

BUFFY THE VAMPIRE SLAYER

"Teacher's Pet"

Written by

David Greenwalt

Directed by

Bruce Seth Green

SHOOTING SCRIPT

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BUFFY THE VAMPIRE SLAYER

"Teacher's Pet"

CAST LIST

BUFFY SUMMERS.....	Sarah Michelle Gellar
XANDER HARRIS.....	Nicholas Brendon
RUPERT GILES.....	Anthony S. Head
WILLOW ROSENBERG.....	Alyson Hannigan
CORDELIA CHASE.....	Charisma Carpenter

ANGEL.....	David Boreanaz
FLUTIE.....	*Ken Lerner
NATALIE/MANTIS.....	Musetta Vander
DR.GREGORY.....	*William Monaghan
BLAYNE.....	
BUD #1.....	
HOMELESS GUY/COP.....	
REAL MISS FRENCH.....	
CLAW.....	
TEACHER.....	

BUFFY THE VAMPIRE SLAYER

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SET LIST

INTERIORS

SUNNYDALE HIGH SCHOOL
BIOLOGY CLASSROOM
HALL
LIBRARY
*GILES' OFFICE
CAFETERIA
HALL OUTSIDE PRINCIPAL'S OFFICE
COUNSELOR'S OFFICE
HALL OUTSIDE BIOLOGY CLASSROOM
CLOSET
THE BRONZE
NATALIE FRENCH'S HOUSE
NATALIE'S CELLAR

EXTERIORS

SUNNYDALE HIGH SCHOOL
THE QUAD
THE BRONZE
WEATHERLY PARK
THE REAL MRS. FRENCH'S HOUSE
STREET

BUFFY THE VAMPIRE SLAYER

"Teacher's Pet"

TEASER

SCREEN IS BLACK - We hear a TERRIFIED SCREAM, PULLING BACK we discover we were INSIDE THE SCREAMING GIRL'S MOUTH. Now we see we're --

1 INT. THE BRONZE - NIGHT

A BLOODTHIRSTY VAMPIRE advances on BUFFY. Tables are overturned, the BAND has stopped in mid-play, and everyone except Buffy (in hot dress, out of breath) is scared shitless, giving the monster a wide berth.

He lunges, she sidesteps and throws a punch, he grabs her arm with alarming speed and slams her down on top of a table. He's strong and scary and he's got her pinned. He lowers his teeth for the kill as --

A HAND -- reaches in, grabs him by the hair. He looks up:

DRAMATIC ANGLE - BUFFY'S SAVIOR

Is XANDER. Calm, confident, cool.

XANDER

May I cut in?

The vampire snarls and goes for Xander's throat. Xander slams his head into the table, stands him up, and almost casually finishes him off with a crashing blow. The vamp careens over tables and chairs, lands in a heap on the floor.

Xander pulls Buffy off the table to her feet.

XANDER

Are you all right?

BUFFY

Thanks to you.

She takes his hand in hers. Neither notices the Vamp stirring.

BUFFY

You hurt your hand... will you still be able to...?

(CONTINUED)

1 CONTINUED:

XANDER

Finish my solo and then kiss you
like you've never been kissed
before?

She nods, smitten. He gives her his million dollar grin, heads for the stage, never breaking stride as he grabs a chair by the leg, cracks it over a table (turning the chair leg into a stake which he flings through the vamp's heart).

He leaps on stage, grabs his guitar, assumes his GUITAR GOD POSE and THRASHES OUT some mind-numbing, teeth-jangling POWER CHORDS. Buffy watches in awe. The band looks on, as Xander goes into a smoking solo.

CLOSE - BUFFY - digging him, but saying, incongruously:

BUFFY

You're drooling...

SMASH CUT TO:

2 INT. BIOLOGY CLASSROOM - DAY

Xander dreams on his desk. The lights are low: the class is being shown slides of insects.

Buffy, WILLOW and BLAYNE MALL (football star, stud) sit nearby. Buffy shakes him.

BUFFY

Xander... you've got a little...

He bolts up from his Buffy fantasy. Buffy brushes her mouth to indicate he should wipe his. He does, straightening up as DR. GREGORY (kindly, older, glasses; his name stitched on his white lab coat) turns on the lights and moves down the aisle towards them.

DR. GREGORY

Their ancestors were here long
before we were - their progeny will
be here long after we're gone. The
simple and ubiquitous ant. If you
did the homework, you'll know the
two ways that ants communicate...
Ms. Summers?

Buffy doesn't have a clue. Glances at Willow.

BUFFY

Ways that ants communicate.

(CONTINUED)

2 CONTINUED:

2

DR. GREGORY

Yes...

BUFFY

With other ants.

DR. GREGORY

No, with lemons. From the
homework, the ants are
communicating in two ways...

She watches Willow, behind Dr. Gregory's back, frantically
mime "touch" and "smell" by touching and smelling Xander --
to his discomfort.

BUFFY

...touch... and... B.O.?

Laughter from the class.

BLAYNE

(re: Xander)

Thank God someone finally found the
courage to mention that.

DR. GREGORY

Touch and smell, Ms. Summers.

(without turning to look
at Willow)

Is there anything else Ms.
Rosenberg would like to tell you?

Willow hangs her head. The CLASS BELL rings. Kids grab
their stuff, shuffle out.

DR. GREGORY

Chapters six through eight by
Wednesday, people.

(to Buffy)

Could I see you for a moment?

Willow and Xander exchange sympathetic looks with Buffy as
they make their way out with the rest of the kids.

3 INT. SCHOOL HALL - DAY

3

Blayne shoves past, calls to GORGEOUS GIRL:

BLAYNE

Cheryl, wait up, doll.

(aside to Xander)

Isn't she something?

(MORE)

(CONTINUED)

3 CONTINUED:

3

BLAYNE (CONT'D)

Do you know what a woman like that wants?

(Xander waits to hear:)

No, I guess you wouldn't.

Blayne walks off. Xander calls after:

XANDER

(calls out to Blayne)

Something really cutting!

(to Willow)

Sometimes I just go with the generic insult.

WILLOW

Why pay more for the brand name?

4 INT. BIOLOGY CLASSROOM - DAY

4

Display table in front holds an ant farm, small glass cases with ladybugs, spiders and a praying mantis. Dr. Gregory puts some books inside a SMALL CLOSET next to the blackboard.

DR. GREGORY

I gather you had a few problems at your last school.

BUFFY

Well, what teenager doesn't --

DR. GREGORY

(emerging from closet)

Cut school, get in fights, burn down the gymnasium?

(off her look)

Principal Flutie showed me your permanent record.

*

BUFFY

That fire, there were major extenuating circumstances -- actually it's sort of funny --

DR. GREGORY

I can't wait to see what you're going to do here.

(CONTINUED)

4 CONTINUED:

4

BUFFY
(deflating)
Destructo-Girl, that's me.

DR. GREGORY
But I suspect it's going to be great.

BUFFY
You mean great in a bad way?

He takes off his glasses, wipes them under:

DR. GREGORY
You've got a first rate mind. You can think on your feet -- imagine what you could accomplish if you did...?

BUFFY
The homework thing?

DR. GREGORY
The homework thing. I understand you probably have a good excuse for not doing it. Amazingly enough, I don't care. I know you can excel in this class and so I expect no less. Is that clear?

BUFFY
Okay. Sorry.

DR. GREGORY
Don't be sorry, be smart.

He holds glasses out in front of him, making sure they're clean. We see Buffy through the glasses.

DR. GREGORY
And please don't listen to the Principal or anyone else's negative opinions about you. Let's make 'em eat that permanent record, what do you say?

BUFFY
Uh... thanks?

A moment, which he breaks, a slight smile on his lips:

DR. GREGORY
Chapters six through eight.

(CONTINUED)

4 CONTINUED: 2

4

She exits. He folds his glasses, places them next to the praying mantis on the display table.

