

☆ “Hit ‘Em Up”

Performed by 2Pac, Hussein Fatal, Yaki Kadafi, and E.D.I. Mean. Clean edit performed by 2Pac, Hussein Fatal, Yaki Kadafi, E.D.I. Mean, and Prince Ital Joe. Original version performed by 2Pac, Napoleon, E.D.I. Mean, Hussein Fatal, Yaki Kadafi, Storm, and Prince Ital Joe.

Produced by Johnny J and 2Pac. *Nu-Mixx Klazzics* Remix produced by Tha Row Hitters.

Recorded at Can-Am Studios in Tarzana, California.

Compilation appearances:

- Track 12, Disc 1, of *Greatest Hits*;
- Track 4 of *The Prophet Returns*;
- Track 13, Disc 3 (“The Street”), of *The 10th Anniversary Collection: The Sex, The Soul & The Street*;
- Track 8, Disc 2, of *Death Row Greatest Hits*;
- Track 11, Disc 2, of *The Death Row Singles Collection*;
- Track 6 (Concert Recording) of *Live*;
- Track 4 (Concert Recording) of *Live at the House of Blues*; and
- Track 8 (Remix) of *Nu-Mixx Klazzics*.

Released as a B-side on the “How Do U Want It” single on June 4, 1996.

“How Do U Want It” single certified double platinum (2,000,000 copies sold) by the Recording Industry Association of America.

Running times: 5 minutes and 12 seconds; 4 minutes and 18 seconds (*Nu-Mixx Klazzics* Remix).

“That’s why I fucked yo bitch, you fat motherfucker,” is how Tupac Shakur brazenly opens “Hit ‘Em Up,” a song that has endured as rap music’s most infamous diss record.

Released as a B-side to the *All Eyez On Me* single, “How Do U Want It,” in June of 1996 but actually conceived and first recorded months earlier, “Hit ‘Em Up” exemplifies the scorched-earth style that Tupac utilized in war. Although Tupac’s verses may not be composed of the wittiest insults, his hateful and direct lyrics are arguably more memorable, and were more effective, than all but a few in Hip Hop’s greatest battles.

The story of “Hit ‘Em Up” begins before Tupac formally teamed up with Suge Knight, Dr. Dre, and Snoop Dogg at Death Row Records in the fall of 1995. It was inspired by classic records like Ice Cube’s anti-N.W.A salvo, “No Vaseline,” and was first developed while Tupac was incarcerated at the Clinton Correctional Facility in Dannemora, New York. Tupac seethed with anger inside his cell. His freedom stripped from him, he spent hours reading Sun Tzu’s The

Art of War and plotting revenge against his long list of enemies: those who ordered the Quad Studios robbery in New York; those who set him up on sexual assault charges; those who humiliated him in print and on radio while he was imprisoned;¹ and anyone who associated with those who had wronged him. During one of the Outlawz' visits upstate to see him, Tupac revealed his strategy to record and unleash a brutal payback on a scale never before witnessed in American popular music.

In late October 1995, just weeks after Tupac was bailed out, he and the Outlawz recorded the first version of "Hit 'Em Up."² Like the later, better known, version, the original samples Dennis Edwards' hit on Motown Records, "Don't Look Any Further." The beat is not the only thing that will be familiar to "Hit 'Em Up" fans. Although Tupac is less prominent and his bars are not identical, his one and only verse on the original lashes out at The Notorious B.I.G., Sean "Puff Daddy" Combs, and their label, Bad Boy Records: "Heard they call you 'Big Poppa,'³ nigga how you figure? / 'Cause to me you'll always be a phony, fat, nigga . . . You cross-eyed, down syndrome, crack baby / So you and Puffy is toughies, now that's crazy," is just a taste of the venom he spits. Like Tupac's, the verses by the Outlawz differ somewhat from the released

¹ On the released version of "Hit 'Em Up," Tupac alludes to The Notorious B.I.G.'s 1995 single, "Who Shot Ya?," a song that Tupac felt was disrespectfully released after he was shot at Quad Studios: "Who shot me but you punks didn't finish / Now you 'bout to feel the wrath of a menace."

² This first version was frequently titled "Hit 'Em Up 2" on bootleg compilations that were sold at swap meets and traded on the internet after Tupac's death. According to Suge Knight, a third version of "Hit 'Em Up," allegedly directed at Snoop Dogg and recorded after Snoop declared peace with The Notorious B.I.G. and Sean "Puff Daddy" Combs on Hot 97 in New York in September 1996, also exists. Suge has explained that he never put out the song because Tupac "might have just been talkin' because he was pissed off." Apart from Suge's statements, there is no proof that a version of "Hit 'Em Up" about Snoop was actually recorded by Tupac.

