

Night fell swiftly upon the town, as it always did in winter. Thankfully, it was a surprisingly mild winter thus far in Western New York; even with the lake effect snow that oft made winters cold and bitter in the region, the climate was surprisingly bearable. Even with her leonine pelt, Rachel always dreaded the latter days of any given year; not even the bestial bloodline given to her family by the Eldritch Age could ready her for winter's bite.

Turning the corner of the suburban streets, the apartment complex where the lioness resided wasn't far. It was going to be another of those nights, but at the least, she wouldn't be alone. She was tired from her job at the warehouse, but she persisted to stay awake. With a can of herbal tonic in hand, Rachel kept up her decent pace. After all, she didn't want to keep her guest waiting.

Down the driveway of the apartment building she strode, dressed in her black, water-resistant coat and a pair of faded denim jeans. The car she sought, a red sports car, was sitting not far from where she was. The bass of some rock song was pounding away inside, and thus Rachel tapped at the window to try and get the attention of its owner. As his head turned, he smiled, turning off the sound system and getting out of the car.

The lad was a little shorter than Rachel, who already stood at five feet and eight inches. Like her, he was also anthropomorphic, in this case being a Siberian husky boy. Their meeting before was brief, but the pair remembered it well. Rachel was at the local bar, singing 80's hits at the karaoke stage; he was there having more than a few drinks. Interested in her singing, he approached her, offering to chat. What Rachel told him was more than enough to get him interested in coming over to her place days after.

And, for Rachel, it seemed almost too easy. Then again, she was surprised at how her allure managed to get folks of all genders to spend the night in the den of the lioness. Not that it should have been overly surprising; her magic was more than potent enough. But just as a mighty man might not know his own strength, neither did Rachel always comprehend the siren's song of her words, passively enhanced by her illusionists' arts.

"Hey, cute stuff", the husky greeted as he approached Rachel. "I've been waiting to see you all week. How've you been?"

"Same old, same old, Jeremy", she replied. "Work's been a pain in the neck. Or, rather, the shoulders. Always feel like I'm pulling something I shouldn't between them..."

"Ouch", Jeremy grimaced. "You gonna be okay?"

Rachel smiled, taking a step closer and nuzzling his neck like the cat she was. "Believe me, I'm sure going to be. C'mon, let's not waste any time. Lemme take you to my room".

The minute or two it took to get to apartment number 23 was inconsequential to Rachel, having already

become second nature. Go in the back where the parking lot was, walk down the hall halfway to get to the stairs, climb the stairs, and fourth door on the left. She unlocked the door to her place, and let Jeremy in.

“Whew”, he said as he entered, sharp nose already taking in the scent of incense. “I know you said you were magical, but do you always burn that stuff?”

“Well, yeah”, Rachel admitted. “I like the scent of it. Always helps me concentrate”.

“I see. Well, can't blame you for that”, Jeremy replied as he looked around the room. The studio was pretty plain; white-painted walls, hardwood floor, kitchenette. What made it interesting, however, were the sketches thumb-tacked to the walls by the couch and television. What's more, a small shrine to Bast, the Egyptian goddess of cats, was set up in the corner of the kitchenette. A ceramic dish and cup, partly-melted candles, and a small statuette of the goddess' feline form sat there, a safe enough distance from the stove top so as to not catch fire.

Jeremy took a few moments to admire the new location, walking to one of the hanging pictures. “You drew this?” he asked, motioning to an inked image of a Greek hoplite with shield and spear.

“Guilty as charged”, Rachel chuckled. “There's more where that came from, but for now, why don't we get down to it?”

“Already?” Jeremy chuckled back. “We barely got here. Didn't you want anything to eat, first?”

“Trust me”, Rachel smirked, “Afterglow meals are always better, if you ask me. Come, let's fuck already”.

“If you insist”, grinned Jeremy, already starting to get excited down below. “Which reminds me...” He glanced down toward Rachel's loins, partly covered by the coat she'd yet to remove. “Are you...?”

“Huh?” Rachel looked down, then back up to Jeremy's pale blue eyes. “Oh. Oh! No, not yet, no”. She smiled a bit, taking off her jacket and laying it down on the couch behind her. Afterward, she padded to the door of her small bedroom, motioning her night's lover to follow, which he did.

