

(**Warning:** This story contains female muscle, male muscle growth, and graphic sexual content)

Kyle never had a good time in the gym, granted Kyle seldom had any good time in the Horde, but the gym was a particularly painful time for him. Both physically and mentally. If it wasn't the workout making his string limbs ache, it was the crushing weight of failure that came with the inability to lift the crushing weight of the bars.

Wearing a red and white t-shirt, a pair of loose shorts, and sneakers, Kyle lay on the bench, his arms shaking as he struggled to push the rattling bar up. Pitiful sounds of strain came from his mouth as his clothing was drenched in sweat already. Try as he might he felt this undaunting task was impossible. He was lifting the smallest set of plates and barely got to the second rep...

He wanted to give up, but Kyle knew if he did then the bar would crush his throat. The only assurance he had of coming out of this unharmed was Lonnie looming over him. Looking at him with a stern look and... 'encouraging' him in her own way.

"This is the easiest thing in the world! You think you can be a soldier of the Horde if you don't shape up?!" She barked, making the muscles in her neck twitch.

Well, it would be the easiest thing in the world for someone like *her*. Lonnie's muscles were quite defined and very prominent. Her 17-inch biceps never failed to make him feel inadequate, as did the rest of her honestly. Wearing a red and white tank top and *very* tight shorts, her ripped body was on full display. The six blocks of cut abdominal muscle clenched and unclenched with each breath, the droplets of sweat ran over the treacherous landscape made up of sinewy bumps, pooling in the deepest striations before flooding over and continuing their trek. Her legs were *almost* as thick as his torso. Pretty much the entirety of her body towered over him, as her height had drastically increased to the point she was now a head taller than him.

Lonnie looked like a top-tier soldier who kept herself in shape 24/7, and while she did, her current physique wasn't the result of a rigorous training regime, but the Horde's newest (and very successful) soldier enhancement program.

Hordak looked to the most promising candidates who fit the criteria for a genetically altered cocktail of drugs loaded to the brim with mutagens. The serum was designed to strengthen muscle fiber and bone density, resulting in a drastic increase in mass for both. Which in turn led to soldiers with superior physical abilities.

Lonnie had proven herself worthy of the serum, and she *basked* in the power it gave her day and night. It was... difficult sometimes, to see her friend so large and powerful. Lonnie had always been rather self-assured, but now it felt like a wedge had been driven between them. Making their relationship more complicated as she now expected him to 'catch up'.

She didn't want to babysit him on missions, nor did Kyle want to be a burden... but it's not like he could actually be of any use no matter how much he trained. He was still little weak Kyle...

When it became clear the weights weren't going to move anymore, Lonnie just sighed and easily placed the bar on the rack, much to his relief as Kyle let his arms fall to the sides, panting. "One day, I'll get you to at least finish three sets"

He didn't know if she honestly believed in him, or if it was a self-appointed goal of hers.

Kyle liked to think it was his friend believing in him. But such thoughts were always brushed aside.

"Please, that little twerp is never going to shape up~"

A particularly smug and malicious voice echoed in the nearly empty gym.

Kyle forced himself to sit up so he could look at the newcomer. Catra was grinning at him in that cruel arrogant way of hers. She wore a similar workout outfit to Lonnie's, only hers was orange and black, and like always Catra forsook the need for shoes. It also bore mentioning that Catra possessed a body *just* as muscular and toned as Lonnie. Naturally, Catra had been the first to be enhanced. Even the thin sheet of fur around her body could not hide the lines of definition adorning her powerful limbs, giving her a more... tantalizing look.

Kyle gulped, fighting down a certain natural 'reaction' that often developed when surrounded by such strong, beautiful, *muscular* women. They were very attractive, personality notwithstanding, he couldn't help himself.

As Catra walked up to them, he noticed a small metallic container in her hand.

Lonnie just glared at her, thrusting her chest out while crossing her arms under her generous bust. "What do you want, Catra?"

