

# **CODEX OF THE INFINITE PLANES**

**VOLUME VIII:**

## **PLANE OF SHADOW**

**THE ESSENTIAL GUIDE TO THE PLANES OF EXISTENCE**



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**VOLUME VIII:**

## **PLANE OF SHADOW**

**WRITTEN & DESIGNED BY “WEIRD DAVE” COULSON**

**INTERIOR ART BY EMMANUEL BOU ROLDAN (PUBLISHED BY  
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## VOLUME VIII: PLANE OF SHADOW

*“The Plane of Shadow, also referred to as the Shadowfell, is an echo of the Material Plane. It overlaps the known world but it remains separate, and a great gloom and sense of dread holds sway over its gray, shadow-filled landscape. It is the opposite of the Plane of Faerie, and there is strong evidence to support the two echo planes are linked in some ephemeral way. I surmise that the Plane of Shadow is a byproduct of the Negative Energy Plane influencing the Material Plane, and that it represents a decaying of the natural order inherent to all things and places in the multiverse. Certainly the prevalence of necrotic energy and undead horrors in the Shadowfell lends credence to this theory.”*

Lillandri the Moon Mage

Gloom, despair, hopelessness, and loss are just some of the words that can be used to describe the feelings that weigh down travelers that enter the Plane of Shadow. It is an echo of the Material Plane, but it holds only a dark reflection filled with darkness and a creeping sense of being watched. Forests hold sinister shadows, mountains loom taller and more ominous, and everywhere the natural order seems twisted and bent towards a darkly malevolent end.

The nature of the Plane of Shadow draws evil and undead creatures to it, and this attraction has led many planar scholars to link the realm to the Negative Energy Plane. There certainly seems to be some truth to this connection, and it's worth noting that the Plane of Faerie – another echo plane, but one filled with vibrant and often violent life – seems just as strongly linked to the Positive Energy Plane. Are these two sides of the Material Plane the result of the Positive and Negative Energy Planes? Or are the Positive and Negative Energy Planes a result of the Shadowfell and Feywild? Debates continue in scholarly circles.

From a more conventional standpoint, the Plane of Shadow is a place where fell creatures dwell, and its location on the other “side” of the Material Plane makes its interference much more common than other decidedly evil outer planes, such as the Abyss or the Nine Hells. A pervasive gloom in a forlorn crypt, the shadow cast by a tombstone in the moonlight, or the yawning darkness beneath a creaking gallows all can contain portals to the Plane of Shadow, allowing monstrous creatures to slip between the cracks and wreak havoc.

The Shadowfell is also the home to the Domains of Dread, unique and isolated realms locked away from the rest of the plane by insidious Dark Powers. These unknown macabre masters of darkness draw powerful men and women away from the Material Plane at their darkest moment, trapping them and their lands. Barovia, home of the vampire lord Strahd von Zarovich, is the most famous, but other domains exist, scattered across the Plane of Shadow.

Monsters of all types stalk the gloomy wilderness of the Shadowfell, and between them havens of civilization are hard to come by. The most famous is the city of

Gloomwrought with its legion of mysterious keepers maintaining order. Other famous sites include the Nightwyrm Fortress, the Onyx Palace of the Raven Queen, the Moon Towers, and the Circle of Midnight Stones, just to name a few. Truly, in a realm possessed of so much darkness and despair, heroes are needed to push back the encroaching shadow at every opportunity.

### LAY OF THE LAND

As an echo of the Material Plane, the Plane of Shadow holds many of the same basic geographic features of its mirror. However, they are distorted, often more brooding and sinister in appearance. The sky is always dark, cloaked often in thick gray clouds, but even when they pass there is no moon, sun, or stars that shine overhead. Most major natural features in the Material Plane have a “shadow-analogue” in the Shadowfell, such as mountains and forests, and even cities have a dark mirror. Few of them are inhabited in the Plane of Shadow, however.

Just as in many Material Planes, twisting below the ground of the Plane of Shadow is a labyrinthine maze of tunnels and caves. Known as the Shadowdark, in the Plane of Shadow this region is unnaturally cold and only gets colder the further into the ground one explores. Some planar scholars have theorized that there is a massive portal or vortex leading to the Negative Energy Plane somewhere in the Shadowdark, but if it's true it has yet to be found.

There are some strange exceptions to these general guidelines. The most prominent of which are the Domains of Dread, each an isolated realm surrounded by obscuring fog that reaches beyond the planar border. These pockets of the Shadowfell are held together by powerful entities known as the Dark Powers, though their exact makeup and nature are a mystery, and each domain serves as a prison for those trapped inside. The center of each domain is a darklord – a creature, usually sentient but not always, that has gained the favor of the Dark Powers and exercises some control over the mists that bind the domain and even some denizens within it. Each darklord is as much a prisoner as other inhabitants, however, but through the influence of the Dark Powers they have extended or even immortal lifespans.

The most famous Domain of Dread is Barovia, a gothic land ruled by the powerful vampire darklord Count Strahd von Zarovich. From his imposing seat of power at Castle Ravenloft, Count Strahd works towards multiple ends, including how to break free of the mists and return to the Shadowfell proper. Another well-known and feared domain is the Necropolis, a bleak region dominated by countless mindless undead under the direct control of the region's scheming master, the lich Azalin.

Finding one of these Domains of Dread is rarely a chance encounter, and the mists the surround and bind each one seems to be a direct extension of the Dark Powers themselves. The mists can extend through the multiverse, though they rarely move beyond the Material Plane, and they can draw in unsuspecting people into their prisons.

## CYCLE OF TIME

Time passes in the Plane of Shadow exactly the same as the Material Plane, but not sun or moon exists to mark the passage of time. Day and night are filled with the same inky twilight with no discernible difference between the two. Each of the isolated Domains of Dread within the Shadowfell behave under their own rules, however. Most do have a day-night schedule with a sun that rises and sets, but it's all part of the prison built by the Dark Powers and maintained by the domain's darklord.

## SURVIVING

The Plane of Shadow seems to share the same air as its mirror so creatures that can live and breathe in the Material Plane have no inherent problems in the Shadowfell. A creature can survive in the Plane of Shadow as long as they can live off the brackish foul-tasting water that runs in the lakes and rivers, and find food that hasn't spoiled (something that happens at an accelerated pace). Any non-native humanoid that takes a short rest in the Plane of Shadow risks fell despair (described under Hazards & Phenomena).

## GETTING THERE

Spontaneous portals to the Plane of Shadow from the Material Plane are common, and they only appear at night. Few permanent portals are known to exist, and the ones that are known exist below ground where the sun never shines and darkness prevails. The appearance of a spontaneous portal to the Shadowfell is difficult to predict, but certain organizations such as the Tenebrous Cabal and the Shadow Hand Guild have worked to understand and catalog the triggers.

A spontaneous portal appears in a place of darkness and shadow and usually only when certain conditions are met. Some of those conditions are known. For example, nights where the moon or moons are obscured in the sky on the Material Plane are prime triggers for spontaneous portals, as are certain festivals and holidays that honor the gods and goddesses of shadow and darkness. Cemeteries, graveyards, and crypts can all hold portals to the Plane of Shadow, often in new construction over old ground.

Certain spells in older tomes and spellbooks are known to pierce the veil between the Material Plane and Shadowfell as well, but the secrets of these have been lost to most of the current arcane world.

## TRAVELING AROUND

Movement is no more hindered or helped in the Plane of Shadow than the Material Plane, but distance becomes a somewhat elastic concept over time. A group of travelers that enters the Shadowfell from a forest within the Material Plane may find themselves in a similar forest, though dark and twisted. Traveling outside the forest, however, the travelers can find the landscape take on larger deviances, but these differences are fluid. Maps are usually

without merit on the Plane of Shadow.

However, this landscape distortion can be a boon when utilized properly. Great distances can be traveled over much shorter timespans if an entrance to the Material Plane can be found in the right region.

While on the Plane of Shadow, light sources are greatly diminished. Every light source provides radiance in half of the normal area while in the Shadowfell, and spells and effects that provide illumination have their durations reduced by half. The ever-present darkness of the plane seeks to snuff out all light that enters.

Characters that take a short rest in the Plane of Shadow risk suffering from fell despair; see the Hazards & Phenomena section for details on this effect.

## THE POWERFUL AND MIGHTY

While there are no definitive rules of the Plane of Shadow, there are enough powerful entities and influential organizations to keep adventurers on their toes.

## DARK POWERS

What are the Dark Powers? Few know exact details. They are malevolent entities of near god-like status that dictate the creation of the various Domains of Dread. Within each individual domain, a darklord or group of darklords hold supreme power, including controlling the mists that form the border between the realm and the rest of the multiverse. But the Dark Powers are the true masters behind the scenes, and it is by their will the darklords suffer and rule in their pocket prisons.

Some warlocks have reached out to the Dark Powers to make bargains for power and influence, but these deals are always done through a proxy of some sort. There does seem to be multiple Dark Powers and sometimes they seem to operate through agents against each other, but for the most part their machinations are difficult to discern. Shadow demons, shadows, and nightshades are common representatives of the Dark Powers across the multiverse, and there are some scholars who believe they are advanced nightshades of monumental power.

Gaining the attention of the Dark Powers is rarely a boon to mortals. They tend to have a cruel sense of irony when dealing with lesser creatures, a trait exhibited by all of the darklords they choose to imprison within a Domain of Dread. There are some wild theories that say the Dark Powers are actually agents of benevolence, and by removing powerful individuals and imprisoning them in misty realms within the Shadowfell they are tipping the scales of balance towards good. Warlocks and other beings that have dealt with the proxies of the Dark Powers know that this is probably not the case, or at least not the case with all of them. Perhaps they are moving towards a cosmic balance, but it's not out of some sense of justice or temperance that they infuse evil beings with great power and elevate them to the status of darklords.



## THE RAVEN QUEEN

One of the great powers of the Plane of Shadow is the enigmatic figure known as the Raven Queen. She has the powers of a god, and she possesses great influence over the spheres of death, winter, and fate. In the Material Plane, cults have sprung up to worship her, and from these followers the Raven Queen draws great strength. Does that make her a god? It certainly seems to qualify, but some planar scholars are not so sure.

