

# THE BOOK OF MANY EYES

**MORE BEHOLDERS AND BEHOLDER-KIN FOR YOUR 5E GAME!**

**MORE THAN 20 DIFFERENT TYPES OF BEHOLDERS AND BEHOLDER-KIN FOR DIFFERENT CHALLENGE RATINGS**



W. H. RA

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FOR DIFFERENT CHALLENGE RATINGS**

**BY XACUR**

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# INTRODUCTION

**T**his short document is a compilation of some of the Beholders that Dungeons & Dragons have had in the past, but don't have a 5e version yet. Many of the illustrations used in this title, including the cover, are official illustrations by Wizard of the Coast.

However, not all types of Beholder have illustrations available for use in DMs Guild, so I decided to make my own simple drawings. I am not a professional, and its noticeable, but I did not want to leave so many monsters without drawings. I know sometimes it is difficult to imagine their appearance just from the written descriptions.

I used the list of types of Beholder from Wikipedia as a checklist to search for information and descriptions. Some did not even have a stat block in previous versions of the game and they are only mentioned in tabletop games and video games. I think I did not miss any, but if you find any other Beholder that is not here or in any other book of Dungeons & Dragons 5e, leave me a comment or send me an email ([mail@xacur.com](mailto:mail@xacur.com)), so I can create it and add it to this document in an update.

This is so far the longest title I have ever done for DMs Guild and it's a project that was very fun to work on, I hope it's just as fun for you to use these monsters in your campaign.

– Xacur

# SUMMARY

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BEHOLDERS

# BEHOLDERS

**T**he Beholder is one of the most iconic of the original monsters of Dungeons & Dragons, possibly the most iconic of all. The design of this monster makes it difficult to fight, it is unpredictable and its attacks are very dangerous. But above all, he is a very intelligent enemy, who plans his encounters, that despite hating all the other beings of the universe is capable of organize to conquer entire kingdoms.

Beholders have a great appreciation for life, but only their lives. They would never face a group of well-armed adventurers if are not sure that they have an advantage.

Conveniently for the game, Beholders like to make their lairs in complicated (and fun) dungeons filled with monsters of all kinds, mainly aberrations and undeads.

Throughout the different editions of this game, there have been several types of Beholders, some of them are in the 5th edition already. In this title I compile all the types of Beholder that have not appeared in any book of the 5th edition.

Many of them are from AD&D, where they had statistics and powers, but others were only mentioned, described or drawn on cards. Here are stat blocks for the 5th Edition for all these types of Beholder.

## MAGIC EYE RAY

The best known attacks of the beholders are their eyestalks rays. The common Beholder has 10 eyestalks, each of which can shoot a different ray. Some Beholders have less, only one beholder is known to have more than 10 and a few have no eyestalks at all.

Let's not repeat the same once and again.

Since almost all beholders have ray attacks from their eyestalks, and since many of them have the same effects, it is preferable not to write the same thing over and over again, only making this book unnecessarily larger.

Instead, I write this list of ray powers in alphabetical order. Each ray with the same name works exactly the same no matter what beholder shoots it, with the exception of the Difficulty Classes. Therefore, each Beholder has written in its entry what is the DC of its rays.

So every time one of these powers asks to do a Saving Throw it wont mention any DC, instead you'll need to check the entry of the Beholder.

**Blinding Ray.** The targeted creature must succeed on a Wisdom saving throw or become blind for 1 minute.

**Charm Ray.** The targeted creature must succeed on a Wisdom saving throw or be charmed by the beholder for 1 hour, or until the beholder harms the creature.

**Cold Ray.** The targeted creature must make a Dexterity saving throw, taking 36 (8d8) fire damage on a failed save, or half as much damage on a successful one.

**Confusion Ray.** The target must succeed on a Wisdom saving throw, or it can't take reactions until the end of its next turn. On its turn, the target can't move, and it uses its action to make a melee or ranged attack against a randomly determined creature within range. If the target can't attack, it does nothing on its turn.

**Dazing Ray.** The targeted creature must succeed on a Wisdom saving throw or be charmed until the start of the beholder's next turn. While the target is charmed in this way, its speed is halved, and it has disadvantage on attack rolls.

**Death Ray.** The targeted creature must succeed on a Dexterity saving throw or take 55 (10d10) necrotic damage. The target dies if the ray reduces it to 0 hit points.

**Disintegration Ray.** If the target is a creature, it must succeed on a Dexterity saving throw or take 45 (10d8) force damage. If this damage reduces the creature to 0 hit points, its body becomes a pile of fine gray dust.

If the target is a Large or smaller non magical object or creation of magical force, it is disintegrated without a saving throw. If the target is a Huge or larger object or creation of magical force, this ray disintegrates a 10-foot cube of it.

**Dispel Ray.** Any spell of 3rd level or lower on the target ends. For each spell of 4th level or higher on the target, the beholder makes a Charisma check. The DC equals 10 + the spell's level. On a successful check, the spell ends.

**Domination Ray.** The targeted creature must succeed on a Wisdom saving throw or be charmed by the beholder until the start of the beholder's next turn. This charm works like the Dominate Monster spell.

**Enervation Ray.** The targeted creature must make a Constitution saving throw, taking 36 (8d8) necrotic damage on a failed save, or half as much damage on a successful one.

**Fear Ray.** The targeted creature must succeed on a Wisdom saving throw or be frightened for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

**Fire Ray.** The targeted creature must make a Dexterity saving throw, taking 36 (8d8) fire damage on a failed save, or half as much damage on a successful one.

**Frost Ray.** The targeted creature must succeed on a Dexterity saving throw or take 10 (3d6) cold damage.

**Lightning Ray.** The targeted creature must make a Dexterity saving throw, taking 36 (8d8) lightning damage on a failed save, or half as much damage on a successful one.

**Paralyzing Ray.** The targeted creature must succeed on a Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

**Petrification Ray.** The targeted creature must make a Dexterity saving throw. On a failed save, the creature begins to turn to stone and is restrained. It must repeat the saving throw at the end of its next turn. On a success, the effect ends. On a failure, the creature is petrified until freed by the greater restoration spell or other magic.

**Phantasmal Ray.** The target must make a Wisdom saving throw. On a failed save, the target is dealt 4d10 psychic damage and becomes frightened until the start of the beholder's next turn.

**Sleep Ray.** The targeted creature must succeed on a Wisdom saving throw or fall asleep and remain unconscious for 1 minute. The target awakens if it takes damage or another creature takes an action to wake it. This ray has no effect on constructs and undead.

**Slowing Ray.** The targeted creature must succeed on a Dexterity saving throw. On a failed save, the target's speed is halved for 1 minute. In addition, the creature can't take reactions, and it can take either an action or a bonus action on its turn, not both. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

**Telekinetic Ray.** If the target is a creature, it must succeed on a Strength saving throw or the beholder moves it up to 30 feet in any direction. It is restrained by the ray's telekinetic grip until the start of the beholder's next turn or until the beholder is incapacitated.

If the target is an object weighing 300 pounds or less that isn't being worn or carried, it is moved up to 30 feet in any direction. The beholder can also exert fine control on objects with this ray, such as manipulating a simple tool or opening a door or a container.

**Wounding Ray.** The target must make a Constitution saving throw, taking 16 (3d10) necrotic damage on a failed save, or half as much damage on a successful one.







Xacur  
2017

## ASTEREATER

The Astereater is a strange kind Beholder that live in the outer space. These huge Beholders do not have the high intelligence that normally characterizes those of their race, nor do they have the eyestalk like almost all other beholder types. In addition, his skin is hard as rock and has the same appearance. The Astereater does not possess magical abilities either.

In appearance, the Astereater is a giant rock with one big eye and an enormous mouth full of pointed teeth.

When it closes its eye and mouth, the Astereater is indistinguishable from a common asteroid.

In combat, its skin protects it from almost all non-magical attacks. When it keeps the mouth and eye closed it is almost invulnerable. It attacks with its huge mouth, which can swallow its opponents.

The Astereater speaks its own language, which contains very few words, since it rarely communicates with any other creature.

## ASTEREATER

*Large aberration, lawful evil*

**Armor Class:** 22 (natural)  
**Hit Point:** 207 (18d10 +108)  
**Speed:** Fly 20 ft.

STR	DEX	CON	INT	WIS	CHA
22 (+6)	12 (+1)	23 (+6)	8 (-1)	13 (+1)	11 (+0)

**Saving Throws:** STR +10, DEX +5, CON +10

**Skills:** Perception +9

**Damage Resistances:** Cold, Fire, Lightning, Thunder

**Damage Immunities:** Acid, Poison, Bludgeoning, Piercing, and Slashing from Nonmagical Attacks

**Condition Immunities:** Fatigued, Petrified, Prone, Poisoned

**Senses:** Darkvision 120 ft., Passive Perception 19

**Languages:** Astereater

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

**False Appearance.** While the Astereater remains motionless, it is indistinguishable from a normal asteroid.

**Rock Skin.** The Astereater ignores any attack against it that doesn't do 30 points of damage or more.

### Actions

**Bite.** *Melee Weapon Attack:* +10 to hit, reach 5 ft., one target. *Hit:* 30 (4d12 + 4) piercing damage. Any attack roll that exceeds the number needed by 5 or more means the astereater has swallowed its target whole, unless the target is bigger than the astereater.

While inside of the astereater, the swallowed creature takes 19 (3d12) acid damage and 19 (3d12) bludgeoning damage at the beginning of each of the astereater's turns. A creature inside the astereater, a creature is considered restrained.