"The gym's public, isn't it?" The cat woman droned. Be that as it may, Kyle noticed it was only the *three* of them present. The few people present must have left when he and Lonnie arrived. He was surprised, the enhanced soldiers had a... 'reputation'. "I see you're wasting your time again, trying to get the welp to be useful"

"What I do with my time is none of your business," Lonnie growled in defiance. "Now, *what do you want?*" She repeated her question with a bite in her voice. The two *never* liked each other, to say the least.

"Read your mission reports. Outstanding performance as always," Catra looked like a part of her died by saying that. "The same can't be same about pipsqueak here"

Kyle winced under her glare.

"Which is why I don't want to be bothered by poor performance reports from your squad any longer. That is, I'm going to make sure your only liability starts pulling his weight" She held up the container and opened it up. "So you stop making my job harder than it needs to be"

Kyle and Lonnie peered inside, and both their jaws dropped.

There were two serum vials inside.

"You..." He stammered. "You want to enhance me?" Never in a hundred years did he think that'd be possible. He was a *poor* rank-and-file soldier, he figured it'd be a matter of time before someone put him in waste management or something.

"I'm not doing you any favors" She took out one of the vials. Kyle noticed how its own case had an injector at the end there. "This is because I'm tired of seeing your sorry name in my reports, time for you to actually be of use to the Horde"

Without warning, before Lonnie could even voice her thoughts about the whole thing, Catra jabbed the vial in his neck.

Kyle's pupils shrunk as a rush of *burning* liquid spread through his neck to the rest of his body. Veins bulged over the area where Catra had injected the serum, the sounds of wet leather

stretching seemed to come from his own *flesh* as the fibers were subjected to a harrowing mutation.

Cords of strained muscle solidified under his skin. Trembling palpitating groups of flesh expanded in size at an astonishing rate. Kyle felt an incredible wave of energy wash over his very being, like a constant electric shock coursing through the tissues of his body, filling him to the brim with *power*.

The muscles expanded audibly, Kyle grunted and groaned under the intense sensations of his body breaking apart and rebuilding itself stronger than ever. Bones cracked and lengthened, accompanying the swelling of his muscle mass. His expanding torso made the shirt tighten around him to the point it looked snug, sleeves filled up until they rivaled the girls', biceps formed into steely balls as his forearms widened in circumference.

His feet felt cramped and uncomfortable under the tightening material of his socks and sneakers, calves expanded out like inverted hearts as his thighs widened to the point the cuffs of his pants threatened to rip.

Kyle clenched his jaw tightly, groaning desperately as he rode out this wave of pleasure and pain mixed into one. His pectorals thickened noticeably, pushing out against the tight web fabric, three rows of perfectly shaped abdominal muscles were clearly visible under the damp shirt, flexing as his body clenched in its entirety, striating the muscles into a powerful flex that made them jump to the point it looked like his skin was barely wrapping around them.

Then it was over, and Kyle felt he could breathe again. He let out explosive pants as the sensation in his muscles slowly dimmed, yet the energy remained. He looked down at himself, marveling at the sight of his prodigious physique. He looked outstanding, like an elite soldier of the Horde.

He felt... alive.

Kyle laughed, he laughed loudly and with joy as he jumped to his feet, flexing his arms proudly and enjoying the rippling bulges that formed as a result. "I feel... I feel..." He grinned, slowly bringing his arms back into a powerful most muscular, enjoying the sounds of a few threads snapping. "Strong!"

While Lonnie merely stared impressed at her old friend's physique, Catra just kept that smug grin of hers. "Well, maybe you'll be of some use now. But those aren't just vanity muscles, you gotta *use* them"

"Hell yeah, I will!" It surprised Kyle a little he spoke like that, with such exuberance in his voice. And while it only weirded out the other two a little bit, to see the soft-spoken and timid young man shout out loud with such candor, it was understandable. The rush post-serum was... *intense*, to say the least.

Kyle wasted no time in grabbing more weights, stopping only for a moment to wonder at the back how he was *lifting* them with so little effort, and grinned in excitement as he placed them on the ends of the bar. With four on each side, the bar had gained enough weight to crush the old Kyle.

But that Kyle was gone, he thought with relief. A new stronger and more useful Kyle was born today.