Humming to himself, he turns out the lights again, darkening the room. HEARS a noise. Looks over his right shoulder: nothing. He goes and starts looking over some slides on the wall.

Until, from the left, a HUGE and HORRIFYING MANTIS FORELEG jackknives open and sinks it's SHARP SPINES into his neck. We don't see much of the creature beyond the terrible forelegs - but it's big, it's ugly, and it isn't very nice.

He's RIPPED OUT OF FRAME, banging into the display table. His glasses fall to the floor -- one lens cracks -- reflected in the glasses, we see Dr. Gregory struggling futilely in the horrible monster's grasp -- along with CRACKING and CRUNCHING SOUNDS. Something's having supper.

BLACK OUT.

END OF TEASER

.

ACT ONE

5 INT. BRONZE - NIGHT

5

A decent crowd tonight. The band that was backing Xander up in his fantasy is playing.

Xander is on the edge of the crowd, near the stage. He looks about for some familiar faces. Looks up at one of the band members, gives him a high sign and a smile like they're best buds. The band member ignores him. Slightly sheepishly, he moves away from the dance floor, still searching for his buds.

ANGLE: FROM THE BALCONY

As we look down on Xander wandering, we TILT UP to find Buffy and Willow in mid conversation at one of the tables up here.

BUFFY

Dr Gregory didn't chew me out or anything. He was really cool. But Flutie showed him my permanent record. Apparently I fall somewhere between Charles Manson and a really bad person.

WILLOW

And you can't tell Dr Gregory what really happened at your old school?

BUFFY

I was fighting vampires? I'm thinking he might not believe me.

WILLOW

Yeah, he probably gets that excuse all the time.

Cordelia approaches.

CORDELIA

Here lies a problem. What used to be my table occupied by pitiful losers. Of course we'll have to burn it.

BUFFY

Sad, you have so many memories here. You and Lawrence, you and Mark, you and John. You spent the better part of your "J" through "M" here.

(CONTINUED)

5 CONTINUED:

5

Cordelia gives a look and moves on.

ANGLE: COUCHES NEAR COFFEE BAR

Blayne and football buds are lounging.

BLAYNE

Seven. Including Cheryl. I tell you though, her sister was looking to make it eight.

BUD # 1

Cheryl's sister? The one in college?

Xander appears at the edges of the group.

BLAYNE

Home for the holidays and looking for love. Not my type, though. Girl's really gotta have something to go with me.

XANDER

Something like a lobotomy?

BLAYNE

Xander. How many times've you scored?

XANDER

Well...

BLAYNE

Just a question.

XANDER

Are we talking today or the whole week? Uh oh, duty calls.

Xander moves to intercept Buffy and Willow, who are coming down the stairs. He throws his arms around the two of them, saying loudly:

XANDER

Babes...

BUFFY

What are you doing?

XANDER

Work with me here. Blayne had the nerve to question my manliness. I'm just giving him a visual.

(CONTINUED)

5 CONTINUED: 2

5

WILLOW
 (clutching Xander
 tighter)
 We'll show him.

BUFFY
 (looking off)
 I don't believe it.

XANDER
 I know. And after all my
 conquests--

Buffy steps away, toward the door. Framed in the doorway is
 ANGEL, standing half in the shadows.

Xander and Willow watch her head for him.

XANDER
 Who's that?

WILLOW
 That must be Angel. I think.

XANDER
 That weird guy? That warned her
 about the vampires?

WILLOW
 That's him, I'll bet you.

XANDER
 (a little plaintively)
 Well, he's buff. She never said
 anything about him being buff.

WILLOW
 You think he's buff?

XANDER
 (angry)
 He's a very attractive man! How
 come that never came up?

CUT TO:

6 EXT. RIGHT OUTSIDE THE BRONZE - CONTINUOUS

6

Buffy approaches Angel, distrust on her face.

BUFFY
 Well, look who's here.

(CONTINUED)

6 CONTINUED:

5

ANGEL

Hi.

BUFFY

I'd say it's nice to see you but we both know that's a big fib.

ANGEL

I won't stay long.

BUFFY

No, you'll just give me a cryptic warning about some exciting new catastrophe and then disappear into the night. Right?

ANGEL

You're cold.

BUFFY

You can take it.

ANGEL

I mean you look cold.

Angel takes off his leather jacket.

ANGLE - XANDER AND WILLOW INSIDE

Watching Angel slip the jacket on Buffy. Xander no longer has his arm around Willow.

XANDER

Oh right, give her your jacket. It's a balmy night, nobody needs to be trading clothing out there.

WILLOW

I don't think she even likes him...

ANGLE - BUFFY AND ANGEL OUTSIDE

BUFFY

(re: jacket)

Little big on me.

She sees a recent and unusual wound on Angel's (now bare) arm -- three long and parallel cuts -- like a tiger's claw. Her attitude changes to one of concern.

BUFFY

What happened?

(CONTINUED)

6 CONTINUED: 2

6

ANGEL
I didn't pay attention.

BUFFY
To somebody with a big fork?

ANGEL
He's coming.

BUFFY
The fork guy?

ANGEL
Don't let him corner you. And
don't give him a moment's mercy.
He'll rip your throat out.

BUFFY
Okay, I give you improved marks.
Ripping the throat out:
non-cryptic, it's a strong
visual...

He almost smiles.

ANGEL
I have to go.

He walks off, disappears around a corner. She stares after him.

BUFFY
Sweet dreams to you, too.

After a moment she heads back into the Bronze.

DISSOLVE TO:

7 EXT. SUNNYDALE HIGH SCHOOL - DAY - ESTABLISHING

7

GILES (O.S.)
That's all he said, "Fork" guy?

8 EXT. THE QUAD - DAY

8

Kids socialize between classes. Buffy talks to Giles,
Willow reads a science book.

BUFFY
That's all. "Cryptic" guy said
"Fork" guy.

(CONTINUED)

GILES

I think there's too many guys in
your life.

(she gives him a look)

I'll see what I can find out.

(gazes at sky with
loathing)

God, every day here is the same.

BUFFY

Bright, sunny, beautiful. How can
we escape this torment?

(Alternate line, in case it's raining, foggy or dark.)

GILES

(gazes at sky)

Reminds me of home.

BUFFY

**Dark, dank, dreary. You must be so
happy.**

He gives her a look, shoves off.

Xander saunters up as Giles exits.

XANDER

Guess what I just over-heard in the
office. No Dr. Gregory today.
Ergo those of us who blew off our
Science homework...

(shuts Willow's book)
...are not as dumb as we look.

BUFFY

What happened, is he sick?

XANDER

They didn't say anything about sick
-- something about... missing.

BUFFY

He's missing?

XANDER

Hold on, let me think, the
cheerleaders were modeling the new
short skirts and I kinda got...
yeah, I think they said missing.

Xander reads Buffy's concern, turns to Willow.

(CONTINUED)

XANDER
Which is bad.

BUFFY
If something's wrong, yeah.

WILLOW
He's one of the only teachers who
doesn't think Buffy is a felon.

XANDER
(to Buffy)
I'm really sorry. I'm sure he'll --
iya-hoo.

Xander sees something O.S. that chills his bacon. Buffy and Willow follow his gaze.

THEIR POV - BEAUTY SHOT

NATALIE FRENCH, late twenties, heart-stopper. Xander and every other boy on campus can't take their eyes off her. She slows as she passes Xander, turns, stops.

NATALIE
Could you help me?

XANDER
Egguh -- yes.

NATALIE
I'm looking for Science one oh
nine.

XANDER
Sure. It's, uh... I go there
everyday --
(to Buffy and Willow)
-- oh god, where is it?

Blayne steps in front of Xander.

BLAYNE
Hi. Blayne Mall. I'm going there
right now. It's not far from the
Varsity Field where I took all city
last year...

NATALIE
Thank you, Blayne.

She gives Xander a dazzling smile, heads off with Blayne.

