Multiverse unfolding. He begins to cast the new spell.

EXT. THE FALLEN SHIELD - CONTINUOUS (DAWN)

Webb-Verse Peter holds Raimi-Verse Peter up on his feet. Peter swings down to meet them.

PETER

Hey! Uh... I think this is it. I think you're about to go home.

RAIMI-VERSE PETER

Okay.

WEBB-VERSE PETER

All right.

PETER

Um, look, I, uh... thank you! I just want to-- I want you-- I want to tell you that... I really don't know how to say this, I--

WEBB-VERSE PETER

Peter...

PETER

I want you to know that I'm--

The other two Peters smile.

RAIMI-VERSE PETER

You know. It's what we do.

PETER

(smiles)

Yeah. It's what we do. Um... Right, I gotta find Ned and MJ.

Peter moves off, then quickly turns back. Hugs them.

PETER (CONT'D)

Thank you. Thank you. Thank you. Thank you.

(pulls back)

I guess... I guess I'll see you.

RAIMI-VERSE PETER

Same.

A final smile between the three. More than just counterparts now. Friends.

As Peter runs off, Raimi-Verse Peter winces.

WEBB-VERSE PETER
You're in so much pain, huh?

RAIMI-VERSE PETER
I am.

WEBB-VERSE PETER
Yeah.

EXT. STATUE OF LIBERTY - PEDESTAL - CONTINUOUS (DAWN)

Peter swings over to MJ and Ned. MJ sighs with relief.

MJ
You're okay!

A group hug. Then Peter pulls back, takes them in...

PETER
Are you okay?

MJ
Yeah, we're okay.

Peter notices a cut above MJ's eye.

PETER
Oh my God, you're bleeding.

Peter holds MJ's face in his hand, inspects her cut.

MJ
No, I'm fine. I'm okay.

PETER
Are you sure?

MJ
I'm fine. I promise.

PETER
(relieved)
Okay. Okay...

MJ
Um... we should go, right?

Peter struggles to find the words. ECHOING THUNDER from above. The new spell is quickly progressing...

PETER
You're gonna forget who I am.

NED
...What?

MJ
Forget who you are -- what are you
talking about?

PETER
It's okay. I'm gonna come and find
you, and I'll explain everything.

MJ and Ned's faces fall as they realize...

PETER (CONT'D)
I'll make you remember me, and it
will be like none of this ever
happened. Okay?

MJ
(panicking)
Okay, but what if that doesn't
work? What if-- What if that
doesn't work? What if we can't
remember you? I don't want to do
that. I don't-- I don't want to do
that.

PETER
I know, MJ. I know.

MJ
But, what-- Is there not something
we can do? We can't come up with,
like, a plan or something, you
know? There's always something we
can do?

PETER
(shakes his head)
There's nothing we can do.
(then, reassuring)
But it'll be okay.

MJ tries to catch her breath, as Ned's eyes brim with tears.

NED
You promise?

PETER
Yeah, I promise.

Peter and Ned do a bittersweet version of their special handshake from *HOME COMING*. Then Peter pulls Ned into a hug.

PETER (CONT'D)
I'll come find you, okay?

NED
I know you will.

They release from the hug. Peter turns to MJ.

MJ
You better. If you don't, I'm just gonna figure it out. I've done it before, I can do it again.

PETER
I promise I'll fix this.

MJ
I really hate magic.

Peter laughs, a small, knowing grin.

PETER
Yeah, me too.

She takes him in, then--

MJ
I love you.

PETER
I love--

MJ
Just wait. Wait and tell me when you see me again.

PETER
Sure.

Ned looks to the sky -- more RUMBLINGS as the new spell takes effect.

Peter turns to MJ. *They don't have much longer...*

He pulls MJ into a kiss. Magic swirling above them, just as it did when the original spell was first cast in the Sanctum. Peter and MJ locked in embrace.

EXT. STATUE OF LIBERTY - TORCH - SAME TIME (DAWN)

Atop the Statue of Liberty, Dr. Strange maneuvers the new spell to override the broken one.

EXT. THE FALLEN SHIELD - SAME TIME (DAWN)

Arms around each other, Raimi-Verse Peter and Webb-Verse Peter watch as the magic takes hold.

