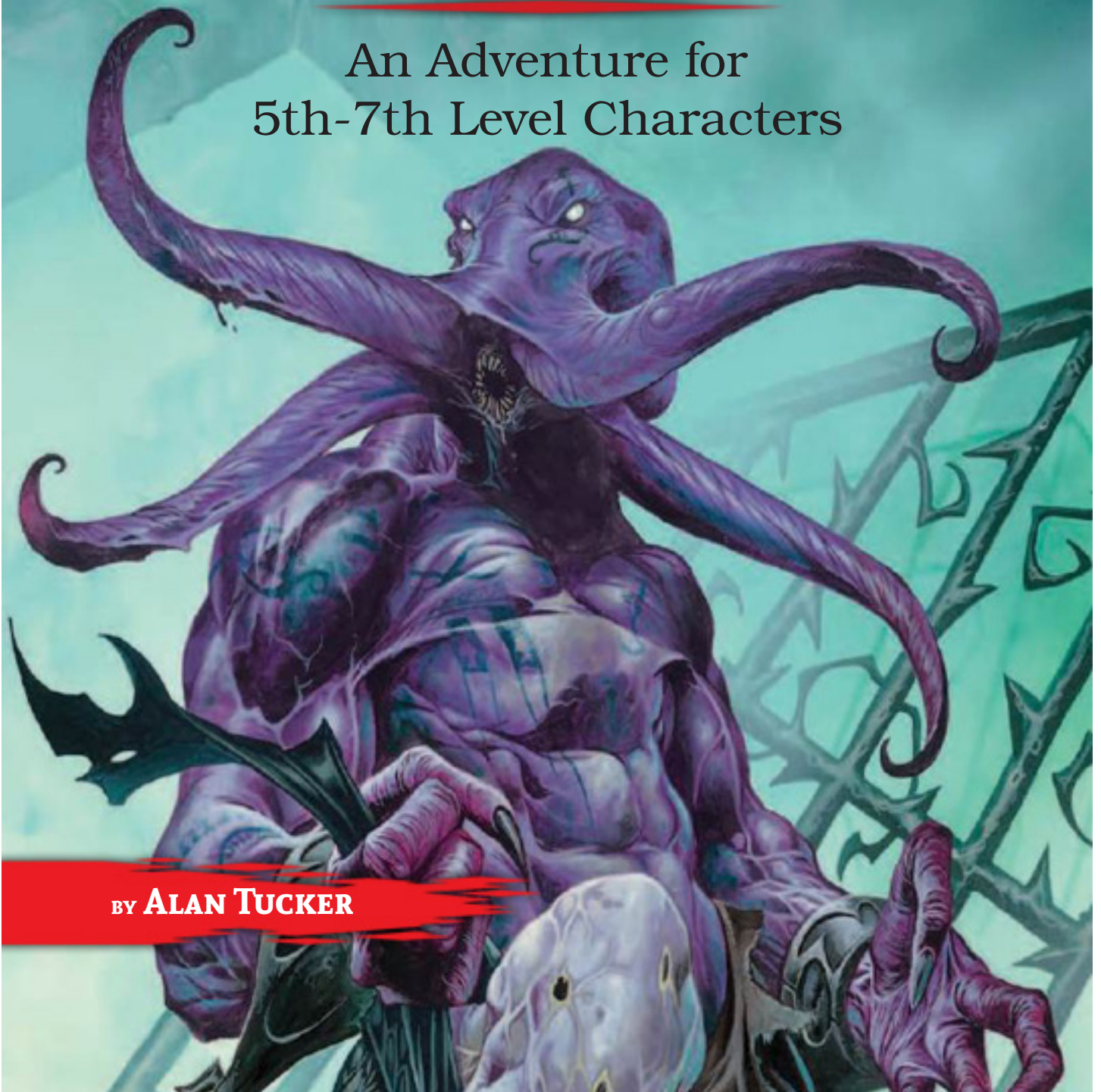


TENTACLES. WHY DID IT HAVE TO BE TENTACLES?

An Adventure for
5th-7th Level Characters

BY ALAN TUCKER



TENTACLES. WHY DID IT HAVE TO BE TENTACLES?



ADVENTURE IN THE UNDERDARK, PART ONE

A colony of deep gnomes have had their main water source taken over by a group of kuo-toa, but are the fishy folk really the ones to blame for leaving the gem-loving svirfneblin thirsty?...

