



5E MENAGERIE HORRORS OF THE ABOLETH



SAM HING & RICH HOWARD

“JUST WHEN YOU THOUGHT IT WAS SAFE TO ADVENTURE IN THE WATER!”

Sorry, I couldn't resist.

It's a bit surprising it's taken us this long to do a 5e Menagerie about aboleth, as they are one of the most interesting villains in the game. Aboleth are Lovecraftian horrors writ small, an empire of entirely inhuman intelligences who are older, smarter, and more vile than most land-based races. In different campaigns they are the creators of humanity (or the destroyers of civilization, or both), the source of many monstrosities, ancient horrors from the stars, or early life from before bones and hands evolved. Some games present them as a fallen race in the twilight of their glory, others as a growing threat plotting to enslave worlds. But all agree they are malignant, cunning, spellcasting horrors that enslave and transform other races.

Despite that, there's not a lot of material expanding aboleth options. It's possible the scarcity of aboleth-related books is in part because they are presented as unknowable monstrosities, and game companies fear defining them removes too much of their mystery. Or it may just be that underwater adventures are difficult to run, and for players to enjoy without significant preparation. Especially since an aboleth is lower level, by the time a group can actively engage in long underwater campaigns, a typical aboleth isn't much of a threat.

But what about the atypical aboleth?

This book assumes that a race as old and powerful as aboleth, and as prone to manipulating and transmogrifying other races, is going to have a great deal more in their empire than just their core race and skum servants. If a GM wants to embrace the mysterious, we present a wide range of noisome and disquieting new threats, ready to turn their alien intellects to the destruction of the PCs' world.

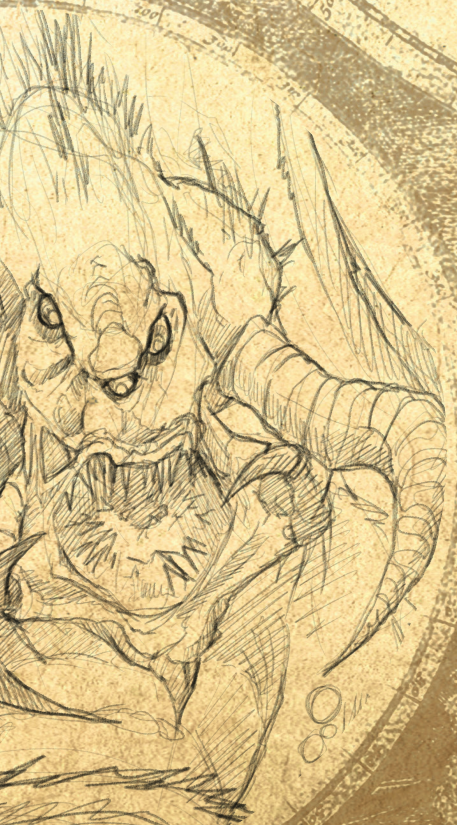
Sadly, most players know roughly what an aboleth can do. Or at least, they did until you brought this book into your game.

So prepare to behold the behemoth, face the slime golems,
and flee the tentacle crabs.

Nothing can save you now.

The horror of the aboleth is unveiled.

Owen K.C. Stephens
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ABOLETH BEHEMOTH

This massive aboleth rises like a living reef from the depths. Its slimy skin is broken by rows of sharp barbs. Above its trio of alien eyes sits a set of bull-like horns.

ABOLETH BEHEMOTH

Gargantuan aberration, lawful evil

Armor Class 18 (natural armor)

Hit Points 334 (18d20+136)

Speed 20 ft., swim 80ft.

STR 30	DEX 10	CON 25	INT 10	WIS 17	CHA 19
(+10)	(+0)	(+7)	(+0)	(+3)	(+4)

Saving Throws Str +15 Con +12 Wis +8

Skills Intimidate +14, Perception +8

Damage Resistances bludgeoning

Damage Immunities cold, lightning

Senses darkvision 120 ft., passive Perception 18

Languages Aquan, Deep Speech, Undercommon

Challenge 16 (15,00xp)

Amphibious. The behemoth can breathe air and water.

Barbed Hide. A behemoth's hide is studded with black barbs the length of short swords. Any creature grappling or grappled by the behemoth must succeed on a DC 18 Dexterity save at the end of each of their rounds or take 7 (2d6) piercing damage. Creatures grappled by the behemoth make this save at disadvantage. Creatures that make a natural attack against the behemoth must attempt the save after each successful attack.

Innate Spellcasting. The behemoth's innate spellcasting ability is Charisma (spell save DC 17). The behemoth can innately cast the following spells without requiring components:

3/day each (5th level): *call lightning*, *shatter*

2/day each: *chain lightning*

Mucous Cloud. While underwater, the behemoth is surrounded by transformative mucus. A creature that touches the behemoth or that hits it with a melee attack while within 5 feet of it must make a DC 18 Constitution saving throw. On a failure, the creature is diseased for 1d4 hours. The diseased creature can breathe only underwater.

Siege Monster. The behemoth deals double damage to objects, structures, and vehicles.

ACTIONS

Multiattack. A behemoth can make three attacks: one with its gore and two with its tentacles.

Gore. *Melee Weapon Attack:* +15 to hit, reach 20 ft., one target. *Hit:* 21 (2d10+10) piercing damage. If the behemoth moves at least 20 ft. before making a gore attack, the damage increases to 32 (4d10+10) piercing.

Tentacle. *Melee Weapon Attack:* +15 to hit, reach 40 ft., one target. *Hit:* 19 (2d8 + 10) bludgeoning damage. If the target is a creature, it must succeed on a DC 18 Constitution saving throw or become diseased. The disease takes effect 1 minute after the failed save and can be removed by any magic that cures disease. After 1 minute, the diseased creature's skin becomes translucent and slimy, the creature can't regain hit points unless it is underwater, and the disease can be removed only by *heal* or other disease-curing spell of 6th level or higher. When the creature is outside a body of water, it takes 7 (1d12) acid damage at the end of every 10 minutes unless moisture is applied to the skin.

Enslave (3/Day). The behemoth targets one creature it can see within 60 feet of it. The target must succeed on a DC 18 Wisdom saving throw or be magically charmed until the behemoth dies or until the behemoth is on a different plane of existence from the target. The charmed target is under the behemoth's control and can't take reactions, and the behemoth and the target can communicate telepathically with each other over any distance.

