

IN THE MAIN STUDY OF AN EXCLUSIVE PRIVATE SCHOOL IN NEW YORK'S WESTCHESTER COUNTY, A STRANGE SILENT MAN SITS MOTIONLESS, BROODING...ALONE WITH HIS INDESCRIBABLE THOUGHTS...

FINALLY, HIS MEDITATION COMES TO AN END. THEN, WHILE HE REMAINS COMPLETELY MOTIONLESS, A SHARP, COMMANDING **THOUGHT** RINGS OUT, ECHOING THROUGH THE GREAT HALLS OF THE BUILDING!

ATTENTION, X-MEN! THIS IS PROFESSOR XAVIER CALLING! REPEAT: THIS IS PROFESSOR X CALLING!

YOU ARE ORDERED TO APPEAR AT ONCE! CLASS IS NOW IN SESSION! TARDINESS WILL BE PUNISHED!



NEVER, WITHIN THE MEMORY OF MAN, WAS THERE A "CLASS" SUCH AS THIS! NEVER WAS THERE A "TEACHER" SUCH AS PROFESSOR X! AND NEVER WERE THERE "STUDENTS" SUCH AS THE...

X-MEN

CYCLOPS PRESENT AND ACCOUNTED FOR, SIR!

THE ANGEL REPORTING, SIR!

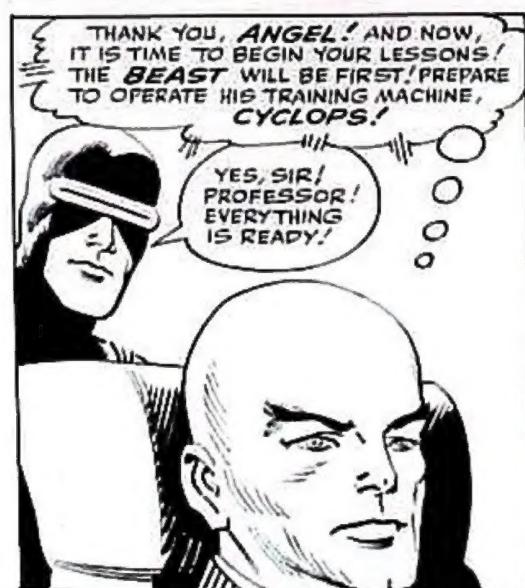
ICEMAN RIGHT ON SCHEDULE, SIR!

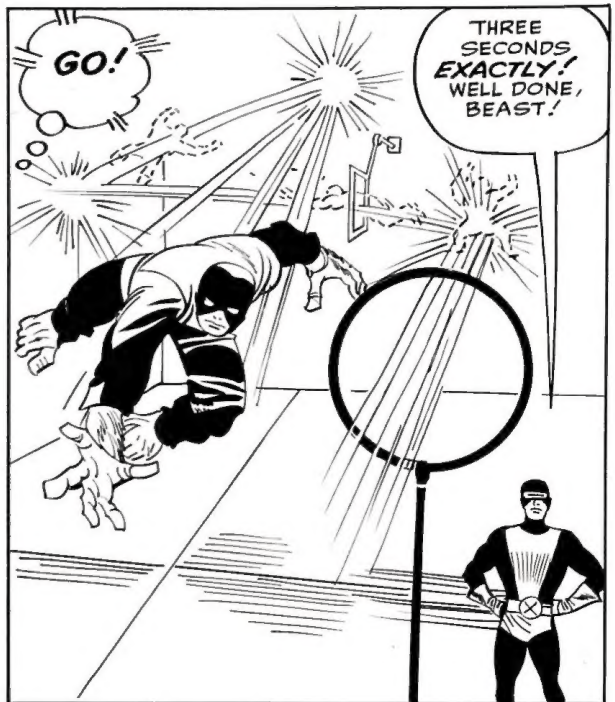
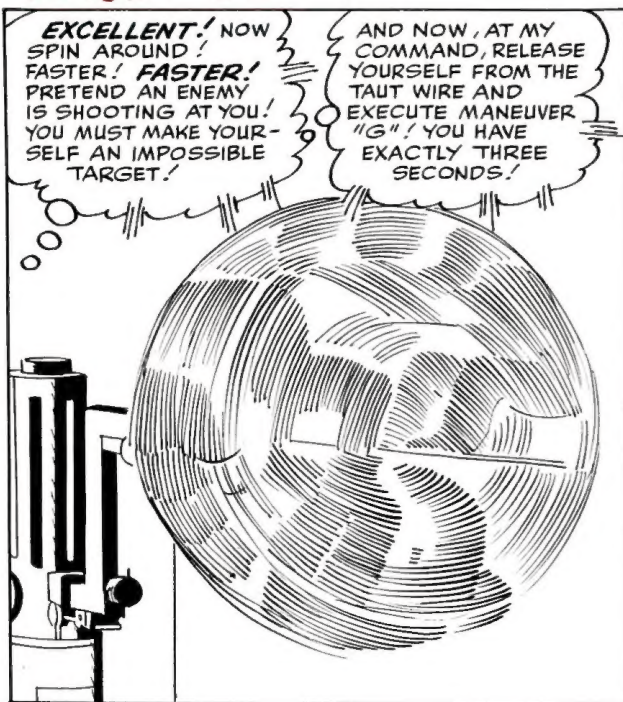
THE BEAST IS HERE, SIR!

