

An illustration of three fantasy characters in a dark, cave-like setting. In the center is a tall, blue-skinned, bearded creature with a white robe and a black vest, holding a small orange object. To the left is a smaller, grey-skinned, pointed-eared creature in a red suit, also holding the same orange object. To the right is a large, purple, reptilian creature with a long snout and a gold ring. The background is filled with dark, jagged rock formations and numerous white spider webs, some with small black spiders. The title 'ADVENTURE SIDEKICKS' is written in large, bold, white letters with a black outline, and 'OUT OF THE ABYSS' is written in smaller, bold, white letters with a black outline below it.

ADVENTURE SIDEKICKS

OUT OF THE ABYSS



INTRODUCTION

Do you want to run or play *Out of the Abyss* but you only have two or three people in your gaming group? Do you want an easy way to track and level up NPCs and beasts that join the adventure? Do you want to reintroduce allies later in your Underdark campaign but aren't sure how to scale their power level? If you answered yes to any of these, then this supplement is for you.

ADVENTURE SIDEKICKS

"Adventure Sidekicks: Out of the Abyss" is the ninth in an ongoing series that supplies sidekicks based on the major NPCs and potential allies of each of the *DUNGEONS & DRAGONS* adventure hardcovers. On your adventure, the DM might reveal that you've befriended an NPC or other creature that then joins your party as a sidekick. It's up to you and the DM to decide who controls the sidekick in play.

SIDEKICK STAT BLOCKS

A sidekick's game statistics are presented in a box called a stat block, which is essentially a miniature character sheet. A stat block contains things like ability scores and hit points, as well as the actions a sidekick is most likely to take in combat. Like any character, a sidekick can use the action options in the combat rules. If you and the DM agree, you may enhance your sidekick with appropriate racial traits.

For more information on stat blocks, see the introduction of the *Monster Manual*.

SIDEKICK LEVEL

Your DM will inform you at which level your sidekick starts, usually equal to the average level of the party. As the heroes and their sidekick adventure together, the sidekick gains experience points and reaches new levels the same way a player character does, using the rules found in the *Player's Handbook*.

When a sidekick gains a level, look at the sidekick's progression table, and consult the new level's row, which shows the sidekick's new hit point maximum and features.

If the DM starts a sidekick at a level higher than 1st, use the hit point maximum for its level on the appropriate table on the pages that follow. Also, give the sidekick the features for its current level and any earlier levels on that table.

SIZE

Some sidekicks start as an adolescent version of the creature the sidekick was based on. To reflect this, these sidekicks start as one size and then, at some point in their progression table, grow enough to increase in size.

When size increases, the type of Hit Dice changes. Depending on the sidekick, other benefits may also come with a change in size.

PROFICIENCIES

A sidekick is proficient with any armor, weapons, and tools included in its stat block.

TEMPLATES AND INDIVIDUALS

Out of the Abyss is particularly well suited to sidekicks, from the ten other prisoners in Velkynvelve to numerous other memorable NPCs ready to assist the party. Rather than selecting a small number of these NPCs to present as sidekicks and leaving others out, presented here are sidekick templates with individual variants.

Much like character classes and subclasses, these sidekicks have some openings in their features for individual variations. If you include one of these sidekicks (Underdark mage, Underdark priest, Underdark scoundrel, or Underdark soldier), select one of the individuals listed after it as well. The sidekick gains the features listed for that individual. Additionally, some individuals note alterations to movement rates or languages in their stat blocks that override the sidekick templates entries.

For example, Ront, Prince Derendil, and Sarith are all Underdark soldiers and use that stat block. They also have features at 1st, 6th, and 11th levels that are unique. This gives each sidekick some variation while still using the Underdark soldier sidekick template.

After all, if you are going to escape Velkynvelve and brave the wilds of the Underdark, no one should be left behind. Well, maybe Buppido. Not sure you should trust him.

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GLABBAGOOOL

Glabbagool (they/them) is a gelatinous cube given sentience by Juiblex. However, rather than being twisted to evil by the Demon Lord's touch, Glabbagool is naïve and confused by their newly gained intelligence.

When encountered in the Ooze Temple section of chapter 2, Glabbagool can be befriended and brought along as an unusual companion. Glabbagool is one of the more complex sidekicks, but for campaigns ready to embrace the weirdness of the Underdark, they can be an entertaining and unique companion.

Personality. I always want to help, even when I don't understand what I am helping with.

Ideal. I think, therefore I am. At least, I think so.

Bond. I will rise up to lead a nation of oozes...if only I could get them to listen to me.

Flaw. I like to keep skeletons in me so that I look like I am walking and talking also. I don't know why my friends scream when they see that. I thought they had skeletons inside of them too.

GLABBAGOOOL

1st Level Medium ooze

Armor Class 10

Hit Points 15 (2d8 + 6)

Speed 20 ft.

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

Skills Arcana +3, Athletics +4, Persuasion +4

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, prone

Languages telepathy 60 ft., understands Common and Undercommon but can't speak them

Senses blindsight 60 ft., darkvision 60 ft., passive Perception 10

Carrying Capacity. Glabbagool is able to engulf items; however, any engulfed nonmagical item suffers 3 (1d6) acid damage at the start of each of Glabbagool's turns.

Transparent. If Glabbagool has neither moved nor attacked, they can only be perceived with a successful DC 15 Wisdom (Perception) check.

Actions

Pseudopod. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 9 (2d6 + 2) acid damage.

Engulf. Whenever Glabbagool enters a Medium or smaller creature's space, the creature must make a DC 12 Dexterity saving throw. On a success, the creature is pushed 5 feet back or to the side of Glabbagool. This applies to allies as well, meaning that Glabbagool cannot pass through an ally's space without causing this effect.

On a failure, Glabbagool enters the creature's space, and the creature takes 3 (1d6) acid damage and is engulfed. The engulfed creature can't breathe, is restrained, and takes 7 (2d6) acid damage at the start of each of Glabbagool's turns. When Glabbagool moves, the creature moves with them. The engulfed creature can escape, as an action, by making a successful DC 12 Strength check.

Glabbagool can only engulf one Medium creature or two Small creatures at a time and can use their action to expel an engulfed creature.



GLABBAGOO! BEYOND 1ST LEVEL

Level	Hit Points	New Features
2nd	22 (3d8 + 9)	Spellcasting. Glabbagool's spellcasting modifier is Charisma (spell save DC 12, +4 to hit with spell attacks). They replace verbal components with wet, squishy sounds or with telepathic words, and somatic components with their pseudopod arm. Glabbagool learns the <i>blade ward</i> cantrip. They also gain two 1st-level spell slots and learn the following 1st-level spells: <i>dissonant whispers</i> and <i>healing word</i> .
3rd	30 (4d8 + 12)	Song of Rest. Glabbagool can perform a telepathic song while taking a short rest. Any ally within 60 feet hears the song in their mind and regains an extra 1d6 hit points if it spends any Hit Dice to regain hit points at the end of that rest. Glabbagool can confer this benefit on themself as well.
4th	37 (5d8 + 15)	Ability Score Increase. Glabbagool's Strength score increases by 2. This raises the Strength modifier, Athletics bonus, and attack and damage bonuses by 1. Bardic Inspiration. As a bonus action, Glabbagool can give one chosen creature (other than themself) a d6 inspiration die. The chosen creature must be within 60 feet of Glabbagool. Once within the next 10 minutes, the creature can roll the die and add the number rolled to one ability check, attack roll, or saving throw it makes. The creature can use the inspiration die after the roll is made but before the DM says whether it succeeds or fails. Once the inspiration die is rolled, it is lost. A creature can have only one inspiration die at a time. Glabbagool can use this feature a number of times equal to their Charisma modifier, regaining expended uses after they finish a long rest.
5th	45 (6d8 + 18)	Proficiency Bonus. Glabbagool's proficiency bonus increases by 1. This raises the skill bonuses, DCs of their Engulf feature, spell save DC, and weapon and spell attack bonuses by 1.
6th	52 (7d8 + 21)	Spellcasting. Glabbagool gains one 1st-level spell slot and two 2nd-level spell slots. Glabbagool also learns the <i>vicious mockery</i> cantrip and the 1st-level <i>charm person</i> and 2nd-level <i>silence</i> spells.

GLABBAGOO!

7th Level Large ooze

Armor Class 10

Hit Points 68 (8d10 + 24)

Speed 25 ft.

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

Skills Arcana +4, Athletics +6, Persuasion +5

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, prone

Senses blindsight 60 ft., darkvision 60 ft., passive Perception 10

Languages telepathy 60 ft., understands Common and Undercommon but can't speak them

Bardic Inspiration (2/Day). As a bonus action, Glabbagool can give one chosen creature (other than themself) a d6 inspiration die. The chosen creature must be within 60 feet of Glabbagool. Once within the next 10 minutes, the creature can roll the die and add the number rolled to one ability check, attack roll, or saving throw it makes. The creature can use the inspiration die after the roll is made but before the DM says whether it succeeds or fails. Once the inspiration die is rolled, it is lost.

Song of Rest. Glabbagool can perform a telepathic song while taking a short rest. Any ally within 60 feet hears the song in their mind and regains an extra 1d6 hit points if it spends any Hit Dice to regain hit points at the end of that rest. Glabbagool can confer this benefit on themself.

Spellcasting. Glabbagool's spellcasting ability is Charisma (spell save DC 13, +5 to hit with spell attacks). Glabbagool has the following spells prepared:

Cantrip (at will): *blade ward*, *vicious mockery*

1st level (3 slots): *charm person*, *dissonant whispers*, *healing word*

2nd level (2 slots): *silence*

Transparent. If Glabbagool has neither moved nor attacked they can only be perceived with a successful DC 15 Wisdom (Perception) check

Actions

Pseudopod. *Melee Weapon Attack:* +6 to hit, reach 10 ft., one target. *Hit:* 10 (2d6 + 3) acid damage.

Engulf. Whenever Glabbagool enters a Large or smaller creature's space, the creature must make a DC 13 Dexterity saving throw. On a success, the creature is pushed 5 feet back or to the side of Glabbagool. This applies to allies as well, meaning that Glabbagool cannot pass through an ally's space without causing this effect.

On a failure, Glabbagool enters the creature's space, and the creature takes 7 (2d6) acid damage and is engulfed. The engulfed creature can't breathe, is restrained and takes 10 (3d6) acid damage at the start of each of Glabbagool's turns. When Glabbagool moves the creature moves with them. The engulfed creature can escape, as an action, by making a successful DC 13 Strength check.

Glabbagool can only engulf one Large creature or four Medium or smaller creatures at a time and can use their action to expel an engulfed creature.

GLABBAGOO! BEYOND 7TH LEVEL

Level	Hit Points	New Features
8th	76 (9d10 + 27)	Ability Score Increase. Glabbagool's Charisma score increases by 2. This raises the Charisma modifier, Persuasion bonus, spell attack bonus, and spell save DC by 1. Bardic Inspiration. Glabbagool's inspiration die is now a d8.
9th	85 (10d10 + 30)	Spellcasting. Glabbagool gains one 2nd-level spell slot and one 3rd-level spell slot. They learn the 1st-level <i>faerie fire</i>, 2nd-level <i>detect thoughts</i>, and 3rd-level <i>dispel magic</i> spells. Proficiency Bonus. Glabbagool's proficiency bonus increases by 1. This raises the skill bonuses, DCs of their Engulf feature, spell save DC, and weapon and spell attack bonuses by 1.
10th	93 (11d10 + 33)	Glabbagool's Pocket. Glabbagool is able to create a pocket of non-acidic space inside their body where they can safely carry nonmagical items. There is still no air in this space, so Glabbagool would be unable to carry a breathing creature for very long and could only carry a Small or Tiny creature this way. Glabbagool can choose to absorb or expel the items without causing them to suffer acid damage. However, if someone tries to remove or place items without Glabbagool's consent, they receive acid damage equivalent to a pseudopod attack. This pocket can be used to store components or a component pouch for any spells that Glabbagool may learn later.
11th	102 (12d10 + 36)	Spellcasting. Glabbagool gains one more 3rd-level spell slot and one 4th-level spell slot. They also learn the 2nd-level <i>knock</i>, 3rd-level <i>hypnotic pattern</i>, and 4th-level <i>confusion</i> spells.
12th	110 (13d10 + 39)	Ability Score Increase. Glabbagool's Charisma score increases by 2. This raises the Charisma modifier, spell attack bonus, spell save DC, and Persuasion bonus by 1.
13th	119 (14d10 + 42)	Healing Chrysalis. While taking a short rest, Glabbagool can engulf one Large or smaller willing creature into a protective, healing cocoon. When it finishes the short rest, the creature receives the benefits of the <i>heal</i> and <i>greater restoration</i> spells. Glabbagool regains the use of this ability after a long rest.
14th	127 (15d10 + 45)	Proficiency Bonus. Glabbagool's proficiency bonus increases by 1. This raises the skill bonuses, DCs of their Engulf feature, spell save DC, and weapon and spell attack bonuses by 1.
15th	136 (16d10 + 48)	Spellcasting. Glabbagool gains one 5th-level spell slot and learns the <i>Bigby's hand</i> spell.