Little is known about the Raven Queen's background. Rumors says she was a mortal sorceress who impressed an ancient god of death. Did she betray the god of death and steal his power? Or did she simply claim what was left behind? Can a god of death die? These questions all swirl around the background for the Raven Queen, but regardless she seems to have stepped into the mantle of a deity with dominion over death.

In the Plane of Shadow, she rules from the Onyx Citadel, a massive structure that moves around the Shadowfell at the Raven Queen's wishes. Several temples run by deranged cultists lay scattered about the plane as well, and she has an ongoing feud with Orcus, Demon Prince of the Undead. The two have sparred through proxies countless times across the multiverse, but the Plane of Shadow is where their most fierce showdowns have taken place.

## SHADOW HAND GUILD

Thieves and rogues have a natural affinity towards darkness, and many of them find solace in the gloomy twilight of the Plane of Shadow. The Shadow Hand Guild takes that a step further, however, and has actually established a home on the Shadowfell in Gloomwrought, the City of Midnight. Gloomwrought is a dark city ruled by various factions of petty and corrupt nobles, but underneath it all operates the Shadow Hand thieves. They rule from an elaborate series of sewer tunnels beneath the streets of the City of Midnight, and from there they run an extensive network of spies and informants. They watch not just the actions within Gloomwrought but as many major cities as they can.

Within their sewer tunnels, powerful wizards in the Shadow Hand Guild have constructed viewing portals that allow them visual access to many other cities. They operate a series of two-way portals as well, partnering with thieves' guilds in major cities to provide easy access. Few but the most powerful members of each of these external guilds even knows about the Shadow Hand's existence – most just feel a slight breeze as a shadow passes from a darkened corner into the night-filled streets.

The masters of the Shadow Hand Guild seem interested in accruing magical items and trinkets from across the multiverse, and they hoard these in secret vaults hidden within their sewer tunnels below Gloomwrought. Some of these they use as tests for initiates into the guild, while others are meant to deter or destroy uninvited guests.

## TENEBOUS CABAL

The Tenebrous Cabal is a loosely-knit organization of wizards and clerics dedicated to death and necromancy. They do not have much of a formal power structure and usually operate as individuals with their plans and schemes, but they do have one grand resource – the Bleak Academy. This large school in the Plane of Shadow is dedicated to the art of necromancy, and all members of the Tenebrous Cabal are graduates of the academy.

The Tenebrous Cabal was founded long ago by devotees of the archlich Acererak, and they constructed the original Black Academy over the site of the infamous Tomb of Horrors as a means of honoring their patron and teaching their skills to new generations. Through the actions of heroes and the indifference of Acererak, the Black Academy in the Material Plane was destroyed, but not before much of the knowledge was secreted away by the school's vampire masters. They worked to recreate the academy in the Shadowfell, and there they built a dark and magnificent campus shaped like a great skull. They renamed it the Bleak Academy and created the Tenebrous Cabal to continue the study of the necromantic arts.

Most members of the Tenebrous Cabal are evil, and many are undead creatures seeking to expand their mastery over magic. Many horrors have been birthed in the shadowed halls of the Bleak Academy over the years, but not all who pass through become undead-loving necromancers. Some students and teachers are dedicated to understanding necromancy and its place in the grand arcane scale, and this kind of study does not lend itself towards evil actions directly.

## THE UMBRAL CHIEF

Long ago, on a distant Material Plane, there was a great barbarian chief from the savage tribes of the windswept steppes. He rose up and united his people, and drove them forth to conquer the civilized lands. He did this through influence from the Shadowfell, and he commanded great powers of shadow and deceit that he used in his bloody path of conquest. His enemies called him the Umbral Chief, and his legions of shadow-touched barbarians were ruthless and without mercy.

Eventually the Umbral Chief was defeated, but in defeat he was pulled into the Plane of Shadow for all eternity. Now he serves as a force for destruction and change in the Shadowfell. The Umbral Chief still leads his shadow-fed army, and his most loyal followers are known as umbral ones far and wide. They thunder on black shadow steeds across the gloom-filled landscape of the plane, and occasionally they cross into the Material Plane to wreak havoc and vengeance against the light.

The Umbral Chief is an undead behemoth of frightening strength and cunning. The final resting place for his bones lies in a secret barrow somewhere in the Plane of Shadow, and rumors say that a single bone shard from the Umbral Chief's physical remains can grant fantastic powers to mortal warriors. Few have found the barrow of the Umbral Chief, but those that have sought it out say it lies somewhere in a great valley of darkness, guarded by hideous shadow monsters like no other.

## CREATURES & DENIZENS

Undead monsters are common in the Plane of Shadow, owing to its strong connection to the Negative Energy Plane. Other monsters do prowl the Shadowfell, however, so travelers should be on the alert for more than just undead.

## BONE WEIRD

Bone weirds are insidious hunters of the Plane of Shadow. They lurk in cemeteries and graveyards, and often slither into the Material Plane through spontaneous portals in search of prey. A bone weird appears as a vaguely serpentine mass of bones, hundreds upon hundreds of them, topped by a large skull. The skull is usually of a large animal, such as a crocodile or moose, but it could be anything, and it is fused to the creature's form.

**Natural Manifestation.** The bone weird is often mistaken for an undead monster, but it is truthfully a natural manifestation of the Plane of Shadow. It is believed that they come from graveyards in the Shadowfell, where the reflection of old bones coalesces into an elemental creature that forms and crawls out in search of food. Something in that process instills within them an evil mindset, however, and the bone weird delights in causing as much pain and suffering to its food as possible.

**Bone Eaters.** Bone weirds live off the bones of living creatures, and they do this by subsuming them directly from victims. Bones of deceased creatures can be eaten if the creature is desperate, but it seems to truly enjoy sucking the bones out of still living victims. The process is horrendously traumatic for the victim.

## BONE WEIRD

*Large elemental, chaotic evil*

**Armor Class** 15 (natural armor)

**Hit Points** 85 (10d10+30)

**Speed** 30 ft., climb 30 ft.

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

**Saving Throws** Dex +4, Wis +3

**Damage Immunities** piercing, poison, necrotic

**Condition Immunities** charmed, exhaustion, poisoned

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

**Languages** -

**Challenge** 5 (1,800 XP)

**Form of Bones.** The bone weird is comprised of hundreds of bones which absorb mighty blows. Critical hits are treated as normal hits against the bone weird. Attacks that deal bludgeoning damage ignore this feature.

**Regeneration.** As long as the bone weird has more than 0 hit points, it regains 5 hit points at the start of its turn. If the bone weird is reduced to 0 hit points, it reforms with half its maximum hit points in 1d4+1 rounds. The only way to stop this reforming is by destroying the skull of the bone weird after it has been reduced to 0 hit points (the skull has AC 14, 15 hp, and resistance to bludgeoning, piercing, and slashing damage).

### ACTIONS

**Bite.** *Melee Weapon Attack:* +8 to hit, reach 10 ft., one target. *Hit:* 13 (3d6+3) slashing damage. If the target is a living creature, it must succeed on a DC 14 Wisdom saving throw or have 1d6 of its bones subsumed by the bone weird. The bones are ripped out through the victim's body, inflicting 22 (4d10) force damage, and forcing the victim to succeed on a DC 14 Constitution saving throw. On a failure the victim gains a level of exhaustion from the ordeal.

## GIANT, DEATH

Death giants are adopted inhabitants of the Plane of Shadow who have given over any shred of their Material Plane lives to become suffused with necrotic energy. They are thinner and stringier than their strength would indicate, and they dress in archaic armor reminiscent of a forgotten epoch long since vanished from the multiverse. Their skin is gray and no hair grows on their body. Death giants are cruel, merciless, and selfish, and see themselves as the true rulers of the Shadowfell.

**From Conquerors to Slaves.** The creatures that would become death giants entered the Plane of Shadow generations ago with intentions of glorious conquest. They came in great numbers and built titanic cities in the Shadowfell, but something in the plane eroded their very being. Refusing to give up, giant shamans delved into solutions, and they found that they could harness the souls of their countless slaves to sustain their forms while on the Plane of Shadow. They perfected the art of reaping souls, and in doing so they ended up replacing their own souls with shadowstuff, and they became death giants as a result. Their cities collapsed with no slaves to maintain them, falling into the darkness of the plane, and the death giants scattered, seeking out more souls to harvest in order to maintain their own existence.

**Immortal Rulers.** Death giants rarely organize together. Instead they surround themselves with lesser living creatures, both as a means of conquering their enemies and providing them with fresh souls in case situations turn against them. Some death giants still haunt the collapsed ruins of their former fortresses, and it seems as though the process of reaping souls keeps them effectively immortal.

### DEATH GIANT

*Huge giant, neutral evil*

**Armor Class** 17 (splint)

**Hit Points** 247 (23d12+92)

**Speed** 50 ft.

STR	DEX	CON	INT	WIS	CHA
27 (+8)	16 (+3)	19 (+4)	12 (+1)	18 (+4)	24 (+7)

**Saving Throws** Str+13, Con +9, Wis +9, Cha +12

**Skills** Athletics +13, Intimidate +12, Perception +9

**Damage Immunities** necrotic

**Condition Immunities** exhaustion, frightened

**Senses** darkvision 60 ft., Passive Perception 19

**Languages** Common, Giant

**Challenge** 13 (10,000 XP)

**Reap Soul.** A creature within 30 feet of the death giant reduced to zero hit points is killed immediately, and the death giant gains 40 temporary hit points. A creature killed in this way may not be returned to life until the death giant is slain. If multiple death giants are in range, only one gains this benefit. The death giant may voluntarily release a creature's soul if it chooses.

#### ACTIONS

**Multiattack.** The death giant makes two greataxe attacks.

**Greataxe.** *Melee Weapon Attack:* +13 to hit, reach 10 ft., one target. *Hit:* 27 (3d12+8) slashing damage.

**Rock.** *Ranged Weapon Attack:* +13 to hit, range 60/240 ft., one target. *Hit:* 34 (4d12+8) bludgeoning damage.

**Frightful Keening (Recharge 5-6).** Each creature of the giant's choice within 60 feet must succeed on a DC 16 Wisdom saving or be frightened for 1 minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the giant's Frightful Keening for the next 24 hours.

## GOLEM, BONE

Bone golems are agile guardians created from the discarded remnants of bones from all manner of creatures. Each is unique, but they generally appear as a tall humanoid with slumped shoulders and mismatched bones through its form. Only one skull is used in the creation of a bone golem, and this head forms the center piece of the construct. Bone golems are surprisingly quick and agile, and their cackle can paralyze the stoutest of warriors.

