

Squinting into the dim light from his headlights, Frank was delighted to see a turn off the highway for a convenience store. Hunger getting the better of him, he decided it was time to take a break. He was still two hours out from making it back home, and it would be a terribly uncomfortable drive without stopping to grab a bite.

It was almost 9 pm on a Friday evening, and Frank had not been expecting to have to make such a sudden supply run. But, given the nature of the rare chemicals required for his 'side job', he didn't have much choice in the matter. The drive from Sacramento to Ferndale was a five-hour one, and it was for the best that he tried to make the drive when traffic was at its lightest. Though his supplier could not have any idea how Frank planned to use the chemicals, their procurement was still somewhat of a felony and needed to be done as discreetly as possible.

Though normally taking a regular route to the chemical plants in Sacramento, Frank decided that he'd been too lucky as of late. Making too much of a pattern for his trips was risky business. There were several paths off the highway that he could take to get home, and, although he wasn't expecting to be caught anytime soon, one could never be too careful.

However, the change in route had turned out to be his bane tonight. It had taken a long time to make it back to the highway due to a backup in traffic. Frank was used to the normal length of the drive without having to stop, but the added time wouldn't do him very well without a rest break. Though not wanting to leave his presence known in the area, he had enough cash on hand for a meal and figured that the small rest station would not be too much of a risk for him to visit.

Frank pulled up his Ford Transit Cargo van into a back alley so that it wouldn't stand out when he walked to the convenience store. What he didn't know, however, was that his parking job and the size of his vehicle had caught the attention of the wrong people. Having not been familiar with this part of town, Frank could have no inclination of the involvement of gang control over the area, who considered anything to come into their territory fair game.

It was the label on the truck, being a pharmaceutical vehicle, that caught the attention of the gang's boss, Darrel. The opportunity to rob a truck of some chemicals to be used in their up-and-coming drug business was more than worth the risk. Only three of his men were on hand, Jay, Khalil, and Tony, but he figured it was more than enough to take such an easy mark. The dumbass had already done the job of keeping it out of sight for anyone watching. It would be a simple job, hopefully without any bloodshed, provided the guy wasn't an idiot.

Frank, walking back to his van with an energy drink in hand, was not expecting to feel something cold and metal pressed against his neck. Khalil, a mid-twenties, dark-skinned man sporting tattoos and short dreads, was the one holding the weapon.

“Hey, pops. Don't move! Or I will fucking blow your head off!”

In his shock, Frank dropped his energy drink, pissed off by the presence of the man. It was less in fear of his life, and more of the inconvenience of being slowed down by a thug, of all things. He didn't have the best history with gang members, not something he wanted to be reminded of. Surely, no one else would be dumb enough to try to casually rob him in the alleyway of a parking lot. Guy either had to be a gang member or really fucking stupid.

Frank soon found himself in the presence of three other men, donned in masks, of course, though it hardly mattered. The cops in town were for sale and were deep in the pockets of the gang. Still, Frank didn't know that, being left to feel rage over the inconvenience. He didn't much care to be robbed, after all he had gone through to secure his chemicals! And by fucking gang members, no less.

One of the gang members, a white man by the name of Tony, got into the back of the van. He seemed to root around inside for a few moments, though was thankfully careful enough to avoid knocking anything over. Tony was on the lookout for the usual 'cooking' supplies, acetone, anhydrous ammonia, pseudoephedrine, hydrochloric acid, and lithium.

Yet after a few minutes rooting around, he came back out, empty-handed. “Hey, boss, I've got no idea what any of this shit is!” Tony called out, sounding confused. Frank couldn't blame him, after all. None of the chemicals had any street value that he knew of. There were a few more common reagents and the like. But the bread and butter of his research material were stored in the back, on his person where he kept it at all times. Those, no one could comprehend the purpose of, much less a quartet of street thugs.

“Hey, you! Get in there! Now!” The likely boss declared, and the man with the gun shoved the barrel against Frank's temples, forcing him inside. Frank did as instructed, not wanting to be shot. He wanted to tell them there was nothing in there of commercial value, though held his tongue. Pissing off a man with a gun, no matter how stupid, wasn't his best play.

Since they expected him to at least grab them something useful, Frank found himself looking over the containers, wondering if he could convince them to take something and leave the rest, and him, alone. He figured they wanted to grab something quickly. They were still relatively in the open, and eventually, someone would be along.

Still, Frank didn't want to rely on the kindness of strangers to come by and call the cops, especially if these thugs were being so brazen. He would have to come up with something himself if he wanted to get out of this mess in one piece.