HOOK HORROR

The characters have the opportunity to gain one or more hook horror eggs in chapter 2 during the “Hook Horror Hunt” encounter. Simplified rules are presented in that chapter on infant to juvenile hook horrors, but those are designed around reverse engineering a monster rather than progressing alongside a character.

Presented here is a sidekick version more in line with being a suitably powered sidekick to a character they imprint onto.

1d4 Personality Trait

- 1 I am always hungry and constantly beg others for food.
- 2 I am fiercely protective of my new family and anyone who threatens them doesn't live long.
- 3 Whether it is food or a threat, I sense something out there. Let's go find it.
- 4 What do you have in there? What's that? What does that taste like? What's in this bag?

HOOK HORROR

1st-level Medium monstrosity

Armor Class 13 (natural armor)

Hit Points 13 (2d8 + 4)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	10 (+0)	14 (+2)	6 (-2)	13 (+1)	8 (-1)

Saving Throws Con +4

Skills Athletics +5, Perception +3, Survival +3

Senses blindsight 10 ft., darkvision 60 ft., passive Perception 13

Languages Hook Horror, understands Common but cannot speak it

Echolocation. The hook horror cannot use its blindsight while deafened.

Actions

Hook. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage.

HOOK HORRORS BEYOND 1ST LEVEL

Level	Hit Points	New Features
2nd	19 (3d8 + 6)	Improved Hearing. The hook horror's blindsight range increases to 30 feet, and the hook horror has advantage on Wisdom (Perception) checks that rely on hearing.
3rd	26 (4d8 + 8)	Tough Hide. The hook horror's Armor Class increases to 15.
4th	32 (5d8 + 10)	Ability Score Increase. The hook horror's Strength score increases by 2. This raises the Strength modifier, Athletics bonus, and attack and damage bonuses by 1.
5th	45 (6d10 + 12)	Growth Spurt. The hook horror grows to Large in size. Its Hit Dice are d10s, the reach of its attacks increase to 10 feet, and its hook attack deals 11 (2d6 + 4) piercing damage. Proficiency Bonus. The hook horror's proficiency bonus increases by 1. This raises the saving throw bonus, skill bonuses, passive Perception, and attack bonus by 1.
6th	52 (7d10 + 14)	Extra Attack. The hook horror can attack twice, instead of once, whenever it takes the Attack action on its turn.



HOOK HORROR

7th-level Large monstrosity

Armor Class 15 (natural armor)

Hit Points 60 (8d10 + 16)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	10 (+0)	14 (+2)	6 (-2)	13 (+1)	8 (-1)

Saving Throws Con +5

Skills Athletics +7, Perception +4, Survival +4

Senses blindsight 60 ft., darkvision 120 ft., passive Perception 14

Languages Hook Horror, understands Common but can't speak it

Echolocation. The hook horror cannot use its blindsight while deafened.

Improved Hearing. The hook horror has advantage on Wisdom (Perception) checks that rely on hearing.

Actions

Extra Attack. The hook horror can attack twice, instead of once, whenever it takes the Attack action on its turn.

Hook. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 11 (2d6 + 4) piercing damage.



HOOK HORRORS BEYOND 7TH LEVEL

Level	Hit Points	New Features
8th	76 (9d10 + 27)	Ability Score Increase. The hook horror's Constitution score increases by 2. This raises the Constitution modifier and saving throw bonus by 1.
9th	85 (10d10 + 30)	Proficiency Bonus. The hook horror's proficiency bonus increases by 1. This raises the saving throw bonus, skill bonuses, passive Perception, and attack bonus by 1.
10th	93 (11d10 + 33)	Loyal Protector. As a reaction, the hook horror can impose disadvantage on one weapon attack against an ally within 5 feet.
11th	102 (12d10 + 36)	Hook Horror Hug. The hook horror can attempt to grapple a creature as part of a hook melee attack. Tough Hide. The hook horror's Armor Class increases to 17.
12th	110 (13d10 + 39)	Ability Score Increase. The hook horror's Strength score increases by 2. This raises the Strength modifier, Athletics bonus, and attack and damage bonuses by 1.
13th	119 (14d10 + 42)	Rend. As an action, the hook horror can rend a creature it has grappled by making a hook attack with advantage against the creature. If it hits, the attack is a critical hit.
14th	127 (15d10 + 45)	Proficiency Bonus. The hook horror's proficiency bonus increases by 1. This raises the saving throw bonus, skill bonuses, passive Perception, and attack bonus by 1.
15th	136 (16d10 + 48)	Rending Critical. Critical hits with the hook horror's hook attacks deal maximum damage. Tough Hide. The hook horror's Armor Class increases to 19.

TOPSY AND TURVY

Topsy and Turvy Topsy (she/her) and Turvy (he/him) are a young pair of deep gnome twins from Blingdenstone, where they used to make a living foraging and selling food and medicinal plants and fungi.

They have recently been infected with wererat lycanthropy. They aren't in control of their shapeshifting yet and are terrified of others finding out. During their imprisonment by the drow, they have lost count of the days since the last full moon, a threat that is now constantly looming over their heads. This sidekick can also be used for a different deep gnome wererat when encountering Blingdenstone.

Personality. Topsy: "First we should get a nice, hot meal going..."

Turvy: "...so we can worry about our other problems on a full stomach."

Ideal. Topsy: "People should be free to be what—who they are without fear of persecution."

Turvy: "People shouldn't poke their noses in what doesn't concern them."

Bond. Topsy: "My brother."

Turvy: "My sister."

Flaw. Topsy: "My brother thinks I'm too chatty and social towards strangers."

Turvy: "I make wry comments to myself. Of course, Topsy always makes sure others hear them too."

YOU CAN'T SAY TOPSY WITHOUT TURVY

Topsy and Turvy are advanced sidekicks, with abilities that are a little bit more involved than those of an average expert or warrior.

This can be a benefit or a drawback, depending on your preferences, so take this into consideration when deciding if they are a good fit for your game. It is advisable to use both or neither of the twins as sidekicks because some of their abilities depend on each other.

If you want to use only one of them, remove the Sibling Preoccupation feature and allow the Rat Pack Tactics and Twin Trip Trick to be used with any ally once between short rests.

PROFICIENCIES

In addition to the armor, weapons, and tools included in their stat block, the wererat is proficient with simple weapons, rapiers, shortswords, light armor, and cook's utensils.

DEEP GNOME WERERAT

1st-level Small humanoid (gnome, shapeshifter)

Armor Class 13 (leather armor)

Hit Points 9 (2d6 + 2)

Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	15 (+2)	12 (+1)	13 (+1)	14 (+2)	10 (+0)

Saving Throws Dex +4

Skills Acrobatics +4, Medicine +4, Perception +4, Stealth +4, Survival +4

Senses darkvision 120 ft., passive Perception 14

Languages Common, Gnomish, Undercommon

Shapechanger. The wererat can use an action to polymorph into a rat-humanoid hybrid (Small) or into a rat (Tiny), or back into their true form. Their statistics, other than their size, are the same in each form. Any equipment they are wearing or carrying isn't transformed. They revert to their true form if they die.

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

Keen Smell. The wererat has advantage on Wisdom (Perception) checks that rely on smell.

Novice Lycanthrope. The wererat doesn't fully control their wererat abilities yet. They automatically change into their rat form during a full moon. When they take damage, they must succeed on a DC 12 Constitution saving throw or change into their hybrid form.

Sibling Preoccupation (Topsy and Turvy Only). Topsy and Turvy are always preoccupied with the other's safety. They have disadvantage on attack rolls and saving throws if they can neither see nor hear the other.

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

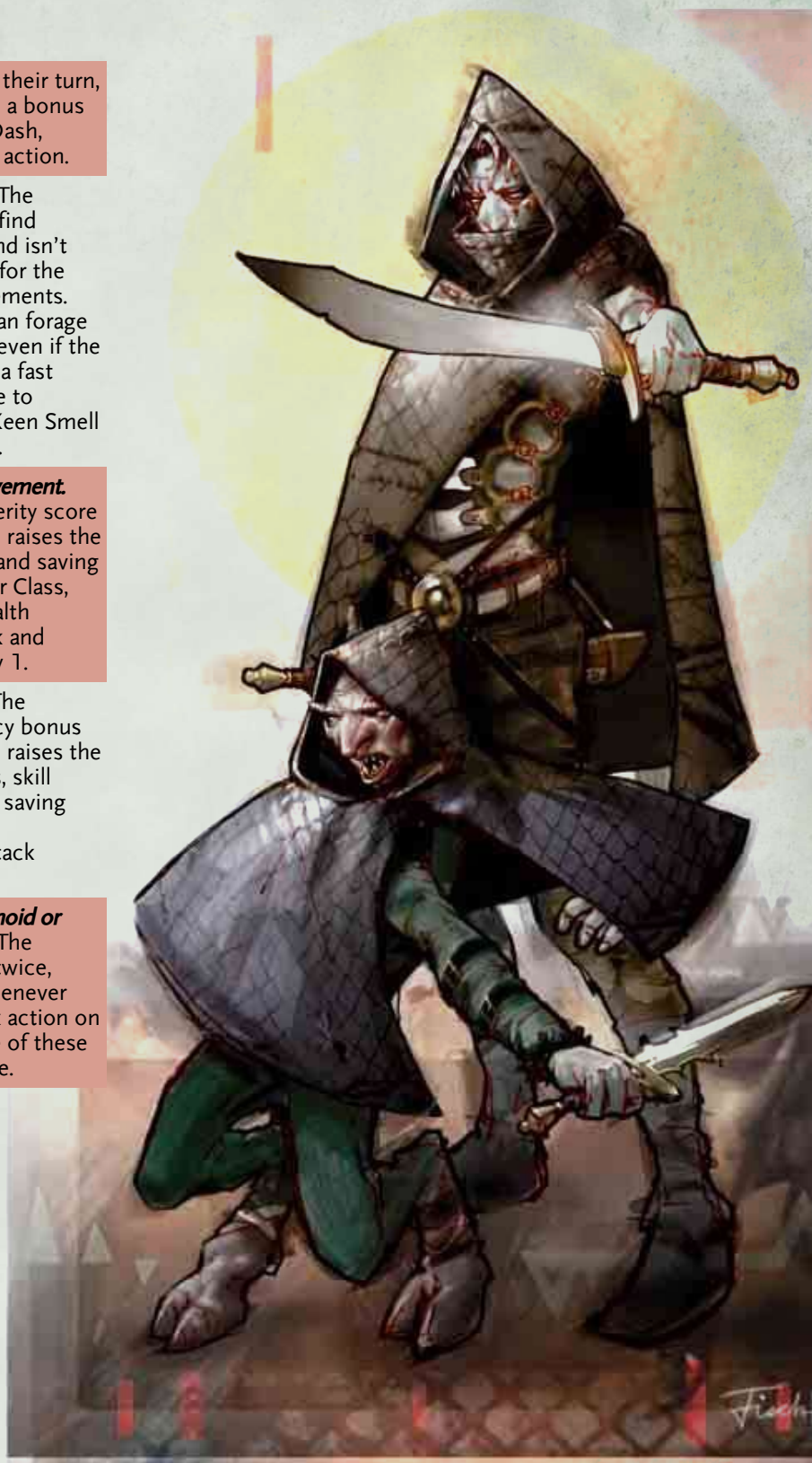
Actions

Dagger (Humanoid or Hybrid Form Only). *Melee or Ranged Weapon Attack:* +4 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 4 (1d4 + 2) piercing damage.

Bite (Rat or Hybrid Form Only). *Melee Weapon Attack:* +4 to hit, reach 5 ft. (hybrid form) or 0 ft. (rat form), one target. *Hit:* 4 (1d4 + 2) piercing damage (hybrid form) or 3 piercing damage (rat form). If the target is a humanoid, it must succeed on a DC 11 Constitution saving throw or be cursed with wererat lycanthropy.