Whenever the charmed target takes damage, the target can repeat the saving throw. On a success, the effect ends. No more than once every 7 days, the target can also repeat the saving throw when it is at least 1 mile away from the behemoth.



Behemoth aboleth are the result of a thousand years of experimentation, mutation, and hatred. Bred to devastate their masters' enemies above and below the waves, behemoth aboleth are terrifying to behold

and often drive lesser opponents away before a battle begins.

BEASTS OF WAR...

Originally created to battle krakens, aboleths now also use them as siege engines against the walled cities of the air-breathing races. The behemoth aboleth themselves are instilled with a deep hatred of kraken, and attack them in preference to all other targets.

... BEASTS OF BURDEN

Behemoth aboleth try to set up a battlefield in their favor, using their spell-like abilities to confuse and scatter their foes. When there are no foes to battle, behemoth aboleth become massive beasts of burden, hauling great loads for their more intelligent kin. The great creatures grow increasingly restless under these conditions, and may lash out in rage if they persist for too long. To prevent this, aboleth communities generally send behemoth aboleths on "patrol" at least monthly, allowing them to vent their rage on any passing ships or large sea creatures.

ABOLETH ENGULFER

This horrifying aboleth boasts wide ray-like wings, an array of squirming tentacles, and rivulets of mucus that run in torrents down its massive body.

ABOLETH ENGULFER

Huge aberration, lawful evil

Armor Class 16 (natural armor)

Hit Points 184 (16d12+80)

Speed 10 ft., swim 50ft.

STR 22	DEX 10	CON 20	INT 15	WIS 17	CHA 17
(+6)	(+0)	(+5)	(+2)	(+3)	(+3)

Saving Throws Str +9 Con +8 Wis +6

Skills Perception +6

Senses darkvision 60 ft., passive Perception 16

Languages Aquan, Deep Speech, Undercommon

Challenge 8 (3,900xp)

Amphibious. The engulfer can breathe air and water.

Engulf. The underside of an engulfer's ray-like wings are covered in thousands of cilia-like projections designed to hold captured prey. An engulfer may secure a creature grappled by its tentacles under its wings instead of attacking with that tentacle. The grappled creature may use its reaction to attempt to escape during the transfer. Otherwise, the creature retains the grappled condition and the escape DC increases to 18. An engulfer may hold up to 2 Large creatures, 4 Medium creatures, or 8 Small creatures in its wings.

Mucous Cloud. While underwater, the engulfer is surrounded by transformative mucus. A creature that touches the engulfer or that hits it with a melee attack while within 5 feet of it must make a DC 16 Constitution saving throw. On a failure, the creature is diseased for 1d4 hours. The diseased creature can breathe only underwater.

ACTIONS

Multiattack. An engulfer makes four attacks with its tentacles.

Tentacle. *Melee Weapon Attack:* +10 to hit, reach 20 ft., one target. *Hit:* 13 (2d6 + 6) bludgeoning damage and the target is grappled (DC 16 to escape). If the target is a creature, it must succeed on a DC 16 Constitution saving throw or become diseased. The disease takes effect 1 minute after the failed save and can be removed by any magic that cures disease. After 1 minute, the diseased creature's skin becomes translucent and slimy, the creature can't regain hit points unless it is underwater, and the disease can be removed only by *heal* or other disease-curing spell of 6th level or higher. When the creature is outside a body of water, it takes 7 (1d12) acid damage at the end of every 10 minutes unless moisture is applied to the skin.

Wing Crush. Whenever a creature attempts to escape the grapple incurred by its wings, the engulfer may use its reaction to deal 13 (2d6+6) bludgeoning damage to all creatures being grappled by its wings.

Enslave (3/Day). The engulfer targets one creature it can see within 60 feet of it. The target must succeed on a DC 16 Wisdom saving throw or be magically charmed until the engulfer dies or until the engulfer is on a different plane of existence from the target. The charmed target is under the engulfer's control and can't take reactions, and the engulfer and the target can communicate telepathically with each other over any distance.

Whenever the charmed target takes damage, the target can repeat the saving throw. On a success, the effect ends. No more than once every 7 days, the target can also repeat the saving throw when it is at least 1 mile away from the engulfer.



ven though many of the aboleth's creations can enslave small numbers of creatures to their will, engulfers are tasked with the capture of larger volumes of slaves to be returned to their masters' lairs. Pods of engulfers lurk behind the main body of an aboleth army, capturing surviving sentient creatures until they can be properly conditioned.

ABOLETH RECRUITERS

Engulfer aboleth are responsible for the "recruitment" and delivery of slaves to and from aboleth cities. They enjoy their high status as providers, and tend to be vain. Many a sailor far out to sea has reported seeing massive "rays" gliding under their ships, never knowing they were being sized up by an engulfer aboleth.

FRIENDLY RIVALRY

Engulfer aboleth rarely travel alone, preferring to venture forth with a contingent of slaves and tentacle crabs. They are careful not to lose captured victims when attempting to restrain newly grabbed ones, going into a fussy tantrum if a prospective victim escapes. While they fully understand the benefits of working with others of their kind, they always compete for the best captures.

ABOLETH MANIPULATOR

This aboleth has four insect-like limbs sprouting from its back. The limbs are armored, and have an unnatural number of joints. They end in dexterous four-fingered hands.

ABOLETH MANIPULATOR

Huge aberration, lawful evil

Armor Class 17 (natural armor)

Hit Points 207 (18d12+90)

Speed 10 ft., swim 50ft.

STR 20	DEX 14	CON 20	INT 21	WIS 19	CHA 21
(+5)	(+2)	(+5)	(+5)	(+4)	(+5)

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

Skills Arcane +13

Tools Alchemist supplies +13

Senses darkvision 60 ft., passive Perception 14

Languages Aquan, Deep Speech, Draconic, Undercommon

Challenge 10 (5,900xp)

Amphibious. The manipulator can breathe air and water.

