

BRIGHTFIRE

Large dragon (shapechanger), lawful good

Armor Class 18 (natural armor in dragon form; *dragon scale mail (silver)* and *shield +1* in half-elf form)

Hit Points 241 (23d10 + 115)

Speed 40 ft., climb 40 ft. (dragon form only), fly 80 ft. (dragon form only)

| STR | DEX | CON | INT | WIS | CHA |
|---------|---------|---------|---------|---------|---------|
| 23 (+6) | 10 (+0) | 21 (+5) | 14 (+2) | 11 (+0) | 19 (+4) |

Saving Throws Str +10, Dex +9, Con +14, Int +6, Wis +9, Cha +13

Skills Athletics +11, Insight +5, Perception +10, Persuasion +9, Religion +5, Stealth +5

Damage Resistances cold (half-elf form only); the breath weapons of dragons (half-elf form only); radiant

Damage Immunities fire

Condition Immunities charmed, frightened

Senses blindsight 30 ft., darkvision 120 ft., passive Perception 20

Languages Common, Draconic, Undercommon

Challenge 15 (13,000 XP)

Aura. Brightfire and all friendly creatures within 10 feet her gain a +4 bonus to saving throws (Brightfire's statistics already include this bonus) and can't be charmed or frightened.

Legendary Resistance (3/Day). If the Brightfire fails a saving throw, she can choose to succeed instead.

Magical Attacks. Brightfire's weapon attacks count as magical for purposes of overcoming resistance and immunity to non-magical attacks.

Spellcasting. Brightfire is a 6th-level spellcaster. Her spellcasting ability is Charisma (spell save DC 16, +8 to hit with spell attacks). She has following paladin spells prepared:

1st level (4 slots): *bless*, *command*, *cure wounds*, *detect magic*, *protection from evil and good*, *sanctuary*

2nd level (3 slots): *beacon of hope*, *find steed*, *lesser restoration*, *locate object*, *zone of truth*

3rd level (3 slots): *aura of vitality*, *dispel magic*, *remove curse*, *revivify*

Shapechanger. Brightfire can use an action to polymorph into a Medium half-elf, or back into her dragon form. Any equipment she is wearing in one form melds into the new form and becomes unusable. She reverts to her dragon form when killed. Her statistics are the same in both forms, except as noted.

Dragon Scale Mail (Silver; Half-Elf Form Only). Brightfire has advantage on saving throws against the Frightful Presence of dragons.

As an action, she can discern the distance and direction to the nearest silver dragon within 30 miles. Once she uses this action, she can't use it again until the next dawn.

Actions

Multiattack. In dragon form, Brightfire makes three attacks: one with her bite and two with her claws. In half-elf form, she makes two attacks with her *longsword* +2.

Bite (Dragon Form Only). *Melee Weapon Attack:* +11 to hit, reach 10 ft., one target. *Hit:* 17 (2d10 + 6) piercing damage plus 3 (1d6) fire damage plus 4 (1d8) radiant damage.

Claw (Dragon Form Only). *Melee Weapon Attack:* +11 to hit, reach 5 ft., one target. *Hit:* 13 (2d6 + 6) slashing damage plus 4 (1d8) radiant damage.

Tail (Dragon Form Only). *Melee Weapon Attack:* +11 to hit, reach 15 ft., one target. *Hit:* 13 (2d8 + 6) bludgeoning damage plus 4 (1d8) radiant damage.

Longsword +2 (Half-Elf Form Only). *Melee Weapon Attack:* +13 to hit, reach 5 ft., one target. *Hit:* 12 (1d8 + 8) slashing damage plus 9 (2d8) radiant damage.

Divine Sense (5/day). Brightfire learns the location and type of any celestial, fiend, or undead within 60 feet that is not behind total cover.

Radiant Fire Breath (Recharge 5-6; Dragon Form Only). Brightfire exhales brilliant blue fire in a 30-foot cone. Each creature in that area must make a DC 18 Dexterity saving throw, taking 56 (16d6) fire damage and 28 (8d6) radiant damage on a failed save, or half as much damage on a successful one.

Lay on Hands. Brightfire touches a creature and restores lost hit points and cure poisons or diseases affecting the target. She can restore up to 60 hit points before finishing a long rest; each poison or disease cured counts as 5 hit points towards this limit. This ability has no effect on undead or constructs.

Legendary Actions

Brightfire 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. Brightfire regains spent legendary actions at the start of her turn.

Detect. Brightfire may use her Divine Sense (if she has any uses remaining) and/or make a Wisdom (Perception) check.

Swift Strike (Half-Elf Form Only). Brightfire moves up to half her speed without provoking opportunity attacks, and then attacks with her *longsword* +2.

Tail Attack (Dragon Form Only). Brightfire makes a tail attack.

Wing Attack (Costs 2 Actions; Dragon Form Only). Brightfire beats her wings. Each creature within 10 feet must succeed on a DC 19 Dexterity saving throw or take 13 (2d6 + 6) bludgeoning damage and be knocked prone. Brightfire can then fly up to half her flying speed.

BRIGHTFIRE

Brightfire is a young red dragon who is also a paladin, championing justice and protecting the weak. She believes the people of Midian need her help, especially those few kind-hearted souls who find themselves in this pit of monsters. Brightfire takes all manner of misfits and outcasts under her wing and tries to direct their violent energies towards noble ends, but so far has had mixed results. The other bosses often turn to her as an independent arbiter of disputes. Many are suspicious that her “righteous paladin” persona is just an act.

In her dragon form, Brightfire appears as a magnificent red dragon, with gleaming red scales and sleek silver horns and claws. She is less rough and spikey than other red dragons, but no less muscular and imposing.

Brightfire can also take on the form of a beautiful half-elven woman with long, dark hair. She wears brilliant silver scale mail and a long red cape, and carries a sword and a shield bedecked with the symbol of Bahamut.

Role-Playing. Brightfire is prim and proper, with a regal bearing and demeanor. She treats others with the same dignity and respect that she feels she herself deserves, even those who are rude. She can seem stern and imperious, but her voice is soft and caring and she genuinely listens to lesser creatures.

Woe bedide those who witness Brightfire losing her temper or allowing herself express anger. Her righteous wrath is terrifying and unstoppable.

Brightfire's driving emotion is **shame**. Like all red dragons, she is arrogant beyond human understanding, considering herself naturally superior. Unlike other red dragons, Brightfire can feel empathy, and holds herself to a strict moral standard. She gets an immense feeling of pride from doing the right thing, and her greatest fear is the sense of shame she feels from acting with selfishness or cowardice.

