

Illithid

Mind flayers, also called illithids, are the scourge of sentient creatures across countless worlds. Psionic tyrants, slavers, and interdimensional voyagers, they are insidious masterminds that harvest entire races for their own twisted ends. Four tentacles snake from their octopus-like heads, flexing in hungry anticipation when sentient creatures come near. In eons past, illithids controlled empires that spanned many worlds. They subjugated and consequently warped whole races of humanoid slaves, including the githyanki and githzerai, the grimlocks, and the kuo-toa. Conjoined by a collective consciousness, the illithids hatch plots as far-reaching and evil as their fathomless minds can conceive. Since the fall of their empires, illithid collectives on the Material Plane have resided in the Underdark.

Psionic Commanders

Mind flayers possess psionic powers that enable them to control the minds of creatures such as troglodytes, grimlocks, quaggoths, and ogres. Illithids prefer to communicate via telepathy and use their telepathy when issuing commands to their thralls. When an illithid meets strong resistance, it avoids initial combat as it orders its thralls to attack. Like physical extensions of the illithid's thoughts, these thralls interpose themselves between the mind flayer and its foes, sacrificing their lives so that their master can escape.

Hive Mind Colonies

Solitary mind flayers are likely rogues and outcasts. Most illithids belong to a colony of sibling mind flayers devoted to an elder brain- a massive brain-like being that resides in a briny pool near the center of a mind flayer community. From its pool, an elder brain telepathically dictates its desires to each individual mind flayer within 5 miles of it, for it is able to hold multiple mental conversations at once.

Hunger of the Mind

Illithids subsist on the brains of humanoids. The brains provide enzymes, hormones, and psychic energy necessary for their survival. An illithid healthy from a brain-rich diet secretes a thin glaze of mucus that coats its mauve skin. An illithid experiences euphoria as it devours the brain of a humanoid, along with its memories, personality, and innermost fears. Mind flayers will sometimes harvest a brain rather than devour it, using it as part of some alien experiment or transforming it into an intellect devourer.

Qualith

On the rare occasion that mind flayers need to write something down, they do so in Qualith. This system of tactile writing (similar to braille) is read by an illithid's tentacles. Qualith is written in four-line stanzas and is so alien in construction that non-illithids must resort to magic to discern its meaning. Though Qualith can be used to keep records, illithids most often use it to mark portals or other surfaces with warnings or instructions.

Illithid Traits

Ability Score Increase. Your Intelligence score increases by 2 and your Charisma score increases by 1.

Age. They are a simple tadpole for around the first 10 years of their lives, feeding off the energies of the Elder Brain. Then, through a process of ceremorphosis, they are placed into the bodies of enslaved humanoids in order to obtain their more perfect form. In this form they live, showing little to no signs of aging, for an average of 125 years.

Size. Your Size is Medium or Large

Speed. Your base walking speed is 25 feet.

Tentacles. Unarmed Attack: On hit, deals 1 + your Strength modifier bludgeoning damage. Additionally, you may attempt to grapple a Medium or smaller creature on a successful hit OR make up to 3 additional tentacle attacks.

Amphibious. You can breathe underwater and have a swim speed equal to your walking speed.

Languages. You know Common, Undercommon, Deep Speech, and Qualith, along with any other languages granted to you by your background.

Hit Points

Hit Dice: 1d8 per mind flayer level

Hit Points at 1st Level: 8 + your Constitution modifier

Hit Points at Higher Levels: 1d8 + your Constitution modifier per mind flayer level after 1st

Illithid Table

Level	PB	Features	Psionic
1st	+2	Psionics	3
2nd	+2	-	6
3rd	+2	Psionic Allies	9
4th	+2	Ability Score Increase	9
5th	+3	-	12
6th	+3	Greater Mind Blast	12
7th	+3	-	15
8th	+3	Ability Score Increase	15
9th	+4	-	18
10th	+4	Mind Shielding	18
11th	+4	-	21
12th	+4	Ability Score Increase	21
13th	+5	-	24
14th	+5	Reaching Mind	24
15th	+5	-	27
16th	+5	Ability Score Increase	27
17th	+6	-	30
18th	+6	True Mind Blast	30
19th	+6	Ability Score Increase	33
20th	+6	Elder Mind	33

Proficiencies

Armour: Light

Weapons: None

Tools: Navigator's Tools or Butcher's Tools

Saving Throws: Strength, Intelligence

Skills: Choose three from Arcana, Deception, Insight, Intimidation, Perception, Persuasion, and Stealth

Equipment

You start with the following equipment, in addition to the equipment granted by your background:

(a) a scholar's pack or (b) an explorer's pack

(a) vestments or (b) traveller's clothes

(1) Psionics

At first level, second, and then every other level, you may upgrade three of your psionic capabilities in order to eventually obtain your most powerful form.