³ The Notorious B.I.G.'s 1994 single, "Big Poppa," which was influenced by the West Coast's G-Funk sound, was certified platinum in May 1995.

version – three artists (Napoleon, Storm, and Prince Ital Joe) appear only on the first recording.⁴ The original “Hit ‘Em Up” was never released. For reasons never fully explained, Tupac held on to it for months, electing not to include it on *All Eyez On Me*,⁵ but he did he recite a portion of it to journalist Kevin Powell during a telephone interview for *Vibe* magazine shortly after he joined Death Row.

According to Death Row’s C.E.O., Suge Knight, new life was breathed into “Hit ‘Em Up” when Tupac heard the remix of the Junior M.A.F.I.A.’s single, “Get Money,” on the radio in early 1996. That remix, which was co-produced by The Notorious B.I.G., also samples “Don’t Look Any Further.” Tupac believed that Faith Evans, Biggie’s wife, had told Biggie about the Dennis Edwards sample after she participated in a recording session with Tupac at Can-Am Studios months earlier.⁶ Tupac was enraged. After confronting the Bad Boy clique at the Soul Train Awards in Los Angeles on March 29, 1996, he decided to prepare “Hit ‘Em Up” for release.⁷ Following the show, at around at 3 a.m. at Can-Am, Tupac rerecorded this song with the Outlawz. As he often did, Tupac kept things spontaneous during the session. He and the Outlawz wrote their verses on the spot and recorded them in single takes after refusing to plot

⁴ Prince Ital Joe’s outro from the first recorded version of “Hit ‘Em Up” was added to the end of the clean edit used in its music video. Napoleon and Storm do not appear on any released version of the song.

⁵ Tupac told Kevin Powell during the *Vibe* magazine interview that “Hit ‘Em Up” would be included on an upcoming “Outlaw Immortalz” album. Although that album was never released, Tupac’s statement does help explain why the original version features more of the Outlawz than the one ultimately released. “Holla at Me,” a subliminal diss record that was related to the Quad Studios robbery and aimed at Randy “Stretch” Walker, ended up on disc two of *All Eyez On Me*.

⁶ Faith Evans sang the hook on an early version of Tupac’s “Wonda Why They Call U Bytch,” a song that he had first recorded prior to his imprisonment that was reworked following his release. When the Death Row mix of the song was included on *All Eyez On Me*, Evans was replaced by Death Row R&B artist Michel’le after Faith’s label, Bad Boy Records, refused to clear her appearance.

⁷ Tupac’s “Hit ‘Em Up” outro refers to the Soul Train Awards incident – “Now you tell me who won? They see me, they run.”

out the song's structure in advance.⁸ Adding to the song's immediacy is Tupac's off the cuff rant at the end, which initially included a "Fuck You, Jay-Z!" shoutout before Hussein Fatal persuaded Tupac to remove it.⁹ According to E.D.I. Mean, the microphone kept shorting out while Tupac was in the booth but the studio engineers could not locate the source of the malfunction. After the verses had been cut, the Goodie Mob, a popular Atlanta rap group, arrived at the studio. They, along with Suge Knight, Lisa "Left Eye" Lopes, and producer Mike Mosely,¹⁰ who were also "in the house" that night, became the first to hear "Hit 'Em Up" – the Goodie Mob liked it but were shocked by its content.

The second and final version of "Hit 'Em Up" hits harder than the original and is the better of the two.¹¹ Tupac can take the lion's share of the credit. He plays a larger role on the reworked version and his lyrics and delivery are more emotional than they are on the original. Tupac wisely begins the song with its biggest bombshell – his alleged affair with Biggie's wife, Faith Evans¹² – and inserts himself between the Outlawz' verses. He even shows off his

⁸ In contrast to the angry performance Tupac gave that night, people present during the "Hit 'Em Up" session have recalled that he was in a jovial mood. Tupac's recording method was all business, however. Tupac generally limited the number of takes used to record verses and "Hit 'Em Up" was no exception. That limitation did not inhibit the Hip Hop Easter eggs his fellow performers inserted into their rhymes. A portion of E.D.I. Mean's verse – "Youse a beat biter, a 'Pac style taker" – is an *homage* to the hook of MC Lyte's 1988 song, "10% Diss," for example.

⁹ Hussein Fatal then believed that Jay-Z was an innocent bystander in Tupac's feud with Bad Boy Records.

