

LOLTH, THE DEMON QUEEN OF SPIDERS

LORE & STATISTICS TO BRING THE FAMED DROW GODDESS TO LIFE IN YOUR D&D CAMPAIGN

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LOLTH

Lolth, the Demon Queen of Spiders is famed for the worship she receives from the Drow, as well as being the creator of the race. She is one of the most powerful demon lords in the Abyss and is only rivaled in her vile plots and wicked tricky by the Dark Prince, Graz'zt. To the benefit and relief of other demon lords of the Abyss, Lolth is typically more concerned with the goings-on of her worshippers and other events on the material plane than the wars between demons on the Abyss. Unfortunately for those faithful to her, Lolth sees her worshippers as pawns to be used and thrown away for her own amusement.

The Demon Queen of Spiders often pits her followers against one another. Although she claims that this is to ensure that only the strong survive and thrive under her, in reality the struggles she encourages among her people are a result of her cruelty and capriciousness. She enjoys watching others suffer misfortune and draws her strength from chaos and discord. Lolth sees no place for love and friendship, seeing those that are calculating, cold, and self-serving as superior to those weighed down by such emotions. The plans that Lolth lays are either too intricate and subtle for a mortal (or even demons) to comprehend, or they are perhaps the result of the drow goddess's madness. Many believe that Lolth's motivations and plans are indiscernable not because she is a master of subterfuge and tact, but that her machinations cannot be understood because she is truly insane.

Lolth can take many forms, but most readily appears as a tall, lithe, and beautiful drow woman. Although an onlooker would likely find Lolth rather attractive, her true form is anything but. Lolth's true form is believed to be that of a giant black widow spider with the fanged head of a female drow, though at times she manifests the head of a spider instead. Lolth is typically attended by several yochlol demons, her exclusive servants. Her layer of the Abyss is also inhabited by millions of spiders of all sizes and varieties. Because of her status as a deity, Lolth is able to traverse the planes as she wishes and is not bound to the Abyss like many other demon lords, though rarely does she leave her home on the 66th layer of the Abyss. Lolth secretly fears destruction at the hands of Corellon and his allies should she leave the plane too frequently.

ORIGINS OF LOLTH

Lolth is much more than other demon lords, for her origins can be traced back to her time spent in what many would call another life. Unlike other demon lords, Lolth is truly a divine being, a goddess in every sense of the word. Lolth was once the elven goddess of chaos and destiny known as Araushnee. She was the consort of the elven deity Corellon, though she grew jealous and ambitious and attempted to have Corellon killed by several evil gods after enlisting the aid of demons from the Abyss.

Lolth's schemes were ultimately thwarted, but at a high price. Corellon was unable to bring himself to destroy Lolth, and instead stripped her of all her godly powers, save the barest shred of divine strength, and cast her down into the Abyss to live among the demons with whom she had plotted with.

Seething with anger and filled with ambition, Lolth quickly laid claim to the 66th layer of the Abyss. With her new home secure for the time being, Lolth turned to the material plane to renew her divine powers. She tempted elves away from their Pantheon and turned these worshippers into the first Drow. With her follower's empowering her, her divine might was restored and she began her grand plotting for revenge and chaos.

LOLTH'S LAIR

The 66th Layer of the Abyss is Lolth's lair and is known as the Demonweb. Her layer is suffused with darkness and filled with layers of webs extending upward into infinity from the Demonweb Pits at the web's base. The strands of the web fade into darkness and cling to unseen anchors in swirling, putrid clouds of gray mist beyond the web. A creature that breathes in these clouds must succeed on a DC 20 Wisdom saving throw or be drawn into the unending Abyss beyond the Demonweb.

The Demonweb is in a constant state of flux as Lolth and her servants spin new threads and sever those that no longer suit Lolth's purposes. The darkness and sticky webs make traversing this layer of the Abyss impossible without a way to move along the webs, and this is aided because the entire layer has no gravity whatsoever for things not touching the Demonweb itself. If a strand is cut from the web or a creature should find themselves free of the webbing, they begin to float and spin about until they are ensnared by the web once more. The large strands of webbing typically found throughout are 5 feet in diameter, have an AC of 10, and 20 hit points. They are immune to fire, cold, and lightning, as well as damage from non-magical weapons.

Suspended in the webbing are ruins of cities Lolth has conquered and drawn into the Demonweb as well as large slabs of black marble. These slabs are one of the few locations within the Demonweb that creatures can easily traverse. Despite this fact, most would not wish to find themselves upon such surfaces. Within the dark stone there are shifting patterns that reveal tormented bodies and faces of those whose souls were condemned by their service to Lolth, their souls woven into the Demonweb itself.