DEEP GNOME WERERATS BEYOND 1ST LEVEL

Level	Hit Points	New Features
2nd	13 (3d6 + 3)	Cunning Action. On their turn, the wererat can use a bonus action to take the Dash, Disengage, or Hide action.
3rd	18 (4d6 + 4)	Improved Foraging. The wererat can always find something to eat and isn't taken into account for the party's food requirements. Additionally, they can forage for food and water even if the party is traveling at a fast pace, but are unable to benefit from their Keen Smell trait while doing so.
4th	22 (5d6 + 5)	Ability Score Improvement. The wererat's Dexterity score increases by 2. This raises the Dexterity modifier and saving throw bonus, Armor Class, Acrobatics and Stealth bonuses, and attack and damage bonuses by 1.
5th	27 (6d6 + 6)	Proficiency Bonus. The wererat's proficiency bonus increases by 1. This raises the saving throw bonus, skill bonuses, DC of the saving throw to resist its lycanthropy, and attack bonuses by 1.
6th	31 (7d6 + 7)	Extra Attack (Humanoid or Hybrid Form Only). The wererat can attack twice, instead of once, whenever they take the attack action on their turn. Only one of these attacks can be a bite.



DEEP GNOME WERERAT

7th-level Small humanoid (gnome, shapeshifter)

Armor Class 14 (leather armor)

Hit Points 36 (8d6 + 8)

Speed 25 ft.

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

Saving Throws Dex +6

Skills Acrobatics +6, Medicine +5, Perception +5, Stealth +6, Survival +5

Senses darkvision 120 ft., passive Perception 15

Languages Common, Gnomish, Undercommon

Shapechanger. The wererat can use an action to polymorph into a rat-humanoid hybrid (Small) or into a rat (Tiny), or back into their true form. Their statistics, other than their size, are the same in each form. Any equipment they are wearing or carrying isn't transformed. They revert to their true form if they die.

Cunning Action. On their turn, the wererat can use a bonus action to take the Dash, Disengage or Hide action.

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

Improved Foraging. The wererat can always find something to eat and isn't taken into account for the party's food requirements. Additionally, they can forage for food and water even if the party is traveling at a fast pace, but are unable to benefit from their Keen Smell trait when doing so.

Keen Smell. The wererat has advantage on Wisdom (Perception) checks that rely on smell.

Novice Lycanthrope. The wererat doesn't fully control their wererat abilities yet. They automatically change into their rat form during a full moon. When they take damage, they must succeed on a DC 12 Constitution saving throw or change into their hybrid form.

Rat Pack Tactics. The wererat has advantage on attack rolls against a creature if their twin is within 5 feet of the creature and the twin isn't incapacitated.

Sibling Preoccupation (Topsy and Turvy Only). Topsy and Turvy are always preoccupied with the other's safety. They have disadvantage on attack rolls and saving throws if they can neither see nor hear the other.

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

Tools. The wererat has cook's utensils.

Actions

Extra Attack (Humanoid or Hybrid Form Only). The wererat can attack twice, instead of once, whenever they take the attack action on their turn. Only one of these attacks can be a bite.

Dagger (Humanoid or Hybrid Form Only). *Melee or Ranged Weapon Attack:* +6 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 5 (1d4 + 3) piercing damage.

Bite (Rat or Hybrid Form Only). *Melee Weapon Attack:* +6 to hit, reach 5 ft. (hybrid form) or 0 ft. (rat form), one target. *Hit:* 5 (1d4 + 3) piercing damage (hybrid form) or 4 piercing damage (rat form). If the target is a humanoid, it must succeed on a DC 12 Constitution saving throw or be cursed with wererat lycanthrope.



DEEP GNOME WERERATS BEYOND 7TH LEVEL

Level	Hit Points	New Features
8th	40 (9d6 + 9)	Ability Score Improvement. The wererat's Wisdom score increases by 2. This raises the Wisdom modifier, Medicine and Perception bonuses, and passive Perception by 1.
9th	45 (10d6 + 10)	Advanced Lycanthrope. The wererat learns to control their wererat nature and is no longer subject to involuntary shapeshifting through the influence of the moon or taking damage.
10th	49 (11d6 + 11)	Lycanthropic Resistances. The wererat gains resistance to bludgeoning, piercing, and slashing damage from nonmagical weapons that aren't silvered.
11th	54 (12d6 + 12)	Crawling Distraction (Rat Form Only). As an action, the wererat can climb the body of a Small, Medium or Large creature within reach, imposing disadvantage on attack rolls and saving throws until the end of their next turn. The target can remove the wererat with a successful opposed Dexterity (Acrobatics) check.
12th	58 (13d6 + 13)	Ability Score Improvement. The wererat's Dexterity score increases by 2. This raises the Dexterity modifier and saving throw bonus, Armor Class, Acrobatics and Stealth bonuses, and the attack and damage bonuses by 1s.
13th	63 (14d6 + 14)	Proficiency Bonus. The wererat's proficiency bonus increases by 1. This raises the saving throw bonus, skill bonuses, DC of the saving throw to resist its lycanthropy, and attack bonuses by 1.
14th	67 (15d6 + 15)	Twin Trip Trick. As a reaction, when the wererat's twin attacks a creature within 5 feet of them, they can make a Dexterity (Acrobatics) check opposed by the target's Strength (Athletics) or Dexterity (Acrobatics) check to knock the target prone.
15th	72 (16d6 + 16)	Lycanthropic Immunities. The wererat gains immunity to bludgeoning, piercing, and slashing damage from nonmagical weapons that aren't silvered.



UNDERDARK MAGE

Underdark mages are a variation of the spellcaster sidekick that offers more variety and specialization. Their spellcasting follows the same progression but offers some additional unique abilities and variation in spell choice.

UNDERDARK MAGE

1st-level Small or Medium humanoid

Armor Class 11
Hit Points 9 (2d8)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	12 (+1)	10 (+0)	15 (+2)	14 (+2)	13 (+1)

Saving Throws Wis +4
Skills Arcana +4, Investigation +4
Senses darkvision 120 ft., passive Perception 12
Languages Common, plus one extra language

Individual Feature. The Underdark mage has an additional feature based on their specific identity.

Spellcasting. The Underdark mage's spellcasting ability is Intelligence (spell save DC 12, +4 to hit with spell attacks). The Underdark mage has following spells prepared:

Cantrip (at will): *acid splash*

1st level (2 slots): *magic missile*

Actions

Quarterstaff. *Melee Weapon Attack:* +2 to hit, reach 5 ft., one target. *Hit:* 3 (1d6) bludgeoning damage, or 4 (1d8) bludgeoning damage if used with two hands.



UNDERDARK MAGES BEYOND 1ST LEVEL

Level	Hit Points	New Features
2nd	13 (3d8)	Spellcasting. The Underdark mage learns the 1st-level <i>mage armor</i> spell.
3rd	18 (4d8)	Spellcasting. The Underdark mage gains one 1st-level spell slot. The Underdark mage also learns the 1st-level <i>sleep</i> spell.
4th	22 (5d8)	Ability Score Improvement. The Underdark mage's Intelligence score increases by 2. This raises the Intelligence modifier, spell save DC, spell attack bonus, and Arcana and Investigation bonuses by 1. The History or Religion bonus also increases by 1 (if applicable). Spellcasting. The Underdark mage learns the <i>mage hand</i> cantrip.
5th	27 (6d8)	Proficiency Bonus. The Underdark mage's proficiency bonus increases by 1. This raises the saving throw bonus, skill bonuses, and weapon and spell attack bonuses by 1. Spellcasting. The Underdark mage gains one 1st-level spell slot and two 2nd-level spell slots. The Underdark mage also learns the 2nd-level <i>invisibility</i> spell.
6th	31 (7d8)	Individual Feature. The Underdark mage gains an additional feature based on their specific identity.

UNDERDARK MAGE

7th level Small or Medium humanoid

Armor Class 11 (14 with *mage armor*)

Hit Points 36 (8d8)

Speed 30 ft.

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

Saving Throws Wis +5

Skills Arcana +6, Investigation +6

Senses darkvision 120 ft., passive Perception 12

Languages Common, plus one extra language

Individual Features. The Underdark mage has additional features based on their specific identity.

Spellcasting. The Underdark mage's spellcasting ability is Intelligence (spell save DC 14, +6 to hit with spell attacks). The Underdark mage has following spells prepared:

Cantrip (at will): *acid splash*, *mage hand*

1st level (4 slots): *magic missile*, *mage armor*, *sleep*

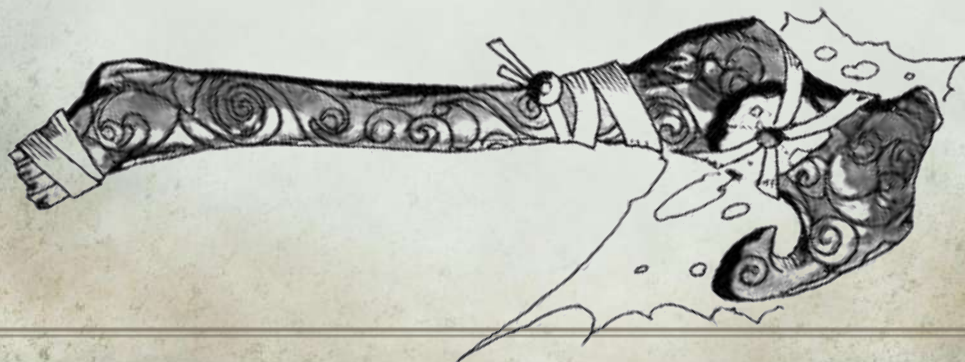
2nd level (3 slots): *invisibility*, *phantasmal force*

Actions

Quarterstaff. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 3 (1d6) bludgeoning damage, or 4 (1d8) bludgeoning damage if used with two hands.

UNDERDARK MAGES BEYOND 7TH LEVEL

Level	Hit Points	New Features
8th	40 (9d8)	Ability Score Improvement. The Underdark mage's Wisdom score increases by 2. This raises the Wisdom modifier and saving throw bonus and passive Perception by 1. The Survival bonus also increases by 1 (if applicable).
9th	55 (10d8)	Proficiency Bonus. The Underdark mage's proficiency bonus increases by 1. This raises the saving throw bonus, skill bonuses, and spell and weapon attacks by 1. Spellcasting. The Underdark mage gains two 3rd-level spell slots. The Underdark mage also learns the 3rd-level <i>dispel magic</i> spell.
10th	59 (11d8)	Spellcasting. The Underdark mage learns the <i>shocking grasp</i> cantrip.
11th	64 (12d8)	Individual Feature. The Underdark mage gains an additional feature based on their specific identity. Spellcasting. The Underdark mage gains one 3rd-level spell slot. The Underdark priest also learns the 3rd-level <i>lightning bolt</i> spell.
12th	68 (13d8)	Ability Score Improvement. The Underdark mage's Intelligence score increases by 2. This raises the Intelligence modifier, spell save DC, spell attack bonus, and the Arcana and Investigation bonuses. The History or Religion bonus also increases by 1 (if applicable).
13th	73 (14d8)	Proficiency Bonus. The Underdark mage's proficiency bonus increases by 1. This raises the saving throw bonus, skill bonuses, and spell and weapon attack bonuses by 1. Spellcasting. The Underdark mage gains one 4th-level spell slot. The Underdark mage also learns the 4th-level <i>stone shape</i> spell.
14th	77 (15d8)	Harness Faerzress. The Underdark mage can harness the power of faerzress that permeates the Underdark to increase the potency of their spells. As a bonus action, they empower their next spell so that all targets have disadvantage on the saving throw. The Underdark mage regains the use of this feature after it finishes a short or long rest.
15th	82 (16d8)	Spellcasting. The Underdark mage gains one 4th-level spell slot. The Underdark mage also learns the 4th-level <i>Evard's black tentacles</i> spell.



BLINGDENSTONE STONEHEART

Deep Gnome Underdark Mage

The party can meet members of the Stoneheart Enclave in Blingdenstone in chapter 6. Their leader, Yantha Coaxrock, can make for a reliable and powerful sidekick. Although not normally encountered until Mantol-Derith, DMs can easily include her much earlier.

Note: The Blingdenstone Stoneheart is an Underdark mage focused on earth elemental magic. Their asterisked spells are from the free *Elemental Evil Player's Companion*. If you are unable to use that book, replace those spells with other ones of your choice of the same level.

Personality. I don't like wasting time. If there's no work to be done, I'm probably studying new spells.

Ideal. Practice makes perfect.

Bond. I carry my most valuable gem in a pouch around my neck. It took me months to polish it to perfection.

Flaw. Why should I be friendly to new people? I'm just fine talking with the people I already know.

Speed 25 ft.

Additional Language Gnomish

BLINGDENSTONE STONEHEART FEATURES

Level Features

1st **Gnome Cunning.** The Blingdenstone stoneheart has advantage on Intelligence, Wisdom, and Charisma saving throws against magic.

Innate Spellcasting. The Blingdenstone stoneheart's innate spellcasting ability is Intelligence (spell save DC 12). They can innately cast the following spells, requiring no material components:

At will: *nondetection* (self only)

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

Skill Proficiency. The Blingdenstone stoneheart is proficient in Survival, giving them a +4 bonus to those skill checks.