¹⁰ "Good Life," a track produced by Mike Mosley, was recorded by Tupac and the Outlawz during the same session as "Hit 'Em Up." At the beginning of "Good Life," Tupac ad-libs, "Goodie Mob in this bitch."

¹¹ The versions of "Hit 'Em Up" recorded in October 1995 and March 1996 are not the only ones in Tupac's labyrinthine catalogue. A posthumous remix was included on the 2003 Tupac compilation, *Nu-Mixx Klazzics*. Curiously, the clean edit was used. It is not required listening for Tupac fans.

¹² Faith Evans has always denied having a sexual encounter with Tupac, although interviews with people who were in their presence, including Johnny J, Danny Boy, Frank Alexander, and Kurt "Kobane" Couthan, support Tupac's version of events.

knowledge by comparing his rivals' downfall to that of Icarus – “It’s like a sherm high, niggas think they learned to fly / But they burn, motherfucker, you deserve to die.”¹³ Tupac’s lyrics are more disturbing than the typical diss. He threatens his targets throughout and even warns, “My fo-fo [.44 caliber Magnum revolver] make sure all y’all kids don’t grow,” at one point. “Hit ‘Em Up” is not just one of Tupac’s most vicious records; it is also one of his most profane. Excepting “nigga,” it contains more than fifty words that had to be rewritten for the song’s radio edit.¹⁴

“Hit ‘Em Up” was crucial in powering the “How Do U Want It” single up the charts; it climbed to number one on *Billboard*’s Hot 100 during the summer of 1996 and was eventually certified double platinum. Reactions to “Hit ‘Em Up” were divided, however. As reflected in the radio show clip during the introduction of Tupac’s song, “To Live & Die in L.A.,” many listeners loved “Hit ‘Em Up” for its outrageous candor but others were troubled by its recklessness. Tupac admitted being a bit perplexed by the response. He told Hot 97’s Angie Martinez that, “[i]n hip-hop there’s so many battles that nobody trip off but mine’s everybody’s involved in,” and quipped, “[i]t was Hip Hop ‘til Tupac fucked Biggie bitch,” on his subsequently recorded song, “Why U Turn On Me.” Despite his frustration with the effect that “Hit ‘Em Up” had, Tupac should have expected some kind of blowback.¹⁵ His lyrics are

¹³ In Greek mythology, Icarus, the son of Daedalus, attempted to escape from Crete using wings constructed by his father. Icarus arrogantly ignored his father’s advice not to fly too close to the sun, his wings melted, and he plummeted to sea.

¹⁴ A total of 51 expletives are uttered over the course of this song’s 312 second running time: 26 variations of “fuck,” 19 variations of “motherfucker,” four variations of “bitch,” and two instances of “shit,” averaging out to approximately one expletive every six seconds, the vast majority of which are spoken by Tupac.

¹⁵ According to former Los Angeles Police Department Detective Greg Kading, Tupac was allegedly added to the million dollar contract that Bad Boy C.E.O. Sean “Puff Daddy” Combs put out on the life of Suge Knight after “Hit ‘Em Up” was released. Combs has consistently denied the existence of such a contract.

unusually merciless. They were not just words either. Tupac did not merely ridicule his enemies. He threatened to kill them and claimed that he slept with the wife of his biggest rival.

Diss records rarely receive widespread promotion by major music labels but Tupac and the Outlawz continued their onslaught by recording a clean edit of “Hit ‘Em Up” for radio and filming a music video for MTV / BET.¹⁶ The video was directed by J. Kevin Swain, who has recalled that the shoot was difficult and his least favorite of the Tupac videos he helmed because of the absence of rehearsal. Apart from introducing the Outlawz, the video features Tupac berating impersonators of Biggie, “Puff Daddy,”¹⁷ and Lil’ Kim of the Junior M.A.F.I.A. It can be viewed today on YouTube or on the DVD accompanying the *15 Years on Death Row* compilation.

Tupac and the Outlawz energetically performed “Hit ‘Em Up” at the House of Blues on July 4, 1996, a concert that can be seen in its entirety on Blu-ray and DVD. During his set, Tupac introduced the song by exhorting, “Niggas shot me five times, I came outta jail and sold five million . . . That fat fuck only sold two million and he had half of New York rappin’ on his shit. I fucked his bitch and sold five million, that’s Death Row style . . . I ain’t even trying to make peace, fuck ‘em all . . . Niggas tryin’ to play that gangsta shit but we M-O-B for motherfuckin’ real.”¹⁸ Because Hussein Fatal was prohibited from entering the venue because of

¹⁶ In an interview for the October 1999 issue of *Vibe* magazine, rap artist Spice 1 recalled, “Pac had a little mansion in the hills. We went up there and that’s where he first told me about the song ‘Hit ‘Em Up.’ He was mad as fuck. The [original] cover of the single had Puffy’s head in a snake’s body and Biggie’s head with a pig’s body.” The painting / single never surfaced but Spice 1’s description nearly matches the original, ultimately unused, back cover of *The Don Killuminati: The 7 Day Theory*.