You must have one hand free to use psionic abilities, or wield a psionic focus, which allows you to add your intelligence modifier to the psychic damage dealt by mind blast and focus.

Certain psionic abilities have requirements. You must meet those requirements before taking a rank in that ability. Additionally, you may only take one rank in one ability per level.

When a spell or ability refers to the mind flayer save DC or mind flayer attack modifier, they refer to the following statistics:

mind flayer Save DC = 8 + your proficiency bonus + your Intelligence modifier

mind flayer attack modifier = your proficiency bonus + your Intelligence modifier

(3) Psionic Allies

At 3rd level, when you use your Mind Blast, you may choose to not damage any targets within the range of your Mind Blast.

(6) Greater Mind Blast

At 3rd level, when you use your Mind Blast, you may instead have it be a 60 foot line that is 5 feet wide. Any Ranks in Enhanced Mind Blast add 15 feet to the range instead of the usual 5 feet of range.

(10) Mind Shielding

At 10th level, when you make a Wisdom saving throw to see if you succeed negating the charming effects of a spell, you may choose to automatically succeed before you roll. You may not use this feature again until you finish a long rest.

(14) Reaching Mind

At 14th level, once per day, you may choose a number of creatures equal to your Intelligence modifier. If they are willing, they create a telepathic mind link that allows all of you to communicate every thought telepathically with one another. Every thought filters through you and you may, if you choose, manipulate the words being said to suit your own needs to provide a direct transcription to any other recipients.

You may also do this to a single unwilling creature, in addition to the other creatures, who must make a Wisdom saving throw based on your mind flayer save DC. If they fail then their mind is invaded and you may consistently communicate with them and have them communicate with you.

(18) True Mind Blast

At 18th level your Mind Blast becomes stronger than any other illithid's mind. You have access to an additional rank in Empower, Enhance, and Enlighten Mind Blast.

Empowered Mind Blast Rank VI: *Requires Empowered Mind Blast Rank V.* The damage dice for Mind Blast is increased to 8d6.

Enhanced Mind Blast Rank VI: *Requires Enhanced Mind Blast Rank V.* The range for Mind Blast is now a 50 foot cone.

Enlightened Mind Blast Rank V: *Requires Enlightened Mind Blast Rank IV.* Your Mind Blast now has the special ability Recharge (3-6).

You also gain 1 additional Psionic point which may be used only on one of these three abilities granted by True Mind Blast.

(20) Elder Mind

At 20th level, you are all but the greatest mind in the universe. Your mind is one of the rarest forms of Illithid around. You are a mobile Elder Brain in all fashions. Your Intelligence score increases by 4 and its maximum value is now 30. Once per year you must consume another Illithid's brain or you lose this ability until you consume the brain of a mind flayer. When you consume another hive's Elder Brain, you gain control of that hive. As long as you continue to consume mind flayer brains, you can no longer die from age.

Psionic Talents

Basic Mind Blast

Rank I: You obtain a mind blast that deals 1d6 psychic damage in a 20 foot cone once per long rest. The enemy must make an Intelligence saving throw against your mind flayer save DC, on a success they only suffer half damage.

Detect Thoughts

Rank I: You may cast detect thoughts. You regain the ability to do this after finishing a long rest.

Rank II: *Requires Detect Thoughts Rank I.* You may cast detect thoughts. You regain the ability to do this after finishing a short or long rest.

Rank III: *Requires Detect Thoughts Rank II.* You may cast detect thoughts a number of times equal to your Intelligence modifier. You regain the ability to do this after finishing a short or long rest.

Rank IV: *Requires Detect Thoughts Rank III.* When you cast detect thoughts using this feature, it does not require concentration to maintain.

Rank V: *Requires Detect Thoughts Rank IV.* You may cast detect thoughts at will.

Dominate Monster

Rank I: *Requires Detect Thoughts Rank III and mind flayer level 13.* You may cast dominate monster. You regain this ability after you finish a long rest.

