HEISTING XANATHAR'S LAIR

Put the heist in Dragon Heist with DM's resources
and additional content for Chapter 5: Spring Madness

Introduction

Dragon Heist. It's right there in the title. Heist. Not surprisingly, both you and your players likely expect that there'll be a heist – a daring theft from a dangerous location – in there somewhere. And while taking 500,000 gold dragons from the Vault of Dragons can technically be considered a heist, it's not exactly the sort of heist we've come to expect from watching films such as *Ocean's 11* or *The Italian Job*. So what do you do, if you want to put the heist in Waterdeep: Dragon Heist?

In this document you're given easy-to-use rules and guidelines for running a heist on any one of the four villain's lairs described in Waterdeep: Dragon Heist. We also go in-depth with Xanathar's Lair specifically, providing you everything you need to set up, run and conclude a heist on the beholder crime boss' subterranean lair. Happy Heisting!

Contents

General Heist Rules

On the following pages you'll find general advice for running a heist in the Waterdeep: Dragon Heist campaign, including a summary of the different kinds of scores, and guidelines handling the preparation for, the infiltration of, and the escape from, a villain's lair.

Setting up the Heist

If you want your campaign to include a heist, you first need to create the need for one. This means introducing a 'score': An object – or objects – the characters desperately need, but which can only be found if they stage a heist on the villain's lair. The score can be literally anything you decide – that's what D&D is about, after all – but you can also stick with one of the many options already written into the campaign book. The four most obvious options are the *Stone of Golorr*, one of the keys to the vault of dragons, the cache of dragons itself, or one of the faction missions described in Chapter 2. Below, we'll go over each one of these options.

Stone of Golorr

A villain might come into possession of the *Stone of Golorr* during the encounter chain in Chapter 4: Dragon Season. It's already described in the book as a possibility, so you don't have to do anything to make it an option. If you want to make it more likely that a villain obtains the stone, simply increase the difficulty of some of the chases or encounters in Chapter 4 – but make sure that they're still beatable, so your players don't feel cheated or railroaded.

The Keys to the Vault

To open the Vault of Dragons, three unique keys are required. Since you control what the keys are and where they can be found, you can easily place one of them in a villain's lair. You're given some options that can do exactly this in the table in Chapter 4. Below are these options plus some additional key options, giving you three examples for each lair:

Xanathar's Lair
- An albino gazer (X13)
- A treasure of gold worth nothing to most but everything to one (X19)
- A beholder eyestalk (X3, X6, X18, X19 or X33)

Cassalanter Villa
- An original performance of 'Your Beardy Face' (C3)
- A unholy symbol of Asmodeus (C6)
- A weapon forged to destroy evil (A4a)

Sea Maidens Faire
- A metallic unicorn (J17)
- A rare and exotic fungus from the underdark (J22)
- A keg of smokepowder (J27)

Kolat Towers
- A statue of Duhlark Kolat (K10)
- A green flame brazier (E8)
- A tyrant's mask (E12)

The Cache of Dragons

Of course, there's also the Cache of Dragons – the 500,000 gold pieces stolen from the Vault of Dragons. Now, that's a score worth talking about. It does, however, require that the treasure ends up in the hands of a villain. This can happen organically if the villain either obtains the *Stone of Golorr* and uses it to find the treasure first, or if the villain takes the gold from the party. The last option is a bit harder to pull off, since you'll need the villain to take the treasure from the characters at the end of Chapter 4 without killing them. Here's some ideas on how that can happen:

- While the party fends off Xanathar's henchmen, Xanathar hovers past invisible. It puts Aurinax to sleep with a sleep ray and uses rays of telekinesis and disintegration to transport the gold through carved tunnels to the sewers.
- While the party contends with the Cassalanters' cultists, the unscrupulous nobles sneak past themselves. Using charm, deception and their noble standing, they convince Aurinax to hand over the gold ('so it can be repaid to the poor of the city, to whom it rightfully belongs'). They teleport it out of the vault using a *scroll of teleportation*.
- If the party refuses Jarlaxle's offer, he orders his gunslingers to hold off the party, while he levitates away to find his own way into the vault. He uses his *feather of diatryma summoning* to distract Aurinax, while he (helped by his *cloak of invisibility*) quickly and quietly scoops the gold into his *portable hole* before sneaking away.
- Manshoon's simulacrum has borrowed Manshoon's staff of power. It uses it to cast multiple instances of *wall of force* shaping impenetrable domes around each character. When the entire party has been immobilized this way, they can only watch helplessly as the simulacrum and surviving henchmen disappear into the vault, destroy or incapacitate Aurinax, and calmly walk back out with the treasure stored in a couple of *bags of holding*, all before 10 minutes have passed.

Faction Missions

Three of the suggested faction missions in **Chapter 2: Trollskull Alley** can also send your party into a villain's lair:

- Bregan D'aerthe's last mission involves killing the treacherous Nar'l Xibrindas in Xanathar's Lair.
- Force Grey/Gray Hands' fourth mission involves killing Nihiloor in Xanathar's Lair.
- Zhentarim's fourth mission could take the party into Kolat Towers, as they chase the traitorous Skeemo Weirdbottle.

Here are some additional examples of reasons why other factions want the party to stage a heist on a villain's lair:

- A faction wants the party to discover who the captain and crew of the three ships in the harbor *really* are. The score could be Jarlaxle's letter to Laeral (see Chapter 7: A Night to Remember) or the drow figurines in his chest (J30).
- A faction has learned that Manshoon's Zhentarim have a ledger with the names of Masked Lords (E13).
- A faction wants proof of the Cassalanters' devil worship. The score is the cult regalia (C21) or the grimoire (C22).
- A faction wants the party to steal one of Xanathar's most priced possessions to disrupt the Xanathar Guild. The score is Sylgar (X19) or the Dream Nullifier (X20).

Running the Heist

Before we get into the specifics of running a heist in 5th edition D&D, let's zoom out for a moment and consider what a heist actually is. At the forefront, 'heist' is a cumbersome word (which you'll surely be tired off reading before you're done reading this document) defined by Cambridge Dictionary as *"a crime in which valuable things are taken illegally and often violently from a place or person"*.

That's a pretty broad definition, but if we take inspiration from the movies mentioned in the introduction – and other accounts of fictional or real heists – we find that exciting heists can typically be divided into three stages:

- **Preparation** – the characters gather information, acquire resources and concoct a plan.
- **Infiltration** – the characters gain entry, face encounters, create distractions and try to avoid raising the alarm.
- **Escape** – the characters finish the heist and try to escape with the score – or just their lives!

As the DM, keeping these three stages in mind as you run a heist for your players should keep things flowing nicely. It's also recommended that you let your players know about the three stages, and what they're expected to do in each – not to constrain their creativity, but to bolster it. Your players are much more likely to have fun if they understand what's happening, and what's expected of them:

> We'll be running the heist in three stages: Preparation, Infiltration and Escape. In the Preparation stage, you gather information, acquire resources and plan. This stage is handled as downtime – mostly out-of-character and by rolling skill checks. When you're ready, we move to the Infiltration stage. This stage runs like any other dungeon crawl – except it's a heist, of course! Finally, we move to the Escape stage, where you try to escape the lair. If it makes sense at the time, we'll handle this stage as a skill challenge – or skip it entirely, if you're very clever or sneaky!

Preparation

One of the most important aspects of a good heist is the preparation. It's in this phase the characters learn more about the place and people (or beholder!) they're stealing from, acquire resources and formulate a workable plan.

While preparation *can* (and should) be fun, it can also quickly become boring if it draws out too long or becomes too abstract or convoluted. As the DM, your goal is to make the preparation phase engaging by providing your players with enough tidbits of information so that they can come up with a creative and serviceable plan for their heist, without wasting too much time discussing the small details. You do this by first allowing your players to gather information. When they have enough information, they'll then have the opportunity to act on that information by acquiring resources and planning out their heist.

Gathering Information

Instead of asking your players to act out every interaction they have as they gather information about the lair, the score, or the villain, we handle this phase with relevant skill checks.

Start by asking each player how their character spends a day trying to gather information and what information they're trying to learn ("anything I can" is a valid option).

The character then pays 5 gp (covering the costs for a day spent investigating) and makes a DC 15 skill check, using the skill that's most appropriate for the method they've chosen. At your discretion, certain actions or spells might grant advantage or allow a character to succeed automatically.

On a success, the character learns a piece of information – either the specific information they were after or a piece of information chosen at random. They can also attempt one more DC 15 skill check without spending extra time or gold, potentially learning an additional piece of information from the same source. On a failure on either check, the character learns nothing and must wait until the next day to try again.

You'll find lair-specific sources of information and pieces of information on page 4 of this document.

Acquiring Resources

As the party learns more information, they'll likely want to acquire specific aid or equipment to increase the heist's chances of success. To make this process run fast and smooth, allow them to freely purchase all equipment from Chapter 5 of the Players Handbook at standard prices.

Recruiting. The characters can also recruit aid for their heist – faction agents, guild specialists, simple muscle and so on. As a rule of thumb, the high risk involved with a heist usually drives prices for **commoner** hirelings up to at least 5 gp. For hirelings with a higher challenge rating (like **bandits**, **thugs** or **veterans**), multiply the challenge rating by 100 gp to find a reasonable guideline (paid in advance, of course).

Factions might also provide aid to the party, as described in Chapter 5 and also on page 4 of this document.

Magic Equipment. For common, uncommon and rare magic equipment, you can use these simplified (and slightly sped up) rules for procuring magic items, inspired by the rules found in Xanathar's Guide to Everything (page 126).

A character that wants to acquire a specific magical item must choose how long they want to search (from half a day to five days) and make an Intelligence (Investigation) check. The DC for the check depends on the rarity of the item and the time spent searching for it, as shown on the tables below. The longer the search, the better chance of success – but also a higher cost for the search itself.

Procuring Magical Items

Rarity	DC	Asking Price
Common	10	2d6 x 10gp
Uncommon	15	1d6 x 100gp
Rare	20	1d6 x 1000gp

Time Spent	DC Modifier	Cost
½ day	+5	10 gp
1 day	+4	20 gp
2 days	+3	40 gp
3 days	+2	60 gp
4 days	+1	80 gp
5 days	–	100 gp

On a success, the character finds a vendor who can provide the item. The cost of the item is determined at random, but is halved for consumable items like potions and scrolls. On a failure, the character doesn't find the item and has wasted both time and gold looking for it.

Planning the Heist

Arguably the most important part of the preparation process is coming up with an actual plan. This is the party's task much more than it is yours, so your job here is mainly to facilitate a creative and constructive planning process.

Creativity Rules. Since the specifics of the party's plan depends on the score they're after, the lair they're heisting, the information and equipment available to them, as well as their own creativity, we can't possibly predict (and prepare) for everything they could come up with. A plan might be as simple as "we'll storm the front door and take it from there", or it might be a complex endeavor including deception, distractions, contingency plans and escape routes. The most important thing is that you work with your players and give their ideas a chance to work – as a player, few things are more satisfying than having a good plan come to fruition!

Short and Smooth. Generally speaking, you want the time spent actually planning to be fairly short. Arguing over which entry to use or what illusion works best isn't fun for anyone. To make the process run smoothly, consider asking your party to either pick a 'master planner', who has the final say, or ask them to vote on each element of the plan. Don't be afraid to guide the planning process by summarizing and asking confirmation while your players plan, such as: "So to summarize: the Rogue wants to sneak in through the hidden tunnel, while the Bard suggests you use illusions to enter through the front door as bugbears. Fighter and Cleric, which plan do you like the most – or do you have other ideas?"

Infiltration

When the party has prepared, it's time to put things into motion. This is the phase where the actual heisting is done. Most of this phase will be spend in 'exploration mode' much like any other dungeon crawl, as the party moves through the lair, engaging with and reacting to the various objects, challenges and creatures put in front of them.

Entry

Before the heist can begin in earnest, the characters will first have to enter the lair. Unless your players come up with their own unique plan, they'll likely enter through one of the lair-specific entries described on page 5 of this document.

Encounters

While the characters are within the villain's lair, they risk running into other creatures, much like they would when traveling in the wilderness. It's up to you whether you want to roll randomly for an encounter each time the party enters specific areas of the lair, or if you'd rather choose one or two encounters you like and use them when you think it fits.

You'll find a table with lair-specific encounters on page 6 of this document.