(CONTINUED)

8 CONTINUED: 3

8

XANDER

Funny how the earth never opens up
and swallows you when you want it
to.

9 INT. BIOLOGY CLASSROOM - DAY

9

A lovely hand writes "NATALIE FRENCH" on the board as students enter, take their seats. Buffy and Willow walk towards their desks. Something catches Buffy's eye. She stops, turns back; Willow watches her pick Dr. Gregory's glasses off the floor. Buffy notes the cracked lens.

WILLOW

What's wrong?

BUFFY

If he dropped his glasses why
didn't he pick them up?

Buffy puts them on the display table and they take their seats.

Natalie turns from the board as the class settles. Amongst the students are Xander and Blayne.

NATALIE

My name is Natalie French, I'll be
substituting for Dr. Gregory.

BUFFY

Do you know when he's coming back?

NATALIE

No I don't...
(looks at seating chart)
Buffy. They just call and tell me
where they want me.

BLAYNE

(sotto)

I'll tell you where I want you...

NATALIE

Excuse me, Blayne?

BLAYNE

I was just wondering if you were
going to pick up where Dr. Gregory
left off.

(CONTINUED)

9 CONTINUED:

9

NATALIE

Yes, his notes tell me you were
right in the middle of insect life.

Natalie picks up the praying mantis in its little case.

NATALIE

The praying mantis is a fascinating
creature, forced to live alone.
Who can tell me why -- Buffy?

Buffy looks at the mantis.

BUFFY

Well, the words "bug ugly" kinda
spring to mind.

Natalie's eyes suddenly go cold.

NATALIE

There's nothing ugly about these
unique creatures. The reason they
live alone is because they're
cannibals.

General "ee-yews" from the class.

NATALIE

(to class)

It's hardly their fault -- it's the
way Nature designed them: noble,
solitary...

Buffy and Willow exchange a look -- this broad's weird --
Xander, Blayne and the boys are all transfixed -- and not by
what she's saying.

NATALIE

And prolific: over eighteen
hundred species worldwide. In
nearly all of them the female is
larger and more aggressive than the
male.

BLAYNE

Nothing wrong with an aggressive
female.

Natalie picks up a text.

NATALIE

The California Mantis lays her eggs
and then finds a mate...

(CONTINUED)

9 CONTINUED: 2

9

She walks past Xander, giving him a warm smile on the word "mate." He looks up at her, oh so ready to be that mate.

NATALIE

...to fertilize them. Once he's played his part, she covers the eggs in a protective sack and attaches them to a leaf or a twig, out of danger.

Natalie shows them a COLOR PHOTO of a MANTIS EGG SACK -- a gooey cocoon-like sack 'o eggs.

NATALIE

If she's done her job correctly, in a few months she'll have several hundred offspring.

Natalie pauses in front of a BULLETIN BOARD that announces: SCIENCE FAIR PROJECTS DUE BY THE 18th.

NATALIE

We should make some model egg sacks for the Science Fair. Who'd like to help me do that after school? I warn you, it's a delicate art, I'd have to work with you very closely, one on one...

Every male hand in the class shoots up. Natalie smiles.

10 INT. SCHOOL CAFETERIA - DAY

10

Lunch time. CAFETERIA WORKERS ladle out vile piles of weenie casserole. Buffy, Xander, Willow are in line; on the BULLETIN BOARD: TODAY'S SPECIAL -- HOT DOG SURPRISE.

BUFFY

Hot dog surprise... be still my heart.

WILLOW

Call me old fashioned, I don't want any more surprises in my hot dogs...

Xander admires himself in the stainless steel finish of the food service counter.

XANDER

I wonder what she sees in me...

He looks over to see if Buffy is listening. She's not.

CONTINUED

10 CONTINUED:

10

XANDER

Probably just the quiet good looks
coupled with a certain smoky
magnetism.

Now Buffy and Willow are looking at him.

XANDER

Miss French. You two might be a
little young to understand what an
older woman sees in a younger man.

BUFFY

Oh I understand.

XANDER

Good.

BUFFY

A younger man is too dumb to wonder
why an older woman can't find
someone her own age and too
desperate to care about the
surgical improvements.

XANDER

I'm not too dumb to... what
surgical improvements?

Buffy and Willow exchange a look.

WILLOW

Well, he is young.

BUFFY

And so terribly innocent.

XANDER

Those who can, do. Those who can't
laugh at those who... can do.

Blayne, tray piled high, moves past Xander.

BLAYNE

Gotta carb up for my one on one
with Miss French today. When's
yours? Oh right, tomorrow. You
came in second and I came in first.
I guess that's what they call
natural selection.

XANDER

I guess that's what they call
rehearsal.

(CONTINUED)

10 CONTINUED: 2

10

Blayne moves off; Xander, pleased with his comeback, turns to Willow and Buffy, blows imaginary smoke from an imaginary gun.

Cordelia shoves her way past them --

CORDELIA

Excuse you...

-- heading for the INDUSTRIAL SIZE fridge behind the food line.

She flashes a prescription (like a badge) at a WORKER.

CORDELIA

...medically prescribed lunch, my doctor ships it daily, I'll only be here as long as I can hold my breath...

She whips open the door and the HEADLESS BODY of Dr. Gregory is wedged inside. *

Cordelia, cafeteria workers and various kids SCREAM in horror! Willow and Xander react -- Buffy quickly moves up, looks down at the corpse -- we won't see the gore but we do see the name on his white lab coat: DR. GREGORY. Off Buffy,

11 INT. LIBRARY - DAY

11

Water is poured into a glass from a small pitcher. We widen to reveal Giles, who brings the glass over to Buffy. She is sitting with Willow, Xander pacing nearby.

GILES

Here. Drink this.

BUFFY

(taking it)

No thank you.

She says it absently as she drinks the water. She's elsewhere.

XANDER

I've never seen... I mean, I've never seen anything like... that was new.

WILLOW

Who would want to hurt Dr. Gregory?

(CONTINUED)

11 CONTINUED:

11

GILES

He had no enemies on the staff that I know of. He was a civilized man. I liked him.

BUFFY

(small voice)

So did I.

WILLOW

Well, we're gonna find out who did this. We'll find them and we'll stop them.

BUFFY

Count on it.

GILES

What do we know?

Buffy rises, focused now.

BUFFY

Not a lot. He was killed on campus, I'm guessing. The same day we last saw him.

GILES

How do you know?

BUFFY

Didn't change his clothes.

XANDER

This is a question nobody particularly wants to hear, but, where did they put his head?

WILLOW

Good point. I didn't want to hear that.

BUFFY

Angel. He warned me something was coming.

GILES

(remembering)

Yes. Yes he did and I wish I knew what he meant.

(MORE)

(CONTINUED)

GILES (cont'd)
(grabbing a text)
All I could locate was an oblique
reference to a vampire who
displeased the Master and cut off
his hand for penance.

BUFFY
Cut off his hand and replaced it
with a fork?

WILLOW
Wow, I've heard of eating
disorders, but...

GILES
I don't know what he replaced it
with.

XANDER
Why would that guy come after a
teacher?

GILES
I'm not certain he did. There was
an incident two nights ago with a
homeless man in Weatherly park. He
was practically shredded. But
nothing like Dr. Gregory.

XANDER
Fork guy doesn't do heads.

GILES
No.

BUFFY
And Dr Gregory's blood wasn't
drained.

XANDER
So there's something else out
there? Besides silverware man?
This is fun. We're on Monster
Island.

GILES
We don't know it's something else.
This fellow is still our likeliest
suspect.

BUFFY
Where was that guy killed?
Weatherly park?

(CONTINUED)

11 CONTINUED: 3

11

GILES

Buffy, I know you're upset. But this is not the time to go hunting. Not until we know more. Promise me you won't do anything rash.

BUFFY

Cross my heart.

