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6 ZOMBIE HEROES

| Juggernaut | Psylocke | Dark Phoenix | Cyclops | Sabretooth | Iceman |

9 DOUBLE-SIDED TILES
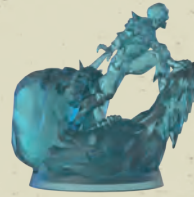
12 BYSTANDERS

Amanda Sefton

Callisto

Abigail Brand

Ka-Zar

Bolivar Trask

Shanna

Mariko Yashida

Valerie Cooper

Moira MacTaggert

William Stryker

Senator Kelly

Trish Tilby

63 ZOMBIES

x7 x7 x7 x7

x7 x7

x7 x7

x7 x7

35 Walkers (Multiple Man)   14 Brutes (Reavers)   14 Runners (Hellfire Soldiers)

140 CARDS

6 SUPER HERO ID CARDS

45 HEROIC TRAIT CARDS

42 SPAWN CARDS

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- Exit Token..1

- Activation Tokens 6
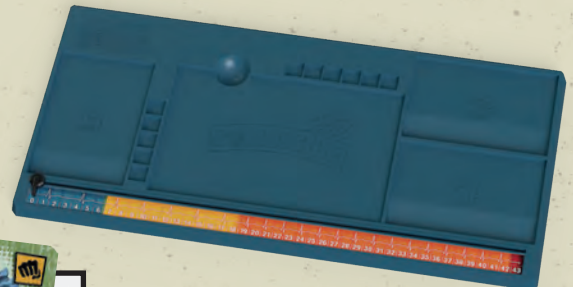
6 PLASTIC DASHBOARDS

6 COLOR BASES

6 DICE

12 TRACKER CUBES

✿ ZOMBIE MODE CONTENT

This box also contains the cards needed to use its Heroes and Bystanders in Zombie Mode. The **Marvel Zombies** core box is needed to play in Zombie Mode.

6 ZOMBIE HERO ID CARDS

12 BYSTANDER CARDS

6 SUPER HERO CARDS

INTRODUCTION

When the zombie invasion took over the world's mightiest heroes, most assumed everything was lost. What hope could there be for ordinary people to survive the ravenous onslaught of these Zombie Heroes? But some Super Heroes still remain. Holed up in Xavier's School for Gifted Youngsters, the X-Men are mounting their last stand against the undead. Former enemies join their ranks, as the desperate battle between the living and the dead escalates. Old allies will need to be put down before they can devour every single last person on the planet. So, assemble your Super Hero team, muster all the power you can, and become humanity's last hope. This will not be a world of Marvel Zombies as long as the X-Men Resistance lives on!

Marvel Zombies: X-Men Resistance - A Zombicide Game is a cooperative game where 1 to 6 players control the last surviving Super Heroes facing off against Zombie Heroes and the zombie hordes controlled by the game itself. The goal is to complete Mission Objectives, defeat the Enemies, and rescue Bystanders. Eliminating Zombies gives you the experience needed to become an even more powerful Super Hero. But the stronger you are, the more Zombies appear to hunt you down and devour you! Only by working together and pushing their powers to the limit can the Super Heroes hope to put an end to the zombie apocalypse!

! ATTENTION ZOMBICIDE VETERANS!

We highly recommend reading through ALL of the following rules carefully, as there are many differences, both big and small, from classic Zombicide rules.

✦ HERO MODE / ✿ ZOMBIE MODE

The rules contained in this box are for **Hero Mode**, in which players control the last remaining Super Heroes against the ravenous Zombie Heroes. However, *Marvel Zombies* can also be played in **Zombie Mode**, with those roles reversed, by using the contents and rules from the *Marvel Zombies* core box.

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SETUP

1. Choose a **Mission**. *Each Mission can be played with 4 Super Heroes, with additional instructions for 5-6 Super Heroes (controlled by 1-6 players). Any Mission may be played with fewer Super Heroes, but this increases the difficulty!*

2. Place the **Tiles** as indicated on the Mission map.

3. Place any **Spawn Points** and other **Tokens** as well as any **game pieces** as indicated by the Mission.

4. Unless otherwise indicated by the Mission, remove both **Secret Mission** cards from the Bystander deck. Then, place 1 random **Bystander Card** facedown in each Zone featuring the 👤 Icon.

Bystander Icon

5. Take and separate the following card types, identified by their unique card backs. Shuffle each of these into their own deck and place them facedown near the board:

A. **Spawn Deck:** These cards bring the Zombie hordes and Zombie Heroes players will face during the game.

This is a Spawn Card

This is a Bystander Card

Empty Bystander card slot

Tracker on the 3 of the Health Bar

Empty Heroic Trait card slots

This is a Heroic Trait Card

Unactivated Activation token

Tracker on the 0 of the Danger Bar

Tracker on the 0 of the Power Track

ID Card on the central card slot

B. **Zombie Hero Deck**: Each time a Zombie Hero card is drawn from the Spawn deck, a random Zombie Hero is spawned. Each Zombie Hero presents a unique challenge!

This is a Zombie Hero Card

C. **Heroic Trait Deck:** A deck of abilities that the Zombie Heroes can tap into, unleashing their new power.

D. **Bystander Deck:** Notable characters that can appear during the game for players to rescue. Some already begin hiding on the board, but others can be spawned through special events!