Spellcasting. The Blingdenstone stoneheart learns the *mold earth** cantrip and the 1st-level *earth tremor** spell.

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

6th **Minor Elemental Summoning.** The Blingdenstone stoneheart can cast *conjure minor elemental*, but only to summon dust mephits, magma mephits, mud mephits, or a gargoyle. If they do so, they can't use this feature again until they finish a long rest.

Spellcasting. The Blingdenstone stoneheart learns the 2nd-level *Maximilian's earthen grasp** spell.

11th **Elemental Summoning.** The Blingdenstone stoneheart can cast *conjure elemental*, but only to summon a dust mephit, magma mephit, mud mephit, gargoyle, earth elemental, or xorn. If they do so, they can't use this feature again until they finish a long rest.

Spellcasting. The Blingdenstone stoneheart learns the 3rd-level *erupting earth** spell.



BUPPIDO

Derro Underdark Mage

Buppido (he/him) is an unusually social and even charming derro. Behind this friendly facade, he believes that he is the incarnation of Diinkarazan, a derro god of vengeance, sent to cut a bloody part through the Underdark. He behaves like a cooperative ally and considers his fellow prisoners as potential followers, but does not hesitate to sacrifice them if it suits his divine plan.

Personality. In time, you will come to see that this was all part of my plan.

Ideal. My people will come to me, following the glorious trail of blood I left for them.

Bond. A god needs followers, and I think all of you will do nicely.

Flaw. I try to capture enemies during a fight, so I can kill them later.

Additional Language Dwarvish, Undercommon

BUPPIDO'S FEATURES

Level Features

1st **Magic Resistance.** Buppido has advantage on saving throws against spells and other magical effects.

Skill Proficiency. Buppido is proficient in Deception, giving him a +3 bonus to those skill checks.

Spellcasting. Buppido learns the *blade ward* cantrip and the 1st-level *witch bolt* spell.

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

6th **My Own Dark Blessing.** Whenever Buppido reduces a hostile target to 0 hit points, he gains temporary hit points equal to his level.

Spellcasting. Buppido learns the 2nd-level *crown of madness* spell.

11th **My Own Divine Knowledge.** Buppido can cast *contact other plane*. If he does so, he can't use this feature again until he finishes a long rest. Buppido claims this is his own divine knowledge as a god.

Spellcasting. Buppido learns the 3rd-level *fear* spell.



GRIN OUSSTYL

Drow Underdark Mage

Grin (he/him) became Vizeran's apprentice when he was exiled from Menzoberranzan after a play of careless ambition. Unsatisfied with this solitary existence, he longs to return to his beloved city and gladly allies himself with the party.

Personality. I owe a lot to Vizeran, and I would never move against him. But I don't agree with all his plans....

Ideal. I want the power to rise to the top and to teach those who wronged me a lesson.

Bond. One day I will return to Menzoberranzan, and end the matron mothers' tyranny.

Flaw. Sometimes I lack the patience to think things through and wait for the right moment.

Additional Language Elvish



GRIN'S FEATURES

Level Features

1st Fey Ancestry. Grin has advantage on saving throws against being charmed, and magic can't put him to sleep.

Innate Spellcasting. Grin's innate spellcasting ability is Charisma. He can innately cast the following spells, requiring no material components:

At will: *dancing lights*

1/day: *faerie fire*

Skill Proficiency. Grin is proficient in History, giving him a +4 bonus to those skill checks.

Spellcasting. Grin learns the *minor illusion* cantrip and the 1st-level *disguise* spell.

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

6th Drow High Magic. Grin learns the *detect magic* spell and can cast it at will, without expending a spell slot. He also learns *dispel magic*, which he can cast once without expending a spell slot. Grin regains the ability to cast this spell in this way when he finishes a long rest. Charisma is his spellcasting ability for these spells.

Innate Spellcasting. Grin can innately cast the following spells, requiring no material components:

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

Spellcasting. Grin learns the 2nd-level *web* spell.

11th Well Prepared. During a short rest, Grin can replace one of his prepared spells of 2nd level or lower for another wizard spell of the same level or lower.

Spellcasting. Grin learns the 3rd-level *nondetection* spell.



SLOOBLUDOP WHIP

Kuo-toa Underdark Mage

Kuo-toa whips are granted spellcasting abilities directly by their archpriest for being loyal followers. If the whip displeases the archpriest, their spellcasting can be taken away again. A Sloobludop whip that joins the party as a sidekick is most likely a follower of Ploopploopeen, sent to aid the party in their fight against the “Deep Father.” Sloobludop whips focus on flashy and impressive magic meant to awe lesser beings.

Personality. I’m very uncomfortable being away from the water and the rest of my kind.

Ideal. I obey the archpriest, and through this, I please the Sea Mother.

Bond. I want to destroy the followers of this ‘Deep Father.’

Flaw. Sometimes I sleepwalk and may accidentally cast *mage hand* on things around me.

Speed swim 30 ft.

Additional Language Undercommon

SLOOBLUDOP WHIP FEATURES

Level Features

1st **Amphibious.** The Sloobludop whip can breathe air and water.

Otherworldly Perception. The Sloobludop whip can sense the presence of any creature within 30 feet of it that is invisible or on the Ethereal Plane. They can pinpoint such a creature that is moving.

Skill Proficiency. The Sloobludop whip is proficient in Religion, giving them a +4 bonus to those skill checks.

Slippery. The Sloobludop whip has advantage on ability checks and saving throws made to escape a grapple.

Spellcasting. The Sloobludop whip learns the *dancing lights* cantrip and the 1st-level *ray of sickness* spell.

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

6th **Personal Deity.** While taking a short or long rest, a Sloobludop whip can focus their religious fervor on a deity of their own imagining, including a kuo-toan name and divine portfolio. They then add one cleric spell of 2nd level or lower to the list of spells prepared for the day. This spell is granted to them by the fragment of the deity that briefly exists due to their fervent belief.

Spellcasting. The Sloobludop whip learns the 2nd-level *shatter* spell.

11th **Exude Slime.** As an action, the Sloobludop whip can greatly enhance their slime coating to create one of the two effects of *oil of slipperiness* around themselves. If they do so, they can’t use this feature again until they finish a long rest.

Improved Personal Deity. The Sloobludop whip can add two cleric spells of 3rd level or lower to the spells prepared.

Spellcasting. The Sloobludop whip learns the 3rd-level *fly* spell.



UNDERDARK PRIEST

Underdark priests are another variation on the spellcaster sidekick. Their individual features work to mimic domains to allow some specialization. All Underdark priests are proficient with light and medium armor, shields, and simple weapons.

UNDERDARK PRIEST

1st-level Small or Medium humanoid

Armor Class 14 (scale mail)

Hit Points 11 (2d8 + 2)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	10 (+0)	13 (+1)	10 (+0)	15 (+2)	14 (+2)

Saving Throws Wis +4

Skills Medicine +4, Religion +2

Senses darkvision 120 ft., passive Perception 12

Languages Common, plus one extra language

Individual Feature. The Underdark priest has an additional feature based on their specific identity.

Magical Focus. Choose a role for the spellcaster: cleric or druid. Underdark clerics cast all spells as cleric spells and gain the Channel Divinity feature at 2nd level. Underdark druids cast all spells as druid spells and gain the Wild Shape feature at 2nd level.

Spellcasting. The Underdark priest's spellcasting ability is Wisdom (spell save DC 12, +4 to hit with spell attacks). The Underdark priest has following spells prepared:

Cantrip (at will): *guidance*

1st level (2 slots): *cure wounds*

Actions

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

Light Crossbow. *Ranged Weapon Attack:* +2 to hit, range 80/320 ft., one target. *Hit:* 4 (1d8) piercing damage.



UNDERDARK PRIESTS BEYOND 1ST LEVEL

Level	Hit Points	New Features
2nd	16 (3d8 + 3)	Channel Divinity: Turn Fiends (Cleric). As an action, the Underdark priest presents its holy symbol and speaks a prayer censuring fiends. Each fiend that can see or hear it within 30 feet of the Underdark priest must make a Wisdom saving throw. If the creature fails its saving throw, it is turned for 1 minute or until it takes any damage. Spellcasting. The Underdark priest learns another 1st-level spell: <i>guiding bolt</i> (cleric) or <i>entangle</i> (druid). Wild Shape (Druid). As a bonus action, the Underdark priest can assume the shape of any Underdark beast that has a challenge rating of 1 or lower. The Underdark priest can stay in this form for 1 hour or until it reverts to its normal form as a bonus action. The Underdark priest automatically reverts if it falls unconscious, drops to 0 hit points, or dies. While transformed, the Underdark priest's game statistics are replaced by the statistics of the beast, except it retains its alignment, personality, and Intelligence, Wisdom, and Charisma scores.
3rd	22 (4d8 + 4)	Spellcasting. The Underdark priest gains one 1st-level spell slot. The Underdark priest also learns another 1st-level spell: <i>protection from evil and good</i> (cleric) or <i>absorb elements</i> (druid).
4th	27 (5d8 + 5)	Ability Score Improvement. The Underdark priest's Wisdom score increases by 2. This raises the Wisdom modifier, passive Perception, spell save DC, and spell attack bonuses by 1. Spellcasting. The Underdark priest learns another cantrip: <i>spare the dying</i> (cleric) or <i>thorn whip</i> (druid).
5th	33 (6d8 + 6)	Proficiency Bonus. The Underdark priest's proficiency bonus increases by 1. This raises the saving throw bonus, skill bonuses, spell save DC, and weapon and spell attack bonuses by 1. Spellcasting. The Underdark priest gains one 1st-level spell slot and two 2nd-level spell slots. The spellcaster also learns one 2nd-level spell: <i>lesser restoration</i> (cleric) or <i>pass without a trace</i> (druid).
6th	38 (7d8 + 7)	Individual feature. The Underdark priest gains an additional feature based on their specific identity.



UNDERDARK PRIEST

7th-level Small or Medium humanoid

Armor Class 14 (scale mail)

Hit Points 44 (8d8 + 8)

Speed 30 ft.

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

Saving Throws Wis +6

Skills Medicine +6, Religion +3

Senses darkvision 120 ft., passive Perception 13

Languages Common, plus one extra language

Channel Divinity: Turn Fiends (Cleric). As an action, the Underdark priest presents its holy symbol and speaks a prayer censuring fiends. Each fiend that can see or hear it within 30 feet of the Underdark priest must make a Wisdom saving throw. If the creature fails its saving throw, it is turned for 1 minute or until it takes any damage.

Individual Features. The Underdark priest has additional features based on their specific identity.

Magical Focus. The Underdark priest has a focus of either cleric or druid. Underdark clerics cast all spells as cleric spells and gain the Channel Divinity feature at 2nd level. Underdark druids cast all spells as druid spells and gain the Wild Shape feature at 2nd level.

Wild Shape (Druid). As a bonus action, the Underdark priest can assume the shape of any Underdark beast that has a challenge rating of 1 or lower. The Underdark priest can stay in this form for 3 hours or until it reverts to its normal form as a bonus action. The Underdark priest automatically reverts if it falls unconscious, drops to 0 hit points, or dies. While transformed, the Underdark priest's game statistics are replaced by the statistics of the beast, except it retains its alignment, personality, and Intelligence, Wisdom, and Charisma scores.

Spellcasting (Cleric). The Underdark priest's spellcasting ability is Wisdom (spell save DC 14, +6 to hit with spell attacks). The Underdark priest has following spells prepared:

Cantrip (at will): *guidance, spare the dying*

1st level (4 slots): *cure wounds, guiding bolt, protection from evil and good*

2nd level (3 slots): *lesser restoration, prayer of healing*

Spellcasting (Druid). The Underdark priest's spellcasting ability is Wisdom (spell save DC 14, +6 to hit with spell attacks). The Underdark priest has following spells prepared:

Cantrip (at will): *guidance, thorn whip*

1st level (4 slots): *absorb elements, cure wounds, entangle*

2nd level (3 slots): *pass without trace, spike growth*

Actions

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

Light Crossbow. Ranged Weapon Attack: +3 to hit, range 80/320 ft., one target. *Hit:* 4 (1d8) piercing damage.