A 4-hour adventure for 5th-7th level characters

BY ALAN TUCKER

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LIGHT IT UP!

One of the things that's scary about the Underdark is, well, it's dark! Many DMs don't pay much attention to light and how much their party can see because it can be a headache when making maps on the table for your minis, etc. But, I would encourage you to keep track of your adventurers' light—especially when spending extended time below ground. Sure, there are some areas that might have glowing mushrooms or other sources of light, but it can also be dramatic for that human's last torch to run out in the middle of a vast, pitch black cavern. Even those with darkvision can usually only see 60 feet in the best of conditions, so use that handicap to your advantage and milk that creep factor for your players. In addition, light sources in the Underdark can attract all sorts of unwanted attention.

MAY I HAVE A DRINK, SIR?

The party has camped for the night and all seems peaceful. In the waning hours of the final watch, however, whoever is on guard notices a hint of movement from a bush several yards away.

Upon investigation, the party finds a frightened deep gnome, or svirfneblin (*MM page 164*), holding several empty water skins. If questioned, he says, in halting common...

P-please don't hurt me. I'm only looking for water for my tribe. We're no threat to you. My name is Fibbergrish.

FIBBERGRISH

Deep gnome, neutral good (full stat block at the end of the adventure)

Armor Class 15 (chain shirt)

Hit Points 16 (3d6 +6)

Speed 20 ft.

Senses darkvision 120 ft., Perception +2, passive Perception 12

If encouraged to talk more, Fibbergrish will explain that his tribe's main water source has been taken over by a band of fish folk, which the party can probably discern by his description are kuo-toa (*MM page 198*). Fibbergrish says there are far too many of them for his enclave to handle and, two days ago, the kuo-toa caved in the most direct passage to the underground lake the Svirfneblin collected their water from. Things have become desperate and Fibbergrish was

tasked with exploring the land above in search of water.

An offer of help by the party will be gladly accepted by Fibbergrish and he will escort them into a nearby cave and down into the Underdark to meet with his people's matriarch.

If Fibbergrish meets an unfortunate end at the hands of the party, either because of misplaced malice or an overzealous shoot-first-ask-questions-later policy, the party can track the gnome's path back to the cave if they wish to find out where the little guy came from.

MOMMY, DEAREST

After several minutes travel in the dark warrens below, you come upon a once-thriving colony of svirfneblin. Several dozen of the dark-skinned gnomes occupy a maze of tunnels, painstakingly carved out of the rock and hard earth over many, many years. Most of the svirfneblin seem tired and depressed, but their heads pick up at the sight of adventurers, some holding fear in their eyes, but others bearing a glint of hope that much-needed help has arrived.

Fibbergrish leads you to one particular hovel, indistinguishable from any of the others and whispers to someone inside. Moments later, an elderly, female deep gnome greets you with a solemn face.

"Welcome to Kamenyhom. I am Valneesa."

The enclave's matriarch is wary of the outsiders, but also knows their situation is dire and she is willing to accept help, even from normally untrustworthy uplanders. She is open to trading gems for help, or information if your party is possibly seeking something in the realm of the Underdark. Their inventory of other supplies is limited, but she will offer any mundane items the party might be interested in if she thinks it will get them to agree to help. In addition, she will instruct Fibbergrish to accompany the party as a guide, since the quickest route to the lake has been hopelessly blocked. An alternate path will take several hours of travel to negotiate, but options are few.

Once terms have been agreed upon, the party can set out, with Fibbergrish leading the way. Establish a firm marching order and any necessary sources of light.

A DIFFERENT KIND OF WILDERNESS

Traveling through the Underdark is much different than moving across the surface world, but that doesn't mean it's just dank tunnels and crawl spaces. There are many wonders to behold in this strange place. Let your players know that the terrain they're moving through changes frequently. One minute they may be crouched down, single file, in a low, narrow tunnel, and the next they may be walking side by side in a vast cavern, with a ceiling reaching beyond their vision. Also, the makeup of the open areas can vary widely. One may be barren and flat, while the next might contain a forest of stalactites and stalagmites— or a multi-tiered garden of bioluminescent fungi. Use your imagination to keep the players uncertain as to the types of adversaries they might encounter during their journey.