## BEHOLDER MAGE

*Large aberration, lawful evil*

**Armor Class:** 18  
**Hit Point:** 218 (23d10 +92)  
**Speed:** Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	18 (+4)	21 (+5)	17 (+3)	21 (+5)

**Saving Throws:** INT +11, WIS +9, CHA +11  
**Skills:** Arcana +10, Perception +13  
**Condition Immunities:** prone  
**Senses:** darkvision 120 ft., passive Perception 23  
**Languages:** Common, Deep Speech, Undercommon  
**Challenge:** 17 (18,000)

**Antimagic Cone.** The beholder's central eye creates an area of antimagic, as in the antimagic field spell, in a 150-foot cone. At the start of each of its turns, the beholder decides which way the cone faces and whether the cone is active. The area works against the beholder's own eye rays.

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

**Spellcasting.** The Beholder Mage is an 11th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 19, +10 to hit with spell attacks). The Beholder Mage has the following wizard spells prepared:

Cantrips (at will): *fire bolt, light, mage hand, prestidigitation, ray of frost*

1st level (4 slots): *detect magic, magic missile, shield, thunderwave*

2nd level (3 slots): *acid arrow, detect thoughts, invisibility, mirror image, misty step, suggestion*  
3rd level (3 slots): *animate dead, counterspell, dispel magic, fireball*  
4th level (3 slots): *blight, dimension door, greater invisibility, ice storm*  
5th level (2 slots): *cloudkill, cone of cold, scrying*  
6th level (1 slot): *disintegrate, globe of invulnerability*

### Actions

**Bite.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. Hit: 14 (4d6) piercing damage.

**Eye Rays (DC 19).** The beholder shoots three of the following magical eye rays at random (reroll duplicates), choosing one to three targets it can see within 120 feet of it:

1. Charm Ray
2. Paralyzing ray
3. Fear Ray
4. Slowing Ray
5. Enervation Ray
6. Telekinetic Ray
7. Sleep Ray
8. Petrification Ray
9. Disintegration Ray
10. Death Ray

### Legendary Actions

The beholder can take 3 legendary actions, using one of the options below. It can take only one legendary action at a time and only at the end of another creature's turn. The beholder regains spent legendary actions at the start of its turn.

**Eye Ray.** The beholder uses one random eye ray.

**Cantrip.** The beholder casts a cantrip.

## BEHOLDER MAGE

All beholders seek power and control over other living beings, but only a few of them are capable of sacrificing as much as their own central eye to gain even more power. By means of a ritual in which they destroy their central eye, a Beholder Mage learns to channel and use magic in a more efficient way even than an elder orb.

A beholder mage's ruined central eye has been transformed into a magic sink that can absorb magic energy directed at the beholder. When it absorbs a spell the central eye starts glowing a red light.



## BEHOLDER MAGE VETERAN

Even more dangerous than a regular beholder who becomes a magician, it's a Beholder Mage who lives as long as an Elder Orb. These creatures are extremely rare and powerful.

### BEHOLDER MAGE VETERAN

*Huge aberration, lawful evil*

**Armor Class:** 20  
**Hit Point:** 315 (30d12 +120)  
**Speed:** Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
8 (-1)	12 (+1)	18 (+4)	23 (+6)	21 (+5)	23 (+6)

**Saving Throws:** INT +13, WIS +12, CHA +13  
**Skills:** Arcana +13, Perception +19  
**Condition Immunities:** Prone  
**Senses:** darkvision 120 ft., Perception 29  
**Languages:** Common, Deep Speech, Undercommon  
**Challenge:** 21 (33,000)

**Antimagic Cone.** The beholder's central eye creates an area of antimagic, as in the antimagic field spell, in a 150-foot cone. At the start of each of its turns, the beholder decides which way the cone faces and whether the cone is active. The area works against the beholder's own eye rays.

**Spellcasting.** The Beholder Mage is an 18th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 21, +13 to hit with spell attacks). The Beholder Mage has the following wizard spells prepared:

Cantrips (at will): *fire bolt, mage hand, prestidigitation, ray of frost*

1st level (4 slots): *detect magic, magic missile, shield, thunderwave*

These beholders only have six eyestalks, but these are the one with the most powerful rays. Their spellcasting ability is much more powerful too, being able to cast 9th level spells.

2nd level (3 slots): *acid arrow, detect thoughts, invisibility, mirror image*

3rd level (3 slots): *animate dead, counterspell, dispel magic, fireball*

4th level (3 slots): *blight, dimension door*

5th level (3 slots): *cloudkill, scrying*

6th level (1 slot): *disintegrate, globe of invulnerability*

7th level (1 slot): *finger of death, plane shift*

8th level (1 slot): *dominate monster, power word stun*

9th level (1 slot): *power word kill, wish*

### Actions

**Bite.** *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. Hit: 14 (4d6) piercing damage.

**Eye Rays (DC 20).** The beholder shoots four of the following magical eye rays at random (reroll duplicates), choosing one to four targets it can see within 120 feet of it:

1. Enervation Ray
2. Telekinetic Ray
3. Sleep Ray
4. Petrification Ray
5. Disintegration Ray
6. Death Ray

### Legendary Actions

The beholder can take 3 legendary actions, using one of the options below. It can take only one legendary action at a time and only at the end of another creature's turn. The beholder regains spent legendary actions at the start of its turn.

**Eye Ray.** The beholder uses one random eye ray.

**Cantrip.** The beholder casts a cantrip.

## BEHOLDER SPAWN

Even beholders need help from creatures of lesser rank than them during combat. Whether to defend their dungeons, fill the ranks of their armies, or simply to use them as cannon fodder in a battle against other beholders, Beholder Spawns fulfill these roles.

A Beholder Spawn is a type of simple beholders that can only shoot one single ray and does not possess an antimagic cone.

Their shapes and colors vary as much as those of the major beholders, but they usually have less eyestalks and their central eyes have the irises in the form of a cross.

These creatures less magical and smaller than a normal Beholder, move faster in combat.



## MINOR BEHOLDER SPAWN

Minor Beholder Spawns are weaker versions of the Beholder Spawn that shoot less harmful rays.

### BEHOLDER SPAWN

*Medium aberration, lawful evil*

**Armor Class:** 15  
**Hit Point:** 136 (16d8 +64)  
**Speed:** Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	18 (+4)	15 (+2)	13 (+1)	15 (+2)

**Skills:** Perception +7  
**Senses:** darkvision 120 ft., passive Perception 17  
**Languages:** Deep Speech, Undercommon  
**Challenge:** 5 (1,800)

**Aggressive.** As a bonus action, the beholder can move up to its speed toward a hostile creature that it can see.

### Actions

**Bite.** *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. Hit: 7 (2d6) piercing damage.

**Eye Rays.** The beholder shoots 1 magical eye ray, choosing one target it can see within 120 feet of it:

1. Fire Ray

### MINOR BEHOLDER SPAWN

*Small aberration, lawful evil*

**Armor Class:** 13  
**Hit Point:** 105 (14d6 +56)  
**Speed:** Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	18 (+4)	15 (+2)	13 (+1)	15 (+2)

**Skills:** Perception +5  
**Senses:** darkvision 120 ft., passive Perception 15  
**Languages:** Deep Speech, Undercommon  
**Challenge:** 3 (700)

### Actions

**Bite.** *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. Hit: 7 (2d6) piercing damage.

**Eye Rays (DC 12).** The beholder shoots 1 magical eye ray, choosing one target it can see within 120 feet of it:

1. Wounding Ray

## ELITE BEHOLDER SPAWN

Elite Beholder Spawns are the cannon fodder of the greatest Beholders. These improved versions of Beholder Spawns are bigger and can shoot 2 rays.

### ELITE BEHOLDER SPAWN

*Large aberration, lawful evil*

**Armor Class:** 15  
**Hit Point:** 152 (16d10 +64)  
**Speed:** Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	18 (+4)	15 (+2)	13 (+1)	15 (+2)

**Skills:** Perception +7  
**Senses:** darkvision 120 ft., passive Perception 17  
**Languages:** Deep Speech, Undercommon  
**Challenge:** 7 (2,900)