Distractions

With sufficient information, the party can have prepared one or more distractions before going into the lair – or create the circumstances for one while within the lair. A distraction works like a 'get-out-of-jail-free-card', in that it will aid the party at precisely the right moment during the heist, allowing them to avoid an encounter, bypass a challenge, or even evade capture entirely. You can either inform your party that their actions have created the opportunity for a distraction, giving them control of when to use the distraction, or simply note them to yourself and use them when it makes sense.

You'll find lair-specific distractions on page 7 of this document, as well as ideas on how and when to use them.

Alarm

Unless your players are exceedingly clever and stealthy, they are likely to raise the alarm at some point during the heist. As soon as the alarm has been raised, most creatures in the lair begin moving to intercept and capture the intruders. If the characters haven't found what they're searching for, they'll have to make a choice: continue looking for the score or try to escape instead? If they choose to continue, the heist becomes a running encounter where they must evade and fight off hostile creatures turn-by-turn while looking for the score. Only when the party decides to put all their effort towards escape, does the heist move to the third phase: escape.

Escape

The third and last phase of the heist is the escape. The heist enters this phase when the alarm has been raised and the party has chosen to escape. However, if your party are either stealthy enough to get the score and get back out without raising the alarm, or have found a way to make an instant escape (such as a *scroll of teleportation*), they'll never enter this phase – which is also perfectly fine.

Escape as a Skill Challenge

Handling a running combat with multiple foes (one of which might be a very powerful beholder) can be a daunting task for even the most experienced Dungeon Master. To make things easier on yourself – as well as faster and potentially more fun – you can run the escape as a skill challenge. Running the escape as a skill challenge is fairly simple: to escape unscathed, the party must succeed on a number of skill checks before they accumulate too many failures.

Difficulty and Complexity

You'll usually want your skill challenge to have a DC that's a reasonable challenge for the party, but not unsurmountable. A baseline DC of 14 for a party of 5th level adventurers keeps things challenging, but doable. As for the complexity of the skill challenge, requiring at least one skill check per character and allowing for half as many failures is a good starting point. For most groups, a skill challenge with medium complexity (6 successes required, 3 failures allowed) should be appropriate.

Skill Checks

When running the skill challenge, you put away the battlemap and the miniatures and simply ask: "How does your character aid the escape?" until the party has either accrued enough successes or too many failures. A character might use Athletics to topple a statue in front of pursuers, use Perception to try and find a shortcut, or Deception to send pursuers down the wrong hallway. The most important thing is that they're being creative and having fun – and that each player gets to make at least one skill check.

Characters can also use class features, spells and magical items to aid them in their escape. You decide whether this allows a character to use their caster ability check in place of a skill check, or grants the character advantage (or even an automatic success) on a skill check.

You'll find lair-specific escape obstacles on page 8, which you can use if your players run out of ideas for skill checks.

Success and Failure

If the party succeed enough times, they've hopefully secured their score and the campaign can move on. If they fail too many times, it doesn't have to mean that all is lost – on page 8 you'll find lair-specific advice on how to avoid a failed escape ending the campaign.

Xanathar's Lair

In many ways, Xanathar is the quintessential villain for Waterdeep: Dragon Heist. Likewise, the beholder's underground complex is also the villain's lair that seems most like an actual *lair*. In other words, the perfect place for a heist! Below you'll find information that summarizes, elaborates on or adds to the information in Chapter 5: Spring Madness, which it's strongly recommended that you read first.

Preparation

As we've covered earlier in this document, any good heist starts with preparation. This means gathering information, acquiring resources and making a good plan.

Gathering Information

When a character succeeds on a skill check to gather information, you can roll on one of the Xanathar Lair Information Tables or simply choose the piece of information you think they should have (make sure you give them at least one piece of information that helps them enter the lair).

The information can come from anywhere, but if your players are having a hard time being specific, you can help them by describing how they learn information from...

- A friendly faction.
- Looking around in the sewers.
- A human **bandit** named Odo – a balding, musclebound man with a lame leg – who once did a job for the Xanathar Guild. Odo speaks a bit too openly while drunk at The Sleeping Wench Tavern in the Dock Ward.
- A half-mad and badly scarred **deep gnome** named Loopmottin, who lives in an alley shelter. She claims she was one of Xanathar's most trusted servants, before she was chased away by the volatile and paranoid Xanathar.
- An opinion piece in an issue of *The Crimson Word*, a gossipy newsletter with an abundance of naughty drawings and weird trivia.
- A note in the book *Riddles, Rumors and Secrets heard in the City of Splendors* by the elf minstrel Ajana Craulnober.

A piece of information might prompt the party to seek out specific NPCs or factions, such as Hermann Habbenschnauer (see 'Food Delivery') or Noska Ur'gray (see 'Tournament'). Allow the players to roleplay these social encounters, using them as small breaks from the 'downtime-style-search' described on page 2.

Faction Aid

The characters can acquire aid from the various factions they're involved with. The specifics can be found at the start of Chapter 5: Spring Madness (page 101), but common to all factions are that they can show the party to the secret staircase (see 'Secret Stairs' on the next page).

Handling Aid. Aid from factions (or other hirelings) can increase the party's combat strength. To avoid having powerful NPC's outshine the party or bog down combat, use them in ways that aid the party indirectly: such as Jalester Silvermane providing a distraction at exactly the right time, or Meloon Wardragon giving his life to help the party escape. A faction ally should provide dramatic tension – not take the spotlight away from the player characters!

Xanathar Lair Information – Entries

d4	Information
1	Xanathar's food is prepared by kobold chefs who receive weekly food deliveries from *Hermann's House of Exotic Food Stuffs* (see 'Food Delivery').
2	Xanathar is hosting a gladiatorial tournament. Contestants can apply with a dwarf named Noska Ur'gray at *The Hanged Man* (see 'Tournament').
3	There's a portal to Xanathar's Lair in the Xanathar Guild Hideout. Xanathar's lieutenants carry keys to activate the portal (see 'The Portal').
4	A secret staircase leads from the sewers under the Castle Ward to Xanathar's Lair (see 'Secret Stairs').

Xanathar Lair Information – Lair Features

d4	Information
1	The party obtains a poorly drawn map of Xanathar's lair (give them the 'Crude Xanathar Lair Map').
2	Wizards loyal to Xanathar monitor certain areas of the lair through ghostly eyestalks.
3	The lair is rumored to be riddled with secret doors, tunnels and staircases.
4	All lesser guild members use Xanathar's symbol – a circle with ten 'spokes' – to identify themselves.

Xanathar Lair Information – Xanathar

d4	Information
1	Xanathar has a pet goldfish named Sylgar, which it loves more than anything else.
2	One of Xanathar's most priced possessions is a device that prevents it from dreaming.
3	Xanathar has a volatile temperament and will often strike out at its own minions if enraged.
4	Xanathar is a beholder that possesses strong magic items, among them a *ring of invisibility*, which it uses to hide its identity from both friends and foes.

Xanathar Lair Information – Inhabitants

d8	Information
1	Xanathar's chief advisor is a drow named Nar'l Xibrindas, whom Xanathar doesn't quite trust.
2	A crazy dwarf named Ott Steeltoes tends to Xanathar's private quarters and possessions
3	The mindflayer Nihiloor performs weird experiments in its own corner of Xanathar's lair.
4	Xanathar's engineer is a dwarf named Thorvin Twinbeard who's watched over by an albino gazer.
5	Xanathar's chief enforcer, the dwarf Noska Ur'gray, is always looking for scrap for his pet rust monster.
6	Xanathar's majordomo, a dwarf named Ahmaergo, has a weird fascination with minotaurs.
7	Xanathar has a jester, a deep gnome named Flutterfoot Zipswiggle. He'll often be helpful to anyone who humors his love for riddles.
8	Xanathar uses a halfling prisoner named Bepis as chef for its henchmen.

Infiltration

When the party's prepared, it's time to get on with the heist. On the following pages you'll find entries, encounters, distractions and other information specific to Xanathar's Lair.

Entry

Only their imagination limits the number of ways the characters can enter Xanathar's Lair. There is, however, a handful of methods that are likely to become apparent to the party as they gather information about Xanathar's lair:

- **Food Delivery** – the party sneaks in via the food delivery to the kobolds in area X30.
- **Hideout Portal** – the party uses a portal in one of the Xanathar Guild Hideouts to arrive in area X22.
- **Secret Stairs** – the party descends a secret staircase under the Castle Ward and arrives in area X1.
- **Tournament** – the party joins a gladiatorial tournament and arrives in area X6.

Food Delivery

The party can find the dwarf Hermann Habbenschnauer in his little shoppe 'Hermann's House of Exotic Food Stuffs' in the Trades Ward. If asked, the blonde-bearded dwarf knows nothing of any deliveries to "a godsdurn' Xanathar". While this isn't a lie, it also isn't the whole truth. Once every tenday, Hermann and his son, Hermann the Younger, find a pouch of gold and an order for exotic groceries on their doorstep. The following night, the two dwarves venture into the sewers with crates of food and leave them on a specially marked (with the Xanathar Guild's symbol) section of the floor.

If the characters ask questions about weird deliveries, Hermann shares this information with characters who appeal to his greed with a bribe (25 gp), who appeal to his conscience with a description of how bad Xanathar is (Persuasion DC 13), or who appeal to his sense of self-preservation with threats of violence (Intimidation DC 15).

This information gives the party at least two options:

Entry through the Kitchen. Succeeding on a DC 15 Intelligence (Investigation) check finds that the 10 by 10 feet section of the floor marked with the Xanathar's symbol can be lowered. The kobold chefs use this freight elevator to bring the food down to area X30. Characters who wait for an hour near the crates can enter as the food is lowered into the kitchen. However, unless they use magic to conceal themselves, characters are immediately spotted as they're lowered into the kitchen, causing the two **gazers** to attack and the **kobolds** to flee and raise the alarm.

Tampering with the Food. Tampering with the Xanathar's food delivery can create a distraction during the heist. The party gain one use of the 'Angry Xanathar'-distraction during the heist (see 'Distractions' on page 7).

Entry through Skullport

There's a fifth way into Xanathar's lair: from Skullport. Since this entry is avoided in the campaign book, we also won't cover it here, but if you have 'Waterdeep: Dungeon of the Mad Mage' it is possible to make this entrance an option. Otherwise, consider placing a tunnel collapse in area X4 to make sure your party doesn't suddenly end up in Skullport.

Secret Stairs

The simplest way of entrance is likely to be down the secret stairs in the sewers of the Castle Ward (described in the very beginning of Chapter 5). However, while simple, this entry isn't necessarily optimal. Seemingly unguarded, characters arriving here will have to make their way through area X2, where wizards peering through ghostly eyestalks can raise the alarm before the heist has even begun in earnest.

Tournament

The party can find Noska Ur'gray at *The Hanged Man* tavern in the Dock Ward. Noska looks for prospects to join the tournament while protected by four Xanathar **thugs**.

Joining the Tournament. Noska gladly allows the characters to sign up for the tournament. He quickly explains the tournament: four teams of three fight head-to-head to win more than a 100 gp each and possibly an audience with Xanathar. If the party agrees, Noska Ur'gray claps his hands resolutely and tells them to come back to the tavern in a few days when the tournament starts (you decide when). See Appendix C for more information on how to run the tournament, if your players choose this route.

Back to the Lair. The characters might also choose to follow Noska for another way into the lair. The dwarf and his entourage stay at *The Hanged Man* until midnight before leaving to look for a discrete sewer vent to climb into. The party can follow the band (DC 15 group Dexterity (Stealth) check) as they head to the Xanathar Guild Hideout under the Dock Ward sewers. Noska intends to return to Xanathar's lair using the portal in the hideout (see 'The Portal' below).

Encounter with Noska Ur'gray. A confrontation with Noska Ur'gray can happen if the party is spotted following the henchmen, or if the characters choose to attack the band. Depending on where an encounter happens, you can use the Night Dock Ward Map or the Xanathar Guild Hideout Map. If captured, each thug knows 1d3 pieces of information from the information table, which they'll share in return for a promise of freedom (DC 15 Charisma (Deception or Persuasion) check), or if genuinely fearful for their lives (DC 15 Charisma (Intimidation) check). Noska Ur'gray knows far more – everything on the information table – but will only divulge his secrets if magically compelled, choosing to die or rot in a cell rather than betray Xanathar.