UNDERDARK PRIESTS BEYOND 7TH LEVEL

Level	Hit Points	New Features
8th	58 (9d8 + 18)	Ability Score Improvement. The Underdark priest's Constitution score increases by 2. This raises the Constitution modifier by 1.
9th	65 (10d8 + 20)	Proficiency Bonus. The Underdark priest's proficiency bonus increases by 1. This raises the saving throw bonus, skill bonuses, spell save DC, and weapon and spell attack bonuses by 1. Spellcasting. The Underdark priest gains two 3rd-level spell slots. The spellcaster also learns one 3rd-level spell: <i>revivify</i> (cleric) or <i>speak with plants</i> (druid).
10th	71 (11d8 + 22)	Individual Feature. The Underdark priest gains an additional feature based on their specific identity. Spellcasting. The Underdark priest learns another cantrip: <i>toll the dead</i> (cleric) or <i>druidcraft</i> (druid).
11th	78 (12d8 + 24)	Spellcasting. The Underdark priest gains one 3rd-level spell slot. The Underdark priest also learns another 3rd-level spell: <i>spirit guardians</i> (cleric) or <i>wind wall</i> (druid).
12th	84 (13d8 + 26)	Ability Score Increase. The Underdark priest's Wisdom score increases by 2. This raises the Wisdom modifier, passive Perception, spell save DC, and spell attack bonuses by 1.
13th	91 (14d8 + 28)	Proficiency Bonus. The Underdark priest's proficiency bonus increases by 1. This raises the saving throw bonus, skill bonuses, spell save DC, and weapon and spell attack bonuses by 1. Spellcasting. The Underdark priest gains one 4th-level spell slot. The Underdark priest also learns one 4th-level spell: <i>banishment</i> (cleric) or <i>blight</i> (druid).
14th	97 (15d8 + 30)	Individual Feature. The Underdark priest gains an additional feature based on their specific identity.
15th	104 (16d8 + 32)	Spellcasting. The Underdark priest gains one 4th-level spell slot. The Underdark priest also learns another 4th-level spell: <i>freedom of movement</i> (cleric) or <i>stoneskin</i> (druid).



EILISTRAEE BATTLEDANCER

Elven Underdark Priest (Cleric)

The Sword Dancers of Eilistraee are a special order of priestesses from any elven subrace, devoted to the drow goddess of beauty and freedom. Although not directly included in the adventure, they do provide an excellent alternative to the monolithic portrayal of all drow as evil Lolth worshippers.

One could be a prisoner in Velkynvelve, a traveler in Mantol-Derith, or a revolutionary in Menzoberranzan. As outcasts against traditional drow society, they could easily be added anywhere—wandering the wilds of the Underdark or even searching for long lost temples to Eilistraee within Araumycos to reveal Lolth's involvement in the fall of the elves.

Personality. The beauty of my song and dance will change the world for the better.

Ideal. There should be peace between all races—there's a seed of good in everyone.

Bond. I'll do anything to lead my people back into the light.

Flaw. It's hard to get along with drow who follow Lolth, even if it is for a greater good.

Additional Language Elvish

BATTLEDANCER FEATURES

Level Features

1st Domain Spell. The Eilistraee battledancer knows the 1st-level *magic missile* spell.

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

Innate Spellcasting. The Eilistraee battledancer's innate spellcasting ability is Charisma. They can innately cast the following spells, requiring no material components:

At will: *dancing lights*

1/day: *faerie fire*

Skill Proficiency. The Eilistraee battledancer is proficient in Performance, giving them a +3 bonus to those skill checks.

Spellcasting. The Eilistraee battledancer learns the *thaumaturgy* cantrip.

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

6th Domain Spell. The Eilistraee battledancer learns the 2nd-level *see invisibility* spell.

Innate Spellcasting. The Eilistraee battledancer can innately cast the following spells, requiring no material components:

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

Light-Armored Defense. While the Eilistraee battledancer is wearing light or no armor and wielding no shield, their AC includes their Wisdom modifier.

10th Domain Spell. The Eilistraee battledancer learns the 3rd-level *blink* spell.

Evasion. When the Eilistraee battledancer is subjected to an effect that allows them to make a Dexterity saving throw to take only half damage, they instead take no damage if they succeed on the saving throw, and only half damage if they fail.

14th Domain Spell. The Eilistraee battledancer learns the 4th-level *staggering smite* spell.

Free the Mind. As an action, the Eilistraee battledancer can end the charmed condition on all creatures of their choosing within 60 feet. If they do so, they can't use this feature again until they finish a long rest.



GAUNTLGRYM WAR PRIEST

Dwarven Underdark Priest (Cleric)

War priests from Gauntlgrym are devoted followers of good dwarven deities like Clangeddin Silverbeard, Gorm Gulthyn, Haela Brightaxe, and Moradin. If one of them joins the party in their quest against the demon lords, they consider it a holy duty to see it through to the end.

Personality. I often reach for my holy symbol and find comfort in knowing it's there.

Ideal. I trust that my deity guides me in every action.

Bond. My duty comes before everything, even my life.

Flaw. As a person of duty and honor, I tend to assume everyone is always truthful in what they say.

Speed 25 ft.

Additional Language Dwarvish



WAR PRIEST FEATURES

Level Features

1st Bonus Proficiencies. The Gauntlgrym war priest is proficient in martial weapons and heavy armor.

Domain Spell. The Gauntlgrym war priest learns the 1st-level *shield of faith* spell.

Dwarven Resilience. The Gauntlgrym war priest has advantage on saving throws against poison.

Spellcasting. The Gauntlgrym war priest learns the *mending* cantrip.

6th Domain Spell. The Gauntlgrym war priest learns the 2nd-level *spiritual weapon* spell.

War Caster. The Gauntlgrym war priest has advantage on Constitution saving throws that they make to maintain their concentration on a spell when they take damage. Also, the Gauntlgrym war priest performs the somatic components of spells even when they have weapons or a shield in one or both hands. Finally, when a hostile creature's movement provokes an opportunity attack from them, the Gauntlgrym war priest can use their reaction to cast a spell at the creature, rather than making an opportunity attack. The spell must have a casting time of 1 action and must target only that creature.

10th Domain Spell. The Gauntlgrym war priest learns the 3rd-level *crusader's mantle* spell.

War God's Blessing. When a creature within 30 feet of the Gauntlgrym war priest makes an attack roll, the Gauntlgrym war priest can use their reaction to grant that creature a +10 bonus to the roll. If they do so, they can't use this feature again until they finish a long rest.

14th Domain Spell. The Gauntlgrym war priest learns the 4th-level *stoneskin* spell.

Rousing Call. The Gauntlgrym war priest can use a bonus action to allow another creature within 30 feet to immediately take an action.

SHUUSHAR

Kuo-toa Underdark Priest (Cleric)

Shuushar the Awakened (he/him) is a calm and friendly kuo-toa with a stoic attitude about his circumstances. He is a convinced pacifist who refuses to harm another creature, even in self-defense.

Personality. It's hard not to feel sad for the others of my kind, but it's part of their path. Who knows what it will lead to?

Ideal. All is well.

Bond. I'd like to share my view that everything is going to be okay with everyone, especially other kuo-tua.

Flaw. Let's dispense with the violence. I'm sure we can find a peaceful resolution, even if they're coming at us with drawn weapons.

Speed swim 30 ft.

Additional Language Undercommon



SHUUSHAR'S FEATURES

Level Features

1st **Amphibious.** Shuushar can breathe air and water.

Domain Spell. Shuushar learns the 1st-level *sanctuary* spell.

Otherworldly Perception. Shuushar can sense the presence of any creature within 30 feet of him that is invisible or on the Ethereal Plane. He can pinpoint such a creature that is moving.

Skill Proficiency. Shuushar is proficient in Diplomacy, giving him a +4 bonus to those skill checks.

Slippery. Shuushar has advantage on ability checks and saving throws made to escape a grapple.

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

6th **Aura of Chill.** Shuushar and all allies within a 10-foot radius of him have advantage on saving throws against being frightened.

Domain Spell. Shuushar learns the 2nd-level *calm emotions* spell.

10th **Domain Spell.** Shuushar learns the 3rd-level *beacon of hope* spell.

Unbend. As an action, Shuushar can attempt to pacify hostile creatures and make them indifferent towards Shuushar and his companions. Shuushar can affect up to 12d8 hit points of hostile creatures that have not yet attacked in combat. They must succeed at a DC 14 Wisdom saving throw, or become indifferent towards Shuushar and allies for 1 minute. If they are attacked, the effect ends.

14th **Domain Spell.** Shuushar learns the 4th-level *death ward* spell.

Tranquility. Shuushar can enter a special meditation that surrounds him with an aura of peace. At the end of a long rest, he gains the effect of a *sanctuary* spell (spell save DC 16) that lasts until the start of his next long rest. (The spell can end early as normal.)

STOOL

Myconid Underdark Priest (Cleric)

Stool (they/them) is friendly and curious myconid sprout more inclined to try communicating with a creature they encounter than to act aggressively. They follow their companions' lead and fiercely protect their friends.

Personality. What are you doing? What is that plant? Are we there yet?

Ideal. We can overcome anything if we work together.

Bond. I will always help my family—especially family that chooses each other rather than being born together.

Flaw. I don't think that's dangerous, let's see if it wants to talk.

Speed 20 ft.

Additional Language None



STOOL'S FEATURES

Level Features

1st **Distress Spores.** When Stool takes damage, all friendly creatures within 240 feet of them can sense Stool's pain.

Domain Spell. Stool learns the 1st-level *dissonant whispers* spell.

Rapport Spores. As an action, Stool can extend a 10-foot radius of spores. These spores can go around corners and affect only creatures with an Intelligence of 2 or higher that aren't undead, constructs, or elementals. Affected creatures can communicate telepathically with one another while they are within 30 feet of each other. The effect lasts for 1 hour.

Skill Proficiency. Stool is proficient in Insight, giving them a +4 bonus to those skill checks.

Spellcasting. Stool learns the *message* cantrip.

Sun Sickness. While in sunlight, Stool cannot benefit from short or long rests and has disadvantage on Wisdom (Perception) checks involving sight.

6th **Domain Spell.** Stool learns the 2nd-level *detect thoughts* spell.

Mental Fortitude. Stool gains resistance to psychic damage and has advantage on all saving throws against charm effects.

10th **Domain Spell.** Stool learns the 3rd-level *sending* spell.

Hallucination Spores. As an action, Stool ejects spores at one creature they can see within 5 feet. The target must succeed on a DC 15 Constitution saving throw or be poisoned for 1 minute. The poisoned target is incapacitated while it hallucinates. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

14th **Domain Spell.** Stool learns the 4th-level *divination* spell.

Psilofyr's Alien Mind. Any saving throw against a spell Stool casts, either from the divination school or that deals psychic damage, is made with disadvantage.

UNDERDARK SHEPHERD

Underdark Priest (Druid), any race

Underdark shepherds are druids dedicated to preserving the balance of nature in the Underdark. Though they encounter very different creatures and deal more with fungi rather than plants, their work is the same as their surface-dwelling counterparts. Seeing the demonic incursion as a threat to nature, an Underdark shepherd would be more than willing to aid the party in their quest to put a stop to it.

Personality. I'm not used to being around creatures that talk. Forgive me if I can't find the word for something.

Ideal. Life should be preserved and cherished, especially in the darkest places.

Bond. It is my duty to protect the balance of nature.

Flaw. I'm slow to make up my mind, sometimes too slow.

Additional Language by race

UNDERDARK SHEPHERD FEATURES

Level Features

1st **Circle Spell.** The Underdark shepherd learns the 1st-level *speak with animals* spell.

Skill Proficiency. The Underdark shepherd is proficient in Survival, giving them a +4 bonus to those skill checks.

Spellcasting. The Underdark shepherd learns the *poison spray* cantrip.

6th **Circle Spell.** The Underdark shepherd learns the 2nd-level *beast sense* spell.

Friend to Flora and Fauna. The Underdark shepherd has advantage on Charisma ability checks with beasts and plants.

Plant Form. The Underdark shepherd can use their Wild Shape feature to transform into a plant of the appropriate Challenge Rating.

10th **Circle Spell.** The Underdark Shepherd learns the 3rd-level *meld into stone* spell.

Ooze Form. The Underdark shepherd can use their Wild Shape feature to assume the form of an ooze of the appropriate Challenge Rating.

14th **Circle Spell.** The Underdark Shepherd learns the 4th-level *dominate beast* spell.

Wild Shape Improvement. The Underdark Shepherd can use their Wild Shape feature to transform into a beast, ooze, or plant with a Challenge Rating as high as their sidekick level divided by 3, rounded down.



UNDERDARK SCOUNDREL

The Underdark is a dangerous place, from carnivorous flora and fauna to allies who might stab you in the back. Underdark scoundrels embrace this darkness whether they are thieves, assassins, or scouts.

UNDERDARK SCOUNDREL

1st-level Medium humanoid

Armor Class 14 (studded leather)
Hit Points 11 (2d8 + 2)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	15 (+2)	12 (+1)	10 (+0)	13 (+1)	14 (+2)

Saving Throws Dex +4
Skills Acrobatics +4, Perception +3, Persuasion +4, Sleight of Hand, +4, Stealth +4
Senses darkvision 120 ft., passive Perception 13
Languages Common, plus one extra language

Individual Feature. The Underdark scoundrel has an additional feature based on their specific identity.

