

Shee

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Medium Fae

Hit Dice: 3d8+2 (14 hp)

Initiative: +3

Speed: 30 ft. (10 ft. incorporeal)

Armor Class: 15 (+3 Dex, +2 natural), touch 13, flat-footed 12

Base Attack/Grapple: +2/+6

Attack: +4 melee (1d4+2 dagger)

Full Attack: dagger +4 melee (1d4+2) 19-20

Space/Reach: 5 ft./5 ft.

Special Attacks: Blinding Beauty, Cure Blindness,
Enthrall, Spell-like abilities, Vampiric Kiss,

Special Qualities: Incorporeal, (iron) SR 20

Saves: Fort +2, Ref +8, Will +6

Abilities: Str 14, Dex 16, Con 14, Int 16, Wis 17, Cha 24

Skills: Appraise +5, Bluff+9, Craft (Painting, sculpture),+15,Escape Artist +6, Diplomacy +15, Knowledge Arcana +5, Knowledge Nature +5, Perform +15, Sense Motive +7, Spellcraft+5, Use Magic Device +10

Feats: Improved Grapple, Deceitful

Environment: Any

Organization: Solitary

Challenge Rating: 6

Treasure: Standard

Alignment: Usually Chaotic Neutral

Advancement: *Special*

Level Adjustment: --

The being appears to be a youthful female in the full flower of her beauty, perhaps with a touch of elven blood, yet her beauty is so spellbinding as to seem more ethereal than mortal. Eyes luminous as the Harvest Moon bore into your souls, her graceful feet seem nearly to levitate off the ground. Her diaphanous gown is fine enough to have been spun from starlight, with a garland of blooming flowers upon a head of hair brilliant as Fox-fire.

The Shee are an ancient, dangerous race of fey. According to some primordial legends of indeterminate age, the Shee may have been the original Fae race from which the elves are descended, after being granted souls. They enjoy luxury, refinement, and artistic talent, gathering in enchanted Fairy courts to display their talent and grace to each other. Their craving for beauty and luxury lures them to mortal realms, where they commonly seek out artists, performers, or those with profound creative capacities.

A Shee seduces these mortals, stealing their life-force in order to remain in the mortal world, all the while expanding the mortal's natural creativity, at the expense of his health, his life, and his very soul. With each visit by this Fae paramour, the artist/victim is lured into acts of passion, followed by periods of incomparable creativity and skill in his chosen vocation. In the eyes of these mercurial beings, creating a magnificent work of art beyond the mortal's normal capacity is a fine exchange for that mortal's life. And every tragic death, every suicide attributed to an individual Shee raises its status within the Fairy court. The overwhelming majority of these entities appear as female, and target males as their lovers and thralls, but there are rare accounts in which these beings appear as males to capture a talented woman.

Combat

Shee do not enjoy melee combat, unless it is to watch one of her thralls do battle for her favor; which

is what often happens if the fairy has captured a mortal with some martial skill. Otherwise, she will become incorporeal, use her Blinding Beauty, and attempt to hide herself inside a solid object to evade her enemies. While Shee do not enjoy warfare, they may occasionally become fond of the warriors. Especially handsome or talented heroes and adventurers are attractive to a Shee, who will attempt to separate and confuse the group with spell-like abilities, then attempt to enthrall a handsome warrior or bard. If attacking to enthrall a victim, she will become invisible, move within melee range, and use her Vampiric Kiss attack, followed by her Enthralling Gaze.

Blinding Beauty (Su): When a Shee becomes incorporeal, her otherworldly beauty becomes a threat to living beings. Any living being that looks upon the incorporeal Shee within a 30 foot radius must make a DC 18 fortitude save or be permanently blinded. This is a supernatural ability.

Cure Blindness (Sp): To convince mortals of her benevolent nature, many Shee will travel a community, magically curing any and all Blindness conditions with a touch, whether natural or magical in nature. This is a spell-like ability that may be used at will. This ability may not be used when the Shee is incorporeal.