RANDOM ENCOUNTERS ARE RANDOM

Below is a random encounter table to use while running this adventure. Because of the dangerous and unpredictable nature of the Underdark, I make a check for every hour of travel. If your party happens to need an abundance of light, you might prefer to check more often. You may also wish to substitute encounters of your own in some situations. Once an encounter is rolled, that number returns a null result if rolled again. I like to let the players roll the dice for these, so I create tables where they don't know what numbers mean danger ahead of time and I find it increases the tension.

RANDOM ENCOUNTERS - D20 ROLL

Roll	Result	Roll	Result
1	—	11	—
2	Dridr	12	Troglodyte Hunting Party
3	—	13	—
4	—	14	—
5	—	15	Duergar Ambush
6	Grell	16	—
7	Pit Trap	17	—
8	—	18	—
9	—	19	Gricks/Grick Alpha
10	Black Pudding	20	—

You can also randomize the area the encounter takes place in if you wish:

RANDOM ENCOUNTER TERRAIN - D6 ROLL

Roll	Result
1	Tunnel: 5 feet wide
2	Tunnel: 10 feet wide
3	Cavern: Flat, smooth surface
4	Cavern: Flat and smooth, but littered with large holes
5	Cavern: Stalactite/stalagmite filled
6	Cavern: Fungal forest

ENCOUNTER DESCRIPTIONS

DRIDER

A lone drider has stopped here for a short meal. Use its passive perception (15) to see if it hears or sees the party first. If so, it will attack using its longbow, with surprise, as soon as they come in range.

DRIDER

Large monstrosity, chaotic evil (MM page 120)

Armor Class 19 (natural armor)

Hit Points 123 (13d10 + 52)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	16 (+3)	18 (+4)	13 (+1)	14 (+2)	12 (+1)

Skills Perception +5, Stealth +9

Senses darkvision 120 ft., passive Perception 16

Challenge 6 (2,300 XP)

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

Innate Spellcasting. The drider's innate spellcasting ability is Wisdom (spell save DC 13). The drider can innately cast the following spells, requiring no material components:

At will: *dancing lights*
1/day each: *darkness*, *faerie fire*

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

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

Web Walker. The drider ignores movement restrictions caused by webbing.

ACTIONS

Multiattack. The drider makes three attacks, either with its longsword or its longbow. It can replace one of those attacks with a bite attack.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 2 (1d4) piercing damage plus 9 (2d8) poison damage.

Longsword. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target.
Hit: 7 (1d8 + 3) slashing damage, or 8 (1d10 + 3) slashing damage if used with two hands.

Longbow. *Ranged Weapon Attack:* +6 to hit, range 150/600 ft., one target. *Hit:* 7 (1d8 + 3) piercing damage plus 4 (1d8) poison damage.

GRELL

A number of grell (suggested one for every two party members) lurk in the shadows above and behind the party, waiting for an opportunity to strike.

GRELL

Medium aberration, neutral evil (MM page 172)

Armor Class 12
Hit Points 55 (10d10 + 10)
Speed 10 ft., fly 30 ft. (hover)

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

Skills Perception +4, Stealth +6
Damage Immunities lightning
Condition Immunities blinded, prone
Senses darkvision 60 ft. (blind beyond), passive Perception 14
Challenge 3 (700 XP)

ACTIONS

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

Tentacles. *Melee Weapon Attack:* +4 to hit, reach 10 ft., one creature.
Hit: 7 (1d10 + 2) piercing damage, and the target must succeed on a DC 11 Constitution saving throw or be poisoned for one minute. The poisoned target is paralyzed, and it can repeat the saving throw at the end of each of its turns, ending the effect on a success.
The target is also grappled (escape DC 15). If the target is Medium or smaller, it is also restrained until the grapple ends. While grappling the target, the grell has advantage on attack rolls against it and can't use this attack against other targets. When the grell moves, any Medium or smaller target it is grappling moves with it.

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

PIT TRAP

The ground gives way beneath one of the party members. DM's choice as to the depth and nastiness waiting for them at the bottom.

BLACK PUDDING

An inky pseudopod snakes from the shadows to attack one of the adventurers. Keep in mind the creature's ability to split when receiving slashing or lightning damage.