There was, of course, the perfect punishment for anyone unfortunate to ‘bug’ him, as Frank always put it. The contents of the containers were just the thing to render his assailants harmless and further his experimentation. Frank generally had a short temper with people and was willing to turn the trash into literal trash, as it were. But, even on his best days, he would relish the chance to make an example out of gang members.

Still, the problem lay in the chemicals themselves. Though in each of the vials lay the means of his vengeance against the slight, he had no way to expose his captors without their knowing, and without the subsequent holes they would put into his body. Frank had to come up with something quick lest he be denied his vengeance, or, worse, his life.

It was then his eyes settled on another container of reagents he had been careful to store away from his special chemicals. He recalled there being a risk of contact with his formula resulting in the formation of high-pressure aerosols. He wasn’t sure how inhalation of his formula combined with the reagent would affect the process, but it was worth a try. If it went successfully, then it would create an entirely new transmission method that Frank couldn’t pass up testing!

Khalil, the man with the gun, seemed to be getting a little nervous as he yelled into the van. “Move your fuckin’ azz old man and find us something, or else...” He threatened though Frank wasn’t concerned at this point, his plan in mind.

“I know. I know. You’ll shoot me in the head,” Frank responded, though more monotone than someone might be when faced with the real threat of being killed.

One of the other men, the one whom Frank assumed was the leader, spoke up at that, sending Frank a clear message about their haste. “Stop playin’. You have 15 seconds to give us something useful! 15!” Before raising his own weapon and pulling the hammer back and aiming it inside the van.

“Alright. Alright. I have it!” Frank replied, trying to sound more worried than he was. In truth, there was an element about the situation that had him excited. After all, if this went as planned, then he would not only get one up on his assailants but perform a very important new experiment to boot!

He couldn’t help but notice in his periphery that both men had lowered their guns, giving Frank his chance. Opening the container, he quickly unscrewed the lids to a couple of the vials before lifting the whole thing. “This should be what you’re looking for,” he said, handing the box to Khalil.

“Just a second, there’s one more you should take,” Frank said, trying to remain calm. The timing was everything, after all.

“We gonna take everything you have of value, you fucking geezer!” Khalil said as Darrell walked up to take a look at the vials. Whether or not he noticed that some were open, he didn’t say. They had no way to know if the chemicals were harmful, as they lacked an easily recognizable label.

All Frank needed to do was open the container as he walked to the back of his van, prepared to hand it over to the boss, who had lowered his weapon to take his prize. It didn’t matter; Frank would pretend to trip, sending the container flying towards the one in Khalil’s hands...

The motion was so unexpected and benign that Darrel didn’t have a chance to raise his weapon. Frank turned back to grab himself a personal factory-grade respirator from the side of the truck where he knew they were stored. Frank had to make sure not to infect himself as the sound of glass breaking hit his ears. Though he had taken precautions to enhance his immune system against his experiments, one could never be too careful.

“What the hell, fucker!” Came Darrel’s voice and Frank turned to see that some of the reagents had gotten on their clothes, but that was of little consequence. That wasn’t the key to his plan, after all. If enough of the reagent got into the vials he’d opened, then...

Like clockwork, a bit of greenish smoke poured out of the container that Darrel was holding, the mutagenic formula acting with the reagent to create a rapidly forming smoke. A dangerous one to humans, if Frank’s guess was correct. Still, he wanted to see the effects firsthand, wondering how this combination of aerosols would influence his well-worked out process.

“What the hell is dis shit?!” Darrel yelled before starting to cough from exposure to the gas. Khalil, too, was coughing, green fumes hitting him in the face.

Thinking he’d only get two of them, Frank was delighted when he realized the direction of the wind blew the smoke towards the remaining two gang members. Though it would soon dissipate in the air harmlessly, they were close enough so that hopefully they’d at least get a dose worth. Their black masks provided no protection against the chemical, unlike the one that Frank was finishing fashioned to his face.

“What a pisspoor excuse for a meth hist. So, I guess someone saw too many Breaking Bad episodes. Hah. You must have been thinking that you could grab some chemicals for a meth lab from my truck?” Said Frank mockingly while the gang was still a little dazed from the side effects of the inhaled smoke. He was in control now, and eager to watch his new experiment come to fruition.

