

Clayface

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Clayface (stylized as **CLAYFACE**) is an alias used by several fictional supervillains appearing in American comic books published by DC Comics. Most of them possess clay-like bodies and shape-shifting abilities, and all of them have been depicted as adversaries of Batman.

In 2010, IGN named Clayface the 73rd-greatest villain in comic book history.

Contents

- 1 Publication history
- 2 Fictional character biography
 - 2.1 Basil Karlo
 - 2.2 Matt Hagen
 - 2.3 Preston Payne
 - 2.4 Sondra Fuller
 - 2.5 The Mud Pack
 - 2.6 Cassius "Clay" Payne
 - 2.7 Dr. Peter "Claything" Malley
 - 2.8 Todd Russell
 - 2.9 Johnny Williams
 - 2.10 Clayface of Japan
 - 2.11 Clayface Clones
- 3 Powers and abilities
- 4 Other versions
 - 4.1 Earth-9
 - 4.2 Flashpoint
 - 4.3 Injustice: Gods Among Us
 - 4.4 Batman: Arkham Knight
 - 4.5 Batman '66
- 5 In other media
 - 5.1 Television
 - 5.1.1 Live action
 - 5.1.2 Animation
 - 5.2 Film
 - 5.3 Video games
 - 5.4 Miscellaneous
- 6 See also
- 7 References
- 8 Further reading

Publication history

Created by Bill Finger and Bob Kane, the original Clayface (Basil Karlo) was a B-movie actor who began a life of crime using the identity of a villain he portrayed in a horror film.^[1]

Clayface



The different versions of Clayface. From top to bottom: Sondra Fuller, Basil Karlo, Preston Payne, Matt Hagen, Claything and Todd Russell.

Publication information

| | |
|-------------------------|--|
| Publisher | DC Comics |
| First appearance | (Karlo) <i>Detective Comics</i> #40 (June 1940) (Hagen) <i>Detective Comics</i> #298 (December 1961) (Payne) <i>Detective Comics</i> #478 (July–August 1978) (Fuller) <i>Outsiders</i> #21 (July 1987) (Clay Payne, Claything) <i>Batman</i> #550 (January 1998) ("Russell") <i>Catwoman</i> #1 (2004) (Williams) |

In the late 1950s, Batman began facing a series of science fiction-inspired foes, including Matt Hagen, a treasure-hunter given vast shape-shifting powers and resiliency by radioactive protoplasm, who became the new Clayface. He retained the title for the next several decades of comic book history. In the late 1970s, Preston Payne became the third Clayface. A scientist suffering from hyperpituitarism, Preston Payne used the second Clayface's blood to create a cure but instead became a claylike creature that needed to pass his condition on to others to survive.

Sondra Fuller of Strike Force Kobra used the terrorist group's technology to become the fourth Clayface, also known as Lady Clay. She formed the Mud Pack with the original and third Clayfaces. During that time, Payne and Fuller had a son dubbed "Cassius 'Clay' Payne", who also had metahuman clay powers. During this era, the original Clayface used the DNA of Payne and Fuller to become the most powerful Clayface.

Clayface has appeared in three animated adaptations of Batman, starting with the late 1970s-era *The New Adventures of Batman*, which featured a comedic version of Hagen. The 1990s-era *Batman: The Animated Series* featured a past-his-prime actor disfigured in a car accident who uses an experimental, addictive cosmetic to regain his appearance only to become a monstrous hunk of clay after a massive overdose of the substance. This interpretation, like the series' Mr. Freeze, was applauded as a deeper, more sympathetic version of a sci-fi-era villain, and the comic book incarnation of the Basil Karlo Clayface was retooled after it. The 2000s-era *The Batman* featured a new character Ethan Bennett, who had ties to a young Bruce Wayne, as Clayface before introducing a version of Basil Karlo.

In 2009, Clayface was ranked as IGN's 73rd Greatest Comic Book Villain of All Time.^[2]

Fictional character biography

Basil Karlo

The original Clayface, **Basil Karlo**, appeared in *Detective Comics* #40. He is an actor who is driven insane in anger when he hears that a remake of the classic horror film he had starred in, *The Terror*, would be shot without him acting in the film, even though he is to be one of the advising staff. Donning the costume of the film's villain he once played, Clayface, he begins killing the actors playing characters he killed in the order and way they die in the film, along with someone who

| | |
|-------------------|---|
| | <i>Batman: Gotham Knights</i> #60 (February 2005) |
| Created by | (Karlo) Bill Finger, Bob Kane (Hagen) Bill Finger, Sheldon Moldoff (Payne, Fuller) Len Wein, Mike W. Barr, Marshall Rogers (Clay Payne, Claything) Doug Moench, Kelley Jones ("Russell") Ed Brubaker, Darwyn Cooke (Williams) A.J. Lieberman |
| | In-story information |
| Alter ego | Basil Jamal Karlo Matthew D. Hagen Preston "Bill" Payne Sondra Fuller Cassius Payne Dr. Peter Malley Todd Russells Johnny Williams |
| Team affiliations | (Karlo) The Society Injustice League (Hagen) Anti-Justice League (All) Mud Pack |
| Notable aliases | (Karlo) Clayface-Prime (Fuller) Lady Clay (Malley) Claything |
| Abilities | (Karlo) Shapeshifting (body made out of mud) Power duplication Ability to melt people via physical contact (Hagen) Temporary shapeshifting and voice-shifting Body constituted by living mud, which he can divide or change |

knew his identity. Last, he plans to murder the actor playing the Clayface killer. He is foiled by Batman and Robin.^[3]

He reappears after the prison ambulance he is riding in plunges off a cliff. He once again dons the mask of Clayface and targets Bruce Wayne's fiancée, Julie Madison. Once again, the Dynamic Duo foil his plans. A movie buff, Batman creator Bob Kane states that the character was partially inspired by the Lon Chaney, Sr. version of *The Phantom of the Opera* and that the name of the character comes from Boris Karloff and Basil Rathbone.^{[4][5]}

Much later, Karlo languishes in a prison hospital, when the current Clayface Sondra Fuller visits him out of curiosity. Karlo proposes an alliance between all living Clayfaces to kill Batman. He even arranged for a small piece of the remains of Matt Hagen to be gathered to make him a post-mortem member of the "Mud Pack", as the group called itself. Even though the "Mud Pack" is defeated, Karlo injects himself with blood samples from Preston Payne and Sondra Fuller, gaining the abilities to shapeshift and melt with a touch; he becomes the self-declared "Ultimate" Clayface.^[6] He is defeated by the combined efforts of Batman and Looker of the Outsiders by overloading his abilities, making him melt into the ground. He literally sinks into the Earth's crust when he loses control of his powers; he survives, however, and now his body sports crystals similar to quartz that endow him with greater powers. Karlo escapes his underground prison when Gotham City is struck by a great cataclysm. He captures Batman and is about to kill him, but he gets into a feud with Mr. Freeze on who has a right to kill the Caped Crusader. Using that distraction, Batman soundly defeats both of them.

