

Becoming human – a true, flesh, blood and bone girl – had always been a secret wish of Penny's. Even though she always had believed that she was real and true despite her dust steel frame and synthetic skin, a small part of her had yearned for more. She had a soul, that was true. But to feel human emotion so powerfully that her very body would respond to it? She'd wanted nothing more.

But it had been an impossible dream. The fact that her father had been able to give her life was incredible enough, but she would forever be a creation; not born, and not truly alive as others were. In essence, she could live forever, so long as her memory bank was saved, and her father could imbue her with another soul.

When the virus rampaged through her mechanical body, corrupting her systems, she had known true fear. It drove her to do things she didn't want to do, and no matter how much she fought against it, her soul could only do so much. It had seemed hopeless, and in her despair, she had *begged* for them to end her. She would rather not exist than harm her friends.

Until she felt the warmth of another soul join with her own.

Even now, nearly a year removed from those awful events, she could still vividly remember the moment she felt Jaune's soul merge with her own. Fortifying her, comforting her, giving her the strength and will to fight back against the corruption. His semblance empowered her, giving her the opportunity to remain herself.

And in doing so, she had briefly felt as he felt. The depth of emotion, the fear in his heart – and the hope. When they joined together, for a brief moment, it felt as if she was him, and he was her.

It bought them the time to find another solution, and when Team RWBY used the Staff of Creation to make her a real girl, a true blue, breathing human – she'd been overwhelmed.

Things that her synthetic body had attempted to emulate could not even come close to the real thing. The beat of her heart. The sensation of hot and cold. The ground against her bare feet. It was a whole new world from that moment on.

She never forgot, though. That brief connection, that moment where Jaune had unintentionally shown her what she had been missing her entire existence. It had been but a taste, and now she had it all.

Penny had never thought about how difficult it would be to adapt, though. After the fighting, after their victory, after staving off destruction, Penny had to deal with the realities of being a living creature. Things that everyone else took for granted, but things she had to learn anew.

Like eating and drinking. Like keeping warm in the harsh cold of Atlas. Like showering and maintaining basic hygiene, and all those other incredibly interesting but embarrassing biological functions. She now had to go to the toilet! Not only that, but once a month, her womb rotted and flesh and blood was evacuated through her crotch! She had a cycle! Periods! And also things like ovulation.

She could get pregnant!

So Penny had to learn from her friends. About tampons and pads, and about feminine maintenance. Pesky hair that grew in spots she never had it before. Under her arms, and between her legs. She learnt about how sensitive her new body was to touch, and the feelings that those things could invoke.

Penny could get horny now!

That was something she was ill equipped to deal with, and even Yang had been reluctant to explain the finer points of arousal.

Penny understood it on an intellectual level. She'd learnt all about it. The same with tampons and pads and general grooming, but it was different to experience it and *do it*.

But as the months passed by, she got the hang of living as a human being. In some ways, she was inferior to how she was before. She now experienced fatigue, for one. Staying up all night was not quite so simple as it once was, and her body required rest. Sleeping was enjoyable. More so than the standby mode she used to enter during maintenance. Eating was awesome, and something she considered a superior addition. Food had so many different flavors! It was endless!

Her sense of smell... the world was so full of different scents.

This is what she'd been missing all this time.

Atlas was in a better spot now. Salem's attack had failed, and the Queen of the Grimm was pushed back. Cinder Fall was dead, and now the Fall Maiden's powers belonged to them. Ruby was the current Fall Maiden, while Penny held the Winter Maiden's mantle. Though they had been victorious, Atlas and Mantle had suffered.

It was a long rebuild. Lost homes and businesses. Schools and hospitals. The wall that protected Mantle from attack had to be rebuilt, and was still under construction. The defences of Atlas had been severely damaged, and were undergoing extensive upgrades and repairs.

They still had a long way to go.

For Penny, things had never been better – and yet she was undergoing a crisis of her own.

Jaune Arc.

Their brief merger had awoken something inside her, and now with a flesh and blood body, it had manifested in something else. A yearning of a different sort, a feeling of great attraction that made interacting with him difficult. Just the sight of him made her new heart flutter, her cheeks burn, and her insides coil and throb in the dead of night when her mind lingered on the way his lean muscles looked as he worked out, or the way his golden hair sometimes looked after he ran a hand through it, or his deep blue eyes, endless depths as they gazed at her...

She was falling apart and she didn't know what to do about it!

Penny desired Jaune Arc. As a human woman desires a human man. To mate. To breed. Her biological functions were screaming at her to complete her duty and ensure the spreading of her genes into the next generation.

She just wasn't ready for that, though!

She'd only been a human for a year! But her body was that of a healthy, fertile nineteen year old.

What to do?

She'd taken to avoiding him, but she hated it. Jaune didn't deserve to be avoided, and she didn't *want* to avoid him. She liked him. She liked Jaune a lot! He was funny and cool, he made her laugh and she wanted to spend as much time with him as she could! He was a good friend. The best of friends.

She just didn't know how to deal with how these emotions affected her body.

It got so bad that it started to impact her work.

"Penny," Winter sighed, tapping her foot against the floor. At the sound of her name, Penny snapped to attention.

"Yes, Specialist Schnee?"

"Please repeat what I just said."

Before, when she was still made of steel and wire, that would have been a simple task. Penny could think about a hundred different things at once and not lose focus. And even if she somehow did, her built in microphone would have recorded everything for her to access.

She no longer had a built in microphone.

"You were speaking about the Grimm migration to the north," she said promptly, confidently.

By the expression on Winter's face, she'd gotten it completely wrong.

"What I was detailing were the specifics of the upcoming increase in patrols around Mantle as we approach the completion of the repairs to the wall," Winter deadpanned. "I was asking for your input on team assignment and routes," she then softened. "Penny, what is the matter?"

Winter was one of her best friends. If she could tell anyone, it was her.

"I find myself in a serious dilemma," she admitted, hands folding together on the desk in front of her. "And I do not know how to proceed."

Winter joined her, sitting at the desk next to her. They were alone in the briefing room. If they hadn't been, she wouldn't have dared voice anything at all. Embarrassment was new to her, as well. She didn't like that one very much, though the way her skin would prickle and flush was interesting.

"Maybe I can help," Winter said gently, knowing about many of her issues since becoming human. "I know it hasn't been easy for you. I cannot even begin to imagine how difficult things have been. We take our humanity for granted because we've always had it. If we were to lose it... I'm sure many would not be able to cope."

Penny thought carefully about what she was about to say.

"I wish to breed with Jaune Arc."

Winter stared at her without blinking. In fact, Penny thought that maybe she'd even stopped breathing.

"Winter? Are you well?" she leaned closer, and waved a hand in front of her face. "Winter?"

"I'm sorry," she finally answered, voice faint. "I believe I misheard you."

"Oh, I see," Penny smiled in understanding. "Then I shall repeat myself. I wish to breed with Jaune Arc, and I do not know what to do."

Winter blinked, and then closed her eyes slowly, a deep sigh escaping her.

"No, okay – I heard you right the first time," she pinched the bridge of her nose, and her pale cheeks turned pink. "You wish to... *breed* with Jaune Arc?"

