

Breathing in deeply to gather his bearings, Jon opened the door to the relatively benign-looking massage parlor. It wasn't that he was ashamed of being seen entering it, that was hardly a concern. The sign outside was relatively discrete, and he was sure they occasionally got some walk-ins that did not understand the true purpose of the parlor. But he knew exactly what he was getting into, and had been waiting for this day for quite some time, not able to afford such luxuries without saving for months in advance.

It had been some months since Jon and his friends experienced potion-based transformation in a half-baked attempt to save funds on a plane ticket toward a much-awaited concert. Jon, having been the one to draw the short straw, and had volunteered to be turned into a Bernese Mountain dog, and a female one at that, the potion having been acquired by Rachel for her own interests. Not something he wanted at first, but the longer he stayed as a dog, the more the experience appealed to him, especially the heat his body entered and the sexual ecstasy of having a canine orgy, friend's phalluses lodged in his cunt lips. And, ever since then, Jon had wanted to experience the pleasures of animalistic sex again, even wanting it from a female perspective, making him contemplate his own sexuality and gender identity. Eventually, he figured such labels were a moot point, and he should just enjoy himself, regardless of what form or gender he ended up as!

The concept of transformative potions was not new, the technology was an offshoot of the newest medical technology. It was somewhat of a street drug, safe from lab tests but only available through more sketchy channels. Now that it was legalized, there came with it the demand for locations where one could purchase and use the potions to transform into other forms in a safe space. Animals were popular, though a variety of other options existed, with more to be marketed in the future. And this place had what Rachel had said was the perfect form for them all to partake in!

This particular establishment, one of the first of its kind, branded itself as a massage parlor of sorts, one where people could get a massage after taking one of the Potions. The masseuse would play over the changed areas to make them even more pleasurable, to give a truly unique and powerful experience. One with a 'happy ending' to be sure, but something that was par for the course of the transformation as a whole. It was one of the reasons Jon was so eager to be undergoing it again. He knew his friends had the same level of excitement ever since their canine orgy, so saving for the ability to change again, complete with some guilt-free sex, was something they could not pass up!

That day, however, things were not going according to plan. Due to some unforeseen circumstances, Jon ended up running late, and with the appointment set in stone, there was little chance of his friends waiting for him. He was a little disappointed he didn't get to see them change one by one, which was part of the appeal for him. He would be the last to change, to

watch his friends in animal form while they sniffed and licked at him and encouraged him to join them. It wouldn't be the worse thing in the world, he eventually decided. It was the opposite of the initial change, Jon being in animal form and watching his friends join him as dogs.

The other bane of his tardiness was that he was not privy to the animal form the two of them had picked. Given the program was relatively new and that they weren't sure of the species available, the trio hadn't chosen their form before the trip, not sure what would be available. They would be there all day in the body, and Jon hoped that would come with at least a couple of sexual romps, no matter the species. But he wasn't able to choose it with them, much to his disappointment since they couldn't feasibly wait. So he was forced to partake in whatever change they had in mind for him, though he at least trusted their judgment in the matter and there was little chance of them picking something he would be opposed to. Still, it was annoying that Rachel wouldn't tell him, her mischievous streak getting the better of him as she taunted him over what form they were taking off before putting away her phone for the change to come.

Excited beyond belief, Jon walked into the parlor, not sure what to expect but excited all the same. There was a receptionist in the lobby, and he was quickly escorted to the back where his friends were likely already changed and waiting for him. Jon did as was instructed, moving to a large room at the end of a hall set up for changing a group into larger animals. It made sense it would be something larger, and Jon held his breath, wondering if they were both already changed and waiting for him.

Knowing he would walk into a room to see a pair of animals, he was still a little shocked to come across a fully grown male lion, tail swishing behind him as he looked at Jon with a sort of un-cat-like grin. Though Jon's first instinct was that he was looking at Eric, he knew for certain it was Rachel in the body of that lion, having taken a male form before and loving it as much as Jon had loved being female. It was something they had discussed many times since their first time changing, and he was not surprised Rachel would take the role of the male once more. And, if he was being honest, he wanted to be the female again, to feel an animalistic cock in his beastly cunt lips once more...

Jon's assumption was confirmed as he looked over to the large table in the room, Eric's prone form lying on his stomach and his body nearly fully changed into a lioness. It was obvious he did not take a male form himself this time, and Jon was a little unsure how Rachel had twisted his arm in that direction. Still, Eric looked happy enough, and the scent of semen in the air was more than enough proof that the two of them had a fun change thus far. And Jon couldn't wait to join them!

His eyes immediately moved toward Eric's form, wanting to see the final changes being worked into him. He was all lioness from the waist down, paws underneath him and tail

thrashing behind to show his eagerness. The masseuse was standing with her back to Jon, rubbing his hands in hers as though encouraging them to change. On closer inspection, it seemed as though they were almost all the way shifting into paws as their fingers were pushing into his paws, and leonine nails were promoted to push from the former cuticles. They were already covered with fur, massive saucer-sized appendages that could take down a gazelle if he was so inclined. Jon's only regret was that he missed the chance to see the process in full!

Coming around to Eric's back, running her oils over him while encouraging fur to grow from the skin, she gave Jon a warm smile, as though expecting him. She evidently loved her work, playing over Eric's back with care and reverence, encouraging the muscles to spasm and bulge as his lioness pelt grew in around his back and neck. Moving up his neck, the masseuse working the change into his shoulders, promoted the blades to separate and push them forward until his four-legged stance was set in stone. Having been in the midst of change himself before, Jon knew it Eric was enjoying it, likely as aroused as ever, though Jon hadn't gone back to look at his altered sex. Surely he had been changed in the downstairs department already! Jon only wished he could have witnessed his friend's pleasure firsthand!