**Origin.** It's difficult to pinpoint the origin of the bone golem. Certainly members of the Tenebrous Cabal excel at their creation, and the Bleak Academy in the Plane of Shadow is guarded by more than a few of these tireless constructs. But bone golems are mentioned in one of the earlier volumes of the Book of Shadows, which predate the Tenebrous Cabal by many years. Some scholars claim the Dark Powers gifted the secrets of bone golem construction to one of their darklord prisoners, and from there the secret escaped the mists and out into the multiverse.

### BONE GOLEM

*Large construct, unaligned*

**Armor Class** 18 (natural armor)

**Hit Points** 114 (12d10+48)

**Speed** 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	16 (+3)	18 (+4)	3 (-4)	8 (-1)	1 (-5)

**Damage Immunities** necrotic, poison, psychic; bludgeoning, piercing, and slashing from nonmagical weapons that aren't adamantite

**Condition Immunities** charmed, exhaustion, frightened, paralyzed, petrified, poisoned

**Senses** darkvision 60 ft., Passive Perception 9

**Languages** understands the languages of its creator but can't speak

**Challenge** 7 (2,900 XP)

**Immutable Form.** The golem is immune to any spell or effect that would alter its form.

**Magic Resistance.** The golem has advantage on saving throws against spells and other magical effects.

**Magic Weapons.** The golem's weapon attacks are magical.

**Necrotic Absorption.** Whenever the golem is subjected to necrotic damage, it takes no damage and instead regains a number of hit points equal to the necrotic damage dealt.

#### ACTIONS

**Multiattack.** The golem makes two slam attacks.

**Slam.** *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target.  
*Hit:* 15 (2d10+4) bludgeoning damage.

**Cackle (Recharge 5-6).** The golem lets loose a horrendous cackle meant to strike fear in the hearts of the living. Every living creature within 60 feet must succeed at a DC 15 Wisdom saving throw or be frightened for 1 minute. If the saving throw fails by 5 or more the victim is also paralyzed for 2 rounds. A frightened creature can repeat the saving throw at the end of each its turn, ending the effect on itself with a success. A creature that saves against a golem's cackle or has the frightened effect end for it is immune to the cackle of all bone golems for 24 hours.

## GWIDDON

A gwiddon is an evil druid dedicated to the Plane of Shadow who has taken special steps to become an undead creature. This process was originally perfected by a deposed demon lord of the Abyss, but the secrets were stolen by the Raven Queen and spread to a circle of followers dedicated to rot and death. A gwiddon appears as a gaunt, desiccated human, skin parched and drawn tight against the bones. The creature's voice is a raspy whisper that sounds like sand blowing across a desert dune.

**Shadow Gardens.** The Plane of Shadow contains a number of blighted, desecrated sites known as Shadow Gardens, each tended by one or more gwiddon and a flock of undead monstrosities. Terrible things grow in a Shadow Garden, each a dark and twisted reflection of the natural beauty contained within a standard garden, but there are some rare items that only grow there. Potent material components to certain shadow and necromantic spells can be harvested from a Shadow Garden, but the gwiddon never allows even a single leaf from being removed.

**Circle of Rot.** Gwiddons practice a blasphemous form of druidic magic tied to the Circle of Rot. Most druids around the multiverse view this as the worst kind of defiling magic, but there are some isolated regions where a gwiddon can be summoned and forced to teach the secrets of the rot magic to willing subjects. The natural vegetation around a shepherd of the Circle of Rot withers and dies, and the power of the druid is stolen directly from nature. Most druids regard such practices as beyond redemption and seek to end any signs of its use.

## GWIDDON

*Medium undead, neutral evil*

**Armor Class** 17

**Hit Points** 83 (15d8+15)

**Speed** 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	16 (+3)	12 (+1)	14 (+2)	18 (+4)	12 (+1)

**Saving Throws** Dex +7, Wis +8, Cha +5

**Skills** Perception +8

**Damage Resistances** bludgeoning, piercing, and slashing from nonmagical weapons

**Condition Immunities** charmed, exhaustion, frightened, paralyzed, poisoned

**Senses** darkvision 60 ft., passive Perception 18

**Languages** Druidic, Common

**Challenge** 9 (5,000 XP)

**Aura of Blight.** The gwiddon is surrounded by an aura that drains vitality from those around it. Any living creature that starts their turn within 5 feet of the gwiddon must make a DC 16 Constitution saving throw or suffer 9 (2d8) necrotic damage.

**Innate Spellcasting.** The gwiddon is a 9th-level spellcaster. Its spellcasting ability is Wisdom (spell save DC 16, +8 to hit with spell attacks). The gwiddon has the following druid spells prepared:

Cantrips (at will): *poison spray, produce flame, resistance, thorn whip*

1st level (4 slots): *entangle, jump, thunderwave*

2nd level (3 slots): *enhance ability, gust of wind, spike growth*

3rd level (3 slots): *call lightning, dispel magic, sleet storm*

4th level (3 slots): *blight, ice storm, polymorph*

5th level (1 slot): *insect plague*

**Magic Resistance.** The gwiddon has advantage on saving throws against spells and other magical effects.

### ACTIONS

**Multiattack.** The gwiddon makes two ranged attacks.

**Blight Ray.** *Ranged Weapon Attack:* +7 to hit, range 60/200 ft., one creature. Hit: 18 (4d8) necrotic damage.

## NIGHTSHADE

Some of the most feared beings that stalk the Plane of Shadow are the nightshades. Monstrously huge undead beings made of pure darkness and shadow, nightshades are mute guardians and hunters of the landscape. There are three known varieties of nightshades – the worm-like nightcrawler, the bat-like nightwing, and the lanky giant-like nightwalker.

**Tied to the Midnight Stones.** Scattered about the Shadowfell are strange circles made of massive slabs of a strange rock known as midnight stones. These standing circles rarely stay in one location for very long, but their presence is always marked by a congregation of nightshades. They do not communicate with one another, at least not in any perceptible way, but they do not interfere with one another either. Sometimes they converge on the midnight stones to deter some intruder or curious adventurer seeking to unlock the mystery of the circles, but just as often they simply act as they normally would but confined to a smaller region around the circle. No one knows how the nightshades are connected to the midnight stones yet.

**Free Willed Predators.** Each of the nightshades is an efficient hunter and predator, and sometimes they slip outside the Plane of Shadow and out into the Material Plane. Some powerful necromancers have learned ways to summon and bind the undead monsters to their will, but this is rare – the nightshades seem resistant to domination attempts. Nightshades live off the living force energy of mortal creatures, but they seem effectively immortal unless defeated in combat.

### NIGHTCRAWLER

The nightcrawler is a titanic worm-like being, black and shadowy, with a gaping tooth-filled maw at its “head” that it uses to chew up dirt and opponents. It is blind, but it uses some unknown other sense to detect the presence of living creatures. It is capable of swallowing targets whole, and it can spew a cloud of necrotic gas to weaken foes before it slithers in for the final kill.

### NIGHTWING

The flap of the nightwing’s huge bat-like wings is usually the only sound that precedes its lightning-quick attacks from the air. It uses its talons to rend flesh from bone, and it has a powerful anti-magic cone it can unleash to reduce magical effects to nothing. Nightwings are the only nightshades that are often encountered in pairs, flapping through the dark skies of the Shadowfell in search of a new meal.

### NIGHTWALKER

As large as any giant but gaunt and thin, the nightwalker is a fearsome opponent and skilled stalker of prey. Shadow monsters accompany them, though some believe this is a byproduct of their connection to the Negative Energy Plane rather than a deliberate ally, and their fearsome claws are capable of reducing the stoutest warrior to a quivering mess in an instant.

## NIGHTCRAWLER

*Huge undead, neutral evil*

**Armor Class** 16 (natural armor)

**Hit Points** 200 (16d12+96)

**Speed** 40 ft., burrow 30 ft.

STR	DEX	CON	INT	WIS	CHA
24 (+7)	7 (-2)	22 (+6)	9 (-1)	10 (+0)	11 (+0)

**Saving Throws** Con +10, Wis +4

**Damage Resistances** bludgeoning, piercing, and slashing from nonmagical weapons

**Damage Immunities** cold, necrotic, poison

**Condition Immunities** blinded, charmed, exhaustion, frightened, poisoned

**Senses** blindsight 120 ft., passive Perception 10

**Languages** -

**Challenge** 10 (5,900 XP)

**Magic Resistance.** The nightshade has advantage on saving throws against spells and other magical effects.

**Shadow Chains.** Any living creature in dim light or darkness that starts its turn within 30 feet of the nightshade must succeed on a DC 18 Strength saving throw or be restrained for 1 minute. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself with a success. If the creature succeeds on the saving throw against this effect or the effect ends for it, it is immune to the Shadow Chains feature of nightshades for the next 24 hours.

**Tunneler.** The nightshade can burrow through solid rock at half its burrow speed and leaves a 10-foot-diameter tunnel in its wake.

**Turn Immunity.** The nightshade is immune to the effects of Turn Undead.

### ACTIONS

**Bite.** *Melee Weapon Attack:* +11 to hit, reach 10 ft., one target.

**Hit:** 16 (2d8+7) piercing damage. If the target is a Large or smaller creature, it must succeed on a DC 17 Dexterity saving throw or be swallowed. A swallowed creature is blinded and restrained, possesses total cover against attacks and other effects outside the nightshade, and suffers 36 (8d8) necrotic damage at the start of each of the nightshade’s turns.

If the nightshade takes 30 damage or more on a single turn from a creature inside it, the nightshade must succeed on a DC 19 Constitution saving throw at the end of its turn. On a failure it regurgitates all swallowed creatures. Regurgitated creatures fall prone in a space within 10 feet of the nightshade. If the nightshade dies, a swallowed creature is no longer restrained by it and can escape from the body by using 20 feet of movement, exiting prone.

**Poison Breath (Recharge 5-6).** The nightshade expels a cloud of necrotic gas in a 60-foot long cone. Living creature in the cone must make DC 19 Constitution saving throws, suffering 28 (8d6) poison damage on a failed save, or half as much damage on a successful one. Creatures that fail the saving throw are also poisoned.