SMASH CUT TO:

12 BUFFY OUT THERE ALONE - EXT. WEATHERLY PARK - NIGHT

12

Houses ring the park. The sidewalks are pretty deserted this time of night. Buffy, dressed for hunting, crosses the street, quickly and gracefully vaults the locked fence next to the sign: WEATHERLY PARK - CLOSING AT 10:00 P.M.

She moves cautiously through the spooky trees and bushes. She HEARS a sound, spins into a Fu crouch as a LARGE FIGURE stumbles out of the bushes -- HOMELESS GUY with a bottle in a paper bag.

HOMELESS GUY

(drunk)

Shouldn't be here at night I'll
lady, s'dangerous.

They veer off in opposite directions. She spots something on the ground -- a body! She runs to it, kneels down: it's just ANOTHER HOMELESS GUY sleeping. Buffy hunts on, passing some thick foliage growing up over some large rocks. She stops, moves back: something about the foliage bugs her.

She pokes at it -- it's loose -- she pulls it back, revealing a SMALL STORM DRAIN. Someone wants to keep this tunnel entrance a secret.

Buffy peers into the round hole and the blackness within. That's when AN ARM shoots out of the darkness -- an arm with three sharp claws where the hand should be. She drops to the ground -- the claws shredding her jacket -- and out of the tunnel comes one bad mother of a vampire. Long hair, wild eyes, we'll call him CLAW.

He takes a big swipe at her face, she uses her feet to trip him. As he falls to the ground she leaps to her feet, body stomps him -- WHAM, WHAM, WHAM -- whips out a stake and dives. He rolls -- the stake sinks into the earth.

He grabs her from behind, his claw inching towards her throat. She stomps on his instep, elbows him in the gut, turns and kicks him hard in the knee. He grabs it in pain.

(CONTINUED)

12 CONTINUED:

12

MAN'S VOICE (O.S.)
Hold it! Police!

Sounds of people coming, lots of flashlights. Claw bolts into the underbrush. Buffy, winded and hurt, crawls out of sight as the Homeless Guy (really a cop), gun out, bursts onto the scene followed by THREE UNIFORMED COPS.

HOMELESS GUY
I heard him -- spread out!

The homeless guy and the cops move into the foliage.

13 EXT. PARK - NIGHT

13

The opposite side from where Buffy entered. A WOMAN (we don't see her face) carrying two grocery bags, walks down the sidewalk. Her heels CLICK-CLACK in the night.

We can HEAR COPS SHOUTING on the other side of the park, but it's pretty distant.

ANGLE - STALKING CAM

Shooting through the fence -- something is stalking the woman. She's oblivious.

REVERSE ANGLE - CLAW

Sees his next meal. He scampers up the fence with frightening speed. A beat later, Buffy appears out of the trees, sees what's happening, bolts for the fence.

ANGLE - THE SIDEWALK

The woman walks on as Claw drops into frame RIGHT BEHIND HER. She turns, it's sexy substitute teacher Natalie French. Buffy, racing for the fence, sees Claw do something unexpected -- he sniffs Natalie, pulls back in REAL TERROR and runs (we now see -- only now -- he's limping, thanks to Buffy's kick) into the street, diving for the nearest sewer gutter which he slithers into, disappearing from sight.

ANGLE - BUFFY STOPS IN THE SHADOWS

Unseen, she watches Natalie, unfazed, continue on her way. Off Buffy wondering what kind of ju-ju this babe has,

BLACK OUT.

END OF ACT ONE

ACT TWO

14 EXT. SUNNYDALE HIGH SCHOOL - DAY 14

Another sunny day in paradise.

GILES (O.S.)
You went hunting last night.

15 INT. GILES' OFFICE - DAY 15*

Giles faces Buffy (her books and Angel's jacket nearby.)

BUFFY
Yep.

GILES
...when you promised me you
wouldn't.

BUFFY
Yeah, I lied, I'm a bad person.
Let's move on.

GILES
Did you see someone with a fork?

BUFFY
(nods)
More like a jumbo claw.

GILES
Oh, well, at least you weren't
hurt.

BUFFY
And I saw something else, something
much more interesting than your
run-of-the-mill killer vampire.

GILES
What was that?

BUFFY
Do you know Miss French, the
teacher who's substituting for Dr.
Gregory?

GILES
Oh, she's lovely...
(off Buffy's look)
...in a common, extremely
well-proportioned sort of way.

(CONTINUED)

15 CONTINUED:

15

BUFFY
I'm chasing clawguy last night,
we're on the street...

GILES
Yes?

BUFFY
And Miss Well-Proportioned is
heading home, I figure she's his
next meal. He takes one look at
her and runs screaming for cover.

GILES
He what? Ran away?

BUFFY
He was petrified.

GILES
Of Miss French.

BUFFY
Yes! So I'm an undead monster who
can shave with his hand -- how many
things am I afraid of?

GILES
Not many. And not substitute
teachers, as a rule.

BUFFY
So what is her deal?

GILES
I think it would be a good idea to
keep an eye on her.

BUFFY
Then I'd better get to class.

16 INT. HIGH SCHOOL - HALL OUTSIDE PRINCIPAL'S OFFICE - DAY

16

Buffy moves down the hall, fast. PRINCIPAL FLUTIE steps out
of his office, sees her, grabs her.

FLUTIE
You were there, you saw Dr.
Gregory, didn't you?

BUFFY
You mean yesterday in the
cafeteria, after he was --

(CONTINUED)

FLUTIE

(looking around)

Don't say "dead", or decapitated,
or decomposing. I would stay away
from "d" words all together. But
you witnessed the event so this way
please.

BUFFY

I've gotta... I'll be late for
biology.

FLUTIE

Extremely late. You have to see a
counselor. Everyone who saw the
body has to see a crisis counselor.

He takes her arm, leads her toward an office.

BUFFY

I really don't need --

FLUTIE

We all need help with our feelings,
otherwise we bottle them up and
before you know it powerful
laxatives are involved.

He parks her outside the Counselor's Office. The door is
open and we can see CORDELIA talking to an unseen counselor.

FLUTIE

I really believe if we all reach
out to one another we can beat this
thing. I'm always here if you need
a hug -- but not a real hug,
there's no touching in this school,
we're sensitive to wrong touching.

BUFFY

But I really feel okay.

FLUTIE

No you talk to the counselor and
start the healing. You have to
heal.

BUFFY

(starts to leave)

Mr Flutie, I --

FLUTIE

(as to a dog)

Heal.

(CONTINUED)

16 CONTINUED: 2

16

Flutie retreats. Buffy sighs, waits her turn. Buffy listens to Cordelia, and we:

CUT TO:

17 INT. COUNSELOR'S OFFICE - CONTINUOUS

17

We are close on Cordelia as she unburdens herself.

CORDELIA

...it was... let's just say I haven't had been able to eat a thing since yesterday... I think I lost like seven and a half ounces -- way swifter than the so-called diet that quack put me on --

(off counselor's unseen look)

-- oh, I'm not saying we should kill a teacher everyday just so I can lose weight, I'm just saying when tragedy strikes we have to look on the bright side -- you know, like how even a used Mercedes still has leather seats.

Off Buffy, we cut to:

18 INT. BIOLOGY CLASSROOM - DAY

18

Xander, Willow and the rest of the class are taking a test. Buffy and Blayne are missing. Natalie moves down the aisle.

NATALIE

Keep your eyes straight ahead, on your own test...

She stops next to Xander, leans down, puts her GORGEOUS, POUTING LIPS two inches from his ear.

NATALIE

I think you meant "pollination" for number fourteen.

Xander looks up at her gratefully, changes the answer.

NATALIE

I'll see you here after school.

She delicately puts a hand on his shoulder. His breathing comes a little quicker.

19 INT. HALL OUTSIDE BIOLOGY CLASSROOM - DAY

19

Buffy moves up to the door, looks through the window at the class, bummed.

BUFFY
Great, a pop quiz.

She looks at BLAYNE'S EMPTY SEAT. Then at Natalie (her back to the door) her hand on Xander's shoulder.