"That is correct," Penny nodded, feeling her tummy squirm. "My body yearns to connect with his, so we can spread our genetics. I cannot stop thinking about him, and now I have taken to avoiding him because I am..." she hesitated. "I am scared."

Winter opened her eyes.

"Oh, Penny," she said softly, the pinkness of her cheeks faded. "I see. Yes, I suppose this was bound to happen eventually. You are... biologically in the prime of your life, and these new sensations you are experiencing must be confusing."

"They are. I've spoken with others before, but not about Jaune," Penny fidgeted. "What do I do?"

"That depends," Winter watched her closely. "What is it that you wish for? You say you want to – uh, breed with him – so does that mean you have feelings for Jaune Arc?"

Feelings. By feelings, she meant romantic feelings. What was it that Penny felt? She felt connected to him, and she liked him. He was a friend. Her body wanted to pair with him. But did that mean she liked him in a romantic sense? Or was something else at play?

So she told Winter about the things she felt. How her heart skipped whenever he was around, how she adored the sound of his voice. How she liked to watch him when he wasn't paying attention, and how his muscles made her crotch heat up and begin leaking. They must have talked for about twenty minutes, Penny going into as much detail as she could.

"Penny," Winter said seriously. "I am not an expert by any means, but I think you may be in love."

Love!

She was in love!

She'd never been in love before!

"Have you been in love before, Winter?" Penny asked, curious.

Winter shook her head. "No. I have not. But everything you've described... he makes you feel good, just by being near you. Not just physically, but emotionally. You want to make him happy, because he makes you happy. And you are, of course, physically attracted to him. I cannot see how it could be anything but."

She was in love with Jaune!

But naturally, the question was what did she do with this information?

“You have picked a satisfactory man,” Winter continued, giving her a look of respect. “I had been hoping that he may take an interest in my sister, but he has shown no signs despite her clear infatuation. A pity.”

“So what should I do?” she asked, desperate for answers.

“First of all, you should stop avoiding him. The Penny Polendina I know is not a coward. She is one of the bravest souls I’ve ever met,” Winter smiled, and it made Penny feel warm in the chest. “If you wish for Jaune Arc to reciprocate your feelings, then you must spend time with him. As much time as you can, so he may develop feelings for you in return.”

That sounded simple.

Spend time together.

Doing what?

“Take him on a date,” Winter suggested. “Does he like ice cream?”

Penny loved ice cream. It was one of the best things ever. The flavors were endless, and it was so creamy and cold, who didn’t love it? Jaune must.

“So you are saying I should give him ice cream?”

“In a manner of speaking,” Winter leaned forward. “This is what you do...”

So that is how she found herself at a rather popular ice cream parlor with Jaune, after working up the courage to approach him. It hadn't taken much convincing on her part. As soon as she mentioned wanting to get ice cream with him, he was completely on board.

Success! They were officially on a date!

“Wow – this place must be good, the line is out the door,” he said while looking around.

He was always handsome, but Penny thought he looked very good today. It was amazing what a change of clothes could do for someone. Though he was just wearing a pair of jeans, a light blue polo and a wool lined jacket to protect him from the cold, her speech had momentarily malfunctioned upon meeting with him on the steps outside the academy.

A silky warmth fluttered, low in her belly and it refused to abate.

“It has very favorable reviews,” Penny chirped, beaming happily when he looked her way. “It boasts a 4.8 out of 5 on Schnoogle.”

“That is pretty high,” he said, smiling back at her, and that silky warmth spiraled.

Penny thought about some of the things Winter had coached her on, and decided to put it into action. Giving herself a small twirl, she asked, "What do you think of my dress?"

His eyes scanned her before quickly darting back up to meet her eyes. "It's very pretty."

It wasn't too dissimilar to the usual dress she wore, a forest green piece that flared out at the waist, the hem fluttering around her knees. But unlike her regular attire, it was thin strapped, leaving her upper chest and collar, as well as her shoulders exposed. Her freckled skin felt a little chilly, but it wasn't anything she couldn't handle. On her feet she wore a pair of black leather heeled boots, white knee high socks pulled up over her calves. A large green and black bow was clipped into her hair at the back, matching ribbons twined through her fringe locks.

His words made her feel warm in the face. "I picked it out just for this occasion."

"It suits you," he said, which only made her cheeks warmer. "But aren't you cold?"

"I am fine. Though it has taken some getting used to, this temperature is manageable."

"Even so..." he contemplated her for a moment, and then without a word, he shrugged off his jacket and slipped it around her shoulders. Penny was so surprised that she didn't resist, engulfed in the warmth of the wool and his residual heat. "There. I know you said it's manageable, but you should keep warm. You can get sick now."

It smelled like him too. As Penny breathed in, she was hit with a mixture of cologne and something else, something deeper. It was a clean smell, but strong; musky, with a hint of spice that blended well with his chosen scent. She swallowed, her mouth suddenly dry and she didn't know why.

"I – thank you," she murmured, pulling his jacket around her body. Now she knew her ears were red. "That is very kind of you, Jaune."

When it was their turn to order, Penny got the strawberry swirl while Jaune went for the double fudge chocolate. They got two large scoops each, set upon a pair of waffle cones whose openings had been dipped in white chocolate. Jaune paid, even though she had been the one to invite him, and they found a bench at a nearby park to enjoy their treat.

It was as good as Winter claimed, and Penny found herself licking at her treat happily.

"Ruby mentioned that you've been pretty busy lately," he said quietly, watching her from the corner of his eye.

Penny nodded. "I have. With the wall nearing completion, there are a lot of logistical matters to take care of. I have also been training with many of the new first year students. Recruitment has been very healthy, in large part due to what we witnessed this past year."

Rather than scare people off, it had galvanized the population. New sign ups for combat schools were at an all time high, and many of those that hadn't been intending to follow through into Atlas Academy had changed their minds, especially when General Ironwood had loosened restrictions.

"I have also been training with Ruby so we can master our abilities," she puffed up proudly, and accidentally smeared some of her ice cream across her upper lip. "Oh!"

Jaune chuckled warmly, and taking one of the napkins they'd been given, dabbed at her lip without warning. Penny stared at him, her eyes widening a fraction.

"If you want, I could help out a little," he offered, unaware of how her belly was going through an entire gymnastics routine. Not only that, she found it very difficult to breathe. "Some of the projects I've been working on are nearing completion, so things are winding down. I have some spare time on my hands."

"Yes, please," she said earnestly, though it came out a little breathless. "I would very much like your help."

He grinned. "Great. Just lemme know what I can do."

That is how they ended up taking a class together.

Penny was very good at conveying the technical aspects of being a Huntsman to the students, but she didn't have much in the way of normal experience. She was a special case, and had been involved in top secret missions since the beginning. She knew that sometimes, her lessons could be a little hard to understand or relate to.

That is where Jaune came in.