Agenda. Brightfire wishes to help liberate others from their darker emotions, by providing them with safety and security and a place to thrive. She sees herself as eventually turning Midian into a righteous theocracy where everyone works together in peace and harmony. In practice, this would mean installing herself as a tyrannical lawful-good dictator, but she does not see it that way; her belief that all creatures can be redeemed is almost naïve.

For now, Brightfire provides haven and shelter to all good-aligned creatures of Midian.

Minions. Many kobold tribes worship Brightfire as one of the most powerful dragons in Midian. She also watches after members of the surface races, including some who are powerful adventurers.

Tactics. If Brightfire is in a serious fight, she shifts into dragon form and unleashes her breath weapon. Against lesser foes, she'll remain in half-elf form and attempt to aid her allies, and is more likely to cast spells. In either form, she prefers to focus her melee attacks on the most dangerous foes. If the fight goes poorly, and she has room to maneuver, she'll break off combat to heal herself and recharge her breath weapon.

KING KLUTHORG

A fomorian wizard who craves fine food, high-class entertainment, and objects of true beauty, King Kluthorg is quite mercantile, and would much rather trade goods or services than engage in outright conflict. He also runs the Arena, enjoying both the spectacle of battle and his role as host. He claims lineage from the fey kings of old, and many appreciate his knowledge of history and lore.

Kluthorg is a grotesque mockery of a mockery of a man, a disfigured giant with lumpish skin the color of a bruise. He stands tall, but is hunched to one side. He wears the finest clothes, but slobbers and scratches himself. He eats gourmet food but shoves it in his mouth with his hands.

Role-Playing. King Kluthorg is an uncouth slob who fancies himself the very model of decorum and etiquette. He's a natural showman, who enjoys grandiose pronouncements, and is also something of a bully who enjoys dominating others. Kluthorg is utterly ruthless and has no qualms about lying, cheating, and stealing.

King Kluthorg's driving emotion is **fear**. He craves wealth because he fears poverty; he craves dominance because he fears servitude; he craves magic power because he fears death. He puts on a good show of bravado both to impress others and to impress himself, but if he were truly faced with death, he would plead and cry like a little child.

Agenda. Kluthorg wants to rule as a tyrant. He wants to set up a social hierarchy with himself at the top, surrounded by his closest friends and allies. Those most loyal to him would be apportioned the most power in this feudal regime.

King Kluthorg is not a skilled military strategist or warrior, but he is quite clever. He would much prefer to take power legally and economically by cornering markets and extracting oaths. He is also an incredibly powerful wizard who uses magic items to his advantage, although he is too cautious to use dangerous or forbidden magic.

Minions. All manner of goblinoids hail King Kluthorg as their monarch. Many fickle fey are also sworn to Kluthorg, although it's unclear how much their promises are worth. The drow also follow Kluthorg, although they operate largely independently of him and many seem to resent their allegiance.

Tactics. If the fight is serious, Kluthorg will use *time stop* to buff himself with *fire shield* and *mirror image* and either *stoneskin* or *globe of invulnerability*, depending on whether he's facing more warriors or spellcasters. If he has enough actions in the *time stop*, he'll put a *cloudkill* on his enemies. He walks around all day with *mind blank* on.

Once combat is joined, he releases his *dancing greatsword* to attack and starts unleashing attack spells. Kluthorg will always use a noisy thunder ability early in a fight to attract his guards. When he's low on spells he'll start making melee attacks and using his Evil Eye. Kluthorg is not a great combat tactician, but he does use *wall of force* to divide enemy forces if possible.

When he is down to 49 hit points or fewer, Kluthorg will ready *cone of cold* or cast *delayed blast fireball* and attempt to negotiate with his attackers. When he has 19 or fewer hit points, he'll throw down his weapons and beg for his life. He'll flatter his enemies and make them all sorts of outrageous promises, but then betray them at the earliest opportunity.

KING KLUTHORG

Huge giant, lawful evil

Armor Class 18 (*robe of the archmagi, ring of protection*)

Hit Points 207 (18d12 + 90)

Speed 30 ft.

| STR | DEX | CON | INT | WIS | CHA |
|---------|---------|---------|---------|---------|---------|
| 23 (+6) | 14 (+2) | 20 (+5) | 20 (+5) | 15 (+2) | 16 (+3) |

Saving Throws Str +7, Dex +3, Con +6, Int +11, Wis +8, Cha +4

Skills Arcana +15, Deception +8, History +15, Insight +7, Perception +12, Stealth +7

Senses darkvision 120 ft., passive Perception 22

Languages Common, Giant, Undercommon, Sylvan, Elven, Goblin

Challenge 16 (15,000 XP)

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

Legendary Resistance (3/Day). If Kluthorg fails a saving throw, he can choose to succeed instead.

Spellcasting. Kluthorg is an 18th-level spellcaster. His spellcasting ability is Intelligence (spell save DC 20, +12 to hit with spell attacks). Kluthorg can cast *detect thoughts* and *invisibility* at will and has the following wizard spells prepared:

Cantrips (at will): *fire bolt, light, mage hand, prestidigitation, shocking grasp*

1st level (4 slots): *detect magic, identify, magic missile, shield*

2nd level (3 slots): *detect thoughts, mirror image, misty step*

3rd level (3 slots): *counterspell, fly, lightning bolt*

4th level (3 slots): *banishment, fire shield*, stoneskin**

5th level (3 slots): *cloudkill, cone of cold, scrying*

6th level (1 slot): *globe of invulnerability*

7th level (1 slot): *delayed blast fireball*

8th level (1 slot): *mind blank**

9th level (1 slot): *time stop*

*Kluthorg casts these spells on himself before combat.

Ring of Spell Storing. Kluthorg can cast *wall of force* out of the ring, once.

Dancing Greatsword. As a bonus action, Kluthorg can cause his dancing sword to fly up to 30 feet to an unoccupied space he can see and hover there. He can then make a Dancing Greatsword attack against a single target within 5 feet of the sword. Kluthorg can use this action again on subsequent turns, but he can't make a normal Dancing Greatsword attack until the sword returns to within 5 feet of him.

Lightning (1/Day). When Kluthorg hits with the *staff of thunder and lightning*, the target takes an extra 7 (2d6) lightning damage.

Thunder (1/Day). When Kluthorg hits with the *staff of thunder and lightning*, the staff emits a crack of thunder, audible out to 300 feet. The target must succeed on a DC 17 Constitution saving throw or become stunned until the end of Kluthorg's next turn.

Actions

Multiattack. Kluthorg makes two weapon attacks or makes one weapon attack and uses *Evil Eye* once.

Staff of Thunder and Lightning. *Melee Weapon Attack:* +12 to hit, reach 15 ft., one target. *Hit:* 14 (3d4 + 7) bludgeoning damage.