He lay down on the bench. Whereas he once looked at the bar with trepidation and fear, he now stared at it eagerly, *wanting* to feel its weight against the strength of his muscles.

The bar lifted from the rack, rattling the weights and falling over his chest... and Kyle lifted it up.

It went down again, yet Kyle raised it again.

Over and over.

Without stopping, without slowing down, without feeling his arms would snap.

Kyle grinned in a fit of euphoria. He was doing it, he was actually *doing it!* He was crushing the bar that had previously dominated him with only a *tenth* of the weight!

Kyle felt *powerful*.

As the blonde stud lost himself in the workout, the two ripped young women merely watched on. Catra did not miss the look of bafflement and... *interest* Lonnie was giving her friend.

“Well hopefully he won’t be so useless now,” The cat woman grinned, eyes twinkling with amusement. “He’s not *too* bad looking now either~” She purred, with the intent to get a reaction out of her ‘rival’.

It worked, as Lonnie instantly snarled at her, “Always talking like you’re in heat”

“You’re the one looking at him like he’s a fine piece of beef,” Catra chuckled, “Then again,” She slowly raised her arm, flexing it to present the rear muscles to the braided young woman. “You get like that for anyone”

“*What,*” She hissed dangerously.

“My mistake, *anyone bigger than you~*”

A vein threatened to explode on Lonnie’s forehead. “Bigger? I’ll show you bigger...!” She growled like a raging beast, and flexed both her arms, displaying their rippling muscularity and throbbing veins.

Catra smirked at the challenge, casually tossing the container with the last serum dose as she struck pose after pose in Lonnie’s direction, the two competing to see who possessed the superior body.

The container rolled until it was next to Kyle... who stopped his lifting to look at it.

The serum sat there, so temptingly close. He wondered what it’d happen if someone were to take a second dose. Someone... like him.

He pictured himself even *bigger*, far more powerful, glorious. The biggest soldier in the Horde, the strongest and most accomplished one in their history. Someone who could turn the tide of war.

Kyle the wimp was a memory now, but if he truly wanted to stamp it out, to destroy him entirely... he could take it, he could ascend *even* beyond that shadow of his former self far more than he already had.

Become someone new, someone who would never be afraid or timid anymore.

He looked at Catra and Lonnie flexing off. Their bodies were works of art, so beautiful and *titillating*. He spent many a long shower fantasizing about them...

He imagined himself bigger than either, with a body that'd be as irresistible to them as they were to him.

Kyle put the bar on its rack and got up from the bench... picking up the vial.

It was at that moment the two women realized what was about to unfold, freezing mid-flex and stopping what would soon have evolved into a brawl. Their gazes locked onto Kyle who held the vial so reverently in his grasp, confusion soon gave way to shock. And anger in Catra's case, her fur stood on end with her mounting irritation. "Hey put that down right now!" The fury in her voice masked the smallest hints of worry and *fear* she was truly feeling. "Did you hear me?! You better not be planning-!"

Kyle, undeterred by her warnings, jabbed the vial into his neck. Almost at the same place where he was injected before.

Catra's eyes widened, Lonnie's jaw dropped.

The vial fell from Kyle's hand, bouncing off the floor.

The young man's face was frozen into a muted shocked expression. The hand that was left in the air grasping nothing began trembling, and soon the rest of his body shared in those tremors.

His muscles were *palpitating*, veins throbbed as his heart pumped blood with great impetus. It was like a drum was buried in his chest, making his thorax thrust in and out, deep breaths escaped from his throat as Kyle felt *something* build up inside him.

Oh *gods*, had this been a mistake? Had he just done something really, really stupid?

It was like that previous rush of energy he had originally felt but taken to the nth degree. Like a massive explosion raging inside him, unleashing violent swaths of heat and powerful arcs of

electricity overcharging every single cell in his body, empowering his already enhanced fibers even more.

This feeling, this... *intoxicating* vigor that spread through his body, pumping from his drumming heart, made Kyle feel *gooodood*.

Kyle's fists clenched, and his muscles *exploded*.

His back broadened until it was a mountain range, sinewy striations dotting its landscape to the brim. Muscles striated and competed against each other for space, even with the tremendous expansion. His shirt split down the middle with a loud snap, unveiling their sweaty glory.