He was more grounded, and while his own experiences weren't exactly normal either, he'd been out in the world and saw how things worked. He had an outside perspective that was hard to find in Atlas. Not all Huntsmen joined the military, especially those from other kingdoms, or even took Grimm extermination missions. Some became bodyguards to those that paid well, while others decided to become sailors, or excavators, or a host of other jobs that were always looking for people that could handle themselves. Remnant was a dangerous place, so having people around that were Huntsmen-trained was an invaluable asset.

They had a wide array of career options.

Penny was happy to have more time to spend with him, and could listen to him talk for hours.

“As you know, Vale doesn’t have a formal military. Neither does Mistral, or Vacuo. What they do have is a city guard who heavily recruits from their Huntsmen academies. Not just the big three, but their preparatory schools as well like Signal, or Sanctum. The Schnee Dust Company here in Atlas also recruits Huntsmen from all over the world,” Jaune paused, looking out over the sea of eyes that were watching his every move. Penny was one of them, paying close attention. “Their business involves finding suitable Dust deposits for mining, securing those areas, and then maintaining that security once mining begins. Sometimes, they might not be solely looking for combat strength. They may be looking for someone that can manage people just as well as they can kill Grimm. Morale is important, out in the wilds. Low morale brings danger, negative emotion can spell the end.”

He was a natural at it, and they were some of her favorite classes. From there, their time spent together only grew. Helping take a class or two turned into training with her, and with Ruby. Perhaps it was a little unfair, seeing as they were both Maidens and he was just a regular Huntsman, but they quickly found that he was the perfect training partner.

He had so much aura!

“Woah,” he exclaimed, hastily avoiding a powerful gust of wind. Penny giggled and threw another compressed blast of air his way, beaming as he scrambled out of the way. “I think you’re enjoying this a little too much!”

Ruby came flying in and struck with a stream of fire. Jaune raised his shield, the flames striking the steel and flaring outwards. He moved quickly, rolling away to escape the blistering heat, and countered with a slash of aura that Ruby had to backtrack to avoid. Penny attacked his blind spot, tapping his side with gentle fingers and blasting him several feet with a globe of air.

He cartwheeled and landed on his back, unharmed but dizzy, and only managed to roll away as lightning slammed into the ground where he once lay.

Sometimes, they beat on him for hours, and yet he kept coming back for more. Penny could see his own skills sharpening during these sessions, and when they had some alone time, she sometimes went over his fighting style, helping him to refine his technique even further.

During one of those one-on-one sessions, he was uncharacteristically quiet.

“Jaune,” she asked, filled with concern. “Are you feeling well?”

“Yeah, I’m great,” he replied, but even someone like her could see that he wasn’t telling the truth.

“I am happy to listen, if you want to share,” she offered, and that weak smile slid off his face.

“Not convincing, huh?” he looked at his hands, fingers curling and uncurling rhythmically. “Don’t take this the wrong way, Penny. You’ve been such a great help, and I can feel myself becoming stronger. I really enjoy our training sessions.”

“I also really enjoy them,” she exclaimed.

“But... I guess I’ve been in my head a little,” he sighed, leaning back on his arms. The way he was reclining made his shoulders and chest bunch, and without his armor, it was very noticeable. Penny tried not to stare. This wasn’t the time. “I miss her.”

Penny knew at once who he was talking about.

Penny remembered Pyrrha Nikos well. She had been designed to be as strong as a fully trained Huntress, and before being sent to Vale, had been pitted against some of the best warriors Atlas had to offer. None of them had been nearly as skilled or as ferocious as Pyrrha had been. So young, yet so strong. It had taken everything she had to keep up with her, pushing her android body to the limit.

It still hadn't been enough.

Pyrrha tore her to shreds. Literally.

She didn't hold it against her. She'd been told what really happened, and held no ill will towards the dead girl. Instead, all she felt was numbness. A friend lost before they could truly connect. They'd used Penny as a weapon against the people of Vale, against their emotions. They used Penny and Pyrrha both.

"She was a fierce warrior," Penny said, and Jaune looked at her in surprise. "And I am sad that we never had the chance to become friends."

"...She'd have liked you," Jaune said quietly. "A lot."

Penny smiled. "I'd have liked her too."

That got a laugh out of him, even if she hadn't been meaning to do it, and some of the clouds hanging over him shifted.

“Sorry about bringing down the mood.”

“Do not be sorry,” she chided. “Never be sorry for that.”

They also went on plenty more dates, even if they weren’t called that. They visited the ice cream store again, more than once. There was also an artisan chocolate store that Penny *loved*. Chocolate was so good! She was a fan of all of them; even the darker, bitter kind. They also went shopping for clothes, something that Penny very much enjoyed.

It let her show off her specs.

“Jaune, how does this look?” she asked, stepping out of the changing room.

The dress fell to about mid-thigh, showing off plains of creamy, freckled skin. A pale green, the hem was ruffled and embroidered in gold with large, round, black buttons sewn on the front. They were decorative, not functional. The straps were wide and looped over her shoulders, crossing in the back, the material clinging to her slender torso. She’s matched a pair of black thigh high socks with it.

She smiled and did a little spin, the hem flaring out. When she faced him again, she saw that his eyes had dipped down, shooting back up to look her in the eye before she noticed where he was looking.

“It looks great,” he said, and she clapped excitedly.

“Then I will take it.”

Jaune looked at the other outfits she’d already tried on and declared her intention to buy, “This is getting a little expensive. Are you sure you want all of these?”

“I do. You said I look great in them, so I want them,” she said bluntly.

The next outfit was something a little different. Penny liked dresses – and if not a dress, she typically went for skirts. This time, she’d selected a pair of jeans. They were tight against her skin, but stretched with her movements, cupping her butt firmly. Low at the waist, they hung below the rise of her hipbone. To counter that, she had selected a white turtle neck sweater to go with it, wearing a thin singlet underneath. Instead of the usual boots she wore, she got some white sneakers.

“How about this?” she asked, prancing out to show him.

Jaune stared.

“Jaune?” she asked, waving. “Hello? Can you hear me?”

He blinked. “Sorry, it’s just... wow. That look really suits you.”

“It does?” she turned to the side and admired herself in the mirror, arching her back. “I have the adequate shape?”

“Yeah,” he said, voice a little lower than usual. “You have the adequate shape.”

Penny beamed. “I’m glad. I will also take this one.”

She decided to keep this outfit on, and paid for everything. They provided a delivery service, so they didn’t need to carry her bags around. They’d be sent to Atlas Academy for a small fee. Afterwards, they went and tried something called boba. It was from Mistral, and came in a variety of different flavors.

Penny selected the coconut, never having tried it before. It was her new favorite flavor! The little tapioca pearls were also very fun, and she enjoyed sucking them up the straw.

“You look like you’re enjoying that,” Jaune grinned.

Penny nodded. “Yes, this drink is delicious and entertaining. I will have to try all the different flavors on offer.”

“That’ll take awhile,” he pointed out.

“It won’t feel that way, if you come with me.”

Jaune seemed surprised. “Is that so?”

She nodded happily. “It is.”

It wasn't until later that Penny realized that she'd been flirting. She'd never flirted before, and when the realization struck her, her cheeks blazed red hot. Had Jaune noticed? If he had, he hadn't mentioned anything.

