

Growing Her Grade

Warning: The following is erotic content featuring *breast expansion*, *giantess*, and other minor fetishes. You know why you're here, so don't complain to me if it's not your thing.

Commission: The following is a commission for DeviantArt user *JTSchwa*.

- *Madam Materia*

Valedictorian. It was a heavy title, earned through hard work and determination; and it was one Karen held when she departed from high school. Had she deserved it?

She wasn't dumb by any means, her academic achievements were plentiful, what made her the top was her willingness to dip into "extracurricular" activities. Shining ruby hair flowed down to the small of her back, a curtain that highlighted her silhouette from the light flare of her hips to the perky curve of her modest chest. She was hot, she knew it in how she carried herself, the choices she made with her fashion, and she knew when and how to use it.

Some considered such tactics meant she cheated. To the contrary, school was supposed to teach you to be ready for the world. If she was the only one smart enough to use every tool at her disposal, then didn't that put her head and shoulders above the rest? Besides, it wasn't like she wasn't learning the things she'd need for the future, just bumping the numbers of more worthless classes along the way; to prove her work ethic and dedication for her resume.

Disappointingly however, college was proving just the slightest bit more difficult for the redhead to take advantage of her wiles. Whether because she was surrounded by proper adults now, where an early puberty and good genes weren't the same level of edge they were in her teens, or because her professors were more accustomed to the "sex for grades" trade, she hadn't yet completely pinned down. Still, she'd managed over the past two semesters to find the weaknesses she needed to keep her GPA where she wanted it.

Well, most of them anyway. "Miss Neff," her instructor's voice called out over the class, disrupting the girl from her train of thought.

Professor Allen Mullins, the aegis immune to her attempts. How, she had no idea. He was exactly the type who'd normally succumb to her whims, moderately attractive with a fit form and well-cut brown hair. Plastic-rimmed glasses sat low on his nose, drawing attention to the stern gaze of his dark eyes and hinting at the slightest bit of nerdiness. There wasn't a wedding band on his finger, and she'd pretty much ruled out him being gay, but still her attempt...

It had been after class a few days back, the redhead emboldened by her nature and the low-cut v-neck she'd chosen to show off her cleavage, enhanced by her best push up bra. "Professor Mullins," she cooed, towing the line being feigned innocence and being obvious about her intentions, "think I could have a word?"

"Yes Miss Neff?" he was neutral in his delivery, tapping together a stack of papers against his desk.

She sidled up, resting her elbows down and using them as a frame for her assets as she laid them over her arms. "I was wondering if, maybe, we could talk about my grade?" her teeth raked her bottom lip, pushing it out and making its ruby paint shine.

His dark eyes turned to her, magnified by his glasses. "What about it Karen?" he asked, briefly flicking his gaze up to her hair, avoiding her chest entirely.

The girl could read the signs, tell what a man was into and play to it. She reached up to fan her ruby mane, bringing it over her shoulder to display its shine and once more point down to her bust. "I was thinking, there has to be some... extra credit I could do, right? Bump up my numbers a bit," she rolled her shoulders, her forearms pulling her already risky top down another inch so the edge of her bra was peeking up over the neckline.

"Well," the professor adjusted his glasses, bringing a small smirk to her face, "you could start with a proper interest in philosophy Miss Neff."

The curl to her lip faded, her sense she'd gotten her way going with it. Time to double down. "You do a pretty good job on interesting me professor," she cast her sparkling greens on him, undressing him with her eyes, letting subtleties in her expression speak for her "interest".

Once more the man looked her over. "That's good," he said, once again tapping his papers to the desk before getting to his feet, "I'm glad that I can pique your interest in the subject. Mayhap if you put the same effort you do dressing into your assignments, you wouldn't be failing," and with that, he left her there on long steps without so much as a second thought.

It was still stinging her to this day. "Miss Neff, if you paid attention and took notes, perhaps you'd be closer to that grade you want?" he suggested, locking her back in the present as he openly called her out in front of the whole lecture hall.

The silent shame of her classmates was worse than the sort of giggling high schoolers would have given, leaving Karen blushing nearly red as her hair and hiding behind her textbook. Who was he to criticize her? Philosophy, nothing here was going to be useful for her career plan. This was just a filler course on the way to her future as a software engineer.

She used the sound of the bell to hide a groan, the rest of her classmates filtering out around her and leaving her the only student in the lecture hall, as Professor Mullins made his way up to her seat. "You know, Epicurus once said: 'The greater the difficulty, the more glory in surmounting it'. I have no issue helping you with my class Miss Neff, I could even recommend you a few readings that would certainly offer insight into the subject."

"Bite me," the redhead wasn't in the mood for a lecture.

With a laugh Allen shook his head, the loose bits of his woody hair swaying across his forehead. "That wouldn't be appropriate," he said as he laid a small stack of sheets upon her desk. "Here, copies of the slides and quotes from today, since you didn't seem keen on opening your notebook," he stepped away calmly, suitcase in hand, towards the door to head for his break. But not before giving her one last

bit of advice. “Morality is not the doctrine of how we make ourselves happy, but how we may make ourselves worthy of happiness’.”

She turned towards him, an incredulous look in her eye at his unsubtle call out. “More Epicurus?” she tried to sass.

“No, Immanuel Kant. You’d know that if you read your textbook,” the man chastised with a small adjustment of his glasses before departing.

Karen kept on a smile as long as she could, to be certain he was gone, then took up her book bag and smothered her face in it to scream. “Who does he think he is?” she furiously muttered, stamping her hard-soled shoes on the linoleum to vent her frustration.

Her eyes turned to the stack, slapping it away and all across the lecture hall; something she immediately regretted. Littering in the halls was frowned upon, she’d have to clean up before she left, lest she score herself a suspension that would impact her other classes.