E. **Sentinel Hand Reference Card:** This card is a reminder of the rules for this interactive item.

This is the Sentinel Hand Reference Card

6. Gather the number of **Super Heroes** chosen to play with (4, 5, or 6) and distribute them among the players in any way they see fit. Players sit around the table in any order they choose, playing cooperatively against the game, forming a single team.

7. Players take 1 **Dashboard** for each of their Super Heroes, placing it in front of them, with the **Super Hero's ID Card** on it. Make sure the sliding tracker is on the 0 space of the blue area of the Danger Bar.

8. For each Super Hero, players take **2 Tracker Cubes** and a **Color Base** of the chosen color. They place a tracker on the rightmost slot of their **Health Bar** and another tracker on the 0 slot of their **Power Track**. Then, attach the color base to the Super Hero game piece.

9. Place the game pieces representing the chosen Super Heroes in the Super Hero Starting Zone as indicated by the Mission.

10. Each player then takes 1 Activation token, placing it with its green (Unactivated) side faceup next to their Dashboard.

GAME OVERVIEW

WINNING AND LOSING

The game is won immediately when all Mission objectives have been completed. The game is lost at the end of any Game Round in which a Super Hero has been eliminated, or when a Mission-specific losing condition is met. This is a cooperative game, so all players win or lose together!

GAME ROUNDS

Marvel Zombies: X-Men Resistance is played over a series of Game Rounds which proceed as follows:

PLAYER PHASE

This is the Phase in which the Super Heroes will perform various Actions, such as moving across the gameboard, performing Attacks, and Rescuing Bystanders!

ENEMY PHASE

Once all Super Heroes have activated, the Player Phase ends and the Enemy Phase begins. During this phase, any Enemies currently on the gameboard attempt to eliminate the Super Heroes and new Enemies are spawned.

END PHASE

Each Mission, and some Skills, may list certain effects that happen during the End Phase. Most importantly, if any Super Hero has been eliminated, the players immediately lose the game when the End Phase is reached! Otherwise, once the End Phase is completed, a new Game Round begins.

THE BASICS

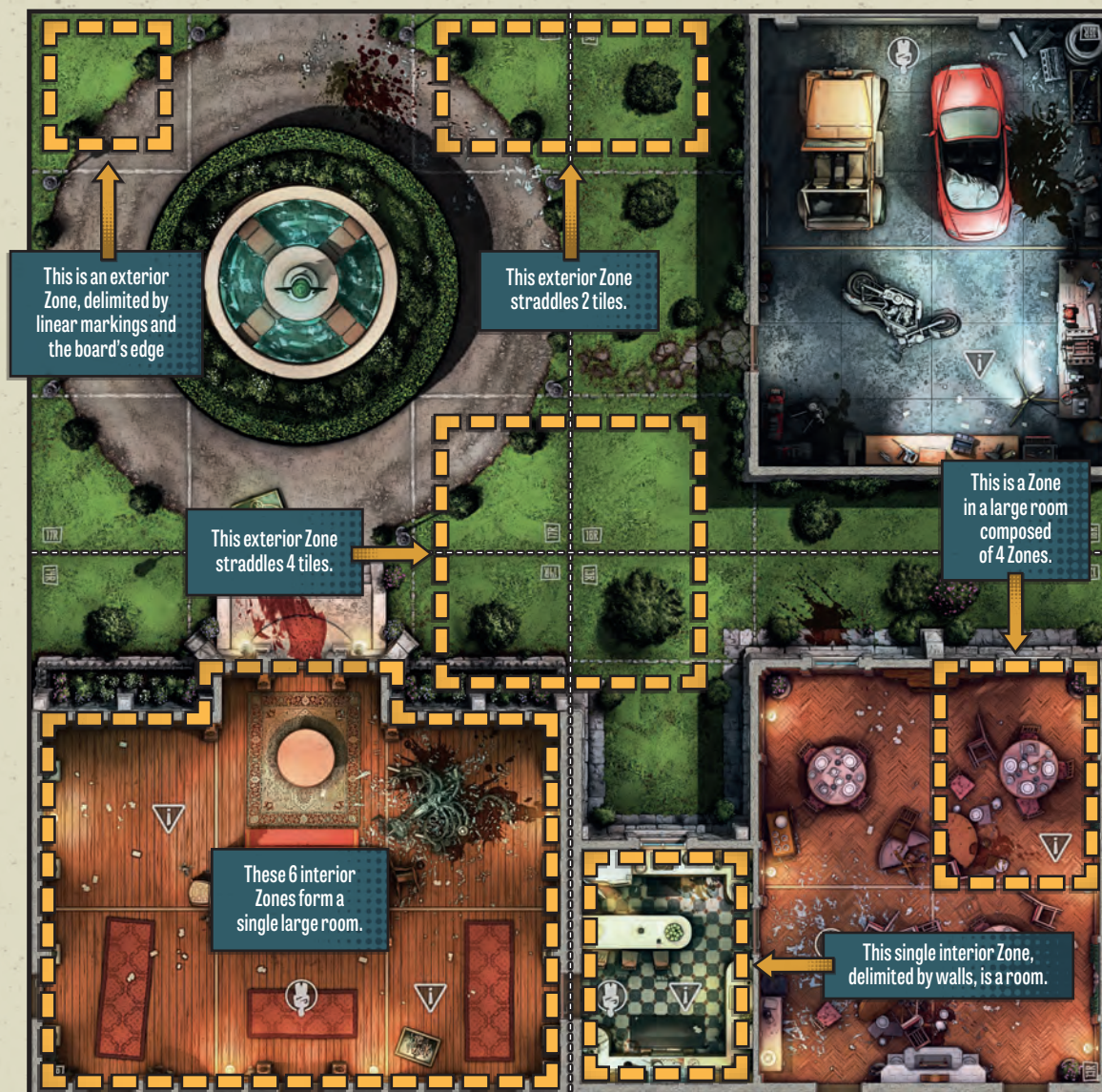Before we get into specifics, here are some general rules that will aid players:

USEFUL DEFINITIONS

Enemy: This term refers to the various Zombie hordes and Zombie Heroes. This term includes all Walkers, Brutes, and Runners, as well as all Zombie Heroes. It **does not** include Bystanders!

Zombie Hero: A zombie Super Hero spawned and controlled by the game to fight the players.

Super Hero: A living Super Hero controlled by a player.

Zone: In exterior locations, a Zone is the area between linear markings (or linear markings and the board's edge) and the walls of buildings. In interior locations, a Zone is either a room (delimited by walls), or the area between linear markings and the walls inside a large room.

This is an exterior Zone, delimited by linear markings and the board's edge

This exterior Zone straddles 2 tiles.

This exterior Zone straddles 4 tiles.

This is a Zone in a large room composed of 4 Zones.

These 6 interior Zones form a single large room.

This single interior Zone, delimited by walls, is a room.

LINE OF SIGHT

Line of Sight defines whether two elements on the gameboard (Super Heroes, Enemies, Bystanders, etc.) can see each other.

In exterior Zones (also referred to as street Zones), Line of Sight is traced in straight lines that run parallel to the edges of the board. Line of Sight cannot be traced diagonally. Elements have Line of Sight through as many Zones as the line can pass through before reaching a wall or the edge of the board.

In interior Zones (also referred to as building Zones), Line of Sight can be traced to any room that shares an opening with the Zone the element is currently in. If there is an opening, the walls do not block Line of Sight between 2 rooms. However, **Line of Sight into an adjacent room is always limited to the first Zone in the room.**

Large rooms are rooms composed of multiple Zones. Line of Sight inside them can cross any number of Zones in a straight line, but never diagonally. Line of Sight does not extend to an adjacent room unless the element is in a Zone that shares an opening with the other room.

Line of Sight between an interior Zone and exterior Zones may be traced through any number of exterior Zones in a straight line, but only 1 Zone into the building.
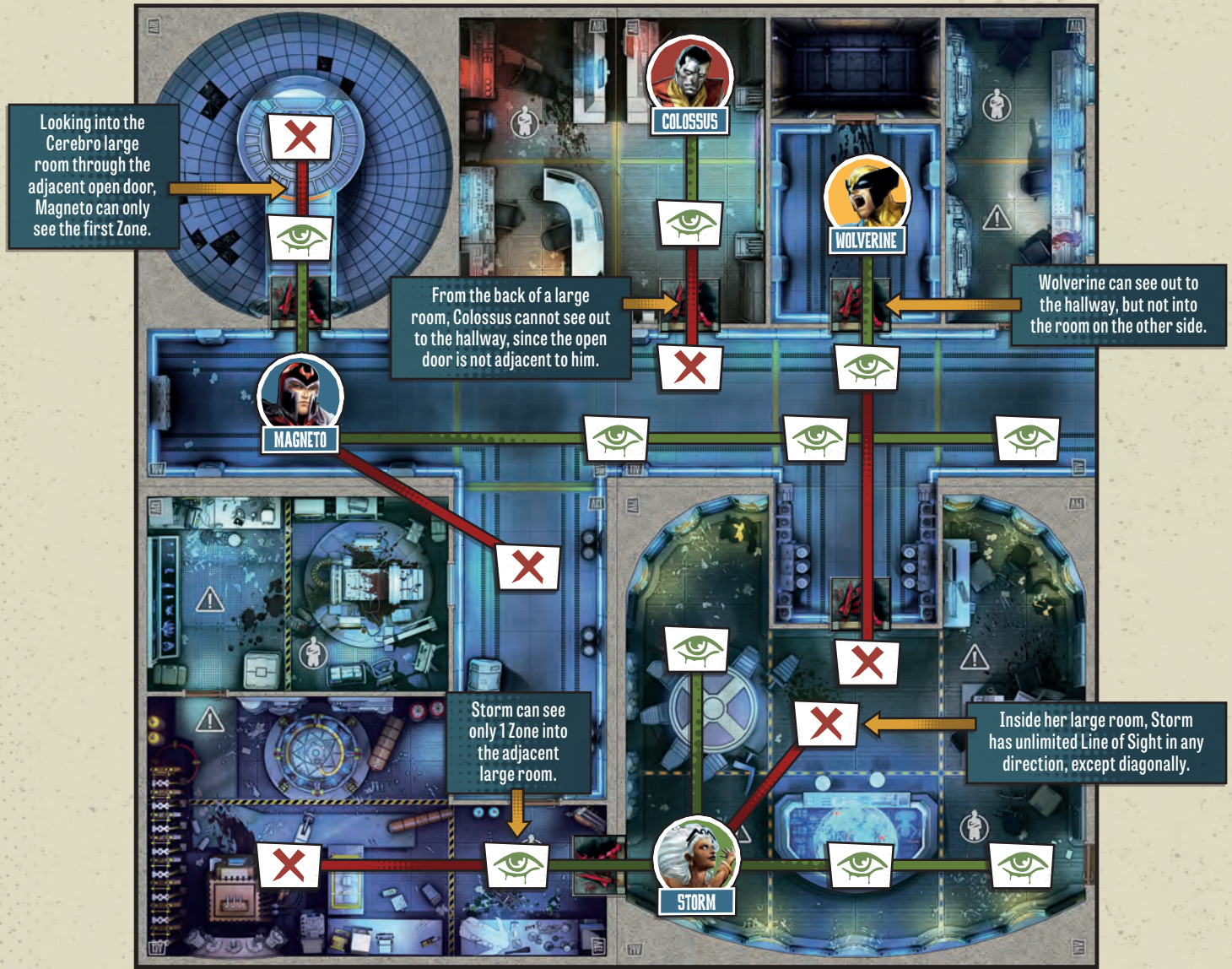
Closed Doors and **Windows** block Line of Sight.