“Maybe I look a little bit like Walter White, but my van is not a meth lab. I play in a much different sandbox. One that you annoying insects are soon going to experience first hand, I think,” Frank said, even putting his hands up in the air as a show of surrender. He had nothing to fear from the thugs unless one of them saw fit to raise a gun to him again in the next few seconds. But there was no point. The damage was done. Frank could see that as clear as the bumps on Darrel’s forehead that started to poke up through the black mask he had donned.

Clearly irritated, Darrel ripped off his face covering, still coughing. He, too, was a dark-skinned man, with similar dreads to his subordinate. He seemed oblivious to the fact that his hair was pulling into his head, or that hundreds of thicker, sharper ones were poking from the skin of his forehead. Even more alarming was that he missed the pair of blunt antennae that were erupting from the pimple-like bumps. To Frank, a seasoned entomologist, the shapes were all too familiar. He knew exactly which of his formulas had infected the man.

“What da fuck...what did you do to me!?” Darrel cried out, having no way to know what was happening to him before it took place. How could he, when such a change should have been by all accounts impossible?

Yet, the tingling all over his body was an indication that he was about to undergo a horrid mutation that was beyond his comprehension. All over, his skin was starting to darken, the tissues drying out and changing composition to match a chitin-like structure. All of the hairs on his lower half fell out, leaving the skin to blacken and crisp and harden. Soon, it covered his back, chest, and was even spreading over his face as a prelude to the sharp, spear-like hairs that replaced his human ones.

That sensation paled in comparison to the ones coming from his chest. It was as though something was pressing painfully against his insides, trying to break free by force. Yet, an indent at his sides seemed to indicate a space for the growths to slide through, pressing tightly with a slick sucking sound as he felt them pierce the surface.

Darrel was already much smaller now, his already baggy pants falling off him and exposing his bare legs and underwear. Soon, the black skin had covered his legs, while segments in the hardened skin seemed to start to form over them. His ass seemed to distend a little, though Darrel seemed too dizzied by the effects of the gas to yet notice.

“What did I do? Well, let's just start with your fearless leader. If you look closely at the changes of his lower body, you can already see that very soon he will join the ranks of the *Musca domestica* family,” Frank said, as though he was narrating a documentary. He knew that such simple-minded thugs would have no idea what he was talking about, but was excited to lord over them just the same. After all, how dare they pull a gun on him and ruin his plans for the chemicals!?

“Say what?” Darrel asked with a surprised look and he looked down at his body. He could see the black skin through the billowing clothes as they started to fall off of him, making him wish to cover himself with embarrassment. However, it was obvious to everyone present that was the least of his current worries.

To Frank's delight, he could see the man's junk start to deform, splitting into two as testicles were sucked back into his body. It seemed that the shaft was becoming the organs of a housefly, a series of organs and claspers with the sole function of transferring sperm to a female. Yet, to Darrel, he could only perceive that his rather impressive flaccid black penis was retreating into his body, lost to him forever.

“What da fuck did you do to my cock!” Darrel yelled out, seemingly oblivious to the other changes as his precious member was robbed from him.

All of his men were equally stunned, looking on at the changes to their boss's body. By now, his shirt was starting to fall off, revealing a back that was covered with thick, bristling hair and black skin. His neck was thinning, shortening so it was hard to see the separation between back and head. The formation of two more intents on his back created articulating joints that seemed to produce a thin, gossamer membrane that would be the start of his wings.

“Even for someone with the intellect that you have, it should be obvious by now that you aren't going to be human. If you ever paid attention in science classes, you'd know that skin is what you'd find on a common housefly. One of many different forms of DNA that you've just been gassed with,” Frank said, clearly amused by the situation.

“A fucking fly!? You can do this to meeeeeeezzzzz!” The poor, changing man tried to speak, but his voice started to alter to a high-pitched whine. The source of the sound was soon clear as his tongue started to protrude, likely to the start of a proboscis. Frank's assessment was confirmed with his lips pulled back and the skin produced a labellum and the hairy limbed pedipalps that comprised a fly's mouthparts.

Embarrassed, Darrel reached out with his hands to try and hide the changes. But he was not expecting to see his fingers sticking together like glue, making it impossible to pull them apart. Worse were the sets of two claws that burst wetly from the mess of skin and the series of pops and snaps that indicated the bones and joints were breaking within. The skin of his thinning arms was sufficient to hold the limbs together while new joints popped painlessly out of his former arms, providing numerous points of articulation where there was once only one.

Frank once figured such a change should be immensely painful. After all, the man's internal organs were literally bursting apart, to make the fluid-filled sack held by the chitinous skin of a fly. All the bones, organs, and systems would be reduced to a single fluid-filled tunnel, a process that should have killed the poor man over and over. But, whatever chemical concoction he'd invented seemed to keep his subjects alive, numbing the pain as his body continued to reduce into that of a fly if physical observations proved factual. It was a rather ingenious process, Frank had to say!