In addition to his weapons and the keys to the prisoners in area X7, Noska also carries a key to the portal in area X22. When Noska doesn't return, the lair is thrown into chaos for a tenday, giving the party the benefit of the 'Disrupted Command' distraction (see 'Distractions' on page 7).

The Portal

The characters can find the portal to Xanathar's lair in the Xanathar Guild Hideout under the Dock Ward. If the characters go looking for the portal, they'll find that the hideout has had its security beefed up, replacing many of the creatures slain or scared off during their first visit:

- **Gazer Guard** – two **gazers** now guard the intersection before the entrance to the hideout.
- **Q2 –** the goblin sentries are replaced with **bugbears**.
- **Q5 –** four **duergar** loiter in the sleeping area.
- **Q7 –** if still alive, **Noska Ur'gray** is here with four **thugs**.

If the characters are spotted coming in, all inhabitants of the hideout prepare themselves to ambush the intruders. When confronted in area Q7, Noska Ur'gray relishes the opportunity for a good fight, first trying to escape using the portal in area Q11 if badly wounded. If he makes it to the lair, he quickly raises the alarm (see 'Alarm' on page 7).

Encounters

While making their way through Xanathar's Lair, the party might run into the other denizens of the lair. You can roll a random encounter from the Xanathar Lair Encounter table whenever the party enters an otherwise empty area (X4, X6, X21, X32), whenever you feel like they're loitering too long in an area, or you can pick out your favorite encounters from below and simply place them in the lair as you see fit.

Xanathar Lair Encounters

1d10	Encounter
1	Xanathar
2	N'arl Xibrindas (**drow mage**) and **grell**
3	2 **bandits** and 1 **goblin**
4	Gazer
5	Bepis Honeymaker (**commoner**)
6	Noska Ur'gray and **rust monster**
7	Nihiloor (**mind flayer**)
8	Ahmaergo
9	Ott Steeltoes
10	Thorvin Twinbeard

Xanathar

A frantically floating **Xanathar** glides through the area towards X18 to speak with Nar'l Xibrindas. The beholder has just heard rumors of a plot to blow up its lair with smokepowder and wants the drow's assessment of the threat (and to gauge Nar'l's reaction, since Xanathar suspects him!). Distracted so, the usually incredibly perceptive Xanathar isn't paying as much attention as it could (passive Perception 17).

If Xanathar spots the characters, it ignores them and hurries past if they look like they could be guild members. If they stand out, the beholder demands to know who they are and what they're doing. A clever lie (Deception DC 17) will send the beholder on its way – otherwise it'll start shooting eye rays until it gets an honest answer.

Nar'l Xibrindas

A nervously fiddling **Nar'l Xibrindas** shuffles through the area, followed closely by his **grell** bodyguard. He's just found out that Thorvin Twinbeard knows about the smokepowder he's had smuggled in, and fears the dwarf will rat him out to Xanathar. While Nar'l is distracted by his predicament, the grell following him is alert and looking for suspicious activity (passive Perception 14).

The grell attacks obvious intruders immediately, while Nar'l holds back, curious to learn more. If threatened, Nar'l retreats and tries to raise the alarm.

Bandits and goblin

A pair of drunkenly stumbling human **bandits** chase a small **goblin** clutching a chicken drumstick through the area. One bandit is laughing while running ("the little bugger done took yer legs, hah!") while the other, a very drunk and rotund young man, tries to keep up with the goblin while shouting "I'll tear you to... oh, my sides.. pieces... Mask damn you..."

If the goblin spots the characters it'll overlook that it hasn't seen them before if they somehow aid its escape from the bandits. If the bandits see the characters, they demand to know who the strangers are, running to raise the alarm if not properly convinced that the characters belong in the lair.

Gazer

A **gazer** flies through keeping an eye (and eyestalks!) out for suspicious activity (passive Perception 14). If it spots intruders, it immediately veers away to raise the alarm.

Bepis Honeymaker

A frantically shuffling **Bepis Honeymaker** storms through the area, muttering "Salt, salt, salt, where did those buggers lose the salt? Yondalla willing, when I get out of here, I'll never see a kobold again!" Bepis is looking frantically around – but not for humanoids (passive Perception 10).

If Bepis sees the characters, the halfling furrows his brows and ask who they are. If he discovers they're no friends of Xanathar, he pleads with them to rescue him. He'll share all he knows, but won't follow the characters into danger.

Noska Ur'gray

A relaxed **Noska Ur'gray** strolls through the area, his pet **rust monster** held in a leather leash 10 feet in front of him. The enforcer is taking his pet for a walk through the complex – neither are particularly vigilant (passive Perception 11).

Noska Ur'gray questions any suspicious characters. Only a well-crafted lie can convince the enforcer that they belong in the lair (Deception DC 15). If he thinks them to be intruders, Noska Ur'gray releases his rust monster to attack them and runs to raise the alarm.

Nihiloor

A casually gliding Nihiloor (**mindflayer**) is returning to its corner of the lair after a meeting with Xanathar, as vigilant as ever (passive Perception 16).

Nihiloor questions any characters it meets who seem like they don't belong, using *detect thoughts* to scour their minds as it does. If it finds intruders, it tries to capture the party, only moving to raise the alarm if hurt badly.

Ahmaergo

Ahmaergo marches through the area, inspecting the lair and ensuring that everything is in order. The dwarf is always on the lookout for intruders (passive Perception 16).

Ahmaergo knows everyone who's supposed to be in the lair, so he doesn't waste time with questions. He attacks lone characters, but flees to raise the alarm if outnumbered.

Ott Steeltoes

Ott Steeltoes sneaks through the area, hiding a small leather waterskin behind his back. Within is a goldfish – the newest Sylgar – which the dwarf is trying to smuggle into Xanathar's sanctum. The old Sylgar has just died (Ott swallowed the evidence before running to retrieve a new one) and Ott is now hurrying to replace it before Xanathar discovers Sylgar's absence. Ott keeps a careful eye on his surroundings – but isn't paying much heed to anything that doesn't look like a beholder (passive Perception 10).

If Ott Steeltoes sees intruders, he's not in a hurry to raise the alarm. Instead, he just ducks his head, pretends he hasn't seen anything and hurries on his way, preferring to inform Xanathar of the intrusion *after* he's replaced Sylgar.

Thorvin Twinbeard

A huffing and puffing Thorvin Twinbeard walks briskly through the area, dragging a sack full of parts for the pulverizer he's building (various bolts, screws, metal plates, etc.). He's not vigilant nor keeping an eye out for strangers (passive Perception 10).

Even if Thorvin spots the characters, he's too busy to pay them much heed, instead just nodding his hello and moving on toward his workshop.

Distractions

Through careful planning – or blind coincidence – the characters can set up or cause distractions, which can aid them as they infiltrate Xanathar's lair. These distractions play on the information given in the start of Chapter 5: Spring Madness (page 100). There isn't a hard rule for when you should use distractions, the most important thing is to keep the possibility of them in the back of your mind, and pull them forth when the party needs a distraction to avoid discovery, evade pursuers, or stealth through an area.

Below are some examples of distractions and how they can be set up and used, but always welcome your party's ideas for distractions, if they have any of their own.

Enrage Xanathar

If Xanathar is enraged, its destructive behavior causes chaos and confusion as it turns its eye rays against anyone who looks at it the wrong way. This distraction can be caused by:

- Tampering with Xanathar's food.
- Abducting or killing Sylgar.
- Destroying the Dream Nullifier.
- Eliminating Ott Steeltoes or Thorvin Twinbeard.

Other events or plans might also cause Xanathar to become enraged, at your discretion. Some distractions can be planned ahead (see 'Food Delivery'), while others require the party to enter the lair first. Regardless of how Xanathar is enraged, the distraction is usually sudden and violent, such as:

- A kuo-toa is just about to discover intruding characters, when a stray disintegration ray turns him into dust, and a gurgling voice shouting angrily in Deep Speech can be heard disappearing down a hallway.
- A gang of bandits leave an area the party has to pass through, speaking in low tones: "Best get out of sight fast, word is that the boss had a bad lunch!"

Disrupt Command

Disrupting the command structure in the Xanathar Guild can be done by eliminating one of Xanathar's most important underlings: Ahmaergo, Nar'l Xibrindas, Nihiloor, or Noska Ur'gray. The gap in lair command can distract inhabitants at an opportune moment, such as:

- Bandits are just about to discover intruding characters, but decide not to investigate further, loudly exclaiming that: "It's probably nothing. Besides, who cares – let's grab another game of dice before Noska shows up!"
- A force chasing escaping intruders hesitate a round in confusion, staying out of danger while asking each other: "What do we do? Where's Ahmaergo?"

Destroy the Lair

Probably the most effective distraction comes from destroying Xanathar's Lair – a lofty goal in itself. The characters might come up with creative ways to do this on their own, but most likely it'll be by finding – and detonating – the smokepowder kegs, as described in Chapter 5: Spring Madness (page 100). While the complete collapse takes an hour, the immediate effect of a blast can also cause a distraction beneficial to the party, such as:

- Xanathar leaves its sanctum to investigate the blast, leaving its most treasured possessions unguarded.
- A large section of the ceiling falls on enemy forces just as they're about to catch the escaping party.

Alarm

As the characters move through Xanathar's Lair, they're likely to run into the lair's inhabitants at some point. If they're not careful or stealthy, the party will soon be engaged in combat – running the risk of alerting the entire lair.

Combat

If combat breaks out in an area, creatures in immediately adjacent areas are usually alerted, even through closed doors. The instinct of most inhabitants is to investigate before raising the general alarm, knowing from experience that disturbing the volatile Xanathar without due cause is unlikely to go over well. Creatures in adjacent areas arrive two rounds after being alerted, upon which they decide whether to join the fight or running to raise the general alarm (if the fight seems too close to call!).

Raising the Alarm

The lair-wide alarm can only be sounded by the five **apprentice wizards** in area X16. The dwarven wizards monitor the entrance hall (area X2), the arena (area X6), the antechamber of madness (area X23), the recreation hall (area X28), and the downstairs hall (area X32). If combat breaks out in any of these areas, or a Xanathar Guild member runs to one of these areas yelling about intruders, the dwarves use the amplification bell to sound the alarm, alerting the entire lair with a call of: "Alarm! Intruders in area (insert area)!" that echoes throughout all the lair's chambers.

When the general alarm is sounded, nearby combatants in Xanathar's Lair begin moving towards the area specified in the alarm. To make it easier to calculate when lair inhabitants show up, assume that a creature can move through one area per round (including the area it starts in). For example, if the alarm points out intruders in area X2, Ahmaergo shows up from area X17 after 2 rounds, Nar'l and the grell arrive from X18 after 3 rounds, and Noska Ur'gray and the bandits from areas X9 and X10 also arrive after 3 rounds, using the secret door in area X8.

Developments

What happens next depends on the characters.

Running Combat. If the party is still trying to get the score, they now enter a running encounter to get it before they're completely surrounded. They must make their way through the lair in initiative, while more and more creatures move to intercept and join the fray.

Deescalating. The characters also might try to deescalate the situation, perhaps hiding from their pursuers, or using deception to convince the inhabitants that a mistake was made. If they're clever (and roll well!) allow them to have the alarm called off, giving them a chance to resume the heist.

Escape. If the party decides to escape, they'll either have a running escape to reach an exit, or you can run the escape as a skill challenge. See 'Escape' on the next page.

Escape

The gig is up. The alarm's been raised. The party has Xanathar's undivided attention. In other words: time to run!

You can handle the party's escape from Xanathar's lair as you would any other encounter: turn-by-turn, the party must fight a running battle as they try to escape the lair. This can work well if the party's close to an exit and there's not too many foes hounding them. But, if the party has really stirred the hornet's nest, you can avoid a long and complex encounter by instead running the escape as a skill challenge.

Escaping as a Skill Challenge

There's a wide array of skill checks that can come in handy when trying to escape a mad beholder's lair. It's up to your players to decide what their characters do to aid the escape. If they're having difficulties coming up with appropriate skill checks, you can choose an obstacle from the 'Escape Obstacles' table and ask one character (or the entire party if it's a group check) to make the appropriate skill check.

Another advantage of the skill challenge is that the escape doesn't have to end in the sewers – if you want to, you can describe how the characters are hounded out into the sewers and even into the streets of Waterdeep before they finally succeed on enough skill checks and shake off their pursuers!

Failure

While a close success is always the best and most exciting outcome, the reality is, that the party doesn't always succeed. If they fail more skill checks than they're allowed, before garnering enough successes, the entire escape has failed. Luckily, failure doesn't have to mean that the show's over and the campaign ends with a handful of disintegrated adventurers in Waterdeep's sewers.