Spellcasting. The manipulator is a 14th level spellcaster. Its spellcasting ability is Charisma (spell save DC 17, +9 to hit with attacks). The manipulator may cast *detect thoughts* at will and has the following wizard spells prepared:

Cantrips (at will): *acid splash*, *mage hand*, *mending*, *minor illusion*, *prestidigitation*

1st level (4 slots): *charm person*, *detect magic*, *identify*, *thunderwave*

2nd level (3 slots): *blindness/deafness*, *hold person*, *mirror image*, *ray of enfeeblement*

3rd level (3 slots): *animate dead*, *counterspell*, *major image*

4th level (3 slots): *black tentacles*, *control water*, *greater invisibility*

5th level (2 slots): *conjure elemental*, *hold monster*, *telekinesis*

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

7th level (1 slot): *forcecage*

Mucous Cloud. While underwater, the manipulator is surrounded by transformative mucus. A creature that touches the manipulator or that hits it with a melee attack while within 5 feet of it must make a DC 17 Constitution saving throw. On a failure, the creature is diseased for 1d4 hours. The diseased creature can breathe only underwater.

Split Mind. Whenever the manipulator takes the Attack action, it may cast a cantrip or spell in place of attacking with its blades.

ACTIONS

Multiattack. A manipulator can make four attacks: two with its tentacles and two with its blades.

Blades. *Melee Weapon Attack:* +9 to hit, reach 15 ft., one target. *Hit:* 14 (2d8+5) slashing damage. Blade attacks are considered magical.

Tentacle. *Melee Weapon Attack:* +9 to hit, reach 15 ft., one target. *Hit:* 12 (2d6 + 5) bludgeoning damage. If the target is a creature, it must succeed on a DC 17 Constitution saving throw or become diseased. The disease takes effect 1 minute after the failed save and can be removed by any magic that cures disease. After 1 minute, the diseased creature's skin becomes translucent and slimy, the creature can't regain hit points unless it is underwater, and the disease can be removed only by *heal* or other disease-curing spell of 6th level or higher. When the creature is outside a body of water, it takes 7 (1d12) acid damage at the end of every 10 minutes unless moisture is applied to the skin.

Enslave (3/Day). The manipulator targets one creature it can see within 60 feet of it. The target must succeed on a DC 17 Wisdom saving throw or be magically charmed until the manipulator dies or until the manipulator is on a different plane of existence from the target. The charmed target is under the manipulator's control and can't take reactions, and the manipulator and the target can communicate telepathically with each other over any distance.

Whenever the charmed target takes damage, the target can repeat the saving throw. On a success, the effect ends. No more than once every 7 days, the target can also repeat the saving throw when it is at least 1 mile away from the manipulator.



Manipulator aboleth are specially bred to grow four nearly humanoid arms, allowing fine manipulation of objects without resorting to clumsy slaves. They produce magical items and research in laboratories deep within aboleth cities, churning out arcane artifacts that their brethren can use. They are even more arrogant than a typical aboleth, if such a thing is possible.

BRUTAL GENIUS

Manipulator aboleth are utterly ruthless in combat, as they are unwilling to risk extended battle. Unprepared foes rapidly fall to their mind-bending magic, and those that resist are torn and battered by their multitude of physical attacks.

These aboleth quickly flee from any foe that proves to be too deadly to combat directly.

ARCANE MASTERY

Magical research is the lifeblood of manipulator aboleth, and they will go to great lengths to procure ancient texts and dark secrets. They may use powerful illusions to pose as a humanoid wizard or – more rarely – directly buy from humanoids, as long as the aboleth maintains a position of superiority in all such transactions. They also sponsor attacks on adventurers leaving places where such secrets are known to be lost in attempts to gain them for themselves.

ABOLETH SLIME

This creature appears to be a massive fish comprised of milky slime. It is utterly featureless until it grows a pair of thick pseudopods.

SLIME GOLEM

Large construct, unaligned

Armor Class 16 (natural armor)

Hit Points 95 (10d10+40)

Speed 30 ft., swim 40ft.

STR 20	DEX 18	CON 18	INT 3	WIS 17	CHA 1
(+5)	(+0)	(+4)	(-4)	(+3)	(-5)

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

Damage Immunities acid, poison, psychic; bludgeoning, piercing, and slashing from non-magical weapons

Senses darkvision 60 ft., passive Perception 13

Languages –

Challenge 8 (3,900xp)

Alternate Form. A slime golem can alter its shape into that of a featureless humanoid of Medium or Large size, a vaguely fish-like form, or ooze. While in ooze form, the slime golem may move through spaces as narrow as 1 foot wide without squeezing.

Telepathic Control. Any aboleth that contributed slime to the slime golem's creation may communicate telepathically with the creature, perceive through the golem's senses and control the slime golem at a range of up to 1 mile.

ACTIONS

Multiattack. A slime golem makes two attacks.

Tentacle. Melee Weapon Attack: +8 to hit, reach 10 ft., one target. **Hit:** 14 (2d8 + 5) bludgeoning damage and the target becomes grappled (escape DC 16). If the target is a creature, it must succeed on a DC 16 Constitution saving throw or become diseased. The disease takes effect 1 minute after the failed save and can be removed by any magic that cures disease. After 1 minute, the diseased creature's skin becomes translucent and slimy, the creature can't regain hit points unless it is underwater, and the disease can be removed only by *heal* or other disease-curing spell of 6th level or higher. When the creature is outside a body of water, it takes 7 (1d12) acid damage at the end of every 10 minutes unless moisture is applied to the skin.

Engulf. One creature grappled by the slime golem must succeed on a DC 16 Strength saving throw or become absorbed into the slime golem's body. Absorbed creatures are restrained (escape DC 18) and must succeed on a DC 16 Constitution saving throw at the start of each of their turns. On a failure, the creature is diseased for 1d4 hours. The diseased creature can breathe only underwater and within the slime golem's body. Creatures that succeed on the saving throw retain their normal breathing methods, but are considered to be holding their breath until they fail the save, escape, or suffocate. A creature may volunteer to fail the saving throw.



Slime golems are favored by aboleths for their unwavering loyalty. They act as assassins, guards, or slave transports as needed. When left to their own devices without orders, they act as predators, ambushing any living creature they come across and dooming it to a painful, suffocating death.

MINDLESS AUTOMATONS

Slime golems tend to charge into combat, flailing with their slam attacks and attempting to immerse whatever creatures fight back. They will typically hold a victim within themselves for a few rounds before ejecting it and attempting to immerse another target. If their initial victim attacks them, they are just as likely to attempt to immerse them again. A slime golem under the telepathic reins of an aboleth is a deadly and intelligent foe.