Dropping back onto the bed, Rachel blushed softly, her nethers dampening from the thought of the evening's events. Taking off her jeans, she unceremoniously slid a hand into the front of her panties, cupping her folds. “Ready to see me work my magic, Jeremy?” she teased, grinning with pearly fangs.

“Sure am”, he chuckled, stripping down from his t-shirt and slacks. “Go on ahead; I'll be sucking you off soon enough, heheh”.

Rachel nodded, closing her eyes and relaxing her body. While she was ready to use her arcane arts on the fly, it always seemed to work out easier for her if she had a moment to take a quick breather. Besides, body manipulation wasn't always her strong suit; she was much better at manipulating the senses and mind than someone's mortal coil.

But regardless, her spell worked as it had multiple times before. Emptying her mind came first, then came the flooding of thoughts. Sensual visions primed her mind for what she wanted to accomplish with the aether, her nectar trickling warmly onto her fingers. In mere moments, she felt the softness of her slick folds suddenly seal up. That was the easy part; the next would begin to feel weird.

It was a dangerous technique for the inexperienced, but Rachel found it rather easy to be able to shift gender, even going half-way into a more intersexed shape. Regardless, it was a strange feeling both physically and emotionally to shift from one set of gonads to the next. The dulled yet visceral feeling of her ovaries morphing into testicles, followed by her clitoris growing into a penis, had at first made her a bit squeamish. Even moreso, she had to form the animal-like sheath around said cock, and had a preference to having her balls external in a masculine sac. Just as daunting as the feeling of her physical body changing was the sudden flux of hormones, from purely estrogen to a sudden burst of testosterone; oft times, this left her emotions in a wreck when first trying the spell, and as such she needed to contain herself long enough for the transformation to complete.

As difficult as it was, determination and a kink toward so-called "herms" were on Rachel's side. Mere seconds after her nethers sealed, she opened her eyes. A musky scent began to flow from down below, and in the palm of her hand was a soft, lightly-furred ballsack, carrying a pair of sterile, yet functional, testes.

Jeremy's eyes were wide with awe, an excited smile never leaving his lips. "Oh... oh man", he said, words failing him. "You did it...! You actually are magic! And these... oh, wow..." He looked up into Rachel's sapphire eyes, a pleading look on his face as he slowly extended his cupped hands.

"Go on, lovely", replied the lioness. Her panties tight from her newly-grown girth, she slipped them off, letting them fall to her ankles. As her balls drooped a little, Jeremy gently lifted them in his palms, fuzzy fingertips rubbing the balls gently.

"Oh, man..." A child-like fascination was dead-set on his countenance, and he, sharing Rachel's third-gender fetish, couldn't help but savor the moment. "...Rachel... this is amazing". He grinned earnestly, his tail wagging behind him. "I can't wait for you to fuck me in the ass with this. How long does it get?"

"Nine inches", Rachel grinned, "But who's counting?" She braced herself on her bed, toes curling as her one-night stand groped her privates. A rather hominid cock slipped out from the sheath slowly, reaching its full length in a matter of moments. "Ready, cute stuff?"

“Ready”, Jeremy grinned, parting his lips as if to kiss. His warm breath flowed forth over Rachel's throbbing cock, and slowly Rachel scooted forth, placing a hand behind Jeremy's head. She eased her fat tip slowly past his lips, over canid teeth and against his floppy tongue. Purring, the lioness pulled back after her first couple inches went in; once her cock's head almost left his lips, she slipped it in deeper, pushing it all the way to her sheath.

Jeremy's dog tongue wrapped around the sides of her warm cock, pulling his muzzle back. Tilting his head to the side, he slid those lips back over, then back, then forth again. Without much more foreplay, he was bobbing his head back and forth over the shaft. The lewd slurping of his blowjob was only drowned out by Rachel's moans, the lioness groaning out louder and louder as time went by. Then, after a few minutes of being sucked off, Rachel began to caress her breasts, panting and crying out in ecstasy until finally, she reached orgasm. Her cock throbbed fierce before her balls emptied out every drop of spunk into Jeremy's mouth, her warm gooey seed squirting out in long strands.