### Actions

**Bite. Melee Weapon Attack:** +3 to hit, reach 5 ft., one target. Hit: 7 (2d6) piercing damage.

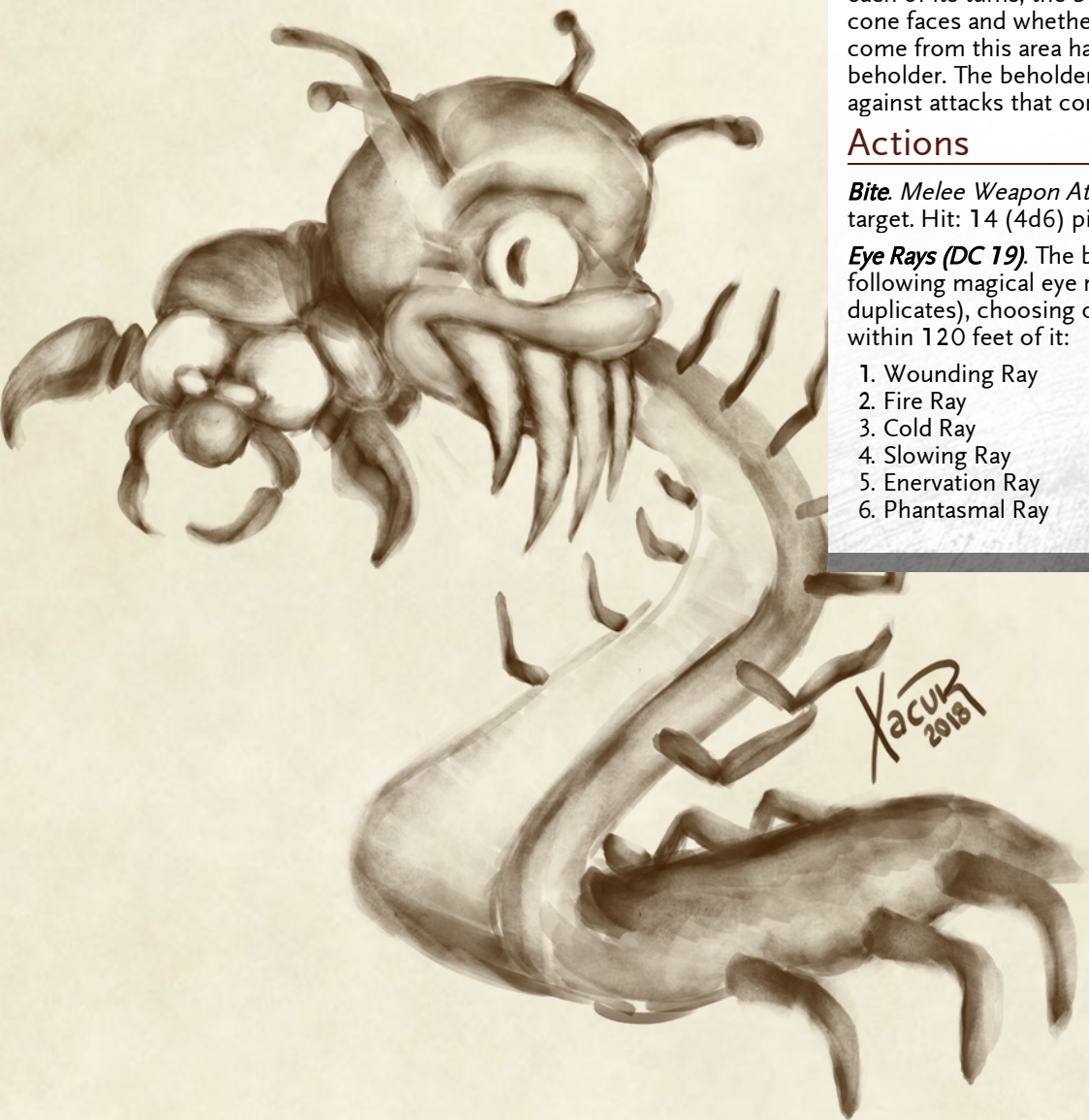
**Eye Rays.** The beholder shoots 2 magical eye rays, choosing one or two target it can see within 120 feet of it:

1. Fire Ray
2. Wounding Ray

## DIRECTOR

The Directors differ physically from the beholders in that their central eyes are smaller, they only have 8 eyestalks and these are retractable. The abilities of a director's magic eyes are different from those of a beholder. The most dangerous of them shoots a Phantasmal Ray that works like a level 6 phantasmal killer spell.

The Director's mouth is full of huge fangs and underneath it has three sensory tentacles. These tentacles are used to create a mental link with his mount, a huge centipede-like aberration that grants the Director a 75 foot movement. Thanks to this control, both creatures move together as if they were only one.



## DIRECTOR

*Huge aberration, lawful evil*

**Armor Class:** 16

**Hit Point:** 209 (22d12 +66)

**Speed:** 75 ft., Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	15 (+2)	16 (+3)	18 (+4)	17 (+3)	21 (+5)

**Saving Throws:** INT +8, WIS +7, CHA +9

**Skills:** Perception +17

**Condition Immunities :** prone

**Senses:** darkvision 120 ft., Perception 23

**Languages:** Common, Deep Speech, Undercommon

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

**Deflection Cone.** The beholder's central eye creates an area of deflection in a 150-foot cone. At the start of each of its turns, the beholder decides which way the cone faces and whether the cone is active. Attacks that come from this area have disadvantage against the beholder. The beholder has advantage on saving throws against attacks that come from the area of deflection.

### Actions

**Bite.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. Hit: 14 (4d6) piercing damage.

**Eye Rays (DC 19).** The beholder shoots three of the following magical eye rays at random (reroll duplicates), choosing one to six targets it can see within 120 feet of it:

1. Wounding Ray
2. Fire Ray
3. Cold Ray
4. Slowing Ray
5. Enervation Ray
6. Phantasmal Ray

## ELDER ORB

Very rarely, a beholder comes to live much longer than other specimens of its race. They say that only one in every several hundred beholders reach this age. When one of these beholders exceeds its expected lifespan it is known as Elder Orb. These kind of beholder are specially, much more intelligent and dangerous than regular ones. They tend to protect their lives much better and try to procreate to have more servants.

The elder orbs have lost several of their eyestalks, but the remainder continue to function in the same way as the normal beholders.

### MAGIC OF AN ELDER ORB

The Elder Orb learn to use magic, although not in the same way as a Beholder Mage, but enough to make them more dangerous than an average beholder. In addition, during his long life he has developed a resistance to magic that makes it especially difficult to overcome.

Elder orbs need to study and prepare spells like wizards, but they have the disadvantage that they can only cast one spell of each level per day.

In addition to their spells and their eyestalks rays, an elder orb can gain control over a Death Tyrant once per day. In addition, it can create a Death Tyrant once a day and have control over it the first 24 hours, after which it can use its control power over it.

An Elder Orb can simultaneously control a number of Death Tyrants equal to its intelligence score. If it reached its limit number of Death Tyrants that it can control, the Elder Orb can let go one to control a new one the next round.

### PROCREATION

An elder orb has very little regard for the normal beholders. Each of them believes that he is the first member of a new and improved line of beholders that should rule over all the lower creatures.

An elder orb will protect himself with death tyrants when he tries to mate with a minor beholder, expecting his offspring to obey him faithfully.

Beholders are hermaphrodites.



After the baby is born, both the partner and the offspring that are not loyal are killed. A baby of an Elder Orb that is obedient to its parent has never been born.

### COMBAT

The Elder Orbs are the wisest and cunning of the beholders known so far. They are masters of combat strategy, fierce and tireless enemies. The real masterminds of their race.

Whenever possible, the Elder Orbs will seek to have an advantage in the battlefield, either by means of an ambush, deceptions, illusions, etc.

Before combat, an Elder Orb will prepare all of the Death Tyrants that it has at its disposal and use them as shields, making most of the fighting instead of the Orb. As they fight against the Death Tyrants, Elder Orb will study its opponents to know how to attack them more effectively, and then attack them by surprise.

## ELDER ORB

*Large aberration, lawful evil*

**Armor Class:** 20 (natural)  
**Hit Point:** 256 (27d10 +108)  
**Speed:** Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
8 (-1)	12 (+1)	18 (+4)	23 (+6)	21 (+5)	23 (+6)

**Saving Throws:** INT +12, WIS +11, CHA +12  
**Skills:** Perception +17  
**Condition Immunities:** Prone  
**Senses:** darkvision 120 ft., passive Perception 27  
**Languages:** Deep Speech, Undercommon  
**Challenge:** 17 (18,000)

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

**Antimagic Cone.** The elder orb's central eye creates an area of antimagic, as in the *antimagic field* spell, in a 150-foot cone. At the start of each of its turns, the elder orb decides which way the cone faces and whether the cone is active. The area works against the elder orb's own eye rays.

**Limited Verbal Spell Casting.** Elder Orbs uses magic as a 15th level spell caster. Elder Orbs develop their own version of known spells but with only verbal components, these spells are keep secret and only known by Beholders. Their spellcasting ability is Charisma (spell save DC 20, +12 to hit with spell attacks). They know the following list of spells, but have only one slot to cast for each level (except cantrips).

- Cantrip: *chill touch*, *acid splash*
- 1st level (1 slot): *magic missile*, *thunderwave*
- 2nd level (1 slot): *acid arrow*, *darkness*, *detect thoughts*

The Orb keep its spells a secret, casting them only when it is necessary, normally leaving them until the end for the surprise effect that can turn the battle in its favor.

- 3rd level (1 slot): *fireball*, *lightning bolt*, *major image*
- 4th level (1 slot): *wall of fire*, *ice storm*, *arcane eye*
- 5th level (1 slot): *cone of cold*, *telekinesis*, *mislead*
- 6th level (1 slot): *disintegrate*, *circle of death*, *true seeing*
- 7th level (1 slot): *prismatic spray*, *reverse gravity*
- 8th level (1 slot): *sunburst*, *maze*

**Control Death Tyrant.** Once a day, an elder orb can try to control a Death Tyrant. This powers works like *dominate monster* but only works on Death Tyrants.

**Create Death Tyrant.** Once a day, an elder orb can create a Death Tyrant from the corpse of a dead beholder. This power works like the *animate dead* spell, except that it only works on dead beholders and creates only one Death Tyrant.

### Actions

**Bite. Melee Weapon Attack:** +5 to hit, reach 5 ft., one target. Hit: 14 (4d6) piercing damage.

**Eye Rays (DC 20).** The elder orb shoots three of the following magical eye rays at random (reroll duplicates), choosing one to three targets it can see within 120 feet of it:

1. Enervation Ray
2. Telekinetic Ray
3. Sleep Ray
4. Petrification Ray
5. Disintegration Ray
6. Death Ray

### Legendary Actions

The elder orb can take 3 legendary actions. It can take only one legendary action at a time and only at the end of another creature's turn. The elder orb regains spent legendary actions at the start of its turn.

**Eye Ray.** The elder orb uses one random eye ray.

**Cantrip.** The elder orb cast a cantrip.



## EXAMINER

An examiner is a beholder-kin of 4 feet in diameter. Unlike most beholders, it does not have a central eye, only four small eyes at the ends of four antennae that spring from its head. They have four arms in the lower part of their body, which surround a hole that serves as their mouth. With these four arms they can hold tools as well as a humanoid, although they look like legs, they do not use them to walk, they can fly even faster than a normal beholder.

The Examiners are scholars of magic, researchers of artifacts and enchantors of objects in the societies of beholders. These creatures are used by the other beholders in the creation of magical objects.

Examiners prefer to fly away instead of fighting and they have powers that help them defend themselves. In the case that confrontation is necessary, they shoot a single ray from their antennas and can also use any magical item they have at their disposal. They also have the ability to cast spells that they normally use for their work, but they could use them in combat in a clever way since they have a very high intelligence.