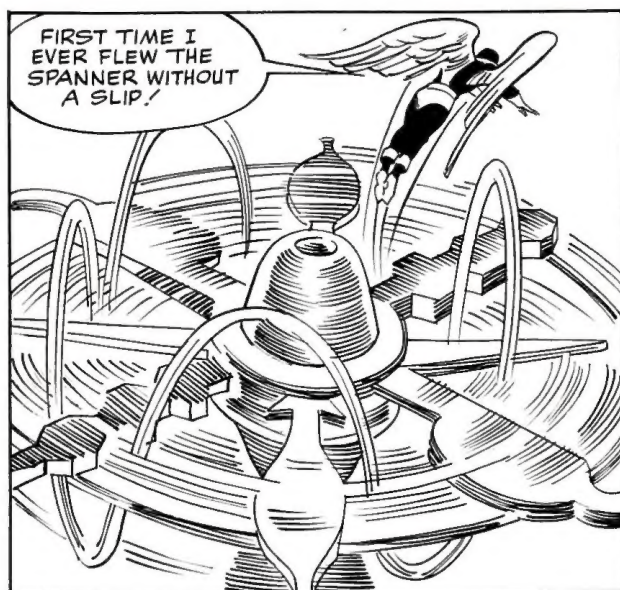
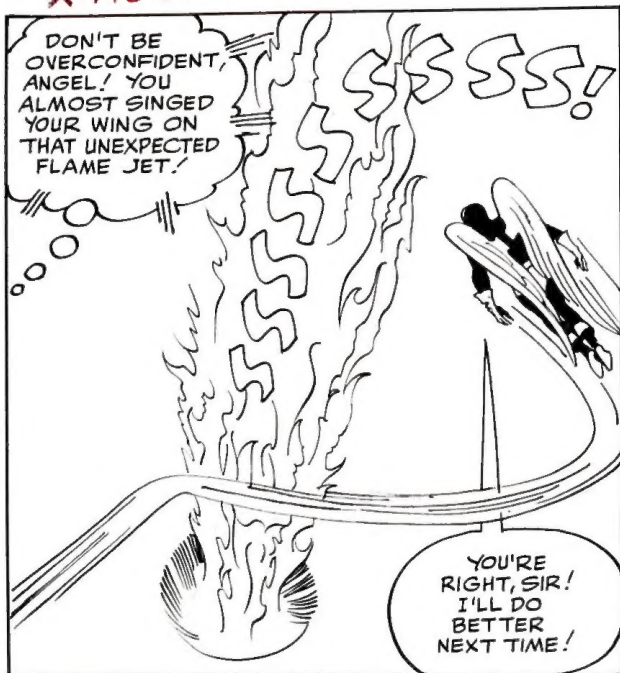
Written by:
STAN LEE
Drawn by:
JACK KIRBY
Inked by:
PAUL REINMAN
Lettered by:
S. ROSEN

X-401

AND NOW, PREPARE YOURSELF FOR ONE OF THE MOST EXCITING READING EXPERIENCES OF YOUR LIFE! FOR YOU ARE ABOUT TO ENTER THE FASCINATING, UNPREDICTABLE WORLD OF...**THE X-MEN!**

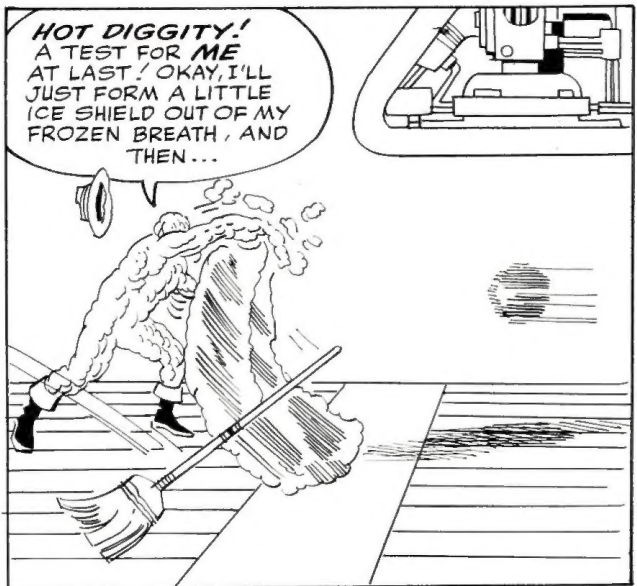


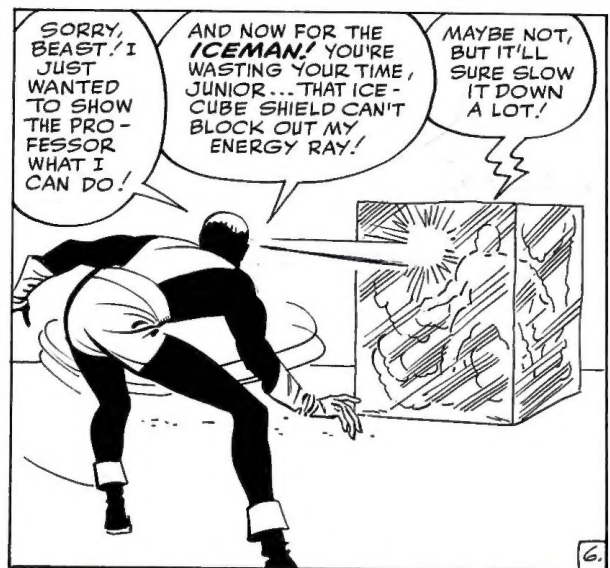
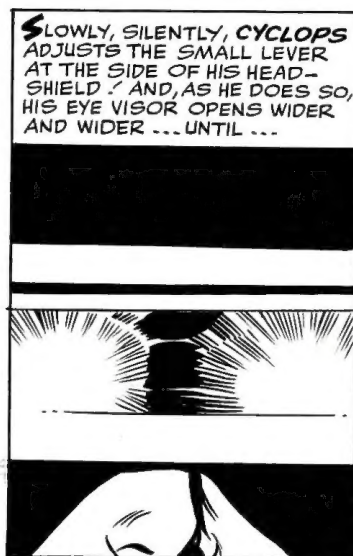
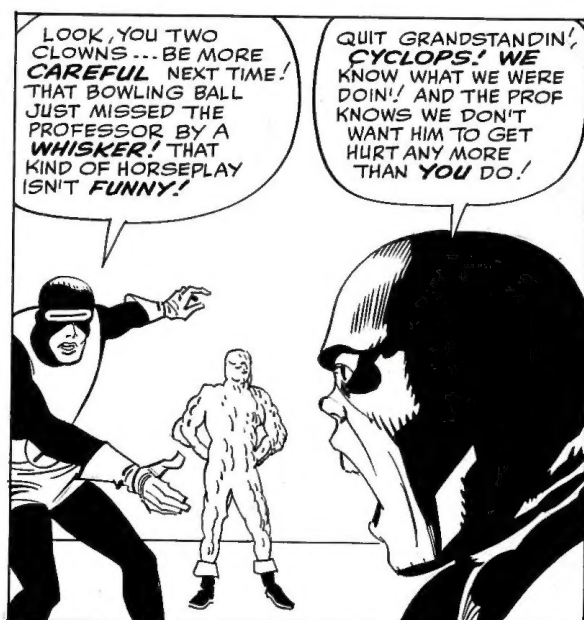