With a sigh to calm herself, the curvy girl got to her feet, starting to collect the print outs one at a time until she happened upon a curious one: “I can control my passions and emotions if I can understand their nature” – Spinoza

Perhaps there *was* something to be learned from philosophy?

So what if he’d resisted her charms immediately? Every man had a weakness, it was only a matter of figuring it out; understanding the nature of Professor Mullins’ passions. And what was it that he’d said: “The greater the difficulty, the more glory in surmounting it”?

Oh, she would surmount it. Find his Achilles heel and turn him to putty in her fingers. All she had to do was find it.

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It would take a couple days yet. Karen had to ensure she was ahead enough in her important courses, and that her less relevant professors were placated, to allow herself a lull to execute the first stage of her plan. It wasn’t too hard, a request to do some assignments early here, a handy there, and she had herself a proper safety net to take a day off. One she was putting to good use.

She arrived on campus early, pulling her car into a nice secluded corner of the parking lot with a good view. A bit of pre-emptive sleuthing with one of her other marks let her know which spot was Allen’s, so all the redhead had to do was wait.

The exact details of her plan weren’t entirely set in stone. If she could get her hands on a laptop or internet search data, that would be the best method; she even programmed herself a worm that could do the job. The opportunity to slip it into a USB port, out of the sight of campus security, while also being able to get her thumb drive back, was the big hiccup. If she fumbled at any step, she could be risking far more than a low grade or a suspension.

So, finding her window would take delicate care. The curvy redhead needed to figure out some semblance of her professor's schedule, starting with his arrival; which she caught right on cue. A beat-up looking car slipped into the empty slot her sparkling verdant eyes had been watching like a bird of prey, and as she'd been promised Professor Mullins stepped out with a full book bag and his briefcase.

Now was the tricky part. Karen was one to stand out, she enjoyed it, but she couldn't let her mark know she was following him. She managed to get her aunt's help, the woman was one hell of a looker, with tits enough it left her sweaters a pinch oversized; sweaters that on her niece were baggy enough to be inconspicuous. A tight bun for her ruby locks with a simple cap and she felt...

Schlumpy. It was enough of a contrast from her usual self though she was sure it would help her blend in. With the pen she kept in the rings of her notebook she scribbled the time in the back pages, *"Arrives: ~8:30 AM"*, and locked her vehicle to start her pursuit.

The man juggled his belongings, setting his briefcase on the back of his car so he could adjust his glasses before collecting everything and starting inside. The redhead kept close behind him, doing her best to fade into with any small groups of students going the same direction, and praying not to be noticed by anyone she knew. His first step was obvious, she recognized the halls well enough, he was headed towards the faculty lounge; somewhere she was unable to follow.

Already the curvy stalker could tell he was suspicious, those stern eyes flicking her way as he started opening the door. Fortunately, luck was on her side, and there was a small flock of girls chatting she could hide behind.

Their lead wasn't too dissimilar to her, a fiery redhead, attractive. She probably had a good head on the to-be software engineer's five-foot four frame though, and such extra size wasn't limited to just a vertical advantage. The girl was wearing a stretchy turtleneck, for good reason as the front was pulled tight around a pair of lush, if Karen had to guess, double Ds; more than enough to leave the smaller girl jealous.

"Girls," Professor Mullins dipped his head, his loose bangs casting a shadow over his face.

They gave him a small wave as they passed, their stowaway keeping her books to her chest, but stealing a peek at him on the way. Were his cheeks flush? It was hard to tell between the shade and her company, but she would swear his face was pink, and those thin lips were twisted in a nervous smile.

He finally stepped into the lounge, letting her stop her pursuit and take a few more notes. *"First stop, faculty lounge, ~8:35 AM. Likes tall girls?"* the other possibility was bustier girls, leaving her hand trembling, ready to write it and scratch it out in frustration. So, she wasn't good enough?

She pulled open the collar of her oversized top, staring down at her proud and perky bosom. Who was he not to appreciate what she had? It was plenty! Plus, she had a way better face than that bitch. Hell, she was probably stuffing or something to keep people's attention down that way.

It was all just a hunch, but it was still enough to have her blood boiling. "Focus," she told herself, slapping her notebook closed. She needed to find her opportunity.

Peeking in through the small window in the door she watched the professor unpacking his laptop onto the table before heading to the little kitchenette for a cup of coffee. In her head, Karen was

counting the seconds. She couldn't get at his computer in the staff room, obviously, but his relaxed behaviour could be a weak point to exploit. If it was regular.

He stayed at the pot, waiting for the end of the drip before getting himself a mug and pouring his first for the morning. Two cream, a sugar, useless details but it added to the time she'd have if this was her only break. She marked the end when he turned, taking a sip and making his way back to look over his lessons for the day.

About twenty-seven seconds. Plenty, if his PC was fast enough to read her thumb drive, but she had to potentially consider driver installation, not to mention she knew there were cameras in the hall; the little bubbles on the ceiling set to record and ensure there was evidence if a student was suspected of nabbing test answers.

No good, she reasoned, jotting down her observations in the margins, *"Lax with device, at least in faculty areas."*

There was some time yet until classes began, and she was playing a risky game. Spying on the teacher's lounge was asking him to look and see her, and on camera she needed to move in case she aroused suspicion. His first lecture wasn't until nine, so she deemed it safest to make at least one loop around the hall before a second check.

She took her time, plotting out her excuse in case she was questioned. Coming around the bend she re-approached the door, trying to keep it subtle, her green eyes peeking over from under her cap and through that little window; a mistake.