Enemies, **Bystanders**, and **Super Heroes** do not block Line of Sight.

IMPORTANT: *All Super Hero Skills, Traits, and Abilities require Line of Sight unless specifically stated otherwise.*

MYSTIQUE

Mystique and Wolverine can see each other across unlimited exterior Zones in a straight line.

Through the open window, Magneto can see 1 Zone into the large room, but not beyond that.

There is no diagonal Line of Sight.

MAGNETO

Rogue can only see into the adjacent room through the opening, but not beyond to the exterior.

ROGUE

WOLVERINE

MYSTIQUE

Looking into the Cerebro large room through the adjacent open door, Magneto can only see the first Zone.

From the back of a large room, Colossus cannot see out to the hallway, since the open door is not adjacent to him.

Wolverine can see out to the hallway, but not into the room on the other side.

Storm can see only 1 Zone into the adjacent large room.

Inside her large room, Storm has unlimited Line of Sight in any direction, except diagonally.

From her hallway Zone, Rogue can see into all the rooms adjacent to it (her position in the Zone doesn't matter), except for this one above her due to the closed door.

The two hallway Zones form one large room. Mystique can see into the adjacent hallway Zone, but not into the room beyond it.

MOVEMENT

Game pieces such as Super Heroes, Enemies, and Bystanders can move from their Zone to an adjacent one. An adjacent Zone shares at least one unobstructed edge with their current Zone. Corners do not count. This means no diagonal movements!

In exterior Zones (also referred to as street Zones), movement from one empty Zone to another has no restrictions. However, game pieces must go through an open door or window to move from an exterior Zone to an interior Zone and vice-versa.

In interior Zones (also referred to as building Zones), game pieces may move from one room to another as long as their Zones are linked by an opening (such as an open door or window). The position of a game piece in the Zone and the layout of the walls do not matter as long as the Zones share an opening. Inside a large room, movement from one empty Zone to another has no restrictions.

Super Hero movement is hindered by Enemies in their Zone (see Move on page 16).

Wolverine can move
1 Zone left across
the exterior Zones...

...but he cannot move diagonally.

Since the window is open, he can move into the large room.

WOLVERINE

Remember: No diagonal moves!

ROGUE

The closed door prevents Rogue from entering the adjacent room. It must be opened first.

Inside the large room, Rogue can move to any adjacent Zone.

FOUNTAIN

The fountain Zone in front of the X-Mansion cannot be entered. However, it does not block Line of Sight.