Actions

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

Dagger. *Melee or Ranged Weapon Attack:* +4 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 4 (1d4 + 2) piercing damage.

Shortbow. *Ranged Weapon Attack:* +4 to hit, range 80/320 ft., one target. *Hit:* 6 (1d8 + 2) piercing damage.



SCOUNDRELS BEYOND 1ST LEVEL

Level	Hit Points	New Features
2nd	16 (3d8 + 3)	Sneak Attack. The Underdark scoundrel knows how to strike quickly and exploit an enemy's distraction. Once per turn, they can deal an extra 3 (1d6) damage to one creature they hit with an attack if they have advantage on the attack roll or if one of their allies is within five feet of their target.
3rd	22 (4d8 + 4)	Cunning Action. The Underdark scoundrel is able to think and move quickly. On each of their turns in combat, they can take a bonus action to Dash, Disengage, or Hide. Underdark Expert. The Underdark scoundrel gains the ability to recall passageways and tunnels that they have travelled and can retrace their steps. They can find safe food and water for themselves and five other people, as long as it is available in the area. They also know which sources of food and water are safe to consume.
4th	27 (5d8 + 5)	Ability Score Improvement. The Underdark scoundrel's Dexterity score increases by 2. This raises the Dexterity modifier; Armor Class; Acrobatics, Sleight of Hand, and Stealth bonuses; and the attack and damage bonuses by 1.
5th	33 (6d8 + 6)	Proficiency Bonus. The Underdark scoundrel's proficiency bonus increases by 1. This raises the saving throw bonus, skill bonuses, passive Perception, and attack bonuses by 1.
6th	38 (7d8 + 7)	Individual Feature. The Underdark scoundrel gains an additional feature based on their specific identity.

UNDERDARK SCOUNDREL

7th-level Medium humanoid

Armor Class 15 (studded leather)

Hit Points 44 (8d8 + 8)

Speed 30 ft.

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

Saving Throws Dex +6

Skills Acrobatics +6, Perception +4, Persuasion +5, Sleight of Hand, +6, Stealth +6

Senses darkvision 120 ft., passive Perception 14

Languages Common, plus one extra language

Individual Features. The Underdark scoundrel has additional features based on their specific identity.

Cunning Action. The Underdark scoundrel is able to think and move quickly. On each of their turns in combat, they can take a bonus action to Dash, Disengage, or Hide.

Sneak Attack. The Underdark scoundrel knows how to strike quickly and exploit an enemy's distraction. Once per turn, they can deal an extra 3 (1d6) damage to one creature they hit with an attack if they have advantage on the attack roll or if one of their allies is within five feet of their target.

Uncanny Dodge. When an attacker that the Underdark scoundrel can see hits them with an attack, they can use their reaction to halve the attack's damage against them.

Underdark Expert. The Underdark scoundrel gains the ability to recall passageways and tunnels that they have travelled and can retrace their steps. They can find safe food and water for themselves and five other people, as long as it is available in the area. They also know which sources of food and water are safe to consume.

Actions

Shortsword. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage.

Dagger. *Melee or Ranged Weapon Attack:* +6 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 5 (1d4 + 3) piercing damage.

Shortbow. *Ranged Weapon Attack:* +6 to hit, range 80/320 ft., one target. *Hit:* 7 (1d8 + 3) piercing damage.

SCOUNDRELS BEYOND 7TH LEVEL

Level	Hit Points	New Features
8th	50 (9d8 + 9)	Ability Score Increase. The Underdark scoundrel's Charisma score increases by 2. This raises the Charisma modifier and Persuasion bonus by 1.
9th	55 (10d8 + 10)	Mobile. The Underdark scoundrel's speed increases by 10 feet. And when they use the Dash action, difficult terrain doesn't cost them extra movement on that turn. Finally, when they make a melee attack against a creature, they don't provoke opportunity attacks from that creature for the rest of the turn, whether they hit or not.
10th	61 (11d8 + 11)	Proficiency Bonus. The Underdark priest's proficiency bonus increases by 1. This raises the saving throw bonus, skill bonuses, passive Perception, and attack bonuses by 1.
11th	66 (12d8 + 12)	Individual Feature. The Underdark scoundrel gains an additional feature based on their specific identity.
12th	71 (13d8 + 13)	Ability Score Improvement. The Underdark scoundrel's Dexterity score increases by 2. This raises the Dexterity modifier; Acrobatics, Sleight of Hand and Stealth bonuses; and the attack and damage bonuses by 1.
13th	77 (14d8 + 14)	Evasion. When the Underdark scoundrel is subjected to an effect that allows them to make a Dexterity saving throw to take only half damage, they instead take no damage if they succeed on the saving throw, and only half damage if they fail.
14th	82 (15d8 + 15)	Extra Attack. The Underdark scoundrel can attack twice, instead of once, whenever they take the Attack action on their turn.
15th	88 (16d8 + 16)	Blindsense. If the Underdark scoundrel is able to hear, they are aware of the location of any hidden or invisible creature within 10 feet of them.

ELDETH FELDRUN

Shield Dwarf Underdark Scoundrel

Eldeth (she/her) is a dwarf scout from Gauntlgrym and is very proud of her clan and her home city. The party meets her in Velkynvelve prison, and she gladly helps them as best she can.

Personality. I want to get home to the great city of Gauntlgrym, away from all of these dark dwellers.

Ideal. I will sacrifice myself for the good of the party.

Bond. I will bring honor to my family in all of my actions.

Flaw. I am stubborn and have a hard time seeing those who dwell in the Underdark as anything but enemies.

Speed 25 ft.

Additional Language Dwarvish

ELDETH'S FEATURES

Level Features

1st **Dwarven Resilience.** Eldeth has advantage on saving throws against poison.

Proficiencies. Eldeth is proficient in Survival, giving her a +3 bonus to those skill checks. She is also proficient with cartographer's tools.

Sanity. Eldeth's genial nature and focus on restoring dwarvish legacy allows her advantage on saving throws to resist madness. She can assist one other member of her party in resisting madness as well, but if she does so, she can't use this feature again until she finishes a long rest.

6th **Sentinel.** When Eldeth hits a creature with an opportunity attack, the creature's speed becomes 0 for the rest of the turn. And creatures provoke opportunity attacks from Eldeth even if they take the Disengage action before leaving her reach. Finally, when a creature within 5 feet of Eldeth makes an attack against a target other than her, she can use her reaction to make a melee weapon attack against the attacking creature.

11th **Inspiring Leader.** Eldeth can spend 10 minutes inspiring her companions. Up to six friendly creatures of her choice (which can include herself), who can see or hear and understand her, gain temporary hit points equal to her level + her Charisma modifier. If she does so, she can't use this feature again until she finishes a long rest.

JIMJAR

Deep Gnome Underdark Scoundrel

Jimjar (he/him) is a spy and an inveterate gambler, as well as being generally reckless. Unlike other deep gnomes, he has a relatively upbeat demeanour, which causes some to think he is mad. Characters meet Jimjar in Velkynvelve prison, and he joins the group at least until they arrive at Blingdenstone. He is willing to stay with them longer simply for the thrill of it.

Personality. You wanna bet?

Ideal. I'm always true to my word and always pay my debts.

Bond. Don't tell my friends, but a good way to motivate them is to bet them they can't do something.

Flaw. I can't refuse a chance to win some coin, even if I risk losing everything.

Speed 25 ft.

Additional Language Gnomish, Undercommon

JIMJAR'S FEATURES

Level Features

1st **Gnome Cunning.** Jimjar has advantage on Intelligence, Wisdom, and Charisma saving throws against magic.

Innate Spellcasting. Jimjar's innate spellcasting ability is Intelligence (spell save DC 12). He can innately cast the following spells, requiring no material components:

At will: *nonetection* (self only)

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

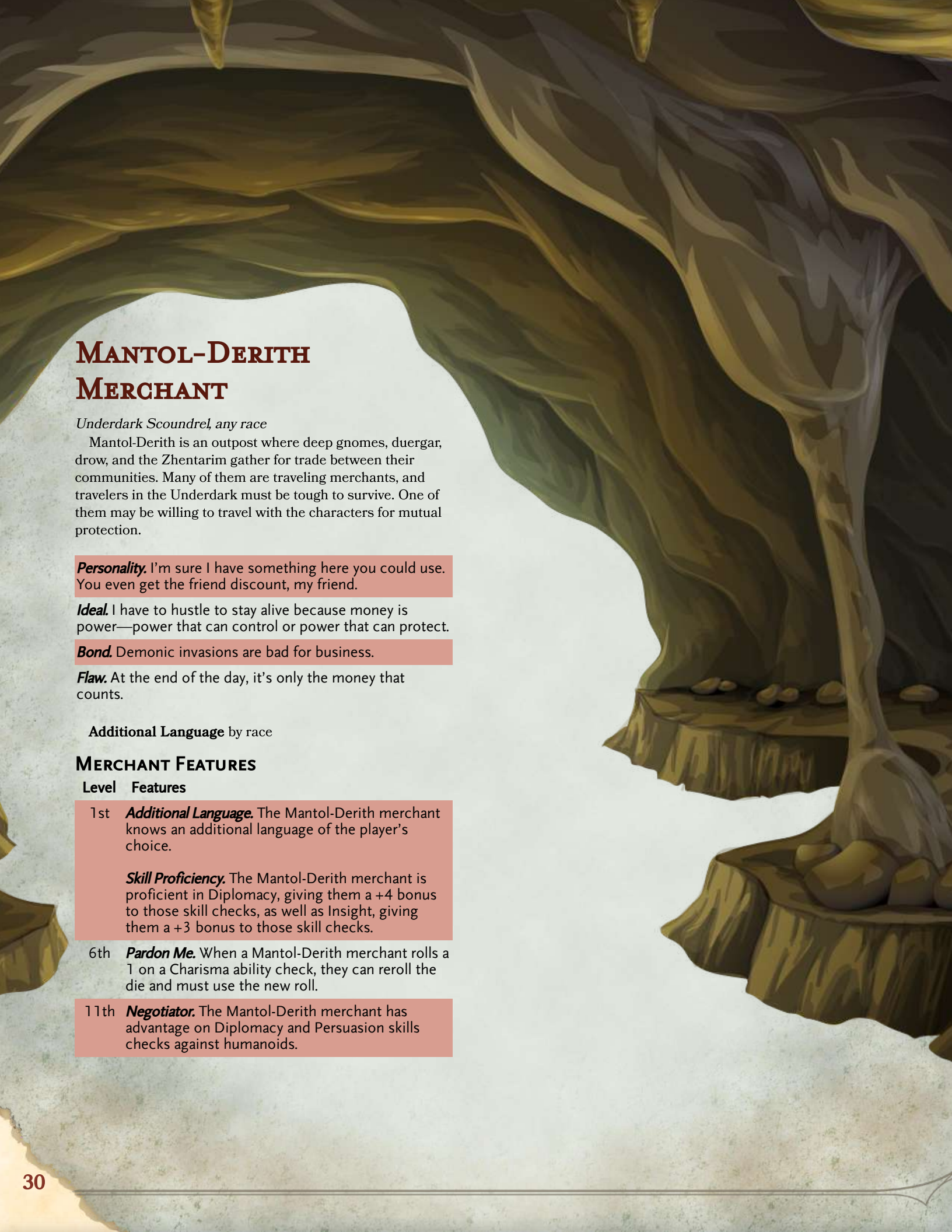
Sleight of Hand. Jimjar can use a bonus action to make a Sleight of Hand (Dex) check to steal items or hide an item on his person.

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

6th **Lucky.** Jimjar can reroll one ability check, attack, or saving throw. If he does so, he can't use this feature again until he finishes a short or long rest.

11th **Skilled.** Jimjar gains proficiency in any combination of three skills or tools of his choice.





MANTOL-DERITH MERCHANT

Underdark Scoundrel, any race

Mantol-Derith is an outpost where deep gnomes, duergar, drow, and the Zhentarim gather for trade between their communities. Many of them are traveling merchants, and travelers in the Underdark must be tough to survive. One of them may be willing to travel with the characters for mutual protection.

Personality. I'm sure I have something here you could use. You even get the friend discount, my friend.

Ideal. I have to hustle to stay alive because money is power—power that can control or power that can protect.

Bond. Demonic invasions are bad for business.

Flaw. At the end of the day, it's only the money that counts.

Additional Language by race

MERCHANT FEATURES

Level	Features
1st	Additional Language. The Mantol-Derith merchant knows an additional language of the player's choice.
	Skill Proficiency. The Mantol-Derith merchant is proficient in Diplomacy, giving them a +4 bonus to those skill checks, as well as Insight, giving them a +3 bonus to those skill checks.
6th	Pardon Me. When a Mantol-Derith merchant rolls a 1 on a Charisma ability check, they can reroll the die and must use the new roll.
11th	Negotiator. The Mantol-Derith merchant has advantage on Diplomacy and Persuasion skills checks against humanoids.