## EXAMINER

*Medium aberration, lawful evil*

**Armor Class:** 14

**Hit Point:** 153 (18d8 +72)

**Speed:** Fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
12 (+1)	12 (+1)	18 (+4)	19 (+4)	15 (+2)	15 (+2)

**Saving Throws:** INT +7, WIS +5, CHA +5

**Skills:** Perception +8

**Condition Immunities :** prone

**Senses:** darkvision 120 ft., passive Perception +8

**Languages:** Common, Deep Speech, Undercommon

**Challenge:** 6 (2,300)

**Regeneration.** The beholder regains 10 hit points at the start of its turn if it has at least 1 hit point.

**Innate Spellcasting.** The beholder's spellcasting ability is Intelligence (spell save DC 15). It can innately cast the following spells, requiring no components:

At will: *enlarge/reduce*, *transmute shape\**, *blur*

3/day each: *darkness*, *counterspell*

\*similar to a *stone shape* spell, but works on all types of nonmagical, nonliving material

### Actions

**Bite.** Melee Weapon Attack: +4 to hit, reach 5 ft., one target. Hit: 14 (4d6) piercing damage.

**Eye Rays (DC 19).** The beholder shoots the following magical eye ray, choosing one target it can see within 60 feet of it:

- Elevation Ray

## EYE OF FLAME

The Eye of Flame is a lesser type of beholder who work as servant of more powerful beholders. Despite having 10 eyestalk like a true beholders, the Eye of Flame only has three different rays, of which it can only use one at a time.

His central eye throws a magical cone, which is invisible to his opponents, and which causes all creatures within that area to become vulnerable to fire.

His three types of rays are Fire Ray, Telekinesis Ray and Fear Ray, each of them described at the beginning of this book.

During combat, the Eye of Flame will stay as far as possible from its opponents, attacking only with its rays.

As part of an army of beholders, an Eye of Flame will risk its life in combat only if necessary. When the Eye of Flame is reduced to half of its hit points, an explosion of fire is activated from its body, damaging any creature that is close to it. The same happens when it is reduced to 0 hit points.



## EYE OF FLAME

*Medium aberration, lawful evil*

**Armor Class:** 17 (natural)  
**Hit Point:** 136 (16d8 +64)  
**Speed:** Fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	18 (+4)	17 (+3)	15 (+2)	17 (+3)

**Saving Throws:** DEX +5, CON +7, WIS +5  
**Skills:** Perception +8  
**Damage Immunities:** Fire  
**Condition Immunities:** Prone  
**Senses:** Darkvision 120ft., passive Perception 18  
**Languages:** Deep Speech, Undercommon  
**Challenge:** 8 (3,900)

**Cone of Fire Vulnerability.** The beholder's central eye creates an area of vulnerability, in a 150-foot cone. At the start of each of its turns, the beholder decides which way the cone faces and whether the cone is active.

A creature who starts its turn in the area will be become vulnerable to fire until the start of the beholder's next turn.

**Fire burst.** When the Eye of Flame loses half its hit points and again when its reduced to 0 hit points, a fire burst triggers from its body, dealing 35 (10d6) fire damage to any creature within 60 ft. unless they succeed a Dexterity saving throw DC 14. On a success, creatures only take half that damage.

### Actions

**Bite.** *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. Hit: 7 (2d6) piercing damage.

**Eye Rays.** The eye of flame shoots one of the following magical eye rays at random, choosing one target it can see within 120 feet of it:

1. Fire Ray
2. Telekinetic Ray
3. Fear Ray



## EYE OF FROST

The Eye of Frost is a lesser type of beholder who lives in solitude in the polar areas, where true beholders are rarely seen. Normally the Eye of Frost is hidden thanks to its color that makes it blend with the polar environment. When the beholder encounters a prey, it usually attacks by surprise.

In combat, the beholder points its Slowing Cone, which comes out from its central eye, to the target that seems most dangerous to it. In addition, he can cast two of his three ray attacks at random each turn.

### EYE OF FROST

*Medium aberration, lawful evil*

**Armor Class:** 19 (natural)  
**Hit Point:** 161 (19d8 +76)  
**Speed:** Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
9 (-1)	19 (+4)	18 (+4)	17 (+3)	16 (+3)	18 (+4)

**Saving Throws:** DEX +8, INT +7, WIS +7, CHA +8  
**Skills:** Stealth +8, Perception +11  
**Damage Immunities:** Cold  
**Condition Immunities:** Prone  
**Senses:** darkvision 120 ft., passive Perception 21  
**Languages:** Deep Speech, Undercommon  
**Challenge:** 11 (7,200)

**Slowing cone.** The beholder's central eye creates an area of slow, in a 150-foot cone. At the start of each of its turns, the beholder decides which way the cone faces and whether the cone is active. A creature who starts its turn in the area will be affected by a slow spell.

An affected creature speed is halved, it takes a -2 penalty to AC and Dexterity saving throws, and it can't use reactions. On its turn, it can use either an action or a bonus action, not both. Regardless of the creature's abilities or magic items, it can't make more than one melee or ranged attack during its turn.

If the creature attempts to cast a spell with a casting time of 1 action, roll a d20. On an 11 or higher, the spell doesn't take effect until the creature's next turn, and the creature must use its action on that turn to complete the spell. If it can't, the spell is wasted.

### Actions

**Bite.** *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. Hit: 10 (3d6) piercing damage.

**Eye Rays.** The eye of frost shoots two of the following magical eye rays at random (reroll duplicates), choosing one or two targets it can see within 120 feet of it:

1. Cold Ray
2. Telekinetic Ray
3. Enervation Ray

## EYE OF SHADOW

Some of the lesser types of Beholders who spent too long in the Shadowfell will end up dreaming themselves in a different kind of Beholder. The creatures that inhabit the Shadowfell are normally twisted reflection of the ones living in the prime material plane, so the Eye of Shadow is a twisted version of a lesser Beholder.



In combat, the Eye of Shadow is very dangerous. Every turn it attacks with two of its four different types of rays. Its strategy is to keep the enemies as far from him as possible using his central eye, while incapacitating them or damaging them with its eyestalk rays.

When the Eye of Shadow knows its in danger, it will not hesitate to use its teleportation or invisibility spells which he can cast without needing somatic or material components. It will teleport while invisible so its opponents lose its trail completely.

## EYE OF SHADOW

*Large aberration, lawful evil*

**Armor Class:** 18

**Hit Point:** 180 (19d10 +76)

**Speed:** Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	18 (+4)	17 (+3)	15 (+2)	18 (+4)

**Saving Throws:** INT +8, WIS +7, CHA +9

**Skills:** Perception +12

**Condition Immunities :** Prone

**Senses:** darkvision 120 ft., passive Perception 22

**Languages:** Deep Speech, Undercommon

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

**Innate Spellcasting.** The Eye of Shadow's spellcasting ability is Charisma (spell save DC 17). The Eye of Shadow can innately cast the following spells, requiring only verbal components:

1/day each: *teleport*, *mislead*

3/day each: *greater invisibility*, *silence*, *cure wounds* (as a 4rd level spell)

**Frightful cone.** The beholder's central eye creates an area of fear, in a 150-foot cone. At the start of each of its turns, the beholder decides which way the cone faces and whether the cone is active.

Each creature who starts its turn within the area of the cone must succeed on a Wisdom saving throw DC 17 or drop whatever it is holding and become frightened for the duration. While frightened by this effect, a creature must take the Dash action and move away from you by the safest available route on each of its turns, unless there is nowhere to move. If the creature ends its turn outside of the cone area the effect ends for that creature.

### Actions

**Bite.** *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. Hit: 10 (3d6) piercing damage.

**Eye Rays (DC 17).** The eye of shadow shoots two of the following magical eye rays at random (reroll duplicates), choosing one or two targets it can see within 120 feet of it:

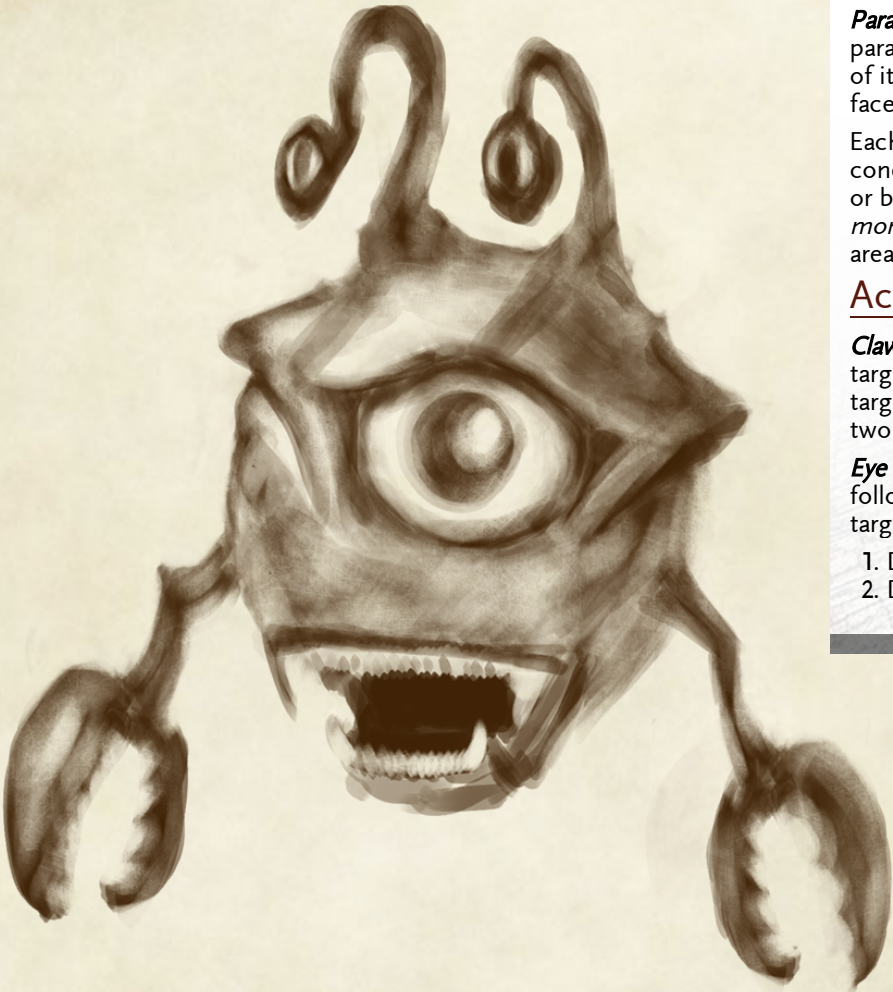
1. Blinding Ray
2. Lightning Ray
3. Paralyzing Ray
4. Enervation Ray

## EYE OF THE DEEP

The Eye of The Deep is one of the rarest type of beholders. Only a few people have seen one of these creatures, since they live in the depths of the oceans. These aquatic beholders breathe only water.