During the "No Man's Land" storyline, Karlo holds Poison Ivy, who is in charge of producing fresh vegetables for the remaining people in the city, prisoner in Robinson Park. Poison Ivy eventually battles and defeats Karlo, sinking him deep into the ground. It appears that the Ultimate Clayface is destroyed in this battle, but has resurfaced as a member of the Secret Society of Super Villains. Later, he seeks to increase his already formidable powers by absorbing Wonder Woman (a clay construct similar to him), giving him an amount of powers that bordered on invulnerability. While he is successful in absorbing some of the heroine's powers, causing her to regress to a teenage appearance resembling Donna Troy, he is ultimately returned to normal when Wonder Woman and Donna were able to trick Clayface into entering a train carriage with Wonder Woman while she was disguised as Donna, Donna subsequently using the Lasso of Truth to swing the carriage around and turn it into a mystical centrifuge, causing the clay Clayface had taken from Wonder Woman to split away from him and re-merge with Wonder Woman due to the differences between the two types of clay.

Basil Karlo is among the members of the Injustice League and is among the villains seen in *Salvation Run*. He can be seen as a member of Libra's Secret Society of Super Villains. In the second issue of *Final Crisis*, he triggers an explosion at the *Daily Planet* under Libra's orders when Lex Luthor demands for Libra to do

the tone of at will

(Payne)

Superhuman strength from exo-skeleton suit

Shapeshifting

Ability to melt people via physical contact

(Fuller)

Shapeshifting

Power duplication

(Cassius "Clay" Payne)

Superhuman strength

Shapeshifting

Power duplication

(Dr. Peter Malley)

Shapeshifting

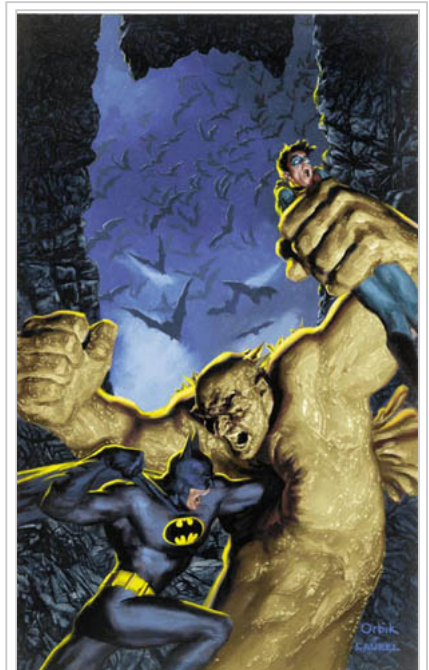
Ability to melt people by looking at them

(Todd Russell)

Shapeshifting

(Johnny Williams)

Shapeshifting



The Basil Karlo Clayface. Art by Glen Orbik and Laurel Blechman.

something that will draw Superman to them.^[7]

Black Mask attempted to control Clayface by implanting a device in his body. He escaped Black Mask but was captured and imprisoned by the Outsiders.

In *The New 52* (a reboot of the DC Comics universe) as a part of "Death of the Family" storyline, Poison Ivy breaks Basil Karlo out of Arkham intent on marrying him.^[8] This turns out to be a ruse with Poison Ivy messing with Karlo's mind. He later sets out to seek revenge.^[9]

Karlo later returns with a new plan: to use his DNA-duplication abilities to impersonate Bruce Wayne and take control of Wayne Enterprises. He even guesses that Wayne is Batman's true identity. However, Batman plants false evidence to suggest that he anticipated Karlo's attempt to take his DNA and tricked him into taking a fake sample. Batman eventually stops him by trapping him in a security system that can only be deactivated with Karlo's original DNA, reasoning that Karlo has changed too much for his original DNA to be present in his system.^[10]

In *Detective Comics* #934 (2016), Basil Karlo is recruited by Batman to join his new team of heroes to defend Gotham City from a new menace. This issue presents Clayface as more of a sympathetic character than seen in the past. Karlo accepts the offer to join Batman's new team.^[11]

Matt Hagen

The second Clayface, **Matt Hagen**, first appeared in *Detective Comics* #298. A treasure hunter, Hagen finds a mysterious radioactive pool of protoplasm in a cave. Immersing himself in it by accident, he is transformed into a malleable clay-like form which could be shaped into almost anything he desires. This is only a temporary effect, however, requiring him to return to the pool periodically in order to maintain use of his powers. His criminal activities attracted the attention of Batman and Robin. Batman discovered his weakness and defeated him.^{[1][12]}

Matt Hagen later escaped from prison and decided to investigate the protoplasmic substance that turned him into Clayface so that he can find a way to prolong his powers. Clayface posed as wealthy civilians of Gotham City in order to learn more about his criminal activities. Batman and Robin later confronted Clayface at his hideout where they used a combination of a freeze gun and the protoplasmic substance to defeat Clayface and return him to prison.^[13]

Matt Hagen eventually breaks out of prison and uses the protoplasmic pool to become Clayface again. This time, Batman defeats Clayface by immersing himself in the protoplasm with the resulting battle causing Batman to destroy the cave that contained the protoplasmic pool.^[14]

Clayface later competes with Joker causing Batman, Robin, Batwoman and Batgirl to work to defeat both villains.^[15]