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HEY!! THAT'S NOT FAIR! YOU'RE OPENIN' THAT COTTON-PICKIN' VISOR OF YOURS WIDER!

ICEMAN, FOR THE KIND OF CAREER WE'RE TRAINING FOR, THERE'S NO SUCH WORD AS "FAIR"!



NOW PROTECT YOURSELF! MY ENERGY BEAM IS SMASHING THROUGH!

THIS IS ONE DAY I SHOULD'VE STOOD IN BED!



OKAY... TURN THAT BLAMED BEAM OFF, WILLYA?

ANGEL! BEAST! JOIN ICEMAN! TRY TO SUBDUCE CYCLOPS!

WHUP!



THANKS, PROF! I COULD USE A LITTLE HELP!

IT IS NOT FOR YOUR SAKE ALONE, LAD! A FEW MINUTES OF ROUGH-HOUSE IS GOOD FOR ALL OF YOU... TO HELP YOU LET OFF STEAM!



THEN, SUDDENLY, MINUTES LATER, A SHARP COMMANDING THOUGHT PIERCES THE BRAIN OF EACH OF THE FOUR RAMPAGING YOUTHS...

ENOUGH! THE LESSON IS OVER! WE MUST TURN OUR ENERGIES TO DIFFERENT MATTERS! RETURN TO YOUR PLACES... AT ONCE!!



STUNNED BY THE FORCE AND EXPLOSIVE POWER OF PROFESSOR XAVIER'S MENTAL COMMAND, THE X-MEN RECOIL AND DRAW BACK, THEIR FRIENDLY FREE-FOR-ALL COMPLETELY FORGOTTEN!

WHEW! HE ALMOST BOWLED ME OVER WITH THAT ONE!

