

Name: Upgrade

One-line Introduction: Upgrade is the Omnitrix's DNA sample of a Galvanic Mechamorph from Galvan Prime's moon, Galvan B.

Appearance: Upgrade has a black exterior with green stripes that resemble circuitry all over him. The green circle on his head is his eye, which glows when he talks. His body is made up of billions of small cell-like creatures called nanites. In the Original Series, Upgrade's front torso was white, and the original Omnitrix symbol was on his chest. Max as Upgrade shares this design. In **Back With a Vengeance**, Upgrade wore a yellow raincoat. In **Destroy All Aliens**, Upgrade looked the same as he did in the Original Series, except he had more of a metallic texture. In the **Ultimate Alien** intro, Upgrade's front torso was recolored green with black circuitry patterns, and the Ultimatrix symbol on his chest was recolored green. In **Heroes United**, Upgrade looked the same as he did in the **Ultimate Alien** intro, except his green circuitry stripes glowed yellow, and his Ultimatrix symbol was not visible until he merged with Rex. In **Omniverse**, 16-year-old Upgrade is more muscular, his circuit pattern has changed slightly, and the Omnitrix symbol is inside the ring of his eye. The 11-year-old Upgrade looks exactly the same as he did in the Original Series, except his neck is slightly longer and the Omnitrix symbol on his chest is recolored green. Kevin's Upgrade looked exactly like Ben's did in the Original Series, but without an Omnitrix symbol.

History: Upgrade first appeared in **Permanent Retirement**, where he stopped some thieves from robbing an ATM machine. In **Last Laugh**, Upgrade defeated the Circus Freaks. In **Tourist Trap**, Upgrade fought a Nosedeenian to no avail and accidentally duplicated it. In **The Alliance**, Upgrade defeated Rojo by merging with her, while also coming face to face with Vilgax for the first time. In **Side Effects**, Upgrade defeated a thief before finding an ice cream truck. In **Secrets**, Upgrade entered and played with Gwen's laptop. Later, Upgrade defeated some Mechadroids and saved Max from Vilgax; after doing so, Upgrade glided down to Mt. Rushmore, but before he could land safely, the malfunctioning Omnitrix made him switch into Ripjaws. Upgrade appeared as one of the many alien templates used for Vilgax's army in an imaginary sequence. In **The Big Tick**, Upgrade failed to defeat the Great One. In **Framed**, Kevin as Upgrade took control of a cable car and defeated Wildmutt. In **Grudge Match**, Upgrade merged with Slix Vigma and freed some prisoners from the Megacruiser. In **They Lurk Below**, Upgrade escaped the Cyber Squids with Gwen and Eddie. In **Back With a Vengeance**, Upgrade appeared when Ben accidentally unlocked the Master Control. In **Midnight Madness**, Upgrade was hypnotized by Sublimino to steal a giant clock. In **Ben 10,000**, Upgrade battled future Vilgax before Future Diamondhead switched him into Cannonbolt. In **Game Over**, Upgrade cheated on Sumo Slammer Smackdown and accidentally trapped himself and Gwen in the game, where they defeated some Robo-Sumos. Later, Upgrade defeated Kenko, revived Ishiyama and freed himself and Gwen from the game. In **Under Wraps**, Upgrade defeated the Mummy. In **Be Afraid of the Dark**, Upgrade travelled into space and fought Dr. Viktor before ditching him. He then defeated the Mummy with the help of Max and Gwen. In **Divided We Stand**, Upgrade battled Dr. Animo's Mutant Sea Monster. In **Ben 4 Good Buddy**, Upgrade fought the Road Crew. In **Ben 10: Destroy All Aliens**, Upgrade appeared thrice. Firstly, Upgrade destroyed an urban assault vehicle with Gwen's help. Then, Upgrade attacked Ben in a dream. Lastly, Upgrade was interrogated by Retaliator before the Omnitrix switched him into Stinkfly. In **Radio Dazed**, Upgrade tried to switch the music but accidentally broke the Rustbucket's radio. In **Road Trip Rumble**, Upgrade fought Gwen in order to decide whether the Omnitrix or magic is better. In **From Hedorium to Eternity**, Upgrade battled Zs'Skayr. Upgrade was locked by the Omnitrix's reconfiguration in **Ben 10 Returns: Part 1**. In **Ben 10,000 Returns**, Upgrade was re-unlocked by Ben 10,000. In **Ben 10/Generator Rex: Heroes United**, Upgrade merged with Rex to battle Alpha/Omega but was defeated. Upgrade appeared as one of the many aliens when Ben was explaining his story to Rex. In **OTTO Motives**, Upgrade merged with Kevin's car and defeated OTTO. In **Something Zombozo This Way Comes**, Upgrade battled Rook, who had been turned into a Zombie Clown. In **Animo Crackers**, Upgrade attempted to prevent Animo's escape from Plumber HQ, but was stopped by a magnetic wave bomb. In **The Color of Monkey**, Upgrade defeated Rojo again. In **The Final Countdown**, Upgrade was used to successfully halt Kundo's virus upload to all other Plumber bases, but couldn't prevent the virus from reaching the Plumber HQ's power core. He programmed the base to launch, but couldn't predict the docking