Within the Demonweb teleportation is impossible, blocked by the divine will of Lolth and the grasping strands of the Demonweb itself. Lolth allows some of her most trusted servants to traverse her domain with teleportation magic, but they require a magic object to do so. These are known as "keys" and take different geometric shapes. The more complex the shape, the greater freedom to teleport the object affords. These objects are highly valued to anyone that may wish to infiltrate the Demonweb.

Below the miles of webs lies the Demonweb Pits where Lolth holds court with her conspirators, servants, and anyone else deranged enough to serve her. Within the Demonweb Pits, Lolth has planar portals linking to distant planes as well as other layers of the Abyss so that she may extend her influence and pluck the strings of fate in her vile web of deceit. These can be found behind metal doors that are found at the end of branching pathways off the Demonweb in its lower reaches near the Demonweb Pits. These doors have no markings at all and only Lolth knows where they lead.

LAIR ACTIONS

On initiative count 20 (losing initiative ties), Lolth can take a lair action to cause one of the following effects; She can't use the same effect two rounds in a row:

- Strands of the Demonweb are severed by an unseen force, causing a chunk of webbing and anything it held aloft to begin floating in the anti-gravity of this layer of the Abyss. Creatures are unable to move without a fly speed of some kind, drifting in a random direction.
- From within the Demonweb emerges thousands of deadly spiders which swarm up to three creatures of Lolth's choice. These spider swarms enter the initiative order after the Lair Actions and immediately take a turn. The statistics for the **Demonweb Spider Swarm** are provided on this page.
- The Demonweb itself stretches out to ensnare a creature of Lolth's choice within the Demonweb or 50 feet of it. The creature must succeed on a DC 17 Dexterity saving throw or be restrained by the web. The strands may be destroyed; they have an AC of 10, 20 hit points, and are immune to fire, lightning, and cold damage, as well as damage from nonmagical weapons.

REGIONAL EFFECTS

- The region within 10 miles of Lolth's lair is filled with all varieties of spiders, large and small. Sources of water and food become supernaturally poisoned, and ingesting them confers the poisoned condition.
- Within 10 miles of Lolth's lair the region becomes filled with webbing. This webbing is difficult terrain and returns within an hour if removed.
- If a humanoid spends at least 1 hour within 1 mile of the lair, that creature must succeed on a DC 17 Wisdom saving throw or descend into a madness determined by the Madness of Lolth table. A creature that succeeds on this saving throw can't be affected by this regional effect again for 24 hours..

MADNESS OF LOLTH

d100 Flaw (lasts until cured)

- 01- "There is no one above me in life. All are
20 subservient, and will behave as such."
21- "Nothing is more beautiful than seeing the systems
40 people trust in collapse into dust."
41- "Order is my greatest enemy, chaos is my dearest
60 friend."
61- "The most wonderful feeling is to seeing people
80 turn against each other."
81- "Everyone else is expendable. As long as they serve
100 some use to me, I don't care what happens to them."

DEMONWEB SPIDER SWARM

Large swarm of tiny fiends, chaotic evil

Armor Class 15 (natural armor)

Hit Points 52 (12d8)

Speed 20 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
4 (-3)	16 (+3)	10 (+0)	1 (-5)	7 (-2)	1 (-5)

Damage Resistances bludgeoning, piercing, slashing

Damage Immunities poison

Condition Immunities charmed, frightened, paralyzed, petrified, poisoned, prone, restrained, stunned

Senses blindsight 10 ft., passive Perception 8

Languages -

Challenge 4 (1,100 XP)

Swarm. Swarm. The swarm can occupy another creature's space and vice versa, and the swarm can move through any opening large enough for a Tiny insect. The swarm can't regain hit points or gain temporary hit points.

Demonweb Sense. While in contact with the Demonweb, the swarm knows the exact location of any other creature in contact with the Demonweb.

Spider Climb. The swarm can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Actions

Debilitating Bites. *Melee Weapon Attack:* +8 to hit, reach 0ft., any number of targets within the swarm's space. *Hit* 12 (4d4 + 2) piercing damage, half as much if the swarm has half of its hit points remaining. The target must make a DC 16 Constitution saving throw, taking 14 (4d6) poison damage on a failed save, or half as much damage on a successful one. In addition, if the target fails its save, it has disadvantage on saving throws until the end of the swarm's next turn.

ROLEPLAYING LOLTH

Roleplaying Lolth can be a challenging task, as she is both calculating and unpredictable. Lolth should always take actions that sow uncertainty as to whether her motivations are truly what they appear to be. She regularly spends time away from her followers on the material plane to sow seeds of chaos as to whether their actions have displeased the Queen of Spiders.