As if sensing Buffy, Natalie straightens up, then slowly and IMPOSSIBLY (SPECIAL EFFECT) cranks her head around a hundred and eighty degrees -- a demi-second before she'd be seen, Buffy takes a shocked step backwards, out of sight.

20 INT. LIBRARY - DAY

20

Giles pours over texts, looks up as Buffy and Willow enter.

BUFFY
(to Willow)
No, no I'm not saying she craned
her neck, it was the full-on
exorcist twist.

WILLOW
Ouch.

BUFFY
Which reminds me, how come Blayne
who worked with her "one on one"
yesterday, isn't here today?

WILLOW
Inquiring minds want to know.

Willow moves to the computer. Buffy turns to Giles.

BUFFY
Any luck?

GILES
I haven't found any creature just
yet that strikes terror in a
vampire's heart -- I'm not sure I
want to.

BUFFY
Try looking under "Things That Can
Turn Their Heads All The Way
Around."

GILES
Nothing human can do that.

(CONTINUED)

BUFFY

No. Nothing human. But there's
some insects that can.

(beat, determined)

Whatever she is, I'm gonna be ready
for her.

Willow and Giles both look up as she heads for the stacks.

GILES

What are you going to do?

BUFFY

(turns back)

My homework.

She disappears into the stack, only to return a second later.

BUFFY

Where's the books on bugs?

21 INT. BIOLOGY CLASSROOM - DAY

21

PAN ACROSS an OPEN TEXT. The COLOR PHOTO of the EGG SACKS.
PAN from the book to a MODEL of the egg sacks, two feet
long. Natalie traces her hand across the model, gently,
almost lovingly, then moves to a small fridge, takes out
bread, low fat mayo and a small covered tub marked "Food."

She spreads the mayo on the bread and is reaching for the
"Food" tub when Xander enters.

NATALIE

Oh, hi. I was just grabbing a
snack. Can I make you something?

XANDER

No thanks, I never eat when I'm
making egg sacks.

(re: egg sack model)

Wow, if these were real, the bugs'd
be...

NATALIE

Big as you.

XANDER

Yeah. So where do we start?

(CONTINUED)

21 CONTINUED:

21

NATALIE

Oh Xander, I've done something really stupid, I hope you can forgive me.

XANDER

Forgiveness is my middle name -- actually it's LaVelle -- I'd appreciate it if you'd guard that secret with your life.

NATALIE

(smiles, then:)

I have a teacher conference in half an hour and I left the paint and paper mache' at home. I don't suppose you'd want to come to my place tonight and work on it there.

XANDER

Come to... your place?

FLASH CUT - XANDER IN HIS GUITAR GOD POSE, HITS A POWER CHORD

BACK TO SCENE

NATALIE

It'd be just the two of us. I'd feel more comfortable there, you know, about letting my hair down.

She lasers him with a steamy look.

XANDER

Right, that's important, 'cause when your hair's not down it's... up.

NATALIE

It's a date then. Seven-thirty.

(hands him paper)

Here's my address.

(I want you)

I'll see you tonight.

They trade a meaningful look, he turns his back, heads for the door. She opens the tub marked "food". Inside: live crickets. She sprinkles several on the bread.

22 INT. SCHOOL HALL - DAY

22

Xander exits, does a MIGHTY VICTORY DANCE -- this is it!

XANDER

Yesssss!!

23 INT. BIOLOGY CLASSROOM - SAME TIME

23

As Miss French bites contentedly into her sandwich,

24 INT. LIBRARY - DAY

24

Willow's at the computer, Giles pours over texts. Buffy charges out of the stacks, book in hand, featuring PHOTOS of the praying mantis.

BUFFY

Dig this -- "the praying mantis can rotate it's head a hundred and eighty degrees while waiting for a meal to wander by..." Hah!

(off their looks)

Well, come on guys. Hah!

WILLOW

Well, Miss French is sort of big.
For a bug.

GILES

She is also, by and large,
woman-shaped.

BUFFY

Factoid one: only the praying mantis can turn it's head like that. Factoid two: a pretty wacked-out vampire is scared to death of her. Factoid three: her fashion sense screams predator.

WILLOW

It's the shoulder pads.

BUFFY

Exactly.

GILES

If you're right, she'd have to be a shapeshifter, or perception distorter...

(making a connection)

Half a moment...

(MORE)

(CONTINUED)

24 CONTINUED:

24

GILES (cont'd)

I had a chum at Oxford, Carlyle,
advanced degrees in entomology and
mythology...

BUFFY

Whosy and whatsy?

GILES

Bugs and fairy tales.

BUFFY

I knew that.

GILES

If I recall correctly, poor
Carlyle, just before he went mad,
claimed there was a beast --

WILLOW

(re: computer)

Buffy, nine one one. Blayne's mom
called the school, he never came
home last night.

GILES

The boy who worked with Miss French
yesterday?

WILLOW

Yeah. If Miss French is
responsible for... Xander's
supposed to be helping her right
now... he's got a crush on a giant
insect!

BUFFY

Let's not panic, I'll warn him. I
need you to stretch your hacker
muscles and see if you can get
something from the Coroner's
office.

WILLOW

What are we looking for?

BUFFY

Autopsy on Dr. Gregory. I've been
trying to figure out the marks I
saw on his corpse -- I'm thinking
they might have been teeth -- and
these cuddlies...

She shows Willow picture of HORRIBLE MANTIS TEETH.

(CONTINUED)

24 CONTINUED: 2

24

BUFFY

...should definitely be brushing
after every meal.

(to Giles)

You were saying something about a
beast?

GILES

(nods)

I just have to make one
trans-Atlantic phone call.

(heads for phone; stops)

This computer invasion Willow's
performing on the Coroner's
office -- one assumes it's entirely
legal?

BUFFY

Of course --

WILLOW

-- entirely.

GILES

So I wasn't here, didn't see it,
couldn't have stopped you.

BUFFY

Good idea.

Buffy grabs her jacket (the one Angel gave her), heads out.

25 EXT. SUNNYDALE HIGH SCHOOL - DAY

25

Late in the day. Xander, in the best mood, strolls out of
school, humming a little tune. Buffy, wearing the jacket,
catches up with him.

BUFFY

Hey.

XANDER

Hey.

BUFFY

So how'd it go with Miss French
after school?

XANDER

Well, it's a little demanding being
her... absolute favorite guy in the
universe, but I'll just have to
muddle through.

BUFFY

Xander, she's not what she seems.

(CONTINUED)

XANDER

I know, she's so much more.

BUFFY

Look, I have to tell you some stuff about her and I really need you to listen, okay?

Xander stops, listens respectfully.

XANDER

Okay.

BUFFY

I don't think she's human. She can do the twisty with her head -- ever see the Exorcist? Plus Blayne, who was last seen in her class yesterday afternoon, is now missing.

XANDER

I see. So she's not human she's...?

BUFFY

Technically I guess you'd have to call her a big old bug.

(Xander smiles)

I know it sounds a little weird but --

XANDER

(laughs)

It's not weird, it's perfectly understandable. I've met someone, you're jealous.

BUFFY

I'm not --

XANDER

Nothing I could do about it. There's just a certain chemical thing between Miss French and me.

BUFFY

I know, I just read about it, it's called, uh, a pheromone, this chemical attractant insects give off.

(CONTINUED)

25 CONTINUED: 2

25

XANDER

SHE'S NOT AN INSECT!! -- okay?
She's a woman. Hard as it may be
for you to conceive, a human
woman finds me attractive. I
realize she's no mystery guy
handing out leather jackets -- and
while we're on the subject, what
kinda girly-name is Angel anyway?

BUFFY

What's that got to do with --

XANDER

Nothing! It just bugs me.
(beat)
I really gotta...
(he takes off)

BUFFY

Xander...

26 INT. NATALIE FRENCH'S HOUSE - NIGHT

26

Candles, romantic light. She's wearing a knockout dress,
pouring martinis when there's a knock at the front door.
She opens it, revealing Xander.