“Hey, better leeeeeeate that everrrrr...” Eric growled, feline cadence present. “It was Rachel's idea. Shocker, I know! I dont rrrreally rrrrant to rrrre firrremale. But since rrrrou said you loved it so meeeuch that I hard to trrrry it...frrrrreels grrroooooood man...” He managed to say. Jon understood the words but only just. He figured it was Rachel's idea anyway, wanting to be a lion and having her own harem of lionesses to play with. And, if Jon recalled correctly, lions had amazing sexual stamina, enough that he could go between the two of them before their night in the parlor was up.

With that, Eric rolled his eyes and the woman started rubbing the back of his hair, causing his hair to recede and the lioness fur to play over it. It was obvious he wouldn't be able to talk much longer, though he likely didn't want to, speech unnecessary to show the lusts of their new bodies. It was part of the potion's appeal to make the changes and their subsequent results as erotic as possible, and Jon would have it no other way.

With that, the masseuse started to play over his ears, tugging them up and rounding them into feline shapes with the same tawny lioness fur to cover them. With some eagerness, Eric went to twitch them, as though remembering he could do so now that he was an animal again. With the sloping of his skull, the ears were drawn to the top of his head with the repositioning of his auditory canals. But it was of little concern to his being, animal instincts present but human intelligence dominate throughout his mind.

It was time for the finale as Eric stood there patiently, like an eager cat being groomed and petted. First, she tugged at the sides of his cheeks, as though picking strings from a guitar.

With that notion, several dozen whiskers popped from the sides, making him wince and try to twitch the skin to get used to them. Shorter fine fur pushed its way from the skin, running up his tear ducts up towards his eyes as his reshaped scalp expanded and forced his cheeks to puff out.

Though it looked painful, Eric carried a pleased look on his face as the last of his feline facial features was molded into place. His mouth was drawn outward, mouth hanging open impossibly large as the new muscles being rubbed into place allowed it to do so. His tongue seemed to tingle as tiny barbs overtook the top, and dentures extended into stabbing canines and sheeting molars. His face was drawn outward, muzzle extending as his nose was pushed down into a flattened shape. Not touching them directly, the masseuse was careful to rub the skin around his eyes, and they watered a little as Eric closed them, feeling them shift in their sockets. When he opened them, Eric was left with the eyes of a cat, rounded black in mostly yellow pools. The cleft of his lips was the last thing to form as the woman pulled her hands off him to admire her work.

With that, it was obvious the changes were done, and his former male friend was a fully formed lioness, lashing his tail in anticipation of his new form. Jon couldn't help but stare in reverence, wishing that to be him on the table. He knew it would be him in a few moments, and nothing could leave him more elated. Having never seen lions up close before, Jon was able to admire their strength and beauty in a way that would have never been imagined before today. It was more than he could bare to wait and have the change happen to him in turn!

“Ah, so you’re the third? I’m Lisa, and I’ll be your masseuse today,” She said, a sly grin on her face. The expression was not lost on Jon, thinking that perhaps she liked helping others in a more than professional way to change. Jon didn’t think it too odd, however, a little shy about the whole endeavor but mostly due to the whole taboo nature of the endeavor. It added to the whole affair in a way that made him surprisingly erect in his pants!’

“Do you have any questions for me before I begin?” She asked, though Jon just shook his head. It was not his first rodeo, as it were, though at the moment he was hard-pressed to say anything else in his defense.

“Alright then, I just need you to strip and lie down on her stomach on the table here, “ She said, though not before giving it a heavy and thorough cleaning. He didn’t really care, given that he would be getting hot and heavy with his fellow lions in a few moments. But it was likely protocol and he wasn’t going to say that he wanted to lie in his friend’s sweat and cum before changing himself, even when he would soon be begging his other friend for cum before the day was out.

Seeing Rachel's brightly colored dresses and a shirt with one of Jon's favorite messages, Jon walked over, pressing to place his own clothes with theirs before changing. Even as he stripped off his shirt and undid his pants, Jon stole a glance at his friends, now big cats, who were grinning at him as much as he was at them. Whether subconscious or not, Eric was rubbing against Rachel's flanks, moving toward her nose with his backside. He was obviously in heat as the process was designed to do, and likely already insistent to get Rachel's attention. Having no experience with such sensations, it seemed that he was overwhelmed, making Jon unsure of how he had felt with it as long as he had that first night. Jon did sympathize with his plight, knowing the pleasures of having Rachel's animalistic cock inside of him!

Rachel, for her part, already passed a feline erection above fuzzy leonine balls, though she was resisting for now, wanting to see her pride expand before taking them both in some guilt-free sex. It was likely a little easier for her to hold off but the scent of two changing lionesses would likely be more than such a magnificent male could manage.

“Alright, so the process will take about 30 minutes or so. The transformative agent is in potion form, as you might be familiar with, but the gel that I use stimulates the skin and area to change as I touch it. I'm sure you're already aware, but the changes are designed to be...stimulating,” she said, and Jon nodded, knowing exactly what she meant. It was why he was here, after all. Hell, he could almost smell the heat wafting from his male friend's cunt, and the sight of Rachel's erection was rather impressive by lion's standards.

“So you're going to be a lioness as well?” She said, preparing an array of oils, likely for different parts of his body pre and post-change. Jon was curious about them, though didn't ask for now, wanting to wait and see what happened as he changed.

“Y-yeah, of course,” he said, feeling a little bit shy about it when saying it out loud. After all, it was a little embarrassing to his pre-conceived masculinity to be giving up his cock for a female's sex. Though he should have been beneath such things, it was a little unnerving to have it worded in such a way.

Jon didn't have much time to reflect on it too much, given the feeling of a massive head rubbing against his naked side. Looking over at a massive lion's eyes, her thick tongue licking his side was all he needed for encouragement. It was just like Rachel to be giving her approval, knowing and understanding how much he needed to be fucked from a female perspective as much as she had come to love having a cock. They would never have sex in their human forms, not having those sorts of inclinations as humans. But gender-swapped animals? It was the subject of many a wet dream and masturbatory session until the day was upon them before they could experience it!