The rest of the gang seemed shocked and horrified by the sight, unable to move or even speak. Yet, Frank could see the wheels turning in their heads. They, too, had been exposed to the gas, though not to the same level that their boss had. There was every chance that their changes would begin at any moment.

One of the other men, Jay, seemed to be the first to come out of his stupor. Raising his Glock and pointing it at Frank, he yelled out "Stop dis shit right now or I will shoot, ya sick mutha fucker!" before preparing to pull the trigger.

Yet, the grip on the gun seemed precarious at best, as though his hand was quivering. The flesh was thinning, shoulders popping as though the bones were breaking within. A noticeable discoloration was spreading down his arm, greyish brown rather than the thick black of his leader. Still, a similar sensation could be felt between his fingers as he let go of the gun and it fell harmlessly to the ground. The fingers were fused, two fleshy clawed protrusions coming from the mess that seemed stiff and immobile as the rest of the arm started to snap and crack with change.

The remaining two gang members had no chance of raising their own weapons as a series of obvious changes started to play over their forms. Khalil, the man that had jumped him initially, seemed to lose his balance and fell over on his back. It was as though his legs were starting to weaken, the bones and muscles absent to keep him aloft. A series of cracks radiated out from the legs, as though the inner structures were breaking apart. Khalil reached down to touch them but was shocked when his hands were met with only the billowing fabric.

Tony, too, had fallen over, legs spasming as they started to lose their mass and were unable to support his body weight. The last to change, the white man had the foresight to lower himself to the ground, knowing that running away would be pointless and having enough sense not to injure himself further. He didn't want to look at the eldritch horrors that were happening to his body, and sat there, praying that it would end or that he would remain in his human state somehow.

Yet, that was not to be as his shirt started to deflate, his belly thinning and flattened as his internal structures started to shift first. Though his knowledge of anatomy was limited to what he needed to know to patch up a colleague on the fly, Tony was sure that the changes should have killed him. Yet, he remained alive and well, even as his stomach, heart, lungs, and organs all turned into mush that allowed a clear lymph fluid to flow through his veins.

Darrel was by far the most changed member of the group now, lowering himself reflexively as the joints of his legs started to crack and pop. Frank walked over to him, looking down as the skin of his legs started to segment, a sensation thankfully numbed by the agents that Frank used. He was naked now, his underwear having fallen to the ground and exposing what remained of his genitals. Everything seemed to be swelling into a small growth from where his hips had fused together. Each growing segment started to pulsate as it forced what was left of his hips to recede and his anus to fuse with the opening of what was now more apt to be his genital pore.

Something thick and translucent started to ooze from between the various segments of his body, coating it with the slick fluids before plopping wetly on the ground. It seemed to cause the changing man no harm that Frank could discern. There was no obvious explanation as to what it might be, save the remnants of the organs and bones that had dissolved and were unnecessary for the total change that each man seemed to undergo. It was a common side effect of the process if that explanation could be apt. Frank collected some from every changed victim, though opted to wait till the process was complete.

Much of his body was already warped, even his arms and legs nearly altered into their insect equivalents. So far, Darrel's facial features were still relatively human, which was how Frank preferred the changes to go. He was glad that the additive had not robbed his formula of its most malicious trait. To have his victims, his test subjects, aware of what was happening until the very end when their humanity was ultimately robbed from them was Frank's greatest joy.

Darrel's thinning head had just enough energy to look into the eyes of his former mark, now torturer. Frank only smiled, seeing the fear reflected there. Yet, Frank would not kill him or torment him. No, at this point, it was Frank's pleasure to continue to lecture him.



“Look, see? Just behind where your wings will form. The nubs of what will soon be your ‘balancers’. Most insects have two sets of wings, but not *Diptera*. It's what your family is named after, having only two wings. Here they are, forming now. You'll be able to fly like a helicopter, using the entirety of the air as your medium in a way that no other species are able to. Too bad you'll only live for a few more days to enjoy it, assuming you don't get eaten first!

Darrel tried to speak, but only a droning buzz came out of his lips before the rest of them were hardened into insect-like mouthparts. His pedipalps moved in obvious frustration as his labellum continued to stretch, hairs growing along his former tongue-turned-proboscis.