Losing the Score. If it fits the situation, you can allow the party to let go of the score in return for their freedom and their lives. Perhaps they can throw the *Stone of Golorr* down a hallway, using the distraction to finally evade their pursuers. Or, after failing the skill challenge, they find themselves cornered, but still holding Xanathar's beloved goldfish, giving them an opportunity to trade Sylgar for their freedom.

Capture. If the characters don't have their hands on a score that can buy their release, failure instead means that they're captured. Describe how each character is incapacitated by eye rays, grabbed by Xanathar Guild bandits, or knocked out by Xanathar's lieutenants. Rather than simply destroy the party, Xanathar prefers to wring whatever value it can from the characters. It has them brought to its audience chamber where it, depending on the state of your campaign, enlists the party to help find the *Stone of Golorr*, steal the Cache of Dragons, or even strike against one of its enemies, such as Manshoon and his Zhentarim in Kolat Towers. Which deal the Xanathar offers is up to you – the important thing is that the party has an opportunity to bargain for their lives.

Escape Obstacles

d8	Obstacle	Check
1	Xanathar's shoots a Slowing Ray at you.	Acrobatics
2	A door in front of you is locked.	Athletics or Thieves' Tools
3	A couple of bandits try to grab you as you run past.	Athletics or Acrobatics
4	Xanathar uses a lair action to cause grabbing appendages to sprout from the walls.	Athletics or Acrobatics
5	There might be a secret door here somewhere...	Perception
6	New pursuers arrive – convince them to run the other way.	Deception, Intimidation or Persuasion
7	Quick! Duck into this room and let the pursuers run past!	Stealth (group)
8	*gasp... So... Much... Running... gasp...*	Constitution save (group)

Success

Hopefully the skill challenge concludes with the party narrowly escaping their pursuers, as they succeed on the required number of skill checks. If so, make sure to describe this moment of triumph in vivid detail. Perhaps this is your party's final obstacle – putting a fitting end to a campaign that has the word heist in the title – or perhaps its just the beginning of a long and profitable career as heisters!

Either way, we hope you and your players had fun, and that we meet you on another adventure soon!
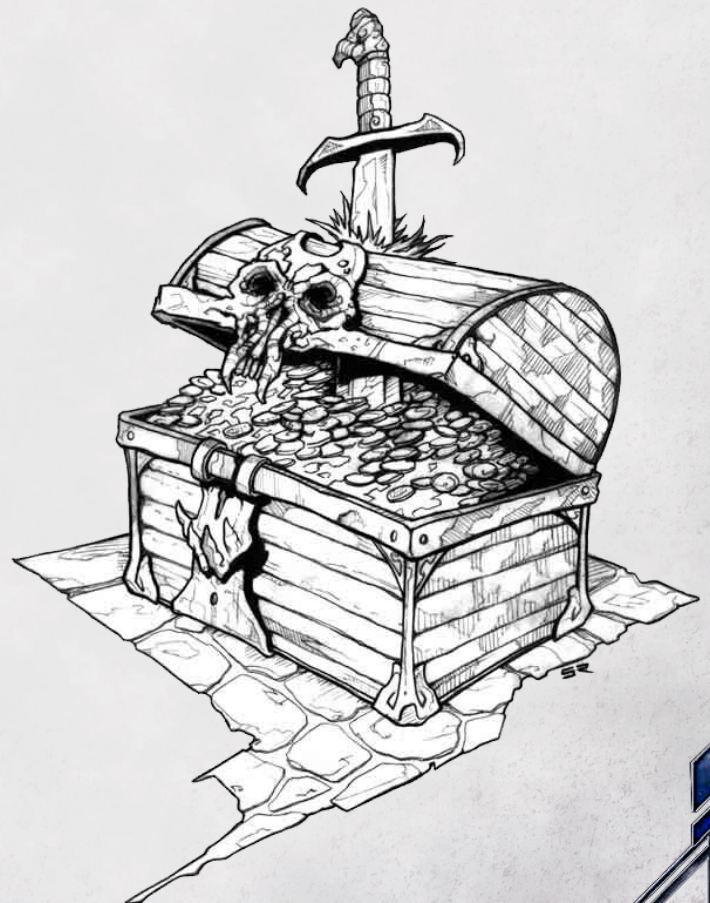
Appendix A: Xanathar Lair Roster

Area	Creature(s)	Notes
X1	–	Secret staircase.
X2	–	Scrying sensor and secret door to X8.
X3	Beholder zombie, 4 gas spores	Show Xanathar's symbol to pass safely.
X4	–	Tunnel to Skullport.
X5	Animated Amor	Attacks if damaged.
X6	Possibly Ahmaergo, Noska Ur'gray, 10 bandits, 5 bugbears, 2 goblins and Xanathar.	Empty if a fight isn't going on, except for a scrying sensor. Secret door to X33.
X7	Half-ogre, minotaur, orog, bard, noble, swashbuckler, drow, spy.	Noska Ur'gray has keys to the cell. DC 15 Thieves Tools to open.
X8	Flutterfoot Zipswiggle (deep gnome)	Asks a riddle and can serve as a guide. Secret door to X2.
X9	Possibly 10 bandits	Bandits sleep here if not in the area X6 or X18.
X10	Rust monster	Rust monster is caged.
X11	Minotaur skeleton	Maze trap on model, minotaur attacks if door to X12 is opened.
X12	–	Maze with trap inside.
X13	Thorvin Twinbeard and albino gazer	Gazer is disloyal to Xanathar, Thorvin is harper agent.
X14	–	Secret hallway to X19.
X15	–	Stairs down to X28.
X16	5 apprentice wizards	Fight only in self-defense. Secret door to X17.
X17	Ahmaergo	Ahmaergo is here if not with Xanathar in arena. Secret door to X16.
X18	Nar'l Xibrindas (drow mage), grell and possibly 10 bandits, 2 duergar and Xanathar	Xanathar is invisible if here. Secret trapdoor to X29.
X19	Ott Steeltoes and possibly Xanathar	Creatures inside must make DC 13 Con save or suffer madness.
X20	–	*Dream nullifier* is here.
X21	–	Tunnel to X19.
X22	–	Teleportation arrival spot.
X23	Kuo-toa whip and 6 kuo-toa	Scrying sensor.
X24	Drow captive	Nihiloor arrives with intellect devourer.
X25	Two commoners	Both prisoners are insane.
X26	Nihiloor (mind flayer) and 4 intellect devourers	Nihiloor doesn't chase fleeing characters.
X27	3 kuo-toa whips	Hyustus Staget is jailed in a cell.
X28	10 human bandits, 2 goblins and possibly Noska Ur'gray	Scrying sensor.
X29	–	Trapdoor to X18.
X30	7 kobolds and 2 gazers	Gazers attack intruders while kobolds flee.
X31	Bepis Honeymaker (halfling commoner)	Bepis mistakes the party for kitchen staff.
X32	–	Staircase to X22. Scrying sensor.
X33	Possibly Xanathar	Secret door to X6. Wall carvings can teleport a creature to X34a or X34b.
X34a	–	Sarcophagus opens if a spell cast within the tomb.
X34b	–	Same as X34a, but no sarcophagus.
X35	–	A bag of holding and Nar'l's spellbook. Secret door to X36.
X36	–	12 kegs of *smokepowder* here.

APPENDIX B: MONSTER STAT BLOCKS

Xanathar

Large aberration, lawful evil

Armor Class 18 (natural armor)
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)	15 (+2)	17 (+3)

Saving throws Int +8, Wis +7, Cha +8
Skills Perception +12
Damage resistances Force (*ring of resistance*)
Condition Immunities prone
Senses Darkvision 120 ft., Passive Perception 22
Languages Deep Speech, Undercommon
Challenge 13 (10,000 XP)

Antimagic Cone. The beholder'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, the beholder decides which way the cone faces and whether the cone is active. The area works against the beholder's own eye rays.

Ring of Mind Shielding. Xanathar is immune to magic that allows other creatures to read its thoughts, determine whether it is lying, know your alignment or know your creature type.

Actions

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

Ring of Invisibility. Xanathar can turn invisible as an action. It remains invisible until the ring is removed or until it attacks, casts a spell, or uses a bonus action to become visible again. Eye Rays. The beholder shoots three of the following magical eye rays at random (reroll duplicates), choosing one to three 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 the beholder for 1 hour, or until the beholder harms the creature.

2. Paralyzing Ray. The targeted creature must succeed on a DC 16 Constitution saving throw or be paralyzed 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.

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. Slowing Ray. The targeted creature must succeed on a DC 16 Dexterity saving throw. On a failed save, the target's speed is halved for 1 minute. In addition, the creature can't take reactions, and it can take either an action or a bonus action on its turn, not both. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

5. Enervation Ray. The targeted creature must make a DC 16 Constitution saving throw, taking 36 (8d8) necrotic 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 the beholder moves it up to 30 feet in any direction. It is restrained by the ray's telekinetic grip until the start of the beholder's next turn or until the beholder is incapacitated. If the target is an object weighing 300 pounds or less that isn't being worn or carried, it is moved up to 30 feet in any direction. The beholder can also exert fine control on objects with this ray, such as manipulating a simple tool or opening a door or a container.

7. Sleep Ray. The targeted creature must succeed on a DC 16 Wisdom saving throw or fall asleep and remain unconscious for 1 minute. The target awakens if it takes damage or another creature takes an action to wake it. This ray has no effect on constructs and undead.

8. Petrification Ray. The targeted creature must make a DC 16 Dexterity 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 nonmagical 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.

Legendary Actions

The beholder can take 3 legendary actions, using the Eye Ray option below. It can take only one legendary action at a time and only at the end of another creature's turn. The beholder regains spent legendary actions at the start of its turn.

Eye Ray. The beholder uses one random eye ray.

Lair Actions

On initiative count 20 (losing initiative ties), the beholder can take one lair action to cause one of the following effects:

1. A 50-foot square area of ground within 120 feet of the beholder becomes slimy; that area is difficult terrain until initiative count 20 on the next round.

2. Walls within 120 feet of the beholder sprout grasping appendages until initiative count 20 on the round after next. Each creature of the beholder's choice that starts its turn within 10 feet of such a wall must succeed on a DC 15 Dexterity saving throw or be grappled. Escaping requires a successful DC 15 Strength (Athletics) or Dexterity (Acrobatics) check.

3. An eye opens on a solid surface within 60 feet of the beholder. One random eye ray of the beholder shoots from that eye at a target of the beholder's choice that it can see. The eye then closes and disappears. The beholder can't repeat an effect until they have all been used, and it can't use the same effect two rounds in a row.

Noska Ur'gray (thug)

Medium humanoid (dwarf), neutral evil

Armor Class 11 (leather armor)
Hit Points 32 (5d8 + 10)
Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	11 (+0)	14 (+2)	10 (+0)	10 (+0)	11 (+0)

Skills Intimidation +2
Damage resistances Poison
Senses darkvision 60 ft., passive Perception 10
Languages Common and Dwarvish
Challenge 1/2 (100 XP)

Dwarven Resilience. The thug has advantage on saving throws against being poisoned.

Pack Tactics. The thug has advantage on an attack roll against a creature if at least one of the thug's allies is within 5 ft. of the creature and the ally isn't incapacitated.

Actions

Multiattack. The thug makes two melee attacks.

Mace. *Melee Weapon Attack:* +4 to hit, reach 5 ft. *Hit:* 5 (1d6 + 2) bludgeoning damage.

Heavy Crossbow. *Ranged Weapon Attack:* +2 to hit, range 100/400 ft. *Hit:* 5 (1d10) piercing damage.

Thug

Medium humanoid (any race), any non-good

Armor Class 11 (leather armor)
Hit Points 32 (5d8 + 10)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	11 (+0)	14 (+2)	10 (+0)	10 (+0)	11 (+0)

Skills Intimidation +2
Senses passive Perception 10
Languages Any one language (usually common)
Challenge 1/2 (100 XP)

Pack Tactics. The thug has advantage on an attack roll against a creature if at least one of the thug's allies is within 5 ft. of the creature and the ally isn't incapacitated.

Actions

Multiattack. The thug makes two melee attacks.

Mace. *Melee Weapon Attack:* +4 to hit, reach 5 ft. *Hit:* 5 (1d6 + 2) bludgeoning damage.