COLOSSUS

MULTIPLE LEVELS

Some Missions take place across different levels, represented by separate groups of tiles. The X-Mansion may be divided into the ground floor, upper floor, and the underground.
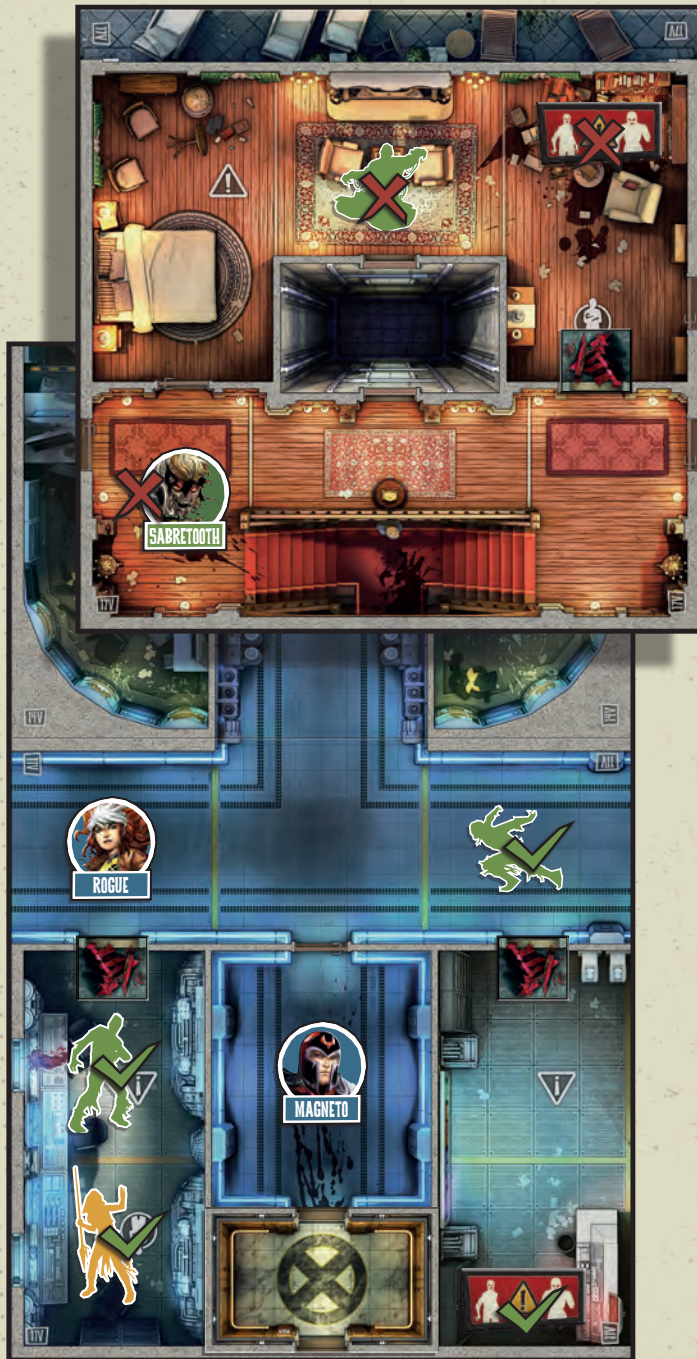
Upper Floor

Ground Floor

Underground
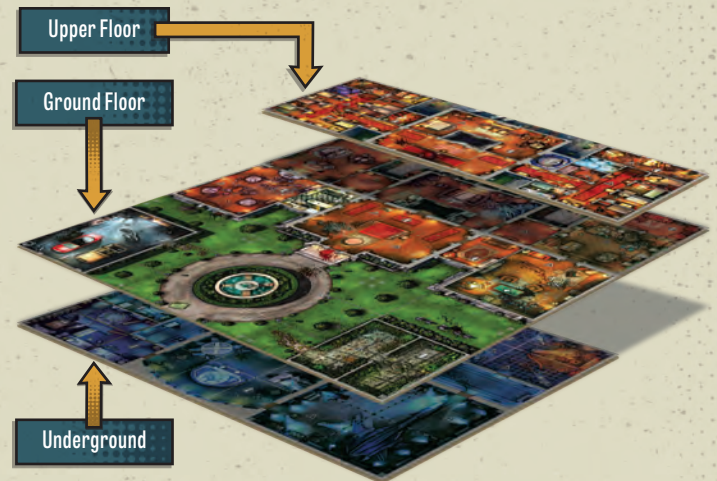
Each level is only considered active as long as there is at least one Super Hero on it. This has two consequences:

- At the end of the Player Phase, if there are no Super Heroes on a level, any revealed Bystanders on that level are eliminated (this triggers the Bystander Devoured effects, see page 25).

- During the Enemy Phase, if there are no Super Heroes on a level, do not activate any Enemy on that level, nor draw any card for its active Spawn Points.

Example: During the Enemy Phase, all the Super Heroes are on the underground level. Enemies, Bystanders, and Spawn Points on that level activate as usual. Since there are no Super Heroes on the upper floor, Sabretooth and the Brute don't activate, and no card is drawn for the Spawn Point.

STAIRS

The Stairs allow game pieces to move between the ground floor and the upper floor. The Stairs themselves are not Zones that can be occupied, they are there only to indicate the connection between levels. Anybody standing in a Zone connected to Stairs may move 1 Zone to go to another Zone connected to Stairs located at the other level. This means Enemies can also use the Stairs to move between levels if they can't see anyone on their level and the closest target is on the other level (see Activate Enemies on page 18).

IMPORTANT: *There is no Line of Sight between levels.*

NOTE: *The Stairs on the ground floor block Line of Sight and movement between the entrance Zone and the Zone behind the Stairs.*

Example: By taking the Stairs, it's possible to move from the entrance Zone on the ground floor directly to one of the 2 landing Zones on the upper floor, and vice-versa (remember the Stairs themselves are not Zones).

ELEVATOR

The Elevator is a quick way to move between levels. The Elevator token is essentially a room that can be moved between the elevator shaft Zones featured on each level. During their turn, as a free Action, a Super Hero adjacent to the elevator shaft can call the Elevator, placing its token on the shaft Zone on their level. Both Elevator doors are open while the Elevator is on a level, closing automatically when it moves elsewhere. Once inside the Elevator, a Super Hero may spend 1 Action to move the Elevator to any other level, carrying with it any Super Heroes, Enemies, and Bystanders standing inside (this is not a Move Action).