Allen was already on his feet, briefcase in his hand and his laptop tucked under his arm. *"Crap!"* was her only thought, in a panic that had her scrambling for what to do.

It was only a split second, but in her head, it felt like a minute. She was the only one in the hall right now, most students would be hovering around their classrooms, leaving her with two options: keep going forward, or quickly turn around. She didn't know which way her professor would be going either.

If she kept on her path, and he followed behind, she'd be right in his sights, leaving her caught in the headlights with little chance for recovery. If he went the opposite way, regardless of her choice, she had to hit the end of the hall to make her U-turn, which risked losing him. It was lose-lose, she was going to have to improvise either way.

Forward was the shorter distance; the curvy girl pressed on. Her pace quickened and she heard the door open behind her, Professor Mullins' dress shoes slapping on the tile as he entered the hall with her. She honed her ears on that sound, unable to reasonably turn around to watch him. It paused and she wished she could see what was going on. Was he looking at her, suspicious? He'd seen her with those other girls after all.

The moment passed however, and soon enough those shoes were coming in steady; he was going the same direction.

Her worst-case scenario. Karen needed a way to fall behind him again, and immediately set to wracking her brain. A small part of her cursed a lack of foresight, she could have asked her professor

directly for his schedule, where she could find him if she needed any help. Then again, considering she'd revealed her hand early as seduction that probably would have just come off fishing for more opportunities to get him alone.

An idea, she only hoped he wasn't too close to see through it. Her steps slowed, and she fished into her packet for her phone, opening it up and flicking into the first app she could think of to make it look like she'd gotten a message.

Sweat was on her brow, her heart hammering nervously as the sound on the man's footsteps grew closer. She dared to let her eyes wander, beneath the veil of her cap, to watch his crisp, pale blue, dress shirt walk by her. His gaze was forward, not on her, and soon enough he continued onwards to his destination.

A sigh of relief escaped under her breath, and she marked the time from her phone for her notes. "*~8:46 AM departs for first lecture,*" she scribbled down quickly and resumed her pursuit.

The disguised redhead was able to slip into the crowd once more as they got into the larger common area. Gaggles of students sitting at the various couches were her screen, as they waited for the first class to begin. Professor Mullins was greeted warmly, the man giving a nod and setting his case down rather than awkwardly unlock the hall. Not everyone was here for him, letting his stalker relax in one of the plush seats and watch from afar once more. Nice and safe.

"*First class: 9:00 AM.*" It wasn't too much of a surprise. Still, it meant at least a couple hours of Karen just bumming around this area of the college campus.

Reclining on the little sofa, the soft cushions cradling and reminding her of her well-hidden form, she plotted her next move with taps of the back of her pen against the page. The only thing she cared about was if there was any lull in this class, but even then, if she snuck in, there would be at least thirty pairs of potential eyes that could see her. No good. All she could do was monitor which exit the professor opted for at the lunch bell and continue her pursuit.

For as boring as she found philosophy lectures, just waiting outside for one to end was worse. She didn't even have anything to work on, her whole plan having relied on getting far enough ahead to have the day free to find her opening. What was it they say about hindsight?

As the minutes crept forward, she could feel her eyelids growing droopy, fluttering on the cusp of consciousness. Karen knew she couldn't fall asleep, she needed to keep her mind active. She ran through her social media, got up for a stretch, briefly checked on the class in case she might stumble across something she could use.

Eventually she settled on reviewing her notes, lingering on that memory from earlier. "*Likes tall girls.*" Begrudgingly she added "*Bustier?*" to it. Whether she liked it or not, she couldn't overlook that possibility. That was the point of her virus after all, to find his weaknesses. If she could observe more data to support it, she may not need to use her worm.

Maybe she could get her aunt to help her out a bit more? She was single at the moment, not that the woman ever had trouble getting what she wanted.

A potential path, which the ruby-haired girl scribbled down in her margin.

After a long wait, and more idle observation through the small window, the bell rang loud. Time to get back to work. Pulling her cap down the curvy stalker waited by the door, watching the crowd of students pour out into the open area. Mullins stayed to pack up his briefcase, slipping his laptop into a Velcro section of the lid, and started up the pitch towards the second floor.

Good and bad. It would be easier to blend in, not being right outside the door, but she had to beat him up there. Rushing on her flats she got to the stairwell, squeezing her way between others going up and down towards their own goals, until she popped out on the second floor. Just in time, as she caught the professor's loosely kept hair headed down the hall. Towards the cafeteria, the girl noted, easily able to blend in with the flow of bodies headed that way.

From the tight halls to an open space once more, she had to keep her eyes trained on her mark. He moved with purpose, making his way directly to one of the little fast-food booths to get himself a sub sandwich; and Karen had a pretty good idea why.

The girl working the till had a cheery little smile on her burgundy-coloured lips, strawberry blonde hair tucked into a hair net. She stood only a couple inches shorter than the six-foot teacher, still quite tall for a woman, with a bit of a larger frame to match. Her most prominent feature however were her breasts, the white uniform she wore stretched out to the sides further than her green apron could cover.

His stalker settled at a table with a good view, opening her notebook and readying her pen as she watched.

Professor Mullins got to the front, and she saw it again, that pink tint in his cheeks visible even from this distance. She watched his eyes, starting at the counter, then slowly rising to linger on that overstuffed bust, before he broke away and got up to the service girl's face. "The usual Germaine," his voice wavered as he spoke.

You couldn't be more obvious. That same envious jealousy bubbled up within Karen, and she scribbled down the confirmation, "*Definitely a tits guy.*"

Karen watched carefully, expecting him to return to the teacher's lounge; it was customary after all. To her surprise, the professor made his way to one of the cafeteria tables, close to the sub shop of course, and pulled out his laptop.