After escaping from Green Wells Maximum Security Prison upon having stashed some chemicals there, Clayface eventually copies the pool's protoplasmic jelly by chemistry studies, although the artificial proptoplasm only allows him five hours of Clayface powers compared to the full two days of the pool's. Clayface resumes his crime spree by stealing the priceless stamp collection of millionaire K.A. King and stealing the trophy that was to be given to Batman. Clayfaces' activities also attract the attention of Superman. Assuming the form of Superman, Clayface is evenly matched with him until Clayface smashes some bleachers



Cover to *Detective Comics* #298.
Matt Hagen as Clayface II.

to provide a diversion to get away. During Clayface's robbery, Batman used Kryptonite on Clayface's Superman form only for Clayface to get away by shapeshifting into a rocket. When Batman uses Red Kryptonite, it causes Clayface to go crazy. Clayface uses the X-Ray powers in his Superman form to see who Batman is. Before he can reveal who Batman is, Clayface's powers wore off causing him to regress back to Matt Hagen. Superman managed to save Clayface from the fall. Matt Hagen had lost the memory of Batman's secret identity as he is handed over to the Gotham City Police Department.^[16]

When Brainiac returns to Earth to plan his revenge on Superman, he goes on a rampage and blasts the walls to a prison where Matt Hagen was imprisoned. This gives Matt Hagen the opportunity to escape and head to one of his secret laboratories in order to regain his powers. He makes more of the synthetic formula that gives him shapeshifting powers for five hours. With Jimmy Olsen by his side, Batman works to track down Clayface while Robin works with Superman to catch Brainiac. This leads to a team-up between Clayface and Brainiac. While Superman and Robin managed to apprehend Brainiac, Clayface tries to escape only for his formula to wear off and enable Batman and Jimmy Olsen to apprehend him.^[17]

Clayface later appears as a member of Queen Bee's Anti-Justice League in order to capture the Justice League. They are defeated by the Justice League.^[18]

Matt Hagen's blood was later obtained by Preston Payne.^[19]

Clayface later breaks out of prison and restores his powers. He kidnaps Lois Lane as part of a plot to destroy Batman and Superman. Both superheroes managed to rescue Lois Lane and defeat Clayface.^[20]

Clayface is among the villains that fight Batman and Robin.^[21]

During the *Crisis on Infinite Earths* storyline, Matt Hagen is ultimately killed by a shadow demon.^[22]

Clayface appeared in Limbo alongside other dead villains as part of a plan to return to the living, only to be defeated by Hawk and Dove, the Teen Titans and Jeb Stuart's Haunted Tank. The imposter Etrigan the Demon offered them a way out through another portal, but he was merely toying with the dead villains. When he sent them through a portal, it turned out to be an entrance to Hell.^[23]

During the "Mud Pack" storyline Basil Karlo, who uses the name Clayface I, gathers a small piece of Hagen's remains and makes him a post-mortem member of the group.^[24]

Preston Payne

The third Clayface, **Preston Payne**, first appeared at the end of *Detective Comics* #477 before making his first full appearance in #478. Suffering from hyperpituitarism, Payne works at S.T.A.R. Labs searching for a cure. He obtains a sample of the then-living Matt Hagen's blood, and isolates an enzyme which he introduces into his own bloodstream. Although he is briefly able to shape his own appearance, this effect is short-lived: while on a date, his flesh begins to melt, and when he touches his horrified girlfriend, she completely melts. Payne builds an exoskeleton anti-melting suit to prevent himself from touching anyone, but he learns that he needs to spread his melting contagion onto others to survive (he feels pain if he does not melt anyone). During this time his mental health starts to slip as he falls in love with a wax mannequin he names "Helena", thinking she is the only woman immune to his touch. After another breakdown, he thinks Helena enjoys watching men "fighting over her" when he battles Batman yet again in front of the wax doll. Although he does not give her up, he keeps her in Arkham Asylum, saying "we're both too polite to admit divorce, but she can't live forever".^{[19][1]}

When Swamp Thing visits Arkham Asylum, he witnesses Payne in an argument with "Helena".^[25]

Dr. R. Hutton takes a nightshift at Arkham Asylum in order to do research for his new book detailing superhuman psychology. He keeps a close watch on the inmates at Arkham Asylum. During this time, he sees Clayface spending intimate time with "Helena".^[26]

During the events of the "Mud Pack", Sondra Fuller, the fourth Clayface, begins masquerading as the hero Looker and visits Payne at Arkham. That same night, he gets into an argument with "Helena" and unintentionally knocks her head off. Believing he has killed her, Payne goes on a rampage until subdued in a nearby swamp by the asylum guards. Fuller, who is still using Looker's appearance and powers, rescues him and influences him to follow Basil Karlo's commands. Karlo ultimately betrays Fuller, and takes samples of her and Payne's blood to inject into himself. Payne finally breaks free of Fuller's control, and is about to kill her when she admits how sorry she is for using him. The two fall in love and go on to live together, leading to Fuller becoming pregnant with their child, Cassius.

Preston acquires medicine to control his pain and now feels the "hunger" only in his mind. It is also revealed that he was abused by his parents.

A stunted, emaciated Preston Payne appears in the graphic novel *Arkham Asylum* by Grant Morrison and Dave McKean. He is used to metaphorically represent sexually transmitted diseases.