BLACK PUDDING

Large ooze, unaligned (MM page 241)

Armor Class 7
Hit Points 85 (10d10 + 30)
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 Immunities acid, cold, lightning, and slashing
Condition Immunities blinded, charmed, deafened, exhaustion, frightened, and prone
Senses blindsight 60 ft. (blind beyond), passive Perception 8
Challenge 4 (1,100 XP)

Amorphous. The pudding can move through a space as narrow as 1 inch wide without squeezing.

Corrosive Form. A creature that touches the pudding or hits it with a melee attack within 5 feet of it takes 4 (1d8) acid damage. Any nonmagical weapon, made of metal or wood, that hits the pudding corrodes. After dealing damage, the weapon takes a permanent and cumulative -1 penalty to damage rolls. If the penalty drops to -5, the weapon is destroyed. Nonmagical ammunition, made of metal or wood, that hits the pudding is destroyed after dealing damage.
The pudding can eat through 2-inch thick, nonmagical wood or metal in 1 round.

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

ACTIONS

Pseudopod. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target.
Hit: 6 (1d6 + 3) bludgeoning damage plus 18 (4d8) acid damage. 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 it reduces its AC to 10.

REACTIONS

Split. When a pudding that is Medium or larger is subjected to lightning or slashing damage, it splits into two puddings if it has at least 10 hit points. Each new pudding has hit points equal to half the original's, rounded down. New puddings are one size smaller than the original pudding.

TROGLODYTE HUNTING PARTY

A roaming band of troglodytes (suggested two per adventurer) has stumbled upon the party. They will attempt to flee if they feel they are overmatched or are exposed to bright light, such as that from a *daylight* spell.

TROGLODYTE

Medium humanoid, chaotic evil (MM page 290)

Armor Class 11 (natural armor)

Hit Points 13 (2d8 + 4)

Speed 30 ft.

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

Skills Stealth +2

Senses darkvision 60 ft., passive Perception 10

Challenge 1/4 (50 XP)

Chameleon Skin. The troglodyte has advantage on Dexterity (Stealth) checks made to hide.

Stench. Any creature other than a troglodyte that starts its turn within 5 feet of the troglodyte must succeed on a DC 12 Constitution saving throw or be poisoned until the start of the creature's next turn. On a successful saving throw, the creature is immune to the stench of all troglodytes for 1 hour.

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

ACTIONS

Multiattack. The troglodyte makes three attacks: one with its bite and two with its claws.

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

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

DUERGAR AMBUSH

A group of duergar (suggested one per adventurer) have noted the party's movements through the Underdark and have set up an ambush. The DM should set this encounter in a cavern with stalagmites for cover and concealment. The duergar will have their innate invisibility active as the party enters the area. It is also suggested to keep this encounter in reserve until after the party has passed through the Roper Cavern. If this roll comes up in the first hour of travel, simply substitute one of the other encounters for it.

DUERGAR

Medium humanoid, lawful evil (MM page 122)

Armor Class 16 (scale mail, shield)

Hit Points 26 (4d8 + 8)

Speed 25 ft.

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

Damage Resistances poison

Senses darkvision 120 ft., passive Perception 10

Challenge 1 (200 XP)

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

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

ACTIONS

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

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

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

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

GRICKS/GRICK ALPHA

These predators lay in wait for unsuspecting passersby to stumble upon their lair. DMs may choose whether to simply have two or three regular gricks, or include a grick alpha if they feel the need to heap abuse on the party.

GRICK

Medium monstrosity, neutral (MM page 173)

Armor Class 14 (natural armor)

Hit Points 27 (6d8)

Speed 30 ft., climb 30 ft.

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

Damage Resistances bludgeoning, piercing, and slashing from non-magical attacks

Senses darkvision 60 ft., passive Perception 12

Challenge 2 (450 XP)

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

ACTIONS

Multiattack. The grick makes one attack with its tentacles. If that attack hits, the grick can make one beak attack against the same target.

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

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

GRICK ALPHA

Large monstrosity, neutral (MM page 173)

Armor Class: 18 (natural armor)

Hit Points: 75 (10d10 + 20)

Speed: 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	16 (+3)	15 (+2)	4 (-3)	14 (+2)	9 (-1)

Damage Resistances bludgeoning, piercing, and slashing from non-magical attacks

Senses darkvision 60 ft., passive Perception 12

Challenge 7 (2,900 XP)

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

ACTIONS

Multiattack. The grick makes two attacks: one with its tail and with its tentacles. If it hits with its tentacles, the grick can make one beak attack against the same target.

