

Gunshots echoed in the distance as Mark ran through the city streets. Screams bounced off the glass of the high rises as people fled all around him, not sure in which direction safety lay. Mark spotted an empty alley way, and dodged between the crooked cars and moving bodies to get to it.

He reached the head of the alley the same moment a girl about his age bumped into him. Their panicked eyes met, sharing in the fear that everyone felt. She looked like she was about to speak, when the howls cut her off.

They turned to the direction of the setting sun, listening as the howls and roars of the werewolves drew closer. Mark grabbed the girl's hand, running down the alley as the flood of people in the streets grew thicker. He led them around a series of narrow corners, stopping when the sounds of the screams couldn't reach them.

"Are we safe?" The girl panted, pushing her brown hair out of her eyes.

"I don't know." Mark said between breaths, hands on his knees. "I didn't even know those things existed until today."

Mark recounted the news reports he heard that morning. Stories of beasts coming out of the night and rampaging through the cities. At first he thought they were a hoax, but when he saw footage of a pack of werewolves overrunning an army barricade, he panicked like everyone else.

"We need to be careful." the girl said, "If one of those things-"

"This way!" A voice cut her off. She and Mark turned to see a man and woman hobble around the corner. The woman had one hand on her leg, covering a large gash as the other was around the man's shoulder for support, the man's free hand putting pressure on the wound across his chest.

The girl moved to Mark as the couple approached, grabbing his shoulder tight.

"We need help." The man said, sweating and shaking.

"Those beasts..." the woman began. "They're everywhere! We tried to get away, but..."

Mark moved to speak, but stopped when he noticed the man's shoulders shaking. He watched as fur began to sprout around the wounds in the man's chest, sharp claws pushing out from his blood covered hand.

The woman tilted her head back with a roar as large fangs pushed out from her gums. Fur burst from the wound in her leg, pushing through the tears in her clothing. Claws burst through her shoes as she fell to the ground, a tail beginning to bulge in the back of her pants.

The man tore his pants off, revealing a throbbing erection as his face pushed out into a muzzle. His eyes filled with gold as he looked at the changing woman on the ground in front of him. He grabbed her hips, tearing through her remaining jeans with his claws and began thrusting into her, the woman howling in delight as her own muzzle finished forming.

"We need to run!" The girl said, pulling Mark's shoulder.

Mark needed no more direction. He grabbed the girl's hand and pulled her further down the maze of alleyways. He looked back in time to see the male beast howling in pleasure as his erection slipped out of the woman, shooting his seed out in powerful bursts.

Mark winced, noticing a glob of the monster's seed landing on the wall near him. He gripped the girl's hand tighter and ran into the first door he could find.

The two burst into a small storage room. Mark quickly slammed the door shut behind them, and bolted every lock.

"Help me with this!" The girl was grabbing a heavy looking metal shelf. Mark ran to her, grabbing one end of the shelf and helping her haul it to the door. They tilted it in the small area so the top was against the door and the bottom was against the nearby wall, jamming the door shut.

The howls and roars of the new werewolves pounded on the door for a few tense moments before they moved on.

"Are they gone?" The girl asked, holding her arms across her chest.

"I think so." Mark said, wiping the sweat from his brow. "We should be safe in here for now."

"Where even are we?" She asked, looking through the dimly lit room. Mark pulled out his cell

phone and clicked on the flashlight, illuminating the dark space.

The room was all concrete, had a bed, small separated bathroom, and table set up among boxes marked with different brand names. A single bare bulb hung from the ceiling.

"Looks like a break room turned into storage space." Mark said, clicking on the light. "Plenty of food in these boxes, so at least we won't starve."

"Or be alone in all this." The girl said, looking up at a small window in the wall above the bed.

"I'm Mark." He said, feeling the need to keep the girl from falling into despair.

"Grace." she said, extending her hand. "Thanks for saving me back there."

"Hey, anytime." Mark joked. Grace smiled gently.

"I need to wash up." Grace said, moving towards the bathroom. "Seeing all that made me feel... dirty."

Mark nodded as she made her way into the small bathroom.