Dancing Greatsword. *Melee Weapon Attack:* +11 to hit, reach 15 ft., one target. *Hit:* 17 (3d6 + 6) slashing damage when wielded, or 13 (2d6 + 6) slashing damage when hovering.

Evil Eye. Kluthorg magically forces a creature he can see within 60 feet to make a DC 16 Charisma saving throw. The creature takes 27 (6d8) psychic damage on a failed save, or half as much damage on a successful one.

Curse of the Evil Eye (Recharges after a Short or Long Rest). With a stare, the fomorian uses *Evil Eye*, but on a failed save, the creature is also cursed with magical deformities. While deformed, the creature has its speed halved and has disadvantage on ability checks, saving throws, and attacks based on Strength or Dexterity.

The transformed creature can repeat the saving throw whenever it finishes a long rest, ending the effect on a success.

Lightning Strike (1/Day). Kluthorg can cause a bolt of lightning to leap from the staff's tip in a line that is 5 feet wide and 120 feet long. Each creature in that line must make a DC 17 Dexterity saving throw, taking 9d6 lightning damage on a failed save, or half as much damage on a successful one.

Thunderclap (1/Day). Kluthorg can cause the staff to issue a deafening thunderclap, audible out to 600 feet. Each creature within 60 feet of you (not including you) must make a DC 17 Constitution saving throw. On a failed save, a creature takes 2d6 thunder damage and becomes deafened for 1 minute. On a successful save, a creature takes half damage and isn't deafened.

Thunder and Lightning (1/Day). Kluthorg can use the *Lightning Strike* and *Thunderclap* properties at the same time.

Legendary Actions

Kluthorg 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. Kluthorg regains spent legendary actions at the start of his turn.

Attack. Kluthorg attacks with his staff.

Cantrip. Kluthorg casts a cantrip.

Evil Eye (costs 2 actions). Kluthorg uses his *Evil Eye* attack.

Cast Spell (costs 3 actions). Kluthorg casts a spell of 5th level or lower.

LADY NIGHTFANG

Medium undead (shapechanger), neutral evil

Armor Class 18 (natural armor, *bracers of defense*)

Hit Points 144 (17d8 + 68)

Speed 30 ft.

| STR | DEX | CON | INT | WIS | CHA |
|---------|---------|---------|---------|---------|---------|
| 18 (+4) | 18 (+4) | 18 (+4) | 17 (+3) | 15 (+2) | 18 (+4) |

Saving Throws Dex +9, Wis +7, Cha +9

Skills Deception +9, Insight +7, Perception +7, Persuasion +9, Stealth +9

Damage Resistances necrotic; bludgeoning, piercing, and slashing from nonmagical weapons

Senses darkvision 120 ft., passive Perception 17

Languages Common, Draconic, Infernal, Undercommon
Challenge 15 (13,000 XP)

Shapechanger. If Nightfang isn't in sunlight or running water, she can use her action to polymorph into a Medium swarm of Tiny serpents or a Medium cloud of mist, or back into her true form.

While in swarm form, Nightfang can't speak, gains blindsense with a range of 10 feet, and gains resistance to bludgeoning, piercing, and slashing damage. She can occupy another creature's space, and fits through any opening large enough for a Tiny snake. Her statistics, other than those listed here, are unchanged. Anything she is wearing transforms with her, but nothing she is carrying does. She reverts to her medusa form if she dies.

While in mist form, Nightfang can't take any actions, speak, or manipulate objects. She is weightless, has a flying speed of 20 feet, can hover, and can enter a hostile creature's space and stop there. In addition, if air can pass through a space, the mist can do so without squeezing, and she can't pass through water. She has advantage on Strength, Dexterity, and Constitution saving throws, and is immune to all nonmagical damage, except the damage she takes from sunlight.

Legendary Resistance (3/Day). If Nightfang fails a saving throw, she can choose to succeed instead.

Misty Escape. When she drops to 0 hit points outside her resting place, Nightfang transforms into a cloud of mist (as in the Shapechanger trait) instead of falling unconscious, provided that she isn't in sunlight or running water. If she can't transform, she is destroyed.

While Nightfang has 0 hit points in mist form, she can't revert to her medusa form, and must reach her resting place within 2 hours or be destroyed. Once in her resting place, she reverts to her medusa form. She is then paralyzed until she regains at least 1 hit point. After spending 1 hour in her resting place with 0 hit points, she regains 1 hit point.

Regeneration. Nightfang regains 20 hit points at the start of her turn if she has at least 1 hit point and isn't in sunlight or running water. If she takes radiant damage or damage from holy water, this trait doesn't function at the start of her next turn.

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

Vampire Weaknesses. Nightfang has the following flaws:

Forbiddance. She can't enter a residence without an invitation from one of the occupants.

Harmed by Running Water. Nightfang takes 20 acid damage if she ends her turn in running water.

Stake to the Heart. If a piercing weapon made of wood is driven into Nightfang's heart while she is incapacitated in her resting place, she is paralyzed until the stake is removed.

Sunlight Hypersensitivity. Nightfang takes 20 radiant damage when she starts her turn in sunlight. While in sunlight, she has disadvantage on attack rolls and ability checks.

Petrifying Gaze. When a creature that can see Nightfang's eyes starts its turn within 30 feet of her, she can force it to make a DC 17 Constitution saving throw if she isn't incapacitated and can see the creature. If the saving throw fails by 5 or more, the creature is instantly petrified. Otherwise, a creature that fails the save begins to turn to stone and is restrained. The restrained creature must repeat the saving throw at the end of its next turn, becoming petrified on a failure or ending the effect on a success. The petrification lasts until the creature is freed by the greater restoration spell or other magic.

Unless surprised, a creature can avert its eyes to avoid the saving throw at the start of its turn. If the creature does so, it can't see Nightfang until the start of its next turn, when it can avert its eyes again. If the creature looks at Nightfang in the meantime, it must immediately make the save.

Like all vampires, Nightfang lacks a reflection. However, if she were somehow to look herself in the eyes, she would be subject to her own Petrifying Gaze.

Spellcasting. Nightfang is a 17th-level spellcaster. Her spellcasting ability is Charisma (spell save DC 19, +11 to hit with spell attacks). She regains her expended spell slots when she finishes a short or long rest. She knows the following warlock spells:

Cantrips (at will): *eldritch blast*, *fire bolt*, *friends*, *mage hand*, *minor illusion*, *prestidigitation*, *shocking grasp*

1st-5th level (4 5th-level slots): *banishment*, *burning hands*, *cloudkill*, *fireball*, *hellish rebuke*, *magic circle*, *scorching ray*, *scrying*, *suggestion*, *wall of fire*

Mystic Arcana. Nightfang can cast the following warlock spells. Her spellcasting ability is Charisma (spell save DC 19, +11 to hit with spell attacks). She can cast each spell once before finishing a long rest.