Rank II: *Requires Dominate Monster Rank I.* When you cast dominate monster using this feature, it does not require concentration to maintain.

Rank III: *Requires Dominate Monster Rank II.* When you cast dominate monster on a creature, it becomes permanent.

Empowered Mind Blast

Rank I: *Requires Basic Mind Blast.* The damage die for Mind Blast is increased to 2d6.

Rank II: *Requires Empowered Mind Blast Rank I.* The damage dice for Mind Blast is increased to 3d6.

Rank III: *Requires Empowered Mind Blast Rank II.* The damage dice for Mind Blast is increased to 4d6.

Rank IV: *Requires Empowered Mind Blast Rank III.* The damage dice for Mind Blast is increased to 5d6.

Rank V: *Requires Empowered Mind Blast Rank IV.* The damage dice for Mind Blast is increased to 6d6.

Enhanced Mind Blast

Rank I: *Requires Basic Mind Blast.* The range for Mind Blast is now a 25 foot cone.

Rank II: *Requires Enhanced Mind Blast Rank I.* The range for Mind Blast is now a 30 foot cone.

Rank III: *Requires Enhanced Mind Blast Rank II.* The range for Mind Blast is now a 35 foot cone.

Rank IV: *Requires Enhanced Mind Blast Rank III.* The range for Mind Blast is now a 40 foot cone.

Rank V: *Requires Enhanced Mind Blast Rank IV.* The range for Mind Blast is now a 45 foot cone.

Enlightened Mind Blast

Rank I: *Requires Basic Mind Blast.* You now regain use of Mind Blast at the end of a short or long rest.

Rank II: *Requires Enlightened Mind Blast Rank I and mind flayer level 5.* Your Mind Blast now has the special ability Recharge (6).

Rank III: *Requires Enlightened Mind Blast Rank II and mind flayer level 9.* Your Mind Blast now has the special ability Recharge (5-6).

Rank IV: *Requires Enlightened Mind Blast Rank III and mind flayer level 13.* Your Mind Blast now has the special ability Recharge (4-6).

Expertise

Rank I: Gain expertise in one of your skills

Rank II: *Requires mind flayer level 7.* Gain expertise in another one of your skills

Rank II: *Requires mind flayer level 13.* Gain expertise in another one of your skills

Focus

Rank I: As a bonus action choose one creature within 120ft. The next time an attack hits against that target, the target takes 1d8 psychic damage. Using another psionic ability causes the effect of Focus to be cancelled. Recharge (6)

Rank II: *Requires Focus Rank I and Level 5.* Focus' damage increases to 2d8

Rank III: *Requires Focus Rank II and Level 7.* Focus' damage increases to 3d8

Rank IV: *Requires Focus Rank III and Level 9.* Focus' damage increases to 4d8

Rank V: *Requires Focus Rank IV and Level 11.* Focus' damage increases to 5d8

Rank VI: *Requires Focus Rank V and Level 13.* Focus' damage increases to 6d8

Rank VII: *Requires Focus Rank VI and Level 15.* Focus' damage increases to 8d8

Grappler

Rank I: You have advantage on Attack rolls against a creature you are Grappling.

Rank II: *Requires Grappler Rank I.* You can use your Action to try to pin a creature Grappled by you. To do so, make another grapple check. If you succeed, you and the creature are both Restrained until the grapple ends.

Levitate

Rank I: You may cast levitate. You regain the ability to do this after finishing a long rest.

Rank II: *Requires Levitate Rank I.* You may cast levitate a number of times each day equal to your Intelligence modifier. You regain the ability to do this after finishing a short or long rest.

Rank III: *Requires Levitate Rank II.* When you cast levitate using this feature, it does not require concentration to maintain.

Rank IV: *Requires Levitate Rank III.* You may cast levitate at will.

Magic Resistance

Rank I: *Requires mind flayer level 3.* You may add your intelligence modifier to any saving throws against spells.

Rank II: *Requires Magic Resistance Rank I and mind flayer level 13.* You have advantage on saving throws against spells using one of the following saves: intelligence, wisdom, constitution

Rank III: *Requires Magic Resistance Rank II and mind flayer level 17.* You have advantage on saving throws against spells

Mental Charge

Rank I: *Requires mind flayer level 7.* You may use an action to choose one target in 60ft and begin concentration. For each turn you maintain concentration, gain 1d10 (up to your mind flayer level d10s) to the damage the creature takes when you end concentration. You regain this ability after finishing a long rest.