EXT. STATUE OF LIBERTY - TORCH - SAME TIME (DAWN)

Dr. Strange continues to direct the new spell, as...

EXT. STATUE OF LIBERTY - PEDESTAL - SAME TIME (DAWN)

Max Dillon FADES AWAY... then Octavius...

EXT. THE FALLEN SHIELD - SAME TIME (DAWN)

Norman DISAPPEARS...

EXT. STATUE OF LIBERTY - CROWN - SAME TIME (DAWN)

Inside the crown, Marko EVAPORATES...

EXT. STATUE OF LIBERTY - PEDESTAL - SAME TIME (DAWN)

Connors VANISHES...

EXT. STATUE OF LIBERTY - TORCH - SAME TIME (DAWN)

A WIDE SHOT of Dr. Strange floating above the Statue of Liberty, manipulating the radiating circle of the spell.

EXT. THE FALLEN SHIELD - SAME TIME (DAWN)

Raimi-Verse Peter and Webb-Verse Peter wave goodbye as they DISSOLVE into the ether...

EXT. STATUE OF LIBERTY - PEDESTAL - SAME TIME (DAWN)

BACK ON Peter and MJ, reluctant to let go...

He makes the first move -- steps back, jumps up on a ledge. But before he webs off, he glances up at the Statue of Liberty--

EXT. STATUE OF LIBERTY - TORCH - INTERCUT - SAME TIME (DAWN)

--Where Dr. Strange, his new spell nearly complete, nods his own goodbye.

Peter looks back at MJ. The spell about to hit her, but she manages to mouth one last "I love you."

Peter WEBS off just before the light of the completed spell washes over them...

A BLAST OF SPELL MAGIC! The sky clears. The new spell complete. All is calm.

As the morning sun rises over Lady Liberty...

J. JONAH JAMESON (PRE-LAP)
It's been a few weeks since the
fiasco on the Statue of Liberty--

INT. DAILY BUGLE STUDIO - A FEW WEEKS LATER (DAY)

J. Jonah Jameson reports live from his desk.

J. JONAH JAMESON
--And Spider-Man's cultists
continue to contend that the vile
vigilante is a hero! Well, if he
were a hero, he'd unmask himself
and tell us who he really is!
Because only a coward conceals his
identity. Only a coward hides his
true intentions!

EXT. DONUT SHOP - DAY

Peter walks down the street. This time, no one recognizes him.

J. JONAH JAMESON (V.O.)
Rest assured, ladies and gentlemen,
this reporter will uncover those
intentions come hell or high water.

Peter reads aloud to himself from a hand-written note:

PETER

Hi, my name is Peter Parker. You don't know me, but I... uh. Hi, my name is Peter Parker, and you don't know me, but you--

He stops outside the donut shop. Now with holiday decorations. Christmas lights. He enters...

INT. DONUT SHOP - CONTINUOUS (DAY)

Peter finds MJ, talking and laughing with an older customer, a STAN LEE LOOK-ALIKE.

MJ turns, looks up at him, and waves. He's taken aback...

Until he realizes she was waving at Ned, who has just entered behind him.

NED

(to MJ)

Hey!

Ned walks past Peter and sits at the counter.

MJ

(to Ned)

One sec.

(to Peter)

Can I help you?

PETER

Hi, um, My name is Peter Parker. And I...

(loses nerve)

Would like a coffee, please.

MJ

Okay, no problem, Peter Parker.

As MJ goes for the coffee pot, she chats with Ned. Hands over a free donut.

MJ (CONT'D)

Donut for my fellow engineer.

NED

Oh... Wait, what?

MJ

MIT, they're the Engineers. The Mascot.

NED

Oh, right, right, right. I should probably know that.

(then)

Look at you with the school spirit!

MJ

Tell anybody, I will deny it.

NED

Oh, right, right...

Ned looks back at his phone, scrolling.

Peter smiles. Happy to see them. Thrilled that they got in.

MJ slides Peter his coffee. ANGLE ON the cup: "We Are Happy To Serve You."

MJ

Peter Parker.

(no reply)

...Peter Parker?