## NIGHTWING

*Huge undead, neutral evil*

**Armor Class** 19 (natural armor)

**Hit Points** 136 (16d12+32)

**Speed** 20 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	27 (+8)	15 (+2)	16 (+3)	14 (+2)	13 (+1)

**Saving Throws** Dex +12, Wis +6

**Skills** Perception +6, Stealth +12

**Damage Resistances** bludgeoning, piercing, and slashing from nonmagical weapons

**Damage Immunities** cold, necrotic, poison

**Condition Immunities** charmed, exhaustion, frightened, poisoned

**Senses** darkvision 120 ft., passive Perception 16

**Languages** -

**Challenge** 9 (5,000 XP)

**Magic Resistance.** The nightshade has advantage on saving throws against spells and other magical effects.

**Shadow Chains.** Any living creature in dim light or darkness that starts its turn within 30 feet of the nightshade must succeed on a DC 18 Strength saving throw or be restrained for 1 minute. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself with a success. If the creature succeeds on the saving throw against this effect or the effect ends for it, it is immune to the Shadow Chains feature of nightshades for the next 24 hours.

**Turn Immunity.** The nightshade is immune to the effects of Turn Undead.

### ACTIONS

**Multiattack.** The nightshade makes two attacks: one with its bite and one with its claws.

**Bite.** *Melee Weapon Attack:* +12 to hit, reach 5 ft., one target. *Hit:* 17 (2d8+8) piercing damage plus 18 (4d8) necrotic damage.

**Claw.** *Melee Weapon Attack:* +12 to hit, reach 10 ft., one target. *Hit:* 26 (4d8+8) slashing damage.

**Magic Nullification Cone (Recharge 5-6).** The nightshade creates a 60-foot long cone of magic nullification. Everything in the radius of the cone is affected by the *dispel magic* spell. Spells of 3<sup>rd</sup> level or lower end immediately, and for each spell of 4<sup>th</sup> level or higher the nightshade must make a check at +7 against a DC of 10 + the spell level. On a success the spell ends.

## NIGHTWALKER

*Huge undead, neutral evil*

**Armor Class** 18 (natural armor)

**Hit Points** 168 (16d12+64)

**Speed** 40 ft.

STR	DEX	CON	INT	WIS	CHA
22 (+6)	18 (+4)	18 (+4)	11 (+0)	14 (+2)	11 (+0)

**Saving Throws** Dex +8, Con +8, Wis +6

**Skills** Perception +7, Stealth +8

**Damage Resistances** bludgeoning, piercing, and slashing from nonmagical weapons

**Damage Immunities** cold, necrotic, poison

**Condition Immunities** charmed, exhaustion, frightened, poisoned

**Senses** darkvision 120 ft., passive Perception 17

**Languages** -

**Challenge** 9 (5,000 XP)

**Magic Resistance.** The nightshade has advantage on saving throws against spells and other magical effects.

**Shadow Chains.** Any living creature in dim light or darkness that starts its turn within 30 feet of the nightshade must succeed on a DC 18 Strength saving throw or be restrained for 1 minute. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself with a success. If the creature succeeds on the saving throw against this effect or the effect ends for it, it is immune to the Shadow Chains feature of nightshades for the next 24 hours.

**Turn Immunity.** The nightshade is immune to the effects of Turn Undead.

### ACTIONS

**Multiattack.** The nightshade makes two claw attacks.

**Claw.** *Melee Weapon Attack:* +10 to hit, reach 10 ft., one target. *Hit:* 15 (2d8+6) slashing damage plus 9 (2d8) necrotic damage, and the target must succeed on a DC 16 Wisdom saving throw or be frightened of the nightshade for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself with a success. If a creature succeeds on the saving throw against this effect or the effect ends for it, it is immune to this effect for the next 24 hours.

**Summon Shadows (Recharge 5-6).** The nightshade summons up to 4 shadows. The shadows emerge from a point in dim light or darkness within 60 feet, and serve the nightshade completely.

## ODEM

Dangerous, malevolent spirits that haunt the Plane of Shadow, odem are cruel and sly, a dangerous combination in the Shadowfell. Their natural form resembles a wisp of shadowy mist, but they much prefer to occupy the body of another humanoid creature for as long as possible. Some scholars have linked odem to ghosts, but the possession nature of the odem is much deeper and more sinister than a typical ghost. Odems that possess a humanoid gain all knowledge of the person's life, allowing them to mimic it nearly flawlessly. During this time the original mind is shunted to the back without knowledge of their actions or plans, and the target's mind can communicate only with the odem telepathically.

**Spirits of Shadow.** Odem are widely believed to be natural inhabitants of the Plane of Shadow. They are not undead, but instead elemental manifestations of pure shadow and darkness. While in possession of a body they retain their ethereal sight ability, allowing them to easily spot their own kind and to keep watch for creatures that might be able to threaten them.

**Game of Hosts.** Odems retain possession of a humanoid body for as long as possible, and they delight in their secret subterfuge. It's a game to the odem, though rarely do others know they are playing, and they often have no long term plan other than surviving and causing mischief and terror. When an odem leaves or is forced out of a body, the host is left with a sense of great time loss – to them, one moment they were in one place, and the next moment they are somewhere completely different. Some communities call these poor unfortunates the vacated, and the name has stuck.

## ODEM

*Tiny elemental, chaotic evil*

**Armor Class** 16

**Hit Points** 15 (6d4)

**Speed** 0 ft., fly 60 f.t (hover)

STR	DEX	CON	INT	WIS	CHA
3 (-4)	23 (+6)	11 (+0)	15 (+2)	14 (+2)	16 (+3)

**Skills** Insight +4, Perception +4, Stealth +8

**Damage Immunities** acid, cold, fire, lightning, necrotic, poison, thunder; bludgeoning, piercing, and slashing from weapons that are not cold iron

**Condition Immunities** charmed, exhaustion, frightened, grappled, paralyzed, petrified, poisoned, prone, restrained

**Senses** darkvision 120 ft., passive Perception 14

**Languages** telepathy 120 ft.

**Challenge** 3 (700 XP)

**Ethereal Sight.** The odem can see 120 feet into the Ethereal Plane when it is on the Material Plane or Plane of Shadow, and vice versa.

**Incorporeal Movement.** The odem can move through other creatures and objects as if they were difficult terrain. It takes 5 (1d10) force damage if it ends its turn inside an object.

### ACTIONS

**Etherealness.** The odem enters the Ethereal Plane from the Material Plane or Plane of Shadow, or vice versa. It is not visible on the Material Plane or Plane of Shadow while it is in the Border Ethereal.

**Possession (Recharge 6).** One humanoid that the odem can see within 5 feet of it must succeed on a DC 13 Charisma saving throw or be possessed by the odem; the odem then disappears, and the target is incapacitated and loses control of its body. The odem now controls the body and deprives the target of awareness. The odem can't be targeted by any attack, spell, or other effect, except ones that target possession specifically, and it retains its alignment, Intelligence, Wisdom, Charisma, and immunity to being charmed and frightened. It otherwise uses the possessed target's statistics, and it gains access to the target's knowledge, class features, and proficiencies.

The possession lasts until the body drops to 0 hit points, the odem ends it as a bonus action, or the odem is turned or forced out by an effect like the *dispel evil and good* spell. When the possession ends, the odem reappears in an unoccupied space within 5 feet of the body. The target is immune to this odem's Possession for 24 hours after succeeding on the saving throw or after the possession ends.

## SHAMBLING GRAVEYARD

Shambling graveyards are monstrosly evil manifestations of the soil in the Plane of Shadow. Suffused with necrotic energy, they lurch forth from cemeteries and burial grounds in the Shadowfell, and have been encountered in Material Plane locations with strong ties to the shadow plane. A shambling graveyard appears as a great mound of black dirt and mud, filled with tombstone shards and patches of oily green moss. They reach out with massive clumps of earth to pummel opponents, and are feared for their ability to completely engulf enemies in their suffocating bulk.

**Risen by Fear.** The process that creates a shambling graveyard isn't exactly known, but there is a strong connection between a cemetery in the Material Plane and the mirror version in the Plane of Shadow that can birth them. However, not all such locations have shambling graveyards, so some planar scholars believe an extra ingredient is needed to give rise to these behemoths of blackened soil. Locations with strong emotions seem primed to feed a shambling graveyard and summon them in the Shadowfell so it is reasonable to assume fear plays a pivotal role in their creation.

**Midnight Stalkers.** On the Plane of Shadow, where the sun never shines, shambling graveyards are free to roam in the darkness, though they typically keep to a territory marked by the cemetery that birthed them. When they make it to the Material Plane, they shun the light, though they suffer no actual penalties from its power. They prefer the deepest hours of night and usually choose to shamble forth during that time in search of fresh blood and flesh to consume.

## SHAMBLING GRAVEYARD

*Huge plant, neutral evil*

**Armor Class** 14 (natural armor)

**Hit Points** 153 (18d12+36)

**Speed** 20 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	7 (-2)	14 (+2)	5 (-3)	10 (+0)	1 (-5)

**Damage Resistances** cold, fire

**Damage Immunities** necrotic

**Condition Immunities** blinded, charmed, deafened, exhaustion

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

**Languages** -

**Challenge** 8 (3,900 XP)

**Presence of the Grave.** The shambling graveyard gives off an unholy emanation as a result of its unnatural composition. Any living creature within 60 feet of the shambling graveyard must make a DC 16 Wisdom saving throw or be frightened for 1 minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the shambling graveyard's Presence of the Grave for the next 24 hours.

### ACTIONS

**Multiattack.** The shambling graveyard makes two slam attacks. If both attacks hit a Large or smaller target, the target is grappled (escape DC 16) and the shambling graveyard uses its Engulf on the target.

**Slam.** *Melee Weapon Attack:* +8 to hit, reach 10 ft., one target. *Hit:* 15 (2d10+4) bludgeoning damage. The target suffers 11 (2d10) necrotic damage at the start of their next turn as the wound festers with black tainted dirt.

**Engulf.** The shambling graveyard engulfs a Large or smaller creature grappled by it. The engulfed target is blinded, restrained, and unable to breathe, and it must succeed on a DC 16 Constitution saving throw at the start of each of the shambling graveyard's turns or take 15 (2d10+4) bludgeoning damage. If the shambling graveyard moves, the engulfed target moves with it. The shambling graveyard can have up to 4 Medium creatures or 1 Large creature engulfed at a time.