Rank II: *Requires Mental Charge Rank I and mind flayer level 13.* Your mental charge can target a number of creatures equal to your intelligence modifier

Psychic Paragon

Rank I: Requires *mind flayer level 11*. You can cast Mental Prison once per long rest, for you it is a psionic ability.

Rank II: Requires *Psychic paragon Rank I* and *mind flayer level 15*. You can cast Feeble Mind or Maddening Darkness once per long rest, for you it is a psionic ability.

Rank III: Requires *Psychic paragon Rank I* and *mind flayer level 18*. You can cast Psychic Scream or Weird once per long rest, for you it is a psionic ability.

Plane Shift

Rank I: Requires *Levitate Rank III* and *mind flayer level 11*. You may cast plane shift on yourself. You regain this ability after finishing a long rest.

Rank II: Requires *Plane Shift Rank I* and *mind flayer level 15*. You may cast plane shift on yourself only twice. You regain this ability after finishing a long rest.

Rank III: Requires *Plane Shift Rank II* and *mind flayer level 19*. You may cast plane shift on yourself a number of times equal to your intelligence modifier (minimum 3). You regain this ability after finishing a long rest

Psionic Grip

Rank I: When your tentacle attack deals damage to an enemy, you may add your Intelligence modifier to the damage roll instead of your Strength modifier. When you choose to do this, the damage is considered psychic.

Rank II: Requires *Psionic Grip Rank I*. When you make an attack with your tentacles, you may add your Intelligence modifier to your attack roll and your Strength modifier.

Rank III: Requires *Psionic Grip Rank II*. When you make an attack with your tentacles, you may add double your proficiency modifier to your attack roll. This feature may be used again after you finish a long rest.

Psychic Armour

Rank I: You may add your intelligence modifier to your unarmoured AC

Rank II: Requires *Psychic Armour Rank I*. You may add your intelligence modifier to your AC

Rank III: Requires *Psychic Armour Rank II* and *Mind Flayer level 11*. You gain one use of legendary resistance per long rest

Rank VI: Requires *Psychic Armour Rank III* and *Mind Flayer level 15*. You gain two use of legendary resistance per long rest

Rank V: Requires *Psychic Armour Rank VI* and *Mind Flayer level 19*. You gain three uses of legendary resistance per long rest

Telepathic

Rank I: You have telepathy up to 30 feet. This may be used to send your thoughts out to any number of creatures within 30 feet.

Rank II: *Requires Telepathic Rank I.* Your telepathy range is increased to 60 feet.

Rank III: *Requires Telepathic Rank II.* Your telepathy range is increased to 120 feet

Rank IV: *Requires Telepathic Rank III.* You can communicate telepathically in languages you do not know, as long as the target knows at least one language.

Telekinetic

Rank I: You learn the *mage hand* cantrip as a psionic ability. You can cast it without verbal or somatic components, and you can make the spectral hand invisible.

Rank II: *Requires Telekinetic Rank I.* As a bonus action, you can try to telekinetically shove one creature you can see within 30 feet of you. When you do so, the target must succeed on a Strength saving throw (DC 8 + your proficiency bonus + Strength Modifier) or be moved 5 feet toward or away from you. A creature can willingly fail this save.

Rank III: *Requires Telekinetic Rank II.* Doubles the Range of Mage Hand, and increases the push by 5ft

Unstable Attack

Rank I: You know mind sliver, for you it is a psionic ability with recharge (6) however if you roll a (5) on recharge, the unstable attack switches to vicious mockery until you roll a (6) again on recharge

Rank II: *Requires Unstable Attack I and mind flayer level 5* You may add an additional damage dice to your mind sliver and vicious mockery.

Rank III: *Requires Unstable Attack II and mind flayer level 7* You may add an additional 2 damage dice to your mind sliver and vicious mockery.

Rank IV: *Requires Unstable Attack III and mind flayer level 9* You may add an additional 2 damage dice to your mind sliver and vicious mockery.

Will of Thoon

Rank I: A number of times equal to your proficiency bonus, you may increase the damage die value of one of your melee attacks by one category. D4<D6<D8<D10<D12. Or add an additional damage die for attacks with more than one dice. You regain uses on a long rest.

Rank II: *Requires Will of Thoon Rank 1 and mind flayer level 7* You may consume your remaining uses of Will of Thoon before any saving throw, attack, damage, or skill checks, to double the amount of dice you roll.