POLITICAL WEAPONS

Slime golems are carefully guarded by their creators who fear the loss of control of their creations. The amount of slime required to produce a golem makes it nearly impossible for a single aboleth to create one, yet all aboleth fear their creations being used against their plans. While the aboleth that put up the most financing for the golem's creation is, in theory, the owner of the construct, slime golems often become unwitting pawns in elaborate plots for power.

CONSTRUCTED NATURE

A slime golem doesn't require air, food, drink, or sleep.

LIVYATHAN

A towering draconic form breaks the water's surface with a bubbling roar. Its head possesses the jaws and spiky horns of a dragon and the three eyes of an aboleth. Its front limbs are great tentacles, and it lacks rear limbs, its body ending in a tentacle-like tail.

LIVYATHAN

Gargantuan aberration-dragon, lawful evil

Armor Class 19 (natural armor)

Hit Points 350 (21d20+126)

Speed 40 ft., swim 80ft., fly 80ft.

STR 27	DEX 8	CON 23	INT 26	WIS 17	CHA 22
(+8)	(-1)	(+6)	(+8)	(+3)	(+6)

Saving Throws Dex +6 Con +13 Wis +10

Skills Arcane +15, History +15, Perception +17

Damage Resistances bludgeoning, piercing, slashing from non-magical weapons

Damage Immunities cold, poison

Condition Immunities frightened, paralyzed, petrified, poisoned

Senses blindsight 60 ft., darkvision 120 ft., passive Perception 27

Languages Common, Deep Speech, Draconic, Primordial, Undercommon

Challenge 21 (33,000xp)

Legendary Resistance (3/day). If the livyathan fails a saving throw, it can choose to succeed instead.

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

Mental Fortress. The livyathan has advantage on Intelligence, Wisdom, and Charisma saving throws that are not the result of spells or magical effects.

ACTIONS

Multiattack. A livyathan can use its horror, then makes three attacks: one with his bite and two with his tentacles.

Bite. *Melee Weapon Attack:* +15 to hit, reach 10ft., one target. *Hit:* 19 (2d10+8) piercing damage, plus 7 (2d6) acid damage.

Tentacle. *Melee Weapon Attack:* +15 to hit, reach 15ft., one target. *Hit:* 15 (2d6 + 8) bludgeoning damage. If the target is a creature, it must succeed on a DC 21 Constitution saving throw or become diseased. The disease has no effect for 1 minute and can be removed by any magic that cures disease. After 1 minute, the diseased creature's skin becomes translucent and slimy, the creature can't regain hit points unless it is underwater, and the disease can be removed only by heal or another disease-curing spell of 6th level or higher. When the creature is outside a body of water, it takes 6 (1d12) acid damage every 10 minutes unless moisture is applied to the skin before 10 minutes have passed.

Tail. *Melee Weapon Attack:* +15 to hit, reach 15ft., one target. *Hit:* 17 (2d8 + 8) bludgeoning damage. In addition, the target becomes grappled. If the target is a creature, it must succeed on a DC 21 Constitution saving throw or become diseased. The disease has no effect for 1 minute and can be removed by any magic that cures disease. After 1 minute, the diseased creature's skin becomes translucent and slimy, the creature can't regain hit points unless it is underwater, and the disease can be removed only by heal or another disease-curing spell of 6th level or higher. When the creature is outside a body of water, it takes 6 (1d12) acid damage every 10 minutes unless moisture is applied to the skin before 10 minutes have passed.

Battle Mind. The livyathan may create a telepathic link with a number of creatures it can see equal to its Intelligence score (26). These creatures are typically its field generals. Creatures included in battle mind may communicate telepathically with each other and the livyathan at any distance. Any creature included in battle mind has their proficiency bonus increased by 2 to a maximum of 7. As an action, the livyathan may perceive through the senses of one member of the battle mind. Each link continues until dismissed by the livyathan, the livyathan dies or goes unconscious, or until it is on a different plane of existence than the member.

Horror. Each creature of the livyathan's choice that is within 120 feet of it and aware of it must succeed on a DC 23 Wisdom saving throw or become frightened for 1 minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the livyathan's Horror for the next 24 hours.



Acid Slime Breath (Recharge 5-6). The livyathan exhales a cone of acidic slime that coats all foes in a 60-foot cone that fail a DC 21 Dexterity save. Foes that fail the save take 63 (18d6) acid damage, or half as much on a successful save. All creatures caught within the cone must also make a DC 21 Constitution save or become diseased for 1d4 hours. Diseased creatures lose the ability to breathe air, but gain the ability to breathe water. In addition, if the breath weapon is used under water or targets foes within water, the slime separates into droplets on the following round, forming into an acidic jellyfish swarm.

Enslave (3/Day). The livyathan targets one creature it can see within 60 feet of it. The target must succeed on a DC 23 Wisdom saving throw or be magically charmed until the livyathan dies or until the livyathan is on a different plane of existence from the target. The charmed target is under the livyathan's control and can't take reactions, and the livyathan and the target can communicate telepathically with each other over any distance.

Whenever the charmed target takes damage, the target can repeat the saving throw. On a success, the effect ends. No more than once every 7 days, the target can also repeat the saving throw when it is at least 1 mile away from the livyathan.

LEGENDARY ACTIONS

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

Detect. The livyathan makes a Wisdom (Perception) check.

Tail Attack. The livyathan makes a tail attack.

Wing Attack (Costs 2 Actions). The livyathan beats its wings. Each creature within 10 feet of the livyathan must succeed on a DC 21 Dexterity saving throw or take 15 (2d6 + 8) bludgeoning damage and be knocked prone. The livyathan can then fly up to half its flying speed.

