

Pectin's ear flicked at the sound of the door opening and closing upstairs, lifting their gaze from their spellbook and looking toward the basement stairs. "Star, I'm home!" Dawn's voice came from the ground floor, the changeling feeling a subtle wash of appreciation that the unicorn hadn't shouted their real name just inside the door.

"I'm in the basement," Pectin called back up in Star's voice, hearing Serenity's hooves crossing the floor above, pausing as her shadow fell over the stairs.

"Do you just like it dark or what?" Dawn chuckled as she descended, calling out, "Watch your eyes!"

A moment later, the basement lights clicked on, revealing the corpulent changeling in repose among their pillows, the doughy shapeshifter giving a shy smile. "I didn't notice the light was off when I came down," they admitted, rubbing at their ear sheepishly, "It doesn't look dark to me with my real eyes."

Dawn nodded, horn glowing as she lifted the bags from her back, setting them in front of the changeling. "I got the spellbook with the anti-mold spell you asked for," the unicorn announced, situating on the cushions beside Pectin.

As the changeling was leaning forward to investigate the books they'd been brought, they paused at the feeling of Dawn continuing to shuffle over the pillows. Glancing over their shoulder, the doppelganger had trouble seeing the unicorn around their own figure, a fact that surely would have had them blushing if they'd had time to consider it before they felt hooves curling around them from behind. Pectin gasped, eyes widening while they tried to turn their head further, only to blush brightly at the feeling of a velvety-soft muzzle brushing their cheek.

"Is this okay, lovebug?" Dawn checked in a quiet tone, waiting patiently while Pectin tried to gather up their scattered thoughts.

The changeling gave a sheepish nod, glancing back when they felt the unicorn resting her head atop their neck. "Y-yeah," Pectin replied, another faint little smile coming over their features as Dawn nuzzled into their collar, giving a bashful giggle, "This is going to go straight to my figure, you know that, right?"

"Oh, I know," Serenity assured, humming while her hooves slid up and down the changeling's back and flank, exploring supple folds that had developed where the insectoid's chitinous plates met. Smiling fondly when she felt Pectin shudder and huff in pleasure against her, the unicorn crooned softly while caressing her partner's curvaceous frame, "It's worth it, though. Now hush and get that spellbook out, we should both learn this in case I find you some cute pillows to go with your nest."

Obediently, Pectin searched through the bookbag, their chartreuse magic lifting the various tomes from the satchel. "Can you read it from there?" Pectin checked, though they had a hard time imagining the unicorn could see anything aside from the doppelganger's doughy neck with her muzzle brushing up and down their collar like it was.

"Actually, I was wondering," Dawn answered, pausing her nuzzling and lifting her head to smile at her partner, "Would you mind reading it out loud?"

Pectin blinked, ears splaying shyly. "I-I dunno if I'm any good at that," they murmured, yet the gentle brush of Dawn's hoof between their wings did wonders to soothe their nerves.

"Would you try, for me?" Serenity asked again, nuzzling back into the changeling's neck, "You have a beautiful voice."

The shapeshifter could quite literally taste the sincerity of that statement, which only had them blushing all the more. "Um, okay, I can try," Pectin relented, their hoof settling over the unicorn's as the limb stroked the top of their stomach. Flipping open the book of household spells, the

changeling took a breath, before reading out loud, "This s-spell is for ponies who love... u-um, live in humid environments."

Blushing with each slip and mistake, Pectin nonetheless continued, encouraged by the gentle nuzzles and supportive squeezes from their companion when they faltered. It was just an instructional book, yet the changeling still did their best to read articulately. Which was difficult, given how Dawn was tenderly caressing the length of their roly-poly neck with her snout the entire time, the changeling feeling all that love flowing into their steadily-filling paunch.

"S-so, um, did you get all that?" Pectin asked sheepishly once they'd finished the directions for the spell, looking back over their shoulder to tentatively nuzzle at the clingy unicorn's brow, "Or any of it?"

Dawn laughed, lifting her head with a grin. "Never underestimate a teacher's ability to multitask," the unicorn replied, her horn glowing while her aura surrounded one of the pillows below. With a distinct "poof", the basement was filled with a scent that could only be described as "unmoldy" for a brief moment, a sign that the spell had successfully taken effect. "See? I can fawn over you and learn at the same time, I'm efficient that way."

