

## Shadow Flayer

CR 10

LE Medium Aberration (Mind Flayer)

**Initiative:** +10; **Senses:** Dark Vision 60 ft.

### Defense

**AC:** 25, **Flat-Footed:** 19, **Touch:** 18

(+4 armor, +2 deflection, +6 DEX, +3 natural)

**HP:** 66 (12d8+12)

**DR:** None

**Fort:** +5, **Ref:** +10, **Will:** +10

**SR:** 25

**Resistances:** Acid 5, Negative Energy 10

**Immunities:** None

**Defensive Abilities:** Mind Shield

### Offense

**Speed:** 30 ft.

**Melee:** +1 Keen Longspear +13/+8 (1d8+3 plus Shadow Venom 19-20/x3; 10 ft. reach) or 4 Tentacles +11 (1d4+2 plus Shadow Venom)

**Ranged:** +1 Composite Shortbow +15/+10 (1d6+2 plus Shadow Venom x3; 70 ft. range)

**Special Abilities:** Combat Superiority, Extract, Improved Grab, Mind Blast, Psionics, Shadowcloak

### Statistics

**STR** 14 (+2)

**DEX** 22 (+6)

**CON** 12 (+1)

**INT** 16 (+3)

**WIS** 14 (+2)

**CHA** 20 (+5)

**Base Attack** +9; **Grapple** +11; **Space/Reach** 5 ft. / 5 ft.

**Armor Check Penalty:** -0 (-0 armor, -0 shield)

**Feats:** Ability Focus (Mind Blast), Combat Expertise, Combat Reflexes, Improved Initiative, Weapon Focus (Longspear)

**Skills:** Concentration +16 (15 ranks, +1 con), Hide +21 (15 ranks, +6 dex), Move Silently +21 (15 ranks, +6 dex), Tumble +21 (15 ranks, +6 dex), Use Magic Device +20 (15 ranks, +5 cha)

**Languages:** Undercommon

**SQ:** Telepathy 100 ft.

**Combat Gear:** Assorted scrolls and potions worth 1,000 gold pieces.

**Other Gear:** +2 Leather armor, ring of protection +2, +1 keen longpear, +1 composite (+2 str) shortbow, 20 arrows.

### General Information

**Environment:** Any subterranean

**Organization:** Solitary, pair, network (4 – 24)

**Treasure:** Standard

*A man-sized terror stands before you, where a head would normally reside instead sits an abhorrent squid-like maw surrounded by four writhing tentacles; topping this grotesque mockery of humanity are two round milky eyes that stare at you, seeming to bore directly to your soul.*

*In its grasp, this thing carries a wickedly barbed spear and its body is clad in blood-black leather armor wrapped in a thin black cloak.*

Amongst every society there are assassins, the mind flayers are no different. Like most assassins, the shadow flayer prefers to work from the darkness, striking at opponents unaware of its presence and only fighting fairly should the situation absolutely require it. In mind flayer society the shadow flayer is looked upon as a necessary tool in the constant battle against the 'lesser races.'

A shadow flayer shares all abilities common to its kind, though it also possesses several that are unique to its particular role in its society. Unlike normal mind flayers, the shadow flayer caste is capable of cloaking themselves in supernatural shadows that conceal them from sight. They are also highly trained in the art of subtly placing a spear point between an unsuspecting opponent's ribs.

In combat, a shadow flayer typically opens up with a mind blast followed by a quick brain extraction assuming creatures were properly stunned. Against opponents resistant to its mind blast, a shadow flayer has no problem leading foes on a wild goose chase while peppering them with venomous bolts from its hand crossbow. If a shadow flayer knows combat is imminent it will use its *shield* psionic ability on itself to better augment its defenses.

Shadow flayers are capable of speaking undercommon, though they are loath to do so, preferring to use their telepathic abilities exclusively for communications.

### Ability Information

**Combat Superiority (Ex):** A shadow flayer has specially trained to launch devastating attacks at opponents who leave their defenses

lacking. Whenever an opponent draws an attack of opportunity from a shadow flayer, the shadow flayer gains a +4 bonus to all attack and damage rolls made against that opponent for 1 round.

Creatures immune to critical hits are immune to this ability.

**Extract (Ex):** A shadow flayer that begins its turn with all four tentacles attached and that makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature. This ability is useless against constructs, elementals, oozes, plants, and undead. It is not instantly fatal to foes with multiple heads, such as ettins and hydras.

**Improved Grab (Ex):** To use this ability, a shadow flayer must hit a small, medium, or large creature with its tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and attaches the tentacle to the opponent's head. A shadow flayer can grab a huge or larger creature, but only if it can somehow reach the foe's head.

If a shadow flayer begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or escape artist check, but the shadow flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponent's turn.

**Mind Blast (Sp):** Like all mind flayers, a shadow flayer can, as a standard action, emit a blast of body-numbing psionic power. This psionic attack is a cone 60 feet long. Anyone caught in the cone must succeed on a DC 23 will save or be stunned for 3d4 rounds.

The save DC is charisma-based. This ability is the equivalent of a 4th-level spell. The save DC of this ability is increased by +2 due to the shadow flayer possessing the ability focus (mind blast) feat.

**Mind Shield (Su):** Shadow flayers have developed psionic techniques that allow them to shield their minds from mental attacks. Shadow flayers gain a +4 bonus to saving throws made to resist mind-affecting effects. In addition, shadow flayers are not affected by spells that allow the reading of minds (such as *detected thoughts*), they simply do not register to the spellcaster.

**Psionics (Sp):** At will – *charm monster* (DC 19), *detected thoughts* (DC 17), *levitate*, *plane shift*, *shield*, *suggestion* (DC 16). Effective caster level 12th.

The save DCs are charisma-based.

**Shadowcloak (Su):** As a swift action, shadow flayer is capable of cloaking itself in psionically generated darkness. Treat a shadow flayer under the effects of this ability as under the effects of an *invisibility* spell as cast by a 12th level caster.

**Shadow Venom (Ex):** Shadow flayer's constantly exude a highly caustic venom through their tentacles; they have taken to coating their weapons with the foul stuff and are capable of delivering doses of the venom through attacks made with their tentacles as well. Any creature struck by a weapon wielded by a shadow flayer or the shadow flayer's tentacles takes 3d6 points of negative energy damage and 2d6 points of acid damage (no save).

Shadow venom lasts for 1 hour after being exuded by the shadow flayer before becoming useless.

### Lore

A successful knowledge (dungeoneering) check will reveal the following information about a shadow flayer:

DC 22 This foul creature is a shadow flayer, a member of the mind flayer race that is specially trained to stealthily eliminate its foes. This reveals all aberration traits.

DC 27 Shadow flayers are capable of cloaking themselves in magical darkness that renders them effectively invisibly. In addition, their tentacles exude a deadly venom that they often coat their weapons with.

DC 32 Shadow flayers are capable of launching deadly attacks against opponents who leave themselves open to their attacks. They are also highly resistant to spell that affect a being's mind.