Its appearance is like a normal beholder, except that it only has two eyestalks on the top of its head and has a pair of powerful crab-like pincers with which it attacks its prey.

However, the most important attack of an Eye of the Deep are its eyes, they only have two but they are very powerful, one shoots a disintegration ray and the other one a death ray. While the central eye casts an area of paralysis.



## EYE OF THE DEEP

*Large aberration, lawful evil*

**Armor Class:** 18

**Hit Point:** 180 (19d10 +76)

**Speed:** Swim 20 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	14 (+2)	18 (+4)	17 (+3)	15 (+2)	17 (+3)

**Saving Throws:** INT +7, WIS +6, CHA +7

**Skills:** Perception +12

**Condition Immunities :** prone

**Senses:** darkvision 120 ft., passive Perception 22

**Languages:** Deep Speech, Undercommon

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

Aquatic. The Eye of The Deep can only breath water.

**Paralyzing Cone.** The beholder's central eye creates a paralyzing area, in a 150-foot cone. At the start of each of its turns, the beholder decides which way the cone faces and whether the cone is active.

Each creature who starts its turn within the area of the cone must succeed on a Wisdom saving throw DC 16 or being paralyzed. This effect works like a *hold monster* spell. If a creature ends it's turn outside of the area, the effect ends for that creature.

### Actions

**Claw. Melee Weapon Attack:** +8 to hit, reach 5 ft., one target. Hit: 17 (3d8 + 4) bludgeoning damage, and the target is grappled (escape DC 15). The beholder has two claws, each of which can grapple only one target.

**Eye Rays (DC 16).** The beholder shoots one of the following magical eye rays at random, choosing one target it can see within 120 feet of it:

1. Disintegration Ray
2. Death Ray

## EYEBALL

When a beholder sleeps, small creatures in the form of a beholder but barely 8 inches in diameter materialize around it. These tiny beholders patrol the place where its creator sleeps, looking for even smaller creatures to kill or just to annoy.

Only some old-school Beholders still dream of eyeballs. Nowadays most beholders dream of the more modern and minimalist gazers. In fact, they are almost the same, but they have small differences.

### EYEBALL

*Tiny aberration, neutral evil*

**Armor Class:** 13  
**Hit Point:** 76 (17d4 +34)  
**Speed:** Fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
3 (-4)	17 (+3)	14 (+2)	3 (-4)	10 (+0)	7 (-2)

**Saving Throws:** WIS +2  
**Skills:** Perception +4, Stealth +5  
**Condition Immunities:** prone  
**Senses:** darkvision 60 ft., passive Perception 14  
**Languages:** --  
**Challenge:** 1 (200)

### Actions

**Bite.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. Hit: 10 (3d6) piercing damage.

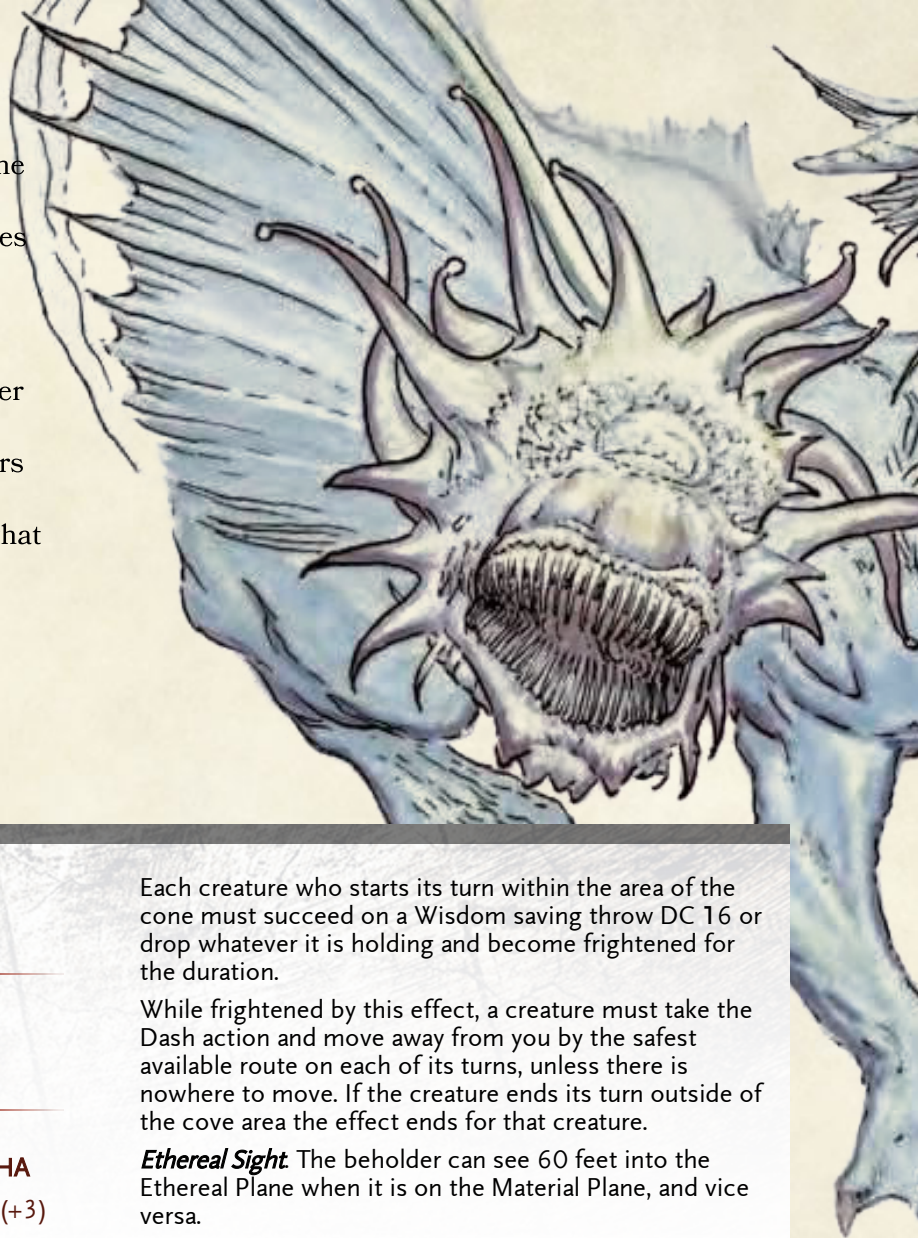
**Eye Rays (DC 12).** The beholder shoots two of the following magical eye rays at random (reroll duplicates), choosing one to six targets it can see within 60 feet of it:

1. Dazing Ray
2. Fear Ray
3. Frost Ray
4. Telekinetic Ray

## GHOST BEHOLDER

Ghost Beholder are dead Eye Tyrants who came back as ghosts. They look like transparent beholders, but they don't have any of the abilities they had during their lives. As ghosts, they live between the Ethereal plane and our primer material plane.

Even after death, the beholders try to conquer and control other races. They act like living beholders but since they don't have their powers anymore, their most effective attacks are fear attacks. Their central eye casts a cone of fear that makes its opponent run away.



## GHOST BEHOLDER

*Large undead, lawful evil*

**Armor Class:** 13

**Hit Point:** 104 (11d10 +44)

**Speed:** Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
1 (-5)	17 (+3)	18 (+4)	1 (-5)	15 (+2)	17 (+3)

**Saving Throws:** INT -3, WIS +4, CHA +5

**Skills:** Perception +12

**Damage Resistances:** Acid, Fire, Lightning, Thunder; Bludgeoning, Piercing, and Slashing from Nonmagical Attacks

**Damage Immunities:** Cold, Necrotic, Poison

**Condition Immunities:** Charmed, Exhaustion, Frightened, Grappled, Paralyzed, Petrified, Poisoned, Prone, Restrained

**Senses:** Darkvision 120 ft., Passive Perception 22

**Challenge:** 3 (700)

**Fear Cone.** The beholder's central eye creates an area of fear, in a 150-foot cone. At the start of each of its turns, the beholder decides which way the cone faces and whether the cone is active.

Each creature who starts its turn within the area of the cone must succeed on a Wisdom saving throw DC 16 or drop whatever it is holding and become frightened for the duration.

While frightened by this effect, a creature must take the Dash action and move away from you by the safest available route on each of its turns, unless there is nowhere to move. If the creature ends its turn outside of the cone area the effect ends for that creature.

**Ethereal Sight.** The beholder can see 60 feet into the Ethereal Plane when it is on the Material Plane, and vice versa.

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

**Etherealness.** The beholder enters the Ethereal Plane from the Material Plane, or vice versa. It is visible on the Material Plane while it is in the Border Ethereal, and vice versa, yet it can't affect or be affected by anything on the other plane.