Maybe that meant he liked it?

With every meeting, she found herself coming away from it feeling even more attached to him. One time, she held his hand, and the warmth of his skin remained long after they parted. Her tummy was in constant flux, nerves making her jittery. Penny became well acquainted with goosebumps, her skin pebbling whenever he stood a little too close, or said something near her ear that made the hairs on her neck stand on end.

Having a human body was amazing!

All the little reactions that happened, out of her control. One night, they decided to go out to dinner together, and without warning, he tucked a stray strand of her hair back behind her ear. That had done more than make her skin tingle. It had made certain parts of her body hard and achy.

Afterwards, she'd looked at her body in the mirror. Her nipples had been stunningly erect, so hard they stung. Touching them made her crotch flutter and pulse, and she knew what this was. She was horny. But it had never felt this intense before. The other times, it had been a fleeting itch, her body yearning for someone – Jaune – to touch it.

This time, it demanded that she take care of it.

It was her first time engaging in masturbation, though she understood the mechanics. Getting undressed completely, she'd reclined in her bed and touched herself. Touched herself in a way she'd never allowed herself to do before, much more than a brief rub to experience a new sensation.

"Ahn~!" she cried out softly, back arching as her left hand plucked at her sensitive nipple, pinching and twisting it while her right hand rubbed at her crotch. Fingers stroked through damp, curly red hair that carpeted her mons, and pressed down on her swollen, juicy vulva. Her clitoris begged for attention, a maddening itch that sent shockwaves up her spine when she circled it, teasing back the hood.

She came not long after in a shuddering gush, her vaginal muscles contracting in orgasm. Penny was so taken by the sensations, her body thrashing, her legs kicking out, toes spreading as wave after wave of ecstasy crashed down upon her that she did it again, this time penetrating herself with her fingers.

It didn't take her long to find her g-spot, that beautiful, sensitive rough patch of flesh that swelled against her fingers. She cum again, her broken cries filling the room with her pleasure.

After that, she may have gotten a little carried away.

Her imagination ran wild. She would watch Jaune work out in the gym, but unlike before, she would carry those images into the night, wringing herself dry with frantic fingers and muffled howls. The way his muscles would flex and bunch, skin glistening with sweat. He often took his shirt off, and Penny could say with certainty that his body was perfectly constructed. Broad shoulders, lean, strong arms, a tapered waist with firm, rippling abdominals. When he lifted his arms, she saw the way his obliques would stretch, visible as he tensed. His back was a map of lean, purposeful strength. His calves and thighs were sculpted, powerful, a sturdy base.

Built for war. The body of a hero.

Fingers buried knuckle deep in her gushing quim, she peaked – and then peaked again, her face flushed, eyes glassy, her pussy *throbbing* as she cum. Her insides clutched at her fingers desperately, and she started to imagine *more*.

His body was perfect. The finest specimen.

Surely his reproductive organs matched?

“Are you okay?” Jaune asked worriedly, one afternoon.

They’d decided to go for a walk after having lunch at Atlas Academy with the students. Yang had been there, as was Blake. The pair had been completely in their own world, though, so they’d decided to give them some space after finishing their meal.

It was a nice day. Chilly, but Atlas knew nothing else. But the sky was clear, for once. The sun was out, the sky was crystal blue. Though her skin prickled from the cold, it also felt the warmth of the sun.

“I am well,” Penny replied. “Why do you ask?”

“I don’t know, you just seem... a little flushed.”

Penny touched her cheeks, and found them warm. He was right.

“Oh,” she exclaimed, and suddenly shy, she looked down. “I did not realize.”

“Are you feeling sick?” he asked, stepping closer. “Here, let me check.”

Penny froze as he lay the back of his hand against her forehead, leaning closer. She stared into his deep blue eyes, mesmerized.

“Hmm – it feels normal,” and then he did something that made her belly cramp, and her crotch flooding with warmth. He cupped her cheek, thumb stroking the soft skin. “But your cheeks are warm.”

“J-Jaune,” she stuttered, mouth running dry.

He blinked, and then hastily pulled his hand away. “Sorry, I – I shouldn’t have done that. I didn’t mean to make you uncomfortable.”

“No, that isn’t it,” she said quickly, grabbing his arm. Jaune froze. “I... it felt nice.”

He stared at her, and she stared at him.

She made a decision.

“Would you meet me tonight?” she asked, a little breathless. “At my room?”

He nodded. "Sure. What time?"

Penny was a wreck for the rest of the day. Dinner came and went, and she didn't dare eat any food because if she did, she knew she might bring it up. It was another example of human emotion, and how crippling it could be.

She wasn't a fan of this particular feeling, but also, she was glad to be able to feel it.

She dressed herself up.

Jaune had liked her jeans, and her turtle neck, so that is what she put on. She combed her hair, and left out the bow she usually liked to tie in. Penny hadn't learned the finer points of make-up, but Weiss had assured her that she didn't need it. A brush of gloss over her lips, making them glisten and pop, and that was it. A spray of perfume, something Blake had picked out for her. It had a darker scent, almost chocolatey, with a hint of spice.

Then she waited.

His knock on her door might as well have been a gunshot, that was how loud it sounded to her. She checked the time, and saw he had arrived exactly on the dot.

She opened the door.

He smiled at her, and her belly flipped.

“Hi,” he said, looking her up and down. “Can I come in?”

Penny lost control.

Her hand shot out and seized him by the front of the shirt. She saw his eyes widen but before he could react, she hauled him inside and slammed the door shut.

“P-Penny?” he asked, staring at her in shock. “What are you doi—,”

She pressed her lips against his.

Penny had thoroughly studied the art of kissing. Before she became human, when her brain had unlimited access to the internet, she’d viewed dozens of videos, and read many more articles about the perfect way to kiss your partner. At the time, it had been nothing but pure curiosity, attempting to learn more about girls her age. After becoming a real flesh and blood girl, she’d revisited some of these websites to refresh her memory.

She employed none of the skills she’d read about.

As soon as their lips touched, her brain shut down. All she felt was warmth, and a tremor that ran from the top of her head right down to the soles of her feet. She fell against him, boneless, and Jaune steadied her with an arm around her waist.

There was a beat, and then two – and then he kissed her back.

Penny felt her face flush with heat, her lips tingling as Jaune shifted his mouth against hers. Her mouth fell open in a gasp, and then he was deepening the kiss, his tongue swiping across her lips. Her hands grasped at him weakly, a stifled mewl escaping as he cupped her cheek, coaxing more embarrassing sounds from her as his tongue curled inside her mouth.

They were kissing! She was making out with Jaune Arc!

Her tongue flailed uselessly, but that was okay. Jaune took his time with her, and she felt her body respond to the stimulation. Her nipples grew hard and achy, her crotch flooding with wet warmth. Her entire body felt like a raw nerve of sensation, the chafe of her clothing sending her into rapture. When he sucked on her tongue, she almost choked, Jaune swallowing her startled moan.

Penny didn't know how long he kissed her. Seconds, minutes, hours? Time lost all meaning. In reality, it couldn't have been that long. Not when she realized she'd forgotten to breathe, her lungs burning as he finally parted from her, her gasping desperate, feeling lightheaded.