Payne next appears in the *Justice League: Cry for Justice* mini-series, having been coerced into working for Prometheus, who had threatened the life of his son. Prometheus had further mutated Payne giving him back his old shapeshifting abilities and had him act as a decoy for the Justice League. When the ruse was discovered, an explosive device planted inside Payne's body detonated. It is unknown if he survived the explosion.^[27]

Sondra Fuller

The fourth Clayface, **Sondra Fuller** (also known as **Lady Clay**), first appeared in *Outsiders* (volume 1) #21. She is a member of Strikeforce Kobra who is transformed into a shape-changer by her employer Kobra's technologies. She agreed to going through with the process because she hates her own face.^[28]

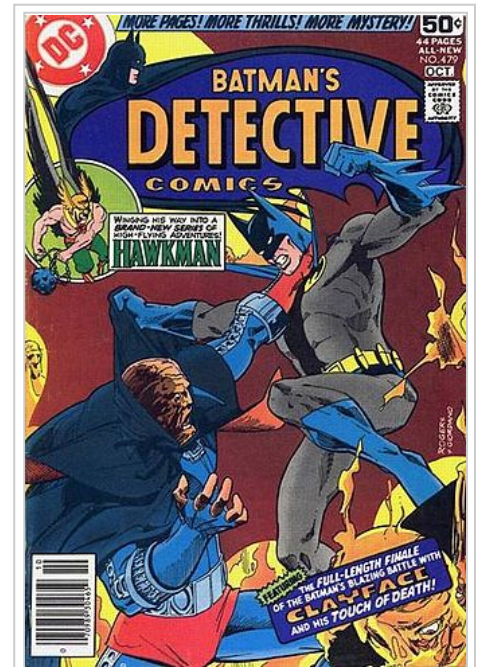
She possesses identical abilities to those of Matt Hagen, but they are permanent, without the requirement for a source of protoplasm. She can additionally copy any special powers of the being she is mimicking. She is defeated by the Outsiders.^[1]

Later, after the Mud Pack forms and battles Batman, Fuller falls in love with Preston Payne. After Clayface-Prime (Karlo) is defeated, Preston Payne and Sondra Fuller get married and they have a child named Cassius "Clay" Payne, a play on boxer Muhammad Ali's birth name. After Abbatoir kidnaps the child, the couple get into a fight involving Azrael/Batman. Batman eventually defeated them both, and Fuller was put into custody.

The Mud Pack

Before the debut appearances of the fifth and sixth Clayfaces, Lady Clay and Clayface III team up, breaking Clayface I out of prison. Clayface I also futilely tries to revive Clayface II. Together, the trio form the "Mud Pack". Clayface I later copies the others' powers by injecting himself with extracts of blood samples of Clayface III and Lady Clay, becoming the "Ultimate Clayface". Clayface I is defeated by Batman and Looker and Clayface III and Lady Clay escape in *Detective Comics* #604-607.^[29]

Cassius "Clay" Payne



Preston Payne as Clayface III battles Batman. From *Detective Comics* #479.

After the Mud Pack incident, Payne and Fuller fall in love and eventually have a child together named **Cassius "Clay" Payne**, who becomes the fifth Clayface and debuted in *Batman* #550.^[30] The boy is separated from his parents and held in a government laboratory. The name "Cassius" is a pun on "Cassius Clay", the birth name of boxer Muhammad Ali.^[30]

If a piece of him is separated from his body, it can grow a mind of its own, but it mostly thinks in an unstable form of what Cassius wants. If bonded with another human, becoming a **Claything**, the piece can give that human Clayface-like abilities, such as becoming soft and malleable, being able to withstand bullets and other harm, and could also manifest Payne's ability to melt objects; all this person would have to do to perform such an action is think about it.

In an issue of *Batman: Gotham Knights*, Cassius is depicted as having the clay-like appearance of his mother and father, but can only stay in Clayface mode while awake (a similar trait shared by Plasmus in the *Teen Titans* animated series (2003-2006)).^[31]



Cassius "Clay" Payne as the fifth Clayface

Following the *Final Crisis* storyline, Cassius attacks the National Guard on the roadblock, but when he was approached by General Immortus' team, he is able to recognize one of the team, Human Flame. Cassius attacks and blames him for Libra enslaving the Earth. The Justice League arrives to end the fight as Human Flame and General Immortus' team teleport away, leaving Cassius to be captured. After the League interrogates him, he is taken to FBI vehicles, but the measures to contain him are proven useless; Cassius breaks loose, escaping into the desert.^[32]

Dr. Peter "Claything" Malley

The sixth Clayface, also known as **Claything**, also debuted in *Batman* #550. Claything is created when a skin sample from Cassius Payne comes to life and merges with a DEO (Department of Extranormal Operations) scientist, **Dr. Peter Malley**. He has the ability to melt objects simply by looking at them. Claything is destroyed and his remains are stored at the DEO Headquarters.^[30]

Todd Russell

The seventh Clayface debuted in *Catwoman* (vol. 3) #1 (January 2002), but is not actually shown until *Catwoman* (vol. 3) #4 (May 2002). This version of Clayface is not named until *Catwoman* (vol. 3) #44. Having the power to change into virtually any shape and size, he preys upon prostitutes in Gotham's East End until Catwoman is able to capture his shriveled body inside of a freezer. There are very few background details given about the seventh Clayface's past. He was in the army, suffered injuries, and was subsequently experimented on (possibly by the DEO) before losing most of his memory and discovering his new powers.^[33] After his capture, he is held captive and further experimented upon for almost two years at S.T.A.R. Labs in Gotham before being freed by Catwoman.^[34]

Johnny Williams

The eighth Clayface debuted in *Batman: Gotham Knights* #60 (February 2005).^[35] **Johnny Williams** is introduced as a former firefighter in Gotham who is transformed into a clay-based creature by an explosion in a chemical plant. He first discovers his transformation after he accidentally kills a prostitute; horrified and stricken with guilt, he plans to commit suicide. Just then, he is approached by Hush and the Riddler, who tell him that the chemicals turned him into the latest Clayface. They begin to manipulate Williams, holding out the

promise of a cure and making him do their bidding, including pretending to be Tommy Elliot (Hush's true identity) and an adult Jason Todd, to hurt and confuse Bruce Wayne.^{[36][37]} Eventually, Williams realizes he is being manipulated. Knowing that he is going to die, he offers Batman assistance against Hush in exchange for protecting his family. He redeems himself in his death, also ensuring that Alfred Pennyworth is cleared of murder.^[38]

Clayface of Japan

The ninth Clayface debuted in *Batman Incorporated* (vol. 1) #6 (June 2011) as part of *The New 52* (a reboot of the DC Comics universe).^[39] Batman tasks Batman Japan (Jiro Osamu) to fight **The Clayface of Japan** about two-and-a-half months into his *Batman Incorporated* venture.^[40] Not much is known about this Clayface, although he resembles all the previous Clayfaces and seems to have their same power set. Presumably, this Clayface, as a rival to Osamu, is a native to Japan. Batman states that this Clayface is a newcomer, a samurai, and operates in or around Hokkaido.^[41]



Johnny Williams as Clayface on the cover of *Batman: Gotham Knights* #69 (Nov. 2005). Art by Claudio Castellini.