Lolth tends to focus on seducing her opponents first, then abruptly shifting to cruelty. She is almost a self-contained good cop/bad cop routine. Regardless of her methods, Lolth's plans should always result in both disruption and suffering. She is arrogant and unwilling to admit to a mistake. She regularly betrays those around her even if it is to her own detriment in the long run.

Three primary ideas to keep in your head while roleplaying Lolth are:

1. You are the ultimate being and everyone else is beneath you.
2. Watching something/someone suffer is the most exquisite pleasure.
3. Keep the party guessing, always subverting their expectation.

LOLTH'S WEAPON

Priestesses of Lolth wield whips that have several heads to them, each ending with a snake. Most of these whips possess somewhere between three and six heads and are modeled after Lolth's own diabolical weapon which sports eight heads. The reason for the similarity is to pay homage to their goddess and draw on her power. The reason for the dissimilarity (in regards to the number of heads) is fear that Lolth may become disfavored with a priestess wielding an eight-headed whip, seeing the priestess as claiming her power to be at a level approaching Lolth's own.

Lolth's whip, called *Tavashoct*, is an eight-headed whip with head head ending with a different venomous serpent. The snakes can extend much beyond the apparent range of *Tavashoct*, allowing Lolth to engage her enemies from a distance. Despite this fact, she regularly moves in for close combat so that she may better view the wounds inflicted by her favored weapon.

Each of the heads on *Tavashoct* has its own distinct abilities and personality. The weapon merges with Lolth when she takes on her spider form. Lolth can summon the weapon to her hand on a whim. The statistics for *Tavashoct* are provided later in this supplement.

DESTROYING LOLTH

Lolth, despite being a deity, can be destroyed. However, the methods to do so are so challenging that she is nigh impossible. If Lolth is killed or her physical form is otherwise destroyed, she simply disincorporates and reforms in a few months or a few years somewhere in the multiverse. She reforms in the Demonweb usually and can only reform elsewhere if the Demonweb is not sealed off.

Most of the ways to destroy Lolth involve multiple steps to ensure her defeat. There are three methods that are generally seen as plausible (despite their monumental difficulty) to destroy Lolth, and only two of the three provide a permanent destruction.

The first approach involves weakening Lolth's divine might. If Lolth has no worshippers in the multiverse, she loses her divine powers and becomes mortal. She loses the ability to cast spells and disincorporate, effectively stripping her of her status as a deity. Needless to say, this is essentially an impossible feat and although widely regarded as the most assured way to destroy Lolth, it has never been attempted with any amount of success.

A second path to destroy Lolth involves infiltrating the Demonweb's depths and finding Lolth's hidden portal to her personal prison. This is an area that Lolth has reserved for her most hated enemies or high value prisoners. The prison is guarded by all sorts of demons, but most notably an incomprehensibly large spider made of the bones of the dead prisoners. The creature is held together with magical webbing and animated via a magical orb that serves as the abomination's heart. The *Bone Spider's Heart* can be presented before Lolth and will prevent her from disincorporating and reforming within the Demonweb on her demise. However, to truly prevent her from reforming elsewhere in the multiverse, the Demonwebs must be sealed. Beneath Lolth's throne in the Demonweb Pits, cocooned in almost impenetrable silk spun by Lolth herself is the *Egg of Lolth*. This egg is roughly the size of a watermelon and if it is destroyed, seals the Demonweb off from the rest of the multiverse. If both the *Egg of Lolth* and the *Bone Spider's Heart* are used together, Lolth can be destroyed for a much longer period of time. If destroyed via this way, Lolth reforms in eight hundred and eighty-eight years after the spiders of the Demonweb weave her a new form over that time period. Should the spiders of the Demonweb all be destroyed, Lolth will spawn new spiders during that time period in hidden recesses of the Demonweb to reconstruct her body.

The third, and ultimately most plausible, way to rid the multiverse of Lolth relies on the elven god Corellon. Within a hidden palace that only Corellon knows of lies the *Loom of Fate*, a magical artifact that Lolth once spun before her famed descent into madness. Using the loom, Corellon, Lolth, or a deity of similar power and status, can rearrange the strings of fate that dictate Lolth's destiny. It is unknown if this would unmake the Queen of Spiders or if it would rewrite her very essence into something kinder and removed from her current state. Corellon keeps the artifact hidden away from all the other deities of the multiverse (most importantly Lolth), but fears using it. Corellon still holds reservations about destroying Lolth and cannot bring himself to slay her. In addition, Corellon fears what implications using such an artifact would mean both for himself and all other divine beings. Some believe that he feels that using the loom to alter Lolth would be akin to her own perversions of the elves to make the Drow.