The redhead perked, immediately setting to jotting this vulnerability down. "*~12:10 PM works in the cafeteria.*"

As she finished writing the sentence however, it occurred to her to add one last part, catching the way his eyes would casually drift behind his glasses, "*to ogle the cashier.*"

Once more she checked her chest, stewing in negative thoughts of her own perceived inadequacy. This was the best opportunity for her to deploy her virus, but in reality, she'd already found the chip in his armor. It just wasn't her.

It didn't matter. With what she'd observed so far, he'd buckle to her aunt like wheat in the wind. Still, she had pride in herself, her body, and today was dealing it some heavy hits.

"Dear Karrie," the letter began.

"It's your auntie Donna, of course. Sorry I couldn't be there for you, but life calls as it usually does, at the least opportune times.

When you came for my sweater yesterday, I had a pretty good idea what you were really after from that itchy tone in your voice. Your mother informed me about your 'extracurriculars'. I remember when I was about your age, I was the same way, and also remember the first time I hit a brick wall. It's frustrating, I know, but there's a way over every boundary that will get in your way.

This book, my grandmother gave it to me when I hit my snag, and I never looked back. I wish I could be there to guide you like she did me, but like I said, life calls. You're a smart girl, smarter than me for sure, so I know you'll be able to figure it out.

Auntie Donna."

An old book? How was that supposed to help?

Setting the letter aside she took up the tome, lightly brushing the thin veneer of dust from its surface. It definitely looked like something from her great grandmother's time. It was properly leather bound, faded around the edges, and without any sort of title; simply some embroidery. A journal maybe?

Despite her skepticism, her curiosity was greater. She pulled the heavy cover open, immediately beset by strange symbols and hand-written notes so old the ink had begun to fade and stain the page. Clearly the book had seen many hands over the years, her aunt's delicate, looping scripts only the most recent, offering advice and translations.

Whatever original language it was Karen didn't recognize it, but through the notes of those that owned it before, she was able to parse it as some sort of instruction manual. For what though?

Delicately turning the pages, she came across one that had her aunt's writing all over it, with one line in particular catching the redhead's inquisitive spark. "Better boobs?"

No way, it was impossible. Granted aunt Donna had a chest beyond anyone else in the family, by leaps and bounds, it was a medical condition though, right? The more she thought about it however, the more the curvy girl couldn't recall her aunt ever saying anything of the sort, her mom either. But some random recipe in a book, really?

It was stupid, but at the same time, what did she have to lose? She had to wait for the buxom woman to return home anyway, why not waste some time on a dumb, fake "spell"?

Looking it over, it didn't seem too hard either, just a matter of pronouncing these old words properly, and all the work there had been done for her. Guiding her finger along the phonetic line her aunt had written, she sounded it out. It felt childish, little more than gibberish as it escaped her lips as a series of drawled vowels and sharp consonants, and she wondered if maybe her relative was sitting just around the corner ready to pop out with a "gotcha" and lecture her on her habits. Soon though, those thoughts were laid to rest.

A tingle came over her, causing her to lean back in her seat. It was nearly impossible for Karen to articulate, it wasn't bad per se, but it was definitely something she'd never experienced before; somewhere between the feeling of having her whole body fall asleep and basking in the sun.

She took a breath in, and it held a strange taste on her tongue; cold like mint, and tingly like sour sugar. The sensation moved through her body, down her throat to her lungs where it seemed to swell inside her chest. With each quickened gasp it intensified, growing inside of her until it reached its apex, and her leafy eyes went wide.

Her breasts. In nothing but her bra, every little change was obvious. She could feel her nipples, hard like diamonds and brushing against the soft padding of her little push-up as they thickened. The round masses were pushing up, each heartbeat pushing that feeling within her chest into them, making her skin tickle and stretch to accommodate their expanding size. In just a few seconds they were overflowing her poor undergarment, billowing out above and below, and leaving her straps digging into her shoulders.

The high slowly wore off, the sensations fading and leaving the redhead feeling normal again. Well, as normal as having just watched your tits grow before your eyes could be. She reached up instinctively, cupping them, making sure they were real and not just her imagination. The doughy flesh squished between her fingers, and she could feel her sensitive teats pushing into her palms as they tented even the rigid fabric of her shaping bra. Definitely real, just toying with them sending a delightful euphoria through her.

It actually worked! Her aunt was some kind of witch, or something, with a book that gave her massive, reality defying, boobs. And now it was in Karen's hands.

Should she do it again? She had to at least be on par with that tall girl from the hall now, a little more and she might even be able to be biggest on campus if she wanted.

Then again, such endowments would likely get in her way in the long run; she'd seen all too well the havoc her aunt's chest could cause in tight spaces. Plus, it was only one part of the Mullins equation. If this thing could make her bustier, what else could it do? Could it make her taller? Smarter perhaps?

The next hour was spent diving deep into the mysteries of the text, pouring over the other spells, the translations from over the years by its past owners. It was remarkable really, an ancient language that, if the notes were any indication, made its words into reality. Something that with a smirk the now busty girl couldn't help but equate to her passion: programming.

In theory, with the research here, all she had to do was put the right syllables together, and she could craft a spell to do anything she'd need. And with that knowledge, why just boost her bust and tweak her height, when she could make herself, if these translations were accurate, "Whatever I want."

Fetching her notebook, she opened a fresh page, eagerly clicking her pen and getting to work. Not every spell had her aunt's notes, or even what she assumed to be her great grandmother's, but there was enough to fairly accurately make out most of them, and break them down to their base components. Karen scrawled down her first few symbols, along with their phonetics and their meaning.