Heavy Crossbow. *Ranged Weapon Attack:* +2 to hit, range 100/400 ft. *Hit:* 5 (1d10) piercing damage.

Beholder Zombie

Size, Alignment

Armor Class 15 (natural armor)
Hit Points 93 (11d10 + 33)
Speed 20 ft. (hover), walk 0 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	8 (-1)	16 (+3)	3 (-4)	8 (-1)	5 (-3)

Saving Throws Wis +2
Damage Immunities Poison
Condition Immunities Poisoned
Senses Darkvision 60 ft., Passive Perception 9
Languages Deep Speech, Undercommon (understands but can't speak)
Challenge Rating 5 (1,800 XP)

Undead Fortitude. If damage reduces the zombie to 0 hit points, it must make a Constitution saving throw with a DC of 5 + the damage taken, unless the damage is radiant or from a critical hit. On a success, the zombie drops to 1 hit point instead.

Actions

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft. *Hit:* 14 (4d6) piercing damage.

Eye Ray. The zombie uses a random magical eye ray, choosing a target that it can see within 60 feet of it.

1. Paralyzing Ray. The targeted creature must succeed on a DC 14 Constitution saving throw or be paralyzed 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.

2. Fear Ray. The targeted creature must succeed on a DC 14 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.

3. Enervation Ray. The targeted creature must make a DC 14 Constitution saving throw, taking 36 (8d8) necrotic damage on a failed save, or half as much damage on a successful one.

4. Disintegration Ray. If the target is a creature, it must succeed on a DC 14 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 nonmagical object or creation of magical force, it is disintegrated without a saving throw. If the target is a Huge or larger nonmagical object or creation of magical force, this ray disintegrates a 10-foot cube of it.

Gas Spore

Large plant, unaligned

Armor Class 5
Hit Points 1 (1d10-4)
Speed fly 10 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
5 (-3)	1 (-5)	3 (-4)	1 (-5)	1 (-5)	1 (-5)

Damage Immunities Poison
Condition Immunities Blinded, Deafened, Frightened, Paralyzed, Poisoned, Prone
Senses Blindsight 30 ft. (blind beyond this radius), Passive Perception 5
Languages —
Challenge 1/2 (100 XP)

Death Burst. The gas spore explodes when it drops to 0 hit points. Each creature within 20 feet of it must succeed on a DC 15 Constitution saving throw or take 10 (3d6) poison damage and become infected with a disease on a failed save. Creatures immune to the poisoned condition are immune to this disease.

Spores invade an infected creature's system, killing the creature in a number of hours equal to 1d12 + the creature's Constitution score, unless the disease is removed. In half that time, the creature becomes poisoned for the rest of the duration. After the creature dies, it sprouts 2d4 Tiny gas spores that grow to full size in 7 days.

Eerie Resemblance. The gas spore resembles a beholder. A creature that can see the gas spore can discern its true nature with a successful DC 15 Intelligence (Nature) check.

Actions

Touch. *Melee Weapon Attack:* +0 to hit, reach 5 ft. *Hit:* 1 poison damage, and the creature must succeed on a DC 10 Constitution saving throw or become infected with the disease described in the Death Burst trait.

Animated Armor

Medium construct, unaligned

Armor Class 18 (natural armor)
Hit Points 33 (6d8 + 6)
Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	11 (+0)	13 (+1)	1 (−5)	3 (−4)	1 (−5)

Damage Immunities poison, psychic
Condition Immunities blinded, charmed, deafened, exhaustion, frightened, paralyzed, petrified, poisoned
Senses blindsight 60 ft. (blind beyond this radius), passive Perception 6
Languages —
Challenge 1 (200 XP)

Antimagic Susceptibility. The armor is incapacitated while in the area of an antimagic field. If targeted by dispel magic, the armor must succeed on a Constitution saving throw against the caster's spell save DC or fall unconscious for 1 minute.

False Appearance. While the armor remains motionless, it is indistinguishable from a normal suit of armor.

Actions

Multiattack. The armor makes two melee attacks.

Slam. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6 + 2) bludgeoning damage.

X6 - Arena Henchmen

Ahmaergo

Medium humanoid (dwarf), lawful evil

Armor Class 18 (plate)
Hit Points 143 (22d8 + 44)
Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	15 (+2)	14 (+2)	15 (+2)	14 (+2)	12 (+1)

Saving throws Str +9, Con +6
Skills Athletics +9, Intimidation +5, Perception +6
Damage resistances Poison
Senses darkvision 60 ft., passive Perception 16
Languages Common , Dwarvish, Undercommon
Challenge 9 (5,000 XP)

Dwarven Resilience. Ahmaergo has advantage on saving throws against being poisoned.

Indomitable (2/Day). Ahmaergo can reroll a saving throw that he fails. He must use the new roll.

Second Wind (Recharges after a Short or Long Rest). As a bonus action, Ahmaergo can regain 20 hp.

Actions

Multiattack. Ahmaergo makes three attacks with his greataxe.

Greataxe. *Melee Weapon Attack:* +9 to hit, reach 5 ft. *Hit:* 11 (1d12 + 5) slashing damage, plus 7 (2d6) slashing damage if Ahmaergo has more than half his hit points remaining.

Heavy Crossbow. *Ranged Weapon Attack:* +6 to hit, range 100/400 ft., one target. *Hit:* 7 (1d10 + 2) piercing damage.

Bandit

Medium humanoid (any race), any non-lawful

Armor Class 12
Hit Points 11 (2d8 + 2)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	12 (+1)	12 (+1)	10 (+0)	10 (+0)	10 (+0)

Senses passive Perception 10
Languages Any one language (usually common)
Challenge 1/8 (25 XP)

Actions

Scimitar. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6 + 1) slashing damage.

Light Crossbow. *Ranged Weapon Attack:* +3 to hit, range 80/320 ft. *Hit:* 5 (1d8+1) piercing damage.

Bugbear

Medium humanoid (goblinoid), chaotic evil

Armor Class 16
Hit Points 27 (5d8 + 5)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	14 (+2)	13 (+1)	8 (−1)	11 (+0)	9 (−1)

Skills Stealth +6, Survival +2
Senses darkvision 60 ft., passive Perception 10
Languages Common, Goblin
Challenge 1 (200 XP)

Brute. A melee weapon deals one extra die of its damage when the bugbear hits with it (included in the attack).

Surprise Attack. If the bugbear surprises a creature and hits it with an attack during the first round of combat, the target takes an extra 7 (2d6) damage from the attack.

Actions

Morningstar. Melee Weapon Attack: +4 to hit, reach 5 ft., one target. Hit: 11 (2d8 + 2) piercing damage.

Javelin. Melee or Ranged Weapon Attack: +4 to hit, reach 5 ft. or range 30/120 ft., one target. Hit: 9 (2d6 + 2) piercing damage in melee or 5 (1d6 + 2) piercing damage at range.

Goblin

Small humanoid (goblinoid), neutral evil

Armor Class 15
Hit Points 7 (2d6 + 0)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
8 (−1)	14 (+2)	10 (+0)	10 (+0)	8 (−1)	8 (−1)

Skills Stealth +6
Senses darkvision 60 ft., passive Perception 9
Languages Common, Goblin
Challenge 1/4 (50 XP)

Nimble Escape. The goblin can take the Disengage or Hide action as a bonus action on each of its turns.

Actions

Scimitar. *Melee Weapon Attack:* +4 to hit, reach 5 ft. *Hit:* 5 (1d6 + 2) slashing damage.

Shortbow. *Ranged Weapon Attack:* +4 to hit, range 80/320 ft. *Hit:* 5 (1d6 + 2) piercing damage.

Minotaur

Large monstrosity, chaotic evil

Armor Class 14 (natural armor)
Hit Points 76 (9d10 + 27)
Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	11 (+0)	16 (+3)	6 (–2)	16 (+3)	9 (–1)

Skills Perception +7
Senses darkvision 60 ft., passive Perception 17
Languages Abyssal
Challenge 3 (700 XP)

Charge. If the minotaur moves at least 10 ft. straight toward a target and then hits it with a gore attack on the same turn, the target takes an extra 9 (2d8) piercing damage. If the target is a creature, it must succeed on a DC 14 Strength saving throw or be pushed up to 10 ft. away and knocked prone.

Labyrinthine Recall. The minotaur can perfectly recall any path it has traveled.

Reckless. At the start of its turn, the minotaur can gain advantage on all melee weapon attack rolls it makes during that turn, but attack rolls against it have advantage until the start of its next turn.

Actions

Greataxe. *Melee Weapon Attack:* +6 to hit, reach 5 ft. *Hit:* 17 (2d12 + 4) slashing damage.

Gore. *Melee Weapon Attack:* +6 to hit, reach 5 ft. *Hit:* 13 (2d8 + 4) piercing damage.

Orog

Medium humanoid (orc), chaotic evil

Armor Class 18 (plate)
Hit Points 42 (5d8 + 20)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	12 (+1)	18 (+4)	12 (+1)	11 (+0)	12 (+1)

Skills Intimidation +5, Survival +2
Senses darkvision 60 ft., passive Perception 10
Languages Common, Orc
Challenge 2 (450 XP)

Aggressive. As a bonus action, the orog can move up to its speed toward a hostile creature that it can see.

Actions

Multiattack. The orog makes two greataxe attacks.

Greataxe. *Melee Weapon Attack:* +6 to hit, reach 5 ft. *Hit:* 10 (1d12 + 4) slashing damage.

Javelin. *Melee or Ranged Weapon Attack:* +6 to hit, reach 5 ft. or range 30/120 ft. *Hit:* 7 (1d6 + 4) piercing damage.

Half-Ogre

Large giant, any chaotic alignment

Armor Class 12 (hide armor)
Hit Points 30 (4d10 + 8)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	10 (+0)	14 (+2)	7 (–2)	9 (-1)	10 (+0)

Senses darkvision 60 ft., passive Perception 17
Languages Common, Giant
Challenge 1 (200 XP)

Actions

Battleaxe. *Melee Weapon Attack:* +5 to hit, reach 5 ft. *Hit:* 12 (2d8 + 3) slashing damage, or 14 (2d10 + 3) slashing damage if used with two hands.

Gore. *Melee or Ranged Weapon Attack:* +5 to hit, reach 5 ft. or range 30/120 ft. *Hit:* 10 (2d6 + 3) piercing damage.

Bard
Medium humanoid (human), any alignment

Armor Class 15 (chain shirt)
Hit Points 44 (8d8 + 8)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	14 (+2)	12 (+1)	10 (+2)	13 (+1)	14 (+2)

Saving throws Dex +4, Wis +3
Skills Acrobatics +4, Perception +5, Performance +6
Senses passive Perception 15
Languages Any two languages
Challenge 3 (700 XP)

Spellcasting. The bard is a 4th-level spellcaster. Its spellcasting ability is Charisma (spell save DC 12, +4 to hit with spell attacks). It has the following bard spells prepared:

Cantrips (at will): *friends, mage hand, vicious mockery*

1st level (4 slots): *charm person, healing word, heroism, sleep, thunderwave*

2nd level (3 slots): *invisibility, shatter*

Song of Rest. The bard can perform a song while taking a short rest. Any ally who hears the song regains an extra 1d6 hit points if it spends any Hit Dice to regain hit points at the end of that rest. The bard can confer this benefit on itself as well.

Taunt (2/day). The bard can use a bonus action on its turn to target one creature within 30 feet of it. If the target can hear the bard, the target must succeed on a DC 12 Charisma saving throw or have disadvantage on ability checks, attack rolls, and saving throws until the start of the bard's next turn.

Actions

Shortsword. *Melee Weapon Attack:* +4 to hit, reach 5 ft. *Hit:* 5 (1d6 + 2) piercing damage.

Shortbow. *Ranged Weapon Attack:* +4 to hit, range 80/320 ft. *Hit:* 5 (1d6 + 2) piercing damage.

Swashbuckler
Medium humanoid (human), any non-lawful

Armor Class 17 (leather armor)
Hit Points 66 (12d8 + 12)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	18 (+4)	12 (+1)	14 (+2)	11 (+0)	15 (+2)

Skills Acrobatics +8, Athletics +5, Persuasion +6
Senses passive Perception 10
Languages Any one language
Challenge 3 (700 XP)

Lightfooted. The swashbuckler can take the Dash or Disengage action as a bonus action on each of its turns.

Suave Defense. While the swashbuckler is wearing light or no armor and wielding no shield, its AC includes its Charisma modifier.