1/day: *create undead*, *dominate monster*, *finger of death*, *foresight*

Amulet of Proof Against Detection and Location. Nightfang can't be targeted by divination magic or perceived through magical scrying sensors.

LADY NIGHTFANG (CONT'D.)

Actions

Multiattack (Medusa Form Only). Nightfang makes three attacks, only one of which can be a snake bite attack.

Unarmed Strike (Medusa Form Only). *Melee Weapon Attack:* +9 to hit, reach 5 ft., one creature. *Hit:* 8 (1d8 + 4) bludgeoning damage plus 10 (3d6) necrotic damage. Instead of dealing damage, Nightfang can grapple the target (escape DC 17).

Snake Bite. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one creature. *Hit:* 7 (1d6 + 4) piercing damage plus 14 (4d6) poison damage plus 10 (3d6) necrotic damage. The target's hit point maximum is reduced by an amount equal to the necrotic damage taken, and Nightfang regains hit points equal to that amount. The reduction lasts until the target finishes a long rest. The target dies if this effect reduces its hit point maximum to 0. A humanoid slain in this way and then buried in the ground rises the following night as a vampire spawn under Nightfang's control.

Charm. Nightfang targets one humanoid she can see within 30 feet. If the target can see her, the target must succeed on a DC 17 Wisdom saving throw against this magic or be charmed by her. The charmed target regards Nightfang as a trusted friend to be heeded and protected. Although the target isn't under the Nightfang's control, it takes her requests or actions in the most favorable way it can, and it is a willing target for her snake bite attack.

Each time Nightfang or her companions do anything harmful to the target, it can repeat the saving throw, ending the effect on itself on a success. Otherwise, the effect lasts 24 hours or until the Nightfang is destroyed, is on a different plane of existence than the target, or takes a bonus action to end the effect.

Children of the Night (1/Day). Nightfang magically calls 1d4 swarms of poisonous snakes. While outdoors, she can call 3d6 swarms of ravens instead. The called creatures arrive in 1d4 rounds, acting as allies of Nightfang and obeying her spoken commands. The beasts remain for 1 hour, until Nightfang dies, or until she dismisses them as a bonus action.

Rod of the Pact Keeper +2 (1/Day). Nightfang regains 1 spent warlock spell slot.

Cape of the Mountebank (1/Day). Nightfang casts *dimension door*.

Legendary Actions

Nightfang 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. Nightfang regains spent legendary actions at the start of her turn.

Move. Nightfang moves up to her speed without provoking opportunity attacks.

Unarmed Strike. Nightfang makes one unarmed strike.

Snake Bite (Costs 2 Actions). Nightfang makes one snake bite attack.

Cast Spell (Costs 2 Actions). Nightfang casts a spell of 5th level or lower.

LADY NIGHTFANG

A vampire medusa warlock who seeks to dominate Midian, **Lady Nightfang** can be a cruel and capricious tyrant, but she has a sense of fair play that affords her some trust amongst the populace. She prefers to use the carrot rather than the stick, and takes a much more active hand in maintaining peace and order within Midian than any other boss.

Nightfang appears as an extremely pale, slender woman with red snakes instead of hair. She wears an ornate black domino mask much of the time to avoid petrifying those around her. She moves with poise and grace, and her voice is a bit raspy.

Role-Playing. Nightfang is calm and cool. She's kind of a tease, and has a whimsical, carefree demeanor that can rapidly become vicious. Nightfang has a dark sense of humor, and loves wagers and games — she's a gracious loser, but also a terrible cheat. She also very much enjoys etiquette and decorum, even though she knows it's all pointless.

Nightfang's driving emotion is **despair**. As both a medusa and a vampire, her very existence is cursed. Nightfang fends off the pain of existence by spreading "joy" and "harmony" with the manic energy of one who desperately avoids herself. At the end of the day, she is a nihilist.

Agenda. Nightfang is something of an egalitarian; she sees the citizens of Midian as an oppressed people, who deserve freedom and respect. She stops short of democratic ideals, though, viewing her own role as a sort of philosopher-king-for-life.

Since the greatest oppressors are the other bosses, Nightfang tries to guard Midian against their machinations. Her ideal view of the city is a libertarian paradise, where everyone is free to do as they please as long as they're not bothering each other. She and her minions attempt to keep the peace in Midian and enforce some semblance of law and order.

Minions. Nightfang is always attended by vampire spawn and other undead, and is close allies with the yuan-ti.

Tactics. In battle, Nightfang prefers to have her minions do most of the fighting, while she hangs back (possibly climbing up a wall) and casts spells. She'll almost always cast *foresight* on herself early in the fight. Other important spells are *dominate monster* and *wall of fire*, and *hellish rebuke* which she uses to deal damage with reactions.

If Nightfang herself needs to engage, she'll remove her mask and let Petrifying Gaze do most of the work. Once in melee, she'll unload with Snake Bite attacks, using her *cape of the Mountebank* or legendary actions to reposition for more spellcasting if necessary.

OHRIMAN

Ohriman is an eye tyrant who worships an obscure deity known as the Elder Elemental Eye. It is uniquely devout among eye tyrants, and spends most of its time in worship and contemplation, deep in its lair. The other bosses sometimes turn to Ohriman for divine magic or divination.

Ohriman looks much like any other eye tyrant, perhaps with smoother skin and a larger central eye. Each of its eyes is a different color, and it wears jewelry on them (rings, bracelets, etc.). Ohriman likes to float above a pit at all times, and it has a tendency to stare. Its voice is garbled and atonal.

Role-Playing. Ohriman is clinical and detached. It finds lesser beings (which is everyone) mildly amusing, right up until they try its patience. Ohriman tends to view every interaction as a philosophical experiment, and sees the deepest workings of the cosmos in the most mundane events. Ohriman will gladly aid those seeking to utilize lost or forbidden magic. It most enjoys divination magic, as a way of prying apart reality to see how it works.

Ohriman's driving emotion is **boredom**. It wishes to end the world primarily to see what will happen. For an eye tyrant, it is actually extremely impulsive, putting into motion plans that might take only weeks or even days to come to fruition.

Like all of its kind, Ohriman is incredibly paranoid. However, it views the survival of its soul as more important than its physical body. Eye tyrants don't typically subscribe to a belief in the afterlife, but Ohriman has cast *raise dead* enough times to know that there is something there.

Agenda. Ohriman worships the Elder Elemental Eye, which it regards as a being that can see the very innermost truth of reality. Consequently, it's totally on-board with the Eye's long-term plan of "turn the Prime Material Plane into a chaotic elemental hellscape and then devour the multiverse."

