This paper examines the role of intertextual references within Varro Atacinus’s translations of Aratus’s *Prognostika* and Apollonius Rhodius’s *Argonautika* and aims to show that Varro selectively reworks his source text by engaging in the same alteration of tradition that both Catullus and Cicero employ in their poetry. Far from translating either too loosely, as Conte (1999) has claimed, or too closely, as Courtney (1993) has stated, Varro appropriates his sources to his own poetic purpose through sophisticated adaptation of his Latin predecessors who deal with the same Greek texts.

Varro fr.14 Courtney translates Arat.942-945, which describes animal signs preceding a storm. Varro makes a number of changes to his source, among which one of the more puzzling is his addition of *mirabile visu*, which has no equivalent, lexical or thematic, in Aratus’s text. The phrase is not, however, an empty embellishment (Williams 1968, Courtney 1993), but rather an adaptation of the sense of Cicero’s elevated *spectantes lumina caeli* from fr.IV Soubiran of his translation of the *Prognostika*. As Gee (2001) has demonstrated, many of the changes that Cicero makes in his translation of Aratus develop a programmatically Stoic view of the universe, and through the attribution of cosmic interest to the cows of fr.IV Cicero appropriates Aratus to his own poetic goals. Though Varro does not seem to share Cicero’s zeal for philosophy in his translation, he does take from Cicero the wonderment at the cows’ apparently active role in noticing the coming storm and modifies Aratus’s text accordingly.

Varro demonstrates even more complex intertextuality in his rendering of the *Argonautika*. Varro fr.4 Courtney translates Ap.Rh.1.400-401, which describes the election of Tiphys as helmsman of the Argo. Although Varro follows Apollonius closely in thought, much in the fragment does not correspond to the original; in fact, of the five words in the line only the helmsman’s name, *Tiphyn*, has close equivalents in both texts. Even more unusual is Varro’s use of the term *auriga*, properly a charioteer, to render Apollonius’s straightforward statement that the sailors put Tiphys in charge of watching over the ship’s rudder (*Τῖφυν ἐυστείρης οἰή µια νή ὡς ἔρυσθαι*). Varro draws this metaphor, and indeed every word in this line except *Tiphyn*, directly from Catullus c.64.8-10. Thomas (1982) has demonstrated an exceptionally sophisticated set of intertextual references in c.64.1-18, of which several evoke Apollonius’s *Argonautika*. Catullus “corrects” Apollonius’s version of the story, making the Argo the first ship and using extraordinary vocabulary to call attention to the novelty of the Argo’s maiden voyage. One aspect of Catullus’s reworking that scholars have not noticed is that Catullus pulls much of his description of the ship’s initial launch from *Argonautika* I.383-390, the passage directly preceding Varro’s fragment. Varro’s choice of the unusual term *auriga*, then, continues Catullus’s reworking of the tradition and combines both the original source text and Catullus’s polemic adaptation.

These techniques of Varro have implications beyond their immediate relevance for the development of Neoteric translation and help to shed light on other highly intertextual Latin poems. One example of the applicability of a study of Varro’s approach translation to broader poetic considerations is Ovid *Tristia* 1.4, which borrows extensively from Varro fr.4 Courtney, Catullus 64.1-18, and Vergil *Aeneid* 5.142-147, and demonstrates as rich and complex a reworking of tradition as Thomas (1982) has found in Catullus c.64. Ovid directly draws upon Varro’s engagement with his predecessors and relies heavily on Neoteric translation in developing his own poetics.