### Actions

**Withering Bite.** Melee Weapon Attack: +5 to hit, reach 5 ft., one target. Hit: 25 (4d10 + 3) necrotic damage.

# DOOMSPHERE

The Doomspheres are Ghost-like undead beholders created by magical explosions. They look exactly like Ghost Beholders, but behave like regular living beholders and they retain their abilities, except that they have the resistances and immunities of a ghost and are vulnerable to turn undead.

They can also walk through objects since they are incorporeal.

## DOOMSPHERE

*Large undead, lawful evil*

**Armor Class:** 18  
**Hit Point:** 180 (19d10 +76)  
**Speed:** Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	18 (+4)	17 (+3)	15 (+2)	17 (+3)

**Saving Throws:** INT +8, WIS +7, CHA +8  
**Skills:** Perception +12  
**Damage Resistances:** Acid, Cold, Fire, Lightning, Thunder; Bludgeoning, Piercing, and Slashing from Nonmagical Attacks  
**Damage Immunities:** Necrotic, Poison  
**Condition Immunities:** Charmed, Exhaustion, Grappled, Paralyzed, Petrified, Poisoned, Prone, Restrained, Unconscious  
**Senses:** darkvision 120 ft., Perception 23  
**Languages:** Understands Deep Speech and Undercommon but can't speak  
**Challenge:** 13 (10,000)

**Antimagic Cone.** The beholder's central eye creates an area of antimagic, as in the antimagic field spell, in a 150-foot cone. At the start of each of its turns, the beholder decides which way the cone faces and whether the cone is active. The area works against the beholder's own eye rays.

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

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

### Actions

**Bite. Melee Weapon Attack:** +5 to hit, reach 5 ft., one target. Hit: 14 (4d6) piercing damage.

**Eye Rays (DC 16).** The beholder shoots three of the following magical eye rays at random (reroll duplicates), choosing one to three targets it can see within 120 feet of it:

1. Charm Ray
2. Paralyzing ray
3. Fear Ray
4. Slowing Ray
5. Enervation Ray
6. Telekinetic Ray
7. Sleep Ray
8. Petrification Ray
9. Disintegration Ray
10. Death Ray

### Legendary Actions

The beholder can take 3 legendary actions, using the option below. It can take only one legendary action at a time and only at the end of another creature's turn. The beholder regains spent legendary actions at the start of its turn.

**Eye Ray.** The beholder uses one random eye ray.



## GORBEL

The Gorbels are one of the stranger types of beholder, it's considered only a distant cousin of the Eye Tyrants. Its skin seems to be made of a semi-transparent red plastic material. This small creature is shaped like a 3 feet in diameter balloon, with six eyestalks on the upper part of its body. It also has a small mouth that can be opened bit enough to bite or swallow food.

Under his body it has a pair of clawed feet that it uses to attack and to walk slowly, although it usually move floating like a balloon.

The Gorbels are extremely aggressive and attack anything, they are not intelligent so it does not have to be a living thing, they will try to eat everything that moves. Normally they appear in packs and attack their victims floating towards them and grappling them with a bite.

In combat a Gorbels will try to float up to his opponent and bite it. Once it success on biting, this grip cannot be undone until one of the two dies, and each turn the Gorbels will automatically damage its target.

If a Gorbels is destroyed, it will explode in a cloud of pyrophoric gas that damages any creature 10 feet away, including other Gorbels. If this damage kills another Gorbels it can cause a chain reaction of explosions.

The Gorbels are susceptible to magical damage (including their explosions) and to piercing and slashing, but are immune to bludgeoning damage. Thanks to their plastic-like skin, bludgeoning weapons just bounce on them.



## GORBEL

*Small aberration, true neutral*

**Armor Class:** 13  
**Hit Point:** 99 (18d6 +36)  
**Speed:** 10 ft., Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
14 (+2)	16 (+3)	14 (+2)	1 (-5)	15 (+2)	16 (+3)

**Skills:** Perception +6  
**Damage Vulnerabilities:** Piercing, Slashing, Cold, Fire, Lightning  
**Damage Immunities:** Bludgeoning  
**Condition Immunities:** Prone  
**Senses:** darkvision, passive Perception 16  
**Languages:** Common, Deep Speech, Undercommon

**Challenge:** 2 (450)

**Explosion:** When the Gorbels is destroyed, a cloud of pyrophoric gas is thus released, and explodes for 10 (3d6) fire damage to any creature within 10 ft. range.

### Actions

**Multiattack.** The Gorbels can attack twice, once with its Bite and one with its Claws.

**Bite.** *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. Hit: 12 (3d6 + 2) piercing damage. When the Gorbels bites a creature, it automatically gets attached until it or the target die. While attached the Gorbels can't attack and attacks against it have advantage, in addition, at the beginning of each of the Gorbels's turns the target is dealt 12 (3d6 + 2) piercing damage automatically.

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

## GOUGER

The Gougers are a type of beholder-kin that were created to combat other beholders. Although they possess 10 eyestalk like the normal beholders, the Gouger's have no magical function.

On the other hand, its central eye still has the antimagic properties of a true beholder.

Although it can fly faster than a regular beholder, it also has four small legs that hang below its body.

The most important power of a Gouger is found in its horrible, long and pointed tongue. With this it can temporarily neutralize the magical abilities of other beholder's eyestalks.



## GOUGER

*Large aberration, lawful evil*

**Armor Class:** 17

**Hit Point:** 228 (24d10 +96)

**Speed:** 10 ft., Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
20 (+5)	14 (+2)	18 (+4)	9 (-1)	9 (-1)	12 (+1)

**Saving Throws:** CON +8, WIS +3

**Skills:** Perception +7

**Condition Immunities :** prone

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

**Languages:** Deep Speech, Undercommon

**Challenge:** 11 (7,200)

**Improved Critical.** The Gouger's tongue strike attacks score a critical hit on a roll of 19 or 20.

**Brutal Critical.** The Gouger roll three additional weapon damage dice when determining the extra damage for a critical hit with its melee Attacks.

### Actions

**Multiattack.** The Gouger makes two attacks with its bite or its tongue strike.

**Bite.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. Hit: 14 (4d6) piercing damage.

**Tongue Strike.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. Hit: 26 (4d12) piercing damage.

## HIVE MOTHER

One of the rarest and most powerful beholders in the multiverse is the Hive Mother. This is also known as “Ultimate tyrants”, or just “Ultimates”. They are easily distinguishable from normal beholders as they are twice the size, up to 16 feet diameter, and have no eyestalks.

Even so, the Ultimate does have magical eyes, but these are protected by wooden covers that are fixed in their flesh so they can not be removed with physical attacks.

Their mouths are comparatively larger than those of other beholders, which allows them to swallow their prey.

But the most important power that a Hive Mother possesses is its control over other beholders. It will always be protected by other regular beholders and beholder-kin.

### ORIGIN OF THE HIVE MOTHER

There are several theories about the origin of the Hive Mother, but nobody really knows for sure where they come from.

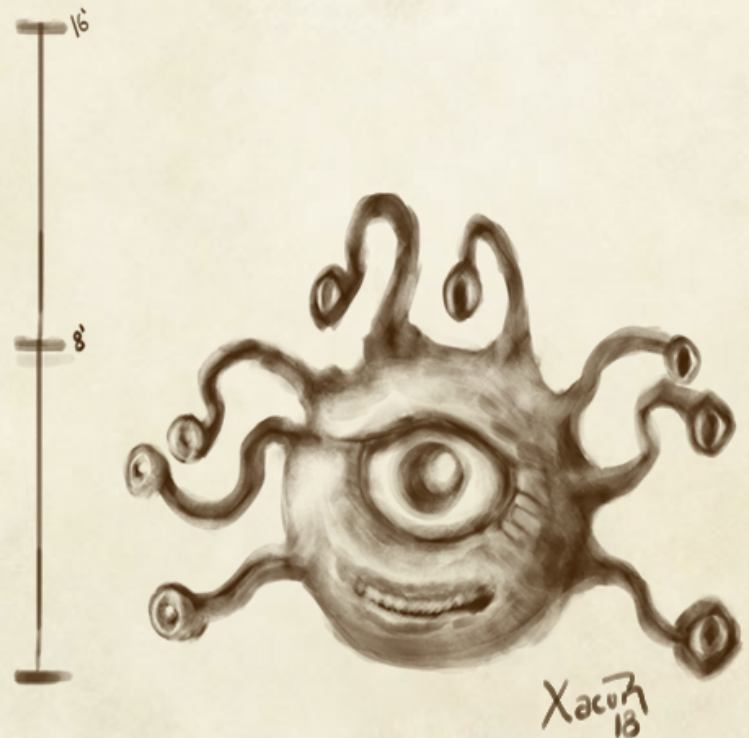
Some people believe that they are the survivors of a previous race of beholders and that they are in fact the original beholders. Others say that the Hive Mother is the next step in the evolution of the race of beholders and beholder-kin.

Others consider them a completely separate race. And have also been said to be a magical mutation of the normal beholders.

### COMBAT

The Ultimate Tyrant is one of the most dangerous creatures in the multiverse. Not only because they are much more powerful than a normal beholder, but also because they are never alone. Usually, a hive Mother will be surrounded and protected by 5 to 10 common beholders. It can communicate telepathically with all of them and they obey its commands.

Despite not having eyestalks, his magical eyes are even more dangerous than those of a normal beholder. The eyes of a Hive Mother can not be attacked directly because they are covered inside her body.