"That's, uh, good," Pectin remarked, blushing as they regarded the book in their magical grasp, "Because, um... I need to read it again."

Giggling, the unicorn nodded as she started to ward more pillows. "Take your time, Star pupil," Dawn said encouragingly, "I'll get the first half of the pillows, you can ward the second half."

Pectin nodded quietly, re-reading the passages of the spell's ins and outs, intermittently greeted by the counter-musty scent of their tutor's successful spells. All the while, the unicorn held herself close to her partner, head resting in against the changeling's scruff once she'd enchanted half of Pectin's pillows, ear twitching at the sound of subtle gurgles within the insectoid's steadily-filling midsection. "Thank you for indulging me, lovebug," Dawn crooned just under the shapeshifter's ear, smiling when she felt the plush chitin against her warming with a blush.

"Y-yeah," the changeling replied with a light smile, setting their book down and concentrating as their magic surrounded the pillow underneath them. It took the relatively inexperienced spellcaster a bit longer to work through the spell, but eventually they were greeted by the telltale "poof" and scent of success, beaming broadly. "I-I got it!" Pectin declared as they glanced back, giving a quiet titter when their cheek was nuzzled proudly.

"Great job, Star!" Dawn praised, reaching up and covering her muzzle as she yawned slightly, before clearing her throat, "Think you can ward the rest of them?"

"I think so," the changeling affirmed, feeling Dawn resting against them once more. Concentrating on their practice, Pectin failed to notice the way the unicorn's nuzzling slowed, or how Serenity became unusually still against them, her warm breath coming slow and even against the changeling's scruff. One more magical puff, and Pectin smiled back over her shoulder as she announced, "I think that's all of them. Thanks for helping me, Dawn."

When no response came, the changeling tilted their head bemusedly. "Dawn?" Pectin asked in a softer tone, suddenly recognizing just what had the unicorn so quiet and still. Ears splaying, the shapeshifter found themselves uncertain. On the one hoof, they didn't want to disturb the pony resting against them. On the other hoof...

*'Getting kind of full,'* the changeling thought to themselves, gingerly brushing their middle. Yet glancing back, Dawn just looked so cozy, so peaceful. Pectin didn't have the heart to speak up or pull away. Besides, she'd probably wake up soon...

Right?

A high-pitched noise had Dawn's ears flickering, her face screwing up in her sleep as she pressed against the warm pillow she cuddled into. That sound just kept repeating, however, until the unicorn could no longer ignore it, eyes slowly opening to find a strangely familiar greenish-black color taking up her view, along with cyan-tinged frills. Smiling when she recognized the color of Pectin's scruff, the unicorn hummed softly, "Hmm, unexpected nap, but my pillow is certainly "

"Dawn... m-move... please."

Momentarily indignant at having her teasing interrupted, Dawn blinked when she finally recognized the sound that had woken her up. Whines and whimpers. Very strained-sounding whines and whimpers.

"Oh! Oh my gosh, Pectin," Serenity gasped, scrambling to her hooves and hastily scooting back from the changeling, eyes going wide when she managed to get a look at them from behind. The poor bug was so swollen that their ventral plates were spreading apart from each other like a honeypot ant, their belly packed to such an unbelievable degree that it looked like they'd swallowed an exercise ball whole.

Though she wanted to move back in and check on the changeling, Dawn knew better, keeping her distance as best as she could while skirting the basement wall. Discomfort was visible on Pectin's features the moment Dawn could see their face, guilt and concern rising in the unicorn's chest, yet still she hurried over to the basement stairs, getting as much distance between herself and her partner as she could while still being able to see them.

"Pectin, are you okay?" Serenity asked, the changeling groaning in response.

"I-I hope so," they replied, wincing as a hiccup rocked their swollen gut.

"Oh, Star, why didn't you wake me up?" Dawn asked softly, slowly sitting on the stairs, "Gosh, you poor thing."

"You looked... ugh, so peaceful," the changeling answered, soothing their stomach tentatively, "I didn't, urf, have the heart to, *huff*, wake you up."

In spite of the situation, Dawn couldn't help an adoring, if sympathetic smile. "Star, sweetie... if it happens again, wake me up, I don't want you hurting yourself on my account," the unicorn insisted, her head tilting, "Can I, um, help?"