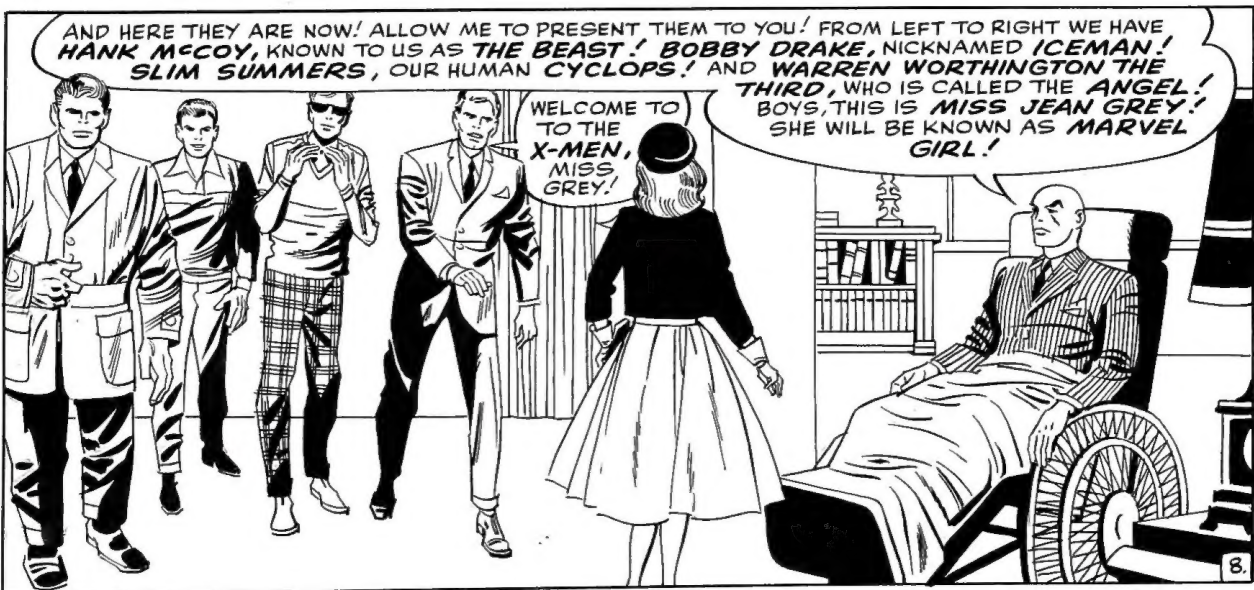
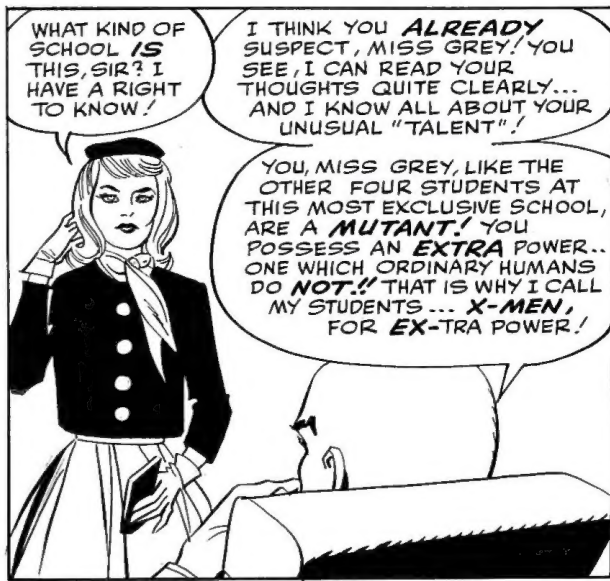
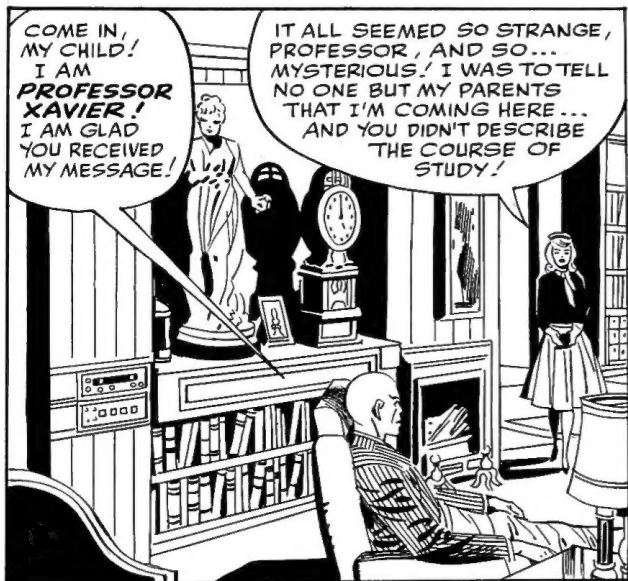
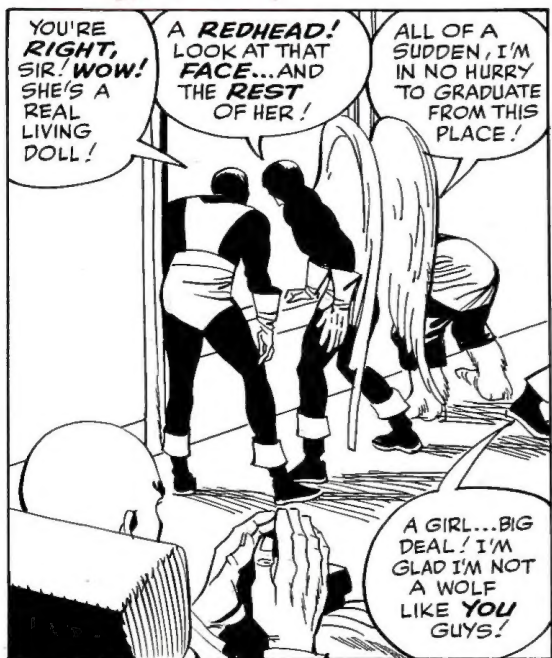
LET'S SIMMER DOWN AND SEE WHAT HAPPENS NEXT!