In the short term, Ohriman is keenly interested in planar travel, divine magic, and elemental magic, as it views these as key to precipitating and surviving the apocalypse. It stockpiles artifacts and secrets.

Ohriman only participates in the politics of Midian defensively. It tends to side with the weaker party in any conflict, to prevent any one big boss from becoming too powerful.

Minions. The Cult of the Evil Elemental Eye is active in Midian, and they view Ohriman as their highest high priest. Mind flayers and many other aberrations also side with Ohriman.

Tactics. Ohriman primarily relies on eye rays in combat, supplemented by tactical use of spells. It likes to fly up out of reach, while also using Ice Ray or *banishment* or *wall of stone* (from his ring) to block attackers. It often casts a high-level *spiritual weapon* for supplemental damage. Its Healing Ray works on itself, but early in a fight it will target minions.

OHRIMAN

Large aberration, neutral evil

Armor Class 19 (natural armor, *ring of protection*)
Hit Points 180 (19d10 + 76)
Speed 0 ft., fly 20 ft. (hover)

| STR | DEX | CON | INT | WIS | CHA |
|---------|---------|---------|---------|---------|---------|
| 10 (+0) | 14 (+2) | 18 (+4) | 17 (+3) | 19 (+4) | 17 (+3) |

Saving Throws Int +8, Wis +9, Cha +8
Skills History +13, Insight +9, Religion +13, Perception +14
Damage Resistances acid (*ring of earth elemental command*)
Damage Immunities poison (*periapt of proof against poison*)
Condition Immunities prone; poisoned (*periapt of proof against poison*)
Senses darkvision 120 ft., passive Perception 24
Languages Common, Primordial, Deep Speech, Undercommon
Challenge 16 (15,000 XP)

Antimagic Cone. Ohriman's central eye creates an area of antimagic, as in the antimagic field spell, in a 150-foot cone. At the start of each of its turns, Ohriman decides which way the cone faces and whether the cone is active. The area works against Ohriman's own eye rays.

Legendary Resistance (4/Day). If Ohriman fails a saving throw, it can choose to succeed instead.

Spellcasting. Ohriman is a 9th-level spellcaster. Its spellcasting ability is Wisdom (spell save DC 17, +9 to hit with spell attacks). It has the following cleric spells prepared:

Cantrips (at will): *guidance*, *light*, *mending*, *sacred flame*

1st level (4 slots): *guiding bolt*, *healing word*, *shield of faith*

2nd level (3 slots): *lesser restoration*, *silence*, *spiritual weapon*

3rd level (3 slots): *dispel magic*, *revivify*, *spirit guardians*

4th level (3 slots): *banishment*, *divination*

5th level (1 slot): *flame strike*, *mass cure wounds*

Medallion of Thoughts. Ohriman casts *detect thoughts*. This ability can be used 3 times, regaining 1d3 uses at dawn.

Ring of Earth Elemental Command (5 charges). Ohriman has advantage on attack rolls against creatures of elemental earth, and they have disadvantage on attack rolls against Ohriman. Ohriman can move through solid earth or rock as if those areas were difficult terrain. It can cast the following spells (save DC 17): *dominate monster* (earth elemental only; 2 charges), *stone shape* (2 charges), *stoneskin* (3 charges), or *wall of stone* (3 charges). The ring regains 1d4+1 charges each dawn.

OHRIMAN (CONT'D.)

Actions

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 14 (4d6) piercing damage.

Turn Undead. Each undead within 30 feet that can see or hear Ohriman must make a Wisdom saving throw (DC 17). A creature that fails is turned for 1 minute or until it takes any damage. While turned, the creature can't take reactions or willingly move to within 30 feet of Ohriman. A turned creature must use its action each round to Dash to move as far away from Ohriman as it can or to escape from an effect that prevents it from moving. If there's nowhere to move, the creature can use the Dodge action.

Eye Rays. Ohriman shoots up to 4 of the following magical eye rays at random (reroll duplicates), choosing one to four targets it can see within 120 feet of it:

1. *Charm Ray.* The targeted creature must succeed on a DC 16 Wisdom saving throw or be charmed by Ohriman for 1 hour, or until Ohriman harms the creature.
2. *Ice Ray.* The targeted creature must succeed on a DC 16 Constitution saving throw or take 33 (6d10) cold damage and be encased in a layer of ice and paralyzed for 1 minute. A creature that succeeds on the saving throw takes half damage and is not paralyzed. A paralyzed target can make a Strength saving throw at the end of each of its turns, ending the effect on itself on a success. The effect also ends if the ice is destroyed; the layer of ice has the statistics of a 5-foot section, below.

If the target is an empty space, Ohriman can create crude ice objects in the space, occupying no more than 8 contiguous 5-foot-cubes. Each 5-foot section has AC 12; 15 hit points; immunity to cold, poison, and psychic damage; and vulnerability to fire damage. At temperatures above freezing, the ice objects melt, losing 1 hit point per minute at room temperature.

3. *Fear Ray.* The targeted creature must succeed on a DC 16 Wisdom saving throw or be frightened for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.
4. *Wind Ray.* The targeted creature must succeed on a DC 16 Strength saving throw. On a failed save, the target is hurled through the air up to 100 feet, taking 1d6 damage for every 10 feet hurled, and landing prone. On a successful save, the target is pushed back 10 feet, and doesn't take damage or land prone.
5. *Fire Ray.* The targeted creature must make a DC 16 Dexterity saving throw, taking 35 (10d6) fire damage on a failed save, or half as much damage on a successful one.

6. *Telekinetic Ray.* If the target is a creature, it must succeed on a DC 16 Strength saving throw or become restrained by the ray's telekinetic grip until the start of Ohriman's next turn or until Ohriman is incapacitated. If a creature of Large size or smaller fails the save, Ohriman may move it up to 60 feet in any direction. Ohriman can release the creature after moving it (for example, to let it fall) but if Ohriman does so, the creature is no longer restrained.

If the target is an object weighing 1,000 pounds or less that isn't being worn or carried, it is moved up to 60 feet in any direction. Ohriman can also exert fine control on objects with this ray, such as manipulating a simple tool or opening a door or a container.