"Dawn, if you do *hic!* anything for me out of love right now, I'm pretty sure I'm, guh, gonna blow," the changeling half-tittered, wincing heavily, "I-I just... need a bit of t-time."

Dawn nodded, yet she still fidgeted fretfully. "Am I far enough?" she asked, relieved when the changeling gave a shallow nod, "Okay, I'm going to stay right here, make sure you're alright."

The shapeshifter chuckled slightly, head spinning as they squinted at the unicorn. "You gonna... drag me to the hosp *hic!* h-hospital if I'm not?" Pectin joked, not quite able to make out Dawn's expression through their bleary vision.

"You bet your buggy britches," Serenity confirmed adamantly.

Pectin winced again. "Dunno if they'd... t-treat a changeling," they muttered, eyes starting to fall.

"I'd hold them at hornpoint until they had no choice," Dawn stated firmly, before chuckling quietly, "Try to rest. I'm right here if you need me."

The changeling nodded sluggishly, letting out another stuffed whine as they tried to soothe their engorged gut. "Love you... too," the exhausted shapeshifter huffed, before falling quiet, eyes squeezed shut while a low groan escaped their muzzle.

Biting her lip, Dawn watched the unfortunate changeling with rising concern. She didn't know it was even possible for the shapeshifter's chitin armor to spread apart like it had, staring with

both worry and deep fascination at the hide that glowed bright in a swirling, churning rainbow. In spite of how concerning the sight was, it was also strangely beautiful; in the dim light of the basement, the dancing colors radiating from Pectin's gut projected something startlingly similar to an aurora borealis on the stone walls around them, drawing the unicorn's gaze while her muzzle hung open loosely.

"Wow," Dawn breathed in unadulterated wonder, the soft exclamation getting Pectin to open one eye to investigate. The other green orb widened as well once they finally noticed the spectacle they were unknowingly putting on, slowly turning their head to gaze across the basement.

"O-oh... woah," the changeling agreed, wincing when a hiccup rocked their uncomfortably packed gut. The sound drew Dawn's gaze again, the unicorn giving a sympathetic, reassuring smile.

"I didn't know you had a light show mode," Serenity commented playfully, the changeling snorting, then groaning softly.

"P-please don't make me laugh right now," Pectin requested, looking over toward Dawn, the unicorn ducking her head apologetically. "You were... ugh, out for an hour," the changeling stated, shuddering when a churn of their stomach shifted the glowing gorge within, "I was... c-comfy?"

The question was met with an adoring smile. "You're worried about that now?" Serenity asked incredulously, her head shaking slightly, "Yes, Pectin. You're a great pillow, now please spare some concern for yourself or I'm going to feel even more guilty."

Again Pectin couldn't avoid another slight laugh, only to hiccup and moan softly. "Sh-should have kicked you out of my nest when you, u-urf, fell asleep," they grumbled halfheartedly, though in spite of the discomfort, the changeling's cheeks held a subtle flush. Tight as they felt, there was something oddly pleasant about the feeling of being packed to the brim with affection. Maybe it was just the thought of having someone who could provide such filling adoration, or maybe it was the way the shifting currents of love caressed them from within. Whatever it was, there was a hint of pleasure that Pectin couldn't hide, that subtle expression getting them a curious look from their partner, yet the unicorn was merciful enough not to comment on it.

Instead, Dawn's horn lit up as she pulled her book bag from Pectin's bed to herself, the changeling glancing toward her inquisitively. "You were kind enough to read to me," the scholar clarified as she retrieved a book from the satchel, "Let me return the favor. Now, fantasy, sci-fi, romance, what sounds fun?"

Pectin regarded Dawn for a moment, before reaching up and rubbing their eyes hastily when their vision clouded slightly. "Y-you're incredible, you know that?" the changeling stated, "There's a glowing rainbow bug-balloon in front of you, and instead of freaking out, you..."

Dawn smiled warmly when the changeling trailed off sheepishly. "That's not a genre I'm familiar with," she remarked, giggling when the shapeshifter threw a faux-annoyed look their way. "You're going to realize eventually that I care more about who you are than the oddities of what you are," the unicorn insisted, pulling a novel from her satchel when the changeling blushed and rubbed their belly timidly.