> **NOTE:** *The doors to the elevator shaft cannot be opened except by calling the Elevator.*
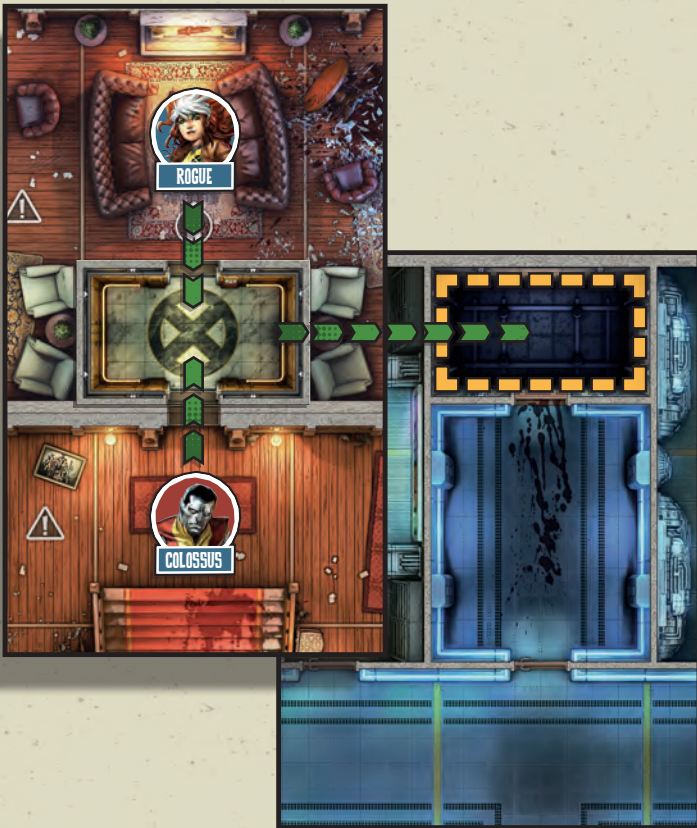
Example: Rogue calls the elevator to the ground floor as a free Action and moves into it with a Move Action. Colossus uses a Move Action to move in as well, then spends 1 Action to move them down to the underground level.

> **IMPORTANT:** *Whenever a Super Hero enters a new level for the first time, be it through the Stairs or the Elevator, immediately spawn any indicated Enemies and Bystanders in the room(s) they've just accessed (see Spawning in Buildings on page 22).*

READING AN ID CARD

Each Super Hero has a unique ID card featuring the following information:

POWER TRACK: Super Heroes are able to harness incredible Power from within themselves, which allows them to perform amazing feats. A Super Hero's Power increases at the start of every Round and can be further increased with Power-Up Actions (see page 17). ✹ (Power) can be spent to activate special effects or add extra Dice to Attacks (see page 24).

HEALTH: Each time a Super Hero is wounded, this track is reduced by 1. If it ever reaches ☠ (zero), that Super Hero is eliminated.

WOLVERINE

☠ 1 2 3

ADAMANTIUM CLAWS
0 3 4+

BERSERKER RAGE
When attacking with Adamantium Claws, add +1 to your dice results for each Wound you have suffered. For each roll of 6, roll +1 die. These dice may generate additional dice.

+1 ACTION
LASH OUT
Once during each Enemy Phase, when Enemies move into your Zone, you may spend 1 ✹ to perform 1 free Melee Attack.

HEALING FACTOR
At the start of each End Phase, you may restore any amount of Health.

ATTACK: Each Super Hero has a unique Attack. Attacks are described in detail on page 23.

SKILLS: Each Super Hero has their own unique Skills, unlocked as they gain Experience (see next page).

MAGNETO

EXPERIENCE, DANGER LEVEL, AND SKILLS

Each time a Super Hero eliminates an Enemy, they gain 1 Experience Point (XP). Or, in the case of enemy Zombie Heroes, 1 Experience Point for each Toughness they had (see Zombie Hero on the next page). Whenever Experience is gained, advance that Super Hero's Danger Bar by that amount. Some Missions may also provide additional ways to gain Experience.

There are 4 Danger Levels on the Danger Bar: Blue, Yellow, Orange, and Red. Reaching a new Danger Level provides the Super Hero with a new unlocked Skill to help them on their Mission.

Gaining Experience has a side effect, however! **When players draw a Spawn card, read the line that corresponds to the highest Danger Level achieved by ANY Super Hero** (see Spawn Enemies on page 20). The more dangerous the Super Heroes become, the larger the zombie horde that rises to devour them!

x9 ← Red Level: 9 Walkers

x8 ← Orange Level: 8 Walkers

x3 ← Yellow Level: 3 Walkers

x2 ← Blue Level: 2 Walkers

WALKERS   #001

A Super Hero starts the game at the Blue Danger Level with 0 Experience Points and a single Skill.

The Yellow Danger Level is reached with 7 Experience Points. The Super Hero gains a 4th Action to use every Turn.

The Orange Danger Level is reached with 19 Experience Points, unlocking another Skill.

The Red Danger Level is reached with 43 Experience Points. All Skills are now available.

| 0 | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20 | 21 | 22 | 23 | 24 | 25 | 26 | 27 | 28 | 29 | 30 | 31 | 32 | 33 | 34 | 35 | 36 | 37 | 38 | 39 | 40 | 41 | 42 | 43 |

ROGUE

☠ 1 2 3

From the start of the game, the Super Hero can use their unique Attack

MIGHTY PUNCHES

0 | 2 | 3+

= 4
= 3
= 2
= 1
= 0

KNOCKOUT PUNCH
All Enemies suffer -1 Toughness (min. 1) against your Mighty Punches Attack. Once during your Turn, you may perform 1 free Open Door Action.