NATALIE

Hi, come on in.

He can't help but stare at the low-cut dress.

NATALIE

Oh, should I change, is it too...?

XANDER

No, no. It's the most beautiful
chest -- dress! -- I've ever seen.

NATALIE

Thank you, that's sweet. Martini?

She offers him a glass. He hesitates.

NATALIE

I'm sorry, would you like something
else? I just need to relax a
little, I'm kind of nervous around
you. You're probably cool as a
cucumber.

(CONTINUED)

XANDER

(mile a minute)

I like cucumbers -- you know in that Greek salad thing with the yogurt -- you like Greek food? I'm exempting schwarma here, what is that all about, big meat hive...

(grabs glass, drains it)

Hehh-looo.

NATALIE

(clinks his empty glass)

Cheers.

(moves close)

Can I ask you a personal question? Have you ever been with a woman before?

XANDER

You mean like, in the same room --

NATALIE

(closer still)

You know what I mean.

XANDER

Oh, that. Well, let me think, there was... several, you know, I mean quite a few times that... and then there was... she was so incredibly... no.

NATALIE

(touching his hair, face)

I know, I can tell.

XANDER

You can?

NATALIE

I like it. You might say I need it.

XANDER

Well, needs are, you know, needs should definitely be met as long as they don't require ointments the next day or --

Dimly in the b.g., Xander HEARS someone yelling "help me!"

XANDER

Do you hear --

(CONTINUED)

NATALIE

No.

XANDER

Sounds like somebody crying for --

NATALIE

I don't hear anything. Your hands
are so...

(takes his hands)

...hot.

Xander stares at her, then down at his hands, looking a
little woozy.

FLASHBACK - TO XANDER'S FANTASY SEQUENCE

When Buffy took his hand.

BUFFY

You hurt your hand...

BACK TO SCENE

Now he's looking very woozy, downright drugged.

XANDER

Buffy. I love Buffy... wow, so
that's a martini, huh?

Again the distant YELLING, "somebody help me!"

XANDER

Are you sure somebody's not --

NATALIE

Would you like to touch me with
those hands?

He looks down -- her HANDS stroking HIS.

XANDER

Your hands are really...

SPECIAL FX - HER FOREARM AND ONE OF HER HANDS

Suddenly ripple, turn MANTIS-LIKE.

XANDER

...serrated? That drink must have,
I think I need to...

Xander passes out, hitting the floor with a THUNK. Natalie
bends down --

(CONTINUED)

26 CONTINUED: 3

26

TWO SERRATED FORELEGS SLIDE UNDER XANDER'S FEET

ANGLE - CELLAR DOOR

Xander's torso is pulled out of sight.

*
*

BLACK OUT.

END OF ACT TWO

ACT THREE

27 INT. NATALIE'S CELLAR - DARK

27

ANGLE ON Xander, as he comes awake, looking groggily at his surroundings.

Welcome to hell, which we will photograph tastefully as far as the gore is concerned. The HORRIBLE SHE-MANTIS, tending to some eggs, still dimly seen, shuffles about in the b.g. *

PAN a row small barred cages. In a couple, we see bodies -- sans heads.

In the distance he can make out the shape -- but not the features -- of the Mantis-creature. Xander swallows hard, tries to find his voice:

XANDER
Miss... French?

To his horror, Natalie's voice (treated) emanates from the:

MANTIS
Please, call me Natalie.

Off Xander,

28 EXT. SUNNYDALE HIGH SCHOOL - NIGHT

28

Dark, deserted, the only lights are coming from the library.

29 INT. LIBRARY - NIGHT

29

Giles is on the phone -- the fury of the once great English Empire in his voice.

GILES
Young lady, I don't care what time it is, unlock his cell, unstrap him and bring him to the phone this instant. Lives are at stake.

WILLOW
(at computer)
Got it.
(Buffy joins her)
Coroner's autopsy, complete with...
(turning away)
...yuck, color pictures.

Buffy studies the screen (we don't see the pictures).

(CONTINUED)

29 CONTINUED:

29

BUFFY

They are teeth marks...
 (re: mantis in text book)
 ...which match perfectly the one
 insect that nips off its prey's
 head.

WILLOW

Okay, this I do not like...

BUFFY

It's the way they feed: head first.
 And the way they mate --
 (re: book)
 The female eats the male's head
 while they're...

WILLOW

(losing it)

No, no, see, Xander is, I really
 like his head, that's where you
 find his eyes and hair, his
 adorable smile...

BUFFY

Take it easy, Will, Xander's not in
 any immediate danger. I saw him
 leave school -- I'm sure he's safe
 and sound at home right now.

30 INT. NATALIE'S CELLAR - NIGHT

30

Xander, keeping an eye on the She-Mantis in b.g., backs into
 the farthest corner of his cage -- A HAND darts in from the
 DARK CAGE next to him.

XANDER

Yaahhhh!

He looks in the cage, makes out:

XANDER

Blayne --

Blayne, a blubbering mass of terror, cowers in his cage.

BLAYNE

Oh god, oh god, oh god...

XANDER

Are you --

BLAYNE

You gotta get me outta here, you
gotta... she, she gets you and...

XANDER

What? What does she do?

BLAYNE

No, no, no, no...

Xander gets his hands through the cage, shakes Blayne.

XANDER

Blayne! What does she do?

BLAYNE

She... she takes you out of the
cage and ties you up then she,
like, starts throbbing and moving
and all these eggs come shooting
out of her -- and then...

XANDER

What? Then what?

BLAYNE

She mates with you!

XANDER

She...?

BLAYNE

That's not the worst part.

XANDER

(deadpan)

It's not?

BLAYNE

Have you seen her teeth? Right
while she's -- right in the middle
of -- I SAW HER DO IT!

He points to a body in a nearby cage. Xander looks from the
body to the Mantis-bitch as she delicately hangs the jellied
EGG SACK from a ceiling rafter.

BLAYNE

I don't want to die like that!

XANDER

Blayne... Blayne! Chill. Listen
to me, we're gonna get out of this.

(CONTINUED)

30 CONTINUED: 2

30

BLAYNE

You got a plan? What is it?

XANDER

(doesn't have a clue)

Let me just perfect it...

BLAYNE

(cracking again)

Oh god, oh god, oh god...

31 INT. LIBRARY - NIGHT

31

Giles is on the phone.

GILES

I understand, Carlyle, I'll take every precaution... It sounds just like the creature you described. You were right all along, about everything.

(beat)

No you weren't right about your mother coming back as a Dachsund, but... Try to rest. Ta.

He hangs up, moves quickly to Buffy and Willow.

GILES

Dr. Carlyle Ferris spent years transcribing a lost, pre-Germanic language -- what he discovered he kept to himself, until several teen-age boys were murdered in the Cotswolds. Then he went hunting for it.

BUFFY

"It" being...?

GILES

He calls her a She-Mantis. This type of creature, the Kleptes-Virgo or virgin-thief appears in many cultures: the Greek Sirens, the Celtic Sea-maidens who tore the living flesh from the bones of --

BUFFY

Giles, while we're young.

(CONTINUED)

31 CONTINUED:

31

GILES

The She-Mantis assumes the form of
a beautiful woman and lures
innocent virgins back to her nest.

BUFFY

(to Willow, comforting)
Well, Xander's not a ... I mean
he's probably --

WILLOW

-- going to die!

Willow grabs a phone, dials in b.g. as Buffy stretches out
her fingers and arms, preparing for battle.

BUFFY

This thing is breeding. We gotta
find it and snuff it. Any tips on
the snuffing part? *

GILES

Carlyle recommends cleaving all
body parts with a sharp blade.

BUFFY

Slice and dice.

GILES

Whatever you do it's got to be
sudden and swift -- this beast is
dangerous.

BUFFY

Well, your buddy Carlyle faced it,
he's still around.