7. *Healing Ray.* The targeted creature regains 40 (8d8 + 4) hit points. This ray has no effect on constructs and undead.
 8. *Petrification Ray.* The targeted creature must make a DC 16 Constitution saving throw. On a failed save, the creature begins to turn to stone and is restrained. It must repeat the saving throw at the end of its next turn. On a success, the effect ends. On a failure, the creature is petrified until freed by the *greater restoration* spell or other magic.
 9. *Disintegration Ray.* If the target is a creature, it must succeed on a DC 16 Dexterity saving throw or take 45 (10d8) force damage. If this damage reduces the creature to 0 hit points, its body becomes a pile of fine gray dust.
- If the target is a Large or smaller non-magical object or creation of magical force, it is disintegrated without a saving throw. If the target is a Huge or larger object or creation of magical force, this ray disintegrates a 10-foot cube of it.
10. *Death Ray.* The targeted creature must succeed on a DC 16 Dexterity saving throw or take 55 (10d10) necrotic damage. The target dies if the ray reduces it to 0 hit points.

Reactions

Wrath of the Elements. When a creature within 5 feet hits Ohriman with an attack, the creature must make a DC 17 Dexterity saving throw. On a failure, the creature takes 9 (2d8) fire damage plus 9 (2d8) cold damage plus 9 (2d8) lightning damage. On a success, the creature takes half damage.

Legendary Actions

Ohriman can take 4 legendary actions, using one of the options below. It can take only one legendary action at a time and only at the end of another creature's turn. Ohriman regains spent legendary actions at the start of its turn.

Eye Ray. Ohriman uses one random eye ray.

Cast Spell (Costs 2 Actions). Ohriman casts a spell of 5th level or lower.

THE RAVAGER

Large fiend (demon), chaotic evil

Armor Class 18 (plate armor; 20 with *animated shield*)

Hit Points 273 (26d10 + 130)

Speed 40 ft., fly 60 ft.

| STR | DEX | CON | INT | WIS | CHA |
|---------|---------|---------|---------|---------|---------|
| 25 (+7) | 18 (+4) | 21 (+5) | 14 (+2) | 16 (+3) | 16 (+3) |

Saving Throws Str +13, Con +11, Int +8, Cha +9

Skills Athletics +13, Intimidation +9, Perception +15, Stealth +10, Survival +9

Damage Resistances cold, fire, lightning, poison; bludgeoning, piercing, and slashing from non-magical weapon attacks

Senses darkvision 60 ft., passive Perception 25

Languages Abyssal, Common, Giant, Gnoll, Orc

Challenge 20 (25,000 XP)

Labyrinthine Recall. The Ravager can perfectly recall any path he has traveled.

Legendary Resistance (3/Day). If the Ravager fails a saving throw, he can choose to succeed instead.

Charge. If the Ravager moves at least 10 feet straight toward a target and then hits it with a gore attack on the same turn, the target takes an extra 27 (6d8) piercing damage. If the target is a creature, it must succeed on a DC 21 Strength saving throw or be pushed up to 10 feet away and knocked prone.

Reckless. At the start of his turn, the Ravager can gain advantage on all melee weapon attack rolls he makes during that turn, but attack rolls against him have advantage until the start of his next turn.

Helm of Teleportation. The Ravager casts *teleport*. This ability can be used 3 times, regaining 1d3 uses each dawn.

Ring of Regeneration. The Ravager regains 1d6 hit points every 10 minutes, provided he has at least 1 hit point, and regrows lost limbs after 1d6 + 1 days.

Mayhem, Sentient Greataxe. The Ravager can use *Mayhem* to innately cast one of the following spells, without any components (spell save DC 14).

1/day each: *compelled duel*, *confusion*, *crown of madness*, *fear*, *wrathful smite*

Innate Spellcasting. The Ravager's spellcasting ability is Charisma (spell save DC 17). The Ravager can innately cast the following spells, requiring no material components:

3/day each: *darkness*, *detect magic*, *hellish rebuke*

1/day: *plane shift* (self only)

Spellcasting. The Ravager is a 12th-level spellcaster. His spellcasting ability is Charisma (spell save DC 17; +9 to hit with spell attacks). He knows the following sorcerer spells:

Cantrips (at will): *fire bolt*, *message*, *prestidigitation*, *ray of frost*

1st level (4 slots): *burning hands*, *magic missile*, *shield*

2nd level (3 slots): *mirror image*, *misty step*, *phantasmal force*

3rd level (3 slots): *counterspell*, *fireball*, *haste*

4th level (3 slots): *banishment*, *greater invisibility*

5th level (2 slots): *Bigby's hand*, *cone of cold*

6th level (1 slot): *chain lightning*, *disintegrate*

Metamagic (12/Day). The Ravager can modify his spells:

- **Careful Spell.** When the Ravager casts a spell that affects an area, he chooses up to 3 creatures, who automatically succeed on their saving throws against the spell.
- **Empowered Spell.** After the Ravager rolls damage for a spell, he can re-roll up to 3 dice, but must keep the new rolls.
- **Quicken Spell (Costs 2 Uses).** When the Ravager casts a spell that has a casting time of 1 action, the casting time changes to 1 bonus action.

Actions

Multiattack. The Ravager makes two melee attacks or uses his Fire Ray twice.

Mayhem, Sentient Greataxe. *Melee Weapon Attack:* +16 to hit, reach 10 ft., one target. *Hit:* 23 (2d12 + 10) slashing damage plus 7 (2d6) fire damage. On an attack roll of natural 20, the target must make a DC 17 Constitution saving throw. On a failure, the target takes an additional 26 (4d12) slashing damage, and one of its limbs is severed. A target that succeeds on the save takes half damage and doesn't have a limb severed.

Gore. *Melee Weapon Attack:* +13 to hit, reach 5 ft., one target. *Hit:* 16 (2d8 + 7) piercing damage plus 7 (2d6) fire damage.

Fire Ray. *Ranged Spell Attack:* +10 to hit, range 120 ft., one target. *Hit:* 21 (6d6) fire damage.

Legendary Actions

The Ravager can take 3 legendary actions, using one of the options below. He can take only one legendary action at a time and only at the end of another creature's turn. The Ravager regains spent legendary actions at the start of its turn.

Fire Ray. The Ravager shoots a fire ray.

Goring Charge. The Ravager moves up to half his speed and makes a gore attack.

Mighty Sweep (Costs 2 Actions). The Ravager makes a greataxe attack against each creature within 5 feet. A Medium-sized or smaller creature hit by this attack is pushed back 5 feet.

Cast Spell (Costs 2 Actions). The Ravager casts a spell of 5th level or lower.

THE RAVAGER

A half-fiend minotaur sorcerer who lives only to kill, destroy, and despoil, **the Ravager** is completely mad, consumed with rage and hungering for death. Still, he is quite intelligent and not at all suicidal. He directs his followers' wrath outward, preying upon the surface world, providing a layer of defense to Midian below. The other bosses tolerate the Ravager only as long as he continues to supply this cannon fodder.

The Ravager looks more like a balor than a minotaur, bristling with coarse red fur, glinting black hooves and horns, and great batlike wings. His hulking presence dominates any space he enters, and he is constantly poised to leap into attack. His voice is deep and guttural, and when angered (which is often) he snorts out little puffs of flame.