HIVE MOTHER

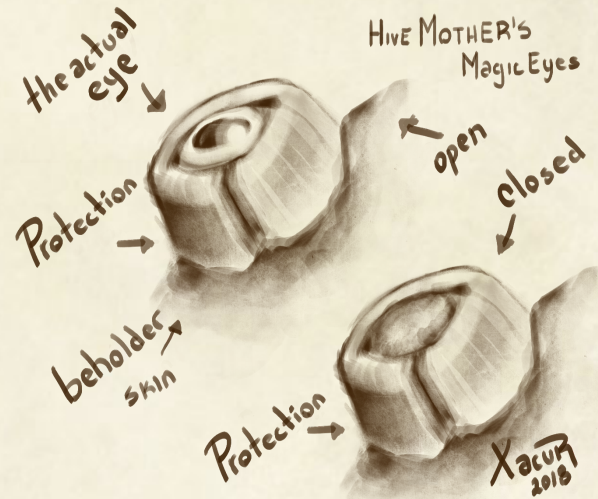
During combat, the Hive Mother can rotate at a speed much greater than that of a normal Beholder, so it can aim in any direction with any of its eyes and casts 6 rays in the same turn.

Its central eye has the same antimagic effect as common beholders, but at a greater range, creating a cone of 240 feet that can point to any direction and change it every turn.

Unlike other Beholders that are less effective in close combat, the Hive Mother has a bite attack that deals a lot of damage. In addition it's able to swallow its opponent whole, as long as it is not of a larger size than the Hive Mother.

An opponent swallowed this way will be able to continue attacking it from the inside but with a disadvantage. In addition the creature will be dealt damage from the potent acids of the belly of the Hive Mother and from the constriction.

In the rare case that the Hive Mother is killed before its victim dies inside its stomach, the creature can leave it safely.



## HIVE MOTHER

*Huge aberration, lawful evil*

**Armor Class:** 20  
**Hit Point:** 312 (25d12 +150)  
**Speed:** Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
26 (+8)	15 (+2)	22 (+6)	20 (+5)	16 (+3)	22 (+6)

**Saving Throws:** STR +14, INT +11, WIS +9, CHA +12  
**Skills:** Perception +15  
**Condition Immunities:** Prone  
**Senses:** darkvision 120 ft., passive Perception 25  
**Languages:** Deep Speech, Undercommon  
**Challenge:** 20 (25,000)

**Antimagic Cone.** The Hive Mother's central eye creates an area of antimagic, as in the *antimagic field* spell, in a 240-foot cone. At the start of each of its turns, the Hive Mother decides which way the cone faces and whether the cone is active. The area works against the Hive Mother's own eye rays.

### Actions

**Bite. Melee Weapon Attack:** +20 to hit, reach 5 ft., one target. Hit: 34 (4d12+8) piercing damage. Any attack roll that exceeds the number needed by 5 or more means the Hive Mother has swallowed its target whole, unless the target is bigger than it.

While inside of its belly, the swallowed creature takes 19 (3d12) acid damage and 19 (3d12) bludgeoning damage at the beginning of each of the Hive Mother's turns. A creature inside the Hive Mother, a creature is considered restrained.

**Eye Rays.** The Hive Mother shoots six of the following magical eye rays at random (reroll duplicates), choosing one to six targets it can see within 120 feet of it:

1. Charm Ray
2. Paralyzing ray
3. Fear Ray
4. Slowing Ray
5. Enervation Ray
6. Telekinetic Ray
7. Sleep Ray
8. Petrification Ray
9. Disintegration Ray
10. Death Ray

### Legendary Actions

The Hive Mother can take 4 legendary actions. It can take only one legendary action at a time and only at the end of another creature's turn. The Hive Mother regains spent legendary actions at the start of its turn.

**Eye Ray.** The Hive Mother uses one random eye ray.

## KASHARIN

During a space trip, half of a spaceship manned by Beholders contracted this disease called Blinding Rot, that caused its eyes to sell and end up falling. Due to the xenophobia of the race, during the first stages of this disease, those affected were killed almost completely. The few who survived to die from the disease became the Kasharin.

The disease didn't really kill the beholders, it actually left them in a state of living death similar to a Death Knight or a Lich. Their appearance is like burned and blackened Beholders.

Their eyestalks are useless but their central eye remains intact. The powers of this eye however are different from when they are alive.

The ray of its central eye attacks a creature as a charm ray, unless the target is immune to this effect, then the attack works as a death ray.

The Kasharin also hate all other races, but especially the living Beholders.



## KASHARIN

*Large undead, lawful evil*

**Armor Class:** 19

**Hit Point:** 187 (25d10 +50)

**Speed:** Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
20 (+5)	14 (+2)	14 (+2)	19 (+4)	15 (+2)	19 (+4)

**Saving Throws:** STR +10, CON +7, INT +9, WIS +7, CHA +9

**Skills:** Perception +12

**Damage Immunities:** poison

**Condition Immunities:** charmed, exhaustion, paralyzed, petrified, poisoned, prone

**Senses:** darkvision 120 ft., Perception 22

**Languages:** Deep Speech, Undercommon

**Challenge:** 14 (11,500)

### Actions

**Rotting Bite.** *Melee Weapon Attack:* +10 to hit, reach 5 ft., one target. Hit: 15 (3d6 + 5) piercing damage plus 21 (6d6) necrotic damage. If the target is a creature, it must succeed on a DC 17 Constitution saving throw or be cursed with Blinding Rot. The cursed target can't regain hit points, and its hit point maximum decreases by 10 (3d6) for every 24 hours that elapse. If the curse reduces the target's hit point maximum to 0, the target dies, and its body turns to dust. The curse lasts until removed by the remove curse spell or other magic.

**Eye Ray.** The Beholder shoots a ray from its central eye. The ray works as a Charm Ray, unless the target is immune to its effect, then the ray works as a Death Ray instead.

### Legendary Actions

The beholder can take 3 legendary actions, using the option below. It can take only one legendary action at a time and only at the end of another creature's turn. The beholder regains spent legendary actions at the start of its turn.

**Eye Ray.** The beholder uses its central eye ray.

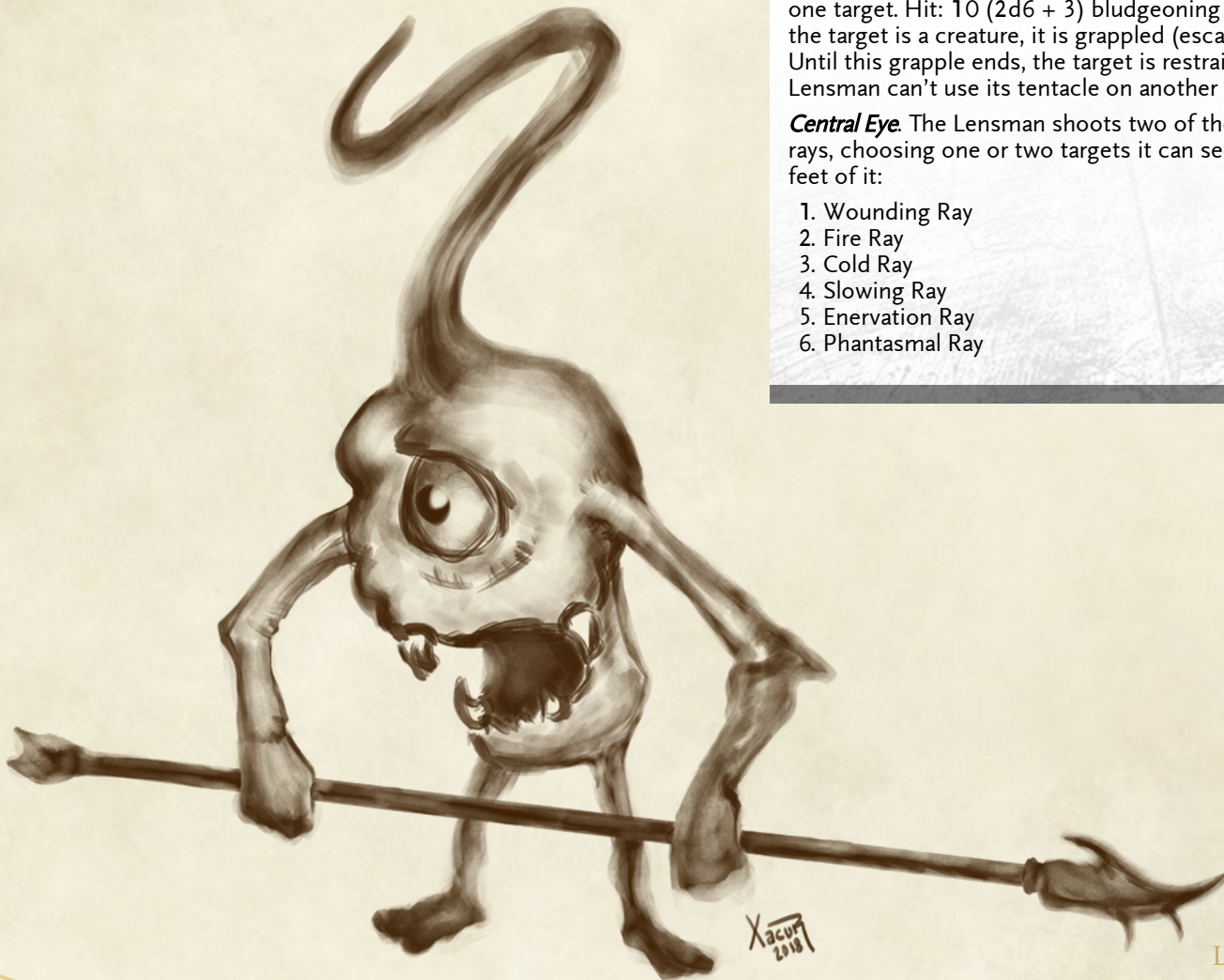
## LENSMAN

Within the Beholders society, a Lensman has the place of a worker or a soldier, and it's treated like a drone without a will of its own. They almost never question their role in this life and you rarely see one who had become something more than a simple worker.

The body of a Lensman is shaped like a star, four of its limbs are arms that end in sharp claws. The fifth limb is on top of its body and is some kind of tentacle that works like a whip and can hold things. The Lensman's body is covered with short hairs, like those of a fly and it wears a small belt that serves to store your tools or weapons.