GILES

Yes... in a straight jacket howling
his innards out day and night.

BUFFY

Okay Admiral, way to inspire the
troops.

Willow slams down the phone.

WILLOW

Xander's not home -- he told his
mom he had to go to his teacher's
house and work on a science project.
He didn't tell her where.

(CONTINUED)

31 CONTINUED: 2

31

BUFFY

See if you can get her address off
the substitute rolls.

Willow bolts to the computer.

BUFFY

(to Giles)

You gotta record some bat sonar,
fast.

GILES

Bat sonar. Right. What?

BUFFY

Bats eat them -- a praying mantis
hears sonar, its whole nervous
system goes kaplooie.

GILES

Where am I going to find --

BUFFY

-- in the vid library. I know it's
not books but it's still dark and
musty, you'll be right at home.

She points him toward the back of the stacks and the door
marked VIDEOS.

BUFFY

I'll handle the armory.

32 INT. NATALIE'S CELLAR - NIGHT

32

She-Mantis shuffles in the b.g.. IN THE CAGES, Xander
struggles with a bar that separates his cage from Blayne's.

BLAYNE

What are you -- don't do anything
that'll make her mad.

Xander ignores Blayne, shoves and pulls until a three foot
hunk of bar comes loose.

BLAYNE

Hey, all right. Now I can get out
of my cage...

(realizing)

...into yours. What'd you do that
for?

(CONTINUED)

32 CONTINUED:

32

XANDER
(hefting bar)
A weapon.

BLAYNE
I think you're going to need it.

THEIR POV - THE SHE-MANTIS
is coming for them.

33 INT. LIBRARY - NIGHT

33

The printer cranks out a NAME and ADDRESS: NATALIE FRENCH,
837 WEATHERLY DRIVE, SUNNYDALE, CALIFORNIA. Buffy, dressed
for fighting, equipment bag in hand, runs in. Willow waits
at the printer. *

WILLOW
Getting her address...

BUFFY
Giles!

Giles emerges from the video library -- hands her his micro
cassette recorder.

GILES
Recording bat sonar is so
soothingly like having one's teeth
drilled.

Willow rips the paper out of the printer.

BUFFY
Let's roll.

As they race for the door:

WILLOW
According to Miss French's
personnel records, she was born in
nineteen oh seven -- she's like
ninety years old.

GILES
She is terribly well-preserved.

And they're gone.

34 INT. NATALIE'S CELLAR - NIGHT

34

Xander and Blayne cower in their cages as SHE steps out of the shadows and we get our first good look at her huge, hideous face: the triangular head with large compound eyes, the antennae, the collection of sharp mouth parts designed to maul and sever.

She stops in front of Blayne's cage. He screams, scrambles for the back -- squeezes through into Xander's cage.

BLAYNE

He did that, he broke the cage,
take him not me, take him!!

She turns her insect head and gazes at Xander. He looks back at her, trying to keep his terror down, the iron bar gripped tightly behind his back.

35 EXT. THE REAL MRS. FRENCH'S HOUSE - NIGHT

35

The Giles-mobile, possibly an older model Citroen, roars to a stop in front of 837 WEATHERLY, a modest, well-kempt home. Giles is behind the wheel. They pile out. *

ANGLE: THE FRONT DOOR

As they approach it.

GILES

What now? I mean we can't just
kick down the front door.

BUFFY

Yes, that would be wrong.

She's already bracing to kick it as she speaks. Just as she's about to kick it in, it's opened by the SWEETEST LITTLE OLD LADY. We'll call her the REAL MISS FRENCH.

She's ninety.

REAL MISS FRENCH

Hello dear, I thought I heard...
are you selling something? Because
I'd love to help out but you know
I'm on a fixed income.

BUFFY

I'm looking for Miss French.

REAL MISS FRENCH

I'm Miss French.

(CONTINUED)

35 CONTINUED:

35

BUFFY

Natalie French, the substitute
biology teacher.

REAL MISS FRENCH

Goodness, that's me. I taught for
over thirty years, then I retired
in nineteen seventy-two...

Buffy turns to Willow.

BUFFY

She used Miss French's records to
get in the school -- bite me, she
could be anywhere.

REAL MISS FRENCH

No, I'm right here, dear.

36 INT. NATALIE'S CELLAR - NIGHT

36

The SHE-MANTIS raises a terrible, spiny foreleg -- Blayne
scurries to the farthest corner of the cage. Xander holds
his ground as she points her foreleg first at Blayne, then
at Xander, then at Blayne, etc.

XANDER

(deadpan)

What's she doing?

BLAYNE

I... think it's... eenie, meenie,
mynie...

And, as her foreleg settles on Xander -- the chosen one.

XANDER

...moe.

Off Xander

BLACK OUT.

END OF ACT THREE

ACT FOUR

37 INT. NATALIE'S CELLAR - NIGHT

37

She unlocks the cage, opens the door, reaches in for him.

XANDER
(to keep her from
touching him)
I'm coming, I'm coming.

He steps out -- and swings the iron bar at her -- hard. It THUNKS into her body. He runs like hell. Almost makes the stairs before he's pincered by a powerful foreleg, lifted in the air and slammed to the ground, wind knocked out of him.

38 EXT. THE REAL MISS FRENCH'S HOUSE - NIGHT

38

Buffy heads to the street, looking at WEATHERLY PARK across the way. Giles and Willow follow her, unsure of the next move.

WILLOW
What do we do now?

GILES
Abject prayer and supplication
spring to mind.

BUFFY
I saw her walking past this park.
Carrying grocery bags. She lives
in this neighborhood.

They look up and down the street

THEIR POV - A LOT OF HOUSES

Willow, pretty upset, heads off in the direction of the house next to the Real Miss French's.

WILLOW
I'm gonna start banging on doors.

BUFFY
(stops her)
We don't have time for that.

WILLOW
We have to do something!

BUFFY
We will.

(CONTINUED)

38 CONTINUED:

38

Buffy grabs a hefty length of rope from her equipment bag, heads into the street towards the rain gutter.

BUFFY
I won't be long.

And before they can stop her, she's lowered herself into the gutter and disappeared from sight.

GILES
Buffy!

39 INT. NATALIE'S CELLAR

39

Xander's hands are held fast in leather or rope shackles. The She-Mantis stands nearby eyeing him.

BLAYNE IN HIS CAGE

Quietly, insanely, watching.

BLAYNE
Oh yeah, here it comes...

XANDER
What, what's happening?!

BLAYNE
How do you like your eggs, bro,
over easy or sunny side up?

XANDER
Eggs? She's going to lay some...?

Xander looks at the monster, it almost smiles.

40 EXT. STREET NEXT TO WEATHERLY PARK - NIGHT

40

Giles and Willow wait anxiously.

WILLOW
Come on Buffy...

41 EXT. WEATHERLY PARK - NIGHT

41

CAMERA PUSHES in on the SMALL STORM DRAIN where Buffy was attacked by Claw. We HEAR sounds of a struggle. The foliage covering the storm drain is thrust aside and Claw, SNARLING, is thrown out on his face, his hands tied behind his back. Buffy emerges from the drain, drags him to his feet (he's over his limp).

(CONTINUED)

41 CONTINUED:

41

CLAW
You.

BUFFY
 Me.

She gives him a none-too-gentle shove down the path.

42 INT. NATALIE'S CELLAR - NIGHT

42

We see the She-Mantis breathing hard, PAN to the fresh BATCH OF EGGS next to her body and find Xander. PUSH IN on Xander.

FLASHBACK - XANDER IN BIOLOGY CLASS - DAY

NATALIE
 The California Mantis lays her eggs
 and then finds a mate...

She walks past Xander, giving him a warm smile on the word "mate." He looks up at her, oh so ready to be that mate.

CUT TO:

43 EXT. STREET - NIGHT - CLOSE CLAW

43

His hands bound behind him trying to close one of his razor talons on the rope.