His feet burst out of his shoes easily, tearing the socks to tatters. Calves widened massively past the width of his shins, while his thighs gorged themselves in the densest of muscles, ripping the shorts from side to side, hiking its remnants until they looked like a ragged bikini bottom, holding out for dear life as a bulge came alive in his crotch.

"F-Fuck...!" Kyle grunted. His muscles hurt as much as they tingled with pleasure, this wonderous new sensation with no name was flooring him.

An additional row of abdominals popped out in his midsection, making eight cobblestones of hardened muscle with deep lines separating each other. Dozens of obliques came into existence, highlighted by his skintight shirt which was already starting to lose its battle against the onslaught of muscles.

His biceps *swelled* to the size of cannonballs, enormous spheres of surreal size with the most amazing definition, his deltoids ripped the sleeves apart, making way with the bulges striated into pumpkin-like ridges. Forearms spawned dozens of lines of definition, creating a canvas of muscle groups while veins surged almost as large as a grown man's fingers.

And his chest, gods, he felt his heart was going to explode. His pectorals blossomed into pure granite, impossible hard muscles that put him into a superhuman category. They were so thick they actually stood out a few inches, with a deep ravine carving the way in between them. His shirt exploded into confetti as he lifted his arms, thrusting his chest out and *roaring* with a voice far too deep to be his.

Gods, what a feeling! He felt powerful! He'd seen footage of Adora lifting and throwing tanks, and right now, he felt he could mimic that feat! They just needed to point him at her!

The fact he was thinking about fighting Adora was a clear indicator that his timid and weak nature had been destroyed, *crushed* under the heavy weight of his mighty muscles.

Kyle stood there, panting, holding out his post before looking at his arms, stunned by their sheer *girth*. Then he looked down, and he was barely able to see past his pectorals, but what he did see brought a smile to his face. Enormous legs as thick as tree trunks, the last rows of shredded abs and a *deeply* carved v-line... and a bulge in trunks, and he was only semi-hard.

"Fuck..." He grunted, the smile on his lips became savage. "Fuck *yeeeeeeah!*" He growled with an astoundingly guttural voice, bringing his arms down in a mighty most muscular and making his entire upper body flex and pump deliciously.

He looked down at Lonnie and Catra. Yes, *literally* looked down. As he now towered over them by over a head. Even with their finely cut muscles and strong limbs, they looked positively *puny* next to him and his godly physique. He was as wide as the two standing shoulder to shoulder, his legs were thicker than their *torsos*.

And he loved it. After a lifetime of being someone's stepping stone, Kyle at long last felt *superior*.

They looked at him with such *awe* in their eyes. Lonnie was clearly floored by how much bigger Kyle had become, and Catra... Kyle relished how intimidated the usually arrogant catgirl looked.

"Hey, Catra~" Kyle grinned at her, stepping closer to highlight the vast difference between them. "What's wrong?" He leaned to the side, stretching his arm so his unflexed bicep would stand right in front of her face. "Cat got your tongue~?"

And he flexed. The bicep morphed into a small moon that eclipsed Catra's face, hiding it from view.

"Oh my gods..." The Horde's second in command muttered in disbelief, blown away by the sheer size of the muscle in front of her.

“Not to being the weaker one huh?” Kyle grinned, his confidence blooming leaps and bounds. In the past, he would *never* be speaking to Catra that way. “Bet you want muscles like these~” He shifted his fist back and forth, making the bicep ripple as the peak split.

Catra gulped, overcome by new sensations that were completely foreign to her.

“I think you owe me an apology from before,” Kyle said. “How about a little kiss~?”

Catra would have punched him for saying that. She would have made him regret ever insinuating such a thing. Just beat him until his face was swollen and purple... Or she *should* have. But right now she was frozen, stunned by the sheer enormous physique that dwarfed hers.

Was she afraid? No, no it couldn't be. She was *Catra*. She shouldn't be feeling this way. Fear was weaklings.

Their size shouldn't matter, Kyle's muscles *couldn't* possibly intimidate her!