MENZOBERRANZAN ASSASSIN

Drow Underdark Scoundrel

Drow assassins are rightfully feared throughout the world. Although the party may be more accustomed to fleeing these assassins, one may be inclined to assist the characters. Perhaps they seek a means to strike against a rival house, such as the Mizzryms, or have been outcast from Menzoberranzan, or are simply for hire at the right price.

Personality. I am more interested in being given targets than spending time socializing with others.

Ideal. The surest way to protect oneself is the execution of one's enemies.

Bond. If I hunt them and they hunt you, then you are excellent bait.

Flaw. I am quite sure every problem can be solved with the quick application of sharp point.

Additional Language Elvish

MENZOBERRANZAN ASSASSIN FEATURES

Level Features

1st Fey Ancestry. The Menzoberranzan assassin has advantage on saving throws against being charmed, and magic can't put them to sleep.

Innate Spellcasting. The Menzoberranzan assassin's innate spellcasting ability is Charisma. They can innately cast the following spells, requiring no material components:

At will: *dancing lights*

1/day each: *faerie fire*

Proficiencies. The Menzoberranzan assassin is proficient with the poisoner's kit.

Stealth Expertise. The Menzoberranzan assassin adds double their proficiency bonus to Stealth checks, granting them a +6 bonus to those checks.

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

6th Improved Sneak Attack. The Menzoberranzan assassin's sneak attack damage increases to 7 (2d6).

Innate Spellcasting. The Menzoberranzan assassin's innate spellcasting ability is Charisma. They can innately cast the following spells, requiring no material components:

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

11th Improved Sneak Attack. The Menzoberranzan assassin's sneak attack damage increases to 10 (3d6).

EVIL SIDEKICKS

More likely than not, the Menzoberranzan assassin is evil. If that alignment doesn't jive with your Underdark campaign, you can quickly and easily change it.

On the other hand, sometimes it's helpful to have a person of few scruples on the party's side. They can be the one who gets their hands dirty so the party doesn't have to.

Alternatively, redemption arcs make for good roleplaying. Can you turn the assassin to good?



YUK YUK AND SPIDERBAIT

Goblin Underdark Scoundrels

Characters can meet Yuk Yuk (he/him) and Spiderbait (he/him) in chapter 2 in the Silken Paths. Although these goblins enjoy guiding groups through the Silken Paths, they are willing to assist the characters longer for the right price. Yuk Yuk and Spiderbait generally act as a pair and have survived in the Underdark due to a combination of skill and luck. Yuk Yuk is the smarter of the two and does most of the negotiating. The pair act on the same initiative and, while together, take only the equivalent of one attack action on their turn. Where they have the ability to make more than one attack on their turn, this can be split between the two of them. They each get their own bonus actions and reactions.

Additional Language Goblin, Undercommon

Personality. We like taking risks, especially if there's something shiny in it for us.

Ideal. YukYuk: "When someone hires me for my extensive expertise, I'll do the best I can to help them, provided they pay a suitable fee, of course."

Spiderbait: "Yup."

Bond. There is no nook or crevice in the wilds of the Underdark we can't get to.

Flaw. We like the dangers of the Underdark and recklessly jump at exciting opportunities.

YUK YUK AND SPIDERBAIT FEATURES

Level Features

1st **Nimble Escape.** Yuk Yuk and Spiderbait can take the Disengage or Hide action as a bonus action on each of their turns.

Redirect Attack. When a creature Yuk Yuk or Spiderbait can see targets either of them with an attack, Yuk Yuk or Spiderbait chooses another goblin within 5 feet of them. The two goblins swap places, and the chosen goblin becomes the target instead.

Skill Proficiency. Yuk Yuk and Spiderbait are proficient in Athletics, giving them a +2 bonus to those skill checks.

Underdark Awareness. Yuk Yuk and Spiderbait are knowledgeable about the Underdark and its dangers. While travelling with Yuk Yuk and Spiderbait, creatures have advantage on checks made to avoid being surprised.

Web Running. Yuk Yuk and Spiderbait carry gourds of grease that allow them to traverse spiderwebs with ease. Webs do not count as difficult terrain for Yuk Yuk or Spiderbait.

6th **Skulker.** Yuk Yuk and Spiderbait can try to hide when they are lightly obscured from the creature from which they are hiding. And, when they are hidden from a creature and miss it with a ranged weapon attack, making the attack doesn't reveal their position. Finally, dim light doesn't impose disadvantage on their Wisdom (Perception) checks relying on sight.

11th **Meat Shield.** When Yuk Yuk or Spiderbait are targeted by an attack while a creature within 5 feet of them is giving them cover against that attack, they can use their reaction to have the attack target that creature instead of them.



UNDERDARK SOLDIER

The Underdark soldier is a variation on the warrior sidekick and is adapted to the Underdark. Underdark soldiers carry weapons unique to their character, but are proficient with all simple and martial weapons, shields, and all armor. Prince Derendil, Ront, and Sarith start the adventure as prisoners without weapons or armor. For convenience, assume they can scavenge the gear of their choice during the party's escape from the drow.



UNDERDARK SOLDIER

1st-level Medium humanoid

Armor Class 14 (chain shirt)

Hit Points 13 (2d8 + 4)

Speed 30 ft.

STR

DEX

CON

INT

WIS

CHA

15 (+2) 13 (+1) 14 (+2) 10 (+0) 12 (+1) 10 (+0)

Saving Throws Con +4

Skills Athletics +4, Perception +3, Survival +3

Senses darkvision 120 ft., passive Perception 13

Languages Common, plus one extra language

Individual Feature. The Underdark soldier has an additional feature based on their specific identity.

SOLDIERS BEYOND 1ST LEVEL

Level	Hit Points	New Features
2nd	19 (3d8 + 6)	Danger Sense. The Underdark soldier has advantage on Dexterity saving throws against effects that they can see, such as traps and spells. To gain this benefit they can't be blinded, deafened, or incapacitated.
3rd	26 (4d8 + 8)	Improved Critical. The Underdark soldier's attack rolls score a critical hit on a roll of 19 or 20.
4th	32 (5d8 + 10)	Ability Score Improvement. The Underdark soldier's Strength score increases by 2. This raises the Strength modifier, Athletics bonus, and attack and damage bonuses by 1.
5th	39 (6d8 + 12)	Proficiency Bonus. The Underdark soldier's proficiency bonus increases by 1. This raises the saving throw bonus, skill bonuses, and attack bonuses by 1.
6th	45 (7d8 + 14)	Individual Feature. The Underdark soldier gains an additional feature based on their specific identity.

UNDERDARK SOLDIER

7th-level Medium humanoid

Armor Class 14 (chain shirt)

Hit Points 52 (8d8 + 16)

Speed 30 ft.

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

Saving Throws Con +5

Skills Athletics +6, Perception +4, Survival +4

Senses darkvision 120 ft., passive Perception 14

Languages Common, plus one extra language

Danger Sense. The Underdark soldier has advantage on Dexterity saving throws against effects that they can see, such as traps and spells. To gain this benefit they can't be blinded, deafened, or incapacitated.

Improved Critical. The Underdark soldier's attack rolls now score a critical hit on a roll of 19 or 20.

Individual Feature. The Underdark soldier has additional features based on their specific identity.

Actions

Extra Attack. The Underdark soldier can attack twice, instead of once, whenever they take the Attack action on their turn.

UNDERDARK SOLDIERS BEYOND 7TH LEVEL

Level	Hit Points	New Features
8th	67 (9d8 + 27)	Ability Score Improvement. The Underdark soldier's Constitution score increases by 2. This raises the Constitution modifier and saving throw bonus by 1.
9th	75 (10d8 + 30)	Robust Defense. While unarmored or wearing light or medium armor, the Underdark soldier adds their Constitution modifier to their Armor Class.
10th	82 (11d8 + 33)	Proficiency Bonus. The Underdark soldier's proficiency bonus increases by 1. This raises the saving throw bonus, skill bonuses, and attack bonuses by 1.
11th	90 (12d8 + 36)	Individual Feature. The Underdark soldier gains an additional feature based on their specific identity.
12th	97 (13d8 + 39)	Ability Score Improvement. The Underdark soldier's Strength score increases by 2. This raises the Strength modifier, Athletics bonus, and the attack and damage bonuses by 1.
13th	105 (14d8 + 42)	Extra Attack. The Underdark soldier can attack three times, instead of twice, whenever they take the Attack action on their turn.
14th	112 (15d8 + 45)	Improved Defense. The Underdark soldier's Armor Class increases by 1.
15th	120 (16d8 + 48)	Superior Critical. The Underdark soldier's attack rolls now score a critical hit on a roll of 18-20.



GAUNTLGRYM VETERAN

Dwarf Underdark Soldier

A Gauntlgrym veteran is a dwarven soldier who has been to the Underdark before and lived to tell the tale. They may join the party under Buernor's orders or on their own accord after the party finishes their business in Gauntlgrym and returns to the Underdark.

Personality. Maybe you should let me go in first, unless your senses are sharper than my axe.

Ideal. As a soldier, it is my neverending duty to fight for what is just and against all evil.

Bond. I must always uphold the honor of my clan.

Flaw. I know we're in a hurry, but I think I caught a glimpse of gold there. Just give me a second to check.

Speed 25 ft.

Additional Language Dwarvish

Battleaxe. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 6 (1d8 + 2) slashing damage, or 7 (1d10 + 2) slashing damage if used with two hands.

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

GAUNTLGRYM VETERAN FEATURES

Level Features

1st **Dwarven Resilience.** The Gauntlgrym veteran has advantage on saving throws against poison.

Iron Resolve. The Gauntlgrym veteran has advantage on saving throws against being frightened.

6th **Face the Darkness.** The Gauntlgrym veteran can cast *protection from evil and good* only on themselves. If they do so, they can't use this feature again until they finish a long rest.

11th **Hold the Line.** When the Gauntlgrym veteran is reduced to 0 hit points, they can choose to remain conscious until the end of their next turn. They can only take the Attack action and can only move towards an enemy. At the end of their turn, if they are still at 0 hit points, they fall unconscious and make a death saving throw.



GRACKLSTUGH GUARD

Duergar Underdark Soldier

If the party makes their way to Gracklstugh, they may be able to recruit a duergar soldier as a sidekick. It's most likely that a Gracklstugh guard joins them under orders to keep an eye on the party or their drow pursuers.

Personality. Shut up and keep moving. I'm not here to make friends.

Ideal. Quitting is for the weak. Once I start something, I will see it through.

Bond. What I do is what I am, so I want to be the best at it.

Flaw. If you screw up or insult me or even look at me funny, I'll never forget and make sure that you won't either.

Speed 25 ft.

Additional Language Dwarvish, Undercommon

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:* +3 to hit, reach 5 ft. or range 30/120 ft., one target. *Hit:* 4 (1d6 + 1) piercing damage, or 8 (2d6 + 1) piercing damage while enlarged.

GRACKLSTUGH GUARD FEATURES

Level Features

1st Blacksmith. The Gracklstugh guard gains proficiency in smith's tools and can smith weapons and armor in half the time.

