

Lupusregina's Moonlight Massacre (Food TF, Clothing TF, Overlord)

Reaching the crest of the hill overlooking Carne Village, Lupusregina paused, took a deep breath, and licked her lips at the scent of meat in the air.

Raising her hand to shield her eyes from the moon – it was a full one, bright as a bulb in the sky, and the sight of it made her tingle all the way down to her bones – she squinted at the little village sitting snugly and safe under Nazarick's protection below and felt a flush of heat between her legs. They were just so small and weak and defenseless; if not for her, there'd be nothing to stop any random monster from wandering into the place and wreaking havoc. Oh, she wanted nothing more than to run down there and hug them and squeeze them and bite them and sink her bright, sharp fangs deep into their exposed necks. Of course, Lord Ainz had ordered her to keep everyone safe...

Still, he wouldn't mind if a *few* went missing, would he?

Taking another deep breath of the moon-scented air, Lupus shook herself like a wet dog and in the process, became something like one: her vestments vanished, replaced by a coat of thick black fur, while her crosier disappeared from her hands as they became large, claw-tipped paws. Digging them deep into the soil, she threw back her head, sucked in a chilling breath, and released it as a titanic howl.

Perhaps some of Carne's villagers woke at the sound. The thought made her even hungrier.

Slavering, she sped down the hill towards the village, her paws leaving deep tracks behind her.

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It didn't take long for her to sneak through the gates. As a level 59 with no small amount of stealth skills, it was trivial for her to slip past the goblins on guard and into the village proper. It would have been even easier in human form, of course, but where was the fun in that?

Padding along the main street of the city, she sniffed the air, seeking something to really ignite her desires, and it wasn't long before she found it: pausing mid-stride, she snapped her head towards a nearby peasant's shack, where an enticingly salty smell was flowing out of the window. Licking her lips, she sprang into motion with a smack of paws against soil.

Reaching the house, she shifted back into her human form and, as stealthily as she could, tried the handle – unlocked, it let her through without protest, and so she crept through the building, her feet silent against the boards. She found the target of her desires in the bedroom, bent over, one hand wrapped around a clumpy clay figure even as the other jerked between his legs. *Fap! Fap! Fapfapfap!* "Nn~! Nnn~! Oh yeah! Nn~!"

Striding silently into the room, Lupus smirked at the crudity of the young man's masturbation material. It looked like some kind of Sumerian fertility idol – was this really what the people outside Nararick were reduced to?

Fortunately for Lupus, she had far better options available to her.

Raising her hands, she clapped, once and emphatically. With a squeak, the young man dropped the idol, which shattered on the floor with a resounding crack, and spun to face her, eyes widening as he realized who she was. “Y-you—!” With a moan of terror, he pressed himself against the wall, trembling all over. Between his legs, his cock dripped, going *splot... splot...*

“Mmm, that’s right,” said Lupus, marching across the room. Reaching him, she dropped to her knees and pushed back her hair, licking her lips as she leaned towards the spire of throbbing manflesh.

Her captive, sweating harder than ever, swallowed. “Wh-what are you...?”

“Just inspecting this delicious piece of meat you’ve offered me~.”

His cock twitched harder than ever as she seized it – most men would be limp with fear by now, but she supposed anyone willing to masturbate to clay must have plenty of libido. Smiling, she stroked it, making him whine in pleasure, and soon enough a glob of precum spurted from his tip and struck her chin. She licked it up. “I bet you’d love me to put it in my mouth, wouldn’t you?”

“W-what?” The young man looked like he couldn’t believe what she was saying. “Wh-what do you...?”

“Shall I do it?” asked Lupus, guiding his tip towards her lips. “Shall I put it inside me?”

“I-I—” The young man swallowed, looked left and right, and, having clearly realized there was no escape, decided to go along with it. He nodded.

Lupus’s lips parted to bear a sickle of glinting fangs. “Okay~.”

Releasing his shaft, she aimed a finger at his breast: “*Polymorph.*”

A spark of glinting pink magic shot from her claw and struck the young man in the chest, making him jerk back with a gasp – only the fact he was already pressed against the wall kept him from striking it. Leg trembling, his face shining with sweat, he slid slowly to the ground and sat there panting, nails digging into the floorboards as his body writhed with her MP. His penis continued to spurt, but he didn’t look quite as horny as he had a couple of minutes ago. “Wh-what are you—? Nnnnn~!”