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

Tentacles. Melee Weapon Attack: +4 to hit, reach 10 ft., one target. Hit: 22 (4d8 + 4) slashing damage.

Beak. Melee Weapon Attack: +4 to hit, reach 10 ft., one target. Hit: 13 (2d8 + 4) piercing damage.





MAP 1: ROPER CAVERN

After two to three hours of travel, at the DM's discretion...

Fibbergrish holds up a hand in warning. He turns to the nearest party member and whispers, "Last time I came this way, a band of duergar were holed up in the cavern ahead." He spits on the ground after saying the name of the dark dwarves. "Be prepared."

The real danger in the stalactite and stalagmite-filled chamber, however, isn't duergar, but a roper and its piercer friends. Each "X" on the

map notes the location of a piercer, so instruct the players to move their minis or markers slowly and deliberately while in the cavern, initially with the excuse that visibility is a problem for both adventurers and potential enemies. The boulders on the map represent rock formations that have grown large from both the floor and ceiling, connecting into full-blown columns. The center-most of which, though, is the roper, lying in wait for its next victim.

ROPER

Large monstrosity, neutral evil (MM page 261)

Armor Class 20 (natural armor)

Hit Points 93 (11d10 + 33)

Speed 10 ft., climb 10 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	8 (-1)	17 (+3)	7 (-2)	16 (+3)	6 (-2)

Skills Stealth +5, Perception +6

Senses darkvision 60 ft., passive Perception 16

Challenge 5 (1,800 XP)

False Appearance. While the roper remains motionless, it is indistinguishable from a normal cave formation, such as a stalagmite.

Grasping Tendrils. The roper can have up to six tendrils at a time. Each tendril can be attacked (AC 20; 10 hit points; immunity to poison and psychic damage). Destroying a tendril deals no damage to the roper, which can extrude a replacement tendril on its next turn. A tendril can also be broken if a creature takes an action and succeeds on a DC 15 Strength check against it.

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

ACTIONS

Multiattack. The roper makes four attacks with its tendrils, uses Reel, and makes one attack with its bite.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target.
Hit: 22 (4d8 + 4) piercing damage.

Tendrils. *Melee Weapon Attack:* +7 to hit, reach 50 ft., one creature.

Hit: The target is grappled (escape DC 15). Until the grapple ends, the target is restrained and has disadvantage on Strength checks and Strength saving throws, and the roper can't use the same tendril on another target.

Reel. The roper pulls each creature grappled by it up to 25 feet straight toward it.

PIERCERS

Medium monstrosity, unaligned (MM page 252)

Armor Class 15 (natural armor)

Hit Points 22 (3d8 + 9)

Speed 5 ft., climb 5 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	13 (+1)	16 (+3)	1 (-5)	7 (-2)	3 (-4)

Skills Stealth +5

Senses blindsight 30 ft., darkvision 60 ft., passive Perception 8

Challenge 1/2 (100 XP)

False Appearance. While the piercer remains motionless, it is indistinguishable from a normal cave formation, such as a stalagmite.

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

ACTIONS

Drop. *Melee Weapon Attack:* +3 to hit, one creature directly underneath the piercer. *Hit:* 3 (1d6) per 10 feet fallen, up to 21 (6d6). *Miss:* The piercer takes half the normal falling damage for the distance fallen.

The cavern ceiling ranges from 20 to 40 feet in height, so the DM may use their discretion regarding the amount of damage any successful piercer does. Since the roper's reach with its tendrils is 50 feet, there is only one small alcove on the eastern edge of the chamber which it cannot get to, so it is possible for one or two ranged players to sequester themselves against that wall and pepper the roper from there. Make sure to note any piercers that fall and mark them on the map as the battle progresses. They could still come into play, even with a movement speed of five feet.

The roper will be patient and allow as many of the party to enter the cave as possible, though the piercers are not as discerning. As soon as a piercer has an opportunity, it will drop and the roper will attack and grab as many targets as it can.

Lodged within the roper's belly is a small amount of gold (38 gp) and, if the party doesn't already possess one, a **Driftglobe** (DMG page 166). The DM may award other treasure as they see fit.



If the party disposes of the roper without much fuss, feel free to add in a cloaker, which has been shadowing the group, waiting for an opportunity to strike, as the dust from the first fight settles.