Enthralling Gaze (Sp): Any mortal being subjected to the Shee's ability-score drain is also subject to her Enthralling Gaze. As a Move-equivalent action, the Shee performs a Gaze attack with a 10 foot range. Any creature drained by her Vampiric kiss that fails a DC 15 will save falls in love with the Shee, as though under the effects of a *Charm Monster* spell with permanent duration. She may have only one thrall at a time, and may dissolve the bond without harm to herself or her prey. Enthralling a mortal grants several benefits to the Shee:

- The Shee may gain 5 temporary hitpoints at any time by temporarily draining 1 point of Constitution from her thrall. This may be used at any distance as a free action.
- The Shee may add any of her skill bonuses to the total skill checks of her thrall, enabling him to perform dazzling feats never before possible. She retains full use of her own skills while doing this.
- If the Thrall has any spells prepared, whether arcane or divine, the Shee may cast them for herself as though she had prepared them, using her thrall's caster level.

Incorporeality: (Su) As a Free action, a Shee may shift from a material state, to an ethereal, ghostly form impervious to all physical damage with the exception of iron weapons which inflict normal damage. Her movement is slowed to 10 feet, as though in gaseous form, for she is weightless, but she may fly, or hide inside solid objects and still use her spell-like abilities. Shee are somewhat reluctant to use this ability unless under dire threat, for they cannot carry any material objects in this form. This is a supernatural ability.

Vampiric Kiss: (Su) A Shee may perform a grapple attack to deliver a passionate kiss to a living target. Those that fail a DC 18 fortitude save suffer 1 point of drain from both Constitution and Wisdom. She may attempt this Kiss as a standard action, without provoking an attack of opportunity. Often, this ability is used during passionate activities to allay suspicion. (DC 20 Sense Motive check to detect the draining). While the drain is permanent, these point return if the Shee is destroyed. Most Shee will perform this attack and immediately attempt to Enthrall the mortal. If the Shee succeeds, the prey will lose 1 point of Constitution and Wisdom every week until either he dies, the Shee is destroyed, or the Shee willingly dissolves the bond. All the while the victim will create dazzling masterpieces of superlative quality, and will become enraged if anyone blames his mysterious lover for his health problems. This is a supernatural ability.

*If her prey dies from the draining, then the Shee will gain one of his character levels. (if any) Bard

levels are the most common, though sorcerors are appealing as well. The number of levels a Shee may steal are not known, nor is it known whether there is any limit to its class levels. If the prey had more than one class, the Shee must choose which to drain. She may not gain divine spells in this manner, though all other skills, bonuses and abilities are gained if the Shee consumes a victim of a divine class. Shee with class levels, especially Bard or Sorceror, may often attract followers as well as a possible thrall. These followers are not under magical compulsion, they are simply smitten with the creature.

Spells: At will- *Comprehend Languages, Disguise Self (DC 18), Expeditious Retreat, Freedom of Movement, Sleep (DC 18).* **3 times per day-** *Charm Monster, (DC21) Invisibility, Hypnotic Pattern.* **Once per day-** *Dominate Person, (DC 22) Rainbow Pattern*

Shee -5th level bard

Medium Fae

Hit Dice: 3d8+2/5d6+10 (39 hp)

Initiative: +3

Speed: 30 ft. (10 ft. incorporeal)

Armor Class: 18 (+3 Dex, +2 natural, +3 armor), touch 13, flat-footed 15

Base Attack/Grapple: +5/+9

Attack: +7melee (1d6+2 rapier)

Full Attack: rapier +7 melee (1d6+2) 19-20

Space/Reach: 5 ft./5 ft.