Clayface Clones

In *The New 52* (a reboot of the DC Comics universe), a villain named Jeffrey Bode makes several short-lived clones of Clayface.^[42]

Powers and abilities

Each of the Clayfaces has a different power with the exception of their shapeshifting ability.

- In earlier appearances, Basil Karlo had no powers, but wore a clay mask based on one of his movie roles. In recent comics, Basil Karlo's body is made out of mud upon taking the DNA of Clayface III and Lady Clay, enabling him to gain the combined powers of both. In *The New 52*, these are improved to a level in which he can mimic the DNA of others.
- Matt Hagen had temporary shape-shifting, and voice-shifting, and a body constituted by living mud which he can divide or change tone at will. Hagen had to re-immense himself in a pool of protoplasm to recharge his powers every 48 hours or else he would regress back to his human form.
- Preston Payne originally had shape-shifting powers, yet ended up gaining the ability to melt people with his touch. He has super-strength from his exo-skeleton anti-melting suit. Preston's shape-shifting ability was later restored by Prometheus.
- Sondra Fuller has shape-shifting powers and power duplication.
- Cassius "Clay" Payne has the powers of both his parents. If a piece of him is separated from his mass, it can develop some consciousness of its own and even "bond" with a human to transform them into a "Claything".
- Dr. Peter Malley had the same powers as Cassius, but could also melt people just by looking at them.
- Todd Russell had shape-shifting powers.
- Johnny Williams had shape-shifting powers.

Other versions

Earth-9

The Earth-9 version of Clayface is featured in Tangent Comics' *Superman's Reign* series. This version is a shapeshifter like the mainstream versions, but his base form is that of a hulking, misshapened human with melted skin.^[43]

Flashpoint

In the alternate timeline of the *Flashpoint* event, a version of Clayface is a member of Deathstroke's pirates after being broken out of a floating prison by Deathstroke.^[44] During attacks by Aquaman and Ocean Master, Clayface is pushed by Aquaman into the water apparently killing him.^[45]

Injustice: Gods Among Us

The Basil Karlo version of Clayface appears in Year Two of the *Injustice: Gods Among Us* comic.

Batman: Arkham Knight

In *Batman: Arkham Knight*'s prequel comic series, samples of Basil Karlo's mud were acquired by various parties including Simon Stagg, who created "Project: Meta", and Hush which he used for his face to hide his cosmetic surgery scars. Karlo also appeared during one of Joker's fantasies, and briefly during one of Batman's simulations for Robin. It was also revealed that Karlo is still alive within the mud collected by GCPD, but unable to take form again because of the Lazarus Particles mixed with his mud and the explosion from the generator.

Batman '66

In *Batman '66* (which is based off the 1960s TV series), the Basil Karlo name was used for the true identity of False-Face. In issue #23, False-Face gets his hands on a shapeshifting formula that transforms him into Clayface.^[46]

In other media

Television

Live action

- A character that resembles the Matt Hagen version of Clayface appears among the attacking criminals in the animated opening credits of the sixties *Batman* TV series, but the villain never actually appeared on the show itself and was instead replaced with the lesser known but similar-sounding masked master of disguise called False Face.
- Clayface made an appearance in the 12th episode of the short-lived *Birds of Prey* TV series, portrayed by Kirk Baltz. This version of Clayface is a sculptor who is inspired by other people's pain. Like other versions, he is a shapeshifter but his powers are explained to come from taking a special formula specifically tailored by a crooked scientist to work with his DNA. In this series, he is hired by the Joker to kill Catwoman. His son **Chris Cassius** (portrayed by Ian Reed Kesler) can turn people into clay after stealing and taking his father's formula, making his powers similar to the Preston Payne version of Clayface and his own son Cassius "Clay" Payne. Chris is eventually defeated by Helena Kyle.
- Basil Karlo appears in *Gotham*, portrayed by Brian McNammon.^{[47][48][49]} This version is a deceased actor who was revived from the dead by Hugo Strange and Ethel Peabody at the underground Indian Hill facility. Thanks to the octopod DNA in him, Basil can stretch his face. In the episode "Wrath of the Villains: A Legion of Horribles", after James Gordon is apprehended by Hugo Strange's orderlies, Karlo's head is placed in a special head mold which Hugo Strange then uses to help shape Karlo's face to resemble James Gordon's face. One of Strange's minions then topped it off with a wig to finally match Gordon. Gordon looks in shock as Karlo started to match Gordon's voice. In the episode "Wrath of the Villains: Transference", Basil as Gordon confronts the authorities outside of Arkham Asylum and tells them that there was nothing incriminating there while asking for a ride back to the Gotham City Police Department. His ruse has Harvey Bullock and Alfred Pennyworth mildly suspicious, until Barbara Kean

sees through it. In the episode "Mad City: Ghosts," Basil Karlo returns where he is used by Edward Nygma to help break Mayor Oswald Cobblepot's mind by posing as Elijah Van Dahl's ghost.

Animation

- Clayface's first animated appearance was in Filmation's 1970s TV series called *The New Adventures of Batman*, voiced by Lou Scheimer and later by Lennie Weinrib. This was the Matt Hagen version and he must apply his special potion daily to keep his Clayface powers. In this show, he often took on the forms of animals.