His eyes opened wide and his mouth slammed shut and his arms snapped his sides. Though deprived of speech, he nonetheless managed to express his discomfort via a series of comical eye wiggles, which became increasingly intense as his penis continued to swell.

Lupusregina’s smile curled into a grin as the already erect shaft grew fatter and fatter and fatter, plumping into a twelve-inch rod of flesh, riddled with veins and pulsing with its owner’s

terrified heartbeat. The man himself seemed a little weaker every second: as his penis grew, the rest of him seemed to wither, his head sinking into his neck, his arms melding with his sides, and his legs shriveling away entirely. Soon he looked less like a human being and more some kind of strange, fleshy slime thing. Lupus kicked him and laughed at the muffled protests this earned her.

The young man continued to shrink, losing another inch with every second, and as he did, he browned like he'd been left too long in the oven. Soon a spicy scent tickled Lupusregina's nostrils – her mouth watered; she licked her lips.

Finally, his face melted into his skin, and by the time he ceased growing, he was no longer recognizable: what sat on the floor of the bedroom wasn't a human being, it was a single, giant, strangely-phallic sausage, steaming like it was fresh off the grill.

Stooping down, Lupusregina snatched it up and gave it a sniff, drooling as the delectable scent poured into her nose. Opening wide, she stuck out her tongue and, with terrible delicateness, gave the former man a lick. He tasted salty, salty and spicy, exactly the taste she wanted from her meat.

Was it just her, or was it trembling a little? Trembling like a virgin's cock in the hands of an expert seductress.

With a laugh, she opened wide and slipped the sausage through her lips, sucking on it – no teeth – as if to taunt it, though mostly she was savoring the taste. Suckering tight, she pinched the end and pulled it back and pushed it forward again, shivering at the spiciness even as it squirmed. "Mmm~," she said, pulling it out with a plop. "You're the tastiest sausage I've ever sucked."

The line of saliva connecting it to her mouth snapped.

"Well," she said, "there's no sense in waiting any longer." And with that, she opened wide, stuffed a good half of the sausage's length through her lips, and, without anything in the way of mercy, bit down, *hard*.

As she chewed, she was certain she heard someone screaming.

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Afterward, having finished off her meal, she padded back out into the night, rubbing her stomach and licking flecks of former human off her lips. As delicious as the young man had been, he'd really left her parched – she needed something to wash him down with.

Reaching the street, she sniffed the air in search of other interesting scents. And soon enough, she found one. With a grin, she charged in search of the source.

She found it inside another, slightly larger domicile. Unlike the previous one, which was more of a hut, this had been built for a whole family. And the occupants clearly wanted one, going by the sounds from the bedroom: "Nn~! Nnn~! Ahh! Harder! Harder! Nnnn~!"

With a grin, Lupus opened the door.

Her targets didn't notice her immediately: they were way too busy having fun under the covers. Only when she closed the door behind her, making certain it thudded, did the man lying on the mattress look over his wife's shoulder and realize who had entered.

"Th-the-the-!"

His wife didn't hear him. Caught in the heat of the moment, she continued to bounce, up and down and up and down, screaming a little harder with each rise and each fall, until at last, with a single, wild moan she collapsed, falling back to the bed with a sigh of exhaustion. "Oh, honey," she said. "That was *wonderful*..."

Her eyes settled on his pale, trembling face and followed its gaze slowly across the room to Lupus. She froze. A second, slightly less orgasmic, moan escaped her lips.

Licking her own, Lupusregina advanced, already working out what to do with them. What was the best way for someone like her to slake her thirst? Ah, yes... With a grin, she raised a hand.

Ironically, in moving to cast a spell, she managed to break the one she'd placed on the husband. With a gasp, he leapt to his feet, the blanket hanging from his still erect shaft, and threw himself in front of his wife. "St-stay back!" he cried. "D-don't you dare...! Don't you dare...!"

Ignoring her, Lupus twirled her fingers, whispered a magic word, and shot a bolt of magical lightning straight into the poor guy's chest. He shot back, struck the headboard, and collapsed, seeming much less like a hero and much more like a damsel in distress all of a sudden.

As he lay there moaning, his wife clinging to his arm, Lupus grabbed the blanket and pulled it off the bed, earning a fresh squeal from the latter and a faint moan from the former. Despite everything, the man seemed as erect as ever – in fact, if Lupus's senses weren't deceiving her, he was growing more erect with the second.