Actions

Multiattack. The swashbuckler makes three attacks: one with a dagger and two with its rapier.

Dagger. *Melee or Ranged Weapon Attack:* +6 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 6 (1d4 + 4) piercing damage.

Rapier. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 8 (1d8 + 4) piercing damage.

Noble
Medium humanoid (human), any alignment

Armor Class 15 (breastplate)
Hit Points 9 (2d8)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	12 (+1)	11 (+0)	12 (+1)	14 (+2)	16 (+3)

Skills Deception +5, Insight +4, Persuasion +5
Senses passive Perception 12
Languages Any two languages
Challenge 1/8 (25 XP)

Actions

Rapier. *Melee Weapon Attack:* +3 to hit, reach 5 ft. *Hit:* 5 (1d8 + 1) piercing damage.

Reactions

Parry. The noble adds 2 to its AC against one melee attack that would hit it. To do so, the noble must see the attacker and be wielding a melee weapon.

Drow
Medium humanoid (elf), neutral evil

Armor Class 15 (chain shirt)
Hit Points 13 (3d8)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	10 (+0)	11 (+0)	11 (+0)	12 (+1)

Skills Perception +2, Stealth +4
Senses darkvision 120 ft., passive Perception 12
Languages Elvish, Undercommon
Challenge 1/4 (50 XP)

Fey Ancestry. The drow has advantage on saving throws against being charmed, and magic can't put the drow to sleep.

Innate Spellcasting. The drow's spellcasting ability is Charisma (spell save DC 11). It can innately cast the following spells, requiring no material components: At will: dancing lights 1/day each: darkness, faerie fire

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

Actions

Shortsword. *Melee Weapon Attack:* +4 to hit, reach 5 ft.. *Hit:* 5 (1d6 + 2) piercing damage.

Hand Crossbow. *Ranged Weapon Attack:* +4 to hit, range 30/120 ft. *Hit:* 5 (1d6 + 2) piercing damage, and the target must succeed on a DC 13 Constitution saving throw or be poisoned for 1 hour. If the saving throw fails by 5 or more, the target is also unconscious while poisoned in this way. The target wakes up if it takes damage or if another creature takes an action to shake it awake.

Samara Strongbones
Small humanoid (halfling), chaotic evil

Armor Class 12
Hit Points 27 (6d8)
Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	15 (+2)	10 (+0)	12 (+1)	14 (+2)	16 (+3)

Skills Deception +5, Insight +4, Investigation +5, Perception +6, Persuasion +5, Stealth +4
Senses passive Perception 16
Languages Any two languages
Challenge 1 (200 XP)

Halfling Nimbleness. Samara can move through the space of a Medium or larger creature.

Brave. Samara has advantage on saving throws against being frightened.

Cunning Action. On each of its turns, the spy can use a bonus action to take the Dash, Disengage, or Hide action.

Sneak Attack (1/Turn). The spy deals an extra 7 (2d6) damage when it hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 ft. of an ally of the spy that isn't incapacitated and the spy doesn't have disadvantage on the attack roll.

Actions

Multiattack. Samara makes two melee attacks.

Shortsword. *Melee Weapon Attack:* +4 to hit, reach 5 ft. *Hit:* 5 (1d6 + 2) piercing damage.

Hand Crossbow. *Ranged Weapon Attack:* +4 to hit, range 30/120 ft. *Hit:* 5 (1d6 + 2) piercing damage.

Ettin
Large giant, chaotic evil

Armor Class 12 (natural armor)
Hit Points 85 (10d10 + 30)
Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
21 (+5)	8 (−1)	17 (+3)	6 (−2)	10 (+0)	8 (−1)

Skills Perception +4
Senses darkvision 60 ft., passive Perception 14
Languages Giant, Orc
Challenge 4 (1100 XP)

Two Heads. The ettin has advantage on Wisdom (Perception) checks and on saving throws against being blinded, charmed, deafened, frightened, stunned, and knocked unconscious.

Wakeful. When one of the ettin's heads is asleep, its other head is awake.

Actions

Multiattack. The ettin makes two attacks: one with its battleaxe and one with its morningstar.

Battleaxe. *Melee Weapon Attack:* +7 to hit, reach 5 ft. *Hit:* 14 (2d8 + 5) slashing damage.

Morningstar. *Melee Weapon Attack:* +7 to hit, reach 5 ft. *Hit:* 14 (2d8 + 5) piercing damage.

DEEP GNOME
Small humanoid (gnome), neutral good

Armor Class 15 (chain shirt)
Hit Points 16 (3d6 + 6)
Speed 20 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	14 (+2)	14 (+2)	12 (+1)	10 (+0)	9 (−1)

Skills Investigation +3, Perception +2, Stealth +4
Senses darkvision 120 ft., passive Perception 12
Languages Gnomish, Terran, Undercommon
Challenge 1/2 (100 XP)

Stone Camouflage. The gnome has advantage on Dexterity (Stealth) checks made to hide in rocky terrain.

Gnome Cunning. The gnome has advantage on Intelligence, Wisdom, and Charisma saving throws against magic.

Innate Spellcasting. The gnome's innate spellcasting ability is Intelligence (spell save DC 11). It can innately cast the following spells, requiring no material components:

At will: *nondetection (self only)*

1/day each: *blindness/deafness, blur, disguise self*

Actions

War Pick. *Melee Weapon Attack:* +4 to hit, reach 5 ft. *Hit:* 6 (1d8 + 2) piercing damage.

Poisoned Dart. *Ranged Weapon Attack:* +4 to hit, range 30/120 ft. *Hit:* 4 (1d4 + 2) piercing damage, and the target must succeed on a DC 12 Constitution saving throw or be poisoned 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.

RUST MONSTER
Medium monstrosity, unaligned

Armor Class 14
Hit Points 27 (5d8 + 5)
Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	12 (+1)	13 (+1)	2 (−4)	13 (+1)	6 (−2)

Senses darkvision 60 ft., passive Perception 11
Languages —
Challenge 1/2 (100 XP)

Iron Scent. The rust monster can pinpoint, by scent, the location of ferrous metal within 30 feet of it.

Rust Metal. Any nonmagical weapon made of metal that hits the rust monster corrodes. After dealing damage, the weapon takes a permanent and cumulative -1 penalty to damage rolls. If its penalty drops to -5, the weapon is destroyed. Non magical ammunition made of metal that hits the rust monster is destroyed after dealing damage.

Actions

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft. *Hit:* 5 (1d8 + 1) piercing damage.

Antennae. The rust monster corrodes a nonmagical ferrous metal object it can see within 5 feet of it. If the object isn't being worn or carried, the touch destroys a 1-foot cube of it. If the object is being worn or carried by a creature, the creature can make a DC 11 Dexterity saving throw to avoid the rust monster's touch.

If the object touched is either metal armor or a metal shield being worn or carried, its takes a permanent and cumulative -1 penalty to the AC it offers. Armor reduced to an AC of 10 or a shield that drops to a +0 bonus is destroyed. If the object touched is a held metal weapon, it rusts as described in the Rust Metal trait.

MINOTAUR SKELETON
Large undead, lawful evil

Armor Class 12
Hit Points 67 (9d10 + 18)
Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	11 (+0)	15 (+2)	6 (−2)	8 (−1)	5 (−3)

Damage Vulnerabilities bludgeoning
Damage Immunities poison
Condition Immunities exhaustion, poisoned
Senses darkvision 60 ft., passive Perception 9
Languages Understands abyssal but can't speak
Challenge 2 (450 XP)

Charge. If the skeleton 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 9 (2d8) piercing damage. If the target is a creature, it must succeed on a DC 14 Strength saving throw or be pushed up to 10 feet away and knocked prone.

Actions

Greataxe. Melee Weapon Attack: +6 to hit, reach 5 ft., one target. Hit: 17 (2d12 + 4) slashing damage.

Gore. Melee Weapon Attack: +6 to hit, reach 5 ft., one target. Hit: 13 (2d8 + 4) piercing damage.

Thorvin Twinbeard
Medium humanoid (dwarf), lawful neutral

Armor Class 10
Hit Points 4 (1d8 + 0)
Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	10 (+0)	10 (+0)	16 (+3)	10 (+0)	10 (+0)

Damage resistances Poison
Senses darkvision 60 ft., passive Perception 10
Languages Common, dwarven
Challenge 0 (10 XP)

Dwarven Resilience. Thorvin has advantage on saving throws against being poisoned.

Actions

Club. *Melee Weapon Attack:* +2 to hit, reach 5 ft. *Hit:* 2 (1d4) bludgeoning damage.

Apprentice Wizard
Medium humanoid (dwarf), neutral

Armor Class 10
Hit Points 9 (2d8 + 0)
Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	10 (+0)	10 (+0)	14 (+2)	10 (+0)	11 (+0)

Skills Arcana +4, History +4
Senses darkvision 60 ft., passive Perception 10
Languages Common, Dwarvish
Challenge 1/4 (50 XP)

Dwarven Resilience. The apprentice wizard has advantage on saving throws against being poisoned

Spellcasting. The apprentice wizard is a 1st-level spellcaster. Grum'shar's spellcasting ability is Intelligence (spell save DC 12, +4 to hit with spell attacks). Grum'shar has the following wizard spells prepared:

Cantrip (at will):*fire bolt, mending, prestidigitation*

1st level (2 slots): *burning hands, disguise self, shield*

Actions

Dagger. *Melee or Ranged Weapon Attack:* +2 to hit, reach 5 ft. or range 20/60 ft. *Hit:* 2 (1d4) piercing damage.

Gazer
Tiny aberration, neutral evil

Armor Class 13
Hit Points 13 (3d4 + 6)
Speed 0 ft., fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
3 (–4)	17 (+3)	14 (+2)	3 (-4)	10 (+0)	7 (–2)

Saving throws Wis +2
Skills Perception +4, Stealth +5
Condition Immunities Prone
Senses darkvision 60 ft., passive Perception 14
Languages —
Challenge 1/2 (100 XP)

Aggressive. As a bonus action, the gazer can move up to its speed toward a hostile creature that it can see.

Mimicry. The gazer can mimic simple sounds of speech it has heard, in any language. A creature that hears the sounds can tell they are imitations with a successful DC 10 Wisdom (Insight) check.

Actions

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 1 piercing damage.

Eye Rays. The gazer shoots two of the following magical eye rays at random (reroll duplicates), choosing one or two targets it can see within 60 feet of it:

1. ***Dazing Ray.*** The targeted creature must succeed on a DC 12 Wisdom saving throw or be charmed until the start of the gazer's next turn. While the target is charmed in this way, its speed is halved, and it has disadvantage on attack rolls.
2. ***Fear Ray.*** The targeted creature must succeed on a DC 12 Wisdom saving throw or be frightened until the start of the gazer's next turn.
3. ***Frost Ray.*** The targeted creature must succeed on a DC 12 Dexterity saving throw or take 10 (3d6) cold damage.
4. ***Telekinetic Ray.*** If the target is a creature that is Medium or smaller, it must succeed on a DC 12 Strength saving throw or be moved up to 30 feet directly away from the gazer. If the target is an object weighing 10 pounds or less that isn't being worn or carried, the gazer moves it up to 30 feet in any direction. The gazer can also exert fine control on objects with this ray, such as manipulating a simple tool or opening a container.

Nar'l Xibrindas

Medium humanoid (elf), neutral evil

Armor Class 12 (15 with *mage armor*)
Hit Points 45 (10d8)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
9 (-1)	14 (+2)	10 (+0)	17 (+3)	13 (+1)	12 (+1)

Skills Arcana +6, Deception +5, Perception +4, Stealth +5
Senses darkvision 120 ft., passive Perception 14
Languages Elvish, Undercommon
Challenge 7 (2,900 xp)

Fey Ancestry. The drow has advantage on saving throws against being charmed, and magic can't put the drow to sleep.

Innate Spellcasting. The drow's spellcasting ability is Charisma (spell save DC 11). It can innately cast the following spells, requiring no material components:

At will: *dancing lights*

1/day each: *darkness, faerie fire, levitate (self only)*

Spellcasting. The drow is a 10th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 14, +6 to hit with spell attacks). The drow has the following wizard spells prepared:

Cantrips (at will): *mage hand, minor illusion, poison spray, ray of frost*

1st level (4 slots): *mage armor, magic missile, shield, witch bolt*

2nd level (3 slots): *alter self, misty step, web*

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

4th level (3 slots): *Evard's black tentacles, greater invisibility*

5th level (2 slots): *cloudkill*

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

Actions

Staff. *Melee Weapon Attack:* +2 to hit, reach 5 ft. *Hit:* 2 (1d6 − 1) bludgeoning damage, or 3 (1d8 − 1) bludgeoning damage if used with two hands, plus 3 (1d6) poison damage.