The book, overall, seemed to focus heavily on the self, the betterment of the caster whether through physical change, or by charming others, gifts of wealth and the like. It was rudimentary, all the

more comparable to basic programming language, but before too long she had the beginnings of her spell.

“Make caster,” that was easy enough to simply copy from her aunt’s breast spell, once she found the pattern in other modification spells.

She had to be careful with the rest of her words however. It was dangerous to try and reliably lean on the older translations; some words had many meanings in English, and which one an ancient owner of the book may have meant were a guess at best. After a good while of cross referencing, she figured she had it though. Three more symbols that seemed to mean something between “the object of desire”, and “what they desire”.

The notes on those words generally involved having a clear image in your head of what you wanted. So, if her hypothesis was correct, she just had to picture the body she wanted in her mind, speak the words, and it would be hers. She could even keep it for later to deal with problems like this down the line, it was the ultimate multi-function spell!

With a grin on her lips, it was time for her to test it. Karen took a moment to close her eyes, picturing herself in her mind’s eye. She replayed the day’s events, walking with the girls in the hall, this time, standing tall enough her nose was above the tall one’s head. In the cafeteria she could walk up to the counter, resting tits larger than her head down in front of the cashier just to dwarf the poor girl. Then she dipped back further, to her failed seduction attempt on the philosophy professor, lording over him and hanging those same amazing tits in front of his face, watching him squirm.

Yes, a few more minor touch-ups and she had it. The emerald in her eyes sparkled, and she looked down past her already improved cleavage to her notes, reading them aloud.

That tingling sensation returned, spreading over the whole of her body. The sharp intake of excited breath she took in tasted of sour and mint, beginning to fill up in her very core. It was working, she was changing!

It was slower than with her breasts, then again, she was asking a lot more. The redhead felt it first in her toes and fingertips. Her arms were getting long, ready to fit on a form more than a foot taller. She felt her shoes getting snug, the stitching between the cheap parts of her sneakers audibly straining. The hems of her pant legs started rising up her ankles, the rough fabric of her jeans rubbing against her calves as they subtly thickened, and pushed her line of sight higher.

With all the sensations, just standing up in her excitement was vertigo-inducing. The growing girl stumbled with a small wave of dizziness, and just that little movement of her body had her clothes crying out in protest. Her bra strap was growing tighter, creaking as it struggled with the renewed swelling of her bust, along with the two-pronged attack coming from her widening torso. A shame she probably wouldn’t be in the thirties band range, but with the jaws she was going to drop, it was well worth it.

One of her hands jumped to the table to catch her balance, the legs scraping on the floor from the sudden impact of her multiplying weight. In the motion, her ruby hair poured over her shoulders, her already eye-catching locks having gained a surreal luster. Caressing her skin, it had the feeling of fine silk, cascading down her body to fall around her thighs in a lustrous mane.

There was a restrictive tightness building in her jeans, the seams along the sides beginning to strain, growing into tiny diamond shaped holds that cried out in protest at each small shift in her position. As another breath came in, hitting her with a wave of growth, her thighs extended and filled the room with the popping of threads.

She had to look down, had to see them, so thick and juicy she couldn't get her hands around them. They were needed of course, to support the luscious ass that was growing in her bottoms. She could feel her thong already pulling up between the hot lips of her sex, rubbing against her clit as each little squirm had her inflating butt digging them deeper. The girl had never imagined something like this was possible, let alone that it would feel so good. When the back of her pants finally burst, letting the cleavage of her cheeks squeeze out and take off some of the pressure, she couldn't help but moan at the feeling of those underthings wedging themselves deeper.

This was just a teaser though. Couldn't have everything down below after all, hourglasses need a good base to balance amazing tops, and Karen's was going to have extra.

Already she could feel the climax coming, the grand finale of her transformation. Her core extended, leaving her skin feeling tight, her spine stiff, as she started towering over her old self. Like a blossom in bloom, it then pressed out into her breasts. Her nipples peeked up over the edge of her ill-equipped undergarment, the rosy buds fattening in anticipation of what was to come.

The now Amazonian redhead wasn't about to miss it either, not when she knew what was coming. On shaky feet she tried to straighten, combatting the vertigo just so she could take her tits in her grasp. Her teats were tender, their caps as big round as her pinky, and she could feel her flesh starting to multiply under her touch. A breath in, and she could feel them filling up, squeezing between her fingers where they could and applying more strain on her bra.

Her straps were already digging into her shoulders, so it was no surprise when with a groan they burst, whipping up and around to fall slack over her expanding bust. The band was screaming, the topmost connector snapping in its vain attempt to contain breasts that defied containment. They were spilling over the hem, muffining out beneath the underwire, putting the very stitching to the test to see which part of the supportive garment would give first.

Turned out to be the hooks. With a resounding tear the metal loops were ripped from the fabric, the unbound band exploding off its owner's body. Without any further restraint Karen's chest jumped forward, nearly bowling her over at the surge of flesh overflowing her hands. She stumbled, but couldn't keep the grin on her face as she caught herself and looked down.

The magical sensations began to dissipate, their spell complete, leaving the divine creature to bask in her new beauty. Even hanging freely her head-sized boobs created a natural cleavage. There wasn't a girl at the college that could make her feel second best, she was massive, and with just another few "words" and an image in her head, she could go even further.

Straightening herself proved to be a challenge. Her body ached a dozen different ways, and she heard her joints popping, demanding her to stretch and work out the kinks. The remnants of her jeans stressed, a few last errant strands bursting as they tried to stay on her voluptuous form, and her fingers were effortlessly brushing the ceiling.

"Probably should have seen if I could make my clothes grow," she mused, closing the spell book and catching another note from her aunt beneath.

"You'll probably need some new clothes; take anything you need from my bedroom Karrie."