YOCHLOL DEMONS

The most infamous of Lolth's servants, only second to perhaps the Drow, Yochlol demons are tall ooze-like pillars with tentacles that sport a singular large, red eye in the center of their bodies. Despite their hideous true form, many have been lured in by Yochlol's in the past, for they possess the ability to take many forms. The main forms that a Yochlol takes is its true form, the form of a beautiful female drow, a giant spider, and a cloud of poisonous mist.

Yochlol's are unique to the Demonweb and only Lolth knows the secret to creating this powerful type of demon. Yochlol's work together, a rare sight within the Abyss. The demon's are united in their goal to serve Lolth and fighting amongst themselves does not strengthen her. In this way, the Yochlol's differ greatly from the Drow, who Lolth regularly encourages in-fighting, or even instigates this behavior.

Yochlol's are usually sent as messenger's to powerful priestesses or as ambassadors for Lolth. The appearance of a Yochlol is seen as a blessing by Lolth or a great damnation. Yochlol's are rarely direct in their messages or directions to Lolth's servants, as per Lolth's own wishes. Lolth often sends her most powerful and charismatic Yochlol's out to lure realms into her service so that they might be dragged into the Demonweb and grow its power and influence.

Lolth's most skilled Yochlol's are known as Ascended Yochlols. These demons possess an even greater ability to charm and manipulate, as well as the ability to cast more powerful spells than their kind. The yochlol with the highest status among Lolth's service is known as Alauniira, and she has been responsible for the greatest additions to Lolth's worshippers and acquisitions in the multiverse.

Statistics for both **Ascended Yochlols**, as well as **Alauniira**, are provided later in this supplement.

BEIBILITH

Bebiliths are large, arachnid horrors that roam the Abyss. They have large fangs that drip deadly venom and each of their eight limbs sports vicious barbs for delivering additional poisons their victims. They are a mottled blue-black color and are huge in size.

Although not created or under the direct control of Lolth, Bebilith are counted among her allies and welcomed into the Demonweb. Not all Bebilith respond to Lolth's invitation, but many find that they can lead a more beneficial life when in pseudo-service to her.

Lolth's alliance with the Bebilith comes from the nature of the creatures. Bebilith are cruel and vicious, attacking anything they see on sight in almost all cases. They subsist primarily on other demons, though they will kill and devour anything for the pure enjoyment of it, regardless of the lack of sustenance non-demon meals provide. By aligning with the Bebilith, Lolth is able to have a powerful strike force to fight off demons of other demon lords in the Abyss. In addition, their residence in the Demonweb provides additional chaos within Lolth's lair which feeds into her power and keeps her demonic subjects constantly at the ready.

The most famed Bebilith ally in service to Lolth is Gethshuq, a monstrously large Bebilith that differentiates himself from his peers through his high charisma. Gethshuq, unlike other Bebilith, does not kill whatever he sees upon meeting it. In fact, he is possessed with a great understanding for the subtleties of speech. He is often used as a herald for Lolth's arrival due to the fear that he inspires and his ability to understand and execute Lolth's will.

Statistics for both **Bebiliths** and **Gethshuq** are provided later in this supplement.

ENCOUNTERS WITHIN THE DEMONWEB

When adventuring through the Demonweb, all manner of creatures may be found. Use the Demonweb Random Encounters Table below to determine what your PCs may encounter.

DEMONWEB RANDOM ENCOUNTERS TABLE d8 Encounter

- 1 3 Yochlols (MM) and 3 Bebiliths
- 2 8 Demonweb Spider Swarms
- 3 3 drow priestesses (MM) and a yochlol (MM)
- 4 2 Ascended Yochlols and 1d4+1 Yochlols (MM)
- 5 1d6+2 Bebilith
- 6 Alauniira and 1d6 Yochlols (MM)
- 7 Gethshuq and 1d4 Bebilith
- 8 Lolth attended by 1d6+2 Yochlols (MM)

MONSTER STATISTICS

ASCENDED YOCHLOL

Medium fiend (demon, shapechanger), chaotic evil

Armor Class 15 (natural armor)

Hit Points 156 (18d8 + 74)

Speed 30ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	14 (+2)	19 (+4)	13 (+1)	16 (+3)	18 (+4)

Saving Throws Dex +6, Int +6, Wis +8, Cha +9

Skills Deception +12, Insight +8

Damage Resistances cold, fire, lightning; bludgeoning, piercing, and slashing from nonmagical weapons

Damage Immunities poison

Condition Immunities poisoned, charmed

Senses darkvision 120 ft., passive Perception 13

Languages Abyssal, Elvish, Undercommon

Challenge 13 (10,000 XP)

Shapechanger. The ascended yochlol can use its action to polymorph into a form that resembles a female drow or giant spider, or back into its true form. Its statistics are the same in each form. Any equipment it is wearing or carrying isn't transformed. It reverts to its true form if it dies.