“It looks like your friend is ready to see what you look like as a lioness. Shall we get started?” Lisa said and with that, Jon got over to the table, getting on top of it with his ass in the air before being handed the transformation drink. Swallowing it in one go, he waited for the familiar tingling to start, and the change to begin. He was hard as hell at the sight of Rachel’s body, and couldn’t wait to look just like Eric and become her perfect mate!

Taking a few moments to get himself set up, Jon raised himself up, feeling his skin almost tingling in anticipation. Normally, he would be ashamed of being naked and touched by a woman in such an intimate way. But given his intense arousal and the anticipation of what was to come, Jon was more eager to get on with it than to feel any preconceived shame. And, surely, even if this was a new job for her, Lisa was used to, or at least expecting any variety of things to happen.

“OK, let’s get started. This is going to feel a little strange at first but I can assure you you’ll feel great soon. Is this your first time with the potions?” She asked, making conversation as the warm oils dripped onto Jon’s back.

“No, the three of us all tried to Potions together about a year ago. When they were still...well, maybe I shouldn’t be saying that,” Jon said, chastising himself.

“No need to worry about that, most of our clients used the products back when they were less than usable in the law’s eyes, shall we say. What did you all turn into?” She asked, starting to rub the skin of his back and spreading the oil over him in a warm wave.

“Oh! Uh, dogs! Bernese Mountain dogs!” Jon said, a little more loudly than he’d wanted. He was still a little anxious if he was being honest with himself. The whole idea of changing in front of someone, let alone being guided along was daunting, to say the least. And yet she had done so with his friends already. How she had enough energy for three back-to-back clients, Jon had no idea. She seemed to be enjoying herself, at any rate!

“Oh, they are beautiful dogs! I take it you three had fun?” She asked, digging into the skin and making Jon want to moan from the sensations.

“We did...oh...ooohhh...” Jon moaned, feeling the warmth seeping into his skin. The tingling seemed to intensify, and the itching of his hair started to press through the skin making him elated. Though he had no doubt that he would be changing it was still amazing to feel in real-time as the start of his lioness pelt spread from his skin at her touch!

“Did you change gender then, or is this your first time?” Lisa asked her tone implying small talk but the topic was anything but. Jon wasn’t sure how to answer, though that was in part

due to the spasming of his muscles as they started to tear and reform and spread, reforming into something a lion might enjoy. The itching of fur growth was all Jon needed to know that he was soon to be covered in an entire coat, shorter than the Bernese he had been the last time he was under the potion's influence. But the itching and warmth of having it made him elated, knowing he would soon be covered with it and wanting it more than anything!

“No...it was an accident...but yeah...I liked it...” Jon said, feeling a little abashed as he did so. He had no idea how the woman would react to his declaration but it was the truth, and he felt exposed more so than any time he had in his life.

“Oh, no worries! Nothing to be ashamed about! Almost half of my clients want to become a form of the opposite gender, it's more common than you think!” Lias said, and Jon felt himself breathe a sigh of relief. Not that he really cared about being judged for his fascination for sex from the other side. But it was nice to get the affirmation nonetheless.

Lisa was working her hands over his back and down to his buttocks, and Jon moaned, feeling the itching of fur and the spasming of muscle growth coming to its apex over his backside, culminating in a pressure that started in the back of his spine. Having changed once before, Jon felt he knew the sensation was to signal the beginning of his tail, deft fingers working the oils into the skin and combining them with the potion's contents circulating through his system. She seemed to pick the base of his spine, pulling it out with the fat and muscle and bone as Jon could barely feel the weight of it. Jon's excitement grew to its apex at the thought he was about to have one again. He couldn't wait to feel that tail weight once more!

Jon looked back as inch after inch of his leonine tail was pulled from his back, thickening in circumference as it started to sway back and forth by its own power. Several points of articulation formed along its length, more than the canine tail he once possessed, leaving him to delight in possessing one. The tip itched with the formation of a lovely brown tassel, even as tawny hairs itched all the way up to the base, spreading over the back of his hips and ass and running down his thighs.

“Let's take it nice and slow, yes?” Lisa said, reaching down to tease the base of his foot next. Jon felt himself shiver at that, his feet being a sensitive spot. But they needed to be touched to be changed, and Jon couldn't help but feel his cock leaking from the tip in anticipation.

Wriggling his toes in excitement, Jon felt deft hands gripping his little toe, squeezing it between her fingers as she pushed it into his heel. Jon was momentarily shocked to have to push all the way inside to the point he could no longer feel it. He was somewhat accustomed to the sensation, being part of his change into a dog all those months ago. But it was far removed from

that experience to have it happen with the prompting of another, the woman's touch the catalyst. Jon was in heaven and she'd only just started!

Working in sequence, Lisa started to push his toes in, the joints and bones painlessly piping into place as their flexibility was limited. As she finished each one, Jon was left aware their mobility was far better than human equivalents, not functionally stuck together as they had been while a dog. There wasn't much space between them as the remaining four on his left foot were pushed in, followed by the toes on his right. Taking each to pinch into his toes, Jon could tell that were expanding, their combined size almost too much for his foot in a human state as their bottoms swelled out into pad-like skin. Jon was left to wonder what a larger animal's anatomy would be like thinking it was almost impossible to form in such a way!

The next change was to be far more jarring, Lisa pressing against the beds of his nails and effectively pushing them inside his hands, to the point Jon was worried they were injuring the tissue. Yet, they soon merged with the structures inside, and at her prompting, they soon extended out of the tip of the finger, curving into crescents on each as she worked for her hands in sequence. They were massive, almost heavy as the muscle to move them settled into place. Sensing his discomfort, Lisa moved her hands over the joints of his foot, allowing the proper structures to take place within. Jon was rather shocked by the ability to flex them, relaxing them into his paws or extending them outward against the table he was sitting on. He delighted in the ability to do so, much different than the stationary nails of the dog he had once been.