Special Attacks: Bardic abilities, Blinding Beauty, Cure Blindness,
Enthrall, Spell-like abilities, Vampiric Kiss,

Special Qualities: Incorporeal, (iron) SR 20

Saves: Fort +4, Ref +13, Will +9

Abilities: Str 14, Dex 16, Con 14, Int 16, Wis 17, Cha 25

Skills: Appraise +5, Bluff+18, Craft (Painting, sculpture) +24, Escape Artist +6, Diplomacy +20, Knowledge Arcana +5, Knowledge Nature +5, Perform +24, Sense Motive +15, Spellcraft+10, Use Magic Device +15

Feats: Improved Grapple, Deceitful, Expertise, Spell focus: Enchantment
Fascinate, Inspire Courage, Inspire Competence

Environment: Any

Organization: Solitary + 1d4 minions

Challenge Rating: 11

Treasure: Double Standard

Alignment: Usually Chaotic Neutral

Advancement: *Special*

Level Adjustment: --

Spells: At will- *Comprehend Languages, Disguise Self (DC 18), Expeditious Retreat, Freedom of Movement, Sleep (DC 19).* **3 times per day-** *Charm Monster (DC22), Invisibility, Hypnotic Pattern.* **Once per day-** *Dominate Person DC23, Rainbow Pattern*

Bard spells known: **0-level 3 times per day-** *Dancing Lights, Daze, Ghost Sound, Lullaby, Prestidigitation, Summon Instrument.* **1st level 3 times per day-** *Cause Fear(DC 18), Summon Monster I, Tasha's Hideous Laughter(DC 18), Ventriloquism.* **2nd level 1 time per day-** *Eagle's Splendour, Enthrall(DC 19), Hold Person(DC 19)*

Empusae

Empusae

Medium Outsider (Chaos, Evil)

Hit Dice: 4d8+8 (24 hp)

Initiative: +4

Speed: 30 ft.

Armor Class: 16 (+4 Dex, +2 natural), touch 14, flat-footed 12

Base Attack/Grapple: +5/+9

Attack: +7 claw (1d6+2), +9 bite (1d4)

Full Attack: +9 bite (1d4)/ 2 claws +7 (1d6+2) 17-20

Space/Reach: 5 ft./5 ft.

Special Attacks: Charming Mimic, Gnaw, Summon Undead,

Special Qualities: Damage Reduction, 10/Holy or Lawful SR 25,
Blindsight, Demon Spawn, *Disease*

Saves: Fort +8, Ref +6, Will +7

Abilities: Str 14, Dex 18, Con 14, Int 12, Wis 10, Cha 20

Skills: Bluff+9, Escape Artist +8, Diplomacy +10,
Forgery +8, Jump +5, Perform +10, Sense Motive +10,
Sleight of Hand +8, Swim +4, Tumble +5

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Feats: Improved Grapple, Athletic, Deceitful, Improved Critical

Environment: Urban

Organization: Solitary or nest, 2-8 individuals, 3-12 young

Challenge Rating: 6

Treasure: Standard

Alignment: Always Chaotic Evil

Advancement: 4-9 hitdice (medium)

Level Adjustment: +7

The woman who had been so friendly, who had seemed the very ideal of beauty suddenly transforms; her graceful hands and mouth suddenly sprout ferocious claws and fangs of bronze, her eyes glow, and they too shift to become two gnawing, tiny mouths of fangs. The shapely woman has become a monstrous horror, fanged mouths appearing on the palms of her hands, her navel, even her feet adopt a predatory visage as the demon-woman thing attacks.

The Empusae, (singular Empusi) are wanton demons of terrible lust. Their existence is characterized by maddening sensual hungers and a malevolent disdain for mortal life. They are the otherworldly embodiment of gluttonous, lascivious passions, and prey upon humanoid society with a savage fervor that few victims can hope to survive.

These fiends normally appear as young women of great beauty and charm, restraining their demonic urges only for the sake of maintaining this image in public. They enjoy invading palaces or fortresses with suitable luxury, then luring travelers into their clutches. While the demons enjoy fine food and drink, they may only derive sustenance from raw, human flesh. They lure travelers on the promise of 'hospitality', seducing them and devouring them in short order. In their alternate form, an Empusi gains an impossible placement of fanged mouths, her normal mouth, fanged mouths appearing where her eyes once were, mouths on her hands, navel, even the demon's feat unhinge to reveal grasping, slavering jaws full of razor-sharp, bronze fangs. These cannibalistic abominations have an irresistible urge to reproduce themselves, breeding on the mortal plane through Adultery, producing nests of menace to civilized areas.