LAIR ACTIONS

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

- Superheated water and dissolved chemicals erupts from a point on the ground the livyathan can see within 120 feet of it, creating a 20-foot-high, 5-foot-radius hydrothermal vent plume (or geyser if on the surface). Each creature in the plume's area must make a DC 21 Dexterity saving throw, taking 21 (6d6) fire damage on a failed save, or half as much damage on a successful one.
- A shockwave shakes the lair in a 60-foot radius around the livyathan sending powerful currents throughout the area. Each creature other than the livyathan in that area must succeed on a DC 21 Dexterity saving throw or be knocked prone (if underwater, creatures become disoriented, with the same game effects as being knocked prone).
- Hydrothermal gases form a cloud in a 20-foot-radius sphere centered on a point the livyathan can see within 120 feet of it. The sphere spreads around corners, and its area is lightly obscured. It lasts until initiative count 20 on the next round. Each creature that starts its turn in the cloud must succeed on a DC 21 Constitution saving throw or be poisoned for 1 minute. The creature may repeat the saving throw at the end of each of its turns to negate the effect.

REGIONAL EFFECTS

The region containing a livyathan's lair is warped by the creature's presence, which creates one or more of the following effects:

- Underground surfaces within 1 mile of the livyathan's lair are slimy and wet and are difficult terrain.
- Water sources within 1 mile of the lair are supernaturally fouled. Enemies of the livyathan that drink such water vomit it within minutes.
- Deep sea fissures and hydrothermal vent fields appear within 1 mile of the livyathan's lair.
- If the livyathan dies, these effects fade over the course of 3d10 days.

SWARM OF ACID JELLYFISH

Large swarm of tiny beasts

Armor Class 14 (natural)

Hit Points 40 (8d8)

Speed 20'; climb 20'; swim 20'

Str 6	Dex 14	Con 10	Int 1	Wis 7	Cha 1
(-2)	(+2)	(+0)	(-5)	(-2)	(-5)

Damage Resistances bludgeoning, piercing, slashing

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

Skills Perception +0

Senses Blindsight 10 ft., Passive Perception 8

Languages –

Challenge 3 (700xp)

Water Breathing. The acid jellyfish swarm can breathe water.

Swarm. The swarm fills a 10 ft. by 10 ft. square, can occupy another creature's space and vice versa, and the swarm can move through any opening large enough for a Tiny beast. The swarm can't regain hit points or gain temporary hit points.

ACTIONS

Tentacles. +5 to hit, reach 0 feet, all targets in the swarm's space, 10 (4d4) acid damage and the targets must make a DC 10 Constitution save. On a failed save, the target is overwhelmed by painful stingers, becoming poisoned for 1 minute. The target may repeat the save at the end of each of its turns to end the condition.



ges ago, several aboleth cities combined their ichor with the blood of dragons in a quest for power over both land and sea. The goal was to create spawn that held all the domineering and scheming aspects of the aboleth race mixed with the raw power and majesty of the great dragons. To the aboleths' horror, the experiment succeeded.

THE GREAT REGRET

Livyathans are terrible foes with the ability to enslave nearly every creature they encounter. Yet the livyathans proved impossible to control, destroying several aboleth cities outright and bending others to their will. Any livyathan dwelling in an aboleth city is its undisputed master, with the aboleth living in fear of the creature.

FIELD GENERAL

Livyathans prefer to have their lessers and slaves take the brunt of any combat, but are well equipped to attack even well armed ships and coastal settlements. They always try to keep enemies in the water to maximize the effects of their breath weapons. While a livyathan can fly, they typically only do so to gain a tactical advantage.

RULING THE RULERS

Vain and arrogant, livyathans treat any insubordination harshly, seeing threats to their power in the smallest actions. They hate krakens, true dragons, and powerful coastal nations with a deep passion, and plot endlessly to destroy those that they cannot simply destroy. Livyathans are well aware of how calculating their aboleth minions can be, and watch them with care.

MUCULENT HUSK

This piscine creature has flesh that flows like ooze over its rotten cartilaginous frame. Three sunken eyes glow balefully at its surroundings. Dead sea life litters the seafloor below it.

MUCULENT HUSK

Huge undead, unaligned

Armor Class 17 (natural armor)

Hit Points 184 (16d12+80)

Speed 10 ft., swim 30ft.

STR 20	DEX 12	CON 20	INT 19	WIS 22	CHA 23
(+5)	(+1)	(+5)	(+4)	(+6)	(+6)

Skills Intimidate +10, Stealth +9

Damage Immunities cold, necrotic; bludgeoning, piercing, and slashing from non-magical weapons

Condition Immunities charmed, exhaustion, frightened, paralyzed, poisoned

Senses blindsight 30 ft., darkvision 60 ft., passive Perception 16

Languages Aquan, Deep Speech, Undercommon

Challenge 11 (7,200xp)

Aura of Unclean Water. A muculent husk is surrounded by a cloud of rotting mucus and slime that gives off a horrifying stench above water, and hinders vision below water. Underwater, the 20 ft. area around the husk is lightly obscured. Any creature that moves into or starts their turn within 20 ft. of the husk (above or below water) must succeed on a DC 17 Constitution save or become poisoned for 1 minute. Creatures may repeat the save at the beginning of any round they spend outside the area to remove the condition. On a successful save, the creature is immune to the poison effect of the aura for 1 hour.

Detritus Cloud. When a creature that the muculent husk can see comes within 20 ft. of it, it may use a reaction to trigger detritus cloud. If it does, the husk takes 20 hit points of damage and the 20 ft. area around the husk becomes heavily obscured for 1 minute.

Innate Spellcasting. The husk's innate spellcasting ability is Charisma (spell save DC 18, +10 to hit with spell attacks).

At will: *detect thoughts, minor illusion, speak with dead*

3/day each: *animate dead, black tentacles, bestow curse, fear*

1/day each: *circle of death, hallucinatory terrain*

ACTIONS

Multiattack. The husk makes four tentacle attacks.

Tentacle. Melee Weapon Attack: +9 to hit, reach 15 ft., one target. *Hit:* 10 (1d8 + 5) bludgeoning damage and must succeed on a DC 17 Constitution save or have their maximum hit points reduced by the amount of damage taken. This reduction lasts until the target takes a long rest. The target dies if this effect reduces its hit point maximum to 0.



uculent husks are believed to have been an aboleth's botched attempt at immortality. The resulting creature is dangerously insane, hateful, and sees itself as lord of the sea. Some rare aboleth actively pursue the rites to become a muculent husk in the same way demented humans research the dark path of lichdom.

ENEMY OF LIFE

Muculent husks hate the living, and will go out of their way to destroy any living creature that crosses their path. They will attempt to disorient and confuse their prey before attacking in a storm of flailing tentacles.