With his paws formed, his masseuse worked over his lower foot, pulling his heel with one hand while flattening the bottom of the soon-to-be paw with the other. The skin of the bottom firmed up rapidly, likely in a feline shape as the familiar itching of fur started to pepper some of the spaces. Though Jon could feel some separation between them, it made sense that he would be granted a larger foot to match the size of the paws his friends had. It was the stretching of his heel that had the man's attention, ankle snapped into place at an odd angle to reorientate the bone leg for its eventual stance. Though it was not too far from what he had been expecting, given his stint as a dog, Jon was rather shocked by the power of his legs, the massive jumping ability able to sail through the air to attack prey. Not that he could do such in the room as they were, but it was still fun to possess the ability nonetheless.

Lost in thought as he was, Jon shivered momentarily as Lisa's hands touched the skin of his anus, and bracing her hand against his ass cheeks, her one finger pulled it upward, moving it toward the base of his tail and out of the cheeks that normally kept it hidden. It made his guts gurgle for just a moment before it became situated there, and her finger started to shove into his asshole, making him squirm and make his claws extend reflexively. It was uncomfortable, though Jon couldn't help but note how pleasurable it was as his cheek receded into his hips and his backside took on the position of a cat's. He couldn't help but think his backside looked like



that of his pet's, though on a much larger scale. Would Rachel like it? Why was he thinking that so casually?!

Though his back was already coated in its own lioness fur, Lisa's deft fingers were soon to spread it even further, teasing the skin and making it tingle as more hairs started to push through, running down his hips and tights, playing over his lower legs and matching the ones that had formed over his paws. Jon was sure the skin underneath was turning pinker as well, feline skin though it was completely obscured by the peppering of the feline pelt. It was itchy, and he wanted to scratch it, but there was nothing to be done for it, and as soon as the irritation started, it was soon to abate, leaving fur in its wake. It was a little longer around his hips and ass, almost white, though Jon could not see it, only aware because of his friend's own backside, something that was on display. How Jon wanted that backside to be his own!

Lost in his self-reflection, Jon was not expecting the sensations of his pelvis to pop, the bones breaking apart and reforming as Lisa massaged his hips, forcing him into a quadrupedal stance. Hips were pushed against his soon-to-be flanks, wider than their primate counterparts, and pushed into his modest belly with a flap of skin between his knees. The way his stance was placed now, he didn't have to bend down on his knees, able to raise himself comfortably the way his backside was. Jon knew he couldn't stand up any longer, but had no desire to, given the stance he wished to maintain as a lioness. Best of all, he was at the right height to be bred!

At this point, most of his lower body was turned into a lioness, save for his member, as erect and ready to go as Jon felt. It seemed that Lisa was almost as excited to change it as Jon was for it to change. "Now for the fun part. Don't be shy, it's usually a sexual experience for everyone who comes in here. Nothing to be ashamed about, and you want to put on a good show for your lion, don't you?" Lisa said, and Jon felt his heart leap. The words alone were almost enough to make him cum from a human cock one more time before his sex was changed. He was elated!

Yet, the moment the words were out of her mouth, it seemed Eric had some other ideas. Rachel, moving toward the half-changed lion and wanting to taste him, was intercepted by the eager newly formed female, wafting his heady scent into her massive nostrils and making her melt. Like liquid grace, he was in front of her, raising his hindquarters in a display of feline mating. Rachel, unable to resist, simply gave Jon a wink as she moved to start lapping at Eric's cunt lips, giving the newly changed female a taste of her own medicine, as it were. A growl of contentment escaped Eric's lioness lips, not caring about giving in to everything his body wanted and needed. It was almost adorable to watch his need to be fucked, had Jon not felt a hint of jealousy over Eric being first!

Soon, Rachel was done licking their friend's lioness lips, wide feline tongue dripping sexual fluids as she got into position. Erect as her lioness cock was, it took her no time to get up on Eric's back, and she started humping desperately, lion cock rubbing against Eric's folds before plunging in with her shallow cock. While impressive for a lion, she wasn't the most impressive specimen in the animal kingdom, given a rather small cock. It was just the right size for a lioness cunt though, and with the power in her lips, she was able to thrust into a lioness over and over for their combined sexual pleasure. Soon, the slapping of her balls against Eric's backside rang in their ears, making Jon powerful and jealous. He couldn't wait for his own turn to come up!

"Fuck guys, wait for me!" Jon called out, wanting to reach down and rub his cock at the sight. As much as the changes themselves turned him on, the sight of his friends fucking and knowing he would soon join them was the most potent aphrodisiac he could imagine.

"You'll have to wait about 15 minutes or so. But you're free to use the sight to help with this next part," Lisa said, and with that, she reached down to start rubbing Jon's leaking member, making him groan. Part of him didn't want to be touched by a stranger, but there was nothing to be done for it, and no denying the pleasure he was getting from the contact. With the tension in his balls, Jon was sure he would cum at the briefest of stimuli, but he did his best to hold back, wanting to extend his pleasure.

Before she could get too into her work, Lisa stopped, Jon almost wanting to beg her to come back and stroke him off more. "Now, you'll want to get down on your back for these next few parts, it's easier," Lisa said, and on did his nest to do so, unused to the positioning of his changed backside. Eventually, he managed it, keeping his hands at his sides despite the grave desire to touch himself. He knew the oils Lisa had for him were needed to change him and he wanted nothing more than to have his cock change into a cunt. But first, he wanted to cum all over his belly, still watching his friend's mating and wanting to feel what it was Eric was experiencing!

With such stimulating images to be jerked off to, it took little time for Jon to reach his end. Trying to stifle a moan, Jon was not able to fully hide his arousal as his body started to shake and his skin sweat, before his cock went into orgasm, shooting into the air further than it had any time during masturbation. The quantity was unnatural as well, cock erupting almost like a volcano as his orgasm washed over him, much faster than he was expecting. Though such a brief orgasm should have ebbed the pleasure quickly, it seemed to weave into his prostate, pumping more cum from his testicles and preparing their entire contents to explode. Jon wanted to call out for her to stop, that his cock was far too sensitive and that he couldn't possibly cum anymore. But as her other slick hand moved to play over his testicles, Jon seemed to white out even further to the point he was sure he had more to give.

