

A dark curtain fell over the town. The moon and stars were enshrouded behind a murky wall of storm clouds. The darkness was so all encompassing that the dozens of inhabitants seemed to fear the very prospect of disturbing the choking umbra. Not a single yellow square of light shone from the various windows of the neighborhood.

While the town may have seemed asleep at first glance. The appearance was misleading however, as any who remained awake could sense a foreboding hint to the air. The shadows had taken a fluid form. As if the moment mortal souls turned their watchful eye, the dusk would choke the very life from their throats.

Many people had managed fallen asleep, but most of them had done so before the full depth of the darkness had set in. Caspian was one of these men. He shared the rent of a small house with two other students, but the others were off on some trip, leaving him alone in the large home. Nothing to concern himself over, he was a literal man; believing only which he could witness and ignoring tall tales and frightening rumors.

The mournful howling of the wind roused him from the clutches of sleep. Not into a full state of awakening, but more so of a half-consciousness. He was aware, but not capable of fully forming thought or reasoning. In an attempt to return to his slumber, he closed his eyes and let his mind go still and silent. As he waited for nothingness to overtake him, a shiver passed, preventing him from sinking back into unconsciousness.

Subtly, the covers were pulled from his body. He reached around for the missing blankets groggily, as the cold air nipped at his naked body. He grunted in annoyance, searching for his missing sheets. Opening his eyes would make the process far easier, but he was close to sleep, and such an act would snap him back into full awakening.

With the same lethargy that which the blankets were taken from him, a warmth began to quietly surround him. Once again comfortably shielded from the cold, he sunk back into half-waking, assuming the lack of covers had simply been a trick of the mind. He lay there, wrapped up and relaxing within the warm embrace, listening to the sounds of the wind, the ticking of the clock, his own breath, and...

Caspian's eyes snapped open as the fourth sound registered in his mind. Breathing, but not his own. As he became aware of the presence of a second creature, he noticed oddities in the

blankets that covered him. While the cover certainly sat atop him, it did not surround him as normal sheets would. The fuzzy thing also seemed to produce its own heat, rather than simply preserve his own.

Startled, he looked up and met the gleaming yellow eyes of a predator. In the darkness, he could only vaguely make out the creature's shape, but was still able to see that the weight atop him not a blanket. A panther with fur as black as ink had lain down atop him, trapping him in its warm embrace. The creature's thick, soft fur itched at his exposed skin, as its thick breath blew into his face.

Primordial prey instincts kicked in and thrashed against the creature atop him. The large feline would have none of this. It locked its legs, holding the human's arms against his side as it looked its quarry up and down. Caspian, who was lying on his back, attempted to turn himself over and hide his throat. The panther placed a paw on his chest, slowly licking its nose and gleaming white fangs. He could barely inhale as the animal pressed its weight against his lungs. He made no attempt to strike the beast again. The way it showed off its dagger-like teeth was a clear enough message; it could kill him at any moment if the thought occurred, and resistance was an effective way to make it think.

A frightened whimper bubbled up from his mouth as the panther leaned down and began licking at his neck. *Tasting its next meal?* Finishing with one long tongue stroke across his windpipe, the panther shifted his muzzle and began to lick at his face. The hot rough organ wiped lines of moisture along his cheeks like a paintbrush on canvas, the animal's thick breath filling his face.

Seemingly satisfied with its catch, the panther stepped off Caspian and stared with an appraising eye. Seizing his opportunity, he turned over and tried to crawl away. One final desperate attempt to escape, hopefully before the animal even knew what was happening. He had no such luck. Before he could an inch, the panther used its front paws to grab hold of the fleeing human. It lowered its head and placed its jaws around the back of the human's neck. He felt the creature's hot breath against him; could feel the animal's immense strength as its fangs pierced his skin. Not powerful enough to do any actual harm, just enough to provide a final warning; he was not to fight back.

He yelped as the panther curl its back and press hips against Caspian's own. With one motion, the panther pulled the human to his knees and pressed its member against his rear. The panther's soft fur brushing against him passionately.

Nuzzling the back of Caspian's head, the panther began to gyrate its hips, the moist tip of its member reaching closer and closer with each thrust. Caspian grunted as he felt the animal's hot member found its mark and enter. He wanted to scream, wanted to vomit as the animal violated him, but he held firm; worried such an action might provoke an attack from the creature. Even so, he still felt a hint of relief, despite the animal's frightening appearance; its surprisingly small member did not cause a great deal of pain within Caspian.