“Now, as you probably know- or maybe not, I shouldn't assume-is that flies use that labellum and proboscis to spit up digestive enzymes over their food and then suck up the material as nutrients. Flies are wonderful decomposers in nature. They eat anything rotting, garbage, detritus, and even feces. Won't that be fun to sample something so toxic to humans as your primary source of nutrition?”

“If you're especially lucky, you'll find a mate and experience all the new facets of your life! I would be jealous if only to gain that first-hand knowledge to further debase my victims! But, alas, I will never know the humiliation that you're to suffer. My imagination is all I have to go on. But, I'll take it!” Said Frank, enthusiastically. He really reveled in the control that he gained over his subjects-turned bugs. It brought him such joy!

Hearing the words with still functional ears, Darrel felt that he truly wanted to vomit. The notion that he was to be a fly, a fucking *fly* of all things was enough for him to wish to beg for death. But he was helpless to the whims of whatever chemical that he was affected with, forced to shrink and crack and break apart as only the chitinous exoskeleton kept the bag of goo that made up his insides from falling out and killing him. Darrel was convinced that being shot was a better way to go than to live even a few days as a fly!

The pressure from his sides was getting more intense at this point, as with a *pop*, a pair of alien limbs burst out with a rush of fluid and goo. Unlike his former human limbs, these had the nightmarish visage of being fully formed insectoid legs, looking like bugs themselves as they crawled out of his sides. The tips of the claw-like protrusions seemed to ooze some kind of fluid, different from the goo-like byproduct of the changes. Darrel hardly had the cognizance to realize it, but those made up the ability, along with van der Waals forces, that would allow him to cling to vertical surfaces.

By now, the indents on his back had burst open with the wet appendages that Darrel assumed would be his wings. Though they were covered with fluid and clearly unusable, they seemed to unfurl of their own accord, vibrating at impossible speeds to try and rid themselves of

the liquid that was holding him down. The more that Darrel shrank, the larger the fluid molecules were in relation to the wings and the easier they simply rolled off his form.

At this juncture, the only thing to remain of his human form was his head, looking comically out of place on what was a totally insectoid body. His mouth was gone, and Darrel had no way to speak any longer. He found himself wishing that he had used his last words on something else, something more profound. He had been a gang leader, on the way up to making real money in the meth business and expanding his territory. Yet, now, he would be nothing more than a bug, living for only a few more days at most, in fear of literally being squished or eaten.

The final insult started to play over his facial features as his entire head expanded relative to his body. The bones, muscles, and even his brain matter were all starting to dissolve, leaking that same disgusting goop that left his body coated in its drying remains. Though his skin could not detect it in the traditional sense, Darrel was still aware that the goo clung annoyingly to his skin, irritating the hundreds of hairs that covered his body. It was like one more added insult with everything else that he had suffered.

By now, chitinous skin had covered his head, and his waving antennae had extended to their likely conclusions. Much of his skin erupted forth with the same hairs that waved this way and that in the increasing air currents caused by his diminished stature. His nose had flattened into his face, not needed for his new anatomy. Only his eyes remained, but that was soon to change with the space being laid out for their final dimensions.

It began as splitting in his vision that Frank thought he could chalk up to his eyes blurring. Soon, that blurred vision started to clear, though it seemed his eyes were split in half. The division quickly worsened, making it so his lenses were slightly tinted away from each other, each split making more and more mirrors. Yet, Frank saw what soon became a wall of lenses, all pointed in slightly different directions. It was not enough for him to simply be aware of the differences in direction, even as his eyes grew bulbous and swelled to the remaining sides of his face. It was as though a dial was shifted, their range of color and tint so far removed from their human equivalents that Darrel could hardly see!

The changes seemed to be over as the fly's body excreted the last of its goo and Darrel felt his body fly of its own accord. Somehow, be it curse or intent, Darrel's consciousness was still present in the fly, though his body seemed not to move at his prompting. He wasn't sure if he simply lacked the knowledge or if the simpler fly brain was more dominant. But he was essentially along for the ride as his fly body moved of its own volition, taking off in a way that would have made the human him vomit if he were able.

Satisfied that his new fly was fully formed, Frank turned back to the thug named Jay, who was currently in the midst of shrinking, his own body oozing that translucent goo. His shirt was being held up by the arms that were poking up around his thinning midsection. His face was starting to poke out, tongue being forced into a proboscis. It was more pointed, less complex than Darrel's had been. It was clear the insect that Jay was to become, even though the mouthparts were rarely seen by most people this up close.