CLOAKER

Large aberration, chaotic neutral (MM page 41)

Armor Class 14 (natural armor)

Hit Points 78 (12d10 + 12)

Speed 10 ft., fly 40 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	15 (+2)	12 (+1)	13 (+1)	12 (+1)	14 (+2)

Skills Stealth +5

Senses darkvision 60 ft., passive Perception 11

Challenge 8 (3,900 XP)

Damage Transfer. While attached to a creature, the cloaker takes only half the damage dealt to it (rounded down), and that creature takes the other half.

False Appearance. While the cloaker remains motionless without its underside exposed, it is indistinguishable from a dark leather cloak.

Light Sensitivity. While in bright light, the cloaker has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

ACTIONS

Multiattack. The roper makes two attacks: one with its bite and one with its tail.

Bite. Melee Weapon Attack: +6 to hit, reach 5 ft., one creature.
Hit: 10 (2d6 + 3) piercing damage and if the target is Large or smaller, the cloaker attaches to it. If the cloaker has advantage against the target, the cloaker attaches to the target's head, and the target is blinded and unable to breathe while the cloaker is attached. While attached, the cloaker can make this attack only against the target and has advantage on the attack roll. The cloaker can detach itself by spending 5 feet of its movement. A creature, including the target, can take its action to detach the cloaker by succeeding on a DC 16 Strength check.

Tail. Melee Weapon Attack: +6 to hit; reach 10 ft., one creature.
Hit: 7 (1d8 + 3) slashing damage.

Moan. Each creature within 60 feet of the cloaker and can hear its moan and isn't an aberration must succeed on a DC 13 Wisdom saving throw or become frightened until the end of the cloaker's next turn. If the save is successful, the creature is immune to the cloaker's moan for 24 hours.

Phantasms (Recharges on a Short or Long Rest). The cloaker magically creates three illusory duplicates of itself if it isn't in bright light. The duplicates move with it and mimic its actions, shifting position so as to make it impossible to track which cloaker is the real one. If the cloaker is ever in an area of bright light, the duplicates disappear.

A duplicate has the cloaker's AC and uses its saving throws. On any successful attack against the cloaker, the attacker rolls randomly to determine whether it hits the cloaker or a duplicate. If a duplicate is hit, or takes damage from a spell effect, it disappears.

A FRIEND IN NEED

After another number (DM's choice) of hours' travel...

You hear a faint plea for help from one of the tunnels up ahead. Fibbergrish gasps and rushes forward toward the sound.

The party finds Fibbergrish huddled over another deep gnome who is badly wounded. The svirfneblin's name is Pilnik and he, like Fibbergrish, was tasked with scouting out new sources of water for the colony. Pilnik does not speak any common, so Fibbergrish will translate if no one in the party speaks Undercommon or gnomish.

Assuming the party lends aid to Pilnik, he will gladly assist Fibbergrish in leading them to the



lake to battle the invading kua-toa. If questioned about what happened to him, Pilnik will describe a fierce fight with a duergar, which Pilnik won, but was severely hurt in the process. He says has been hiding here for more than a day and grew desperate enough to call out for help when he heard the party approach, regardless of their disposition.

Unfortunately, Pilnik was actually the victim of an intellect devourer and his body is no longer his own.

INTELLECT DEVOURER

Tiny aberration, lawful evil (MM page 191)

Armor Class 12

Hit Points 21 (6d4 + 6)

Speed 40 ft.

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

Skills Stealth +4, Perception +2

Damage Resistances bludgeoning, piercing, and slashing from non-magical attacks

Condition Immunities blinded

Senses blindsight 60 ft., (blind beyond), passive Perception 12

Challenge 2 (450 XP)