Magic Resistance. The ascended yochlol has advantage on saving throws against spells and other magical effects.

Spider Climb. The ascended yochlol can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Innate Spellcasting. The ascended yochlol's spellcasting ability is Charisma (spell save DC 16). The ascended yochlol can innately cast the following spells, requiring no material components:

At will: *detect thoughts, web*

3/day: *confusion, dominate person*

1/day: *feeblemind*

Web Walker. The ascended yochlol ignores movement restrictions caused by webbing.

Actions

Multiattack. The ascended yochlol makes two melee attacks.

Slam (Bite in Spider Form). *Melee Weapon Attack:* +6 to hit, reach 5ft. (10 ft. in demon form), one target. *Hit* 5 (1d6 + 2) bludgeoning (piercing in spider form) damage plus 21 (6d6) poison damage.

Mist Form. The ascended yochlol transforms into toxic mist or reverts to its true form. Any equipment it is wearing or carrying is also transformed. It reverts to its true form if it dies.

While in mist form, the ascended yochlol is incapacitated and can't speak. It has a flying speed of 30 feet, can hover, and can pass through any space that isn't airtight. It has advantage on Strength, Dexterity, and Constitution saving throws, and it is immune to nonmagical damage.

While in mistform, the ascended yochlol can enter a creature's space and stop there. Each time that creature starts its turn with the ascended yochlol in its space, the creature must succeed on a DC 16 Constitution saving throw or be poisoned until the start of its next turn. While poisoned this way, the target is incapacitated.

MONSTER STATISTICS

ALAUNIIRA

Medium fiend (demon, shapechanger), chaotic evil

Armor Class 15 (natural armor)

Hit Points 201 (21d8 + 94)

Speed 30ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	14 (+2)	20 (+5)	15 (+2)	17 (+3)	22 (+6)

Saving Throws Dex +6, Int +7, Wis +8, Cha +10

Skills Deception +14, Insight +10

Damage Resistances cold, fire, lightning; bludgeoning, piercing, and slashing from nonmagical weapons

Damage Immunities poison

Condition Immunities poisoned, charmed

Senses darkvision 120 ft., passive Perception 13

Languages Abyssal, Elvish, Undercommon

Challenge 17 (18,000 XP)

Shapechanger. Alauniira can use its action to polymorph into a form that resembles a female drow or giant spider, or back into its true form. Its statistics are the same in each form. Any equipment it is wearing or carrying isn't transformed. It reverts to its true form if it dies.

Magic Resistance. Alauniira has advantage on saving throws against spells and other magical effects.

Spider Climb. Alauniira can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Innate Spellcasting. Alauniira's spellcasting ability is Charisma (spell save DC 16). Alauniira can innately cast the following spells, requiring no material components:

At will: *command*, *detect thoughts*, *sending*, *tongues*, *web*

3/day: *confusion*, *dominate person*

1/day: *feeblemind*, *mass suggestion*

Web Walker. Alauniira ignores movement restrictions caused by webbing.

Actions

Multiattack. Alauniira makes two melee attacks.

Slam (Bite in Spider Form). *Melee Weapon Attack:* +6 to hit, reach 5ft. (10 ft. in demon form), one target. *Hit* 5 (1d6 + 2) bludgeoning (piercing in spider form) damage plus 21 (6d6) poison damage.

Mist Form. Alauniira transforms into toxic mist or reverts to its true form. Any equipment its wearing or carrying is also transformed. It reverts to its true form if it dies.

While in mist form, Alauniira is incapacitated and can't speak. It has a flying speed of 30 feet, can hover, and can pass through any space that isn't airtight. It has advantage on Strength, Dexterity, and Constitution saving throws, and it is immune to nonmagical damage.

While in mistform, Alauniira can enter a creature's space and stop there. Each time that creature starts its turn with Alauniira in its space, the creature must succeed on a DC 16 Constitution saving throw or be poisoned until the start of its next turn. While poisoned this way, the target is incapacitated.

Legendary Actions

Alauniira can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. Alauniira regains spent legendary actions at the start of its turn.

Shapeshift. Alauniira uses her *Shapechanger* feature.

Casting. Alauniira casts one of her at will spell-like abilities.

Mistform. (Costs 2 Actions). *Alauniira uses* Mist Form*.