“Well, look at that! Another annoying buzz to add to the cacophony. Not that you'll be able to hear it without ears!” Frank commented as he noted Jay's ears dissolving into the rounding skin of his head. His hair, too, had fallen out, leaving his head bald and space for the feathery antennae to poke up from the browning chitin.

Jay tried once more in vain to cry out. “ZZZZZPP ZZZZZHHHZZZZZZZZ!” He attempted, but his mouth no longer worked, and the sounds were coming as much from the wings on his back vibrating as the frozen mouth of the former human.

“You can't talk like that! But you will still be heard, though you won't have much to say other than to let others know you're coming to suck some blood! That pointed proboscis is prime for it, should you live long enough without being swatted! Better hope you feed on an animal and not from something with big hands!” Though, at this point, Frank knew he was talking to himself. There was no way the swaying antennae could detect much more from the vibrations they were receiving.

By now, Jay's shirt had fallen off, exposing segmenting skin that was soon covered with hard brown chitin. Hundreds of hairs had erupted from the skin, spread over a relatively expanding back. It looked like his shoulders had hunched, though the bones were likely gone at this point. It forced the still human arm to bend in a way that made it almost look like he was praying. One hand was still human; the other one had been fully transitioned into what seemed to be a perfect facsimile of a mosquito's limb.

The other arm was soon to follow as one finger snapped and stretched while the other ones dissolved into the hardened skin. The former partitions were to make up the basis of his insectoid digits, tarsal joints repurposed into the forelegs of the bug he would soon be. His limbs were stretching impossibly in comparison to his thinning body, making him look sickly and gaunt until the bones inside melted into nothing.

Soon, the former human's torso was fully reformed, thin neck and truck separating him from the rest of his body. It was his ass that was next to alter, pressing outward from the spine even as the rest of his bone structure was fully removed. It extended segment by segment, twin

cercus crowing the back where once his sex sat. There were seven segments in all as his abdomen stretched the length of his torso and beyond.

The space between his new limbs and former legs diminished as they were forced to rotate forward, his feet and toes getting intensely long in comparison to his shrinking form. Only the middle toes were left, fuzzy hairs sprouting where once were toes and joints. They were massively long, though weakened, and forced him to fall forward, his lighter weight holding him into the goo.

Soon, however, the buzzing of his wings allowed him to hover awkwardly in the air, the developed halteres making his back and forth motions more stable. But, his ability to fly and hover was vastly diminished as the rest of the goo fell off him to the ground. His shrinking body stayed there, easy to swat should Frank be inclined to. But, such a fate was too good for him, Frank wanting him to experience insect life as a final punishment.

“I know you can’t hear me, but for the other two, your body is too fat to fly like your *Diptera* brethren. All you get to do is fly awkwardly, your body designed to hunt blood from living organisms. A true blight on the animal kingdom, though your gang likely was as well, so it's a fitting form!”

By now, all Jay could determine was the vibrations that indicated that Frank might be talking, though he could not be certain. He was only a few inches tall now and was getting smaller the more than the changes raced on. He could not hear, only detect vibrations and hormones in the air that made little sense of his human sensibilities. His antenna seemed to wave this way and that, though his senses were only honed for something Jay could only understand when his stint as a mosquito really came to light. He wanted *blood*.

Only his eyes remained unchanged, enough human skin left on his head to denote their eventual size. But it was soon to change as the eyes widened impossibly, though he still retained enough sight to see his entire body behind him, knowing the mosquito body was now his for likely the rest of his life. His fading mind was thankful that his eyesight was altering into something that his human brain could not comprehend, not able to distinguish the world around him and allowing him to forget that he was a bug and live in blissful ignorance.

That victim down, Frank turned to the man called Khalil, the one that had first held the gun on him. He was longer, much thinner as he wriggled his way out of his clothes. His body was stretching even as it shrank, getting longer and thinner with a darker brown shade than his own skin was. The patterns rippling under the flesh soon erased his tattoos, his identity, and eventually, his humanity.

Partitions in his body started to form from just under his neck, even all the way down to his ass. They were evenly spaced, several dozen in total as the skin turned brown and hardened into chitin. The skin firmed and dried out into the arthropod exoskeleton that would support his boneless body. A series of cracks and snaps seemed to indicate that he was to lose his internal structures, though Khalil was likely largely unaware of the alterations he could not see.

Yet, the horror of the change was likely to get much worse for the soon-to-be-former man. His belly, though oozing translucent goo, could still be seen losing its definitions, its hair, and the presence of bones, muscles, and organs against the skin. In its place was a lighter shade of almost whitish skin, not as hard as the armor-like exoskeleton that made up his back. But worse was the indents that seemed to be forming between the partitions of each segment. They were soon to erupt into tiny points, poking out like blades of grass from the ground, waving as soon as they developed the articulating joints to do so.