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

ACTIONS

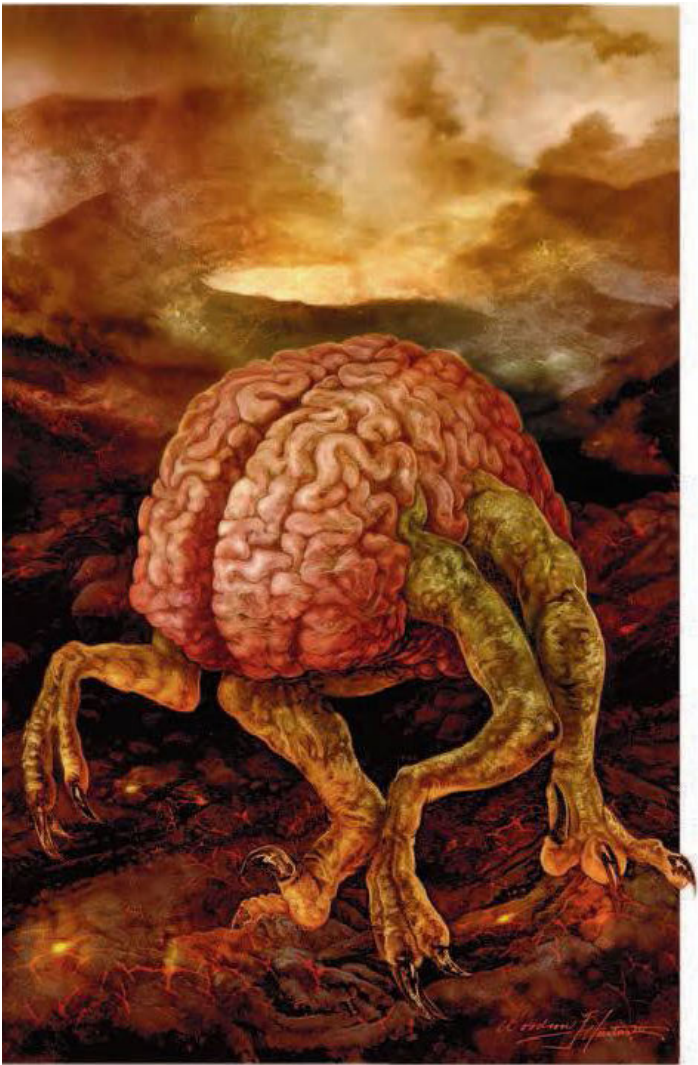
Multiattack. The intellect devourer makes one attack with its claws and uses Devour Intellect.

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

Devour Intellect. The intellect devourer targets one creature it can see within 10 feet of it that has a brain. The target must succeed on a DC 12 Intelligence saving throw against this magic or take 11 (2d10) psychic damage. Also on a failure, the DM rolls 3d6 against character's intelligence score. If the roll is equal to or greater to the adventurer's intelligence, their score is reduced to 0 and the character is stunned until they regain at least 1 point of intelligence.

Body Thief. The intellect devourer can initiate an intelligence contest with an incapacitated humanoid within 5 ft. that isn't protected by a *protection from evil and good* spell. Success means the devourer magically consumes the target's brain and teleports into its skull, taking control of the body.

The intellect devourer has all the knowledge and memories of Pilnik and has Fibbergrish completely convinced it's him. It sensed the party's approach and saw the opportunity to lead them to its masters.



IS THAT A TENTACLE OR ARE YOU JUST HAPPY TO SEE ME?

The intellect devourer, masquerading as Pilnik, and Fibbergrish lead the party through more of the Underdark until they come to a junction where the two seem to have a disagreement. If questioned, Fibbergrish has this to say:

I'm sorry. We're just not remembering the same. I thought we should turn this way, but Pilnik says different. I'm sure he's right since he's been through this area more often than I have.

If pressed, Fibbergrish will insist the party should trust Pilnik. Assuming the adventurers follow Pilnik's advice, they will seemingly have Fibbergrish's faith confirmed...

MAP 2

AMBUSH!

- K** = Kuo-toa
- O** = Ogre
- M** = Mind Flayer

 = 5 feet



A few minutes later, the tunnel you're in makes a sharp turn and you can hear the sounds of lapping water up ahead. Venturing forward, the passage opens up into a larger cavern than most of those you've traveled through previously. Rocks and boulders of varying sizes are scattered about the floor of an otherwise smooth surface. The sounds of water you heard before come from your left, beyond your range of vision.

MAP 2: AMBUSH!

The intellect devourer has led the party into a potential ambush by one of its masters and a number of minions. If your party has access to area of effect spells, such as *fireball*, place three to four kuo-toa per party member in the room. If your party is melee heavy, two kuo-toa per member should be sufficient. Having the party overconfident in the initial stages of the battle will benefit the true villain they face.

The kuo-toa and ogres (2-3) will be hiding behind the boulders in the northeast section of the cavern (example placement shown on map) and will attack once most or all of the party has entered the space. They are under the direction of the illithid, so they will act more mindfully and patient than they might otherwise. Once the battle starts, the intellect devourer will use Pilnik's ability to cast *nondetection* and *blur* on itself and attempt to sneak away toward its master in the confusion. Fibbergrish will help the party as he is able.