## SLIME SHADOW

Slime shadows are bubbling, semi-sentient masses of oozing darkness similar to black puddings. They devour wooden and metal objects, and they seek out the greatest concentration of this that they can sense. Slime shadows seem to occur spontaneously in the Plane of Shadow and have been encountered in all environments across the plane.

**Sludge Drinkers.** Slime shadows are often found near regions that contain necromantic seepage, and it is widely believed that the monsters actually feed on the black sludge leaking in from the Negative Energy Plane. The slime shadows are immune to the soul rot disease that afflicts other creatures and they ooze monsters are not above targeting weakened foes that happen to stumble into the seepage.

## SLIME SHADOW

*Large ooze, unaligned*

**Armor Class** 7

**Hit Points** 51 (6d10+18)

**Speed** 20 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	5 (-3)	16 (+3)	1 (-5)	6 (-2)	1 (-5)

**Damage Resistances** cold, fire

**Damage Immunities** necrotic

**Condition Immunities** blinded, charmed, deafened, exhaustion

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

**Languages** -

**Challenge** 2 (450 XP)

**Amorphous.** The slime shadow can move through a space as narrow as 1 inch wide without squeezing.

**Corrosive Form.** Any nonmagical weapon made of metal or wood that hits the slime shadow corrodes. After dealing damage, the weapon takes a permanent and cumulative -1 penalty to damage rolls. If its penalty drops to -5, the weapon is destroyed. Nonmagical ammunition made of metal or wood that hits the slime shadow is destroyed after dealing damage.

**Spider Climb.** The slime shadow can climb difficult surfaces, including upside down, without need to make an ability check.

### ACTIONS

**Pseudopod.** *Melee Weapon Attack:* +5 to hit, reach 10 ft., one target. *Hit:* 6 (1d6+3) bludgeoning damage, and the target's Strength score is reduced by 1d4. The target dies if this reduces its Strength to 0. The reduction lasts until the target finishes a short or long rest. In addition, nonmagical armor worn by the target is partly dissolved and takes a permanent and cumulative -1 penalty to the AC it offers. The armor is destroyed if the penalty reduces its AC to 10.

## HAZARDS & PHENOMENA

The Plane of shadow is a dangerous place for the unprepared. The very air saps the will to live out of visitors, and spontaneous hazards like necromantic seepage and darklands can cause sudden and very real problems. Travelers to the Shadowfell be warned!

### DARKLAND

Darklands are regions of intense cold and dread in a concentrated area on the Plane of Shadow. Typically, a darkland covers a radius of 1d20 miles, but larger and smaller zones have been encountered across the plane. Creatures that take a short rest in a darkland cannot spend any hit dice for healing and must succeed on a DC 14 Wisdom saving throw or suffer one level of exhaustion from the deep numbing cold. Creatures that finish a long rest within a darkland automatically gain a level of exhaustion and do not regain any hit points or spent hit dice.

This effect is more than just a physical cold, however. If a creature is immune to both necrotic and cold damage it is immune to the effect of the darkland, but only if it is immune to both damage types.

It is theorized that darklands are regions where the border between the Plane of Shadow and the Negative Energy Plane is thinnest. Sometimes this has an obvious source, and sometimes the source can be stopped so that the power of the darkland eventually fades away. In the Shadowdark below the surface of the Shadowfell, darklands are much more common and less obvious in their causes.

### FELL DESPAIR

An intangible but omnipresent feeling of dread and despair hangs over the entire Plane of Shadow. Creatures entering it from the Material Plane feel it immediately – an oppressiveness, as if the darkness had weight and was pressing in from all sides. It's been described as suffocating and insufferable. For characters, spending too much time in the Shadowfell risks an effect known as fell despair.

After each short rest spent in the Plane of Shadow, characters must succeed on a DC 10 Wisdom saving throw. On a failure, the character is affected by fell despair. Roll 1d20 and consult the following table to determine the fell despair effect.

#### 1D20 FELL DESPAIR EFFECT

- |    |  |
|----|--|
| 1  | <b>Clumsy.</b> Whenever you roll a 1 on an attack roll, saving throw, or ability check, you fall prone.  |
| 2  | <b>Distracted.</b> You suffer disadvantage on initiative.  |
| 3  | <b>Drowsy.</b> You cannot make opportunity attacks.  |
| 4  | <b>Fatalistic.</b> You suffer disadvantage on death saving throws.   |
| 5  | <b>Hopeless.</b> You suffer -2 on all saving throws.   |
| 6  | <b>Indifferent.</b> You cannot use Inspiration.  |
| 7  | <b>Lethargic.</b> You suffer disadvantage on Constitution saving throws.   |
| 8  | <b>Sluggish.</b> Your speed is reduced by 5 feet.  |
| 9  | <b>Unconcerned.</b> You suffer disadvantage on Dexterity saving throws.  |
| 10 | <b>Craven.</b> You suffer disadvantage on Strength-based ability checks.   |
| 11 | <b>Insomnia.</b> You regain only half normal hit points from Hit Dice spent.   |
| 12 | <b>Mistrustful.</b> You cannot move through allies' spaces.  |
| 13 | <b>Paranoid.</b> You suffer disadvantage on Wisdom saving throws.  |
| 14 | <b>Forgetful.</b> You suffer disadvantage on Intelligence-based ability checks.  |
| 15 | <b>Jealous.</b> You cannot take the Help action.   |
| 16 | <b>Squeamish.</b> You suffer disadvantage on your first attack in a round against an opponent who is at or below half their starting hit points. |
| 17 | <b>Delusional.</b> You suffer disadvantage on Wisdom-based ability checks.   |
| 18 | <b>Jittery.</b> You suffer disadvantage on Dexterity-based ability checks.   |
| 19 | <b>Quarrelsome.</b> You suffer disadvantage on Charisma-based ability checks.  |
| 20 | <b>Surge of Hope.</b> You gain a point of Inspiration.   |

If a character is already suffering a fell despair effect and fails the saving throw, the new despair effect replaces the old one. Removing a fell despair effect requires spending half of the character's Hit Dice during a long rest and succeeding at a DC 15 Wisdom saving throw. The *calm emotions* spell removes despair, as does any spell or other magical effect that removes a curse.

## NECROMANTIC SEEPAGE

Pools of black and purple sludge occasionally bubble up from the ground in the Plane of Shadow, creating necromantic seepage. This thick fluid is lethal, and any living creature that touches necromantic seepage must succeed on a DC 14 Constitution saving throw. On a failure the creature contracts a debilitating disease known as soul rot.

Soul rot takes effect immediately. Creatures suffering from soul rot lose all of their available Hit Dice, and cannot regain Hit Dice or spend Hit Dice while suffering from the disease. They regain only half the normal hit points from magical healing sources and regain no hit points on a long rest. Victims show signs immediately as their skin becomes pale and deep shadows appear under their eyes and around the corners of their mouth.

At the end of each long rest, the infected creature must make a DC 14 Constitution saving throw. On a failure, the character suffers necrotic damage equal to one half of their maximum hit points. The infected creature must succeed on two saving throws to end the soul rot. If the necrotic damage suffered reduces the character's hit points to 0 or lower, they die immediately and rise as a wraith in 1d4 rounds.

## SHADOW STAIN

The Plane of Shadow's connection to the Negative Energy Plane is strong, and in certain areas that vibrancy can increase the potency of undead creatures. These regions, known as shadow stains, usually cover 60-foot radius areas, and any undead creature inside the area of effect regenerates 5 hit points at the start of their turn as long as they have 1 or more hit points. In addition, any necrotic damage suffered by a target in a shadow stain deals maximum damage. It has been theorized that shadow stains are the result of powerful undead creatures expiring in the Shadowfell, and that some remnant of their strong link between the two planes remains and empowers similar creatures.

## MYSTERIOUS SITES & TREASURES

The Plane of Shadow is rife with wicked locations, evil cultists, and all manner of dangerous places, and sometimes characters have a need to pierce the veil of worlds and find these locations. Other times, they may find that the borders between the Shadowfell and the Material Plane are thin enough to draw out some of these fell sites and objects!

## BALEFIRE

A sword forged by death giants long ago, Balefire is a relic of ancient design and terrible purpose that drifts through time according to some unknown will. It is possessed with an intelligence that rivals many mortal wizards and has the ability to transform itself from one type of sword to another. It often disguises itself as a mundane dagger or shortsword, waiting to be picked up by the right wielder,

before it latches its psychic tentacles into a target and consumes them with a burning rage.

Balefire can be commanded to ignite in purple flames, similar to a *flame tongue* sword, but its flames deal psychic damage rather than fire. The sword's name also refers to the curse of balefire that consumes wielders that choose to hold on to it for too long – the insidious weapon causes madness as its power burns through the brain of the holder.

Balefire seems consumed with destroying every last vestige of death giant architecture and design, and drives its wielder to hunt down and demolish strongholds and cities once held by the powerful creatures. It holds some unknown connection to Kazzak'tul, and it is rumored that it was originally forged there and played some part in the great castle's downfall. The secret to unraveling Balefire might be found somewhere in its vaults.

## BARROW OF THE UMBRAL CHIEF

The Umbral Chief is a legendary figure within the Plane of Shadow, an individual of great strength and conviction who passed over from the Material Plane by sheer force of will. Long ago, the Umbral Chief was a barbarian king who united disparate tribes of the eastern lands in a distant Material Plane, and he used the powers of shadows and darkness to enhance his abilities. His horde conquered, but eventually he fell and was interred in a great lavish barrow high in the mountains of his homeland.

Then, unexpectedly, the Umbral Chief rose in the Shadowfell from where he was laid. He summoned forth spectral and shadowy forces and now wanders the darkened realm as a force of chaos. His barrow still remains, however, but it has passed fully into the Plane of Shadow. It holds the original bones of the Umbral Chief in an elaborate and richly decorated burial chamber deep beneath the mountains. It is guarded by the shades of the great chief's most loyal bodyguards, but inside lay the treasure the conqueror collected in his legendary campaigns.

## BLEAK ACADEMY

Founded by a trio of vampire masters, the Bleak Academy is a gothic school built in the Shadowfell focused on advancing the arcane and divine arts of necromancy. It was recreated from the pieces of the original site after being destroyed in the Material Plane due to its location above the legendary Tomb of Horrors, but since then it has seen quite a revival in faculty, students, and forbidden lore. The vampire masters formed the Tenebrous Cabal to help further their goals, and over the years they have attracted a large number of individuals with interests in the darker magical arts.