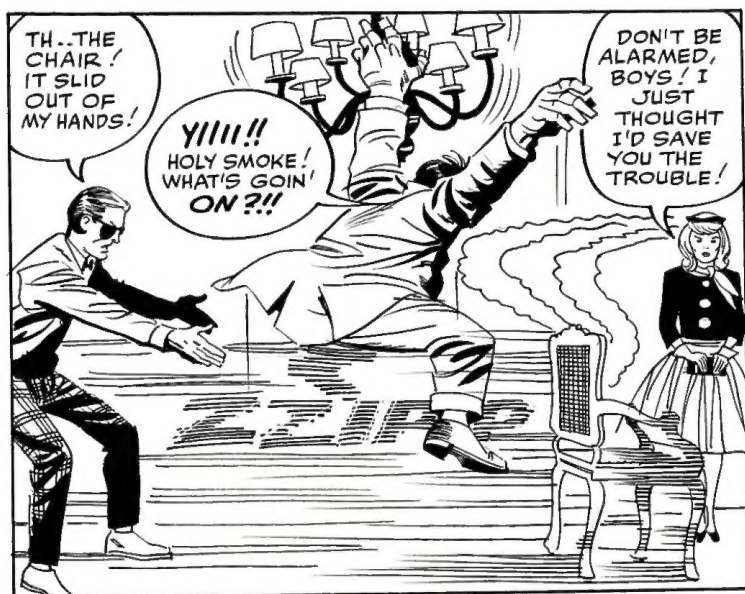


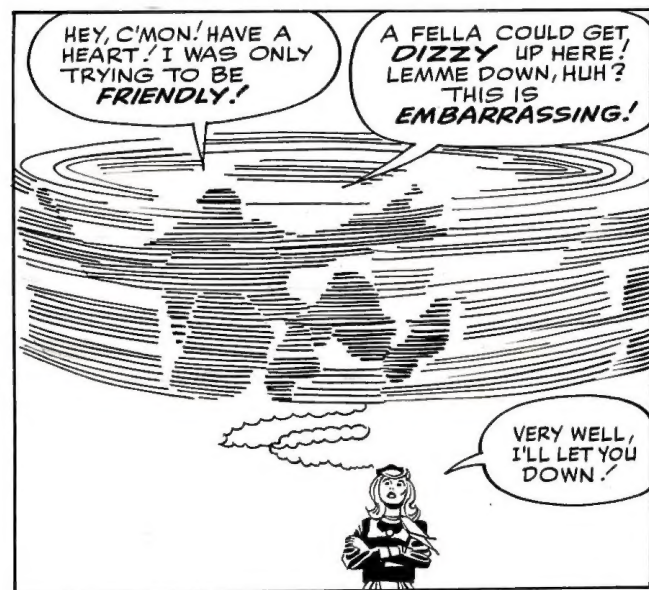
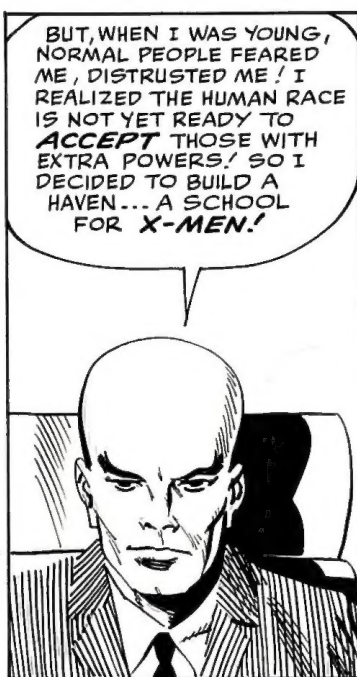
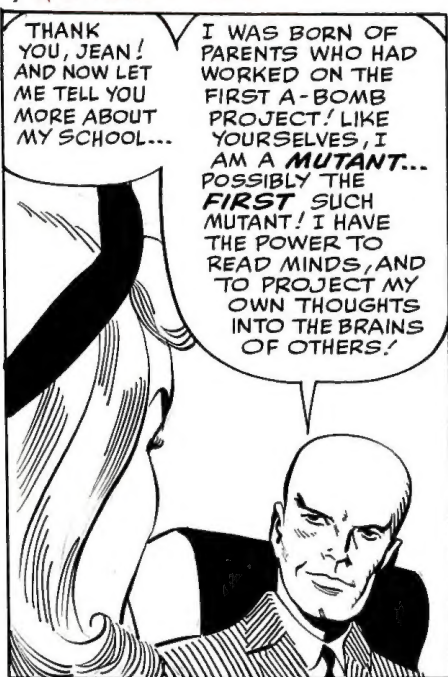
I CONGRATULATE YOU ALL! YOU HAVE MASTERED READING MY THOUGHTS PERFECTLY! AND NOW I SHALL RETURN TO NORMAL SPEECH COMMUNICATION!

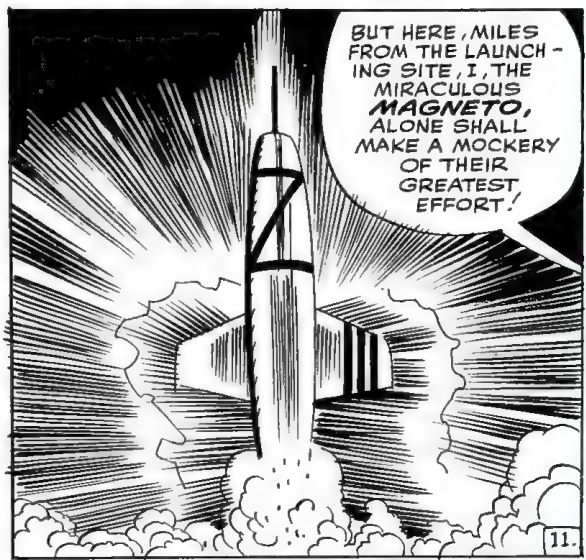
YOU MAY BE INTERESTED TO LEARN THAT AT THIS VERY MOMENT I SENSE A TAXI APPROACHING OUR MAIN GATE! WITHIN THAT VEHICLE IS A NEW PUPIL... A MOST ATTRACTIVE YOUNG LADY!





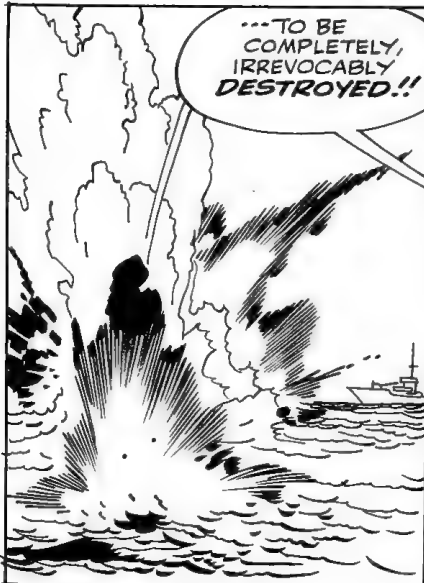
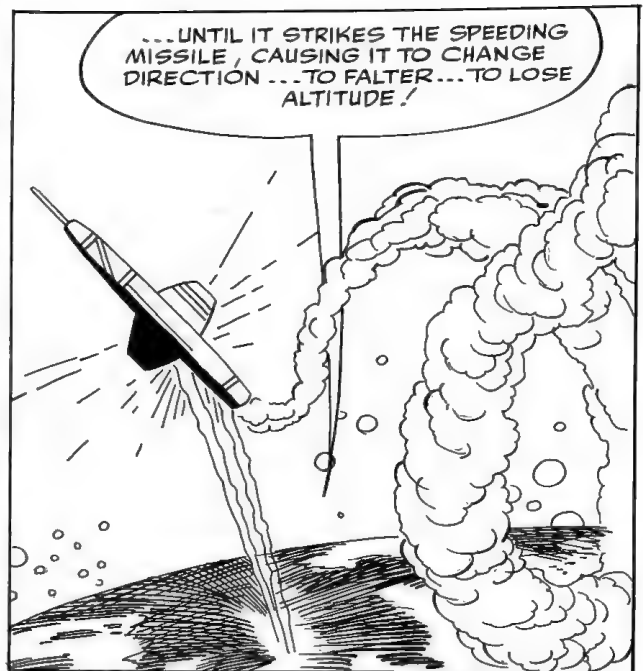






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BUT, THE MACHINE GUN IS NOT THE **ONLY** THING THAT SUDDENLY, MADDENINGLY SEEM TO GO AMOK!