Combat

Empusae prefer to attack when alone, or at least out of sight of the rest of the community. They will always attempt to close in by appearing as wanton, humanoid women, attacking the mightiest-looking fighter by grappling him, and attempting to gnaw his flesh with a multitude of fangs. They despise woman, and arcane spell-casters, yet they often discount and overlook such opponents, usually targeting them after any fighting men have been slaughtered.

Charming Mimic (sp): Empusae have a subtle form of telepathy that enables them to pull from the mind of a potential target the physical appearance in a lover that he will feel to be the most attractive possible, and will shapeshift into that form as the *Alter Self* spell, when no one is immediately watching her. This grants her a +4 circumstance bonus to all Bluff and Diplomacy checks when interacting with the chosen prey. Player characters suffer a -1 morale penalty if attempting to attack the Empusi while shifted into the form of his ideal lover. This ability cannot determine any additional information from the victim's mind. A spell of *True-Seeing*, or effects that reveal or restrict lycanthropy can reveal the demon's true nature. This is a Spell-like ability.

Gnaw (Ex): When in demonic form, the Empusae sprouts claws, and fanged mouths. If the Empusae hits with two of its attack forms in melee, it automatically grapples its target, and begins to gnaw and devour the victim with multiple mouths. A grappled target suffers 6d4 slashing damage each round, and once grappled the victim is subject to a *Wounding* effect, suffering 2 additional points of damage each round from blood loss, unless magically healed, or subjected to a DC 20 healing skill check. The Empusi may shift to her predatory form as a free action. Those slain by the Gnawing attack will have their flesh devoured by the demon, and a *True Resurrection* spell is required to make them whole again. There is no limit to the amount of raw, human flesh she can consume, and will strip bones clean if she has the time. This is an extraordinary ability.

*Demon Belly- Those subject to the bite attack of an Empusae often contract a horrid disease; Demon Belly is characterized by severe starvation. Those that fail a DC 18 fortitude save after being bitten contract this illness, with an incubation time of 8 hours. After each 8 hour interval, the subject must make a DC 15 fortitude save, or lose 1d6 points of constitution. Even if the victim makes this save, he is still sick, and must survive four fortitude saves to be survive the disease. Those afflicted experience the symptoms of severe starvation, even though suitable food may be abundant and available. *Cure Disease* can remove the illness before the 4 DC 15 intervals have passed. If the victim survives, he can recover to full health provided he is well-fed.

*Blindsight- The Demon's eyes become fanged mouths when transformed, but it still orients itself through unknown means, detecting all objects within 60 feet. This ability may be used even when not transformed.

Demon Spawn - The Empusae have a unique, horrible breeding ability. New Empusi can be conceived if fathered by a man committing Adultery. The demons often spare mortal, married men vulnerable to their seduction. And the pawn may unknowingly generate dozens, or hundreds of the horrors, until he realizes the terror he has unwittingly spawned, and is usually devoured by his own 'children'. Every Empusi has a spell-like ability enabling them to detect whether any man is married or not. Empusi offspring are native Outsiders, each spawn gestates for 24 hours, reaching full size and knowledge in one week. Young Empusae have the same abilities, but with half hitdice and half the normal skill ranks. Ironically, the alarmingly impossible fertility rate of these monsters will not go unnoticed by the community, and this most terrible ability is often their undoing, as the sudden explosion of lascivious demons alerts the locals, who will always try to purge the nest. At the same time, this breeding ability makes it nearly impossible for Empusi to be eradicated on the material plane.

Summon Undead: (Su) The stripped bones of the Empusae's prior meals are often animated with the

supernatural lust and hunger of their killer. Whenever an Empusi reveals her true form, the skeletons of any mortal she has killed within a one mile radius have a chance of animating. A lair that has housed Empusi for more than 2 weeks will generate 1d8 hitdice worth of skeletons that will animate and attack any non-Empusi within one mile, once any Empusi reveals her monstrous shape. Every month of habitation increases the skeletons possible by another 1d8, to a maximum of 4d8 total hitdice.