The sensation of her hands gently cupping his balls was barely felt as more semen forced its way from his cock, spilling over him and spreading damp lioness hair over the sparse hairs of his groin. It was uncomfortable, though Jon was hardly in a place to notice it, still in orgasmic tension as he was. It should have been powerfully uncomfortable to be in orgasm this long, far past the average seven seconds a male enjoyed release. This was easily twenty, even better than his ejaculation as a dog when he'd lost his sex for the first time.

Eventually, Jon felt he was done, and without missing a beat, Lisa had a warm, damp cloth to rub over the sticky fur, immediately bringing him relief. It served to spread the soft white fur even more, and for a moment, Jon was more inclined to have to dry, wanting to clean it himself. It was amazing that lioness thoughts were already creeping into his mind before his head was changed, but there was little to be done about it, not understanding how the process worked exactly. So he let himself be cleaned off, at least thankfully the stickiness was gone before he really got hot and heavy like the lioness he was becoming.

“There, how was that?” Lisa said, and it was hard at the moment to articulate the words.

“Fucceck...” Jon managed to croak out, feeling the tingling bliss of post-orgasmic reverie flowing over him.

“It’s only going to get better from here...” Lisa said, that same sly grin in her expression that made Jon sure she knew from personal experience. But he was not in a place to respond, even as she continued. “But you already know that, don’t you? That’s why you’re here, after all...” She said, moving over to cup his balls once more. To his surprise, Jon didn’t feel the usual expected sensitivity from them as she went to rub them through his scrotum, preparing them for their eventual fate.

For his part, Jon couldn’t deny embarrassment from the teasing. He knew it was taboo to be female when he didn’t share any gender-dysphoric thoughts. But the sexual pleasure had been more than he could have hoped, and he was eager to have his slit once more, having it fucked by his friend in their own mini orgy he’d longed for since the last time they’d changed!

Seemingly just as eager as he was for the changes to continue, Lisa took his flaccid cock head in one hand while teasing his testicles in the other. Already, Jon could feel her fingers pushing it toward his groin, and even though the notion aroused him, his penis was not brought to bear. The head, however, seemed just as sensitive, and Jon was left to groan as she touched it, pushing it against the skin of his groin and spreading the pisshead to open further down, forming the basis of his eventual femininity. There was nothing left of the shaft, the skin being pushed inward to comprise the folds he would soon possess to mark him as a lioness.

His balls, too, were to fade, Lias not squeezing them but pushing his sack towards the opening to the point it brushed against the slit and opened to swallow it. Though he was used to the sensation, Jon was still shocked to feel other hands doing the deed to him to the point his sex was literally being molded into place. It was far more intimate and sensual than anything he had experienced before, and Jon was literally along for the ride as the efforts made him more the lioness he wanted to be.

New opening already moist and leaking, Jon was shocked to feel the woman's fingers pushing into his sex, making him call out his surprise. Thinking she was about to finger fuck him, Jon was less shocked when her fingers started to pull it back toward his anus, making him moan again as his internal organs were shifted to match it. The skin of his perineum gave way to his sex, allowing it to move toward his anus, exactly where it needed to be for his new anatomy. Right where he would soon be fucked by his friend, once she was done with Eric!

It seemed that, as Rachel moved to nip the nape of Eric's neck, they were to come to a close, Rachel growling and Eric even roaring as a small quantity of feline cream was pumped into Eric's virgin womb. As soon as they were done, Rachel pulled out, and the scent of semen wafted into Jon's nose, making his sex even wetter than before. How he wanted lion nostrils to drink it in fully, wishing it to be in his own newly formed lips! If the changes came as fast as they were, Jon wouldn't have to wait long. And he couldn't, with the ache in his sex that made him all too sure he was going into heat. A sensation he hadn't known since being a Bernese and something he had longed for if only there would be a male to quell it!

"Looks like that heat is kicking it! How about I tease you a little to change you further? Your friend Eric enjoyed it well enough, why not give it a try!?" Lisa offered, and Jon could hardly say no. In truth, he would have taken Rachel now, even if his body wasn't quite big enough. But that not being the case, he figured it would be best to let whatever his masseuse had in mind for him. Though still stunned by the orgasm he'd already experienced, he could hardly do more than nod his consent, a doozy grin on his features as he waited for what was to come next.

Looking over, Jon was surprised to see she was pulling out what looked like a feline dildo, though larger than the one that sat on Rachel's groin. It was red, silicone and Lisa soon put more of the oils over its surface, as though to change his insides further with its penetration. Though the size of such a thing was a little intimidating, Jon was eager for it, a prelude to the fun he would have with his friends when the changes were done!

Lips as slick as they were, there was no pain or pressure from the insertion of the dildo, making Jon shiver and moan from its entrance. Skilled as she was, Lisa let it sit there a few moments, and Jon could almost feel his cunt lips milking it in trying to push it in further. With

the pressure in his loins and the desire to be brought to orgasm, it was everything he could do not to back into the dildo, wanting it to fuck his cunt into the lioness he longed to be. No sooner than he started to back into it than Lisa started to thrust it into him, making him moan from the sensations and nearly begging for her to pump faster. The sensation of the barbs on the dildo, made to match an actual feline phallus, hurt a little, raking his insides and catching into the folds before pulling out, to be inserted and have it all over again. The sticking sensation was a little painful, though it seemed to trigger something inside that made Jon squirm, wanting as much as he could take.

“Fuck...more...!” Jon managed to call out, desperation in his tone that was not to go unmocked by his benefactor. “You like that, don’t you, kitty? Why don’t you beg for it like the needy female you are now?” Lisa said, and as much as Jon thought it would shame him, he was more turned on than at any point in his life!