The Bleak Academy is built from bone white stone, but the vampires that control it can cloak the ground in a shadowy field to hide it from prying eyes. It also moves, though it's unclear if this is just a natural part of the Shadowfell or if it's a deliberate action by one or more of the Tenebrous Cabal leaders. Several towers spike up around the main building, which is shaped like a grinning skull, and in the center sits a planar observatory



that only views the Negative Energy Plane. Intelligent undead of all kind populate the halls, along with would-be necromancers, death domain clerics, and others with an interest and aptitude in necromantic magic.

The library of the Bleak Academy is relatively small but contains the largest collection of dark tomes known in the Plane of Shadow. It is the prize of the Tenebrous Cabal, and one of the vampire masters can always be found within its book-laden chambers. Students and faculty are allowed to peruse the library's collection, but visitors are not allowed to touch any of the books lest they risk the wrath of the Bleak Academy curse (which may be just a rumor, but so far has deterred most would-be thieves).

### CIRCLE OF MIDNIGHT STONES

Scattered through the Plane of Shadow are curious circles of tall, monolithic stone blocks carved out of a unique and otherwise unknown rock. Known as midnight stones, these circles have been found all over the Shadowfell, from mountainous valleys to shadow-haunted forests to dismal swamps. It isn't even known if there are multiple circles, or if there's just one that moves around with greater frequency than the rest of the plane, but wherever it lands great evil manifests nearby. The prevailing theory is that a (the?) Circle of Midnight Stones is a direct communication tool to the Dark Powers that rule behind the scenes and create the Domains of Dread.

Thick billowing mists have been reported around the stones as well, lending credence to the connection with the Dark Powers, but to date no traveler or scholar has discovered the truth and lived to tell the tale. Evil creatures in the Shadowfell seem naturally drawn to

the Circle of Midnight Stones, and it's not uncommon to see nightshades in great number congregating around them. Do the nightshades have something to do with the midnight stones? No one knows for certain.

### EVERNIGHT

Cities on the Material Plane usually have a dark reflection in the Plane of Shadow, but often these are empty, eerie locations filled with ghostly sounds but no actual inhabitants. One of the exceptions is the city of Evernight. Some strange plane-warping property of the Shadowfell creates a single Evernight but it is linked to every Material Plane, usually as a mirror of a major Material Plane city. On Faerun, the city of Neverwinter is located on the other side.

Evernight is a city ruled by undead monsters with no regard for law or order. The living are viewed as nothing more than chattel and food for the masses. Vampires, liches, mummies, ghosts, skeletons, zombies, and more wander the streets, and through some unknown accord peace is kept within the confines of Evernight. They trade and work in the shadow-filled city and though killings and murders are commonplace events there are no formal guards or laws.

Rumors persist that certain nobles within Evernight can grant living creatures a special boon that allows them to pass as one of the undead within the monstrous city, but finding and convincing one of the undead lords to do this has thus far proven impossible. Evernight is viewed as a safe haven for the living dead, but most of the inhabitants are selfish, cruel, hate-filled creatures so "safe" should be regarded as a very relative term.

## GLOOMWROUGHT, CITY OF MIDNIGHT

Gloomwrought is a thriving metropolis in the Plane of Shadow that exists uniquely in the plane only. It does not have a mirror in the Material Plane, and its construction hints at greater mysteries within the Shadowfell itself. It is situated on the shores of a storm-wracked sea of darkness, and its gloom-filled streets are oppressive and cold. The city is shaped like a crescent along a bay of similar size, with the streets and buildings dipping lower the closer it approaches the water's edge, creating a bowl-like depression.

The city is ruled by Prince Rolan the Deathless, a human noble who has ruled for many more years than a human normally lives. He and the nobles of Gloomwrought govern with the help of the mysterious keepers – strange, somber, normally silent guardians and stewards of the city itself. The keepers were there before the residents, and the warlocks and priests claim they will be there after all the mortals have been consumed by the darkness of the plane. For their own part, the keepers seem interested in maintaining the city itself rather than enforcing any laws or keeping the peace.

The Double Dagger Tavern is a popular watering hole for travelers from the Material Plane seeking guides and information about the Plane of Shadow. Most of Gloomwrought's citizens are transplants from other planes, though a fair number of shadowborn beings call the city home as well. The Raven Queen has a large following in Gloomwrought, and the Tenebrous Cabal maintains a strong position among the nobles as well.

## KAZZAK'TUL

Death giants are dangerous wanderers of the Plane of Shadow, but once long ago they commanded great respect from impressive castles. Kazzak'tul was one of their greatest strongholds, and its ruins still dominate the icy shadow-filled peaks where it now resides in ruin and collapse. It was ruled over by four death giant warlords of great power long ago, each one controlling one quarter of the massive stronghold, but infighting and treachery tore the death giants apart. Two were killed, one was driven out, but it is rumored Kazzak'tul still holds the fourth, who wanders the now empty halls, madness claiming her mind and body.

The vaults below Kazzak'tul were said to hold a great treasure coveted by the death giants, but the stronghold's remote location has deterred most adventurers from finding the site. Those that have found Kazzak'tul report that ancient wards still protect the lowest levels, and the remaining death giant warlord driven mad by some force vexes travelers.

## MOON TOWERS

The Plane of Shadow is the home to a subrace of elves known as the shadar-kai. These mysterious beings keep to themselves, usually shunning the company of other creatures, and their works are rare and just as confounding. Moon Towers are perfect examples of this. These tall thin towers stand in remote regions of the

Shadowfell, the result of ancient shadar-kai construction and shadow weaving. They are each roughly 300 feet tall made of pale gray stone, and at the top sits an orb. The orbs shed dim light in a short radius around the Moon Tower, but within that light the shadows are deeper and darker than the rest of the plane.

No doors or windows exist to access a Moon Tower, but somehow the shadar-kai are able to get in and operate the orb on top. They can direct its light towards a target up to several miles away, and the result is a deep well of shadows that grants a shadar-kai enhanced power. The exact nature of this power isn't known, but it is thought that these shadow elves have found a way to tap into a true source of shadow power. Not just an aspect of Negative Energy, but a profoundly deep darkness.

## NIGHTWYRM FORTRESS

Constructed before much of the Material Planes were even formed, the legendary Nightwyrm Fortress is the colossal home of the ancient shadow dragon Urishtar. It sits not on the Plane of Shadow but above it, in a titanic shadow storm that swirls miles and miles above the ground. Within the eye of the storm, the Nightwyrm Fortress moves across the Shadowfell, resting on fossilized stones from the time before the Inner Planes collided and formed much of the multiverse. Urishtar is one of the oldest beings known to exist, and it has collected treasures and secrets since time immemorial and placed them within the walls of its flying home.

Urishtar rarely leaves the Nightwyrm Fortress, instead using agents of shadow to do its bidding across the multiverse. What the shadow dragon's goals are is anyone's guess, as it seems to collect both powerful and mundane items and transport them back to the fortress via powerful shadow teleportation magic.

## ONYX CITADEL OF THE RAVEN QUEEN

Hidden away within the realm known as the Shadow of Shadows is the seat of the Raven Queen herself. Rising from a torrential tornado of souls stands her Onyx Citadel, a grim and monolithic structure constructed of polished black ice that resembles onyx at a distance. The soul storm that surrounds the citadel keeps most intruders at bay, but at the Raven Queen's whim the storm can be abated to allow for travelers to enter her sacred home.

Within the Onyx Citadel the Raven Queen holds court. The cold is so great that any living creature that remains with its walls for more than a day freeze into solid blocks. She is attended to by monstrous consorts of all sorts, including massive undead shadows that she sends to do her bidding across the Plane of Shadow. The Raven Queen holds supreme power within the confines of the Shadow of Shadows and it is whispered that she sees everything that transpires within the Shadowfell through the use of her raven spies that can be heard but rarely seen all across the land.

Sitting at the edge of the soul storm that surrounds the Onyx Citadel is the Raven Queen's greatest temple, Zvomarana. Here, acolytes of the Raven Queen come to attempt the grueling steps necessary to become one of her

chosen, a sorrowsworn. Most die in the process, but those that succeed ascend to the Onyx Citadel and are tasked with specific duties across the Shadowfell.

## SHADOWDARK

Below the ground of the Plane of Shadow lurks a labyrinth of tunnels and darkness deeper and more sinister than most things found on the surface. This is the realm known as the Shadowdark, and its tunnels stretch on for miles and miles in twisting, confusing pathways. The tunnels cross into massive caverns with lakes of necromantic sludge, or shadow ice filled chambers of supremely evil power. Most of the Shadowdark is enshrouded in a darkland, making travel difficult if not impossible for the unprepared, and monsters of darkness and death lurk in the night-filled caves.

There are rumors of a city of undead drow elves somewhere in the Shadowdark along with illithid elder brains and vampiric versions of normal Underdark denizens. Few have found good reason to explore the Shadowdark, and those that do come back with nightmares and little to show for it. Legends say the source of the Shadowfell, a great portal to the Negative Energy Plane, sits deep beneath the Shadowdark, which would explain the qualities of the underground realm. Could this portal be closed? Could the connection between the two planes be severed? It seems unlikely, but some planar scholars believe the only constant in the multiverse is change.

## SHIP OF HORROR

Oceans of dark water exist in the Plane of Shadow, the mirror images of Material Plane waters, but the storms that wrack the shadow oceans are constant and rough. Few travel them deliberately, but there is one vessel that has been seen that heralds dark and foreboding times. Sailors on the Material Plane refer to it as the Ship of Horror, and it is a moving portal to the Shadowfell that travels the seas, trapping ships in its shadowy wake and sending them to a watery grave in the Plane of Shadow. The Ship of Horror is said to be crewed by undead sailors under the command of a necromancer of terrible power, who is himself trapped aboard the vessel.

The Ship of Horror is only encountered at night, and it is always accompanied by thick mists that cut visibility. It is thought that the ship is itself a Domain of Dread and its captain a darklord, and certain aspects of the vessel bear this theory out. Rare is the encounter with the Ship of Horror that does not result in all hands being lost at sea in the Plane of Shadow. What does the enigmatic captain want? Some say he searches for a lost love that was swept overboard by a rogue wave, while others say he seeks fresh victims for his crew on their journey of the damned.