Role-Playing. The Ravager is barely-contained violence. He itches to charge, to rip everyone to pieces, and the tension is clear in his stance and language. The Ravager is often torn between controlling himself and seeking provocation — he will get in your face, and give you a shove, but from his perspective, whether you attack him or walk away, he has won.

The Ravager's driving emotion is **pain**. Not physical pain, which he ignores, but the existential pain of knowing who he really is. He has zero patience, brooks no insult, and finds solace only in inflicting terror and death upon everyone. The Ravager is a savage beast who wishes to drag everyone else down to his hateful level.

Agenda. Kill everyone and everything, with his bare hands, until he stands atop a mountain of corpses amidst a burnt and ruined world — this is the Ravager's dream. In the meantime, he works tirelessly to find "constructive" outlets for his violent urges, as well as those of his followers. This means ruthlessly massacring anyone who enters the Kocytus River Valley without permission, and engaging in border skirmishes against nearby kingdoms.

The Ravager doesn't care at all about the politics of Midian but he understands the usefulness of the city and the importance of keeping the other bosses placated. At least, until he can rip them to pieces.

Minions. The orc hordes follow the Ravager into battle, along with many other thuggish creatures like troglodytes, trolls, and minotaurs. Because the Ravager controls the surface world, he also oversees the lycanthropes who smuggle goods in and out of neighboring lands.

Tactics. The Ravager prefers to charge into melee combat and start hitting with his axe. This is partially due to his personality, but also because his magic axe, *Mayhem*, has the incredible ability to sever limbs.

He'll usually activate his *animated shield* early on, and then in later rounds will quicken spells like *mirror image*, *greater invisibility*, *haste*, and *chain lightning* so that he can continue using his action for melee attacks.

The Ravager is a very cunning tactician, and will use his Charge ability and Mighty Sweep attack to break up enemy formations and prevent foes from making effective melee counterattacks. If he does get hit, he'll either use his innate *hellish rebuke* if the battle is going well or his attacker is weak, or he'll use *shield* if he wants to preserve his own attack ability a bit longer.

MAYHEM

Weapon (any axe), legendary (requires attunement)

This hideous, jagged blade of black metal was forged in the Abyss and sent into the material plane to wreak havoc.

You gain a +3 bonus to attack and damage rolls made with this magic weapon.

Dismemberment. When you attack with *Mayhem* and roll a natural 20, the target must make a DC 17 Constitution saving throw. On a failure, the target takes an additional 2d12 slashing damage, and one of its limbs is severed. A target that succeeds on the save takes half damage and doesn't lose a limb.

Innate Spellcasting. *Mayhem* can allow you to cast the following spells innately, without any components (save DC 14). Expended spells are replenished each night at midnight.

1/day each: *compelled duel*, *confusion*, *crown of madness*, *fear*, *wrathful smite*

Shape Change. When you attune to *Mayhem*, it changes its shape to suit you best, becoming a battleaxe, glaive, greataxe, halberd or handaxe sized for a Small, Medium-sized, Large or Huge creature. Changing its shape again takes 1 hour.

Sentience. *Mayhem* is a sentient chaotic evil weapon with Intelligence 11 (+0), Wisdom 7 (-2), Charisma 18 (+4). It has hearing and darkvision out to 120 feet.

Mayhem speaks Abyssal, Common and Gnomish, and can communicate telepathically with its wielder. Its voice is rough and erratic, tinged with insanity.

Personality. *Mayhem* craves only violence and death. It wishes to see its wielder's enemies torn to pieces, and it takes a broad view of what counts as an enemy. *Mayhem* is reckless and insane, but not stupid — it recognizes the value of forging alliances, resting between battles, and using stealth and trickery — all in service to slaughter.

This is a weapon made by, and for, monsters.

LAIR ACTIONS

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

- With a mighty stomp, the Ravager sends shockwaves into all creatures within 20 feet of himself. Each affected creature must make a DC 19 Constitution saving throw. On a failure, a creature takes 36 (8d8) thunder damage and becomes stunned until the end of their next turn. On a success, the creature takes half damage and is not stunned.
- A wall of fire, 20 feet tall, erupts from up to 10 contiguous 5-foot squares within 60 feet of the Ravager. A creature that starts its turn in the wall, or enters it for the first time on their turn, must make a DC 19 Dexterity saving throw, taking 63 (6d10 + 30) fire damage on a failed save, or half damage on a successful save.
- Up to 10 creatures of the Ravager's choice that he can see within 60 feet of him can move up to their speed and make a single melee attack with advantage.

SHARDRON

Gargantuan dragon, chaotic evil

Armor Class 22 (natural armor)

Hit Points 546 (28d20 + 252)

Speed 40 ft., climb 40 ft., fly 80 ft.

| STR | DEX | CON | INT | WIS | CHA |
|----------|---------|---------|---------|---------|---------|
| 30 (+10) | 10 (+0) | 29 (+9) | 18 (+4) | 15 (+2) | 23 (+6) |

Saving Throws Dex +7, Con +16, Wis +9, Cha +13

Skills Perception +16, Stealth +14

Damage Immunities fire, necrotic

Senses blindsight 60 ft., darkvision 120 ft., passive Perception 26

Languages Abyssal, Common, Draconic, Undercommon

Challenge 25 (75,000 XP)

Legendary Resistance (3/Day). If Shardron fails a saving throw, he can choose to succeed instead.

Devil's Sight. Shardron's darkvision can see through magical darkness.

Living Shadow. While in dim light or darkness, Shardron has resistance to damage that isn't force, psychic, or radiant.

Shadow Stealth. While in dim light or darkness, Shardron can take the Hide action as a bonus action.

Shadow Regeneration. Shardron regenerates 30 hit points at the start of his turn. If Shardron takes radiant damage or enters an area of bright light, his regeneration does not function on his next turn.

Sunlight Sensitivity. While in sunlight, Shardron has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Innate Spellcasting. Shardron's spellcasting ability is Charisma. He can innately cast the following spells, requiring no material components, as if cast using an 8th-level spell slot:

3/day each: *darkness*, *dream*

1/day each: *animate objects*, *antimagic field*, *armor of agathys*, *create undead*, *disintegrate*, *dominate monster*, *earthquake*, *finger of death*, *prismatic spray*, *teleport*

Dark Powers' Rebuke. When Shardron has 273 hit points or fewer and a creature hits him with an attack, he can use his reaction to cause an inky column of black fire 40 feet high to erupt in a 20-foot radius around the attacker. Each creature in the column must make a DC 21 Dexterity saving throw, taking 33 (6d10) necrotic damage on a failed save, or half as much on a successful save.