In "Dead Ringers", Clayface in his true form Matt Hagen forces former criminal-turned-acrobat Kit Martin to help him in exchange that he will not tell his boss of his criminal record. The plot involves posing as Batman in order to kidnap the Arabian Oil Minister Basil Oram. They disguise themselves as Batman and Robin, capture Oram and escape in a special shapeshifting vehicle. Clayface later calls Commissioner Gordon, stating that he will return Oram and the blueprints for an oil-finding device in exchange for \$10,000,000 by the end of the first hour. Clayface then orchestrates a car accident that knocks out Batman and then stows away in the Batmobile in order to infiltrate the Batcave. Clayface then discovers that Batman has amnesia and uses this advantage to find out Batman's secret identity, but his plan is foiled when Bat-Mite distracts him long enough for the Bat-Computer to create an antidote for Batman's amnesia. Clayface sneak out of the Batcave disguised as a rabbit with Bat-Mite in pursuit while Robin and Batgirl learn why Kit is involved with Clayface's kidnapping plot. Batman used the Bat-Boat to pursue Clayface when he escapes into the water in the form of a dolphin. After Kit returns the blueprints to Commissioner Gordon, Robin and Batgirl learn from Kit that he was to deliver a "medicine" to Clayface before midnight. When Clayface's shapeshifting wears off, he reverts back to Matt Hagen and begins to drown as Hagen cannot swim, until Batman saves him and hands him over to the police. In "Curses! Oiled Again", Clayface collaborates with Catwoman to steal a shipment of oil bound for Gotham City during a cold snap. They also plan to steal the country's oil supply. When Batman and Robin scout out each of the storage tanks in the south side and the waterfront, Batman finds Catwoman and Clayface at the oil storage tanks on the waterfront and is led into a trap where Clayface attacks Batman in the form of a snake. Catwoman appears and shows Batman how she and Clayface have been draining the oil from Gotham City. Batman breaks free from Clayface when Robin, Batgirl and Bat-Mite arrive. Clayface turns into an eagle to get Catwoman away from Batman. Catwoman and Clayface manage to lose Batman, Robin, Batgirl and Bat-Mite in a car chase when the Kitty Car jumps over Batgirl. Catwoman and Clayface intercept a call between Batman and Commissioner Gordon revolving around the oil supertanker arriving in Gotham City. Catwoman and Clayface manage to steal some of the oil and escape in their submarine as Catwoman flees in her plane. Clayface turns into a whale in order to attack Batman and Robin. Batman and Robin net Clayface, who turns into a flying fish to get out, only to be caught in a smaller net by Robin. In the two-part episode "Have an Evil Day", Zorbo enlists Joker, Penguin, Catwoman and Clayface to keep the Dynamic Duo busy while he steals America's nuclear power plants.

- The DC Animated Universe featured the Matt Hagen version of Clayface, voiced by Golden Globe winner Ron Perlman.
 - Clayface is introduced in the critically acclaimed 1990s series *Batman: The Animated Series*, with Matt Hagen having several of Basil Karlo's aspects as well. In the episode "Feat of Clay" (written by veteran comic book writer Marv Wolfman), Matt Hagen was a past-his-prime actor disfigured in a horrible car accident. While recovering in a burn clinic, corrupt businessman Roland Daggett makes him a test subject for the compound 'Renuyu' that he promises will immediately restore his youthful good looks. In exchange, Hagen must use the chemical to commit crimes for Daggett. Matt tries to resist but is forced to comply as the Renuyu chemical is extremely addictive. After Hagen botches an attack on Lucius Fox while disguised as Bruce Wayne, Daggett cuts his supply off. Hagen attempts to steal a large quantity of



Matt Hagen as Clayface as seen in *Batman: The Animated Series*.

Renuyu from Daggett's compound but is caught and Daggett's men pour an entire canister of the compound down his throat and leave him for dead. Rather than kill him, the overdose saturates every cell in his body, turning him into a bulky and misshapen clay-like form of Clayface. For short periods of time, he can shapeshift into anything or anybody he wishes. Clayface tries to get revenge on Daggett, but Batman stops the villain. When caught, Clayface fakes his death (the body the morgue has turns out to be a hollow shell which dries up and breaks apart). The episode "Mudslide" shows Clayface reappearing and revealing that he has been in hiding and that his body is beginning to deteriorate. He is restored to a semblance of health by Dr. Stella Bates (voiced by Pat Musick), a former medical adviser during Hagen's career who fell in love with Matt. Batman tracks him down and prevents Clayface's treatment. Clayface and Batman then fight on a cliff during a rainstorm above an ocean. They both fall, and hang onto the cliff. Batman attempts to save Clayface, but his body absorbs too much rain to hold itself and he falls into the ocean where he dissolves.

- Clayface returns in *The New Batman Adventures*. Clayface makes a brief appearance in the pilot episode "Holiday Knights" where he separates himself into various little boys to steal items during a Christmas Eve rush. Revealing himself, he attacks Detectives Harvey Bullock and Renee Montoya but is defeated by Batgirl. In the episode "Growing Pains", Clayface returns barely alive after continuing to dissolve. Clayface's remains drift near a pipe leaking strange chemicals into the ocean which combine with Clayface's remains to restore his strength. Still weakened, Clayface sends a portion of himself which takes a little girl's form later named 'Annie' (voiced by Francesca Marie Smith) to see if the city is still safe for him to resurface. Annie unexpectedly develops an individual personality, wandering around Gotham with no memory of who she is and encounters Robin. As Robin develops an affection for Annie, Clayface poses as the girl's abusive father, committing various robberies in order to make a living in Gotham's sewers. Eventually, Clayface recovers, cornering Robin and Annie, to which Annie allows herself to be reabsorbed (effectively killing her) to save Robin. Enraged by Annie's 'death', Robin almost kills Clayface with gallons of solvent, but Batman intervenes and stops and the villain is arrested and imprisoned in Arkham Asylum. When Commissioner Gordon lists the charges Clayface is accused of, Robin quietly adds murder as one of them.
- Clayface is also featured in the *Justice League* animated series. In the episode "Secret Society", he is revealed to have been captured, separated and sealed into several biohazard canisters by Morgan Edge. The Secret Society attack Edge's mansion to free Clayface and offers membership. Now less aggressive and psychopathic than before, Clayface is reluctant at first but Gorilla Grodd promises to find a way to revert Clayface back to Matt Hagen yet allow him to keep his powers. However, Clayface is defeated along with the rest of the group after the Flash and Hawkgirl stuff him with fireworks and set them off.