+1 ACTION

ABSORB ABILITIES
Once during your Turn, you may spend 1 ✪ to copy any Attack and/or unlocked Skill on any Super Hero within Range 1 until the end of the Round.

ENHANCED STAMINA
Once during your Turn, you may perform 1 free Attack or Move Action.

ENEMIES

There are 4 types of Enemies. Most Enemies have only a single Action they perform when they activate. The exceptions to this are Runners and Zombie Heroes, who each have 2 Actions per Activation. An Enemy is eliminated as soon as it is assigned enough Hits during a single Attack Action to match its Toughness value. **The Super Hero that eliminates the Enemy gains 1 Experience Point, except in the case of Zombie Heroes, which grant Experience equal to their Toughness value.**

WALKER — MULTIPLE MAN

James Madrox may not be the strongest or fastest zombie mutant, but there's always more of him around. He may multiply when you least expect it, creating hordes of Multiple Man walkers.

- **Actions:** 1
- **Toughness:** 1
- **XP Reward:** 1

BRUTE — REAVER

Cybernetically enhanced zombies, Reavers are literal tanks, slow and tough. But these brutes' overdrive assault can overpower Super Heroes, depleting their Power.

- **Actions:** 1
- **Toughness:** 2
- **XP Reward:** 1

RUNNER — HELLFIRE SOLDIER

Trained by the Hellfire Club, these zombies are relentless and efficient assassins. These runners use their speed to charge at Super Heroes and chase Bystanders.

- **Actions:** 2
- **Toughness:** 1
- **XP Reward:** 1

ZOMBIE HERO

Each Zombie Hero is powerful and unique, but they are all taken over by the overpowering hunger that drives them to devour Super Heroes and Bystanders.

- **Actions:** 2
- **Toughness:** ❤X This is specific to each Zombie Hero, as indicated on their Zombie Hero card.

- **XP Reward:** Equal to their Toughness.
- Each Zombie Hero also has a unique Ability listed on their Zombie Hero Card which is in effect as long as they are on the gameboard.

PLAYER PHASE

During each Player Phase, the following steps must be taken, in order:

1. **Gain Power:** All players increase their Power Track by 1.

2. **Refresh Activation Tokens:** All players flip their Activation tokens to their green (Unactivated) side.

3. **Activate Super Heroes:** All the Super Heroes are activated, one by one. Each Round, the players choose the order in which to activate each Super Hero. During their Turn, a Super Hero can **perform up to 3 Actions at the Blue Danger Level** (not counting any free Action their Blue Level Skill might give them). The Actions available to a Super Hero are as follows:

MOVE

The Super Hero moves from their Zone to an adjacent Zone (they cannot move diagonally, through walls, or closed doors and windows).

- A Super Hero must spend 1 additional Action per Enemy standing in the Zone they're attempting to leave.

  Example: Wolverine is in a Zone with 2 Walkers. To leave this Zone, he spends 1 Move Action +2 additional Actions (1 per Walker), for a total of 3 Actions. If there had been 3 Enemies in the Zone, Wolverine would have needed 4 Actions (1+3) to move.

- Entering a Zone containing Enemies ends the Super Hero's Move Action (this is important for Skills or effects that allow Super Heroes to move multiple Zones per Move Action).

OPEN DOOR/WINDOW

The Super Hero breaks open a door or window in their Zone. Place a Door token on its open side where the closed door was (or, in the case that there was already a Closed Door token there, simply flip it to its open side), or place an Open Window token where the window was.

Closed and Open Door tokens

NOTE: *Once opened, doors and windows cannot be closed again.*

- Some Missions feature colored doors. Usually, these cannot be opened until some condition is met, like finding a specific Objective. Read the Mission description to learn more.

Blue and Green Door tokens

IMPORTANT: *Opening a building for the first time reveals all the Enemies and Bystanders waiting inside. This is explained in the Spawning in Buildings section on page 22.*

GAIN TRAIT

The player draws the top card from the Heroic Trait deck and places it in one of the 2 Heroic Trait slots on that Super Hero's Dashboard. **A Super Hero can only perform a single Gain Trait Action per Turn**, though other effects might grant them extra Heroic Trait cards.

- **Each Super Hero may only have up to 2 Heroic Traits at any time.** If they already have 2 when they draw a new one, they may discard the newly drawn Trait or discard and replace 1 of the 2 on their Dashboard.
- If the Trait deck ever runs out, reshuffle all the discarded cards to make a new deck.
- Heroic Traits have powerful effects but are **discarded after a single use**. Each Heroic Trait has specific instructions for its effects, so read each one carefully! Two Traits can be used together if their requirements are met.

ATTACK

The Super Hero attacks an Enemy they are able to target. Combat is explained in detail on page 23.

RESCUE BYSTANDER

If they are in the same Zone as a Bystander **and there are no Enemies in that Zone**, the Super Hero may Rescue that Bystander. The Bystander game piece is removed from the board and the Super Hero gains their unique Bystander Card, placing it in the left slot on their Dashboard.