Summon Demon (1/Day). The drow magically summons a quasit, or attempts to summon a shadow demon with a 50 percent chance of success. The summoned demon appears in an unoccupied space within 60 feet of its summoner, acts as an ally of its summoner, and can't summon other demons. It remains for 10 minutes, until it or its summoner dies, or until its summoner dismisses it as an action.

Grell

Medium aberration, neutral evil

Armor Class 12
Hit Points 55 (10d8 + 10)
Speed 10 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	14 (+2)	13 (+1)	12 (+1)	11 (+0)	9 (-1)

Skills Perception +4, Stealth +6
Damage resistances lightning
Condition Immunities blinded, prone
Senses Blindsight 60 ft. (blind beyond this radius), passive Perception 14
Languages Grell
Challenge 3 (700 XP)

Actions

Multiattack. The grell makes two attacks: one with its tentacles and one with its beak.

Tentacles. Melee Weapon Attack: +4 to hit, reach 10 ft., one creature. Hit: 7 (1d10 + 2) piercing damage, and the target must succeed on a DC 11 Constitution saving throw or be poisoned for 1 minute. The poisoned target is paralyzed, and it can repeat the saving throw at the end of each of its turns, ending the effect on a success.

The target is also grappled (escape DC 15). If the target is Medium or smaller, it is also restrained until this grapple ends. While grappling the target, the grell has advantage on attack rolls against it and can't use this attack against other targets. When the grell moves, any Medium or smaller target it is grappling moves with it.

Beak. *Melee Weapon Attack:* +4 to hit, reach 5 ft. *Hit:* 7 (2d4 + 2) piercing damage

Duergar

Medium humanoid (dwarf), lawful evil

Armor Class 16
Hit Points 26 (4d8 + 8)
Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	11 (+0)	14 (+2)	11 (+0)	10 (+0)	9 (−1)

Damage Resistances poison
Senses darkvision 120 ft., passive Perception 10
Languages Dwarvish, Undercommon
Challenge 1 (200 XP)

Duergar Resilience. The duergar has advantage on saving throws against poison, spells, and illusions, as well as to resist being charmed or paralyzed.

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

Actions

Enlarge (Recharges after a Short or Long Rest). For 1 minute, the duergar magically increases in size, along with anything it is wearing or carrying. While enlarged, the duergar is Large, doubles its damage dice on Strength-based weapon attacks (included in the attacks), and makes Strength checks and Strength saving throws with advantage. If the duergar lacks the room to become Large, it attains the maximum size possible in the space available.

War Pick. Melee Weapon Attack: +4 to hit, reach 5 ft., one target. Hit: 6 (1d8 + 2) piercing damage, or 11 (2d8 + 2) piercing damage while enlarged.

Javelin. Melee or Ranged Weapon Attack: +4 to hit, reach 5 ft. or range 30/120 ft., one target. Hit: 5 (1d6 + 2) piercing damage, or 9 (2d6 + 2) piercing damage while enlarged.

Invisibility (Recharges after a Short or Long Rest). The duergar magically turns invisible until it attacks, casts a spell, or uses its Enlarge, or until its concentration is broken, up to 1 hour (as if concentrating on a spell). Any equipment the duergar wears or carries is invisible with it .

Ott Steeltoes

Medium humanoid (dwarf), chaotic evil

Armor Class 12 (leather armor)
Hit Points 9 (2d8)
Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	12 (+1)	10 (+0)	6 (-2)	11 (+0)	10 (+0)

Skills Deception +2, Religion +0
Damage Resistances poison
Senses passive Perception 10
Languages Common and Dwarvish
Challenge 1/8 (25 XP)

Dark Devotion. The cultist has advantage on saving throws against being charmed or frightened.

Dwarven Resilience. Ott Steeltoes has advantage on saving throws against being poisoned.

Actions

Scimitar. Melee Weapon Attack: +3 to hit, reach 5 ft. Hit: 4 (1d6 + 1) slashing damage.

Kuo-toa

Medium humanid (kuo-toa), neutral evil

Armor Class 13 (natural armor, shield)
Hit Points 18 (4d8)
Speed 30 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	10 (+0)	11 (+0)	11 (+0)	10 (+0)	8 (−1)

Skills Perception +4
Senses darkvision 120 ft., passive Perception 14
Languages Undercommon
Challenge 1/4 (50 XP)

Amphibious. The kuo-toa can breathe air and water.

Otherworldly Perception. The kuo-toa can sense the presence of any creature within 30 feet of it that is invisible or on the Ethereal Plane. It can pinpoint such a creature that is moving.

Slippery. The kuo-toa has advantage on ability checks and saving throws made to escape a grapple.

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

Actions

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft. *Hit:* 3 (1d4 + 1) piercing damage.

Spear. *Melee or Ranged Weapon Attack:* +3 to hit, reach 5 ft. or range 20/60 ft. *Hit:* 4 (1d6 + 1) piercing damage, or 5 (1d8 + 1) piercing damage if used with two hands to make a melee attack.

Net. *Ranged Weapon Attack:* +3 to hit, range 5/15 ft., one Large or smaller creature. *Hit:* The target is restrained. A creature can use its action to make a DC 10 Strength check to free itself or another creature in a net, ending the effect on a success. Dealing 5 slashing damage to the net (AC 10) frees the target without harming it and destroys the net.

Reaction

Sticky Shield. When a creature misses the kuo-toa with a melee weapon attack, the kuo-toa uses its sticky shield to catch the weapon. The attacker must succeed on a DC 11 Strength saving throw, or the weapon becomes stuck to the kuo-toa's shield. If the weapon's wielder can't or won't let go of the weapon, the wielder is grappled while the weapon is stuck. While stuck, the weapon can't be used. A creature can pull the weapon free by taking an action to make a DC 11 Strength check and succeeding.

Kuo-toa Whip

Medium humanid (kuo-toa), neutral evil

Armor Class 11 (natural armor)
Hit Points 65 (10d8 + 20)
Speed 30 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	10 (+0)	14 (+2)	12 (+1)	14 (+2)	11 (+0)

Skills Perception +6, Religion +4
Senses darkvision 120 ft., passive Perception 16
Languages Undercommon
Challenge 1 (200 XP)

Amphibious. The kuo-toa can breathe air and water.

Otherworldly Perception. The kuo-toa can sense the presence of any creature within 30 feet of it that is invisible or on the Ethereal Plane. It can pinpoint such a creature that is moving.

Slippery. The kuo-toa has advantage on ability checks and saving throws made to escape a grapple.

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

Spellcasting. The kuo-toa is a 2nd-level spellcaster. Its spellcasting ability is Wisdom (spell save DC 12, +4 to hit with spell attacks). The kuo-toa has the following cleric spells prepared:

Cantrips (at will): *sacred flame, thaumaturgy*

1st level (3 slots): *bane, shield of faith*

Actions

Multiattack. The kuo-toa makes two attacks: one with its bite and one with its pincer staff.

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 4 (1d4 + 2) piercing damage.

Pincer Staff. *Melee Weapon Attack:* +4 to hit, reach 10 ft. *Hit:* 5 (1d6 + 2) piercing damage. If the target is a Medium or smaller creature, it is grappled (escape DC 14). Until this grapple ends, the kuo-toa can't use its pincer staff on another target.

Mind Flayer

Medium aberration, lawful evil

Armor Class 15 (breastplate)
Hit Points 71 (13d8 + 13)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	12 (+1)	12 (+1)	19 (+4)	17 (+3)	17 (+3)

Saving Throws Int +7, Wis +6, Cha +6
Skills Arcana +7, Deception +6, Insight +6, Perception +6, Persuasion +6, Stealth +4
Senses darkvision 120 ft., passive Perception 16
Languages Deep Speech, Telepathy 60 ft., Undercommon
Challenge 7 (2,900 XP)

Magic Resistance. The mind flayer has advantage on saving throws against spells and other magical effects.

Innate Spellcasting (Psionics). The mind flayer's innate spellcasting ability is Intelligence (spell save DC 15). It can innately cast the following spells, requiring no components:

At will: *detect thoughts, levitate*

1/day each: *dominate monster, plane shift (self only)*

Actions

Tentacles. *Melee Weapon Attack:* +7 to hit, reach 5 ft. *Hit:* 15 (2d10 + 4) psychic damage. If the target is Medium or smaller, it is grappled (escape DC 15) and must succeed on a DC 15 Intelligence saving throw or be stunned until this grapple ends.

Extract Brain. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one incapacitated humanoid grappled by the mind flayer. *Hit:* The target takes 55 (10d10) piercing damage. If this damage reduces the target to 0 hit points, the mind flayer kills the target by extracting and devouring its brain.

Mind Blast (Recharge 5–6). The mind flayer magically emits psychic energy in a 60-foot cone. Each creature in that area must succeed on a DC 15 Intelligence saving throw or take 22 (4d8 + 4) psychic damage and be stunned 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.

Intellect Devourer

Tiny aberration, lawful evil

Armor Class 12
Hit Points 21 (6d4 + 6)
Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
6 (–2)	14 (+2)	13 (+1)	12 (+1)	11 (+0)	10 (+0)

Skills Perception +2, Stealth +4
Damage Resistances bludgeoning, piercing and slashing from nonmagical weapons
Condition Immunities blinded
Senses blindsight 60 ft., passive Perception 12
Languages Understands deep speech but can't speak, Telepathy 60 ft.
Challenge 2 (450 XP)

Detect Sentience. The intellect devourer can sense the presence and location of any creature within 300 feet of it that has an Intelligence of 3 or higher, regardless of interposing barriers, unless the creature is protected by a *mind blank* spell.

Actions

Multiattack. The intellect devourer makes one attack with its claws and uses Devour Intellect.

Claws. *Melee Weapon Attack:* +4 to hit, reach 5 ft. *Hit:* 7 (2d4 + 2) slashing damage.

Devour Intellect. The intellect devourer targets one creature it can see within 10 feet that has a brain. The target must succeed on a DC 12 Intelligence saving throw or take 11 (2d10) psychic damage. Also on a failure, roll 3d6: If the total equals or exceeds the target's Intelligence score, that score is reduced to 0. The target is stunned until it regains at least one point of Intelligence.

Body Thief. The intellect devourer initiates an Intelligence contest with an incapacitated humanoid within 5 feet of it that isn't protected by protection from evil and good. If it wins the contest, the intellect devourer magically consumes the target's brain, teleports into the target's skull, and takes control of the target's body. While inside a creature, the intellect devourer has total cover against attacks and other effects originating outside its host. The intellect devourer retains its Intelligence, Wisdom, and Charisma scores, as well as its understanding of Deep Speech, its telepathy, and its traits. It otherwise adopts the target's statistics. It knows everything the creature knew, including spells and languages.

If the host body dies, the intellect devourer must leave it. A protection from evil and good spell cast on the body drives the intellect devourer out. The intellect devourer is also forced out if the target regains its devoured brain by means of a wish. By spending 5 feet of its movement, the intellect devourer can voluntarily leave the body, teleporting to the nearest unoccupied space within 5 feet of it. The body then dies, unless its brain is restored within 1 round.

Kobold

Small humanoid (kobold), lawful evil

Armor Class 12
Hit Points 5 (2d6 − 2)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
7 (−2)	15 (+2)	9 (−1)	8 (−1)	7 (−2)	8 (−1)

Senses darkvision 60 ft., passive Perception 8
Languages Common, Draconic
Challenge 1/8 (25 XP)

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

Pack Tactics. The kobold has advantage on an attack roll against a creature if at least one of the kobold's allies is within 5 ft. of the creature and the ally isn't incapacitated.

Actions

Dagger. Melee Weapon Attack: +4 to hit, reach 5 ft., one target. Hit: 4 (1d4 + 2) piercing damage.

Sling. Ranged Weapon Attack: +4 to hit, range 30/120 ft., one target. Hit: 4 (1d4 + 2) bludgeoning damage.