WHERE ABOLETH FEAR TO TREAD

Aboleth live in fear of these creatures, and will generally flee an area if one lairs nearby. A muculent husk frequently has a "court" of undead aboleth and scum serving it, and the oldest and most powerful may even have an undead kraken to lord over. In general, a muculent husk is deadly within a hundred miles of its lair, but the creatures are too chaotic and insane to pose a risk to the world as a whole. A few rare muculent husks take up the study of magic, becoming as powerful as the greatest of liches.

UNDEAD NATURE

Muculent husks do not require air, food, drink, or sleep.



PROTOABOLETH

PROTOABOLETH

Medium aberration, neutral evil

Armor Class 15 (natural armor)

Hit Points 39 (6d8+12)

Speed 10ft., swim 30ft.

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

Skills Intimidate +3, Perception +5

Senses darkvision 120 ft., passive Perception 15

Languages Deep Speech, telepathy 120ft.

Challenge 3 (700 XP)

Amphibious. The protoaboleth can breathe air and water.

Mucous Cloud. While underwater, the protoaboleth is surrounded by transformative mucus. The mucous cloud causes the area in a 5 ft. radius of the protoaboleth to be lightly obscured. A creature that touches the aboleth or that hits it with a melee attack while within 5 feet of it must make a DC 13 Constitution saving throw. On a failure, the creature is diseased for 1d4 hours. The diseased creature can breathe only underwater.

Probing Telepathy. If a creature communicates telepathically with the protoaboleth, the protoaboleth learns the creature's greatest desires.

ACTIONS

Multiattack. The protoaboleth makes two tentacle attacks against a single target. If at least one of the tentacle attacks hits a target, the protoaboleth may also make a bite attack.

Tentacle. Melee Weapon Attack: +4 to hit, reach 5ft., one target. *Hit:* 5 (1d4 + 2) bludgeoning damage. If the target is a creature, it must succeed on a DC 13 Constitution saving throw or become diseased. The disease has no effect for 1 minute and can be removed by any magic that cures disease. After 1 minute, the diseased creature's skin becomes translucent and slimy, the creature can't regain hit points unless it is underwater, and the disease can be removed only by *heal* or another disease-curing spell of 6th level or higher. When the creature is outside a body of water, it takes 6 (1d12) acid damage at the end of every 10

minutes unless moisture is applied to the skin before 10 minutes have passed.

Bite. Melee Weapon Attack: +4 to hit, reach 5ft., one target. *Hit:* 6 (1d6 + 2) piercing damage. If the target is a creature, it becomes grappled (escape DC 13). At the start of each of the protoaboleth's rounds, the target takes 4 (1d6) necrotic damage due to blood loss. This damage reduces the target's hit point maximum until it takes a long rest.

Domination (1/Day). The protoaboleth targets one creature it can see within 30 feet of it. The target must succeed on a DC 13 Wisdom saving throw or be magically charmed by the protoaboleth until the protoaboleth dies or until it is on a different plane of existence from the target. The charmed target is under the protoaboleth's control and can't take reactions, and the protoaboleth and the target can communicate telepathically with each other over any distance.

The target may repeat the saving throw at the end of any round in which it takes damage. On a success, the effect ends. The effect automatically ends anytime the target is at least 1 mile away from the aboleth. A protoaboleth may not have more than 3 creatures dominated at any one time.



are in the extreme, protoaboleth are the forebears of modern aboleth. As befitting such primordial creatures, they dwell in the most forgotten area of the world, deep in dinosaur-haunted jungles, or miles beneath the earth. They hate most other creatures equally, especially their more powerful descendants.

PUPPET MASTERS

Protoaboleth tend to keep a few powerful monsters at hand, charmed as bodyguards. They allow their slaves to do the bulk of any actual combat, attacking only the weakest or most gravely injured of their foes. They flee combat if they are wounded, retreating to sulk and seethe with hatred in the deepest pools.

PRIMITIVE DEITIES

Protoaboleth never keep intelligent creatures as direct slaves for long, as they loathe anything as intelligent as themselves. They may act as a bestial "god" to primitive humanoids, appearing at dark ceremonies of appeasement, but only to gain unknowing bodyguards, food, and treasures. True aboleth destroy protoaboleth when they discover them, viewing them as lesser creatures whose time has long passed.



SKUM, CETACEAN

This mammalian humanoid has deep gray flesh and an elongated, rounded head. Its mouth forms a beak-like muzzle, full of sharp, conical teeth.

SKUM, CETACEAN

Medium humanoid, lawful evil

Armor Class 13 (natural)

Hit Points 68 (8d8+32)

Speed 20 ft.; swim 50 ft.

Str 16	Dex 17	Con 19	Int 10	Wis 14	Cha 9
(+3)	(+3)	(+4)	(+0)	(+2)	(-1)

Saving Throws Wis +4

Damage Resistances cold

Condition Immunities charmed, frightened

Skills Athletics +6, Perception +4, Stealth +5

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

Languages Aquan, Deep Speech, Undercommon

Challenge 1 (200xp)

Amphibious. The cetacean skum can breathe both air and water.

Ancient Slaves. The cetacean skum is resistant to mind controlling abilities of all creatures except aboleth. They have immunity to the charmed and frightened conditions and proficiency with Wisdom saving throws, but lose these advantages when dealing with the spells and psionic powers of aboleth.

Powerful Charge. When a cetacean skum moves at least 20 ft. in a round and makes a ram attack, it deals 10 (2d6+3) bludgeoning damage and the target must succeed on a DC 13 Strength saving throw or be knocked prone.

ACTIONS

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target, *Hit:* 7 (1d6+3) piercing damage.

Ram. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target, *Hit:* 7 (1d6+3) bludgeoning damage.

Trident. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target, *Hit:* 9 (1d8+3) piercing damage.



etacean skum are bred from dolphins, and are much rarer than typical skum. They are aggressive, and at times nearly suicidal in combat. Only 25% of such breedings are productive, leading skum to attempt to capture entire pods of dolphins, which earns the ire of merfolk and tritons.



DANGEROUS SPECIALISTS

Stronger, faster, and more perceptive than their skum relations, cetacean skum work together in pods and are often called on to perform special reconnaissance or assassination missions. In open combat, cetacean skum lead with a powerful slam from their bony beak before falling back to their tridents. They are often prefer to use their natural weapons over manufactured ones.