But... they were *enormous*. Her arms were easily as big as her head, and those legs were *magnificently* wide. Such that they could crush a steel beam between them. And that torso, so thick and *meaty*, Catra could just picture herself curling up over it for the best nap of all-.

Fuck. Why was she thinking that?! There... There was a smell coming from Kyle, it was- shit it was driving her insane! It made her knees wobbly and her crotch feel uncomfortably warm.

She had to resist, she couldn't give in to his ridiculous demands. She had to... She had to...

Before she knew it, Catra's hands were grasping the great mound of flesh. Cupping and squeezing without making a dent over the steely muscle. Marveling at the sinewy cords that popped up from under the skin. It felt... It all felt *glorious*. It was a work of art, a tactile pleasure she hadn't experienced before, even when admiring her own muscles.

Catra's chest rose and fell with rapid breaths, her lips trembled... and she lunged at the bicep, smushing her soft lips over its hard surface. First as a fierce kiss, then another, and another, and soon she was rolling her tongue over the small mountain.

Kyle grinned, enjoying the sensations of Catra's sandpaper tongue over his muscles. To see the strong and proud Catra mewling as she worshipped his muscles was a pleasure like no other. He guided her to his chest, flexing the granite-like flesh and rippling the sinewy slabs of meat for her, which only served to excite her all the more. She licked and kissed his pectorals with fervor, running the tip of her tongue over the divide between them, while her hands never ceased exploring his immense torso.

Fuck, he was getting hard. The bulge on his trunks slowly became a tent. His mind swirled at the possibilities of what to do next.

His smile widened when he looked at Lonnie, staring at him bug-eyed. She yelped when a large arm grabbed her waist and pulled her toward him. He grinned at her with a charm he didn't have before, "For always pushing me to be stronger, think you deserve a reward~"

He kissed her fully on the lips. His friend whom he had known since childhood.

And it tasted so sweet~

She let out a shocked sound reverberating into his mouth, which soon morphed into a moan as her eyes rolled back, leaning deeper into the kiss. A trail of saliva connected them as they parted, and Lonnie instantly craved more, diving for his bull-like neck and planting a trail of kisses. She went down his shoulder and to his arm, which she flexed for him. The moan coming from her lips as she savored his bicep was *music* to his ears.

With Lonnie worshipping one side of his body, and Catra attentive to the other, Kyle felt his erection reach its apex. It came unbound, heralded by the sound of tearing clothes as his tight trunks couldn't handle it anymore, tearing to pieces as his erection sprung free.

Kyle looked down with pride at the sight of the pole between his legs, inspiringly thick and long, making his old manhood feel puny by comparison. Oh, he was *throbbing* with built-up, pleasure. This totem required a proper worship as well~

As Catra slowly trailed down to lick his abs, a hand on her shoulder swiftly brought her to her knees. She stared at the firm cock pointing directly at her face and she *gulped*, the musky scent coming from it was making her underwear *drench*.

She looked up at Kyle hesitantly, saw Lonnie desperately take her place over his pectorals for a tongue-bath, and witnessed Kyle's confident grin giving her a simple message; '*You know what to do*'

Slowly, Catra brought up her hands... and grabbed a hold of his thick mast. Back and forth she began pumping. Gods, it felt so heavy and *hard*. She could feel the blood rushing through it in her grip.

Kyle grunted, feeling the pleasure rise as waves of ecstasy washed over his body. This was beyond his wildest fantasies, he had *Catra* serving his dick. It was so good. So good so good so *fucking good*.

He needed more.

"T-Take it!" Kyle growled.

And Catra did, opening her mouth and guiding the shaft inside. Kyle gasped, eyes going wide as the warmth wetness of Catra's mouth enveloped, sheltering his meat. Sucking and bobbing her head back and forth, moaning as she did so.

Lonnie looked down with a half-dazed look and saw Catra blowing Kyle with great delight. This *stud* that her friend had become *owned* her hated rival, and the sight brought her *almost* as much pleasure as it did him.

For that, Lonnie needed no instruction as she knelt next to Catra, and accompanied her in her ministrations, kissing and licking the parts of her shaft that her mouth couldn't envelop.