"Here, we've got critters even weirder than you in this one," Dawn said, turning the cover of the novel toward Pectin to reveal the aliens pouring out of a spaceship, "Invasion of the Cutie Mark Snatchers; reviews say it's so bad it's endearing. Now relax, and let me take you on the cheesiest journey of your life."

Pectin found another slight smile on their muzzle, obediently resting their head back as they observed the unicorn, who cleared her throat as she opened the book. Unlike the changeling, Serenity read aloud with confidence, her words clear and voice full of character, showing off her experience reading for all the fillies and colts who visited the library. Just as she'd said, the story itself was far from any sort of good; and still, Pectin found their heart warm and full as they listened to their partner's voice. The changeling closed their eyes while they let Dawn's performance carry their mind away, and they didn't even notice when they'd slipped off into dreams.

It took a while for Serenity to notice, eventually glancing over to Pectin, only to smile when she realized the shapeshifter had fallen asleep. Closing the book, Dawn got to her hooves, wincing from laying over the steps for so long. The unicorn felt her back release a few pops as she stretched and stowed the book in her pack, before looking over toward the doppelganger again.

"Sweet dreams, lovebug," Serenity wished, considering for a moment whether the changeling might have made room for a goodnight kiss by now, yet one look at that still-tight, glowing abdomen warned her better. Perhaps next time, then.

Pectin grumbled at the feeling of something nudging against their chest, a hoof swatting weakly at the offending probe. "Hey, I'm just checking on you!" a familiar voice had the changeling's eyes slowly peeking open, finding Dawn leaning in with a caring smile. "There are those glittering greens," the unicorn chuckled, the hoof that had gently poked at the shapeshifter's chest coming up to hold their cheek, "How're you feeling, lovebug?"

"Like the most pleasantly fluffy cart just ran me over," the changeling groaned in a slight chuckle, making to look at themselves, only to feel their chin caught by Dawn's hoof.

"Hey," the unicorn said gently, Pectin looking up to her with a furrowed brow as she continued, "You're still beautiful, remember that, okay?" The hoof moved, lightly stroking down the changeling's plush neck, "Now you can look."

The shapeshifter's eyes widened when they understood what had the unicorn preparing them to see themselves, suddenly aware of how their body felt noticeably heavier. "H-how... how bad is it?" Pectin hesitantly asked, suddenly too anxious to look anywhere aside from the comforting features of Dawn's face, finding a soothing smile there that they didn't want to look away from.

"It isn't, Star," Serenity insisted, sitting on her haunches and holding the changeling's cheeks in her hooves, "It's just... pretty apparent. But it isn't bad, got it? Just some extra love-weight caused by a whole lot of adoration from me to you. That can't be a bad thing, now can it?"

In spite of the lingering uncertainty and sheepishness, the changeling found their muzzle lifting into a little smile. "Well, when you put it that way," Pectin tittered quietly, their eyes closing while they leaned into their partner's hooves, "I'll look in a moment, just... let me enjoy this right now."

"Of course," Dawn permitted, scooting closer and hugging the changeling's head against her chest. Humming softly, the unicorn brushed the pony-bug's rounded cheeks, giggling when her hooves clicked against Pectin's saber fangs and playfully smooshing one side of the shapeshifter's muzzle into a mock snarl as she growled impishly, "Grr, fearsome teeth! Scary love-muncher!"

"D-Dawn!" Pectin laughed at the unexpected play, blushing as they reached up and covered their muzzle, "Don't play with my face, jeez!"

Giggling gleefully, the unicorn grinned as she brushed the changeling's cheeks again. "If I'm not supposed to play with your face, why's it so delightfully squishy?" Dawn teased, gently kneading the cheeks in her hooves, "See? Squishy, squishy."

"I would roll my eyes right now if I had pupils," the changeling giggled, looking up to her partner with a warm smile, her head tilting into the unicorn's hooves when her face fell slightly, "Um, my fangs aren't really "

"No, you dope, I was teasing," the unicorn insisted quickly, shaking her head, "Gonna be perfectly honest, you're way too round and soft-looking to be scary at this point."

Dawn was sure the changeling would have hid their blushing face in their hooves again if she hadn't been holding Pectin's head, giggling softly while the doppelganger gave sheepish squeaks into her chest. "You asked!" the pony giggled, head tilting curiously once the shapeshifter recovered from her teasing, "Ready for me to let go?"