Actions

Multiattack. Shardron can use its Frightful Presence. It then makes three attacks: one with its bite and two with its claws.

Bite. *Melee Weapon Attack:* +17 to hit, reach 15 ft., one target. *Hit:* 21 (2d10 + 10) piercing damage plus 14 (4d6) necrotic damage.

Claw. *Melee Weapon Attack:* +17 to hit, reach 10 ft., one target. *Hit:* 17 (2d6 + 10) slashing damage.

Tail. *Melee Weapon Attack:* +17 to hit, reach 20 ft., one target. *Hit:* 19 (2d8 + 10) bludgeoning damage.

Frightful Presence. Each creature of Shardron's choice that is within 120 feet and aware of him must succeed on a DC 21 Wisdom saving throw or become frightened for 1 minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a creature's saving throw is successful or the effect ends for it, the creature is immune to Shardron's Frightful Presence for the next 24 hours.

Shadow Breath (Recharge 5-6). Shardron exhales inky black flame in a 90-foot cone. Each creature in that area must make a DC 24 Dexterity saving throw, taking 91 (26d6) necrotic damage on a failed save, or half as much damage on a successful one.

A humanoid reduced to 0 hit points by this damage dies, and an undead shadow rises from its corpse and acts immediately after Shardron in the initiative count. The shadow is under Shardron's control.

Legendary Actions

Shardron 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. Shardron regains spent legendary actions at the start of his turn.

Detect. Shardron makes a Wisdom (Perception) check.

Shadow Copies. Shardron creates an identical copy of himself in his space. He and the copy then fly up to half their flying speed. It is impossible to distinguish the original Shardron from the copy.

A copy has all of Shardron's statistics, except Legendary Resistance, Innate Spellcasting, Dark Power's Rebuke, Frightful Presence, Shadow Breath, and Legendary Actions. A copy has only 1 hit point, but takes no damage when it succeeds on a saving throw. A maximum of 3 copies can exist at any one time.

Tail Attack. Shardron makes a tail attack.

Innate Spell (Costs 2 Actions). Shardron casts one of his innate spells.

Shadow Grasp (Costs 2 Actions). Inky black tendrils erupt in a 10-foot radius from a point Shardron can see within 60 feet. Each creature in the area who is not in bright light must make a DC 21 Strength saving throw. On a failure, the creature takes 21 (6d6) necrotic damage and is pulled up to 30 feet closer to Shardron. On a success, the creature takes half damage and is not pulled.

Wing Attack (Costs 2 Actions). Shardron beats his wings. Each creature within 15 feet must succeed on a DC 25 Dexterity saving throw or take 17 (2d6 + 10) bludgeoning damage and be knocked prone. Shardron can then fly up to half his flying speed.

SHARDRON

The Great Shadow Dragon, **Shardron**, slumbers far beneath Midian. The city's founder and nominal ruler rarely stirs, and yet many residents still claim to enforce Shardron's will. The big bosses rule in his name, and allegiance to Shardron is the closest thing the citizens of Midian have to a shared ethos.

Shardron is a massive and terrifying beast of shadow and scale, a behemoth of horns, teeth, and pure darkness. Light flees from him, and inky tendrils of black flame flicker around his form. Despite his great bulk and sharpened spikes, Shardron moves with a smooth, serpentine grace, roiling and flowing. His voice is a dry echo, a sly whisper tinged with danger.

Role-Playing. Shardron takes little interest in the world around him or the concerns of other beings. If roused from his slumber, he will entertain petitioners for a time, answering their questions and asking about happenings in the world.

Eventually, Shardron will tire of the conversation. He eats most visitors, but those who seem interesting or desperate might be sent back into the world with a quest and a blessing. These "quests" are almost always intended to cause mischief and chaos and destruction. If he can corrupt the innocent, all the better.

Shardron's driving emotion is **self-loathing**. He hates everyone and everything, especially himself, and loves bringing others down to his level by fomenting hatred. He sleeps to forget.

Agenda. Eventually, Shardron wishes to free Tharzdu'un and see the whole universe, including himself, utterly annihilated. However, this would take substantial effort, and it's easier for Shardron to just go back to sleep.

Minions. The Cult of Tharzdu'un considers Shardron their prophet and sees to his needs. Many undead, demons, and creatures of darkness lurk around Shardron's lair.

Tactics. Shardron is much stronger in dim light and darkness, so in combat he will stay in darkened areas and attempt to eliminate light sources. He typically uses hit-and-run-tactics, relying on his breath weapon and attack spells early in a fight, hiding if possible. If he's cornered and waiting for his breath weapon to recharge, he'll create copies of himself and unleash melee attacks.

Shardron will use spells like *earthquake* and *antimagic field* to disrupt enemy spells. If the going gets rough, he will cast *animate objects* or *dominate monster* and then hide while regenerating and casting *armor of agathys* and waiting for his breath weapon to recharge.

SHARDRON'S LAIR

Deep below Midian is a bottomless hole, over which is suspended a fragment of the gate to Tharzdu'un's prison. Shardron dwells in the ancient stone chambers around this pit, curled up and dreaming his twisted dreams in the lightless halls.

LAIR ACTIONS

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

- Black fire erupts from a point on the ground Shardron can see within 120 feet of him, creating a 20-foot-high, 5-foot-radius geyser. Each creature in the geyser's area must make a DC 15 Dexterity saving throw, taking 21 (6d6) necrotic damage on a failed save, or half as much damage on a successful one.
- A tremor shakes the lair in a 60-foot radius around Shardron, and rocks fall from the ceiling. Each creature other than him in that area must succeed on a DC 15 Dexterity saving throw or take 26 (4d12) bludgeoning damage and be knocked prone.
- Magical darkness spreads from a point Shardron chooses within 60 feet of him, filling a 15-foot-radius sphere until he dismisses it as an action, uses this lair action again, or dies. The darkness spreads around corners. A creature with darkvision can't see through this darkness, and nonmagical light can't illuminate it. If any of the effect's area overlaps with an area of light created by a spell of 2nd level or lower, the spell that created the light is dispelled.

REGIONAL EFFECTS

The region containing Shardron's lair is warped by the dragon's magic, which creates one or more of the following effects:

- Creatures that fall asleep within 1 mile of Shardron's lair suffer terrible nightmares. Shardron is aware of such creatures, and can target them with his *dream* innate spell.
- Shadows deepen within 1 mile of Shardron's lair; treat dim light as darkness within this area.
- Darkened crevices within 1 mile of Shardron's lair form portals to the Shadowfell, allowing undead and other shadow creatures into the world to dwell nearby.

If Shardron dies, the nightmares stop right away, and the other effects fade over the course of 1d10 days.