The redhead couldn't help a chuckle. Yeah, she'd need some of those; probably not so oversized anymore, but they'd do until she could get to the mall for some properly fitting, and revealing, attire. Yes, Allen was going to crumble beneath her charms when he saw her tomorrow.

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The shrill ring of the bell signaled the beginning of another class, Professor Mullins already right where he needed to be. Despite her absence from class the prior day, the man had obviously noticed the less than conspicuous redhead tailing him for the majority of the day. Was Miss Neff so desperate as to try and steal test answers? He certainly hoped not. She was a brilliant girl, and seeing her expelled for doing something stupid was a waste of her potential.

Despite her distaste for his subject, he knew her to at least be punctual. So, as the second bell sounded and she wasn't there in her usual seat, he couldn't help a small spark of concern. "Alright class," he started, flicking the projector on to get things started, "if you'll--"

The sound of the door interrupted, drawing the educator and his class' attention to whoever it was entering late. A hushed whisper fell over them, the professor's dark eyes, unable to keep composure, went wide behind his spectacles. Through the portal ducked a goddess of a woman, an Amazon of old, towering near seven feet high in her loud heels. Legs that seemed a mile long were hugged by near-sheer tights, a loose skirt flowed about her thighs, just around the acceptable level, teasing the firm roundness of her ass. Her waist cinched in sinfully, shown off by the real show, a perfect pair of heavy tits so big her, by comparison tiny, textbooks had to be held beneath, pushing them further upward to display the foot's worth of cleavage revealed by her low v-neck.

"I-I think you may have the wrong class Miss," Allen tried to at least stay professional, adjusting his glasses to try and hide the redness starting to seep into his face.

The beauty just smirked, taking a moment to flair her gorgeous ruby hair, letting it cascade through her fingers and over her magnificent form. "No, this is the right one," she purred, fishing through the books pulled to her core and showing off her Philosophy 101 textbook. "What's wrong Professor Mullins, I miss one day and you don't recognize me?"

"Karen?" a number of her classmates' voices broke the weighty silence, fueling the redhead's ego all the more.

Her mark's speechlessness however was perfect. "Miss Neff? M-my apologies," he finally managed, clearly struggling to maintain himself. She could see it from here, the tent in his slacks he turned to his desk to hide. "Well, if you'd take your seat, you're holding up the rest of your classmates."

The waver in his voice was precious. The enormous woman didn't even bother with a reply, letting the clicks of her high heels be the only sound in the room as she ascended the stands to her desk.

It was quite the effort just to sit. These little pullover seats were made to handle plus sized individuals, but never had their makers considered someone of Karen's new extreme proportions. Though not fat, she was heavy, and the chair groaned from her massive body settling into it. Worse was her legs. Muscle memory had her knees banging the underside of her little pull out, making her books jump and bang, keeping the room's attention on her; right where she liked it, but not for the reasons she wanted.

She needed to stretch out, her strappy footwear poking over the edge and nearly kicking the student in front of her were it not for her own delicate care. Behind her she could hear the annoyed grunts of the classmate her new high head was blocking. They didn't seem keen on her new form, but they weren't who mattered.

Karen's verdant greens were gazing up the lecture hall, watching the source of her weeks-long ire with a smirk upon her full lips. She had him squirming, she could see it in the tremble of his hands while he explained his slides, the way his attention would dart her way and he'd skip a beat of his lecture as his tongue tied. He was finally playing her game, and thus she was rewarding him: A little uncrossing of her legs to let him see her underwear; a finger toying with her hair, else her neckline to air out the extreme cleavage she now sported; slowly running her tongue over the scarlet paint on her lips; or leaning forward and pressing her tits through the window of her arms, to have them billow out and appear even bigger. There wasn't a need for subtly anymore, she was all he craved, it was just a matter of teasing him to set the expectation.

The end of class couldn't come soon enough. Even in her usual boredom, the pre-lunch lecture always droned on. Today, it was anticipation reaching its breaking point. She'd never really cared about her targets. Sex was sex; fun, but a tool like any other. This time however, there was a thirst for the satisfaction of finally surmounting this obstacle, and earning her top grade.

When the bell sounded the beauty could feel her heart hammering, she plush rear staying firmly in its seat while she waited for her classmates to file out. Unsurprisingly, many opted to come up from the front rows, stealing glances at the buxom Amazon as they passed. Flattering, but they weren't her focus. She was transfixed by her prey up at his desk, hurriedly rushing to get his things away before she descended upon him.

That just wouldn't do. She drew up her books, if only for the illusion she needed his help as she walked against the crowd, head and shoulders above them, unable to be ignored. Each step down left her heavy chest bouncing on its confines, threatening to spill out or bowl over any soul unfortunate enough to get in her way.

"Professor Mullins," she hailed to ensnare him in her trap.

She was close enough to catch him sweating, combatting his baser urges to keep his eyes up towards hers. "Yes Miss Neff?"

Laying down her props Karen repeated her first attempt, resting on her elbows and letting her bust pour over her arms. This time however, they overflowed, spilling so far out her textbook disappeared beneath their soft mass. "I was wondering if maybe we could talk about my grade again?"

The man swallowed thickly, running his fingers through his brown bangs to clear his forehead. "What about it?" he repeated his reply from her first attempt, still idly packing his notes and laptop.

A grin spread across her painted lips as she leaned forward, her breasts billowing through her arms, peeking over the neckline of her top. "I think you know," she teased, "You're a bright man Allen, and what did you tell me the other day? It's not about how we make ourselves happy, but how we *make* ourselves worthy of it," she recited.

"Kant, on morality," he wasn't really of the mind to correct the statement, his dark eyes unable to keep from drinking in the girl's new body. "How?" he couldn't help asking, unable to conceive how such a growth spurt could happen almost overnight.