“Yes, please, fuck me like a needy female!” Jon called out, desperation in his voice as Lisa pushed the dildo to the breaking point, making him almost growl out with a feline tone.

He wasn’t the only one enjoying the show, Rachel only needing a brief reprieve to get back on her mate, prompting Eric to get up as well. Having just fucked, it took neither of them any time to get back into position, rutting from the erotic display before them. It was the most potentially arousing thing he had witnessed before, and Jon could feel his body nearly vibrating with sexual desire. It seemed to increase his heat ten-fold to the point he could not hold back, nor did he want to!

As embarrassing as it was, Jon could scarcely stifle a moan as his body went into orgasm, making him spasm around the toy as though milking it for all it was worth. The barbs sting painfully but were exactly what he needed, body vibrating with the female orgasm he had longed for since that last time he was a Bernese. It was different, to be sure, but the undertones were still present, enough to bring Jon the bliss he had been craving all these months. Nearly whiting out from the excitement, Jon blinked a few times, trying to get back into the moment. As he suspected, Rachel and Eric were nearly done as well, Rachel reaching up and biting down onto Eric’s neck as he growled, welcoming the bite. If the spasming from his body was any indication, his feline cunt lips were wrapped tight against his lover as he brought Rachel to orgasm, and she was soon to follow, feeling his abused lioness cunt with his virile seed!

“How was that? Your friends really enjoyed the toys, too! It looks like it really got you all worked up in the end,” Lisa said, and Jon would have blushed if he could have. The pleasure really was amazing, and it was a safe environment for him to get into everything as he hoped it would be. As the changes continued over him, Jon could only imagine wanting even more!

Lisa was soon to provide as she started to rub under his belly, causing more white lioness fur to grow over it with a series of itching that Jon resisted the urge to scratch. The sensation of his lean belly lengthening, belly pulling tight and spine moving to support it was surprisingly pleasant, Lisa drawing both sides at once. He was sure his internal organs were shifting as well, and could hardly understand what was going on in his insides, save the sensations of gurgling. It was of little concern with the process keeping him alive as he changed, no worse for wear as his chest expanded, muscle welling underneath to support his eventual lioness frame.

Lost in his thoughts, Jon was hardly prepared to feel the pulling of certain areas of his chest, as though something was being pinched into existence. Set in lines down his belly, Jon was soon to release that he was being granted his own set of lioness nipples, more than the two that usually adorned his chest. To his surprise, or perhaps delight, Jon was soon to find they were more sensitive than his human pair had been, and Jon growled, getting to the point where he felt like he could almost cum from that alone.

Jon hardly had time to before the sensation of Lisa's hand continued up his chest, causing his internal organs to shift as his bones struggle around them. Jon could feel his ribcage expanding, chest barreling outward with meat and muscle. It was almost double the size of his human equivalent, and the gesture forced his shoulders forward, what should have been a painful crunch was surprisingly pleasant. Lisa reached up to push on the rest of his shoulders, effectively forcing them forward and into the meat of his torso. He wouldn't be able to move his arms in the state he was in, though Jon hardly cared, wanting to be a lioness in full and needing to be on all fours to achieve that goal.

Next, deft fingers worked over his upper arms, spreading lioness fur and bulging the flesh of his upper arms to the point they were bulging with muscle. He loved the power they had, much more over his formerly lean frame. These were arms that could grip onto a gazelle or a buffalo, holding them in place as the pride hunted their prey. Muscle and fur rippled down his arms and toward his hands, making him almost wish he could make a fist to flex his power. But he would show off in other ways, sure his friends would find him as sexy as he enjoyed his body.

"Lions really are wonderful cats," Lisa commented, as though she could read his thoughts. Jon figured he was staring intently at his arms as she worked the muscle into the flesh with her fingers, moving toward her eventual goal of touching his hands.

As though a prelude of what was to come, Lisa started teasing over the backs of his hands, causing tawny lioness fur to cover them. At this point, Jon was about as changed as Eric had been when Jon had walked in on them, meaning he only had a little more to go before he was a cat that Rachel was sure to crave. Jon wanted to enjoy the slow, sensual change, to experience every urge his soon-to-be body possessed. But there was an urgency in his vagina that

made him eager to finish the process and get fucked by his friend. It was maddening to have to wait for a second longer!

Sensing his urgency, Lisa reached down and rubbed the insides of his fingers, pushing at the edges at the same time as though encouraging them to shrink. Jon might have been wary of the process had he not undergone a similar experience of losing his hands prior. He was eager to feel the pops of joints collapsing, of bones compressing, and the overall circumference thickening as each finger, in turn, was compressed into somewhat flexible nubs, not held to the same fixed state as his canine counterparts. It was bizarre not to be able to move them much as Lisa worked over all eight fingers in sequence before moving to his thumbs. The sensation of them being pulled up his wrists, of being pushed inward to the point they could not move was a little jarring, though nothing Jon hadn't experienced or wanted before.

The one thing he was looking forward to, after feeling it happen to his feet, was the growth of his front feline claws, and as she had done previously, Lisa took them out gently, one finger allowing them to form as she pinched them into existence. As soon as his massive lioness claws were fully formed, Jon felt them retracting into his paws, their default and more comfortable position unless he was inclined to extend them once more. And as each of them was birthed in sequence, Jon did just that, exploring the formation of their sheaths and casings and generally loving the sensations of being able to move them. It was worth the temporary loss of his hands!

Claws fully formed, Lisa moved down to pull on his palms, causing them to swell and widen, the skin underneath thickened toward feline pads. As soon as Lisa was done with one, Jon placed it on the table, feeling the weight and power being held up. He couldn't feel the table underneath them anymore, but that was of little concern with how massive they were, how powerful and deadly. He admired their contours and compared one fully formed paw to the other that Lisa was still working over. It was amazing to feel them growing to match, two powerful feline paws that would keep his form stationary while he was fucked into form!