Pectin closed their eyes and took in a slow breath through the spiracles on their flanks, before giving a shallow nod against Dawn's chest. They felt a gentle nuzzle atop their head, the unicorn withdrawing and taking a few audible steps back. The changeling still hesitated, tail flicking as their ears pinned against their neck, only to prick up slightly as Serenity soothingly encouraged, "No matter what, you're still beautiful to me, Star."

Those words helped Pectin to find their courage, their head turning toward their torso again, before tentatively blinking open their eyes. The view that greeted them had them staring blankly, taking long moments to process the fact that their belly was pooling out in front of them into a curve that now protruded level with their hocks. They hadn't grown just one or two inches over their rest; at least four or maybe even five inches of new blubbery depth pushed their exoskeleton outward. Luna's midnight mane, their belly plates didn't even meet anymore, lighter, pale-green skin revealed between the dark chitin armor. They suddenly shuddered at registering the sensation of air against the previously-hidden hide, letting out a timid whimper of mounting unease. The changeling felt exposed, vulnerable, eyes squeezing shut again just to stop themselves from continuing to stare anxiously at their own belly.

Pectin felt a hoof gently brush their collar, gasping and looking up with widened eyes again, finding Dawn there with a gentle smile. "You're okay, Pectin," she crooned tenderly, before stepping into the changeling's nest and laying on her side, sidling up until her svelte middle pressed against Pectin's protruding gut. Serenity rested her hoof on her lover's side, rubbing the supple folds gently, only to quickly lift her limb when Pectin let out a soft yelp.

"What's wrong?" Dawn checked quickly, finding an exceedingly flustered changeling when she met their gaze.

"I-I, uh," Pectin gulped, eyes closing again as they tried to gather their thoughts after the sequential shocks to their system. "I-it's my exoskeleton," they said timidly, "The s-soft parts between the... armor. It's not supposed to be exposed like this. It's r-really sensitive to touch."

The unicorn nodded in understanding, looking down to the changeling's belly, where she could see her fur pressing against their exposed hide. "Does it hurt?"

Pectin considered for a moment, eventually shaking their head. "No, I don't think so. It's just sensitive," they answered, the unicorn nodding as she more carefully rested her hoof on Pectin's flank, making sure not to set it on bare skin this time. Slowly, Dawn slid the limb down the changeling's flank, until she was ever so lightly stroking the changeling's exposed softer hide, feeling Pectin give a shudder as they gasped again, before letting out a quiet, breathy moan.

Pausing once more in concern, the unicorn lifted her gaze from the chubby flank, expecting to find discomfort on Pectin's features judging by that sound. Instead, they found the changeling

hiding their exceedingly-brightened face behind their hooves, yet they couldn't conceal the glow of their blush with their holey limbs. Head tilting at the sight, it took Dawn a moment to recognize just what sort of expression lay hidden behind those limbs, yet her face lit up when it hit her.

"Wow, *that* sort of sensitive, eh?" she tittered playfully, not helping the changeling's fluster one bit. Giggling softly, the unicorn hummed for a moment as she considered whether it was wise to continue, knowing well that another feast of affection would absolutely exacerbate the issue before them. Any logical unicorn would have come to the conclusion that it was probably best to withdraw and attempt to cut back on how much love the changeling was consuming, if only to slow the progress of the inevitable shift in Pectin's figure.

Dawn, however, was thinking more with her heart than her head in that moment. And her heart had her leaning in, pressing her muzzle against Pectin's chest, and giving the border between two plates a gentle, yet loving kiss, her hooves sliding delicately over the supple hide that the most recent gain revealed.

Again Pectin moaned at the utterly heavenly feeling. Similarly to their companion, the changeling felt their heart and mind clashing in that moment. Their instincts told them they should pull back, to prevent their armor from getting any more compromised. Their logical mind shouted at them to withdraw, or else they were going to be too fat to move within months at most. And yet louder than the other internal voices, the changeling's heart sang as it soared among the rose and fuchsia that clung to their senses, sparks of pink swirling up from each kiss on their chest and collar, trailing rosy light as they were pulled into Pectin's horn. Already, the rainbow of affection had the changeling feeling their stomach filling again. They should speak up, tell Dawn they were getting full too fast, the muffled voice of reason called out.