The three of them watched, to her amusement and their immense horror, as his shaft rose like a tower, growing till it was as long as his arm and as thick as his thigh, throbbing and pulsing like a monster. He moaned, sweating in terror, and like the young man from the previous house, started to collapse, his head sinking into his neck and his arms melding into his sides while his legs shriveled away entirely. Unsurprisingly, this made his wife scream even louder.

"Don't worry," said Lupus, raising her hand again. "I haven't forgotten about you." And with a smug grin, she flung another spell straight into the unfortunate woman's breasts. She squealed and all but threw herself out of the bed.

Unlike her husband, neither her cock nor another, more present part of her anatomy started growing. Instead, she drooped, looking slick and blurry as a portrait painted in a particularly hot room. Her features fell, a low moan escaping her mouth even as it slid down to her chin.

Finally, her skin bubbled and turned brown, a deep, rich brown, translucent and enticing. With one final scream, she collapsed entirely, but before she could soak the sheets, Lupusregina snapped her fingers, and with a *glorp*, the former woman spun into a stream and went spiraling over the bed, around and around and around, until finally—

—with a *glug*, she dived into the depths of her husband's penis. *Glug!*

The man himself was barely recognisable. Like the young man from the last house, he'd become a blob of human flesh, mass concentrated in his cock, and it was soon the only part of him remaining. It bulged even larger, throbbing and twitching, as the stream of his wife poured through its urethra.

At last, the final drop disappeared through his glans, and as Lupus watched with a smirk, the disembodied cock started to change for a second time. First, its length rounded out, forming something close to a perfect cylinder. Next, its tip stretched and its urethra opened wide, leaving a hole as large as a penny. Its skin shimmered and turned slick and translucent, just like its wife's, though until her it didn't melt but rather hardened, turning from flesh to smooth, clear glass. On the other side, what remained of the wife bubbled away, all fizzy.

Finally, the man shrank back down to a more reasonable size for a penis, and with that the couple were gone, replaced by a simple glass bottle of bubbling soda.

With a smirk, Lupus snapped her fingers and transformed the blanket into a label and a pillow into a cork. This done, she marched over and picked them up.

The soda sloshed in the bottle as she plucked it from the bed. Raising it high, she held it on its side and tilted it left and right, smirking in amusement as the fluid flowed from one end of the bottle to the other. When she twisted it, she was certain she could feel the bottle shivering.

Growing bored, she licked her lips and wrenched the cork from the bottle's mouth with a pop surprisingly similar in tenor to a man screaming. Smirking, she raised it to her own mouth and held it there for a second, ignoring her thirst in favor of further teasing: working her tongue through the bottle's mouth and wiggling it around like a cat lapping up cream. The shivering feeling became stronger with every second.

Finally, she retracted her tongue and tipped, allowing the bottle's rich brown contents to flow through her lips. It came slow, unnaturally slow, as if fighting to stay in its new home, but all she had to do was tip the bottle a little more, and in the end the inevitable occurred: as the first drop of soda struck her tongue, Lupus shivered in delight. It was so *sweet*.

With this, the drink's resistance seemed to break. It came in a flood now, rushing almost desperately, and Lupus chugged down mouthful after mouthful after it, letting the stuff spill from her lips and pour down her chin to drizzle her cleavage.

It didn't take her long to finish. Swallowing with a gigantic gulp, she lowered the bottle and leaned back with a sigh. It felt good to wash away the taste of sausage, and the soda had been more than worth drinking on its own – maybe she'd have to find another couple before she went home...

Turning, she cast the bottle aside with a laugh. It struck the wall and exploded, showering the bed with its shards, and Lupus didn't spare them a single glance as she made her way to the door.

Back in the street, she stared at the skies, soaking her skin in the moon's silvery rays. What should she do next? She'd sated her hunger and slaked her thirst, but the night was still young, and there were plenty of toys left for her to play with~.

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She found her next plaything not far away. Unlike her previous prey, he wasn't inside – in fact, he seemed to be doing much the same thing she was: creeping about in search of something. From the shadows she watched with a grin of amusement as he approached a nearby house and poked his head through the open window.

Lupus's own head cocked. Was he a thief? Carne Village was too small for something like that, wasn't it?

Instead of clambering inside, however, the man satisfied himself with leaning on the windowsill and looking. And slipping a hand inside his pants.