"Penny, are you okay?" he asked, worried. Blue eyes glittered, his pupils enlarged. His thumb caressed her cheek, and she leaned into his touch, shivering. "Did I go too far? I didn't mean to, it's just that you kissed me and I was really, really surprised, but I thought that maybe you'd want me to... so I did?"

Penny blinked slowly, her brain struggling to comprehend his words.

"Friend Jaune," she slurred, reverting to the odd quirk she had stopped using some time ago.

"Penny?"

Her tongue swiped along her lower lip, as if chasing the taste of him. "That felt... really good. Can we kiss again, please?"

This time, she wasn't so completely out of it that she couldn't kiss back, but her movements were awkward and shy. Jaune took his time with her, the arm around her waist squeezing her in encouragement as she tentatively brushed his tongue with her own.

"That's it," he whispered. "Do that again."

She did, more than once. The sensation of their tongues gliding together made her insides coil and throb, her body aflame from within. When he bit down on her lip, worrying it gently with his teeth, she groaned darkly, a sound she'd never made before, even when masturbating. It came from the depths of her belly, a bolt of desire pooling hotly.

*"This feels – ahh~! This feels good~!"* she managed between wet kisses, their movements growing more assured. Her voice sounded different, filled with passion. She rolled her hips against him unconsciously, and felt something stiff grind on her belly.

What was that?

She rubbed against it again, and felt his groan vibrate through her.

"Penny," he sighed. "If you keep rubbing me..."

They parted, and she couldn't resist. She looked down.

“Oh,” she said breathlessly. Her belly fluttered at the sight, the crotch of his jeans bulging obscenely. Before she could think better of it, she reached out and palmed it. “Oh, wow – it’s really hard.”

“Penny,” Jaune groaned. “What are you doing?”

“Touching your erection,” she said immediately, heart thumping loudly in her ears. “This is your erection, isn’t it?”

She squeezed it with her fingers, and felt it yield only slightly.

“Can I see it?”

“Penny, are you sure?” he asked, tilting her head back with a hand under her chin. His eyes searched hers. “Are you sure about this?”

She nodded quickly, excited. “Yes, please. I wish to see your erection.”

His mouth opened, and Penny thought he might refuse. She thought about ways she could change his mind but then he nodded, granting her wish. He reached for his belt and unbuckled it, and then unbuttoned his jeans before lowering the zipper.

Penny tried to control her breathing but it was difficult, her heart racing even faster. He lowered his jeans, exposing his blue boxer-briefs. The material stretched, attempting to contain his growing member.

Jaune hesitated, and then removed his underwear.

Penny gasped quietly as his cock sprung free, bobbing between them. This wasn't the first penis she'd ever seen, though it was the first one she'd seen in person.

It was very long, and very thick, and *still growing*. Penny watched as it continued to swell, seven inches, eight inches, *more*. The shaft was riddled with knotted veins, pumping much needed blood to achieve its erect state, the glans expanding, the ridge wider than the shaft itself. As it rose, it curved upwards, the skin stretching taut. Around the base was a ring of fair blond hair, and underneath, a pair of heavy testicles.

That is where he produced sperm. Sperm used to impregnate.

Penny's eyes roamed across his length frantically, attempting to take it all in. It jutted out from his pelvis lewdly, the very vision of masculinity.

This was designed to go inside her.

She knew that the human body was capable of many feats. The vagina could stretch to extreme levels, especially when giving birth, but even so, she had some doubts. Her crotch tingled as she stared at it, her hands twitching.

"Can I touch it?" she asked, swallowing.

He nodded.

It was hot. That was the first thing that filtered through her mind. Hot, and *heavy*. Penny shivered as she grasped him with one hand, and then two, testing the weight, surprised by how heavy it really was. The skin was also extremely smooth, and soft, her fingers stroking it reverently. She saw his thighs tense, and then his cock *flexed*.

Penny jumped, startled.

“It moved.”

Jaune laughed. “Yeah.”

The skin at the head was different. Spongy, and sensitive. She tickled the tip with the pad of her finger, and watched as a clear bead of fluid leaked out.

Seminal fluid. Pre-cum.

His penis... it was hard because of her. That meant that he also wished to breed with her, correct? That his body also yearned for her, just as hers yearned for him?

They could have sex.

Sex.

Breeding sex.

She cupped his balls, curious. The skin was ribbed, and his testicles felt like a pair of eggs floating inside, rolling around on her palm as she squeezed gently. She knew it could be quite painful if struck, so she was very, very careful.

“Jaune,” he said, mesmerized. “You have an extraordinarily large penis.”

“Oh, er – um, thanks?”

“I like it,” she managed to draw her gaze away from his cock so she could meet his eyes. “This is a very healthy specimen. I’ve heard that women prefer their men to have large penises.”

She may have come across a forum post or a hundred detailing this fact. Penny would have to agree, even though she wasn’t sure why. It just felt right.

“Haha, is that so?” he rubbed the back of his neck awkwardly. “I didn’t realize I was any bigger than normal.”

“It is *well* above the recorded average,” she assured him, encircling his base with her fingers. They couldn’t touch. “Your penis is in the top percentile.”

Her hand moved up, stroking him slowly. This was meant to feel good for them, and by the sudden stiffening of his shaft and his expression, it was the right move. While one hand pumped him up and down slowly, the other continued to roll and play with his balls.

“Does this feel good?” she asked.

He nodded, jaw tightening. “Yeah, Penny. That feels really good.”

She was glad.

Though she knew the mechanics, she had zero practical experience. The best way to learn was trial and error, so she watched him keenly, observing the sounds he made, and any shift in his body language or facial expressions.

“Yeah, just like that,” he murmured when her grip tightened, fisting him a little harder. “Ah – wait, wet your palm, the head can hurt a little if you rub it without some lubrication.”

She gathered some of his pre-ejaculate, but when that wasn’t enough, she licked her hand. His eyes went dark when she did this, and it sent a thrill through her hyper-aware body. His penis grew really hard when she started polishing the head of him, his balls lifting slightly as his head fell back in pleasure.

She was pleasing him, and it made her feel *good*.

But the way her belly throbbed, her insides squeezing desperately – it was driving her insane. Penny felt the stirrings of frustration rise within her. Sexual frustration.

Penny wanted Jaune to touch her too.

“Penny?” Jaune blinked when her hands stopped moving.

“Jaune... I feel really hot,” she admitted, swallowing. “I need to take my clothes off.”

“Uh, sure – you should do that. Do you need a hand?”

She didn’t, and yet she said, “Yes, that would be a big help.”

The thought of Jaune undressing her made her feel funny, in a good way.

Those strong hands settled on her hips, squeezing. A gentle gasp escaped her, and then he was loosening her jeans. As the zipper lowered, his knuckles brushed across her panty-clad mound. It made her shiver, a bolt of pleasure arcing up her spine.

“*Mmn*,” she hummed, squirming.

Slowly, he peeled her jeans down over her hips. The humid air trapped inside was released, and she could smell herself.