MONSTER STATISTICS

BEBILITH

Huge fiend (demon), chaotic evil

Armor Class 17 (natural armor)

Hit Points 212 (18d12 + 112)

Speed 40 ft., climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
24 (+7)	22 (+6)	20 (+5)	20 (+5)	18 (+4)	12 (+1)

Saving Throws Str +10, Dex +12, Con +10, Wis +7, Cha +8

Skills Stealth +12, Perception +14

Damage Resistances cold, fire, lightning; bludgeoning, peircing, and slashing from nonmagical weapons; all damage dealt by demons

Damage Immunities poison

Condition Immunities frightened, poisoned

Senses truesight 120 ft., passive Perception 24

Languages telepathy 120 ft., understands Abyssal but cannot speak

Challenge 20 (25,000 XP)

Devour Fiend. If the bebilith reduces a fiend to 0 hit points, it devours the fiend. The bebilith then regains 50 hit points, ends any conditions on it, and may make a saving throw to end any other effects upon it that can be ended with a save.

Primal Fear. A creature starting its turn within 30 feet of the bebilith must succeed on a DC 16 Wisdom saving throw or become frightened of the bebilith until the start of its next turn.

Standing Leap. The bebilith's long jump is up to 100 feet and its high jump is up to 60 feet, with or without a running start.

Innate Spellcasting. The bebilith's spellcasting ability is Intelligence (spell save DC 15). The bebilith can innately cast the following spells, requiring no material components:

At will: *web*

1/day: *plane shift*

Spider Climb. The bebilith can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Dimensional Shackles. The bebilith exudes a powerful arcane ward preventing escape. Creatures within 60 feet of the bebilith cannot teleport out of the area or use planar travel, blocking access to the Ethereal Plane, Astral Plane, etc. If the bebilith chooses, it can allow a creature to move via these means as normal. A creature attempting to cast a spell to allow such travel expends the spell slot or ability without any effect taking place.

Pounce. If the bebilith moves at least 20 feet straight toward a creature and then hits it with a claw attack on the same turn, the target must succeed on a DC 19 Strength saving throw or be knocked prone. If the target is prone, the bebilith can make one bite attack against it as a bonus action.

Superior Magic Weapons. The bebilith's weapon attacks are magical and ignore resistance.

Web Walker. The bebilith ignores movement restrictions caused by webbing.

Actions

Multiattack. The bebilith makes three attacks: one with its bite and two with its claws. Alternatively, it can make four attacks with its claws.

Claws. Melee Weapon Attack: +13 to hit, reach 15 ft., one target. *Hit* 26 (3d10 + 7).

Bite. Melee Weapon Attack: +13 to hit, reach 5ft., one target. *Hit* 20 (3d8 + 7) piercing damage and 38 (6d10 + 4) poison damage. If a creature is reduced to zero hit points this way, it's body explodes in flames and is burned to ash after 1 minute.

Rend Armor. Melee Weapon Attack: +13 to hit, reach 15 ft., one target. *Hit* The target's armor is ripped to shreds, utterly destroying it. If the armor is magical, it can be repaired during a long rest and is not totally destroyed.

Bonus Actions

Marked For Death. The bebilith marks its intended target with an undetectable arcane marking. The bebilith knows the direction of its target, the distance to the target, and has advantage on attack rolls against the target. The bebilith can mark only one such creature this way and the mark lasts for 24 hours. If another creature is marked by this ability, the mark on the first creature ends.

MONSTER STATISTICS

GETSHUQ

Gargantuan fiend (demon), chaotic evil

Armor Class 18 (natural armor)

Hit Points 320 (28d10 + 166)

Speed 40 ft., climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
27 (+8)	26 (+8)	22 (+6)	21 (+5)	19 (+4)	16 (+3)

Saving Throws Str +12, Dex +14, Con +11, Wis +8, Cha +10

Skills Stealth +16, Perception +15

Damage Resistances cold, fire, lightning; bludgeoning, piercing, and slashing from nonmagical weapons; all damage dealt by demons

Damage Immunities poison

Condition Immunities charmed, frightened, poisoned

Senses truesight 120 ft., passive Perception 25

Languages telepathy 120 ft., understands Abyssal but cannot speak

Challenge 22 (41,000 XP)

Devour Fiend. If Gethshuq reduces a fiend to 0 hit points, it devours the fiend. Gethshuq then regains 65 hit points, ends any conditions on it, and may make a saving throw to end any other effects upon it that can be ended with a save.

Primal Fear. A creature starting its turn within 40 feet of Gethshuq must succeed on a DC 17 Wisdom saving throw or become frightened of the bebilith until the start of its next turn.

Fed On Fear. Gethshuq gains +1 to its attack and damage rolls for each creature under the effects of the frightened condition within 120 feet.

Standing Leap. Gethshuq's long jump is up to 120 feet and its high jump is up to 75 feet, with or without a running start.