By this point, the only aspect of his body to remain human was his head, looking hilariously awkward on his leonine body. His neck was already thicker than feline shoulders and Lisa was soon on them, working the muscles into their new configuration. Fur was spreading up his neck now, and as Lisa's fingers started to touch the fringes of his short cropped hair, changing it to even shorter tawny lioness fur. She worked gently over his hair like a comb, obviously not wanting to get his skull yet, and eager to make the process as gradual and sensual as possible. Jon was thankful for that, and the teasing he had gotten already with the dildo. After all, it gave his loins enough reprieve that he could enjoy the rest of the process before being ready for Rachel's barbed feline phallus.

Next, Lias's warm fingers played over his ears, tugging around his ears and rounding them up, hairs peppering their insides to better catch sounds. At the same time, the bases of them were encouraged to twitch until Jon found he once more had the ability to do so. It had been some time since he'd enjoyed the sensation, as well as the increased hearing that came with it. Though he wasn't sure his hearing was as good as during his stint as a canine, it was enough that the ragged breaths of his mated friends rang into his ears, sending a surge through his loins at the thought it would soon be him.

For now, however, Jon's focus was left on the changes and the hands that were working over his cheeks. As though plucking guitar strings, Lisa forced growing whiskers to poke from his cheeks, dozens in all that made his skin twitch. The ones present could feel the touch of her fingers before new whiskers were brought to the forefront of his awareness. It was almost like having a second set of hands to feel with, making up for the lack of fingers in his feline form. Jon was sure his cheeks were getting puffy as well, though, with the sensitivity of his whiskers, it was harder to focus on the subdermal changes.

One thing that came to his awareness was when Lisa pushed his nose inward, flattening it into place as her fingers moved up the sides of it, adding slits and making the skin coarse and moist for better air intake and scent molecule inflow. The cleft of his upper lip was left to curve into a feline configuration, making his lips quiver as the bridge of his nose was left to prepare its transition to its muzzled form. Breathing in through new nostrils, the scent of lioness heat, his own and Eric's, as well as the pungent musk wafting off the male's body served to send shivers of excitement through his form. All this information told Jon all he needed to know was that Rachel was ready to go as soon as he was. Cunt lips leaking, it was all Jon could do not to wait for the rest of the changes and beg to be fucked right now!

With that, Lisa's hands worked up both sides of his cheeks, causing them to puff out and the hair of his short-cropped beard to fan out into lioness fur. It tickled to feel his sideburns running up like that, merging with the lioness fur on his head and covering his entire face. Even the bridge of his nose had a short coat, and fingers ran through the lower spaces between his eyes and down his chin, gently enough not to work into the muscle but enough to ensure his fur coat was fully formed. The fur on his chin was longer, white, and ran up from the ruff over his chest and neck, giving him a lioness coat through and through.

Now the final structural changes were to come as with new oil, his masseuse worked her fingers into the skin, the transformative potion working down to the cells and preparing to warp the bones within. Jon could feel his skull compressing, the frontal bones flowing into his jaw, and preparing his muzzle to form as Lisa's fingers permitted it. The alterations drew his ears to the top of his head and even moved to reshape his brain, though as a predator, it was still larger than that of most animals. Still, he was not to fall into feline thoughts but rather just their fancies,



instincts coming to the forefront when they had only tickled his awareness before. Naturally, the need to be fucked from the hormones already coursing through his being was ever present, and there was nothing inherently bloodthirsty about the rest of his instincts. Hell, Jon found he felt powerfully lazy, the need to fuck was the only need to move until his belly required filling and he would have to work with his pride to hunt.

Hands moving lower now, Lisa's touch forced his face to stretch out, bones popping under the skin as they stretched in tandem to form the beginnings of a muzzle. Soon, crossing his eyes, Job could see it, the size of his skull now large enough that he could match it to the ones possessed by his friends. It was amazing to have such a powerful muzzle on the front of his face, and opening his jaws, Jon was amazed by his ability to do so. Lisa responded by playing the oils over his gums, and Jon was prompted to sneeze, not liking the texture. Still, it was massively impressive that he could open his mouth so wide, loving the power of the muscle that his jaw needed in order to do so as his face reached its final leonine form.

It seemed as though the oils in his jaw had already done their work as a sensation of his saliva drying overcame him like his mouth was being stuffed with cotton balls. Jon soon equated the sensation to his tongue becoming coarse, tiny spines coating it for the roughness felines required. His tongue was longer, and stretching it out in a feline yawn, it was drawn to the size of it, enough like a canine or feline enjoyed. His teeth, too, seemed to expand in their sockets as well, canines, in particular, making them ache slowly as they extended almost to the point they were hanging from his mouth. He loved the sight of them, proof of his killing power and his leonine heritage. The rest of his teeth were overall sharper, with shearing edges and points for eating an all-meat diet.

As far as Jon was aware, the only thing left of his humanity was his human eyes, as much as he'd seen when Eric finished his changes. By this point, he didn't need any more oil applied for him to change, and he blinked a few times, eyes watering as they grew to fit the sockets of the lioness he had become. He blinked a few times, enjoying the sharpness of the features in the room even if some of the colors were gone in their place. It was amazing, seeing the muzzle in front of his face, eyes larger in relation to his skull, and fitting into the skull shape of his new form.

"A beautiful specimen, if I do say so myself!" Lisa remarked, and Jon got up, allowing himself to feel the power in his body for the first time. Unlike the canine form he had once possessed, this body had power, thick-packed muscle, and the ability to leap far beyond its height. Able to stalk and chase down prey, Jon truly felt the apex predator he was and reveled in the body he now possessed.