Grace closed the door and looked at herself in the dirty mirror. Her face was dirty and her hair was a mess, but she was alive. She grabbed her brown hair in her hands and began pulling it back, when she felt something wet. She pulled her hand from her hair, a white, sticky liquid on the tips of her fingers.

Grace looked curiously at the substance, watching as a strand of it stretched between her fingers. Curiously, she sniffed it.

"Oh, gross!" She said, recognizing the scent of semen on her fingers. "How the hell did that get in my hair?!"

Grace washed her hands in the small sink, getting rid of any trace of the semen on her hands, not realizing that another small glob had splattered off the wall and soaked into the back of her shirt. Turning the water off, she dried her hands on her shirt and walked back into the small room.

Mark had gone through the boxes and found some food, setting some peanut butter and crackers out on the table. He was digging through a case of soda when she approached.

"It's not much, but it's something." He said, motioning to the table. "I hope you like soda, because that's about all we have in here."

"I'm sure it will be fine." She smiled, sitting on the bed. Mark smiled, and passed her a can.

They spent the next hour or so talking. Mark doing his best to keep them grounded, Grace trying to quell the arousal she was starting to feel. She kept stealing glances at Mark, imagining what it would be like to kiss him, to have him here in this dirty room. To rip his shirt off and-

Grace shook her head, wondering where these thoughts were coming from. She hardly knew this man, but couldn't help but wonder...

A comforting warmth grew in her loins. She clamped her legs closed, trying to focus on the conversation, but to no avail. Finally, she excused herself again and nearly ran into the bathroom.

Grace slammed the door, leaning against it as she undid her jeans and stuck her hand into her damp panties. Her arousal was intense and demanding, a yearning chasm she had to fill. She stifled a moan with her free hand as her other dove into her folds and furiously massaged her clitoris. She felt pressure building in her hips as her knees slowly buckled, sliding down the door.

Images of Mark flashed through her head. She wanted him. He would be hers, her mate. A growl built in Grace's throat as she came hard onto her hand, hot juices splattering onto the floor.

For a moment, Grace's mind came back to her. She looked at what she was doing and felt a moment of shock. The moment was quickly overtaken as a new, more powerful arousal began to form.

She brought her hand from her soaking underwear, watching as her juices slipped down the darkening skin of her palm. Grey pads started to puff out as her nails thickened and grew, turning a deep black as they extended into wicked claws.

Grace stood, looking at herself in the mirror with newly golden eyes as a light dusting of grey fur formed on her crotch and grew lazily up the center of her torso. Her hand itched and twitched, fur beginning to poke through her delicate skin where her juices had begun to soak in.

A wicked smile crossed her lips, fangs pointing as she pulled off the rest of her clothes. She reached for her socks in time to see sharp claws poking through the tips of her toes, shredding the pink fabric. The claws on her toes clicked gently on the concrete floor as pads formed on their undersides.

Grace clicked the light off before peeking out of the bathroom door.

Mark was in the corner, bent over another box. Grace slunk out of the bathroom, grabbing the pull chain of the light with her changing hand and clicking it off.

Mark yelled in surprise as the room plunged into darkness, stumbling over one of the boxes.

"It's ok, the light just went out." Grace said, her voice deep and sultry. Her new eyes allowed her to easily see in the dim light of the room as she strode confidently towards him. She watched as he stood, inches in front of her, her unchanged hand rubbing the soaked fur of her crotch, sending her scent further into the room. She reached out with her newly soaked hand and guided him towards the bed.

"Maybe there's a spare bulb we can find." Mark said, his head starting to swim, then "Maybe some towels too. Your hand's still wet."

"Later." She purred, sitting him on the bed. "I want to thank you first."

"Thank me for what?" Mark said, feeling her hot breath on his face.

"Saving me." She said simply pushing him down on the mattress. Mark tried to speak, but found his mouth filled with Grace's wet fingers.

An earthy flavor instantly filled Mark's mouth. He found himself sucking on her fingers, trying to get as much of the flavor as he could. Mark ran his tongue along their sweet flesh, noticing the tips of her fingers feeling rough and swearing her nails were longer. A moan escaped his lips when she pulled them out.