Matt Hagen as Clayface in *The New Batman Adventures*

- There are two versions of Clayface that appear on the aughts TV series *The Batman*:
 - The first incarnation is **Ethan Bennett** (voiced by Steve Harris), a detective in the Gotham City Police Department and Bruce Wayne's best friend. Bennett turns into Clayface in the two-part season finale "The Rubber Face of Comedy" and "Clayface of Tragedy" when he inhales a dose of the Joker's 'Joker Putty'. After a session of extensive brainwashing and traumatizing, Ethan is rescued by Batman and Detective Ellen Yin. After publicly denouncing Chief Angel Rojas's claims about Batman and getting suspended for it, Bennett mutates into a featureless gray clay-like figure and tries to look for help, scaring away the locals, though Ethan manages to change back into his original



Ethan Bennett as Clayface in *The Batman*

form with practice. While trying to murder Rojas, Clayface deals with Yin and Batman. In the second season, Bennett appears primarily as Clayface. In the episode "Meltdown", Clayface is captured and put on trial for his crimes. Despite being released on probation, the temptations of being a criminal were too severe for Bennett. In the episode "Grundy's Night", Clayface impersonates Solomon Grundy in order to loot the city on Halloween but is ultimately stopped by Batman. In the fourth season, Bennett has a change of heart while Karlo appears. In the episode "Clayfaces", Bennett seems to have finally reformed by tracking down and capturing Joker, disguising himself as Joker's henchmen Punch and Judy. He hands Joker over to the police without using excessive force and turns himself in to the authorities. Now in Arkham Asylum, Bennett wants to return working as a police officer even as Clayface.



Basil Karlo as Clayface in *The Batman*.

- The second incarnation introduced is the Basil Karlo incarnation (making his animated debut), voiced by Wallace Langham (in "Clayfaces") and by Lex Lang (in "The Batman/Superman Story"). He is an untalented actor who is repeatedly turned down in auditions for a dog food commercial when he hears that Bennett is about to be cured. Karlo breaks into Wayne Industries and drinks a refined, purified sample of the same mutagen that Bennett was exposed to. This successfully turns Basil into a new version of Clayface and he gives himself a more conventional appearance. After being rejected once again, Karlo snaps and uses his Clayface powers to attack the people who rejected him. Karlo initially believes this would be the death of his career but he then sees that being a supervillain has made him a celebrity covered on nearly every channel, as well as show his previous movie *The Revenge of The Atomic Clone*. As Karlo was wreaking havoc, Bennett resorts to escaping from Arkham. Bennett tracks down and battles Karlo with the aid of Batman and Robin. Bennett then restraining Karlo down while Batman administers the successful antidote, thus both Bennett and Karlo are cured and returned to Arkham. Ethan planned to finish his sentence. Visited by Bruce, Ethan states that they should play basketball one day. Since the antidote finally cured all of his mutated cells, Ethan will eventually be free. However, the episode's final scene shows that Karlo has retained his powers. The episode "Artifacts" depicts 20 years into the future with Bennett reinstated into the GCPD as Chief of Police. In the final season's "The Batman/Superman Story", Karlo reappears when Clayface and Black Mask are hired by Lex Luthor to kidnap Lois Lane as bait for a trap to lure in Superman so that Bane and Mr. Freeze can attack Superman at once. Superman defeats the villains with Batman and Robin's help but Clayface escapes. Clayface later fights Batman and Robin in LexCorp's Gotham headquarters and ends up defeated.
- The *Batman: The Brave and the Bold* episode "Joker: The Vile and the Villainous" features a portrait of the Preston Payne version of Clayface in the villain bar where Batman's Rogues Gallery hangs out.^[50]
- The Matt Hagen version of Clayface appears in the *Young Justice*, voiced by Nolan North. In "Downtime", he is seen at the beginning where he overpowers the entire team and is about to kill Aqualad until Batman intervenes and quickly subdues him with a taser, which causes Clayface to dissolve into a puddle. He was later taken to Arkham Asylum. In "Happy New Year", Clayface encounters Miss Martian and Superboy in the sewers, where he attacks Superboy with the same tactics he used before. By this point he has become immune to the tasers Robin uses, but Superboy uses a special pill to freeze Clayface. He is then returned to Arkham.

Film

- The Flashpoint version of Clayface appears in the animated film *Justice League: The Flashpoint Paradox*. He is part of Deathstroke's pirate crew that fights Aquaman's army until he is killed by Ocean Master.
- The Basil Karlo version of Clayface appears in *Batman Unlimited: Monster Mayhem*, voiced by Dave B. Mitchell. Clayface has joined The Joker's gang of monsters to wreak mayhem on Gotham City.

- The Basil Karlo version of Clayface appears in *Batman Unlimited: Mech vs. Mutants*, voiced again by Dave B. Mitchell. Clayface, Killer Croc, Chemo, and Bane are freed from Arkham by Mr. Freeze and the Penguin. Freeze uses a serum to turn Chemo and Croc into giant monsters. Meanwhile, the treacherous Penguin enlists Clayface and Bane to help with a coup against Freeze. Penguin injects them with the serum and Bane throw Freeze across Gotham. Clayface goes after Batman and Robin but the serum turns Clayface into a lava monster. Using a freeze ray developed by Freeze, Robin, the Flash, Man-Bat, and Nightwing Clayface is frozen. However Clayface is accidentally freed by some children and, back to his original form, escaped into the sewer.
- The Basil Karlo version of Clayface appears in *The Lego Batman Movie*, voiced by Kate Micucci.