As the panther's blood boiled, its member filled with blood and engorge within Caspian's rectum. A pained whimper escaped his gritted teeth as the animal's quickly enlarging penis started to stretch his anus. A terribly itch sensation began to cover his waist, the feeling emanating from the point of contact between him and the panther. He did not even notice the activity on the back of his waist, as the panther's quickly growing member filled him. A low grown emerged from his throat as the feline's barbed maleness began to press against the sensitive points of his innards.

Unbeknownst to Caspian, a layer of thick black fur was beginning to grow along his skin. It began on his rear, slowly spreading across his body. As a painful pushing sensation along his tailbone, he looked down. His expression shifted into one of horror as he saw a thin tail push out from his spine and his ass cheeks pressed inward, becoming nonexistent. The black fur spread across Caspian's body like liquid, the muscles and bones beneath shifting along with the flesh.

Once the panther's member had fully inflated, a number of spines extended from the softer meat. Caspian cried out as the pointed spikes scratched at the walls of his innards. Unable to retract its penis fully, the panther's thrusts became far faster and smaller. As much as he would hate to admit it, Caspian was beginning to find the action rather pleasurable. The fur wrapped around his waist and surrounded his member, forming a sheath. As Caspian began to enjoy the feeling, his newly shaped member began to grow and emerge from his own sheath.

He let out a low groan as the spines of the panther's member prodded at the pleasure centers of his innards. He rose to his hind legs as his hips realigned to suit a quadrupedal stance. As the

fur dripped down his legs and caused his joints to snap and crunch as the shifted and lengthened. His feet compressed into paws, bottomed by rough pads. His newly formed paws twitched as claws punctured the skin of his toes and pressed outwards.

The panther leaned over and began licking at Caspian's ear. As the warmth was applied to the side of his head, he pushed against the motion, nuzzling the panther in return. Through the intense mixture of pleasure and pain, he wondered why he was suddenly showing affection to the invader. Before he could question the act too much, a shot of pain and pleasure tore through him as the panther began thrusting more violently into him.

His head growing foggy, he felt his mind growing dull. He attempted to focus his thoughts, but each time he tried, a new shock of bliss zapped through his nerves. His chest lengthened and rounded out as the fur crept up to his shoulders. All logical reasoning left him as his mind was made awash with red, glowing pleasure. In his delirious state, he acted on instinct and turned his head to begin to lick the fellow panther's muzzle in return. He pushed off his chest and stood on his arms, which were quickly becoming feline legs and paws.

For a moment, almost all of Caspian's senses went dark, leaving him with nothing but the feelings of fur bushing against fur, and his alpha's member within him. After a short while, his senses returned, but the new storm of sensations assaulted him. He could see quite well in the dark, but without as many colors. His ears were far more acute as well, from the thousands of crickets outside the house, to the vocal notes in the panting and groaning of the other panther atop him. Finally, his sense of smell. His scent had been elevated beyond his imagining. With his new olfactory abilities, he basked in the thick, musky odor emanating from his lover's maleness and scent glands.

Approaching completion, the alpha panther began humping his smaller lover with renewed vigor. Caspian's mind all but shut down as the vigorous thrusts caressed his innards in exquisite ways. With a yowl, the alpha panther came into his new mate, the spray and additional pressure coincided with Caspian's rapidly shifting brain and sent him rocketing over the edge. His body filled with white streaks of orgasmic electricity pulsed through him, every heartbeat sending another jolt of bliss directly to his brain.

The alpha panther gently nibbled his mate's ear at Caspian shot his load into the sheets of his bed. The two mewled affectionately as they licked one another, relishing in their afterglow of their combined pleasure. He caressed his mate's muzzle lovingly, their whiskers catching off each other. Caspian's mind had simplified significantly becoming instinctual and animalistic under the effects of his new formed brain. The alpha panther spent and fatigued from the act of taking a lover and molding him to perfection. It leaned to the side and forced the two of them to lie down on the soft mattress, within seconds he was asleep. Caspian grumbled in annoyance. He was unable to move, the spines along his mate's member kept the two locked together, a state that would not be changing now that his mate was soundly asleep. He quickly grew used to the feeling and lay down comfortably, sighing happily, as he lay in the embrace of his alpha's strong paws.