## ADVENTURE HOOKS

The Plane of Shadow holds a wealth of adventure opportunities for would-be heroes and treasure seekers. It can inadvertently pull unsuspecting characters into its

depths, or powerful beings could try to push their way into the Material Plane. The plots of the Raven Queen and the Tenebrous Cabal can also lead to exciting adventure opportunities.

## TIER 1 (LEVELS 1-4)

Incursionary forces from the Plane of Shadow into the Material Plane can require the services of characters of this tier, but trips to the Shadowfell are not out of the realm of possibility as well.

... An acquaintance of the characters begins to act very out of character and seems preoccupied with death. It turns out the acquaintance is possessed by an odem, and that its seeking to link up with others of its kind in the city. How far has the odem infestation gone? Who can be trusted? The characters are going to have to investigate and keep their findings to themselves until the time is right if they hope to expunge the parasitic forces.

... While investigating a graveyard at night, the characters find a pool of necromantic seepage originating from a spontaneous portal to the Plane of Shadow. The black sludge animates the dead around it, and the characters need to find a way to plug the leak if they hope to stem the tide of undead monsters rising from the graveyard.

... A stranger comes to visit the town the characters are in, peddling art and trinkets from the Plane of Shadow. The stranger is trying to get rid of the items but by curse cannot give them away – he must sell them. When he tries to break the curse a pack of shadow mastiffs show up and attack, and he begs the characters to help him. Where did he find the cache of shadow items in the first place? Is he telling the truth?

## TIER 2 (LEVELS 5-10)

The Plane of Shadow can become a common location for characters of this level to visit and adventure across. The city of Gloomwrought may even become a home away from home, serving up intrigue and adventure within its night-shadowed streets.

... A shadowborn family in Gloomwrought reaches out to the characters for help. They are devotees of the Raven Queen, and when one of their own passed away recently they learned the soul never made it to the Onyx Citadel. The characters can track down the missing soul, discovering that it was stolen by a devil hiding in a remote shadow mountain castle along with hundreds of others that it plans to sell on the soul market in the Outer Planes.

... Cultists dedicated to the Raven Queen seek a member of a noble family to complete a ritual honoring their beloved queen. The family member is either a confidant of the characters or one of the characters themselves, and they must track down the cultists before they make their final move. From the shadowed districts of Gloomwrought the characters track the movements of the Raven Queen cult, who are gathering components for a powerful ritual meant

to please their indifferent patron.

... Sailors in a waterfront tavern tell tales about the Ship of Horror, and how it's been seen recently. The characters are approached by a grief-stricken widow who tells them that her husband was on a ship that was supposed to be back days ago, but she fears they met with the legendary Ship of Horror. She asks the characters to find her husband and bring him back. Finding a captain to sail out in search of the Ship of Horror is the first challenge, then comes finding it and boarding it. The darklord that rules the vessel doesn't give up his prizes without a fight, so the party is going to have to be bold and daring to rescue the husband and other sailors.

### TIERS 3 AND 4 (LEVELS 11+)

Extraplanar travel becomes more commonplace at the higher tiers, where the characters have magic available to them to easily visit other planes. The Plane of Shadow holds plenty of challenges for higher level parties, who may find themselves tangling with the more powerful denizens of the Shadowfell.

... The characters face a powerful undead foe, but their opponent flees to the sanctuary of Evernight, taking valuable information and items with it. In order to get into Evernight, the characters must somehow disguise themselves as undead, and they can work with a

disenfranchised mummy lord who is looking to strike revenge against other forces in the city. Can they trust their new undead friend? What dangers lurk in a city full of monstrously evil denizens?

... A greataxe of legendary proportions is needed to complete a task the party has been set upon, and the weapon is revealed to be in the vault of Kazzak'tul, ancient stronghold of the death giants. The characters must find the broken site and then deal with its stone guardians, as well as negotiate with the now insane death giant warlord who helped build the site. The lower vaults are locked away but by gaining the death giant's trust the characters can navigate the tunnels and access the secret repository that holds the greataxe they seek.

... A horde of undead barbarians breaks from the Shadowfell to the Material Plane. They move only at night but they are merciless in their ferocious rage. The only thing that can stop them is a bone from the resting place of the Umbral Chief, and the characters must hurry to find the item before the horde decimates more innocent lives. The characters must track down more information about the Umbral Chief before they can find his final resting place in the Plane of Shadow. The barrow is guarded by the warlord's greatest bodyguards, now undead shadow warriors, along with traps meant to protect the treasure and final bones of the great Umbral Chief.



## RANDOM ENCOUNTER TABLES

The below tables can be used by the Dungeon Master as a source of inspiration when a party of characters is traveling through the Plane of Shadow. Look at each one as a springboard for new adventure ideas, or as a means of highlighting the nature of the plane for the players.

### PLANE OF SHADOW

1D100	PLANE OF SHADOW ENCOUNTER
01-05	A pack of <b>zombies</b> recently risen
06-10	A pool of necromantic seepage
11-15	<b>Darkling</b> thieves looking for easy marks
16-20	A <b>necromancer</b> and bodyguards
21-25	A pack of <b>shadow mastiffs</b>
26-30	A <b>bone weird</b>
31-35	A tribe of <b>ghoul</b> scavengers
36-40	An <b>odem</b> searching for a victim
41-45	A pair of <b>shadow demons</b> on assignment
46-50	The garden of a <b>gwiddon</b>
51-55	A <b>bone golem</b> gone berserk
56-60	A <b>shambling graveyard</b>
61-65	A pool containing several <b>slime shadows</b>
66-70	Darkland
71-75	A <b>vampire</b> teacher from the Bleak Academy
76-80	Shadow stain
81-85	A <b>death giant</b> searching for lost ruins
86-90	A tunnel caused by a nearby <b>nightcrawler</b>
91-95	A pair of <b>nightwings</b> seeking fresh prey
96-00	A <b>nightwalker</b> rising from a pool of shadows

## PLAYER OPTIONS

Heroes are drawn to the Plane of Shadow like moths to a flame. The innate sense of darkness and prevailing despair that blankets the plane calls to heroes to shine their light as bright as possible, bringing hope and joy to a realm devoid of both. The dangers of the Shadowfell are relatively minor and its ease of access also draw characters of all tiers. It's easy for a group of adventurers to be swept up in a tide of undead rising from a portal to the Plane of Shadow and to follow it to its source, sealing the rift on the other side and stranding themselves there while they search for a way back home.

The lure of the Shadowfell inspires many characters as well, who can imagine great power stemming from the well of shadows in this echo plane. Some characters may be directly tied to it - shadowborn PCs were born in the Plane of Shadow and still feel its connection. Others are unwilling participants in the plane's less savory denizens, such as the host remnants of an odem's residence known as the vacated.

The new class options include the Path of the Umbral One for the barbarian, the Shadow Domain for clerics, and the Shadowdance archetype for the rogue. There are also two new backgrounds, Shadowborn and Vacated, available to characters.

### BARBARIAN: PATH OF THE UMBRAL

#### ONE

Stories and legends of the Umbral Chief and his legion of shadow barbarians from the steppe lands still circulate among many groups. In civilized lands, those that remember such a time recall darkness descending and a horde of blood-thirsty warriors howling out of the night, moving with and among the shadows as if they were part of it. Others, such as the various tribes that shun cities and comforts, see the power seized by the Umbral Chief as an example - perhaps taken too far, or perhaps not taken far enough for some. Barbarians in these lands see the Umbral Chief as a hero and follow in his footsteps, taking up the Path of the Umbral One. Some revere the fallen barbarian, others seek to undo the damage that he and his ravaging horde did across the land, while still others see opportunity in claiming the domain of the shadows for their own.

#### UMBRAL CHARGE

At 3rd level when you choose this path, you are able to tap into the Plane of Shadow while raging to avoid physical obstacles and barriers that stand between you and your foe. While raging, when you move at least 20 feet towards a creature you can see, your movement blurs the lines between the planes and you are able to move through physical objects and creatures as if they were not there. If something stops your movement while you are inside an object or creature, you suffer 1d10 force damage and are moved to the closest unoccupied space.

#### NOCTURNAL FURY

Beginning at 6th level, your rage does not end automatically before its duration while you are within an area of dim light or darkness.

#### SHADOW PREDATOR

Beginning at 10th level, you can meld into the shadows to position yourself for a better strike. As a bonus action you can become invisible, as the spell *invisibility*. You must be in an area of dim light or darkness to use this feature, and it lasts until the start of your next turn.

You must complete a short or long rest before you can use this feature again.

#### SAVOR THE BLACK BLOOD

Starting at 14th level, you can soak up the life force spilled by your attack. The first time you inflict damage with a melee weapon in a round you gain temporary hit points equal to your Constitution modifier.

### CLERIC: SHADOW DOMAIN

Shadows are a natural breakpoint between darkness and light, both in terms of brightness and in a broader metaphysical term, and many gods hold sway over this unique space. They are often neutral in alignment, their actions and dogma striking the same balance between good and evil, though many are regarded as sinister and underhanded because of their affiliations. The same balance exists between life and death, and many gods that claim the shadows as their dominion fall into a more neutral-based death focus as well. Shar, Mask, Wee Jas, Takhisis, Hades, Set, and Hel are all gods that could offer the Shadow domain to their clerics.

#### SHADOW DOMAIN SPELLS

CLERIC LEVEL	SPELLS
1st	<i>bane, dissonant whispers</i>
3rd	<i>darkness, invisibility</i>
5th	<i>fear, vampiric touch</i>
7th	<i>Evard's black tentacles, greater invisibility</i>
9th	<i>enervation, mislead</i>

#### BONUS CANTRIP

When you choose this domain at 1st level, you gain the *chill touch* cantrip if you don't already know it.

### WEB OF SHADOWS

Starting when you choose this domain at 1st level, you can create strands of darkness to imprison or slow opponents. Choose a point within 60 feet. Shadowy webs fill a 15-foot cube centered on that point, creating an area of difficult terrain. Each creature that starts its turn in the webs or that enters them during its turn must make a Dexterity saving throw against your spell save DC. On a failed save, the creature is restrained as long as it remains in the webs or until it breaks free. A creature restrained by the webs can use its action to make a Strength check against your spell save DC. If it succeeds, it is no longer restrained.