Khalil screamed at that, reaching down and trying to play his own hand over the growths. They were all extending in unison, making him panic at their presence. He ran his hands over the protrusions, feeling them twitch at his touch. By the expression on his face, it seemed that he was absolutely disgusted by the wriggling things that seemed to move in tandem, yet far out of his control. They were pointed at the end, little spears with far too many joints that made him ill to think about.

It was at that point that Frank moved over, grinning down at his victim as Khalil looked up at him with his still human head. “Well, looks like you’re coming along nicely! I bet you’ll want to know that you’ll be spending the rest of your life as a centipede. But did you know you’ll only have about twenty or so pairs of legs! Maybe if you wanted a hundred, you should have gone for the millipede formula! But, that’s neither here nor there, and you’ll be a member of the *Chilopoda* family soon enough!”

Khalil went to open his lips to speak but then started coughing uncontrollably, pairs of what Frank knew to be mandibles forming from the insides of his former tongue and clicking together. The inhuman scream that resulted from their development soon cut off abruptly as the skin around his chin started to bubble up and poke outward, matching on either side. A second set of growths was much thinner, sitting in the center between one that was far thicker than either of the growths thus far. The thickest growths erupted out with a hardened claw, so massive that Khalil could click them together if he tried.

“Oh, look! You’re developing your side claws! They are filled with the poison that you’ll be using to hunt your prey from now on. I’ll be live feeding you, so you’ll have plenty of time to practice using them!”

Khalil could say nothing as his thinning neck forced his bones to crack and break apart, forcing his head forward. The angle at which his flattened face forced his eyes prevented him from seeing the newly-formed combined mouthparts. It was a small reprieve until the growing appendage pushed past his lower section and started clicking with the veracity of something eager to hunt and kill.

Even though he was relatively small, skin slick with the goo that was dripping out of the spiracles forming to allow him breath when his lungs collapsed, his body was not shrinking as fast as the others that were changing. Frank was quick to comment.

“You’ll become a goliath centipede, by the way! Largest in the world! It’s pretty obvious from your size, even to a layperson, though I have the insight of knowing that was one of the formulas present in my collection!”

The final changes were placed over his body as Khalil wrigged and squirmed, not able to control the myriad of segments that now comprised his body. A pair of antennae burst through his head, waving this way and that, and prompted his mouth to move at the scents of food that they were picking up. An almost identical yet biologically distinct pair of cerci burst from his former backside, making it hard for an observer to tell what end of him was what. Khalil remained painfully aware as his eyes grew dim and expanded on his head, he still maintained better visual acuity than the others, needed for the predator that he had been turned into.

The only one with any remaining humanity was Tony, even though it wasn’t really much. At this juncture, he, too, had shrunk out of his goo-soaked clothes, wiggling as two new insectoid limbs flailed widely as they became fully formed alongside his human ones. His ass had grossly distended, eliminating any visible trace of his junk as it began forming its own series of pulsating segments. There was little left of the human epidermis, brownish-orange chitin spreading as his skin was converted to an insectoid shell.

Though he was on his back, it was still possible to tell that its hardened surface was cracking in several places, forming sections of armor on their own. Yet, unlike his other insect brethren, he was not to form wings from the carapace, only a hard-shelled covering that could provide a modest amount of protection from predation.

A series of sharp cracks radiated through the former man’s truck as his legs were forced into a new configuration, literally breaking apart the bone to be positioned within new indentation sockets. But, there was no pain as the former structures were excreted out of his skin and gelatinous ooze continued to puddle around him, making it almost impossible to move.

Though his legs still looked human, that was soon to change as their shrinking contours developed edges down the sides, though Tony had no idea of their purpose. By now, all the hair of his white skin had fallen out, leaving nothing but the pencil-thin structures of former legs. Toes merged together to form a single mass that split into two and formed firm claws.

By the time that Frank got to him, only his head and arms remained human, though he was still half his former size and still shrinking. Tony looked up in anger, not really able to yell with his vocal cords absent. Still, a strange, hissing-like noise was coming from holes that had formed on his back, where his former ass once was. The angrier Tony became, the more annoying the sound was, though he could do little to control it in his current state.