As Rachel wobbled a little, elbows getting weak from blowing her load, Jeremy looked up at her again, this time with a lewd look in his eyes. Peering down, Rachel saw him playfully swish the semen inside of his mouth before gulping it all down with a single swallow. Smacking his lips, Jeremy sighed, “Delicious, my sweet”.

Rachel blushed bright. “Oh, you...” She giggled, looking down at the young man. He looked so innocent, yet so crass; just a moment ago he was in a state of pure joy, and now he was on his knees, a belly full of lioness seed.

Her cock perked up a little. She was ready for this. She'd been waiting a long time for a night like this. “Alright”, she said, patting her toy on the head. “I have just one request before I plow you... I have a special fetish. A foot fetish, actually”.

“Really?” questioned Jeremy. “That's no big deal. I wouldn't mind trying that, I guess”.

Though she wasn't lying, she hadn't actually intended to worship his four-toed feet for long. Rachel motioned upward, telling him, “Alright, ankles up. Show me those puppies, Jeremy my sweet”. Doing as he was told, Jeremy leaned back, raising his bare feet toward Rachel's face. In the back of her mind, she was busy reciting a new spell: one that would render him silent the minute she touched him.

Spell complete, Rachel grabbed Jeremy's ankles harshly. Surprised at the sudden malice, Jeremy opened his mouth to object. “...! ...? ...?!” Nothing more but weak, gentle vocal noises left his throat, his eyes widening in further confusion. Just what was she doing?

Rachel answered that question immediately. Fast as a cat could wink her eye, her jaws opened wide,

seeming to unhinge like a snake's. Leaning forth off the bed, she stuffed his feet forcefully into her gullet. Neck stretching like elastic, she swallowed hard, the tips of his toes sliding past her neck and disappearing behind her clavicle.

Jeremy, unable to make any sort of vocal noise, began to pound on the floor, trying to get the attention of the downstairs neighbors. Unfortunately for him, this cannibal cat was rather flexible; scooting forth, she slammed her insteps down onto his wrists, drawing a little blood from his wrist with clawed toes. Pushing her upper body forward, her throat loosened, shoving lower legs and then knees inside of her. Gulp. The poor husky found his waist inside her mouth.

By now, with more of Jeremy inside her, the predator released his wrists, only to try and balance his body vertically in the air above her, throwing her head back to streamline him. Her throat wrapped around him, slick with slime, rings of muscle forcing him down with frighteningly strong peristalsis. Rachel loosened her throat further, turning his body around in an 180, his genitals against her tongue. As she swallowed slowly, her raspy tongue gave his crotch one long lick.

Deathly frightened, Jeremy's legs kicked, bound tight by the moist esophagus. He felt his feet enter her stomach, the textured walls stretching as easily as her throat and jaws did. With each gulp, his body was forced more and more into a sitting position, feet stretching out Rachel's toned tummy. His arms flailed for a few moments, blood from punctured wrists trickling onto her bedsheets, but such struggling was also quashed; she pinned his arms with her own, forcing them into her awaiting gullet.

Thus Rachel swallowed harder and harder, filled with sadistic glee as she filled her distended belly. All the while, she was getting her erection back, her cock poking out from her sheath and stiffening once more. With only Jeremy's muzzle left, she again loosened her throat muscles. His head, mouthing pleas of mercy, sunk into her throat, past her lips. Her tongue lapped up against his throat, head finally able to tilt forward. His soles bulging out at the sides of her belly button, her gut had expanded to fit his lower body.

Then, with one last glance down, Rachel bid her victim farewell. She swallowed him, watching his facial features push down her throat as a wet gulp echoed out from her lips.

Within her, Jeremy was stricken with countless emotions: betrayal, anger, terror, heartbreak. His head slunk past her ribcage, the throbbing of her heart resounding into his canine ears. Then, at last, he plopped down into her belly. Unable to see, he couldn't tell how large it was, but realized that it seemed larger on the inside, able to contain his whole body. All he knew was how warm it was inside her stomach, and that the fleshy pouch was beginning to fill up with some kind of thick fluid.