Lupusregina smiled. Ah, of course. Not a thief – a pervert. No wonder his scent had caught her nose. She was always in the mood for a nice, tasty pervert. Smirking, she crept over.

The closer she grew to the libidinous young man, who seemed to be about halfway between the ages of her previous victims, the faster his hand jerked in his pants, growing quicker and quicker and quicker, until at last–

Grinning, she placed her hand over his mouth and clamped tight. With a muffled scream, the man came on the spot, spurting semen through his pants and all over the wall of his victim's house.

Lupus, unable to keep herself from snickering, dragged him back, back away from the cottage and into the safety of the shadows. "Mmm~," she said, once she was certain no-one could keep them. "I didn't expect to find anyone else out hunting tonight."

Spinning him around, she pinned him against the wall and studied his expression – he looked like a schoolboy caught with his hands in his pants, which she supposed wasn't *too* far from the truth. Staring at her, he sniveled, wet with fear. "Wh-what are you going to do to me?"

Lupus simply smiled. "Relax," she said, leaning even closer. "I'm not going to punish you or anything. In fact, I've been looking for a helper..."

The young man blinked, looking like he couldn't quite believe his luck. "A h-helper?"

Her smile grew sharp as a scythe. "Mmm~, that's right..." Raising a leg, she planted it on the wall and hiked up her skirt, exposing her panties. "I caught my last pair a whole month ago, and now they're falling to pieces..." To demonstrate, she hooked a finger through the strap and tugged – they came apart like tissue paper.

As her underwear slipped to the ground in scraps, the young man stared at her in horror. Her exposed sex, furry and wet, glistened in the moonlight. "Wh-what do you–?"

"You'll figure it out," said Lupus, planting her hand on the back of his head. And without another word, she slammed him face first into her vagina. He squealed, but her pussy did an excellent job of muffling his protests. Laughing, she pressed harder and, with her free hand, started to cast the spell. It rolled over his body in a wave of pulsing light, smothering him from head to toe in its glistening pink aura. His squirming paused for a second. Then it grew more intense than ever.

As she watched in amusement, the rags he'd dressed in ignited and fell from his flesh in burning rivulets. Revealed, his naked body glistened in the moonlight and the spell-light, shimmering with the fearful sweat oozing from his skin. Like wet clay under the hands of a potter, it twisted and turned, bending and warping in a particularly obscene way:

Firstly, his limbs shriveled, spinning themselves into inhuman thinness. His arms, thus reduced, wrapped around her waist in a hug, clinging to her tight even as he struggled to pull away from her. His legs, meanwhile, twinned themselves together and stretched wide, forming a larger sheet of former flesh (if nowhere near as thick as the limbs which had once comprised it) and, tightly bound, promptly curled under her sex and up. His feet met his hands and his toes entwined with his fingers, tying them neatly together.

At the same time, he finally managed to pull his face away. Like a man held under water, he gasped and gulped for air, his eyes boggling in terror. "Please!" he cried. "Please, you can't–!"

With a roll of the eyes, she planted her hand on his head and thrust him back into her sex again. He screamed, kicking and squirming, though with his limbs wrapped around her, it didn't have much of an effect. Or at least not the one he intended.

Biting her lip, Lupus shivered. "Nn~! Harder!"

The man's body rippled like a flag in the wind and, without further delay, shrivelled. Lupus watched in smug amusement as all that male muscle faded, as his torso compacted, flattened out of existence, not that it had been all that bulky to start with. In the end, he screamed one last muffled scream, and with that, sank into the puddle of himself, spreading over her sex in a flood of flesh-turned-fabric, a simple sheet of white cloth with little trace of humanity left.

For a second or two, Lupus simply stood and looked down at him smugly. Finally, she raised a hand, extended a finger, and, with a grin so wide it almost cut her head off, slipped it through the strap of the former man. And pulled, pulled as hard as she could.

Her new panties stretched, stretched almost to a meter, pulling their rear end deep into her crack in the process. And though they didn't speak or scream or make any kind of actual exclamation, she could hear them creaking with the strain and feel them trembling with the pain. With a laugh, she released them – they produced a painful snap, loud as a whipcrack, as they resumed their normal shape.

Leaving the shadows behind, Lupus headed back into the street, casting her eyes at the moon as she did. Already, it was starting to slide back down out of the heavens – it would only be a few hours until the night was over.

Still, that was plenty of time for her to sneak a few more victims in.