Innate Spellcasting. Gethshuq's spellcasting ability is Intelligence (spell save DC 15). Gethshuq can innately cast the following spells, requiring no material components:

At will: *misty step*, *web*

1/day: *plane shift*

Spider Climb. Gethshuq can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Dimensional Shackles. Gethshuq exudes a powerful arcane ward preventing escape. Creatures within 90 feet of Gethshuq cannot teleport out of the area or use planar travel, blocking access to the Ethereal Plane, Astral Plane, etc. If Gethshuq chooses, it can allow a creature to move via these means as normal. A creature attempting to cast a spell to allow such travel expends the spell slot or ability without any effect taking place.

Pounce. If Gethshuq moves at least 20 feet straight toward a creature and then hits it with a claw attack on the same turn, the target must succeed on a DC 19 Strength saving throw or be knocked prone. If the target is prone, Gethshuq can make one bite attack against it as a bonus action.

Superior Magic Weapons. Gethshuq's weapon attacks are magical and ignore resistance.

Web Walker. Gethshuq ignores movement restrictions caused by webbing.

Actions

Multiattack. Gethshuq makes three attacks: one with its bite and two with its claw. Alternatively, it can make four attacks with its claw.

Claw. *Melee Weapon Attack:* +14 to hit, reach 15 ft., one target. *Hit* 33 (4d10 + 8).

Bite. *Melee Weapon Attack:* +14 to hit, reach 5ft., one target. *Hit* 29 (5d8 + 8) piercing damage and 50 (8d10 + 4) poison damage. If a creature is reduced to zero hit points this way, it's body explodes in flames and is burned to ash after 1 minute.

Rend Armor. *Melee Weapon Attack:* +14 to hit, reach 15 ft., one target. *Hit* The target's armor is ripped to shreds, utterly destroying it. If the armor is magical, it can be repaired during a long rest and is not totally destroyed.

Bonus Actions

Marked For Death. Gethshuq marks its intended target with an undetectable arcane marking. Gethshuq knows the direction of its target, the distance to the target, and has advantage on attack rolls against the target. Gethshuq can mark only one such creature this way and the mark lasts for 24 hours. If another creature is marked by this ability, the mark on the first creature ends.

Legendary Actions

Gethshuq can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. Gethshuq regains spent legendary actions at the start of its turn.

Mark. Gethshuq uses its **Mark For Death** ability.

Claws. Gethshuq uses its claw attack.

Bite. Gethshuq uses its bite.

Eviscerate. (Costs 3 Actions). *Gethshuq moves up to his speed and makes two claw attacks and a bite against one target.

LOLTH

Medium fiend (demon, shapechanger), chaotic evil

Armor Class 22

Hit Points 888 (88d12 + 272)

Speed 30 ft. (50 ft. in spider form)

STR	DEX	CON	INT	WIS	CHA
28 (+9)	30 (+10)	26 (+8)	28 (+9)	26 (+8)	36 (+13)

Saving Throws Str +12, Dex +16, Int +12, Wis +10,

Skills Arcana +16, Athletics +14, Deception +20,

History +20, Insight +11, Intimidation +16,
Perception +12, Persuasion +16, Religion +20

Damage Resistances acid, cold, fire, lightning, necrotic

Damage Immunities poison; bludgeoning, piercing, and
slashing that is nonmagical

Condition Immunities charmed, exhaustion, frightened,
petrified, poisoned

Senses truesight 120 ft., passive Perception 22

Languages All, telepathy 120 ft.

Challenge 34 (310,000 XP)

One With The Web. Lolth knows the exact location of any creature within the Demonweb. Her movement speed is doubled while she moves along the Demonweb itself.

Shapechanger. Lolth can use her action to polymorph into a huge spider or back into her drow form. Her statistics, other than her size, are the same in each form. Any equipment she is wearing or carrying is transformed with her, melding into the new form if she wishes.

Exquisite Suffering. Lolth has advantage on attacks against a creature with half of its hit points or less.

Innate Spellcasting. Lolth's spellcasting ability is Charisma (spell save DC 24, +18 to hit with spell attacks). All spells cast by Lolth are cast at 6th level at minimum. Lolth can innately cast the following spells, requiring no material components:

At will: All cleric spells 6th level or below, *blink*, *charm person*, *detect thoughts*, *darkness*, *dimension door*, *dominate person*, *faerie fire*, *levitate*, *mirror image*, *pass without a trace*, *polymorph*, *suggestion*, *web*

3/day: All 7th and 8th level cleric spells, *dominate monster*, *maddening darkness*, *mass suggestion*, *teleport*, *trap the soul*, *true polymorph*

1/day: All 9th level cleric spells, *gate*, *mass polymorph*, *power word stun*, *psychic scream*

Cunning Action. Lolth can take the Dash, Disengage, or Hide action as a bonus action.