LIVING THE NIGHTMARE

Cetacean skum carry deep memories of what they once were, and hate both themselves and the aboleth. They frequently go off by themselves to brood, and fight recklessly in hopes of dying in battle. Despite these memories, the evil infecting them is strong, and they still serve the aboleth race when they can. Despite the lawful nature bred into them, fully a quarter of cetacean skum tend to neutral evil, or even chaotic evil.

SWARM, LARVAL ABOLETH

The water boils with tiny fishlike creatures, each waving a set of tiny tentacles. The water around them is thick with slime.

LARVAL ABOLETH SWARM

Large swarm of tiny aberrations, neutral evil

Armor Class 13 (natural)

Hit Points 105 (14d10+28)

Speed swim 30 ft.

Str 2	Dex 14	Con 15	Int 9	Wis 14	Cha 15
(-4)	(+2)	(+2)	(-1)	(+2)	(+2)

Damage Resistances bludgeoning, piercing, slashing

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

Senses darkvision 60 ft., Passive Perception 12

Languages Aquan, Deep Speech, Undercommon

Challenge 6 (2,300xp)

Amphibious. The larval aboleth swarm can breathe both air and water.

Alter appearance. A swarm of larval aboleth may generate an illusion around themselves to appear as a school of harmless fish or similar animals of the same size. Observation or physical interaction with the swarm allows a creature to attempt a DC 15 Intelligence (Investigation) check to discern the illusion for what it is. If a creature discerns the illusion for what it is, the illusion remains, but becomes faint for the creature.

Mucous Cloud. While underwater, the swarm is surrounded by transformative mucus. A creature within the swarm's space must make a DC 15 Constitution saving throw. On a failure, the creature is diseased for 1d4 hours. The diseased creature can breathe only underwater.

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

ACTIONS

Bites. *Melee Weapon Attack:* +6 to hit, reach 0 ft., all targets in the swarm's space. *Hit:* 14 (4d6) piercing damage, or 7 (2d6) piercing damage if the swarm has half of its hit points or fewer.



larval aboleth swarms are found where ever large numbers of aboleth dwell. Once the aboleth spawn, they guard their larva haphazardly, allowing survival of the fittest to ensure that only the most powerful spawn grow to adulthood.

SCHOOL OF HUNGER

A swarm of larval aboleth is always hungry, and will attack any creature that is not an aboleth or known servant. They cloak themselves in the image of harmless fish, and are generally ignored by both predator and prey until it's too late.

SURVIVAL OF THE FITTEST

A swarm of larval aboleth will remain together for several years before suddenly turning on each other with a violence that turns the water to ichor-stained froth. The two or three survivors of the massacre haul themselves out of the water to join the greater aboleth society. They only begin to exist as thinking beings to adult aboleth at this point.

TENTACLE CRAB

This horse-sized crustacean has four arms, two on each end of its shell. The arms sprout bizarre ectoplasmic tentacles, which lash the air with abandon. Between each set of arms is a wicked-looking set of jaws. A long stalk rises from the center of its shell, bearing a grape- like cluster of dark eyes.

TENTACLE CRAB

Large aberration, lawful evil

Armor Class 17 (natural)

Hit Points 29 (16d10+12)

Speed 20 ft.; swim 40 ft.

Str 20	Dex 10	Con 17	Int 6	Wis 17	Cha 14
(+5)	(+0)	(+3)	(-2)	(+3)	(+2)

Saving Throws Wis +2

Damage Resistances piercing, slashing

Senses darkvision 60 ft., Passive Perception 12

Languages Aquan, Deep Speech

Challenge 10 (5,900xp)

Amphibious. The ulat-kini can breathe both air and water.

Detachable tentacle. Once a tentacle crab has successfully grappled an opponent, it may use a reaction to detach the tentacle. The consistency of the gel that makes up the tentacle becomes extremely tacky, increasing the escape DC to 18. A typical creature has 4 tentacles and regrows a detached tentacle with a Recharge roll of 5-6.

Regeneration. The tentacle crab regains 5 hit points at the start of its turn if it has at least 1 hit point.

ACTIONS

Multiattack. The tentacle crab makes four attacks, two with its tentacles and two with its bite.

Tentacle. *Melee Weapon Attack.* +9 to hit, reach 15 ft., one target, *Hit:* 14 (2d8+5) bludgeoning damage. If the target is a creature, it becomes grappled (escape DC 16).

Bite. *Melee Weapon Attack.* +9 to hit, reach 5 ft., one target, *Hit:* 10 (1d8+5) piercing damage.

Tentacle crabs were created by the aboleth early in their reign to capture humanoids as slaves and to serve as beasts of war. Intelligent enough to follow complex orders yet not intelligent enough to question them, tentacle crabs still serve their overlords today, with a few feral specimens wandering lonely shorelines.

SIMPLE, BUT EFFICIENT

Tentacle crabs are straightforward fighters, grabbing foes worthy of capture in their tentacles and biting those that would not make good slaves to pieces with their jagged jaws. They generally keep two tentacles whole at all times, allowing shed tentacles to regenerate. A single crab may capture an entire fishing village, gathering up their shed tentacles and the victims they contain and dragging them back to the sea.

A tentacle crab is conditioned by instinct to follow the orders of any aboleth, and will do so without hesitation. Many of them will also respond to orders given by skum, assuming the skum is confident. A weak-seeming skum is assumed to be unworthy, and promptly attacked. Skum, for their part, both desire the crabs as beasts of war, and hate them for their superior power.



ULAT KINI AKASKUM

This hunchbacked, green-skinned humanoid has a wide, frog-like head but a mouth more akin to that of a toothy fish.

ULAT-KINI (AKA SKUM)

Medium humanoid (ulat-kini), lawful evil

Armor Class 13 (natural)

Hit Points 29 (3d8+12)

Speed 20 ft.; swim 40 ft.

Str 15	Dex 13	Con 17	Int 10	Wis 10	Cha 6
(+2)	(+1)	(+3)	(+0)	(+0)	(-2)

Saving Throws Wis +2

Damage Resistances cold

Condition Immunities charmed, frightened

Skills Athletics +4, Deception +2, Perception +2, Stealth +5

Senses darkvision 60 ft., Passive Perception 12

Languages Aquan, Deep Speech, Undercommon

Challenge ½ (100xp)

Amphibious. The ulat-kini can breathe both air and water.