However, there was little time for such awareness with lioness heat at the forefront of his thoughts. Reflexively, his tail was already wagging, wafting the heady scent of his heat into the room. Massive eyes scanned the room, looking for Rachel and seeing only Eric, grinning in a feline way. Then, where was-

The sensation of a warm tongue on his nethers sent a shiver through his loins that made him growl, and reflexively get down, raising his tail and backside to expose his changed sex. It was a bestial mating position, one Jon was eager to take on. He could smell the intensity of his sex leaking and was sure Rachel's lion nose was drinking it in eagerly. He hoped so, with no way to ask, it was all he could do. But the growls they both elicited, though unintelligible, were enough to let them know the pleasures they consensually wanted to take with each other!

For the moment, Rachel seemed more interested in the taste of his sex, something that was fine at first. But the more the rough tongue ran over his sex, the more he craved the penetration that he knew was coming. Wanting to let Rachel have her way with him, it was all he could do not to whine his need and desperation. His entire body was quivering at this point, sex clenching open and closed to the point he could hardly stand it. If she would just-

As though reading his thoughts, Rachel stopped licking him, sniffing his sex only once more before getting up on his back. Though he thought the weight would be too much for him, Rachel's girth was rather welcome over his backside, turning him on even more to know he had a powerful mate to breed his cunt. The sensation of a pointed cock tip against his moist, leaking folds turned him on more than anything he could imagine, and he growled in contentment as she pushed in, short cock settling in his insides and preparing to fuck him into the oblivion he so desperately craved.

Jon couldn't deny how much the feeling of her cock inside him was doing it for him. A little concerned about the sensation of the oncoming spines, his fears were confirmed as she started to thrust, the spines catching on his insides and making him growl from the intrusion. It hurt, like a low grinding, something uncomfortable but not sharp as he had feared. And, like he'd been expecting, the sensations of raking against his insides sent waves all the way through his vagina, making him growl in a way that defied his human understanding. Rutting as a lioness, though different from his canine equivalent, was amazing in its own right, scratching the itch his anatomy needed. Be it an accurate representation of feline mating or hyped up through potion-induced pheromones, Jon was in heaven!

"Looks like you're getting into it, hun! Maybe you were meant to be on the receiving end?" Lisa teased, bringing Jon's initial fears to the forefront for just a second. Though the shivers running through his body made any doubts moot as he was fucked faster, the cat on his

back getting into her rhythm. If that made him less than himself to enjoy such a thorough fucking, then Jon would embrace it eagerly!

It was a good pain to be teased by Rachel's penile spines, feeling them pull his insides as her shallow thrusts struck up a proper rhythm. Jon was thrusting back against Rachel's insistence, loving every moment of it. It was as though a primal need was being met and he was more than happy to be her bitch, to take her cum and cubs as was his lot in life. And with the heat his lioness body was in, Jon could imagine no greater destiny than embracing the orgasm to come!

He was momentarily distracted by the scent of another lioness in heat, something he was now familiar with given the scent from his own loins. The other lioness was backing into him, tail hitched and wafting his own heady heat into Jon's nose. It wasn't doing as much for him as the male lion fucking his cunt, of course, but it was still interesting enough that he felt he wanted a taste. And he was sure Eric wanted the same, unable to voice it but signaling it all the same. And who was Jon to say no?

Tentatively, Jon reached out with his rough tongue, running it over the folds of Eric's feline sex, trying to mimic what Rachel had done to him. To his delight, though his sense of taste was dulled from his feline physiology, he found the flavor of the fluids rather pleasant, and he continued to lap with gusto, eliciting tremors of pleasure from his friend. A fading part of his mind couldn't help but think that it might be considered gay by some standards, but such rigid definitions mattered little to the beasts of pleasure they had become, and he decided not to let such things bother him.

All the while, Rachel pounded his feline sex, painful each rake of the spines against his insides. Jon was aware his sex would be sent into some sort of ovulation, it mattered little without their ability to properly procreate. That fact didn't diminish the pleasure his body felt from the act, not only physical but mental as well. The need of a lioness to sexually submit, to take the male and be held in place by the nape of his neck was more than Jon could bear. It was all he could do to resist the impending orgasm, and Jon soon figured, why should he? He needed it so badly, and it was hardly to be the only one he would receive. So then, there was nothing left for him to do but to allow himself to fall into the bliss of beastly pleasures...

Reflexively pulling back from Eric's cunt lips for a moment, Jon allowed himself to roar, feeling the shivers of pleasure building past the tipping point and sending him into a feline orgasm. It was a rush, though something he had been familiar with prior, given his stint as a Bernese bitch. The quivering of his cunt was amazing, even better when his quaking lips brought Rachel along with him with a splash of semen, something that fulfilled that primal need he

craved so much. She held onto his nap tightly, wanting to keep him in place as she took her pleasure from him, the dominant musky male that she was!

Not wanting their friend to be left out of the fun, Jon started to lap with gusto, surprising Eric when he was sure Jon had to stop for a moment. He growled, his own end coming soon not only from the stimulation directly but the erotic scents of his friends mating. Seeing his opening, Jon lapped with fervor, the taste of fluids changing with the onset of Eric's feline orgasm. The roar of release was not the only sign, leaking fluids mixed with the backwash of Rachel's semen was enough for him to know he'd been successful in his task.

The sensation of a rough tongue on his nethers was almost a shock, wondering if Rachel intended to eat him out already. In truth, she was cleaning her own cum from her cunt, and Jon found himself thankful for the attention. Though part of him wanted to taste the fluids of his own accord, it was still nice to feel her tongue, teasing the contours of his sex extenuating the orgasm into blissful contentment.

Taking only a moment to come down from the intense release, Jon could feel his abused cunt already leaking fluids as well as Rachel's lion cum. It was amazing being taken both with cock and tongue, but if Jon had to pick...He looked over at Rachel with a leonine look of longing. It was obvious to both of them what he wanted, and he could only hope that after multiple orgasms, Rachel was still ready to go. Be it a side effect of the serums, or the natural stamina of a male lion, Rachel's prick was quick to rise to the occasion. And Jon was more than happy to take it as many times as she was willing to provide, enjoying their feline bodies to the fullest for the rest of the evening...