winch not aligning with the core. In **A New Dawn**, Upgrade appeared for a short time when Ben was cycling through his aliens. In **Gwen 10**, Gwen used Upgrade offscreen to increase the processing power of her laptop. Later, Max used Upgrade to merge with the Rustbucket. In **Fast Lane**, Upgrade upgraded Bill's car to win race against Animus. In **A Villain a Day**, Upgrade defeated Ricky the Mechanic. In **Techno Zombies**, Upgrade destroyed DJ Zenut's DJ center. In **Space Camp and Beyond**, Upgrade upgraded the spaceship in order to try to decipher the code. In **Greasy Lightning**, Upgrade upgraded the fryer full of beans in order to defeat Battletron Link. In **Swimming with Sharks**, Upgrade defeated Mermaid's bodyguards. In **Alien Data Files: Upgrade**, Upgrade was used in the footage.

Weaknesses: Upgrade's control over machines is not absolute, as sapient, intelligent machines like Slix Vigma can easily fight off Upgrade if he merges with them against their will. He may also be unable to override some security systems or combat computer viruses, such as those of the Megacruiser and Plumber Headquarters, respectively. Upgrade can be forcefully separated from technology. When possessing technology, Upgrade is able to falter in producing constructs exactly how he had envisioned them. Upgrade can be hurt if he is pulled and stretched hard enough. Upgrade can be powered down by a Repo Boot. Upgrade is sensitive to electromagnetic pulses and magnetic fields. Upgrade is vulnerable to having his energy absorbed, which leaves him petrified afterwards. Upgrade is weak against electricity.

Powers and Abilities: Upgrade possesses technological possession, techno-phasing, technokinesis/technological enhancement (via Technological Possession), telekinesis (via Technological Possession), technological destruction (via Technological Possession), technological component division (via Technological Possession), computer hacking (via Technological Possession), shapeshifting, gliding (via Shapeshifting), self-liquefaction (via Shapeshifting), small space maneuvering (via Self-Liquefaction), prehensile tentacles (via Shapeshifting), weapon manifestation (via Shapeshifting)/Flail/Spiked Mace/Spiked Mallet, size alteration, regeneration, elasticity, optic laser, bio-electricity generation, enhanced strength, enhanced durability, enhanced reflexes, space survivability, bioluminescence, digitalized vision, electroporation, cyber world transferring (via Purple Lightning), cyber world manipulation (In Cyber World), teleportation (In Cyber World), energy constructs (While Possessing Technology), and light generation (While Possessing Technology).

Personality: Not mentioned.