Ancient Slaves. The ulat-kini is resistant to mind controlling abilities of all creatures except aboleth. They have immunity to the charmed and frightened conditions and proficiency with Wisdom saving throws, but lose these advantages when dealing with the spells and psionic powers of aboleth.

ACTIONS

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target, *Hit:* 6 (1d6+2) piercing damage.

Trident. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target, *Hit:* 8 (1d8+2) piercing damage.

The Ulat-kini (aka: skum) are the greatest of the races created by the aboleth. Immortal and legion in numbers during the height of the aboleth empires, the ulat-kini formed the backbone of army and culture alike. Without the empires to support them, the ulat-kini, now known as skum by other civilized races, have been left to survive on their own.

REMNANTS OF GREATNESS

The majority of surviving skum dwell in the deep sea or underground ruins of their former glory. Skum do not age and can live forever outside of violence or disease. Unfortunately, this blessing is twisted by their inability to breed amongst themselves. All skum are male, and though they cannot breed with their own kind, they originate from a range of stock and

an attempt to reproduce with other humanoid, piscinoid, and in some cases, non-humanoid, races. Children of these unions are nearly always deformed, though some of these deformities may be subtle. Those that are not born as skum go through a transformation sometime between puberty and adulthood, shedding their normal skin and becoming full-fledged skum.

ULAT-KINI PC TRAITS

Ability Score Increase. Your Constitution score increases by 2, and Strength score increases by 1.

Age. Ulat-kini are immortal. You are immune to spells and other affects that manipulate your age. Though immune to the ravages of age, ulat-kini have been used as fodder for numerous wars.

Alignment. As former slaves to the aboleth, the vast majority of ulat-kini are programed to be lawful evil. Player character ulat-kini separate from their tribes for many reasons, some of which may be the breakdown of their ancient aboleth programming. Ulat-kini PCs may be of any alignment.

Size. Ulat-kini are similar in size to humans, though they are muscular and hardy. Your size is medium.

Speed. Your base walking speed is 25 ft. You have a swim speed of 40 ft.

Former Slaves. Ulat-kini were created as a slave race to the aboleth, and therefor were granted some protection against the magic of their masters' enemies. You gain advantage on saves against charm and fear spells, and gain proficiency with one of the following saving throws: Intelligence, Wisdom, or Charisma. You make Intelligence, Wisdom, and Charisma saving throws against aboleth spells and psionic powers at disadvantage.

Bite. You may use your action to make a bite attack. Your bite deals 1d6 + Strength modifier piercing damage.

Naturally Deceptive. You gain proficiency in Charisma (Deception) and (Dexterity) Stealth checks.

Amphibious. You can breathe both air and water.

Languages. You speak, read and write Deep Speech and Aquan, as well as one other language (typically Common, Undercommon, or Marine Trade)



ITEMS

Aboleth drive their slaves to work tirelessly to create new items and magic to assist in their domination. The more powerful the item or spell, the more likely it is to have been created by an aboleth instead of its creation being entrusted to one of their slaves. Many aboleth items have effects similar to more familiar ones; lacking a humanoid form, the horrors from the deep create tentacle bands, and pierce their fins with enchanted earring-like items.



ALCHEMICAL ITEMS

Items created through alchemy have two costs, the first is if the item is being purchased or created by an aboleth or its minion. The second is the average cost of the item in non-aboleth-controlled lands.

FLESH HARDNER; 25GP (500GP)

Flesh hardener is a fine black powder that reacts to skin affected by aboleth slime. It hardens the membrane to a shiny crust, negating the need to keep it moist. This new “skin” is very brittle, and the target gains vulnerability to bludgeoning attacks. The crust softens back to its original slimy membrane after 24 hours.

MUCUS BOMB; 150GP (1000GP)

Made from carefully distilled and preserved aboleth mucus, a mucus bomb is housed in an easily shattered bottle of thin glass. Commonly found among the equipment stores of aboleth minions. As an action, you can splash the contents of this vial onto a creature within 5 feet of you or throw the vial up to 20 feet, shattering it on impact. In either case, make a ranged attack against a creature. On a hit, the target must make a DC 13 Constitution save or become diseased for 1d4 hours. Diseased creatures lose the ability to breathe air, but gain the ability to breath water.

SLIME JET; BLADDER 50GP, SLIME DOSE 100GP (750GP)

A slime jet is created from the swim bladder of rare fish, and filled with preserved aboleth slime. As an action, you can shoot the slime out at high pressure, creating a 20 ft. line. Creatures caught in the area must make a DC 13 Dexterity save or be knocked prone. Creatures that fail the Dexterity save must also succeed on a DC 13 Constitution save or become diseased. The disease has no effect for 1 minute. After 1 minute, the diseased creature’s skin becomes translucent and slimy and the creature can’t regain hit points unless it is underwater. When the creature is outside a body of water, it takes 6 (1d12) acid damage at the end of every 10 minutes unless moisture is applied to the skin.

MAGICAL ITEMS

TENTACLE STAFF

Staff, very rare [requires attunement by a sorcerer, warlock, or wizard]

This staff can be wielded as a magic quarterstaff that grants a +2 bonus to attack and damage rolls made with it. On a successful melee attack, the wielder may use a bonus action to cause the target to become grappled (escape DC equal to your spell save DC).

This staff has 10 charges and regains 1d6+4 expended charges daily if submerged in water. If you expend the last charge, roll a d20. On a 1, the staff dissolves into a translucent slime.

Spells. While holding the staff, you can use an action to expend some of its charges to cast one of the following spells from it, using your spell save DC: *acid splash* (1 charge), *black tentacles* (4 charges), *enthrall* (2 charges), *major image* (3 charges)

Transformation. As an action, you may spend 5 charges to force a creature grappled by the staff to make a Constitution save against your spell save DC or become diseased. The disease has no effect for 1 minute. After 1 minute, the diseased creature's skin becomes translucent and slimy and the creature can't regain hit points unless it is underwater. When the creature is outside a body of water, it takes 6 (1d12) acid damage at the end of every 10 minutes unless moisture is applied to the skin.



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