Grace climbed on top of Mark, rubbing her darkening folds against the swelling bulge of his pants. Hot juices soaked into the fabric of Mark's pants and into the spreading fur on her thighs.

Grace growled as the rough fabric of his jeans rubbed against her. She used her sharpening claws to slice through it, revealing Mark's tented, soaked underwear. She resumed her thrusting, the damp squelch of his movements echoing in her lengthening ears.

Intense heat flooded Mark as he found himself thrusting against the woman on top of him. Part of him knew that this was not the time or place for such things, but the urge in his manhood pushed him to go on.

Grace growled in frustration as her legs grew longer, making it more difficult to claim her mate in this position. She brought her lengthening feet onto the bed, feeling her bones and sinew snap within them as they stretched. She moved into a squatting position above him, her long claws slicing into what remained of Mark's jeans and the mattress.

Mark's legs twitched in pleasure as he felt her moving on top of him, sending his cell phone tumbling from his torn pocket. The phone landed on the side, hitting one of the buttons and turning the screen on, the harsh light illuminating the dark room.

Mark looked up in shock. Grey fur was quickly covering her writhing body as growls and drool poured from her blackening lips. Her nose was turning dark in front of her golden eyes, eyes that looked at him as a predator would look at its prey.

"Oh god!" He shouted, attempting to push her off. "When did you get scratched?!"

"I didn't" She growled, her voice rough as it came from her longer mouth. "I got infected."

"How?!" Mark panicked, trying to wriggle out from under the beast.

"Like this." Grace said, as she sliced off what remained of his underwear. She grabbed his erection, the rough pads of her fingers scratching the wet skin, and guided his tip towards her soaking opening. She looked at the gold beginning to form in Mark's eyes as she pushed herself onto him.

Mark felt a heat that nearly burned him flood onto his crotch. The soft walls of her passage massaged his member as brown fur quickly shot out around it, shooting up his torso and down his legs.

Fingers and toes snapped as claws tore their way through his skin. Mark used one hand to grab his shirt and tear it off, while his other grabbed Grace's fur covered breast. His rough pads teased her soft orb, sending shivers of pleasure down her lengthening spine.

Mark sat up, his longer ears picking up every rusty squeak the bed now made. He thrust into her, feeling her walls get tighter as his penis grew within her. The desire to claim his mate now ruled over every other sense he had as he grabbed her waist, holding her in place as they found their rhythm.

The sound of fabric tearing in Mark's large ears made him look past Grace and at the last piece of human clothing he had on. The tops of his shoes bulged as his claws sliced easily through the cheap pleather. The tops separated from the soles of the shoes as his toes splayed out, thick brown fur coating his growing digits. His feet snapped and grew, hitting the wall behind the bed, the sharp claws gouging long marks into the concrete wall.

Grace's hips picked up their pace, slapping furiously against Mark as her tail finished growing. It lashed around behind her as she looked up at the small window above the bed. Her face crunched as her nose suddenly came into view, her own fur covering her growing muzzle. Her long tongue flicked out between her fangs, licking Mark's darkening nose.

Mark felt his face crunch as his tail pushed out behind him. His hips working like a piston to match Grace. He felt the base of his penis swell inside her, forcing his thrusts to shorten. Grace's body, responding to the feeling of his growth pushed out more juices onto their soaked crotches. She felt pressure again build within her as Mark's narrowed tip began hitting her in just the right place.

Grace sunk her claws into Mark's shoulders as she squeezed her thighs tight around his hips. Unable to take any more, she climaxed, howling in delight as her whole body spasmed.

Mark, feeling her inner walls clamp onto his sensitive shaft, felt his balls tighten as he was wracked by his own orgasm. He howled in melody with Grace as they felt his penis swell and unload burst after burst of thick semen within her.

They both spasmed together for minutes before finally collapsing onto each other, panting in bliss.

Finally satisfied, Grace pulled herself off of her mate, shivers of bliss running through her as his thick shaft popped out of her. The room reeked of sex, of them. Her scent was all over him, he was hers.

Mark rose to his thick, clawed feet, his now canine penis slipping into his sheath. He licked his mate playfully, looking into her eyes. Together they moved the shelf from the door and joined their pack mates, howling through the night.