RUN! THE TANK IS MOVING BY ITSELF! GANGWAY!

IT...IT'S IMPOSSIBLE! AND YET...IT'S ACTING LIKE IT HAS A MIND OF ITS OWN! LIKE IT'S TRYING TO MENACE US!

SWISH!

CLANK!

CLANK!

WITHIN SECONDS, THE ENTIRE INSTALLATION IS ALARMED, AS EMERGENCY MEASURES ARE SWIFTLY BROUGHT INTO PLAY! AND THEN...

SOUND THE ALARM! CONDITION RED! ALERT THE PENTAGON!

GENERAL! LOOK! ABOVE US...IN THE SKY!

APPEARING AS THOUGH BY MAGIC, OVER THE HEADS OF THE ASTONISHED TROOPS, HUGE LETTERS TAKE SHAPE... COMPOSED OF THE DUST PARTICLES FROM THE AIR ITSELF, SKILLFULLY MAGNETIZED INTO A MESSAGE BY THE UNSEEN MUTANT.

SURRENDER THE BASE OR I'LL TAKE IT BY FORCE!

Magneto

MAGNETO? WHO... WHAT IS MAGNETO??

GENERAL, WHAT DOES IT MEAN? IS SOMEONE PLAYING A GRIM PRANK?

YOU SAW THAT MACHINE GUN... THAT TANK... RAMPAGING OUT OF CONTROL! THIS IS NO JOKE, COLONEL!

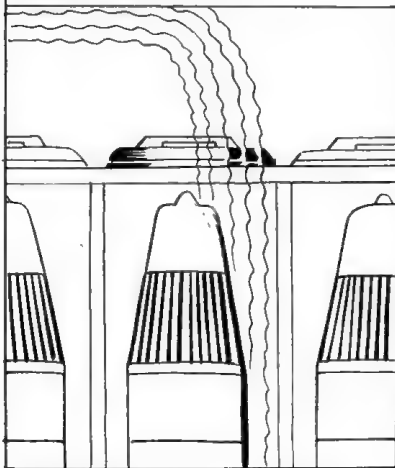
THEY ARE STARTLED! GOOD! THE ELEMENT OF SURPRISE IS IN MY FAVOR!

BUT THEY'RE MAKING NO MOVE TO SURRENDER! PERHAPS THEY NEED **ANOTHER DEMONSTRATION OF MY POWER!**

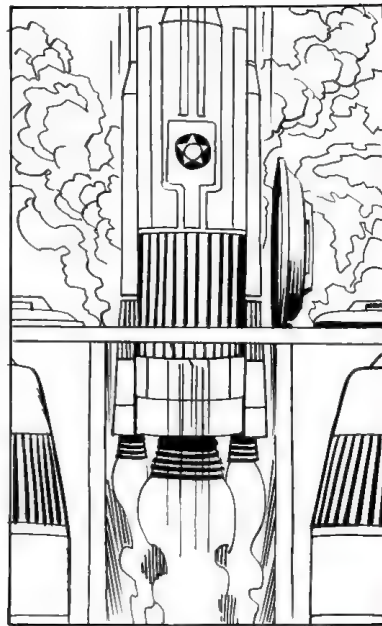
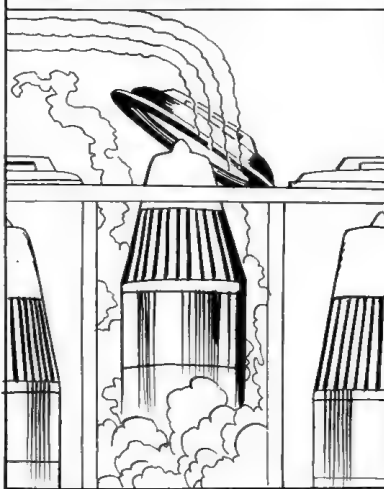
I'LL DIRECT MY MAGNETIC IMPULSES INTO THIS ENERGIZER, TO INCREASE THEIR POWER, AND THEN I'LL LEAVE THE HELPLESS HOMO SAPIENS WITH NO ROOM FOR DOUBT!

X-MEN 1-P.16

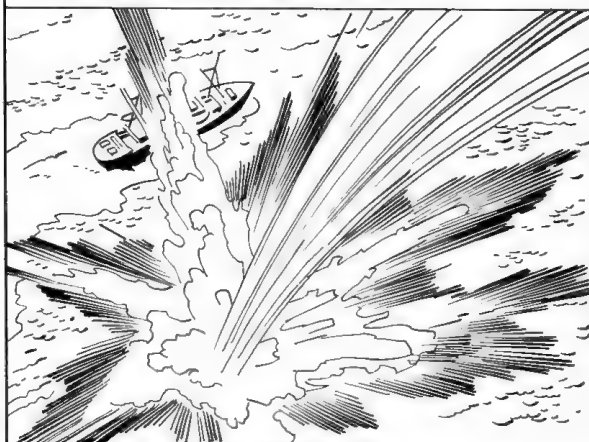
AN INSTANT LATER, INVISIBLE WAVES OF PURE, POWERFUL MAGNETIC ENERGY FLOW IRRESISTIBLY INTO AN UNDER-GROUND SILO WHERE ONE OF DEMOCRACY'S SILENT SENTINELS WAIT, AT THE READY!