Peter breaks his concentration from Ned, turns to MJ.

MJ (CONT'D)

Your coffee.

PETER

Right. Thank you.

MJ

Mmm-hmm.

PETER

Um... are you excited for MIT?

MJ is confused at first. But then she realizes -- he must have overheard her and Ned.

MJ

Oh. Uh, right, yeah. Uh...

(then)

Yeah, actually, I am excited which is weird 'cause I don't really get excited about things. I kind of expect disappointment--

PETER

--'Cause then you'll never actually be disappointed. Right?

A flicker of déjà vu on her face, then, recovering:

MJ
 Uh, yeah. Right. It's just, um--
 I dunno, it just kinda feels
 different this time for some
 reason.

This gives him pause. Her new life.

Somewhat dazed, Peter pays for the coffee.

PETER
 Um, what I was--

MJ brushes back her hair. He sees a Band-Aid above her eye --
 her injury from the Statue of Liberty.

PETER (CONT'D)
 (re: Band-Aid)
 You okay?

MJ
 It doesn't really hurt anymore.
 (beat, then)
 Is there anything else?

Peter pauses. The moment of truth...

But he just shakes his head and smiles.

PETER
 Uh... no.

Peter tucks his note back into his pocket.

PETER (CONT'D)
 Thank you.

MJ
 No problem.

Peter takes his coffee, looks over at Ned, then back at MJ.

PETER
 I'll uh... see you around.

He walks out the door.

HOLD ON MJ, watching Peter go with a lingering sense of...
 recognition?

EXT. CEMETERY - DAY

A cold winter's day. Peter stands before May's grave, sets down a flower. Reveal the grave is covered in them, placed in front of a tombstone that reads: "WHEN YOU HELP SOMEONE, YOU HELP EVERYONE."

A figure approaches -- Happy. It's clear he doesn't recognize Peter.

HAPPY
How'd you know her?

PETER
Through Spider-Man. You?

HAPPY
Same.

They stare at the grave for a beat.

HAPPY (CONT'D)
I lost a good friend a while back.
Felt like this.
(then)
It hurts 'cause they're gone. And
then it hurts all over again
because you remember what they
stood for, and you wonder, "Is all
that gone too?"

A beat as that lands on Peter.

PETER
No, it's not gone. Everyone that
she helped... they'll keep it
going.

HAPPY
You really think so?

PETER
I know it.
(then)
Take care of yourself, okay?

HAPPY
Yeah. Nice to meet you.

Peter nods, then walks away, leaving Happy to pay his respects.

INT. PETER'S NEW APARTMENT - DAY

LANDLORD (O.S.)
Rent is due on the first of the
month. Don't be late.

Peter carries a box into a studio apartment. Turns on the light, takes in the barren space. His new home. A fresh start.

He opens a box containing a GED test study manual, sets out his personal effects... including the LEGO Emperor figurine from the Death Star set he and Ned built (and rebuilt) many times together.

INT. PETER'S NEW APARTMENT - LATER (NIGHT)

Peter looks out the window. Snow falling on New York. He turns to his Spider-Man mask on the bed, grabs it...

Peter follows a New York police precinct app on his phone.

PRECINCT VOICE #1 (OVER PHONE)
4-3 Edward, do you need EMS assist?

PRECINCT VOICE #2 (OVER PHONE)
Uh, negative, Central. We're gonna
need a car tow.

ANGLE ON a desk with a sewing machine. Scraps of red and blue fabric. Nearby rests the LEGO Emperor figurine and the coffee cup MJ gave Peter at the donut shop. He kept it.

In BG, Spider-Man slides up the window and leaps outside...

EXT. NEW YORK ROOFTOP - MOMENTS LATER (NIGHT)

Spider-Man flips and rolls across a snowy roof in a BLUE AND RED SUIT (new for him, but reminiscent of suits he's seen before). Spider-Man leaps and--

EXT. ROCKEFELLER PLAZA - CONTINUOUS (NIGHT)

--Soars over the Rockefeller Christmas tree with a newfound sense of freedom. Liberated from having to juggle two lives. Peter Parker is no more, but Spider-Man lives on...

FADE OUT.

THE END