Buffy shoves Claw (very fast) past houses. Willow and Giles keep their distance.

BUFFY
 Which house, where is she?

They pass more houses.

BUFFY
 You're not afraid of much, but
 you're afraid of her --

They pass more houses.

BUFFY
 -- and her cold blood...

(CONTINUED)

43 CONTINUED:

43

Suddenly Claw's face fills with fear, he struggles mightily in Buffy's grasp. Buffy follows his gaze to a small house, white picket fence.

She drags him closer -- he growls and cringes even more.

BUFFY

Better than radar...

She sees a SMALL CELLAR window next to the driveway. The only light in the house is coming from here.

ANGLE - HE'S GOT A CLAW ON ONE OF THE ROPES NOW

Willow sees Claw cutting through the rope.

WILLOW

Buffy!

GILES

Run!

Indeed, Buffy does run with Claw right on her heels. She dives at the white picket fence, gets her hands on the slats as he grabs her from behind. He closes in for the kill. She rips the slat loose and uses it to pierce his heart. We don't see the gore but we do see the surprise on his face before he crumbles to dust.

Giles and Willow are staring, somewhat shocked, as Buffy heads up to the house.

BUFFY

You guys coming?

44 INT. NATALIE'S CELLAR - NIGHT

44

Xander, still tethered, watches in horror as the She-Mantis lowers her ghastly face towards him. He struggles futilely. It's the grossest thing that has ever happened to him, until, through teeth dripping with unspeakable fluids, she says:

MANTIS

Kiss me.

Xander struggles to keep a grasp on his sanity as that horrible mouth moves closer and closer.

XANDER

Can I just say one thing?
(she seems to hesitate)

HEELLLLLPPPP!!

(CONTINUED)

44 CONTINUED:

44

Blayne looks away in his cage. As she engulfs Xander in her horrible body, the SMALL GROUND FLOOR WINDOW behind her is kicked in. Buffy drops in, equipment bag in hand.

BUFFY

Let him go.

The She-Mantis HISSES, heads for Buffy who grabs two large spray cans out of her bag.

Buffy raises the spray cans -- we SEE A PICTURE OF A DEAD BUG -- and the words KILLS GARDEN PESTS FAST! on them.

Buffy blasts her with both barrels -- two clouds of insect spray hit her in the face.

She HOWLS, and retreats with alarming speed into the dark recesses of the cellar.

Giles and Willow drop in through the cellar window, run to Xander, free him.

Blayne starts screaming from his cage:

BLAYNE

Help me! Help me!!

BUFFY

(to the others)

Get him out. The bug is mine.

She advances into the darkness.

ANGLE: THE DARK PART OF THE CELLAR.

Moving very slowly, she pulls her machete from her bag and her tape recorder from her pocket with the other. She talks to the shadows:

BUFFY

Remember Dr. Gregory -- you scarfed his head? He taught me if you do your homework you learn stuff. Like what happens to your nervous system when you hear this:

Buffy punches play.

GILES' VOICE

(on recorder)

"...extremely important to file not simply alphabetically by author..."

(CONTINUED)

44 CONTINUED: 2

44

BUFFY

Giles!

GILES

That's the wrong side!

The She-Mantis comes SCREECHING from the shadows and knocks the recorder out of Buffy's hand, sends it skittering across the floor and under an old refrigerator.

Giles runs to the refrigerator, trying to retrieve it.

ANGLE: THE DARK PART OF THE CELLAR.

The She-Mantis swings again -- Buffy jumps -- the foreleg slicing, just missing Buffy's legs. Buffy raises the machete with both arms and swings it through the air --

She cuts the Mantis. The Mantis howls with rage and pain.

Xander retrieves the bug spray as Willow tries to open Blayne's cage. Xander comes into the dark and --

-- blasts the She-Mantis with the spray. She howls, turns on him --

BUFFY

Xander, get out!

She pushes him back. The She-Mantis seizes the moment of Buffy's distraction to SLAM Buffy to the ground with a foreleg, the machete skittering away. She raises her foreleg, intent on cutting Buffy's head off.

Giles retrieves the recorder, hits buttons. A HIGH-PITCHED SOUND reverberates through the room: bat sonar. The She-Mantis SCREECHES, howls and shakes her head -- the sonar is driving her bat-shit.

Buffy KICKS and TRIPS the mantis up. It falls to the ground as Buffy picks up the machete.

BUFFY

Bat sonar makes your whole nervous system go to hell. You can go there with it.

She raises the machete high over her head and brings it down -- we PAN AWAY from any gore to THE WALL where we see BUFFY IN SILHOUETTE hack this thing to pieces.

Xander, Willow, Blayne and Giles who look down at the floor and what's left (we don't see it) of the She-Mantis.

(CONTINUED)

GILES
I'd say it's deceased.

WILLOW
And dissected.

XANDER
(to Buffy)
You okay?

BUFFY
Yeah.

XANDER
Just for the record, you were
right, I was an idiot and God bless
you.

She smiles, they share the moment, then:

XANDER
(to Giles and Willow)
And thank you guys, too.

BLAYNE
Yeah. Really.

GILES
Pleasure.

WILLOW
(to Xander)
I'm really glad you're okay. It's
so unfair how she only went after
virgins...

XANDER
What...?

WILLOW
I mean here you are, doing the
right thing -- the smart thing --
when a lot of other boys your
age --

BLAYNE
Big flag on that play, babe. I am
no --

GILES
Cat's out of the bag, lads. It's
part of the She-Mantis M.O.

(CONTINUED)

XANDER

Isn't this the perfect ending to a wonderful day.

BLAYNE

My dad's a lawyer -- anybody repeats this to anybody, they're gonna find themselves facing a lawsuit.

XANDER

Blayne -- shut up.

WILLOW

I don't think it's bad at all. I think it's really --

Xander takes the machete from Buffy.

WILLOW

(big step back)
-- sweet. But certainly nothing I'll ever bring up again --

Xander moves past her and hacks at the egg sack attached to the rafters, destroying them.

45 INT. THE BRONZE - NIGHT

45

Buffy is by the bar as Angel walks out of the darkness, that slight smile playing about his lips. For a moment, neither of them speaks.

ANGEL

I heard a rumor there was one less vampire walking around making a nuisance of himself.

BUFFY

There is. Thanks for the tip.

ANGEL

Pleasure's mine.

BUFFY

Of course, it would make things easier if I knew how to get in touch with you...

ANGEL

I'll be around.

(CONTINUED)

45 CONTINUED:

45

BUFFY
Or who you were...

He just smiles at that one.

BUFFY
Well, anyway, you can have your
jacket back.

ANGEL
Looks better on you.

He absently runs his hand along the collar for a moment.
Things get a teeny bit steamy there, but neither of them
makes a move.

He goes.

She watches him a moment.

BUFFY
Oh, boy...

DISSOLVE TO:

46 INT. BIOLOGY CLASSROOM - DAY

46

Several days later. Dr. Gregory's glasses lie on the
display table where he left them. Xander, Willow, Blayne,
Buffy listen to a second-rate TEACHER droning:

TEACHER
All mid-term papers will be exactly
six pages long -- no more, no less.
One third of your grade will be
dependent on those papers -- no
more, no less...

PUSH IN on Buffy, missing the hell out of Dr. Gregory. The
bell rings. The kids get up, exit the class.

Buffy stops at the display table, looks down at Dr.
Gregory's glasses as the second-rate teacher neatly folds
his papers and books and marches out. Buffy picks up the
glasses, looks at them for a beat, gently wipes them off and
heads for the closet.

(CONTINUED)

46 CONTINUED:

46

ANGLE: IN THE CLOSET

There is a box of Dr Gregory's personal stuff in here. Buffy gently places the glasses in it and leaves. We hold on the box for a moment before moving down, to the dark bottom of the closet. Hanging from the lowest shelf, way in the back, is a glistening egg sack. It moves. It cracks.

BLACK OUT.

THE END