Musky, damp, the smell of a woman readying herself for sex.

His fingers caressed her pale thighs, the backs of her knees and calves as he knelt. He helped remove her shoes, and then one leg at a time, he pulled her pants free.

Her panties were a cute lime green with a small black bow on the waistband. Penny flushed hotly as she saw him stare at her, and at the damp spot on the crotch.

“Ahn~!” she moaned in surprise when he leaned forward and placed a soft, wet kiss just above the waistband. Her skin burned where his lips touched.

Next was her turtle neck, her body trembling as his palms glided up her supply, slim body. Penny lifted her arms, and crooned sweetly as his hands traversed her waist and ribs, lifting her sweater up over her head. Her long ginger hair tumbled down her back, her modest breasts straining against her black bra.

“Penny,” he whispered hoarsely. “You’re so sexy.”

She’d never been called sexy before. Cute? Sure. Even pretty. But sexy?

Her inner walls *clenched*, slick and ready. Arousal gushed into her panties.

“You need to get undressed as well,” she said, though it came out begging.

Jaune nodded, and smiled. He lifted his shirt up, and that magnificent, sculpted body was revealed to her greedy eyes. The mere sight stole her breath.

“How’s this?” he asked, a cheeky note in his tone.

“Good,” she answered immediately. “Very good.”

It was a strange situation he found himself in, but Jaune wasn't wholly caught off guard. He knew he could be dense, but not even he had been able to miss the signs that Penny may have had feelings for him. She wasn't exactly the best at hiding her intentions, and she'd never been able to lie very convincingly.

Even so, he hadn't expected things to move quite so fast.

Jaune really liked Penny. He always had. She was kind, and funny, even though he knew she wasn't trying to be. Her awkward social skills reminded him much of his own, though hers stemmed from a very different place. Even after finding out she'd been a machine, those feelings hadn't changed. She remained a friend, another loss they had to shoulder because of the selfishness of one woman.

Finding out she was still alive – or perhaps, alive again? – had been a shock, but it was the best kind of surprise. She was a familiar face in an unfamiliar land, and even though she may have received a hefty upgrade, she was still Penny. Still that awkward, kind, funny girl who Ruby made fast friends with, and who viewed the world with an innocence that was refreshing after becoming the slightly jaded person he had become after Pyrrha's death.

When she became human, everything changed.

Not immediately, but in the aftermath. She'd struggled to adapt, at first. Anyone would have. People struggled all the time with emotions, with their bodies, and those people had these things all their lives. Penny had been a machine with aura one moment, and a full blooded, human girl the next. The whiplash must have been unbelievable.

They all did their best to help her, and Jaune – well, maybe along the way, he'd grown incredibly fond of her. Fond enough that when he noticed her increased interest in him, he didn't try to steer her elsewhere. Fond enough that he'd been willing to see where things might go.

It had led them here, to this moment.

His eyes drank in her slim, modest body. Penny was fit, as all Huntresses were, but when the Staff of Creation had made her human, it had carried over her proportions exactly. She'd been designed optimally, and so her new body had been much the same from the onset. A narrow waist, and healthy hips, rounded and full. A flat tummy, lightly muscled, perfect. Pert breasts, neither large nor small. A perky, firm bubble butt. And her skin – feather soft, pale, dustings of cute freckles running down her arms, across her belly, her thighs, everywhere.

His cock *throbbed* at the sight of this magnificent creature.

She had large, round, expressive eyes, and a cute button nose along with a small mouth. Her lips were a soft pink, delicate, her cheeks full, and high. Her long lashes highlighted the color of her eyes, and the river of spun copper that ran down her back was exquisite.

She was a gift that needed to be unwrapped fully.

“*Jaune*,” she sighed, back arching as he stroked her sides, fingers spreading across her ribs. He felt every rise and indent, hands gliding up to palm those luscious breasts. She moaned, shivering, her skin erupting in goosehumps as he squeezed her tits softly, a silky warmth blooming in her chest.

“Do you like that?”

She nodded, mouth falling open cutely. “Yes. That feels very nice.”

It didn't take much for him to pop each cup over her breasts, Penny squeaking as his hot palms touched her tender flesh directly. Her nipples pebbled aggressively, twin points of sensation that bordered on stinging. When his hands glided across them, she crooned.

*"Mmng, Jaune. I – please,"* she murmured, not knowing exactly what she was begging for, but begging for it nonetheless. *"Please."*

She lifted her arms as he pushed her bra up over her head, blue eyes devouring her pale chest. The freckles continued here, dusting her skin around her light pink nipples. The areola were small, tight, the skin crinkled, the tips thick and hard.

They were perfect.

*"Oh~!"* she exclaimed as her arms dropped, his fingers finding one of her turgid nipples and pinching it lightly. It was a strange feeling, almost painful but not quite. When he rolled it and pinched down a little harder, she mewled, thrusting her chest out. *"Jaune, that feels – ahn~! It hurts, but I like it!"*

"Tell me how it feels," he asked, voice dropping; rougher, darker. "Explain it to me."

*"It feels like it's prickling,"* she managed, lashes fluttering as he tugged on her nipple, stretching it. *"A sharp feeling, but it makes me feel... so good... Jaune, my belly, it keeps throbbing."*

His cock jerked, excited by her words.

"Penny," he said.

"Mm?" she blinked at him, blearily.

"Kiss me."

She leaned in eagerly, and their lips met again. Penny sighed as their tongues curled together, wet and hot, lips smacking as they devoured one another. Jaune pulled her against his body, cock trapped on her exposed belly. She felt the hard, hot line of him burn her skin, felt it throb and smear pre-ejaculate on her, and wanted more. Her hands framed his face as she poured everything she had into the kiss until she felt dizzy.

"Breathe," he whispered, pulling away. "Remember to breathe."

It felt nice to push her breasts into his chest. Penny leaned against him heavily, weak in the knees. One of his hands fell and gripped her ass, squeezing firmly, and she gasped, insides coiling tightly.

"You still have your panties on," he said quietly, so quietly she almost missed it. He nuzzled her hair with his nose, inhaling deeply. "Can I take them off?"

She nodded quickly. "Yes, please."

Feeling his hands on her body was incredible, and when those palms glided down her hips, fingers slipping underneath the waistband of her panties, she couldn't help but shiver. Slowly, he worked them down over her hips and butt, grasping at her soft, feminine flesh with strong hands. Her breathing came out short as the sodden material peeled away from her drenched vulva, a long string of arousal stretching lewdly before it snapped, clinging to her inner thigh. As her underwear fluttered to the floor, Jaune got his first look at her cute little slit.

There was no hair, her mound utterly bald. In fact, he couldn't help but wonder if she'd ever had hair at all, or if she'd prepared herself for this moment. The pale skin was flushed bright, swollen with blood, her outer lips thick and concealing her clitoral hood. All he could see was a thin strip of pink, her tender insides hidden from view.

She looked amazing.

"Have you ever..." he trailed off, not sure how to ask this question without it sounding obscene. "Uh – um, touched yourself before?"

She nodded shyly. "I have masturbated before, yes."