AND THEN, MANIPULATED BY A SINISTER INTELLIGENCE, MANY HUNDREDS OF YARDS AWAY, THE MAGNETIC FORCE LIFTS THE SILO HEAD, ACTIVATING THE MIGHTY MISSILE !!



DEMONSTRATING A POWER WHICH THE HUMAN BRAIN IS ALMOST UNABLE TO COMPREHEND, **MAGNETO** CAUSES THE GRIM ROCKET TO FALL INTO THE SEA MANY MILES FROM SHORE, NEXT TO AN UNMANNED TARGET SHIP!



BUT **STILL**, THE THOUGHT OF SURRENDER NEVER CROSSES THE MINDS OF THE FIGHTING - MAD BASE PERSONNEL !

SERGEANT! ORDER THE GUARD **DOUBLED** AT EVERY MISSILE CONTROL CENTER! ANY ROCKET DEEMED A MENACE IS TO BE DESTROYED INSTANTLY!

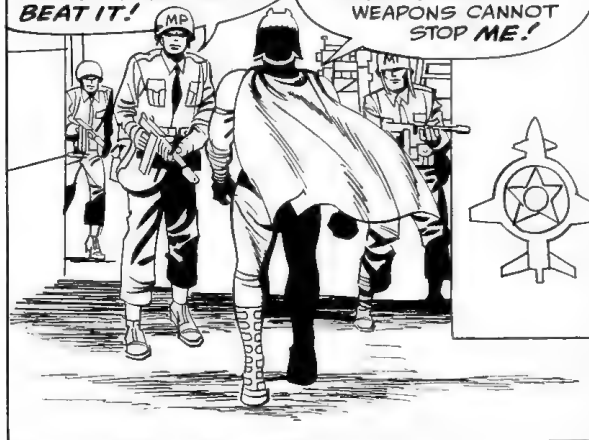
SOME POWER BEYOND OUR UNDERSTANDING IS AFFECTING OUR WEAPONS! WE MUST **FIND THIS MAGNETO!**



GENERAL, **LOOK!** THAT COMMOTION AT THE MAIN GATE! IT SEEMS THAT **HE** HAS FOUND US FIRST!

HOLD IT, MAC! IF YOU'RE LOOKIN' FOR A **MASQUERADE PARTY**, YOU'VE COME TO THE WRONG PLACE! **BEAT IT!**

WELL SAID, GUARD! WHAT A PITY YOU HAVE NO **POWER** TO BACK UP SUCH IMPRESSIVE WORDS! YOUR PUNY WEAPONS CANNOT STOP ME!



THEY **CAN'T**, EH? ONE LITTLE BURST OVER YOUR HEAD WILL SURELY CHANGE YOUR MIND!

I CAN'T EVEN **LIFT** MY GUN! FEELS LIKE IT WEIGHS A **TON!**

HEY! WHA— WHAT GIVES? THE GUN WON'T **FIRE!** THE TRIGGER SEEMS LOCKED IN PLACE!



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MEANWHILE, IN A DORMITORY ROOM AT THE WORLD'S MOST EXCLUSIVE PRIVATE SCHOOL, JEAN GREY IS ABSORBED WITH HER REFLECTION IN THE FULL-LENGTH MIRROR...THE REFLECTION WHICH REVEALS THE NEW **MARVEL GIRL!**

MMM, WHOEVER DESIGNED THIS UNIFORM COULD HAVE GIVEN CHRISTIAN DIOR A RUN FOR HIS MONEY!

WHERE DID THE NEW DOLL GO? OH... **THERE SHE IS!**

WOWEE! LOOKS LIKE SHE WAS **POURED** INTO THAT UNIFORM!

YOU AGAIN! HONESTLY! CAN'T A GIRL HAVE ANY PRIVACY AROUND HERE?

EASY, GORGEOUS! WE WERE JUST PASSIN' BY! DON'T GO GETTIN' MAD!

SUDDENLY, THE YOUNGSTERS' BANTERING IS FORGOTTEN AS A SHARP COMMANDING **THOUGHT** REGISTERS IN THE BRAIN OF EACH OF THEM!

ATTENTION, X-MEN! THIS IS PROFESSOR XAVIER! REPORT TO MY STUDY IMMEDIATELY... YOU HAVE FIFTEEN SECONDS! NO EXCUSES WILL BE TOLERATED!

WOW! DID ALL OF YOU RECEIVE THAT MENTAL BLAST?

AND HOW! IT SOUNDED LIKE A TRUMPET'S BLARE! **LET'S GO!**

EXACTLY FIFTEEN SECONDS LATER...

I COMMEND YOU FOR YOUR PUNCTUALITY!

YOU'RE SPEAKING **ALoud!** THAT MEANS IT'S IMPORTANT!

I HAVE JUST HEARD A BULLETIN ON THE RADIO WHICH CONCERNS YOU!

I NEVER SAW THE PROFESSOR LIKE THIS BEFORE...SO GRIM, SO INTENSE!

A CRISIS HAS OCCURRED AT CAPE CITADEL WHICH LEADS ME TO BELIEVE THE FIRST OF THE EVIL MUTANTS HAS MADE HIS APPEARANCE! THIS WILL BE YOUR BAPTISM OF FIRE! YOU ARE TO GO TO THE CAPE...AND **DEFEAT HIM!**

YAYBO!! ACTION AT LAST! GANGWAY!

CAPE CITADEL! WHATEVER THE MENACE IS, IT MUST INVOLVE OUR **MISSILES!**

WONDER WHO THE MUTANT BADDIE IS?