OGRE

Large giant, chaotic evil (MM page 237)

Armor Class 11 (hide armor)

Hit Points 59 (7d10 + 21)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	8 (-1)	16 (+3)	5 (-3)	7 (-2)	7 (-2)

Senses darkvision 60 ft., passive Perception 8

Challenge 2 (450 XP)

ACTIONS

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

Javelin. *Melee or Ranged Weapon Attack:* +6 to hit, reach 5 ft., or range 30/120 ft., one target. *Hit:* 11 (2d6 + 4) piercing damage.

KUO-TOA

Medium humanoid, neutral evil (MM page 199)

Armor Class 13 (natural armor, shield)

Hit Points 18 (4d8)

Speed 30 ft., swim 30 ft.

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

Skills Perception +4

Senses darkvision 120 ft., passive Perception 14

Challenge 1/4 (50 XP)

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

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

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

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

ACTIONS

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target.

Hit: 3 (1d4 + 1) piercing damage.

Spear. *Melee or Ranged Weapon Attack:* +3 to hit, reach 5 ft., or range 20/60 ft., one target. *Hit:* 4 (1d6 + 1) piercing damage used one-handed or thrown, or 5 (1d8 + 1) piercing damage if used two-handed.

Net. *Ranged Weapon Attack:* +3 to hit, range 5/15 ft., one Large or smaller creature. *Hit:* the target restrained. A creature can use its action to make a DC 10 Strength check to free itself or another creature in a net, or a successful attack (AC 10) which deals 5 slashing damage will break the net and free the restrained creature.

REACTIONS

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



MIND FLAYER

Medium aberration, lawful evil (MM page 222)

Armor Class: 15 (breastplate)

Hit Points: 71 (13d8 + 13)

Speed 30 ft.

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

Skills Arcana +7, Deception +6, Insight +6, Perception +6, Persuasion +6, Stealth +4

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

Challenge 7 (2,900 XP)

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

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

At will: *detect thoughts*, *levitate*

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

ACTIONS

Tentacles. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target.

Hit: 15 (2d10 + 4) psychic damage. If the target is Medium or smaller, it is grappled (escape DC 15) and must succeed on a DC 15 Intelligence saving throw or be stunned until the grapple ends.

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

Mind Blast (Recharge 5-6). The mind flayer magically emits psychic energy in a 60 ft. cone. Each creature in that area must succeed on a DC 15 Intelligence saving throw or take 22 (4d8 + 4) psychic damage and be stunned for one minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

The mind flayer will begin the fight hidden and stealthily maneuver itself into a position to use its **Mind Blast** attack to greatest advantage, preferring to let its thralls take the brunt of the party's aggression. If the mind flayer sees the fight not going well (i.e. it goes below half hit points with no adventurers down) it will attempt to *plane shift* away and regroup with its compatriots elsewhere. DMs may also wish to add a second wave of kuo-toa from the lake to increase the difficulty if warranted.

AFTERMATH

MY HEAD HURTS

An encounter with an illithid can, and should, be a harrowing experience. If the party makes it back to the svirfneblin enclave, they can inform Valneesa that the deep gnomes have much more than an invading group of kuo-toa to contend with for their water source. They can possibly strike a new bargain to rid the area of the mind flayer(s), or the party may wish to simply seek their own revenge on the squid-faced psionicists. Although, a successful raid on an illithid colony may require more scouting and planning than obstacles the adventurers have faced previously.

Valneesa will express sorrow and anger at Pilnik's fate, but thank the party for their help and make good on whatever bargain they struck initially— even if they still don't have a safe place to gather supplies of water. Still, the adventurers may have gained a valuable ally in the treacherous world known as the Underdark!

FIBBERGRISH

Deep gnome, neutral good (MM page 164)

Armor Class 15 (chain shirt)

Hit Points 16 (3d6 + 6)

Speed 20 ft.

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

Skills Investigation +3, Perception +2, Stealth +4

Senses darkvision 120 ft., passive Perception 12

Challenge 1/2 (100 XP)

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

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

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

At will: *nondetection* (self only)

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

ACTIONS

War Pick. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target.

Hit: 6 (1d8 + 2) piercing damage.

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