On the outside, Rachel laid back on her bed, breathing in deep and letting out a relieved sigh. "Good boy, Jeremy", she cooed cruelly, patting her bloated belly. Her prey writhed inside, bulges of body parts jutting

forth before being forced back by the strong stomach muscles. “Ahhh... didn't you ever hear fairy tales about witches when you were a pup? In a sense, I'm one of them”. She chuckled, saying after, “Which reminds me! This'll make things more fun”. She then snapped her fingers, and in an instant, Jeremy's words sprung out from his mouth. Not that it mattered to anyone besides his devourer, however; the noise barely resonated out from her belly.

“R-Rachell!” cried the defeated husky, pushing at the forceful stomach walls as they started to close in. Her gastric juices splashed and sloshed about, soaking his fur as once more he knelt. A warm, uncanny tingling sensation flowed across his skin as the enzyme-laced fluids soaked through. Within seconds, his fur began to come out in clumps, skin sizzling. It seemed as if the eldritch enzymes within her targeted the nervous system first; he cried out in pain, only to have the pain – and all other sense of touch – suddenly vanish from the soaked regions.

Not that Jeremy had it easy. Aside from being digested alive, he was also running low on breath. As his skin dissolved, his adipose tissues underneath also melted, bubbling up and filling the stomach with putrid gas. He coughed and sputtered, trying to hold onto dear life as long as he could.

Outside, Rachel had removed her top, a scarlet camisole she loved to wear. Laying naked on her sheets, she caressed her breasts once more, her brunette haired head grinding against her pillow. “Ohhhhh... yeeeeeeessss...” Mouth flying wide open, she let loose a loud belch, smelling of the dissolving dog's flesh. “Mmmmm... fuck, yesssss...”

After Rachel's belch, Jeremy coughed even harder, the last of his air sucked out from her stomach. Becoming lightheaded, he swooned before splashing head-first into the stomach acids. Out of breath and having fallen unconscious, his lungs were filled with nothing but the caustic juices, mixed with chyme formed of his own melted muscle tissues, fat and blood. Needless to say, the poor lad did not last much longer inside her.

The struggling coming to a stop, Rachel licked her lips, savoring the last of her prey's flavor. “Ooohhh... better luck next life, Jeremy my sweet”, she taunted. Extending her hands to the sides of her distended belly, she massaged the bulges of the drowned, dissolving dog. Moaning from her fiendish meal, pleasure seared through her, feeling every inch of stomach muscle grind against Jeremy. It wasn't long before this afterglow caused her to doze off, the lioness' meal churning away inside.

Hours would pass, and Rachel, like clockwork, awoke in the wee hours of the morning. By now, her person-sized belly had shrunken to about the size of a beach ball. Little was left inside but Jeremy stew, softened bone pieces flowing about here and there.

“I... I did it”, she said softly. “I actually did it. I ate him...” She blushed bright. This was not have been the

first time she'd eaten someone, but it was the first time she'd do something she hadn't dared try before. Closing her eyes, she focused inward once more. In seconds, her belly began to glow with a pale blue radiance; the glowing flowed gradually across Rachel's body, covering her head to toe. Then, in an instant, it faded away.

She had done it, alright. She had the power to bring him back from the dead, as she had all other victims in the past. It was due to their mana, the residual life force that each incarnation formed from the aether at birth, that she could resurrect them. She could have used that mana to magically reconstruct them, siphon their spirits from the hereafter into the form, and then strip them of their latest memories before bringing them back.

But she didn't. She absorbed that mana into her own being. Sucking the last of his life force from his chyme remains dry, she absorbed as much of him as she could. Had his spirit not left the mortal world, it would've been the only thing she could have claimed left; even so, she was not quite that evil to do so.

Aroused greatly by her vorarephilia, her cannibalistic kink, she reached down, stroking her fat cock into a quick orgasm. Cum squirted out onto her sloshing belly, sticking to the fur as her tongue rolled out mid-ejaculation. Panting for breath once more, she nestled her head back into the pillow. Gone from his life was Jeremy the husky-man, perished before his time and meeting a horrible end. All of this at the hand of the modern-day witch, this lioness with a sick sense of romance.