Jaune wet his lips. "Can I touch you there?"

Penny swallowed, her throat bobbing visibly. "I – yes. I want you to touch me there, Jaune. Please touch me."

Jaune slipped an arm around her slim waist, and shuffled to the side, his cock resting against her hip. It gave him an unobstructed view of her form, peering down the sculpted length of her amazing body. The rise of her hipbone was particularly attractive, as was the way her mons curved out from her flat tummy.

A flat tummy he placed his hand on, fingers splayed.

“Ah,” she moaned, watching as his hand spanned her stomach easily. His thumb caressed her bellybutton, the skin surprisingly sensitive there. Penny squirmed, and when his hand began sliding south, she held her breath.

Jaune was going to touch her.

He was going to touch her pussy.

Wetness trickled out of her, warm and silky. When his fingers slid across her mound, palm cupping her slit completely, she crooned sweetly, hips rolling forward slightly as if to give him better access. Jaune groaned low in his throat, feeling the blistering heat of her, and how drenched she was, his palm sliding over her engorged skin. Tensing his fingers, he applied pressure to her juicy lips.

“*Jaune*,” she gasped, leaning into him. His cock throbbed against her hip, smearing his pre-cum on her skin. “*Mm – my clitoris is really sensitive.*”

Taking note, he was careful not to touch it directly as he slid further down. Following the line of her damp slit, he parted his fingers, spreading her swollen labia apart.

Penny whimpered as her pussy opened up, a heavy gush of arousal spilling from her. Jaune stroked her wet petals gently, studying her expressions. He loved the way her mouth fell open, lower lip quivering, her cheeks rosy and lush. Her inner labia were very small, and thin, slippery as he tried to rub them between thumb and forefinger. He followed them down to her entrance which was taut, puckered and twitching.

“How does this feel?” he asked, pressing his lips to the side of her head. “Do you like this?”

He circled her entrance, gathering her wetness to lubricate his fingers. She nodded, a jerky motion, and then mewled as he teased her leaking hole, pressing on it softly, and then with greater strength.

"You're really tight," he told her, noting the resistance he felt. Even one finger seemed like a challenge.

*"Do you like that I'm tight?"* she asked shakily, her breathing coming out shallow. She would never get tired of the way her heart thumped against the inside of her ribcage, a sign that she was alive and real.

"I think you're perfect, no matter what," he told her, pushing a little harder with his finger. After some push back, it slipped inside her.

*"Haaah – Jaune, your finger is inside me~♡,"* she moaned. Her entrance tightened, her inner walls clutching at the tip of his finger hungrily. *"Can you go deeper?"*

She didn't have to ask him twice.

Jaune slowly worked his finger deeper inside her, thrusting gently with his hand. Penny felt her narrow pussy stretch to accommodate his finger, taking him to the knuckle. When he curled it inside her, she jerked, a sharp sensation of pleasure rolling through her belly and up her spine.

*"Ahn~!"* she sang sweetly, her lips quivering as he did it again, and again. Her arousal leaked around the tight grip she had on his finger, wetting his hand. *"J-Jaune~!"*

Jaune felt his cock stiffen at the cute little sounds she was making, the velvety heat that gushed over his hand. He slowly stroked where she felt it best, taking note of how her inner walls felt.

Soft and moist, the pleated folds gripped his finger snugly, coiling whenever she gasped or moaned. The spot she liked was a little firmer, the texture rougher, almost swollen.

One finger soon became two, stretching her out even further. She felt a pinch of discomfort, yet she welcomed it, the feeling blending with the pleasure to make an even more potent cocktail of emotions. Her hips swiveled in tight little circles, Penny whimpering as she thrust in time to his probing fingers, her breathing becoming erratic.

She felt it coming. Her climax. Orgasm. Her jaw tightened as she rolled at the waist, thrusting lewdly, his palm beginning to clap wetly against her mons. Her clitoris throbbed wildly as he cupped her, the brief slap of sensation nearly blinding her.

*“Oh, Jaune – mnnggg—I think I’m – ahn~! I think – I’m – climax~!”* she gasped brokenly, face crumpling in bliss.

Her vaginal muscles fluttered as he continued to rake his fingers across her g-spot, her moans growing breathless with a tinge of desperation. Her pale skin flushed beautifully, especially the skin between her perky tits, and he couldn’t resist. Not any more.

One, two, three more thrusts of his fingers, and then Penny was moaning in loss as he pulled them free of her sticky embrace. She blinked blearily, confused, her pussy tightening angrily at the loss of pleasure, but then her belly swooped as he picked her up effortlessly, laying her down on the bed.

Blood roared in her ears as he loomed over her, and then he was kissing her again, dominating her mouth passionately. She kissed him back clumsily, and then her legs were falling open as he nudged them apart, setting between them, his hot, heavy penis resting on her belly.

Pre-cum smeared on her skin, burning her. She arched against him, and Jaune pressed down with his weight, trapping her under his body.

“Penny, I... are you sure?” he asked her, nuzzling her nose with his. He pecked her lips, her cheek, the tip of her nose, her brow. “Are you sure about this?”

She grabbed his cock with both hands and stroked it, fingers feather soft.

“Yes, please, I’m sure,” she met his eyes, and he saw no hesitation. “Make me feel alive.”

Jaune grasped his cock and slapped it against her swollen vulva, Penny writhing as the impact rolled through her clitoris. Positioning himself at her entrance, he swiped up and down, spreading her arousal across the crown, getting himself nice and wet.

Penny felt her heart stop when he settled the tip against her entrance, and then he pushed.

“*Oh~!*” she exclaimed, brow furrowed as she felt her pussy attempt to resist. Jaune kept his shaft steady, pushing forward with his hips, and the pressure made Penny’s face scrunch up as her body began to yield.

“*Fuck,*” Jaune swore, gritting his teeth as her entrance spread around him. Penny inhaled sharply, a throb of pain spreading through her tender flesh as her tight entrance stretched much further than with his fingers, struggling, but then with a firm thrust, he buried an inch of his cock inside her.

“*Oouuuuhh~!*” Penny squealed, her feet arching as he slid inside her. It felt so much more intense than his fingers, his cock longer, wider, forcing her body to adapt. When he rolled his hips, he slipped a little further inside, his rugged crown grinding over that spot his fingers had tormented so beautifully. “*Ahh~! Mnngg—Jaune, haaaah – mmn, deeeper~!*”

Jaune grunted as she squeezed him, her inner walls throbbing around his hard cock. He was only halfway inside her, yet he felt like he was going to blow, she was so tight and wet and *hot*. He straightened up, resting on his haunching, eyes latching onto the way her cute little slit spread around him, those juicy outer lips bulging obscenely around his shaft.

He pulled back an inch, two, his length glistening with her wetness, and then with another push, he thrust inside her a little deeper. She whimpered as she felt him touch a little further inside her, prying open her untouched depths, her belly cramping as it tensed.

Penny couldn't describe how it felt. Like she was being crushed, but in the most wonderful way possible. A hot, iron bar was being inserted inside her, and she wanted more.

She wanted him deeper. She wanted him to claim her completely.