Bepis Honeymaker

Medium humanoid (halfling), lawful good

Armor Class 10
Hit Points 3 (1d6)
Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	10 (+0)	10 (+0)	16 (+3)	10 (+0)	10 (+0)

Senses passive Perception 10
Languages Common, Halfling
Challenge 0 (10 XP)

Halfling Nimbleness. Bepis can move through the space of a Medium or larger creature.

Brave. Bepis has advantage on saving throws against being frightened.

Actions

Club. Melee Weapon Attack: +2 to hit, reach 5 ft. Hit: 2 (1d4) bludgeoning damage.

Gazer

Tiny aberration, neutral evil

Armor Class 13
Hit Points 13 (3d4 + 6)
Speed 0 ft., fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
3 (−4)	17 (+3)	14 (+2)	3 (-4)	10 (+0)	7 (−2)

Saving throws Wis +2
Skills Perception +4, Stealth +5
Condition Immunities Prone
Senses darkvision 60 ft., passive Perception 14
Languages —
Challenge 1/2 (100 XP)

Aggressive. As a bonus action, the gazer can move up to its speed toward a hostile creature that it can see.

Mimicry. The gazer can mimic simple sounds of speech it has heard, in any language. A creature that hears the sounds can tell they are imitations with a successful DC 10 Wisdom (Insight) check.

Actions

Bite. Melee Weapon Attack: +5 to hit, reach 5 ft., one target. *Hit:* 1 piercing damage.

Eye Rays. The gazer shoots two of the following magical eye rays at random (reroll duplicates), choosing one or two targets it can see within 60 feet of it:

1. ***Dazing Ray.*** The targeted creature must succeed on a DC 12 Wisdom saving throw or be charmed until the start of the gazer's next turn. While the target is charmed in this way, its speed is halved, and it has disadvantage on attack rolls.
2. ***Fear Ray.*** The targeted creature must succeed on a DC 12 Wisdom saving throw or be frightened until the start of the gazer's next turn.
3. ***Frost Ray.*** The targeted creature must succeed on a DC 12 Dexterity saving throw or take 10 (3d6) cold damage.
4. ***Telekinetic Ray.*** If the target is a creature that is Medium or smaller, it must succeed on a DC 12 Strength saving throw or be moved up to 30 feet directly away from the gazer. If the target is an object weighing 10 pounds or less that isn't being worn or carried, the gazer moves it up to 30 feet in any direction. The gazer can also exert fine control on objects with this ray, such as manipulating a simple tool or opening a container.

Appendix C: Tournament

The characters might join Xanathar's tournament to gain more information about the lair before staging their heist, or even as a means of entry to the lair for the actual heist.

Setting the Stage

When the tournament's full, Noska Ur'gray and his four thugs lead the characters to the Xanathar Guild Hideout and teleports them to area X22 in Xanathar's Lair. From here, the characters are taken to the holding cells in area X7, jeered by Xanathar Guild members as they move through the lair.

The characters are locked in a cell next to the tournaments other contestants (see 'The Teams' below), under the watchful eyes of three **bugbears**, while everyone waits for Xanathar to arrive. The characters can use this time to assess their potential opponents or perhaps even speak with them to learn more about Xanathar's Lair.

After about 30 minutes, Noska and his thugs come to fetch the teams. All combatants are walked into the middle of the arena (the chained Stomp & Stooge is dragged by the bugbears). Ahmaergo, who's standing in the southeast alcove, walks forward and declares that "The Great Xanathar has arrived. Bow yer heads, scum!" On cue, the invisible Xanathar creates its usual psychedelic light display (see area X18) and rumbles something in deep speech, which is followed by frantic cheering from the guild members in the stands, although noone seems to understand what's being said.

Noska Ur'gray then presents the teams to the roaring crowd, before having two of the teams escorted back to their cells. The two remaining teams are walked to opposite ends of the arena, ready for Xanathar's call to start the first round!

The Teams

Three teams of NPC combatants are ready to enter the tournament. Most of these combatants are drafted from the prisoners (or willing combatants, if you choose) in area X7:

The Bonegnashers. A male **half-ogre** named Groz, a **minotaur** named Umpok, and a female **orog** named Charworl. These three monstrous creatures fight brutally and ruthlessly, not caring if they leave their opponents dead in the sand.

Ahghairon's Few. Xia Shung (NG female Shou human **bard**), Claudio Benzreck (LN male Tethyrian human **noble**), and Arthright Grayfalcon (CN male Illuskan **swashbuckler**). The three Waterdavians make an effort to not kill their opponents, finishing off with non-lethal blows if possible.

Team Arena Fodder. A female **drow** named Raelyn Auvryndar, a female lightfoot halfling named **Samara Strongbones** and an **ettin** named 'Stomp & Stooge'. The wild ettin attacks the creature nearest to it (regardless of alliance), so Raelyn and Samara stay a good distance behind the giant, allowing it to soak up damage while they make ranged attacks from cover.

Battle in the Arena

You decide which teams fight in each round – while teams that aren't fighting have time for a short rest. If some (but not all) of the player characters are fighting in the arena, and the remaining characters have nothing to do, you can give sidelined players control of enemy combatants during the arena battle, so they don't become bored. If two teams of NPCs are fighting, you can either give your players control of some (or all) of the combatants if they're up for it, or simply describe how the battle wages for a few minutes before a team returns victorious – and the losers are thrown unconscious into a cell or left as bloody smears in the arena.

Snooping Around the Lair

Noska won't allow characters to snoop around freely, before, during, or after rounds in the arena. Characters can, however, try to overpower Noska and his retinue of thugs while traveling to or from the arena. Characters might also be able to overpower (or persuade with a DC 15 Persuasion check and a 10 gp bribe) the bugbears watching over the holding cells, to gain free access to the rest of the lair. If the characters are caught trying to skulk away, Xanathar Guild members attack them in an attempt to incapacitate and haul them off to face Xanathar in the audience chamber (area X18).

Characters in the Stands

If a character has been allowed to follow the other characters without joining the tournament (such as convincing Noska to let them go as the team's manager or sponsor), Noska assigns a single gazer to watch over the character and allows them to remain in the stands with the Xanathar Guild members. Here, a character can make wagers with the various bandits and goblins on who's going to win, and perhaps even learn more about Xanathar's Lair with good Charisma (Deception or Persuasion) checks.

A character in the stands can attempt to help its friends with subtle magic or stealthy ranged attacks (a sling, hand crossbow, or blowdart) to influence the combat in the arena. If this requires any movement or sound, however, the character must make a DC 15 Dexterity (Sleight of Hand) or Charisma (Deception) check, depending on what's appropriate. On a failure, the gazer spots the attempt and quickly hovers growling in front of the character, indicating they should stop. Likewise, if character attempts to leave the stands, the gazer uses its mimicry to shout: 'Stop! Stop! Forbidden! Stop!', drawing the attention of everyone nearby.

A character that tries to leave regardless, or who interferes in the battle in the arena, is attacked by the gazer and any Xanathar Guild members who've noticed. The bandits knock the character unconscious before carting them off to area X7.

Victory

Each player character on the winning team receive a stuffed Xanathar doll with a pocket in its mouth that holds a 100 gp gemstone, and an onyx trophy carved to look like a smiling beholder being caressed by hands (worth 25 gp).

After receiving this prize, the characters are hauled off by Noska Ur'gray, Ahmaergo and the invisibly floating Xanathar towards the audience chamber (area X18), where they are joined by Nar'l Xibrindas and his grell bodyguard. Here, Xanathar, still invisible, speaks in rumbling undercommon to Nar'l, who translates for the party in a sibilant voice: "The Mighty Xanathar is pleased by your performance and requires your services." What Xanathar demands of the party is up to you and the state of your campaign. Perhaps Xanathar wants them to find the Stone of Golorr, to find one of the keys, if Xanathar possesses the stone already, or to eliminate a poweful Zhentarim, like Davil Starsong, Skeemo Weirdbottle or Urstul Floxin. If the party acquiesces (truthfully or with a DC 15 Charisma (Deception) check), Xanathar has Noska escort them back to the portal and teleported back into the sewers proper, with instructions to seek out the dwarf enforcer when the task is completed.

Defeat

If all characters are rendered unconscious and defeated, the Xanathar Guild members unceremoniously dumps them in the sewers underneath the Castle Ward (relieved of obvious valuables), where they must make their own way back to the streets of Waterdeep, reeking of sewage and bitter defeat.
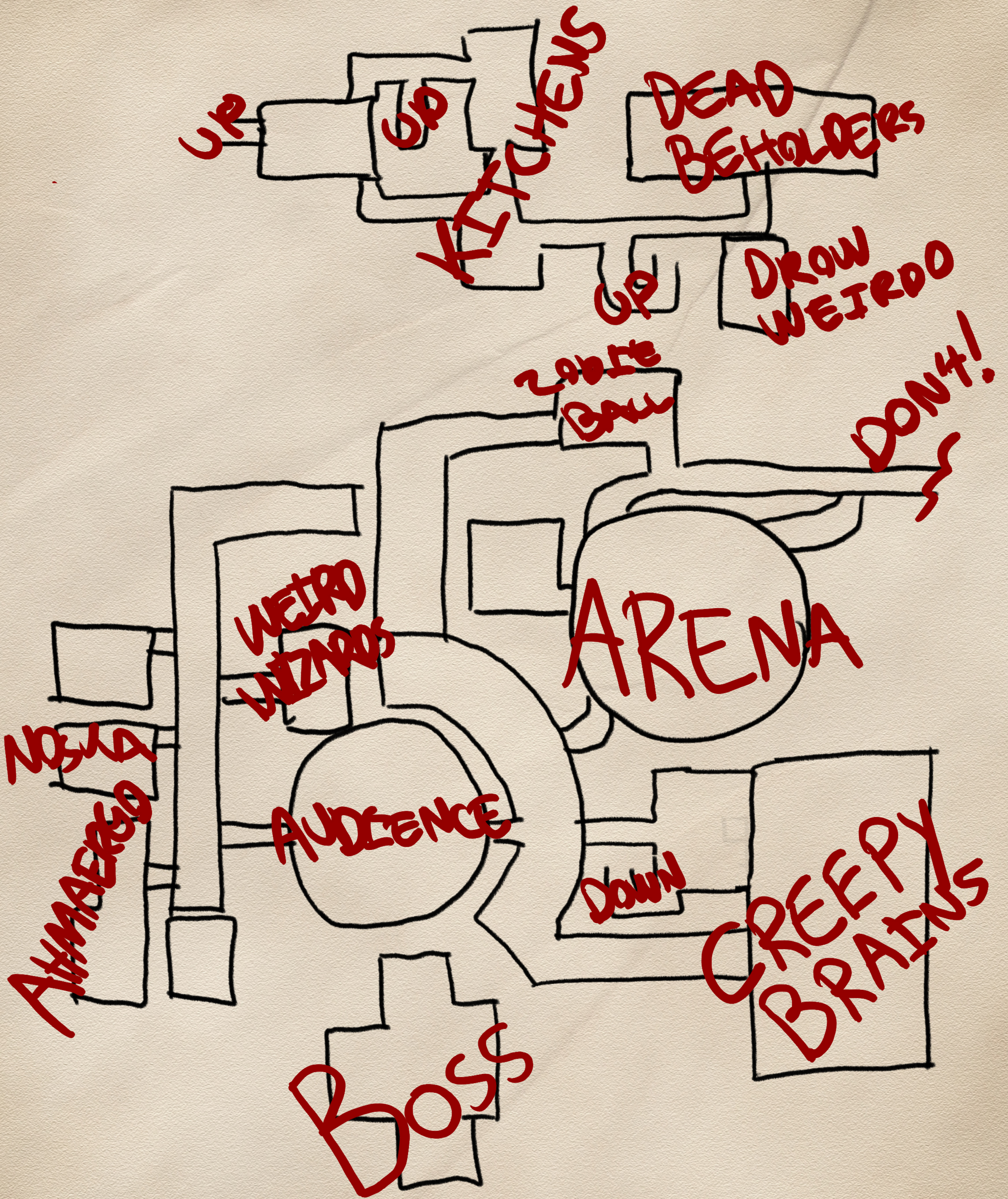
A Valeur RPG DM's Resource

This document was made with GM Binder.

We hope you have fun staging a heist on Xanathar's Lair. If there's anything missing, let us know at Valeur RPG. Also, don't forget to leave a comment and a review, if you liked it!

A big thank you to everyone who purchased this product on the DM's Guild. You are helping adventures become real and dreams come true. Our other work for Waterdeep: Dragon Heist includes: