

THE SPIRE OF LONG SHADOWS

5E CONVERSION NOTES

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This document converts *The Spire of Long Shadows*, the seventh installment of the *Age of Worms* adventure path, from 3.5 to 5e. You will need a copy of the [adventure](#), [adventure supplement](#), [Player's Handbook](#), [Monster Manual](#), and [Dungeon Master's Guide](#). The adventure is available from paizo.com, and the core books are available from amazon.com, local gaming stores and other retail outlets. Most creatures other than named NPCs are included by reference from the Monster Manual.

ENCOUNTERS

The following section references the encounters found in the adventure *The Spire of Long Shadows*. Encounter Level (EL) was brought from the 3.5 adventure as a way to differentiate the difficulty of the encounters. Notes are added to each encounter on how to adjust the encounter for fewer or more than 4 PCs.

DANGER ON THE ROAD (EL 18)

The Chain Devils are the bosses. They each retreat when their hit points are 10% of max. The minions retreat when the Chain Devils are both slain and the minion is brought below 20% of their max hit points.

Creatures: 2 Chain Devils (MM 72), 4 Bearded Devils (MM 70)

Each Additional PC: Change one Bearded Devil to a Barbed Devil (MM 70) and add an additional Barbed Devil.

DM's Note: This is a very deadly encounter that is meant for being the only encounter of the adventuring day. If your party is going to have more encounters while traveling to Magepoint, you may want to scale this back.

MAGEPOINT

Anyone casting an arcane spell within 1,000 yards of the Fortress of Unknown Depths can apply the metamagic effect of Distant, Empowered, or Extended (PHB 102) to the spell. The creature must succeed on a spellcasting ability check of DC 10 + the spell's level and increase the casting time. Casting times of a bonus action require a full action; casting times of 1 action take 1 round; casting times of 1 round take 1 minute. Any times beyond that take 10 times as long. Failure on the ability check causes the spell to be cast normally but with the longer casting time.

If the party presents the fragment of the *rod of seven parts*, Manzorian offers to trade it for a very rare magic item for each member of the party. The painting makes a magic user very familiar with Kuluth-Mar for the use of the *teleportation* spell.

VISIONS OF THE PAST

A failed knowledge check can be researched and attempted again at a library, but the check is then made with disadvantage.

VISION 1: KING KYUSS

A DC 23 Intelligence (History) check identifies the armor. A DC 11 Intelligence (Religion) check identifies the holy symbol. A DC 15 Wisdom (Perception) check identifies what the crowd is chanting.

THE ZIGGURAT OF KYUSS (EL 14)

Characters can climb the broken spire with a DC 15 Strength (Athletics) check.

Creatures: Kyuss Knight (Nezzarin); Eviscerator Beetles, use Triceratops (MM 80) with undead traits and the Worm Healing trait of the Kyuss Knight.

Each Additional PC: Add an Eviscerator Beetle.

VISION 2: THE SUNDERING

A DC 24 Intelligence (Arcana) check identifies the dragon as an ancient red dragon. A DC 23 Intelligence (History) check identifies who the dragon is. A DC 19 Wisdom (Perception) check notices the face in the monolith.

THE WORM'S TRUTH

The secret doors on the upper levels are found with a DC 19 Intelligence (Investigation) check.

3. THE CHAMBER OF ASCENSION (EL 14)

Good or neutral living creatures within 30 feet of the hole have disadvantage on all ability checks, attack rolls, and saving throws. After each encounter, a DC 19 Wisdom (Survival) check allows the party to stumble across the nagas hoard on the way down.

Creatures: 2 encounters of 5 Worm Nagas, use Bone Nagas (MM 233) without the undead traits.

Each Additional PC: Add a Worm Naga to each encounter.

Treasure: Add 1 Wormcaller or Sword of Kyuss.

Treasure: Roll on the Treasure Hoard: Challenge 11-16 table (DMG 138).

4. HALLS OF CORRUPTION (EL 15)

A DC 8 Intelligence (Investigation) locates the circle on the floor at the end of each tunnel.

Creatures: Kelvos the Wormtouched (CR 7), use a Kyuss Knight; 2 Archons, use Couatls (MM 43), 2 Swarms of Kyuss Worms

Each Additional PC: Add a Swarm of Kyuss Worms for the first additional PC, then add an Archon for each additional PC after that.

VISION 3: THE GIFT

A DC 15 Intelligence (Religion) check identifies the Kyuss Worm, but by now, any of the PCs who have encountered them before should be able to identify Kyuss worms on sight. A DC 15 Intelligence (Nature) check identifies the spell weaver.

5. HALLS OF KNOWLEDGE

Using the books can add Advantage to Intelligence (Arcana), Intelligence (History), Intelligence (Nature), or Intelligence (Religion) checks if 1d6 hours is added to the time for the check. A DC 19 Intelligence (Arcana) check reveals how to use the knowledge worm. A DC 15 Intelligence (Arcana), Intelligence (History), Intelligence (Nature), or Intelligence (Religion) check reveals which are the 3 corresponding Knowledge Worms.

Creatures: 1 Wormcaller, use a Mezzoloth (MM 313) and allow it to make 2 melee or ranged Trident attacks that do necrotic damage and give it the Kyuss Knight's Worm Healing trait; 3 Swords of Kyuss, use Revenants (MM 259) replacing the Rejuvenation trait with the Kyuss Knight's Worm Healing trait and the Fist attack with a greatsword.

Each Additional PC: Add 1 Sword of Kyuss.

Treasure: Knowledge Worms: 3 each of Arcana, History, Nature, and Religion. Knowledge Worms function like Kyuss Worms, except the host must make a DC 11 Constitution saving throw, gaining proficiency in the associated skill (or expertise if the creature already has proficiency) and the worm dissolving on a successful save, and permanently losing 3 (1d6) from their Intelligence score on a failure. A host attempts the saving throw again at the start of each of the Knowledge Worm's turns.

VISION 4: KYUSS THE STUDENT

A DC 15 Intelligence (Nature) check identifies the creature.

6. THE WRITHING CHAMBER (EL 15)

Creatures: 6 Swarms of Kyuss Worms.

Each Additional PC: Add 1 Swarm of Kyuss Worms.

7. THE TEMPLE OF THE FOUNTAIN (EL 14)

Any non-undead creature within 10 feet of the fountain must make a DC 15 Wisdom saving throw or be compelled to drink from the fountain. A drinker must succeed on a DC 15 Constitution saving throw or be infested by 2d6 Kyuss Worms.

Creatures: 3 Wormcallers, see area 5.

Each Additional PC: Add 1 Wormcaller.

VISION 5: APOTHEOSIS

A DC 23 Intelligence (Religion) check explains the vision.

10. CHAMBER OF CONTEMPLATION (EL 15)

A DC 11 Intelligence (Investigation) check of the short wall north of the columns reveals the hidden catch.

Creatures: Sruggut, use a Spirit Naga (MM234) with undead traits; 2 Worm Nagas, use Bone Nagas (MM 233) without the undead traits.

Each Additional PC: Add 1 Worm Naga.

Treasure: The studying the books grants Advantage to Intelligence (Arcana) checks to study necromancy and Intelligence (Religion) checks regarding gods of death and undeath.

11. SEA OF WORMS (EL 16)

Creatures: 1 Overworm; 2 Wormcallers, see area 5.

Each Additional PC: Add 1 Wormcaller.

12. THE KNIGHTS OF THE WORM (EL 16)

Creature: 3 Kyuss Knights.

Each Additional PC: Add 1 new Kyuss Knight.

13. THE HARBINGER (EL 18)

During the earthquake, a creature must make a DC 15 Strength saving throw or fall prone.

Creature: Mak'ar (See Monsters appendix) in his lair (MM 203).

Each Additional PC: Add 1 Wormcaller or Sword of Kyuss (See Area 5).

Treasure: Roll on the Treasure Hoard: Challenge 17+ table (DMG 138).

VISION 6: THE AGE OF WORMS

A DC 11 Intelligence (Religion) check identifies the Spawn of Kyuss. A DC 15 Intelligence (Arcana) check identifies the tree. A DC 23 Intelligence (History) check identifies the comet. A DC 19 Intelligence (History) check identifies the city. A DC 19 Intelligence (Arcana) check identifies the artifact. A DC 19 Intelligence (History) check identifies Cauldron.

MONSTERS

The following are custom monsters for *The Spire of Long Shadows*.

KYUSS KNIGHT

Medium undead, chaotic evil

Armor Class 20 (plate, shield)

Hit Points 105 (14d8 + 42)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	10 (+0)	16 (+3)	12 (+1)	16 (+3)	16 (+3)

Saving Throws Dex +3, Con +6, Int +4, Wis +6

Skills Intimidation +6, (Investigation +4, Perception +6 Nezzarin only), Religion +4

Damage Resistances cold, lightning; bludgeoning, piercing, and slashing from nonmagical weapons that are not silvered

Damage Immunities poison

Condition Immunities charmed, exhaustion, poisoned

Senses darkvision 60 ft., (truesight 60 ft. Nezzarin only) passive Perception 13 (Nezzarin 16)

Languages Abyssal, Flan

Challenge 7 (200 XP)

Barnos Indarna's Gifts. As a bonus action, Barnos can cast *enhance ability (bull's strength)* innately at will with no magic components required;

Markath's Gifts. Whenever Markath strikes a creature with a critical hit, he may innately cast *dispel magic* on the target as a bonus action.

ACTIONS

Multiattack. The Kyuss Knight makes two longsword attacks and two worm bite attacks. Kardic may also make an additional longsword attack as a bonus action.

+1 Longsword. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. Hit: 9 (1d8 + 5) piercing damage and 3 (1d6) necrotic damage.

Worm Bite. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. Hit: 7 (1d4 + 5) necrotic damage, and the target has a Kyuss Worm attach to it (2 for Markath). If the target dies from this Kyuss Worm and would normally turn into a Spawn of Kyuss, it turns into a Kyuss Knight instead.

Worm Healing. The Kyuss Knight can absorb a Swarm of Kyuss Worms. The knight heals completely, and any conditions are removed.

Visions of the Worm (Barnos Indarna only). Barnos Indarna causes visions of the Age of Worms to form in the mind of a creature within 60 ft. of him. The target make a DC 14 Wisdom saving throw or be stunned for 1 minute. The stunned target can repeat the saving throw at the end of each of its turns, ending the condition on a success. If a target's saving throw is successful or the effect ends for it, the target is immune to this effect for 24 hours.

REACTIONS

Uncanny Dodge (Kardic only). Kardic can use his reaction to halve the attacker's damage against him.

KYUSS WORM

Tiny beast, chaotic evil

Armor Class 10

Hit Points 2 (1d4)

Speed 5 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	10 (+0)	10 (+0)	10 (+0)	10 (+0)	10 (+0)

Damage Immunities poison

Condition Immunities charmed, exhaustion, poisoned

Senses blindsight 10 ft., passive Perception 10

Languages –

Challenge 0 (10 XP)

Curative Transformation. A spell or effect that removes a curse

or cures a disease kills all Kyuss Worms inside a host. A DC 15 Wisdom (Medicine) check.

ACTIONS

Burrow. The Kyuss Worm burrows into the victim and continues towards the brain. It does 1 piercing damage each round and reaches the brain in 3 (1d4 + 1) rounds. The worm cannot burrow into creatures with natural armor.

Create Spawn. When the worm reaches the victims brain, it does 1d2 Intelligence damage per round until it is destroyed or the victim reaches 0 Intelligence, at which point the victim dies and rises as a Spawn of Kyuss 7 (1d6 + 4) rounds later if it was a Small, Medium, or Large creature. Tiny creatures putrefy rather than becoming spawn. Larger creatures become normal zombies.

MAK'AR

Medium undead, chaotic evil

Armor Class 15 (18 with *mage armor*)

Hit Points 97 (13d8 + 39)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
8 (-1)	18 (+4)	16 (+3)	20 (+5)	14 (+2)	16 (+3)

Saving Throws Str +0, Dex +5, Con +10, Int +12, Wis +9, Cha +4

Skills Arcana +16, History +11, Insight +8, Perception +8

Damage Resistances cold, lightning, necrotic

Damage Immunities poison; bludgeoning, piercing, and slashing from nonmagical weapons

Condition Immunities charmed, exhaustion, frightened, paralyzed, poisoned

Senses truesight 120 ft., passive Perception 18

Languages Telepathy 1,000 miles

Challenge 17 (200 XP)

Special Equipment. Mak'ar has a *cloak of protection*.

Spell Weaving. Mak'ar can cast multiple spells during his turn as long as the spell levels add up to 6 or fewer. He can only cast one spell if its level is 6 or higher. Cantrips count as a 1st-level spell for this purpose. Mak'ar can also concentrate on multiple spells as long as the spell levels add up to 6 or fewer. He can only concentrate on one spell if its level is 6 or higher. Mak'ar can choose one or more spells to stop concentrating on if a new concentration spell is cast that would put him over his limit. When Mak'ar must make Concentration saving throws, he makes a Concentration saving throw with advantage for each spell that he is maintaining concentration.

Legendary Resistance (3/Day). If Mak'ar fails a saving throw, he can choose to succeed instead.

Spellcasting. Mak'ar is a 16th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 19, +11 to hit with spell attacks). Mak'ar has the following wizard spells prepared:

Cantrips (at will):

1st level (4 slots): *expeditious retreat, false life, mage armor, magic missile, protection from evil and good, shield*
2nd level (3 slots): *blur, mirror image, ray of enfeeblement, scorching ray*
3rd level (3 slots): *counterspell, dispel magic, fireball, slow, vampiric touch*
4th level (3 slots): *confusion, fire shield*
5th level (3 slots): *cone of cold, contact other plane, hold monster, wall of force*
6th level (1 slot): *chain lightning*
7th level (1 slot): *prismatic spray*
8th level (1 slot): *dominate monster, maze, power word stun*

Turn Resistance. Mak'ar has advantage on saving throws against any effect that turns undead.

ACTIONS

Paralyzing Touch. *Melee Spell Attack:* +11 to hit, reach 5 ft., one creature. Hit: 10 (3d6) cold damage. The target must succeed on a DC 18 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.

LEGENDARY ACTIONS

The Mak'ar can take 6 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn (except when taking a spell reaction). The Mak'ar regains spent legendary actions at the start of its turn.

Spell Reaction (Cost Varies). The Mak'ar casts a spell with a casting time of a reaction. The number of actions is equal to the level of the spell. Mak'ar may take more than one Spell Reaction per round.

Cantrip. The Mak'ar casts a cantrip.

Paralyzing Touch (Costs 2 Actions). The Mak'ar uses its Paralyzing Touch.

Frightening Gaze (Costs 2 Actions). As per the lich (MM 202).

Disrupt Life (Costs 3 Actions). As per the lich (MM 202).

OVERWORM

Gargantuan monstrosity, chaotic evil

Armor Class 17 (natural armor)
Hit Points 157 (9d20 + 63)
Speed 20 ft., burrow 20 ft., swim 10 ft.

STR	DEX	CON	INT	WIS	CHA
30 (+10)	8 (-1)	24 (+7)	1 (-5)	12 (+1)	8 (-1)

Saving Throws Con +11, Wis +5
Skills Perception +9
Damage Resistances bludgeoning, piercing, and slashing from nonmagical weapons that are not silvered
Damage Immunities poison
Condition Immunities charmed, poisoned
Senses darkvision 60 ft., tremorsense 60 ft., passive Perception 19
Languages –
Challenge 10 (5,900 XP)

Obey the Wormtouched. Although they are mindless,

overworms unerringly follow simple commands given by other undead servants of Kyuss.

Worm Infested. Any creature that hits the Overworm with a melee attack must succeed at a DC 13 Dexterity saving throw or have 1d6 Kyuss worms attach to the creature.

ACTIONS

Multiattack. The Overworm makes a bite attack and can use its Call of the Wormgod ability.

Bite. *Melee Weapon Attack:* +10 to hit, reach 10 ft., one target. Hit: 23 (3d8 +10) piercing damage. If the target is a Large or smaller creature, it must succeed on a DC 17 Dexterity saving throw or be swallowed by the Overworm.

A swallowed creature is blinded and restrained, it has total cover against attacks and other effects outside the Overworm, and it takes 19 (2d8 + 10) bludgeoning and 14 (4d6) acid damage at the start of each of the Overworm's turns.

If the worm takes 25 or more damage from a creature inside it, the worm must succeed on a DC 21 Constitution saving throw at the end of that turn or regurgitate all swallowed creatures, which fall prone in a space within 10 feet of the worm. If the worm dies, a swallowed creature is no longer restrained by it and can escape from the corpse by using 20 feet of movement, exiting prone.

Call of the Wormgod. As a bonus action, the worm may target one creature within 120 feet and fill it with horrid visions from the divine consciousness of Kyuss. The target must succeed at a DC 13 Wisdom saving throw or be stunned for 1 minute. The target may use its action to repeat the saving throw. Creatures that endure the effect or successfully save are immune to the effect for 24 hours.

SWARM OF KYUSS WORMS

Medium swarm of Tiny Beasts, chaotic evil

Armor Class 16
Hit Points 51 (6d8 + 24)
Speed 30 ft., burrow 10 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
1 (-5)	22 (+6)	18 (+4)	10 (+0)	10 (+0)	8 (-1)

Damage Resistances bludgeoning, piercing, and slashing
Condition Immunities charmed, frightened, paralyzed, petrified, poisoned, prone, restrained, stunned
Senses blindsight 10 ft., passive Perception 10
Languages –
Challenge 4 (1,100 XP)

Swarm. The swarm can occupy another creature's space and vice versa, and the swarm can move through any opening large enough for a Tiny Kyuss Worm. The swarm can't regain hit points or gain temporary hit points.

Obey the Wormtouched. Although they are mindless, swarms

of Kyuss Worms unerringly follow simple commands given by other undead servants of Kyuss.

ACTIONS

Bites. *Melee Weapon Attack:* +8 to hit, reach 0 ft., one creature in the swarm's space. Hit: 18 (4d8) piercing damage or 9 (2d8) piercing damage if the swarm has half of its hit points or fewer. 2 (1d4) Kyuss Worms attach to the target, and the target must make a DC 14 Constitution saving throw or be poisoned for 1 round.

Any target killed by a swarm or Kyuss Worms from a swarm rises as a Sword of Kyuss 7 (1d6 + 4) rounds later if it was a Small, Medium, or Large creature. Tiny creatures putrefy rather than becoming spawn. Larger creatures become normal zombies

FOUNTAINS OF FORTUNE'S FOLLY

The following are converted from the [Dragon 339](#) Wormfood article

FORTUNE

01-05: Gain 1 max HP per level; this includes future levels

06-10: Gain proficiency in Investigation and Perception

11-15: Gain proficiency in an Intelligence-based skill

16-20: Gain proficiency in a Strength-based skill

21-25: Gain proficiency in a Dexterity-based skill

26-30: Gain proficiency in a Charisma-based skill

31-35: Gain proficiency in a skill offered by your class

36-40: Roll on the Magic Items portion of the Treasure Hoard: Challenge 0-4 table (DMG 137)

41-45: Gain a +1 bonus to Constitution saving throws

46-50: Gain a +1 bonus to Dexterity saving throws

51-55: Gain a +1 bonus to Wisdom saving throws

56-59: Gain a +5 bonus to initiative

60-63: Gain +1 to an ability score

64-67: Roll on the Magic Items portion of the Treasure Hoard: Challenge 5-10 table (DMG 137)

68-71: Roll on the Gems or Art Objects portion of the Treasure Hoard: Challenge 0-4 table (DMG 137)

72-75: Gain proficiency with a weapon of your choice

76-78: Gain a +2 bonus to a random

ability score

79-81: You can cast a 1st level Cleric spell once per day; Charisma is the spell casting ability for this spell

82-84: You can cast a 1st level Wizard spell once per day; Charisma is the spell casting ability for this spell

85-87: The next time you fail 3 death saving throws, you are stabilized instead of dead

88-90: Roll on the Magic Items portion of the Treasure Hoard: Challenge 11-16 table (DMG 138)

91-93: Roll on the Gems or Art Objects portion of the Treasure Hoard: Challenge 5-10 table (DMG 137)

94-96: You gain 20% of the XP needed to go from your current level to the next level. If XP is not being tracked, you gain an Inspiration Point or gain a level earlier than usual (DM's choice)

97-99: You may avoid any situation or negative occurrence, even one that has just occurred; this fortune functions only once and does not help others

100: As described in the Wormfood article.

FOLLY

01-05: Lose 1 max HP per level; this includes levels gained in the future

06-10: Suffer Disadvantage on ability checks that include Investigation

11-15: Suffer Disadvantage on ability checks that include Perception

16-20: Suffer Disadvantage on Strength-based ability checks

21-25: Suffer Disadvantage on Dexterity-based ability checks

26-30: Suffer Disadvantage on Charisma-based ability checks

31-35: If you have Expertise in at least 1 skill, lose Expertise in one of those skills chosen at random; otherwise, lose a skill proficiency chosen at random

36-40: Potions you drink are half as effective or last half as long

41-45: Suffer a -1 penalty to Constitution saving throws

46-50: Suffer a -1 penalty Dexterity saving throws

51-55: Suffer a -1 penalty Wisdom saving throws

56-59: Suffer Disadvantage on Initiative

60-63: As described in the Wormfood article

64-67: As described in the Wormfood article

68-71: As described in the Wormfood article

72-75: As described in the Wormfood article

76-78: As described in the Wormfood article

79-81: You do not regain hit points on a long rest; any attempt to heal you with a spell must succeed on a DC 11 spell casting ability check from the caster

82-84: Whenever you take damage from a spell or spell-like ability that requires a saving throw, you are also stunned for one round if you fail your save

85-87: When you are brought to 0 HP, you automatically fail 1 death saving throw and you do not stabilize after 3 successful death saving throws

88-90: As described in the Wormfood article

91-93: As described in the Wormfood article

94-96: Lose 20% of the XP needed to go from your current level to the next level. In games where XP is not being tracked, lose an Inspiration Point or delay gaining the next level (DM's choice)

97-99: Once per day you have Disadvantage on a d20 roll (DM's choice)

100: As described in the Wormfood article.