“You hear that hissing! That’s where your species gets its name from! You’re a Madagascar hissing cockroach now, or will be soon! There isn’t much left to change for you, other than to shrink and expel the rest of your internal organs. You sure are messy in your final human moments, but that’s only fitting, I think!”

“I bet you didn’t know this, but your hissing noise is pretty unique, even among cockroach species. You’ll be using it to find mates in the colony that you’ll soon be part of! Hissing cockroaches make great pets, and I often turn my victims into them to add to the colony. You have a few years of life ahead of you as one of my pets!”

Tony freaked out at that, not wanting to live the rest of his much shorter life as a bug in a pen with other former humans. He raised his hands as though in a motion to choke the man, though his arms were far too small for that. They soon lost their ability for even that when fingers stiffened and joints cracked into place, weakening any power they might have once had as all the muscles were excreted into goo.

Only his face remained human, but that was soon to change. It started with the formation of antennae under each eye, their presence making Tony once more wish to scream. However, even if he possessed the vocal cords for it, the reformation of his tongue into a labrum as two sets of maxillary pedipalps burrowed their way through still human skin prevented that. All that was left was his eyes as they expanded on the side of his head, able to see his transformed body for one brief moment of horror before the images shattered into thousands of screens that were tinted towards a spectrum that the remnants of Tony’s mind could scarcely comprehend.

Soon, nothing remained of the former human other than a wriggling cockroach that struggled to right itself. Though still on his back, Tony did manage to use the goo to his advantage, clinging to the slides of it and flipping himself over before looking around with his antenna for a place to scurry away from the hell that the lab man promised him.

“Look what a mess you've left behind,” remarked Frank dispraisingly at the sight of the biological goo waste all over the place. He much preferred to conduct his experiments in his lab, where a drain could be used to siphon off the excess material for proper disposal. He would have to work quickly, thankful he had an agent in his van that could be used to break down the goo into simpler compounds that could be cleaned up.

But first, he had other, more urgent matters to attend to. The goliath centipede seemed to have some trouble wiggling its legs as his changes came to a conclusion. It afforded Frank the perfect opportunity to grab one of his specimen containment jars and capture it, allowing it to tap pointlessly against the glass. The cockroach was rather more troublesome, having mastered his movement and proving rather evasive. But, Frank was resourceful and able to capture the errant insect with only a modicum of effort.

As Frank went inside to prepare to clean up the biological waste left behind from the changes, an intense buzzing hit his ears, followed by the tickling sensation of something landing on his neck. Frank reached up to swat at the irritation reflexively, hitting his target and squashing it against his neck. Pulling his hand away, Frank looked down to see the remnants of a mosquito that he had killed devoid of any blood from having not fed. Whether it was the former gang member, he would never know. His formulas often changed the genders of his victims, and it was only the female mosquitoes that fed on blood. There was no way to tell which of the two chemicals infected the poor man. Oh, well.

With a smirk, Frank collected some of the leftover material from the group, before being as fastidious about cleaning up the rest with what he carried in his truck as possible. Cleanliness was paramount to his operations, after all. Not that he could be caught and fined for the use of chemicals that no other human on the planet could possibly understand. Still, he hated to leave his mess around. Besides, it seemed as though he had more than enough time if the calm demeanor of the gang members had been any indication.

Supplies put away, and his two newest captures secured in the van, Frank smiled to himself once more, thinking of all the applications of his gas compound now that he realized the benefits of such reactively. Perhaps they could be combined into a weapon, something like a smoke bomb he could throw? The possibilities were endless.

Then there were the two newest subjects that he had in his possession. The centipede was a rare thing, the cockroach less so but still valuable. They would live long enough to make excellent subjects for behavioral and intelligence tests. And there were surely enough human vermin out there to transform and test his theories!



Not so for the former gang leader Darrel. Naturally, he didn't care about Frank's words anymore. Partly it was because of his poppy seed-sized brain and partly because he was now driven by his new strange urges which he could not resist. With the help of his hairy antennas, which contained olfactory sensory nerve cells, he sensed something very tempting and very tasty to his new senses.

Without hesitation, Darrel flew in the direction of the tempting smells. A block away he found their source, a big pile of fresh dog poop lying on the curb. After some circling, he landed on its wet surface and began tasting it with the help of taste buds on his lower feet. Next, he began to feast on it by using his new hairy, fleshy, sponge-like mouthpart. Excreting his digestive enzymes, he had only to wait a moment before their work was done so that he could suck up the tasty juices left behind. Darrel would have screamed his disgust if he could have. But, with his current state, he was only forced to eat like the fly he had become, likely for the rest of his very short life.