HAH! I CAN GET READY FASTER THAN THE REST OF YOU! ALL I HAVETA DO IS ICE UP AND PUT ON MY BOOTS!

AS FOR **ME**, IT'LL BE A PLEASURE TO GET OUT OF THIS HARNESS I HAVE TO WEAR!

HAVING A PAIR OF WINGS CAN BE MORE TROUBLE THAN YOU'D GUESS!

THESE RESTRAINING BELTS OF MINE KEEP MY WINGS FROM BULGING UNDER MY SUIT, BUT AFTER A WHILE THEY FEEL LIKE I'M WEARING A **STRAIT-JACKET**!

AHHH! THAT'S MORE LIKE IT! NOW I FEEL LIKE MYSELF AGAIN! NOW THE **ANGEL** IS READY TO SPREAD HIS WINGS ...AND FLY!

BUT THE TIME HAS NOT YET COME FOR THE ANGEL TO FLY! INSTEAD, THE BAND OF SUPER-HUMAN TEEN-AGERS ARE **DRIVEN** TO THE AIRPORT IN PROFESSOR XAVIER'S SPECIALLY-BUILT ROLLS ROYCE, WITH ITS DARK-TINTED WINDOWS!

BOY! IT MUSTA TAKEN A HEAP OF GREEN STAMPS TO BY A CHARIOT LIKE THIS!

NO JOKING, PLEASE! CONCENTRATE ON YOUR MISSION! REVIEW YOUR POWERS! YOUR FOE IS CERTAIN TO BE HIGHLY DANGEROUS!

MINUTES LATER, IN THE PROFESSOR'S REMOTE-CONTROL PRIVATE JET, THE **X-MEN** AND **MARVEL GIRL** ARE WINGING TOWARDS **CAPE CITADEL** AT NEARLY THE SPEED OF SOUND!

YOU MEAN THE PROFESSOR IS GUIDING THIS PLANE FROM THE GROUND... BY **THOUGHT IMPULSES**?! IT'S **UN-BELIEVABLE**!

LOOK, DOLL... WHEN YOU JOIN THE **X-MEN**, YOU REALIZE **NOTHING'S UN-BELIEVABLE**!

A SHORT TIME LATER, AT THE CAPE!...

CEASE FIRING! IT'S USELESS! WE HAVEN'T ANYTHING IN OUR ARSENAL THAT'LL PENETRATE **MAGNETO'S** MAGNETIC FORCE FIELD!

TO ALL INTENTS AND PURPOSES, HE'S IN FULL CONTROL OF THE INSTALLATION, WHILE WE'RE ON THE OUTSIDE, LOOKING IN!

WITH DUE RESPECT, GENERAL, I REPRESENT THE **X-MEN**! PERHAPS **WE** CAN HELP!

X-MEN?! WHAT THE...?!



LOOK, WE'RE HAVING ENOUGH TROUBLE WITH **ONE** GUY IN A CORNBALL COSTUME! NOW, WHO OR **WHAT** ARE THE **X-MEN**?

NO TIME TO EXPLAIN, SIR! I RESPECTFULLY REQUEST YOU TO HOLD YOUR FIRE FOR FIFTEEN MINUTES WHILE MY PARTNERS AND I GO INTO ACTION!



ALL RIGHT! WE'VE NOTHING TO LOSE! BUT I FEEL LIKE A DANGED FOOL!

YOU WON'T REGRET IT, SIR!
X-MEN... ATTACK!!



HEY! WHAT'S GOIN' ON??
IT...IT'S **FREEZIN'** ALL OF A SUDDEN!

SORRY, MEN! I'LL BE OUT OF HERE IN A SECOND, AND THEN YOU CAN WARM UP AGAIN! I'M SAVING MY **REAL** BIG FREEZE FOR WHO-EVER'S HIDING BEHIND THAT FORCE FIELD!



AT LAST WE'LL HAVE A CHANCE TO **USE** ALL THE TRAINING THE PROFESSOR GAVE US!



ULP! A WALKIN' SNOWMAN! A GUY WITH WINGS FLYIN' ABOVE US! WHA... WHAT'S NEXT?!

YOU'LL SEE IN A SEC, SOLDIER, WHEN I PLAY LEAP FROG OVER YOU!



SORRY, BOYS! I'M IN A HURRY, AND THIS IS THE EASIEST WAY TO CLEAR A PATH FOR MYSELF!



FINALLY THE FIRST OF THE X-MEN REACHES THE FORCE FIELD, AND...

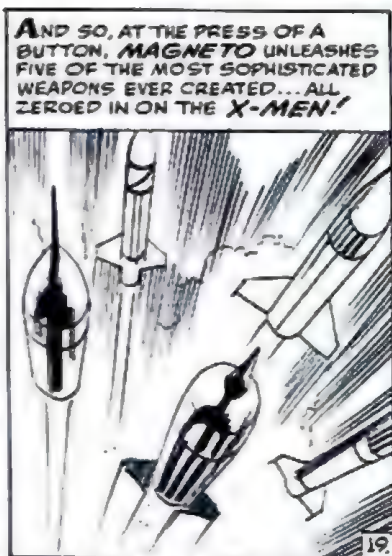
USE YOUR ENERGY BEAM AT GREATER POWER! THAT MAGNETIC FIELD IS STRONGER THAN IT SEEMS, CYCLOPS!

GOSH, THE PROFESSOR IS STILL IN TOUCH WITH US, MENTALLY, DESPITE THE DISTANCE BETWEEN US!

YES, SIR, PROFESSOR! I'LL INCREASE THE BEAM'S INTENSITY RIGHT NOW!



I'M GETTING THROUGH! THAT'S WHAT WAS NEEDED... A NATURAL COUNTERFORCE TO BATTER THE UNNATURAL MAGNETIC FIELD!



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