This is what being human was all about. These feelings, these sensations. Her body was awash with heat, her skin prickling, her tender pussy throbbing in a mixture of hurt and ecstasy. Her heart was leaping against her ribs, a constant drum in her ears, her clitoris stinging as it swelled with blood.

Jaune couldn't resist, his hands stroking along her pale skin, tracing the lines of her muscles and freckles, caressing her ribs and cute breasts. He flicked her hard tips and she jolted, moaning, arching, and when he slipped a little deeper, she almost screamed.

*"Hmnnnggg~!"*

He rolled forward once, twice, three times, working his way inside her until finally, he felt the end of her dock with the end of his cock. Watching Penny's cute face distort in pleasure, mouth

falling open as a lewd, filthy moan escaped her, feeling her cervix against the tip of his dick as he buried himself balls deep was... the greatest, most erotic thing he'd ever seen.

Penny panted roughly, her body feeling on the verge of fracture. He was touching her as deeply as possible, a deep, overwhelming pulse rendering her on the verge of tears.

They were now one.

One of his hands gripped her hip, fingers digging in roughly. Slowly, he drew his hips back, jaw locked as she gripped him furiously, unwilling to let go. He watched her lips cling to his shaft wetly, dragging along his cock. Every pleat and fold tugged on his burly crown, the pressure in his balls spiking. He knew he wasn't going to last long, this was his first time, but he wanted to make sure she enjoyed herself as much as possible.

He didn't have to worry about that.

His fingers had already done most of the work, and now with his massive cock buried in her too sensitive, too small quim, Penny was in heaven. He dragged himself out until his head warped her entrance, bulging, before swiftly sheathing himself inside her. Penny gasped brokenly, feeling it in her womb as he punched into her cervix.

*"Nnng~!"* she grunted, eyes rolled. *"A-Again~! Mnngg—Jaune, again~!"*

Jaune thrust again, and again, and again, deep, long, slow glides using the entire length of his dick. Penny writhed as he repeatedly buried himself to the balls inside her, knocking on the entrance to her womb. Her fingers gripped the blanket beneath her, almost tearing it as her body began to thrash.

"Penny, you feels so good," he told her, voice darkened with lust, his muscles bunched as he tried to stave off his end. He could already feel his balls tightening, the pressure in the base of his shaft growing in intensity. "Do you like it here?"

He rolled his hips, grinding deep, and she sobbed, nodding hysterically.

*"Yes, right there, please – Jaune~! Ahn~♡~!"*

"Look at me, baby," he said, and her eyes darted to his. "That's it, Penny. I want to watch you as you cum."

Cum. Climax. Orgasm. She seethed as he grinded on her deepest spot again, swiveling his hips in a circular motion. Her walls coiled around him, throbbing, and it felt like on every backstroke, he was going to pull her inside out.

His body was so hard and lean, and strong, flexing and undulating as he thrust inside her, keeping those long, slow, smooth glides. It was driving her insane, her breasts jolting when he clapped deep, the tension in her tummy reaching critical mass.

*"I – ahn~♡~! Jaune—I'm going to~♡—,"* she babbled, biting her lip hard as her body bowed off the bed. It angled his cock just right, dragging the tip across her cervix and up into the front of her belly. Penny saw stars. *"Mnnngggg~♡~!"*

She fluttered around him, and Jaune saw the end. He darted down, smothering her body with his his and claimed her lips, kissing her furiously – and with a wail that he swallowed, she shattered around him in erratic, pulsing contractions. He groaned into their kisses, hips stuttering as he continued to fuck himself into her as she came undone, holding on for as long as he could until with a harsh snap forward, he buried himself to the root and cum.

Penny shook wildly as her body became unglued, ecstasy crashing through her in waves, her body becoming a raw nerve of pleasure. She felt the shape of his cock keenly, plundering her depths with strong, confident strokes, and she felt as if she were being reborn.

The Staff of Creation might have made her a real girl, but Jaune was now making her a woman.

She couldn't breathe as his tongue invaded her mouth, their kisses sloppy, fueled by passion. And then when he thrust into her as deep as possible, she felt his cock *swell* and *jerk*. What followed was an endless volley of heavy, gushing shots, Jaune depositing his hot, fat load into her womb. Rope after rope of thick, virile cum blasting into her, dousing her melting womb in a different type of heat, silky smooth and rich, her toes spreading as she moaned in time to every thudding deposit.

Being human was the *best*.

Jaune's hips snapped forward with every pulsing ejaculation, making sure to fire his load as deep as possible. The way her wet folds coiled and tensed around him, milking him from root to tip was indescribable. He'd never cum this hard in his entire life, and it felt like it was never going to end, groaning into her mouth as they kissed.

But eventually his balls stopped clenching, the fast few shots lancing across her cervix as he began to pull out. Even this felt ridiculously good, his post-orgasm sensitivity highlighting every fold and crease that tugged on his crown, his cock shivering in pleasure.

"*Ah!*" Penny moaned in loss as his long, hard length slipped out of her, leaving her feeling incomplete. Her womb *burned* with his heavy load, though, and it filled her with a joy she'd never experienced before.

The joy of a woman successfully bred by the man she loved.

Jaune dropped down next to her, and she curled into him instantly, seeking his warmth. She felt his cum slosh around in her uterus, heavy and thick, her pussy tightening on instinct to keep it from spilling out. Her legs twined around one of his, her breasts squashed against his side. Their sweaty skin stuck together, yet rather than be uncomfortable, it was the complete opposite.

“Penny,” he sighed, his hand carding through her long ginger hair. She shivered.

“Jaune, that felt...” she tried to think of an appropriate word, but nothing felt good enough. “I want to do it again.”

He laughed, slightly breathless. “Is that so?”

“Can we? Can we do it lots?” she asked eagerly, snuggling with him happily. “I want to experience it again.”

“We can, if you want,” he agreed. “We can do it lots.”

She beamed.

“But maybe we should... I mean, that might have been a little dangerous,” he cleared his throat nervously. “You know, uh – pregnancy, and all that.”

She blinked. "Oh!"

They'd been lost in the moment, and had taken zero precautions. Correction. She hadn't wanted to take any precautions, yielding to her body's desire to procreate.

Penny felt her cheeks grow hot, and even her ears. "... wouldn't be against it, Jaune. I wish to experience pregnancy as well."

"Uh..." he wasn't sure what to say to that. "Maybe we should... wait, though, right?"

Right?

"This is all so new for us," he continued, a little more assured. "So – I mean, having kids is a really big step, and I think we should... you know, date awhile first, and then decide."

"Yes, that is very logical," she nodded, though he noted the pout she was wearing. "Perhaps having children can wait."

"There are... um, pills you can get," he coughed. "So we can still, you know – do things."

"You mean have sex," she clarified bluntly.

"Yeah, sex," he snickered. "That's exactly what I meant."

"I know of what you speak," she sounded very excited at the prospect of more sex. "Good. Because I wish to have a lot more sex, Jaune. A lot more."

He had a feeling he wasn't going to be getting much rest in the foreseeable future.

Not that he was complaining, of course.