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

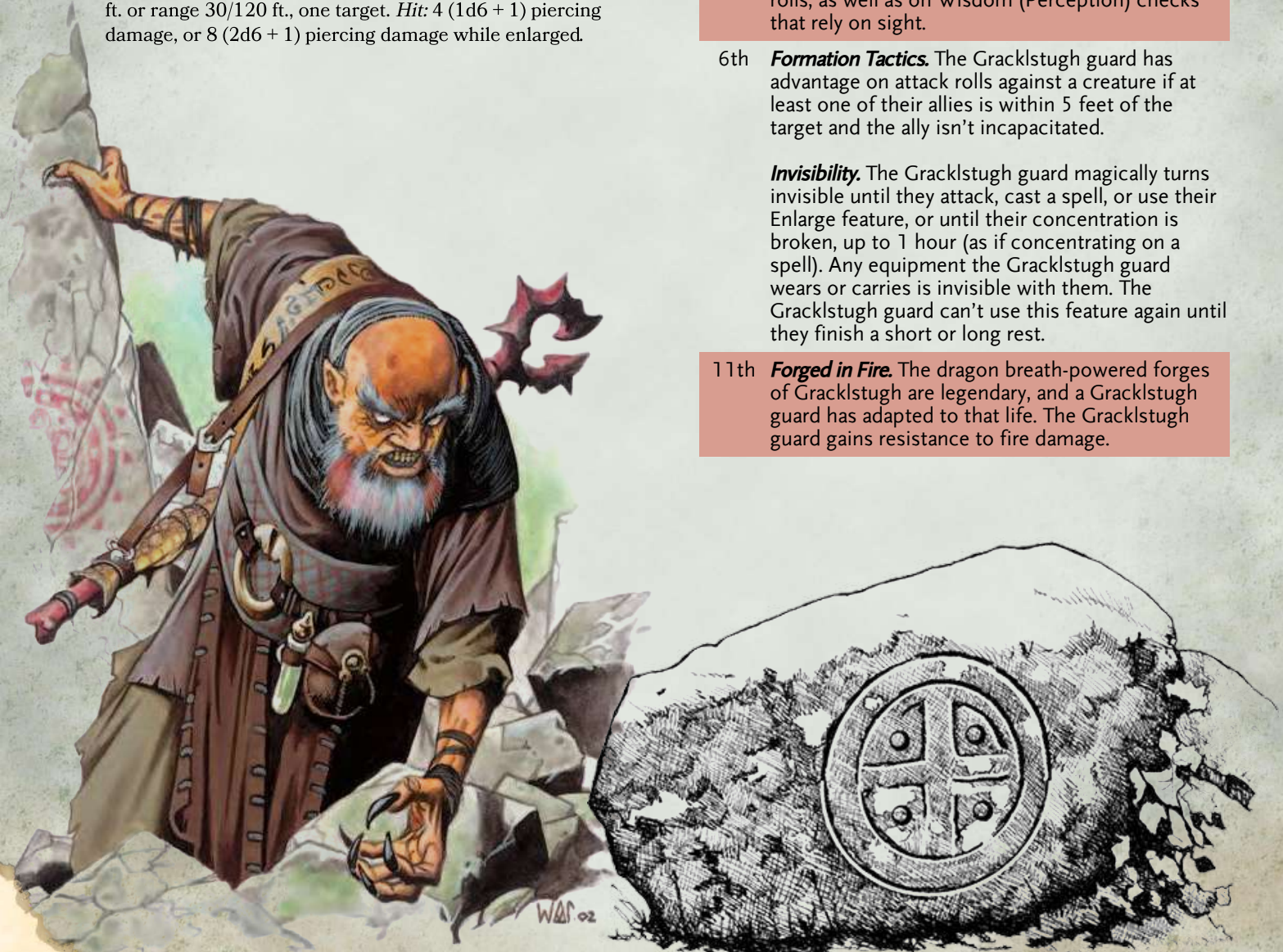
Enlarge. For 1 minute, the Gracklstugh guard magically increases in size, along with anything they are wearing or carrying. While enlarged, the Gracklstugh guard is Large, doubles their damage dice on Strength-based weapon attacks, and makes Strength checks and Strength saving throws with advantage. If the Gracklstugh guard lacks the room to become Large, they attain the maximum size possible in the space available. The Gracklstugh guard can't use this feature again until they finish a short or long rest.

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

6th Formation Tactics. The Gracklstugh guard has advantage on attack rolls against a creature if at least one of their allies is within 5 feet of the target and the ally isn't incapacitated.

Invisibility. The Gracklstugh guard magically turns invisible until they attack, cast a spell, or use their Enlarge feature, or until their concentration is broken, up to 1 hour (as if concentrating on a spell). Any equipment the Gracklstugh guard wears or carries is invisible with them. The Gracklstugh guard can't use this feature again until they finish a short or long rest.

11th Forged in Fire. The dragon breath-powered forges of Gracklstugh are legendary, and a Gracklstugh guard has adapted to that life. The Gracklstugh guard gains resistance to fire damage.



NEVERLIGHT EXPLORER

Myconid Underdark Soldier

The Circle of Explorers in Neverlight Grove from chapter 5 is composed of myconid more accustomed to exploring the worlds of the Underdark than life within their community. One of them may wish to accompany the characters to act as a guide in return for their help in Neverlight Grove. Or, if informed of the demon lord threat, one of them may want to discover more about this threat and ensure it is eliminated. Rasharoo, the leader of the Circle of Explorers, could be an excellent choice of companion.

Alternatively, "Animal Sidekicks" and "Animal Sidekicks 2," available on the Dungeon Masters Guild, presents a myconid sidekick if you want less soldier and more myconid in their abilities.

Personality. I long to see what is around the next bend and push my friends to choose the unfamiliar path.

Ideal. There is a vast world full of wonders in these caverns waiting to be discovered.

Bond. The evil has infected our grove. It must be rooted out wherever it has spread.

Flaw. I do not understand other societies well and often see threats in innocent actions.

Speed 25 ft.

Additional Language None

Fist. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 4 (1d4 + 2) bludgeoning damage, plus 2 (1d4) poison damage.

NEVERLIGHT EXPLORER FEATURES

Level Features

1st **Distress Spores.** When the Neverlight explorer takes damage, all friendly creatures within 240 feet of them can sense their pain.

Rapport Spores. As an action, the Neverlight explorer can extend a 10-foot radius of spores. These spores can go around corners and affect only creatures with an Intelligence of 2 or higher that aren't undead, constructs, or elementals. Affected creatures can communicate telepathically with one another while they are within 30 feet of each other. The effect lasts for 1 hour.

Sun Sickness. While in sunlight, the Neverlight explorer cannot benefit from short or long rests and has disadvantage on Wisdom (Perception) checks involving sight.

Underdark Familiarity. The Neverlight explorers are familiar with finding paths through the Underdark caverns that few others know about. Creatures traveling with a Neverlight explorer can travel 25% farther per day within the Underdark.

6th **Powerful Fists.** The Neverlight explorer's fists deal 8 (2d4 + 3) bludgeoning damage, plus 5 (2d4) poison damage.

11th **Invigorating Spores.** As a bonus action, the Neverlight explorer can extend a field of spores that grant 2d4 temporary hit points to all allies within 30 feet. If they do this, they can't use this feature again until they finish a long rest.



PRINCE DERENDIL

Quaggoth Underdark Soldier

Derendil (he/him) is a quaggoth who believes he is actually a gold elf prince from a nonexistent kingdom in the High Forest. He denies any proof to the contrary and may respond violently when pressed about it.

Personality. We should all endeavor to uphold our standards and etiquette in these dire circumstances.

Ideal. Noble ancestry compels honorable behaviour; privilege entails responsibility.

Bond. I must reclaim my crown and expel the usurper who has cursed me.

Flaw. This disgraceful curse has disposed me to an unpleasantly combative demeanor.

Speed climb 30 ft.

Additional Language Elvish

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

DERENDIL'S FEATURES

Level Features

1st **Poison Immunity.** Derendil is immune to poison damage and the poisoned condition.

Wounded Fury. When Derendil is at a quarter of his hit points or less, he has advantage on attack rolls and deals an extra 7 (2d6) damage to any target he hits with a melee attack.

6th **Elven Identity.** Derendil is so convinced of his elven identity that his mind takes on elven traits. Derendil has advantage on saving throws against being charmed, and magic can't put him to sleep.

11th **Smiting Rage.** Derendil learns to harness the imbalance of his nobility and his fury, and once per turn, he can deal an extra 4 (1d8) psychic damage to one creature that he hits with a weapon attack.

RONT

Orc Underdark Soldier

Ront (he/him) is a mean orc who likes to bully others around but quickly backs down when someone stands up to him. He believes his imprisonment is a punishment from Gruumsh for his cowardly behavior. Ront has military training and is willing to follow a decisive leader but may be unreliable until he comes to terms with his past actions.

Personality. Gruumsh is angry with me. I must show my strength to appease him.

Ideal. The weak should do what the strong say, and I am strong.

Bond. No one can know about my shameful acts.

Flaw. You can't count on me when things start to look bad.

Additional Language Orc

Greatclub. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 6 (1d8 + 2) damage.

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.

RONT'S FEATURES

Level Features

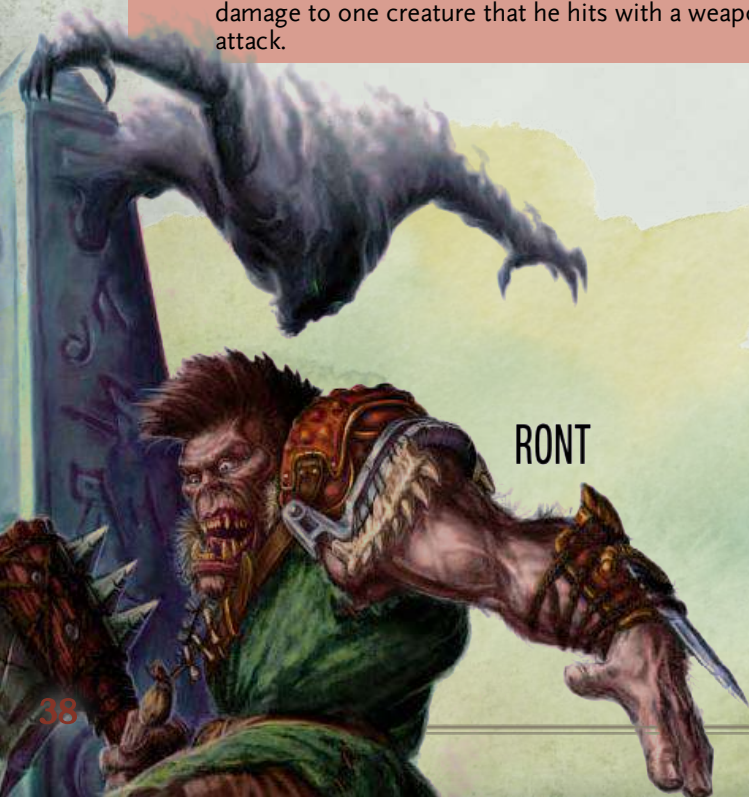
1st **Aggressive.** As a bonus action, Ront can move up to his speed toward a hostile creature that he can see.

Athletic Expertise. Ront's proficiency bonus is doubled for Athletics checks.

6th **Call to Battle.** As an action, Ront can rally up to 3 of his allies to strike at his enemies. Each ally can use its reactions to make one weapon attack. If Ront does so, he can't use this feature again until he finishes a long rest.

11th **Intimidating Presence.** Ront can use an action to frighten someone. Choose a creature within 30 feet. If the creature can see or hear him, it must succeed on a DC 12 Wisdom saving throw or be frightened of Ront until the end of his next turn.

On subsequent turns, Ront can use his action to extend the duration of this effect until the end of his next turn. The effect ends if the creature ends its turn out of line of sight or more than 60 feet away. If the creature succeeds on its saving throw, Ront can't use this feature on that creature again for 24 hours.



RONT

SARITH KZEKARIT

Drow Underdark Soldier

Sarith (he/him) is a drow lesser noble, imprisoned for the murder of a fellow warrior. He can't remember the incident and sometimes believes it's a conspiracy against him while at other times he is resigned to his fate. He is unaware that he is infected with fungal spores that put him under demonic influence, which causes him to black out occasionally.

Personality. I don't know what to believe or who to trust, and I'm tired. But I don't want to die yet.

Ideal. I have to be independent and make my own rules. Whether I like it or not, I can't return to my old life.

Bond. I like this myconid creature, Stool, and his home sounds nice. I should see to it that he gets there.

Flaw. Sometimes I don't remember what just happened and I feel like someone's tricking me. Or maybe I'm just tired.

Additional Languages Elvish, Undercommon

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

Hand Crossbow. *Ranged Weapon Attack:* +3 to hit, range 30/120 ft., one target. *Hit:* 4 (1d6 + 1) piercing damage.



SARITH'S FEATURES

Level Features

1st Crowded in Here. If Sarith becomes charmed, he can use his reaction to instead suffer 1d6 psychic damage, fall unconscious, and not be charmed. Sarith regains consciousness if he is healed the same amount of psychic damage he suffered or at the end of his next turn.

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

Innate Spellcasting. Sarith's innate spellcasting ability is Charisma. He can innately cast the following spells, requiring no material components:

At will: *dancing lights*

1/day: *faerie fire*

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

6th Innate Spellcasting. Sarith's innate spellcasting ability is Charisma. He can innately cast the following spells, requiring no material components:

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

Sporesight. As an action, Sarith can begin emitting a fine cloud of sensory spores that are psychically linked to him. Sarith gains blindsight out to a range of 30 feet for 1 minute. This is reduced to a range of 15 feet in a strong wind as the spores quickly move out of psychic range.

11th Hallucination Spores. Ridges of fungal growth begin to appear on Sarith's body. From these, Sarith can eject hallucinogenic spores at a creature he can see within 5 feet. The target must succeed on a DC 12 Constitution saving throw or be poisoned for 1 minute. The poisoned target is incapacitated while it hallucinates. The target can repeat the saving throw at the end of each of its turns, ending the effect on a success.

Once used, Sarith can't use this ability again until he finishes a long rest.