¹⁷ The Biggie and “Puff Daddy” impersonators also made an appearance in the music video for Tupac’s “Made Niggaz.”

¹⁸ Tupac appears to be referring to the M.O.B. Piru Bloods, a gang in Compton, California that was affiliated with Death Row Records and its C.E.O., Suge Knight.

the handgun he had brought with him, Young Noble, the last made member of the Outlawz, filled in with Tupac for Hussein's verse during the performance.

“Hit ‘Em Up” is, without question, a superlative example of a Hip Hop diss record, but it has a complicated legacy. Some have argued that Tupac's cruel “shock and awe” tactics irresponsibly ramped up the feud between the East and West Coasts at a time when caution was required. Others have pointed out how easy it is to judge Tupac's actions when one has not walked in his shoes.¹⁹ The fact that Tupac and Biggie were never able to make peace before they were murdered makes this song a more disquieting listen today than other diss records. “Hit ‘Em Up” is haunted by their ghosts and most Hip Hop artists have wisely refrained from imitating its uncontrolled fury.²⁰ Still, despite the passage of over twenty years and the softening of Hip Hop's commercial image, “Hit ‘Em Up” remains an undeniable benchmark; an impressive, but arguably regrettable, warning about the power of the spoken word.

See also 15 Years on Death Row; 92.3 The Beat; Ad-libs; “Against All Odds”; ALEXANDER, FRANK; All Eyez On Me; Anger; Arrogance; The Art of War; Bad Boy Records; Betrayal / Vengeance; Bloods and Crips; Bootlegging of Tupac's Music; Can-Am Studios; COMBS, SEAN “PUFF DADDY”; Compilations of Tupac's Music; COUTHAN, KURT “KOBANE”; DANNY BOY; Death; Death Row Records; Diss Records; The Don Killuminati: The 7 Day Theory; DR. DRE; East Coast – West Coast Beef; E.D.I. MEAN; Education; EVANS, FAITH; Gangsta Rap / G-Funk; “Good Life”; “Holla at Me”; Holler If Ya Hear Me (Musical); “How Do U Want It”; HUSSEIN FATAL; Hypocrisy; ICE CUBE; JAY-Z; JOHNNY J; JUNIOR M.A.F.I.A.; KADING, GREG; KNIGHT, MARION “SUGE”; Las Vegas Shooting (September 7, 1996); Live / Live at the House of Blues; LOPES, LISA “LEFT EYE”; Loyalty; “Made Niggaz”; MICHEL'LE; Military State of Mind; Misogyny; MOSLEY, MIKE; Mothers; Murder Rap (Book and Film); NAPOLEON; NAS; New York Sexual Assault (November 18, 1993); New York Shooting (November 30, 1994); THE NOTORIOUS B.I.G.;

¹⁹ Saul Williams, who starred in the 2014 Tupac musical, *Holler If Ya Hear Me*, told interviewer Drew Millard during that musical's promotional run that, “when [Tupac] got angry he saw red and just went all the fuck out. Who would not see red after getting shot five times by someone you recognize as a friend of someone else? Of course he felt like he was justified in saying he slept with Biggie's baby mama in ‘Hit ‘Em Up,’ . . .”

²⁰ During his legendary feud with NaS, Jay-Z took a page from Tupac's strategy book when he alleged that he had a sexual relationship with Carmen Bryan, the mother of NaS' daughter, on his December 2001 track, “Supa Ugly.” Jay was apparently unaware of how the murders of Tupac and Biggie had changed Hip Hop culture. The backlash against him was swift – he quickly apologized to Carmen and his own family after his mother, Gloria Carter, called him to express her displeasure with the record.

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OUTLAWZ; PRINCE ITAL JOE; **Prison**; Profanity; **Realness**; **Recklessness**; Recording Style of Tupac; Sampling and Tupac's Music; **Sexuality**; SNOOP DOGG; SPICE 1; STORM; "To Live & Die in L.A."; **Violence**; WALKER, RANDY "STRETCH"; "Why U Turn On Me"; **Women**; "Wonda Why They Call U Bytch"; Writing Style of Tupac; and YOUNG NOBLE.