Kyle was almost drooling with euphoria, slowly *grasping* the situation before him. Two girls... Two girls were sucking his rocks off. Two beautifully ripped strong women whom he had looked at with hidden desire in the past were *blowing him to high heaven*. He, not Kyle the puny ingrate. But *him*, Kyle the god-like built super soldier.

Worshipping his dick, his muscles, his *might*.

The veins on Kyle's neck throbbed as he let out a strangled roar, unleashing the blast of his seed into Catra's mouth.

The cat-woman made out a choked sound of surprise. Yet she swallowed still, fuck it was so hot to see her drink his cum greedily. As she pulled back, drops of white fell over her chest and breasts, and Lonnie all but pushed her away to lick him clean and get a taste...

Kyle felt *supreme*. Like he could do anything and they *love* him for it. His testosterone-filled body made his suck fill quickly, and for his erection to harden once more. Gods, he adored the lust-filled look in their eyes as they watched his mast throb in front of their faces.

"You've seen me naked, my turn now" Kyle growled with mounting arousal. "Take off your clothes..."

And so they did. They stood up and discarded their shorts and sports bras, letting Kyle get a good look at their naked ripped forms. Lean and strong muscles, perfectly coiled and toned in every place. Femininity and muscularity work perfectly in tandem. Their breasts were perky, their nipples painfully hard, and he could almost *smell* the moisture coming from their aroused sexes dripping with arousal.

"Kiss"

It was *glorious*, how the girls who hated each other so much threw themselves at each other arms just because he said so. Their lips clashed with desperation, arms wrapped around each other as they pawed at their muscles, their breasts rubbing and pressing against each other with frenzy.

Kyle growled in pleasure, throbbing at the sight. He grabbed his cock with one hand and pumped, working himself over this magnificent sight. Part of him wanted the two to make each other cum... but he wanted that privilege first.

Lonnie was pretty much pushed away from the passionate make-out session as Kyle stood behind Catra, his impressive frame looming over and contrasting the sheer size difference between the two. Catra shivered as a large hand ran over her leg, grabbing her firm yet soft glute, brushing the fur in a not-unpleasant manner with large fingers.

She gasped, feeling his bulk pressing behind her, the tip of his cock traced over the outline of her entrance. Kyle's hands took a firm hold over her cheeks as she positioned herself to welcome him.

A slow, deep growl rumbled from the depths of Kyle's chest as she slowly penetrated the cat woman. His dick buried itself in the confines of her womanhood as he took her from behind, taking a strong hold of her cheeks and waist, pulling her towards him while simultaneously moving his hips. Finally fulfilling this longtime fantasy of his, Kyle moaned with a deep sound, relishing in the fact that he was *fucking* Catra.

The woman in question moaned, drool dripping from the corners of her mouth as Kyle's python pierced her, rubbing against her walls while these tightened around him. Deliberate and masterful thrusts slammed against her muscular rear, showing far more talent and skill than someone who lacked his experience should have. Kyle was literally rocking her world as his thrusts increased in frequency, the tempo picking up with each thrust. "Ugh you're so fucking tight...!" He grunted, relentlessly moving his hips back and forth.

Catra's strong checks flexed against him, bringing a new surge of pleasure for them both. The blonde Adonis felt the pressure build up in the pit of his stomach once more, traversing down and down threatening to explode. And when it finally did, he threw his head back and let out a fierce groan, shooting his load all inside Catra.

The cat woman moaned loudly, her own orgasm triggering as she deluge of cum rushed inside her. Her eyes rolled back, her body twitched, spasming with unrelenting pleasure as she hit the most powerful orgasm of her life.

Kyle sighed satisfied, and pulled out, Catra collapsed on the floor with a drunken smile, mewling and making other sounds of barely coherent ecstasy.

Lonnie was *drenched*, she felt she was about to cum just by having witnessed that grand finale. Yet she had not relived herself, no, she was going to leave that climax for Kyle. Whose manhood, dripping with a mixture of Catra's essence and his own, stood oh so beckoning and still oh so very hard...