The Amazonian beauty brushed a strand of her long, ruby hair over her shoulder, letting it cascade over the curve of her slender neck and drag through her deep cleavage. "The greater the difficulty," she taunted.

"I decided to follow the advice of a philosopher, and discover the nature of your passion," she rose to her full height again, lifting herself onto the desk, much to its creaking protest, and planted her plush rear on its surface to look down on her previously impassable wall, "and now, I'm looking forward to that glory of mounting it."

Her legs spread, showing off her provocative panties to him as she watched the way he tried to hide behind his glasses. That telltale pink was in his cheeks, deepening to a proper flustered red. He knew she was onto his likes, and she could taste... Sour mint?

As Karen drew in her breath there was no denying it. That magical taste was on her tongue, flowing into her and pooling in her core. Why though? The book was back at her aunt's place, and clearly, she hadn't repeated any of the spells within recently. So, what was happening?

"Is something wrong?" Allen asked, seeing the look of shock on her face; concern for his student more powerful than any awkward arousal he was dealing with.

It was a valid question, triggering the programmer in her. Each breath she was drawing in more energy to fuel a transformation, the sensation growing inside her chest and starting to reach out to her extremities. All over, her skin tingled, and she could feel the beginnings of growth starting up.

The redhead's leggings tightened, their tops slipping down her thighs before one developed a run that filled the air with the light popping of elastic threads. Her freshly purchased top was riding up her midriff, exposing more of her pristine skin, the tight dip of her belly, amplified by the magnificence of her bust. She'd already selected a bra that would show off a little nipple, but now they had popped out, standing hard on display and rubbing against the soft fabric of her clothing as it seemingly shrunk around her.

The desk groaned beneath her, making what was happening all too obvious as the sturdy wood began to buckle. "You're g-growing?" her professor stammered.

Her leafy greens turned to him, to the straining erection he wasn't even bothering to hide at the sight. This was turning him on, more than her original buxom form, even when she'd been fully provoking him. The realization hit her like a freight train: this was a fetish.

So, it wasn't just big girls. The grin returned to Karen's lips, her smallest motions causing her clothes further distress as they struggled to keep on her enormous frame. "I am," she leaned forward, offering her deepening cleavage to him and reaching out. He didn't resist, letting her lengthy fingers curl into the waist of his pants and pull him to her, "You like, Allen?" she purred, pulling her shoulders back to let the popping stitches of her bra fill his ears.

Words failed him, her face sitting inches above his own, bearing down on him with that hungry smirk. That didn't mean his body wasn't answering. Faced with the very manifestation of his unreal fantasies, he was almost painfully hard, every ounce of his will devoted to trying to hold back on principle. His dark eyes were wandering though, watching the already scanty garb continue to shrink on her body, the strongest points starting to dig in as their wearer continued to expand.

"I'm sure there's some philosophical rhetoric about taking opportunities," the growing giantess continued, undoing his belt with digits that were starting to become a tad too big for such a task as she pushed up to the eighth foot mark, "When are you going to get another chance at something like this?"

A point well made, as Karen finished up her delicate task and set his cock free to force his zipper down in its eagerness. He was ready, all she had to do now was give him the invitation.

Just sitting herself back up caused her outfit a flurry of issues. On pure reflex she went with a classic, a body this big, however, was not prepared to accommodate. Her skirt was practically painted on her thighs, and the subtle motion of leaning back, spreading her legs to show off her waiting sex, had it splitting with a profound rip that ran from hem to hip. The runs in her tights now resembled erratic stripes, sharp arrows that pointed down towards her heels, whose straps were beginning to show gaps in their stitching. The true treasure though was her panties, fighting with her hips and rear to wind up pulled so tightly into her muff the stiff bud of her clit was obvious.

The delight of growing, the anticipation of finally catching her prey, the combination had her soaked. Reaching down, an act that had the seam of her top tearing open to let her half-restrained tits surge forward, her lithe fingers peeled the line of fabric from her folds. "Well?" she purred, fluttering those shining fields of green at him.

Most people will experience at least one moment in their lives, where inhibitions are tossed out the window in favor of primal instinct, or personal gain. The realization of the phrase, "Ah, fuck it." Karen had seen it herself in many a man, but never had it been as satisfying as now, watching her insurmountable obstacle finally break.

The brunette professor let his pants down, the belt buckle clattering to the floor loud enough to overpower even the growing aches of the desk beneath his giantess obsession's rear, and he climbed up into position. She felt the head of his dick at her entrance, making her draw in a gasp of magical air that tickled her tongue. Her growth surged by full inches all at once, the band of her underwear snapping to fall slack, a second large split running up her skirt, and the band of her bra finally breaking to let loose tits larger than any normal-sized person could hope to achieve. If her six-foot suitor could scale her massive form, she had no doubt she could have wrapped them around the whole of his upper body and still had plenty to spare.

His hands searched for purchase, her hips too wide to be taken without him fully extending his arms; and even then, she was still getting bigger. He settled for resting them on her thick thighs, half-

over the now nearly-transparent stockings, more hole than fabric, desperately clinging to her body. The arousal of feeling her continue to grow beneath his very fingers was nearly maddening, and with little resistance he plunged his rod right to the hilt in her soaked channel.

The ruby-haired goddess gave a moan, the satisfaction of her victory better than the sex itself. She let herself fall back, to just focus on the feeling of his cock stroking her walls, the way his pelvis rammed into her stiff button. Not the wisest of choices it turned out.