Video games

- The Matt Hagen version of Clayface appears as the final boss of Sega CD version of *The Adventures of Batman & Robin*, although he takes on the appearance of Rupert Thorne (who was on vacation at the time) throughout the majority of the game, having hired other villains such as Joker, Poison Ivy and Riddler to stall Batman and Robin. He is fought in an aerial battle while fleeing in a helicopter from the Batwing. In the end, Batman damages the helicopter and it crashes into a bridge. Clayface falls into the river below and dissolves. Of note, this is the only time in the entire DC Animated Universe in which Dick Grayson comes into conflict with Clayface. The game's cutscenes have since come to be known as the infamous "Lost Episode" of *Batman: The Animated Series*, though it is not considered canonical to the DC Animated Universe.
- The Matt Hagen version of Clayface appears on the final level of SNES version of *The Adventures of Batman & Robin* as one of several villains trying to take down Batman.
- The Matt Hagen version of Clayface is the second boss of *Batman: Rise of Sin Tzu* again voiced by Ron Perlman. Along with Scarecrow and Bane, he is manipulated by Sin Tzu into escaping Arkham Asylum and challenging Batman. Clayface takes over a chemical factory, intending to mutate Gotham's citizens into clay like himself, hoping that this will leave them more likely to search for a cure.
- The Basil Karlo version of Clayface appears in *Lego Batman: The Videogame*, with his vocal effects provided by Ogie Banks. He is a lieutenant of the Riddler. His look and structure is that of the Matt Hagen version from *Batman: The Animated Series* and *The New Batman Adventures* (though his biography says it's Basil Karlo)^[51] His actions and mannerisms suggest a low level of intelligence. In the DS version, he is Matt Hagen instead of Basil Karlo, despite having the same design as Karlo.
- The Basil Karlo version of Clayface can be seen in *Batman: Arkham Asylum*. Although never seen in his true form, he is shown changing into various other game characters while asking to be let out of his cell (behind a strong glass wall smeared in clay). His biography states it is Basil Karlo, although the presence of a mannequin in the cell hints at Preston Payne's relationship with "Helena". His profile is obtained by scanning him (revealing that he has no visible skeleton unlike all other scanned characters), solving Riddler's riddle: "A case of mistaken identity?" After he is revealed, he stays in the form of Commissioner Gordon for the remainder of the game, and only laughs when the player tries talking to him. When the player returns to the Penitentiary section and finds Warden Quincy Sharp gone with the final Arkham Chronicles enscribed on the floor, Clayface as Commissioner Gordon states that the warden left in a hurry. He is also one of the villains who is listed on the party list. It is stated that while during therapy, he likes to constantly turn into the Doctor interviewing him, for no other reason than to annoy her, which he finds amusing.
- The Basil Karlo version of Clayface appears in *Batman: Arkham City*, voiced by Rick D. Wasserman. He is seen present throughout the game, posing as a healthy Joker to draw attention away from the dying Clown Prince of Crime. He is also the game's final boss, where he reverts to his true form for the fight. Scanning a poster of The Terror (a reference to Karlo's first appearance) outside the Monarch Theatre reveals that Clayface had escaped Arkham Island after the events of the previous game by posing as Quincy Sharp, and had been on the run from Hugo Strange ever since. While Clayface does pose as Joker for most of the game, the only indicator of the ruse is that Clayface does not have any bones, which can be seen during the Joker boss fight. The plot is revealed after Clayface-Joker is impaled and supposedly killed by Talia al Ghul. Batman then realizes what has happened, only for Talia to be shot and killed by the real Joker. Finally Clayface reveals himself and takes the cure for the Titan toxin, causing Batman to be highly shocked as Karlo was not even an inmate of Arkham City. Clayface says that he joined up with Joker for the chance to play "the role of a lifetime" before brutally attacking Batman with a series of shapeshifting attacks and spawning miniature Clayfaces. Joker destroys the floor of the Monarch Theatre,

sending the combatants into the Lazarus Chamber. There, Batman defeats Clayface and retrieves the cure using freezing grenades and Talia's sword.

- The Basil Karlo version of Clayface appears in *DC Universe Online*, voiced by Benjamin Jansen. He attacks Gotham S.C.U. until the players activate a containment unit to trap Clayface. In the villain campaign, the players free Clayface from his containment unit. The players also confront Clayface again in the Old Gotham Subway duo instance, where he first appears taking the shape of Two-Face. After defeating him, Two-Face tells the player through communicator that "the Penguin must have promised him a cure for his unfortunate condition. He has not yet learned that the cure is worse than the disease."
- Although he does not make an appearance as Clayface, Basil Karlo is referenced in *Gotham City Impostors*. There are posters on both sides of the theatre that depict a masked man, above of which are the words "Basil Karlo in..."
- The Basil Karlo version of Clayface makes an appearance in *Lego Batman 2: DC Super Heroes*, voiced by Fred Tatasciore. He appears as a boss fight and unlockable character, found in an alley behind Gotham Bank. Before the fight, he remarks on how his mother always told him he could "be anything" (which after gaining his powers is, of course, true).
- In *Batman: Arkham Origins*, posters for a Basil Karlo comedy are seen next to a theater.
- Several versions of Clayface are referenced in *Batman: Arkham Knight*. The first is Basil Karlo, who is referenced in posters that say "Basil Karlo is The Terror" that can be found in Panessa Studios. Several are referenced in a poster of a movie named "Dark Interlude" starring Matthew Hagen and Stella Bates (a reference to the character from the *Batman: The Animated Series* episode "Mudslide"), found in the Clock Tower, as well as other co-stars Karlo, Preston Payne and Sondra Fuller.

Miscellaneous

- Issue 12 of the comic book tie-in to *Young Justice* (which serves as a prequel to the episode "Downtime") reveals Matt Hagen/Clayface's back story as a mediocre member of the League of Shadows who romances Talia al Ghul. After her father Ra's al Ghul reluctantly gives the couple his blessing, Hagen reveals that he has cancer and uses her to heal himself in the Lazarus Pit. After he is submerged, Talia takes revenge on him by locking him there for months. After Ra's al Ghul uses the pit, Hagen emerges mutated and insane and attacks Talia only to be subdued by Ra's al Ghul and Sensei. After convincing Clayface to sleep, Ra's al Ghul uses him against Batman in Gotham upon having Sensei dropping Clayface off in Gotham while demanding an explanation from Talia about how Clayface came to be. Clayface's attack leads up to the team's battle with him in the sewers. In issue 13, Clayface secretly studies The Team and takes down Superboy, Miss Martian, Kid Flash, and Robin in each trap. Before Clayface can finish off Aqualad, Batman intervenes and quickly subdues him with a stronger taser which causes Clayface to dissolve into a puddle.

See also

- List of Batman Family adversaries

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 | Comics characters introduced in 1987 | Comics characters introduced in 1998
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