In the center of its body it has a huge mouth full of sharp teeth and above it there is only one magic eye. This eye has several powers and the Lensman can use it twice per turn.

During combat, a Lensman fights with a double-headed spear.



## LENSMAN

*Medium aberration, neutral evil*

**Armor Class:** 16

**Hit Point:** 104 (16d8 +32)

**Speed:** 60 ft.

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

**Skills:** Perception +4

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

**Languages:** Common, Deep Speech, Undercommon

**Challenge:** 4 (1,100)

### Actions

**Multiattack:** The Lensman attacks twice with its Double-headed Spear.

**Double-headed 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, or 5 (1d8 + 1) piercing damage if used with two hands to make a melee attack.

**Tentacle. Melee Weapon Attack:** +3 to hit, reach 10 ft., one target. Hit: 10 (2d6 + 3) bludgeoning damage. If the target is a creature, it is grappled (escape DC 12). Until this grapple ends, the target is restrained, and the Lensman can't use its tentacle on another target.

**Central Eye.** The Lensman shoots two of the following rays, choosing one or two targets it can see within 120 feet of it:

1. Wounding Ray
2. Fire Ray
3. Cold Ray
4. Slowing Ray
5. Enervation Ray
6. Phantasmal Ray

## OBSERVER

The Observer is a type of beholder who lives in the Outlands or in the higher lawful planes. Physically it differs from a normal beholder because it has three central eyes, aligned evenly around its spherical body. Under each eye it has a large mouth full of sharp teeth. In the upper part of his body it has only six eyestalks that end in magical eyes.

Its skin is thick and hard as a brown carapace with pink and purple spots.

The observers usually control kingdoms or regions with their psionic powers, creating small empires of Tyrants. Observers prefer to solve any situation by means of their psionic powers, they will always seek to manipulate others to achieve their ends.

Although they are much less aggressive than their cousins from the prime material plane, they do not hesitate to fight if they are physically attacked.

The six small eyes of the Observer are very powerful and can use three of them each turn. The three central eyes cast different cones that it can turn to any direction each turn.



## OBSERVER

*Large aberration, lawful evil*

**Armor Class:** 18  
**Hit Point:** 190 (20d10 +80)  
**Speed:** Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	18 (+4)	21 (+5)	19 (+4)	21 (+5)

**Saving Throws:** STR +5, CON +9, INT +10, WIS +9, CHA +10  
**Skills:** Investigation +10, Perception +14, Persuasion +10  
**Condition Immunities:** prone  
**Senses:** darkvision 120 ft., passive Perception 24  
**Languages:** Common, Deep Speech, Undercommon  
**Challenge:** 14 (11,500)

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

At will: *detect thoughts, mage hand, suggestion*

3/day each: *see invisibility, shield*

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

**Psychic Defense.** Observer's AC includes its Wisdom modifier.

**Antimagic Cone.** Works like the Beholder Mage's Antimagic Cone.

**Frightful Cone.** Works like the Eye of Shadow's Frightful Cone.

**Slowing Cone.** Works like the Eye of Frost's Slowing Cone.

## Actions

**Bite.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. Hit: 14 (4d6) piercing damage.

**Eye Rays (DC 19).** The beholder shoots three of the following magical eye rays at random (reroll duplicates), choosing one to three targets it can see within 120 feet of it:

1. Enervation Ray
2. Telekinetic Ray
3. Sleep Ray
4. Petrification Ray
5. Disintegration Ray
6. Death Ray

## Legendary Actions

The beholder can take 3 legendary actions, using one of the options below. It can take only one legendary action at a time and only at the end of another creature's turn. The beholder regains spent legendary actions at the start of its turn.

**Eye Ray.** The beholder uses one random eye ray.

## ORBUS

The Orbi are created with the purpose of generating energy to move spaceships. Their skins are pale, their small eyes are completely useless and their mouths have no teeth, but the antimagic power of their central eyes still works.

Normally five of these are carried in a spaceship and kept close to the Hive Mother.

### ORBUS

*Large aberration, true neutral*

**Armor Class:** 14  
**Hit Point:** 76 (8d10 +32)  
**Speed:** Fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
8 (-1)	10 (+0)	18 (+4)	1 (-5)	10 (+0)	1 (-5)

**Saving Throws:** CON +6  
**Senses:** --  
**Languages:** --  
**Challenge:** 0 (10)

**Antimagic Cone.** The beholder's central eye creates an area of antimagic, as in the antimagic field spell, in a 150-foot cone.



# OVERSEER

The Overseer is the most dangerous beholder known. His power is compared to that of the Hive Mother. The Overseer is the beholder most physically different from all others, its body is not spherical, rather it looks like a tree of flesh with branches but without leaves. In its trunk it has a huge mouth full of sharp teeth. From thirteen of its branches hang magical eyes, one of those branches forms the spine, which is surrounded by three other screaming mouths.

The lower part of your body looks like roots, which you can move slowly when you need to move, but it is one of the few beholders that can not levitate. Your body is covered with fungi which can change color at will.

Like the Hive Mother, the Overseer always has other beholders protecting him and his territory.

## OVERSEER

*Huge aberration, lawful evil*

**Armor Class:** 20  
**Hit Point:** 378 (36d12 +144)  
**Speed:** 5 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	21 (+5)	18 (+4)	24 (+7)	21 (+5)	20 (+5)

**Saving Throws:** CON +10, INT +13, WIS +11, CHA +11  
**Skills:** Perception +17  
**Condition Immunities :** prone  
**Senses:** darkvision 120 ft., passive Perception 27  
**Languages:** Common, Deep Speech, Undercommon  
**Challenge:** 20 (25,000)

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

**Innate Spellcasting.** The overseer’s innate spellcasting ability is Intelligence (spell save DC 20). It can innately cast the following spells, requiring no components:

- At will: *detect thoughts, mage hand, message*
- 3/day each: *mass charm, mass suggestion, major creation, globe of invulnerability, dispel magic, counterspell, dominate monster*
- 1/day each: *imprisonment, time stop*

### Actions

**Bite. Melee Weapon Attack:** +20 to hit, reach 5 ft., one target. Hit: 34 (4d12+8) piercing damage. Any attack roll that exceeds the number needed by 5 or more means the overseer has swallowed its target whole, unless the target is bigger than it.

While inside of its belly, the swallowed creature takes 19 (3d12) acid damage and 19 (3d12) bludgeoning damage at the beginning of each of the overseer’s turns. A creature inside the overseer, a creature is considered restrained.

**Eye Rays.** The Overseer shoots six of the following magical eye rays at random (reroll duplicates), choosing one to six targets it can see within 120 feet of it:

1. Cold Ray
2. Fire Ray
3. Confusion Ray
4. Dispel ray
5. Paralyzing Ray
6. Petrification Ray
7. Fear Ray
8. Lightning Ray
9. Telekinetic Ray
10. Enervation Ray
11. Domination Ray
12. Disintegration Ray
13. Death Ray

### Legendary Actions

The beholder can take 3 legendary actions, using the option below. It can take only one legendary action at a time and only at the end of another creature’s turn . The beholder regains spent legendary actions at the start of its turn.

**Eye Ray.** The beholder uses one random eye ray.



## WATCHER

Watchers are the spies and explorers of the beholders. By nature they are more coward and less intelligent creatures. Their bodies are spheres 6 feet in diameter, with three central eyes around their equator, these eyes have no eyelids and are huge. At the bottom they have a long tentacle. At the top there is a Compound Eye surrounded by six small eyes.

They eat carrion and paralyzed victims. Its six small eyes have no magical power, but it makes them almost impossible to be surprised.

Each of the three central eyes have two powers each. The upper eye has three more powers.



## WATCHER

*Large aberration, any alignment*

**Armor Class:** 13

**Hit Point:** 82 (11d10 +22)

**Speed:** Fly 40 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
12 (+1)	14 (+2)	15 (+2)	3 (-4)	20 (+5)	11 (+0)

**Saving Throws:** DEX +5, CON +5

**Skills:** Perception +16

**Condition Immunities :** prone

**Senses:** darkvision 120 ft., passive Perception 26

**Languages:** Common, Deep Speech, Undercommon

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

### Actions

**Central Eyes.** The Watcher uses one of the power from each one of its central eyes. These powers work like the spell with the same name.

1. True Seeing or Detect Thoughts
2. Major Image or Phantasmal Killer
3. Telekinesis or Teleport

**Compound Eye.** The watcher uses one of the powers from its compound eye. These powers work like the spell with the same name.

1. Message
2. Tongues
3. Suggestion

# CREDITS

## LORE

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- The description and story of the beholders were based on their description in Advanced Dungeons & Dragons 2nd edition (Monster Manual, Planescape and Spelljammer), the entry of “Beholder (Dungeons & Dragons)” in wikipedia, powers description on cards from D&D 4th Edition and art depictions on these editions. No text was copied textually.

## ART

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## RULES

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- All rules referred on this document are part of the SRD for the 5th Edition of Dungeons & Dragons and the Core Rulebooks from the 5th edition of Dungeons & Dragons.  
<http://dnd.wizards.com/articles/features/systems-reference-document-srd>
- All additional rules are made by Xacur.  
<http://xacur.com/>

## MORE CONTENT

I will be publishing more content in DMs Guild. For a list of the content I do visit my website.

<http://xacur.com/>

For any doubt or inquiry, please send me an email: [mail@xacur.com](mailto:mail@xacur.com).

# THANKS FOR PICKING THIS TITLE

This short document is a compilation of some of the Beholders that Dungeons & Dragons have had in the past, but don't have a 5e version yet. I hope you'll enjoy this title and if you have any question, please send me an e-mail to [mail@xacur.com](mailto:mail@xacur.com).

If you are interested in my other products at DMs Guild [you can find them in this link](#).

And this one is my previous monsters title, Immortuos, with 12 new undead monsters.