Discorporation. When Lolth drops to 0 hit points or dies, her essence returns to the Demonweb Pits, and she is unable to take physical form for a time.

Legendary Resistance (5/Day). When Lolth fails a saving throw, she can choose to succeed instead.

Limited Magic Immunity (5/Day). Lolth is immune to spells of 6th level or lower, unless she wishes to be affected. She has advantage on saving throws against all other spells.

Spider Climb. Lolth can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

War Caster. When a creature provokes an opportunity attack from Lolth, she can cast a spell that has a casting time of 1 action and targets only that creature, rather than making an opportunity attack. Additionally, Lolth has advantage on saving throws to maintain her concentration.

Web Walker. Lolth ignores movement restrictions caused by webbing.

Reactive. Lolth can take a reaction on every turn in combat.

Actions

Multiattack. Lolth attacks with four of Tavashoct's heads. Alternatively, if she is in spider form, she may make two piercing limb attacks and one venomous bite attack.

Tavashoct. Melee Weapon Attack: +19 to hit, reach 10 ft., one target. *Hit* 13 (1d4 + 13) slashing damage and one of the random affects of Tavashoct's snake heads takes effect (see **Tavashoct** later in this supplement).

Venomous Bite (Spider Form Only). Melee Weapon Attack: +16 to hit, reach 5 ft., one target. *Hit* 28 (4d6 + 10) and 36 (5d8) poison damage.

Piercing Limb (Spider Form Only). Melee Weapon Attack: +16 to hit, reach 15 ft., one target. *Hit* 38 (6d8 + 10) and the creature must succeed on a DC 24 Dexterity saving throw or be grappled and restrained.

Poison Breath (Recharge 5-6). Lolth exhales poisonous gas in a 90-foot cone. Each creature in that area must make a DC 24 Constitution saving throw, taking 88 (25d6) poison damage on a failed save, or half as much damage on a successful one.

Legendary Actions

Lolth can take 5 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. Lolth regains spent legendary actions at the start of her turn.

Multiattack. Lolth makes two attack with Tavashoct if in drow form or two piercing limb attacks if in spider form.

Insidious Puppet (Costs 2 Actions). A creature within 120 feet of Lolth must make a DC 24 Dexterity saving throw or become tethered to magical webbing and become a puppet to Lolth. Lolth controls their next turn, after which the webbing disintegrates and releases Lolth's control.

Summon Demons (Costs 3 Actions). Lolth summons to an unoccupied space within 60 feet of her **Gethshuq**, **Alauniira**, or three **yochlols**. The summoned creature(s) roll initiative and enter combat.

TAVASHOCT

Weapon (whip), legendary (requires attunement by a chaotic evil creature)

This eight-headed whip is the personal weapon of Lolth. Each head ends in a different serpent, each of which has its own personal deadly affect. Each snake has a unique look to it and its own personality. A creature attuned to this weapon gains +3 to their attack and damage rolls. When anyone other than Lolth makes an attack with the weapon, roll 1d8 to determine which head strikes your foe based on the table below:

TAVASHOCT TABLE d8 Snake Head Effect

- 1 Attack deals an additional 27 (6d8) poison damage and the target must succeed on a DC 18 Constitution saving throw or be poisoned for 24 hours.
- 2 Attack deals an additional 14 (3d8) poison damage and the target must succeed on a DC 18 Constitution saving throw or be charmed for 1 minute. It can repeat the saving throw at the end of each of its turns or whenever the attuned creature deals damage to it.
- 3 Attack deals an additional 14 (3d8) poison damage and the target must succeed on a DC 18 Constitution saving throw or be blinded for 1 minute. It can repeat the saving throw at the end of each of its turns.
- 4 Attack deals an additional 18 (4d8) poison damage and the target must succeed on a DC 18 Constitution saving throw or gain 1 level of exhaustion.
- 5 Attack deals an additional 14 (3d8) poison damage and the target must succeed on a DC 18 Constitution saving throw or its speed is reduced to 0 for 1 minute. It can repeat the saving throw at the end of each of its turns.
- 6 Attack deals an additional 9 (2d8) poison damage and the target must succeed on a DC 18 Constitution saving throw or be paralyzed until the end of its next turn.
- 7 Attack deals an additional 9 (2d8) poison damage and the target must succeed on a DC 18 Constitution saving throw or be incapacitated for 1 minute. It can repeat the saving throw at the end of each of its turns.
- 8 Attack deals an additional 14 (3d8) poison damage and the target must succeed on a DC 18 Constitution saving throw or be petrified.

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