Her head hung over the edge of the desk, and with her full weight spread across it the legs groaned in protest, before snapping and abruptly dropping her to the floor. Splintered wood scattered about, and yet more movement had the tattered remains of her clothing further destroyed and awkwardly draping over her massive body. Mullins had stumbled forward from the collapse, face landing in the underside of her cleavage, but unhindered as he continued to savour the object of his fantasies with further frenzied thrusts.

How big was she now? Just eyeballing it, she had to be twice his size, and yet each breath she took in was still tingling her tongue with that sour mint taste. Not only that, but her growth wasn't simply consistent, but accelerating as her lungs grew deeper, flowing further energy into her that moved to every part of her body. It was euphoric in ways she'd never experienced.

Her first orgasm hit like a freight train, the fire in her loins building up and exploding through her body as she let out an echoing moan. She couldn't take hold of Allen, he was too small to anchor her gigantic form, and so her hand jumped out and smashed into the wall with enough force to crack the plastic surface of the whiteboard.

A startled gasp brought in more air, spiking her growth with another full foot that destroyed any hope her clothes had left. Unrecognizable shreds tumbled off her hyper-curved form, landing all around only to disappear beneath her as she grew. Her breasts expanded into the realm of obscene; proportionately obscene. Their heavy mass was pouring over her, each more than the size of a fully grown man, and blocking her sight of the one still vigorously going at her as her walls quivered around his length.

Riding out the high, every part of her was warm and sensitive. Her mind was fuzzy, as each slip of his cock through her oversized channel, each slap of his abs against her stiff clit, rocked her and kept her teetering on the edge of another big "O". Still, she recognized a problem. The restrictions of her clothing were now a non-issue, but that didn't mean she wasn't still running out of space. Her left thigh, hot to the touch from her climactic peak, was starting to press against the wall.

She didn't want it to stop, to interrupt the pleasure running through her, and undoubtedly neither did her professor if his diamond hardness was an indicator; she needed to move though. Reaching down Karen found her hand, while still slender and delicate, covered nearly all of his back, her thumb and palm easily reaching shoulder to shoulder; and each breath in she could feel her fingertips pushing further. There was no doubt she was reaching into the twenties, standing would have her head punching clean through the lecture hall ceiling.

Needs guiding her she pulled her playmate into her muff, the man letting out a semi-startled shout as he was buried balls deep in her, and started to shift. Her knee slammed into the wall, knocking the damaged whiteboard to the ground. Her rear rose up with minimal effort from her enormous body,

though the crash of it coming down rumbled through the room to let her, and likely most of the outside halls, just how heavy she really was. When her arm swung back to find balance it broke through the seats, a forearm wide as their backs more than enough to tear through their supports and warp them as they were crushed beneath her; and still, the redhead could feel herself continuing to expand, the ruins raking across her skin as she continued to stretch outward.

Between thighs bigger than he was, Allen was still adjusting to the move. What for her was just a simple shuffle of her ass had carried him all the way from where his desk one stood, to the first row of seats. Even securely held to her sex, whose labia ran from his hips to pecs, it was still dizzying; a testament to just how large she was becoming. He could hear her foot still hitting the wall behind him. Looking up, it was a massive wall of tit-flesh that one could get lost in. There was so much of her, all he could do was try and picture the giantess in his mind's eye, and the image had his ready rod jumping inside her with an eager burst of pre.

Ruby rivers ran through the walkways, from the tip of the growing goddess' head down to her knees, shimmering in the light as they dragged up the steps with each new inch. She could feel it, the shudder in the man's fingers, trembling against the plush thickness of her legs, slowly moving towards her sensitive button. Whether he'd just thought the moment through, or had enough experience, he knew how to please a girl.

His comparatively tiny fingers wrapped her throbbing clit, massaging it and making her squeal with ecstasy. Her body was thrown back, crushing the stands beneath her more than five layers deep. Once more she was rocked with a climax, her leg shooting out stiffly to nearly punch a hole through the back wall as the sturdy brick buckled inward, her steaming folds tightening and coating her puny lover with her liquid love.

Soaked neck to knee Mullins hit his own limit. His grip tightened, squeezing her abundant body like a little pinch, and with a mighty groan he plunged deep and blasted the largest load of his life into her giant chasm.

It was barely enough to dent her, but still, Karen felt the warmth of his seed inside of her. That sour mint taste started to lessen, the energy within her dying down as needs were sated; and never had she felt such a sweet sense of victory. With a cat-like smile she relaxed into the rubble, reveling in her self-satisfaction. "So," she purred once she'd re-collected her wits, spreading her armfuls of tit to get a good look at the insignificant little obstacle between her legs, "about my grade."

The professor was red in the cheeks, still catching his breath as he pushed himself back to his feet. "This was fun Miss Neff," he admitted, fixing his glasses up his nose, "but, I'm afraid your grasp of the source material is severely lacking. If you want to succeed in philosophy, you need to let go of the literal and be more open-minded to interpretation, to application in your future career as a software developer."

The student could feel a cold sweat on her brow. "But we-" she stammered, growing flush with renewed frustration, "I-"

"You're a big girl, Miss Neff," Allen joked, admiring her as he stepped back, drinking in a woman six times his size, well over thirty feet tall and curved to the extremes. A true fantasy. "But you're not a child anymore, you're an adult, free to do as she pleases; as am I."

Adjusting the buttons of his top, he went about collecting his trousers. “‘The brave man is he who overcomes not only his enemies but his pleasures.’ Democritus, and something you could take insight from,” he pointed about the destroyed lecture hall, plenty to hold over her head if she tried to manipulate or spin this against him.

Stunned, all the redhead could do was huff in annoyance. All of this, and she still didn’t even get her marks. Not only that, her aunt’s book of magic was far off from being able to help with a new problem: How a giantess with tits like small cars was going to fit through an eight-foot door frame.