And yet, when Serenity lifted her eyes, looking into Pectin's own as the unicorn caressed the changeling's doughy paunch, the shapeshifter found themselves curling their hooves around the pony's head. The couple stared into one another's eyes, feeling the literal weight of the crossroads that lay before them. One fork split off into the path of moderation and carefully-measured affection that would at least slow down the changeling's climbing weight. And yet, while Pectin gazed deeply into the lavender eyes that regarded them with so much pure adoration and love, the changeling found themselves completely ignoring the warnings in their head.

"Alicorns above, you're beautiful," Pectin breathed in overwhelming euphoria, turning away from the path of moderation to embrace the path that followed after their heart.

Dawn gave a cheeky grin. "Oh, I kn "

The words were cut short. Dawn's eyes went wide at the feeling of smooth-plated lips pressing against her own, the hooves pulling her closer, causing the warm pudge of Pectin's torso to embrace her. Shocked as she was, it still only took a moment for the unicorn to return the kiss, her eyes closing as she finally let go of her restraint, allowing her love to pour out in full force. Her hooves explored Pectin's figure, probing and stroking with tender care at the supple hide and tough plates. The limbs lingered at the curvaceous folds that had drawn her subdued fascination, finally able to feel over the inviting curves as much as she desired. In turn, the changeling brushed down their lover's sides, marveling at how soft and silky her fur was, embracing her waist and letting out a muffled hum of pure pleasure at how her smaller frame sank into Pectin's own.

All the while, the changeling drank deep of the unicorn's unfettered love, starting to puff through their snout when their quickly-filling gut began pushing against the unicorn. Yet they couldn't pull away, not with how utterly delicious and intoxicating their partner's love was, the

heady mix of reds and oranges swirling among rosy fog that had them completely at the unicorn's mercy. And vulnerable as it made them, the changeling still accepted the unicorn's love, only breaking the kiss when they both needed to catch their breath, each panting heavily while their foreheads pressed together, horns sparking against one another.

"W-wow... who knew fangs made for such unique kisses?" Dawn giggled, her features flushed, yet she still smiled as she rested her hooves on Pectin's middle, making to go in for another smooch, yet she pulled back when she realized how quickly she could feel that belly growing against her.

"Maybe we should " Serenity started, only to feel another kiss against her muzzle, though Pectin could only hold the contact a moment before having to withdraw once more, panting deeply.

"Y-you know what?" Pectin started, huffing as they slid their hooves up Dawn's flanks, taking her hooves in their own, "I think... y-you're right. What does it matter if I gain more love weight this way? We can... work around that."

Dawn cocked her brow, giving a little smirk. "You realize, of course, that if you tell me I can shower you in as much affection as I want, you're going to wind up like you were after my nap earlier," the unicorn replied, leaning in and resting her head on Pectin's chest, taking the changeling's hooves and bringing them to their middle, where she had them press in slightly and rub in gentle circles, "And frequently, too. That's going to make you grow even faster; but you know my feelings on that."

Pectin blushed again, yet still they smiled as they nuzzled down against Dawn's head. "I-if I didn't know better, I could swear you actually like that idea," the changeling chuckled, their head tilting at the blush that came over Dawn's features.

"W-well, so what if I do?" Serenity replied, lifting her gaze and offering another loving smile, "Maybe I do... sort of enjoy the romance of having a secret lover who grows softer by the day on my love. I can't help that I've fallen in love with how comfortable you've become!"

The couple giggled together, once again touching their horns, more pink sparks swirling into the changeling's ever-hungry horn like water down a drain. "Again though, you already knew that from taste alone, I imagine," Dawn hummed, leaning back to look up to the changeling, "So, I want to know; are you okay with being fed that much love, knowing that it'll probably keep your hooves from reaching the ground in a month or two, if that?"

Pectin found himself hesitating when their mind was flooded with anxieties about the practical issues that sort of unrestrained indulgence would raise, thoughts of tight doorways and fading mobility plucking at the shapeshifter's nerves. And yet, looking into Dawn's eyes, those worries steadily faded, until only one answer remained in mind.

Smiling, the changeling gave the unicorn's muzzle another quick kiss, shivering in pleasure when her hoof caressed their neck. And as they felt the love filling their stomach further, Pectin brushed their muzzle up to Dawn's cheek, sighing under her ear, "I can live with that."