The webs last for as long as you are concentrating, up to a maximum of 10 minutes if the webs are in dim light or darkness, or 1 minute if they are in bright light. You can use this feature a number of times equal to your Wisdom modifier (a minimum of once). You regain all expended uses when you finish a long rest.

### CHANNEL DIVINITY: SPHERE OF SHADOW

Starting at 2nd level, you can use your Channel Divinity to create a sphere of shadows to envelop you and your allies. The shadow sphere is centered on you and expands out to a radius of 30 feet. Within the sphere, all light sources are reduced by one step (bright light reduced to dim light, dim light is reduced to darkness) and in areas of darkness objects and creatures are heavily obscured. You and a number of targets equal to your Wisdom modifier are unaffected by the Sphere of Shadow and can see and operate within it without penalty. The Sphere of Shadow lasts for 10 minutes.

### CHANNEL DIVINITY: CURSE OF DESPAIR

Starting at 6th level, you can use your Channel Divinity to invoke a sense of deep despair in a single target, similar to the natural properties of the Plane of Shadow. Choose a creature you can see within 30 feet. That creature must succeed on a Wisdom saving against your spell save DC or suffer from the effects of the bestow curse spell. The effect lasts for as long as you are concentrating, up to 1 minute.

### DIVINE STRIKE

At 8th level, you gain the ability to infuse your weapon strikes with divine energy. Once on each of your turns, when you hit a creature with a weapon attack, you can cause the attack to deal an extra 1d8 psychic damage to the target. When you reach 14th level, the extra damage increases to 2d8.

### SHADOW FRIEND

At 17th level, you have advantage on all saving throws while in dim light or darkness.

## ROGUE: SHADOWDANCER

Moving gracefully between the lines of light and dark, the shadowdancer is a performer and entertainer who commands a mysterious power that both delights and frightens onlookers. Pulling “shadow stuff” directly from the Plane of Shadow, the dancer moves, jumps, twirls, and twists at the right moment, avoiding pitfalls with the grace of an acrobat. Many shadowdancers form traveling troupes, moving from town to town, entertaining all and asking for little in return. These troupes rarely operate for charity, however, and many are simply fronts for highly organized groups of cutpurses, assassins, and escape artists using their talents for larcenous ends.

### SHADOW JUMP

Starting at 3rd level, you gain the ability to jump from one shadow into another. When you are in dim light or darkness, you can use your bonus action to teleport up to 30 feet to an unoccupied space you can see that is also in dim light or darkness.

### SHADOW ILLUSION

Starting at 9th level, you learn to shape the shadows to your whim. You can cast the *major image* spell without material components. The spell save DC is 8 + your Dexterity modifier + your proficiency modifier.

You must complete a long rest before you can use this feature again.

### IMPROVED SHADOW JUMP

Beginning at 13th level, your ability to move from shadow to shadow increases. The range of your Shadow Jump feature increases to 60 feet.

### SHADOW SELVES

When you reach 17th level, you are able to animate the shadows around you to confound your foes. While you are in dim light or darkness, you gain the benefit of the *mirror image* spell. Duplicates destroyed return 10 minutes later. Additionally, you can move one of your duplicates up to 30 feet using your bonus action. A duplicate that's moved beyond your space acts as you would act but must remain in dim light or darkness; a duplicate is destroyed in bright light. A duplicate must remain within 100 feet of you and it cannot make attacks, but you can use Help as a bonus action using a duplicate.

# NEW BACKGROUNDS

## SHADOWBORN

As an echo plane, the Shadowfell is a dark reflection of the Material Plane. This is true not just of buildings and geography, but of many people as well. A creature born in the Plane of Shadow as a twin to one in the Material Plane is known as shadowborn. These beings can be of almost any race, and their resemblance to their twin on the Material Plane can be identical or simply passing - the dread nature of the Shadowfell changes many things about a person's twin, both physically and mentally. Many are paler than their counterparts, with sunken and hollow eyes that dance with shadows. Outside their native plane, shadowborn look slightly out of focus, as if they were out of tune with the fabric of the multiverse by a small degree.

**Skill Proficiencies:** Insight, Stealth

**Languages:** Any one planar language

**Equipment:** A set of dark common clothes including a hood, a small token from the Plane of Shadow infused with shadowstuff, and a belt pouch containing 15 gp

### FEATURE: SHADOW SENSE

You have an innate sense of shadows and darkness owing to your planar heritage. You can sense portals to the Plane of Shadow within 120 feet, and you can identify objects and creatures that are native to the Shadowfell that may have left their homes.

### SUGGESTED CHARACTERISTICS

Shadowborn are often regarded with some degree of suspicion, owing to their naturally dark appearance and generally sour demeanor. While rare, it is not unheard of for a shadowborn to run into their counterpart on the Material Plane, which can be a surreal experience for both involved. Most shadowborn do not seek out such experiences, and prefer to keep their thoughts and actions to themselves.

#### d8 PERSONALITY TRAIT

- 1 I only speak when I have something important to say.
- 2 I try to keep my expectations grounded.
- 3 I'm only comfortable in the shadows.
- 4 I worry that people don't trust me.
- 5 In shadows, light has to shine twice as bright to make a difference, so I have to work twice as hard.
- 6 I have a cryptic or grim phrase for every situation.
- 7 My family's legacy in the Shadowfell is difficult to live up to.
- 8 I'm very superstitious about the worlds outside the Plane of Shadow.

#### d6 IDEAL

- 1 **Hope.** Darkness can only be pushed back by the hope of a better world. (Good)
- 2 **Decay.** Everything breaks down eventually. It all gets consumed by shadows in the end. (Evil)
- 3 **Paranoia.** There's another me out there, somewhere, and I'm always making sure I'm covered. (Any)
- 4 **Curiosity.** The worlds outside the Shadowfell are bright, strange, and full of wonders. (Chaotic)
- 5 **Faith.** There are powers that hold sway over the Plane of Shadow, and I trust them with my soul. (Any)
- 6 **Legacy.** I carry a name that means something, and I have to live up to that legacy. (Any)

#### d6 BOND

- 1 I met my counterpart and we share a connection stronger than any family member.
- 2 When I left the Shadowfell I was adopted by a kind family who overlooked my dark exterior.
- 3 I was raised in the Plane of Shadow by a mentor who taught me the ways of the multiverse.
- 4 I carry my family's legacy with me at all times, a constant reminder of what I must live up to.
- 5 A warrior saved me from a pack of ravenous undead, and I owe them a great debt.
- 6 My connection to the Shadowfell is strong and I only feel at peace there.

#### d6 FLAW

- 1 I harshly judge actions I view as futile or worthless.
- 2 I use sarcasm to communicate with the world.
- 3 I pick verbal fights over the slightest insult.
- 4 My passion gets the best of me and I lash out at those around me.
- 5 I get squeamish at the thought of violence.
- 6 My indifference comes across as boredom or arrogance.

## VACATED

Odem are a devastating elemental spirit native to the Plane of Shadow. They are sometimes mistaken for ghosts as their primary means of interacting with the world is through possession. Unlike a ghost, however, an odem that possesses an individual learns their secrets and memories while they occupy the body and mind. During the time of possession, the host's mind is pushed to the back and they have no sense of time or memory of what takes place during the ordeal. Some odem possess hosts for years before they are discovered and pushed out, but in each circumstance the person left behind is altered forever by the experience. In the Shadowfell, these people are known as the vacated. They have gaps in their memory as a result of the odem possession, but more than that the experience fundamentally changes their outlook.

**Skill Proficiencies:** Deception, Investigation

**Languages:** One of your choice

**Equipment:** A handful of notes in a language you don't recognize, a token of your former life, a trinket (roll on the Trinkets table), and a belt pouch with 14 gp.

### FEATURE: MEMORY GAP

You were possessed by an odem for a time, and now that the shadow elemental spirit is gone you have a gap in your memory. You met and interacted with people and lived as a vessel for an evil spirit while those around you were unaware of the change. Eventually someone noticed, as the odem left, but you are still trying to piece together exactly what you did during that memory gap.

### SUGGESTED CHARACTERISTICS

Vacated have a different outlook owing to their traumatizing experience as a host for a shadow elemental spirit. The period of time you were not yourself is a blank, and now that you're back in control things seem a little strange.

#### d8 PERSONALITY TRAIT

- 1 I sprinkle in words in a language I don't know without realizing it.
- 2 I doubt my memories and have to double check every task.
- 3 Every emotion I feel is stronger than it normally would be; it's as if I'm experiencing them for the first time all the time.
- 4 I worry that I hurt the people around me during my period of possession.
- 5 I overshare all of my thoughts with the people around me.
- 6 I shy away from shadows and the dark.
- 7 Books are the only thing I can trust now, and I write everything down.
- 8 I plan out every action in meticulous detail.

#### d6 IDEAL

- 1 **Higher Authority.** My faith in the gods keeps me from going insane. (Any)
- 2 **Secrets.** Everyone has secrets, and now it's important to keep mine hidden at all costs. (Evil)
- 3 **Truth.** When we accept the truth of a situation we can move past it and understand why. (Lawful)
- 4 **Cosmic Balance.** The multiverse has a way of righting itself when things happen, and I just need to be patient. (Neutral)
- 5 **Knowledge.** The more I know, the more I can cling to my old life. (Any)
- 6 **Memories.** Material goods don't matter; only the memories of what we did, and I have to cling to mine to keep them around. (Any)

#### d6 BOND

- 1 My siblings have been very supportive since the odem left.
- 2 The odem that possessed me was driven out by a spirit hunter who helped me recover.
- 3 I was part of a mass odem possession, and when the spirits were driven out we all found solace in each other's shared experiences.
- 4 I now have a strange trinket I can't get rid of for some reason.
- 5 Priests at a temple helped me recover from my ordeal, and I forever owe them a debt of gratitude.
- 6 I now have a dog that seems very loyal to me, but I don't know their name or where they came from.

#### d6 FLAW

- 1 I am prone to violent mood swings.
- 2 My paranoia makes it difficult to trust anyone, including myself.
- 3 The first thing I do is apologize when meeting someone.
- 4 At night, I have nightmares about the terrible things I did while I was possessed.
- 5 Sometimes I forget how to perform basic motor functions, like moving my arms or legs.
- 6 If it's not written down, it didn't happen.