- A Super Hero may only have 1 Bystander card at any time. Should they Rescue another Bystander, they may replace the old card with the new one or discard the new one.
- When a Super Hero Rescues a Bystander, they immediately **fill their Power Track to its maximum** (whether they keep their card or not).
- Rescuing a Bystander typically does not award any Experience, but some Missions might modify this.
- Unlike Heroic Traits, Bystander cards are typically not discarded upon use, but instead offer a permanent ability for the Super Hero.
- Any time a Super Hero would suffer Wounds, they may **discard their Bystander card to prevent 1 Wound.** This should not be done lightly, though, as it triggers the **Bystander Devoured** effects (see page 25)!

POWER-UP

While Super Heroes automatically gain 1 Power ✵ at the start of each Round, they may also, during their Turn, perform a Power-Up Action in order to increase their Power Track by 2. This can be done more than once per Turn.

- A Super Hero can only have 4 ✵ at most. Any ✵ gained beyond that is simply ignored.
- Many Skills and Traits require the spending of ✵ to use various effects, as described in their text.
- ✵ can also be used to gain extra Dice when a Super Hero performs an Attack (see Power on page 24).

INTERACT WITH OBJECTIVE

The Super Hero takes and/or activates an Objective in their Zone. The specific effects of doing this are detailed in the Mission description.

Objective tokens

END OF TURN

A Super Hero does not need to perform all their Actions if they wish and may forfeit any remaining Actions and end their Turn.

Once a Super Hero has completed all their Actions (or forfeited any remaining ones) their Turn ends. **Flip their Activation token to its red (Activated) side to indicate this.**

Activation token

ENEMY PHASE

Once all players have activated their Super Heroes, the Player Phase ends and the Enemy Phase begins. No single player controls the Enemies. They do it themselves, performing the following steps in order:

1. Activate Enemies: All Enemies on the board activate and spend their Actions to either Attack a Super Hero or Bystander in their Zone or Move towards the closest Super Hero or Bystander if not currently in a Zone with one. Once all Enemies have activated, any **Bystanders** on the board activate as well (see Activating Bystanders on page 25).

2. Spawn Enemies: After all Activations are done, new Enemies appear on all active Spawn Points on the board.

> **REMINDER:** *Enemies don't activate and don't spawn on levels containing no Super Heroes.*

1. ACTIVATE ENEMIES

ATTACK

Each Enemy in the same Zone as a Super Hero or a Bystander spends their Action to perform an Attack. An Enemy's Attack is always successful, does not require any dice rolls, and inflicts 1 Wound.

The Super Heroes in the Zone share the Wounds in any way the players prefer, even if it means inflicting them all onto a single Super Hero! Any Bystander in the same Zone as the Super Heroes can only be assigned a single Wound.

When a Super Hero is wounded, their Health Bar's tracker is moved 1 space to the left per Wound they receive. A Super Hero is eliminated as soon as their Health Bar reaches 0. If this happens, the game will be lost during the next End Phase!
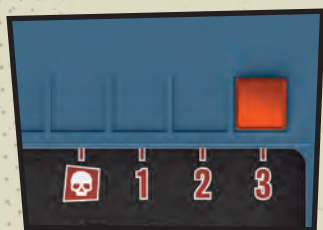
BYSTANDERS UNDER ATTACK

Bystanders are eliminated if they receive 1 Wound. This is a heavy failure for the Super Heroes, triggering the Bystander Devoured effects (page 25).

A Super Hero with a Bystander card on their dashboard may choose to discard it to ignore 1 Wound they would receive. This is a desperate act, which also triggers the Bystander Devoured effects.

Enemies fight together. All Enemies activated in the same Zone as a Super Hero or Bystander join the Attack, even if there are so many Wounds being dealt that it would be overkill.

Example 1: *A Walker in a Zone with 2 Super Heroes inflicts 1 Wound during its Activation. The players choose which Super Hero takes the Wound.*
Example 2: *A group of 5 Walkers activates in the same Zone as 2 Super Heroes and 1 Bystander. Since both Super Heroes have 3 Health, the players choose to deal 2 Wounds to each Super Hero and 1 to the Bystander (eliminating it).*

MOVE

Enemies that did not Attack (because there were no Super Heroes or Bystanders in their Zone) spend their Action to Move 1 Zone towards Super Heroes or Bystanders:

- Enemies always move towards the closest Zone with Super Heroes or Bystanders in their Line of Sight.
- If the Enemy does not have Line of Sight to any Super Hero or Bystander, they move towards the Zone with Super Heroes or Bystanders they have the shortest open path to (see Breaking Through Windows in the next section). If there are no open paths to Super Heroes or Bystanders, the Enemy doesn't move.
- If there is more than one closest Zone with Super Heroes or Bystanders, or more than one route of the same length to the closest Zone, Enemies split into groups of equal numbers, separated by type, to follow all possible routes. If it's not possible to split an Enemy type into groups of equal number, the players decide which group gets the extra Enemy.
- Enemies cannot open doors.

Example: *A group of 4 Walkers, 3 Brutes, and 1 Zombie Hero activates at equal distance to 2 Zones occupied by Super Heroes. The Enemies want to target both Zones, so they split into 2 groups.*

- *2 Walkers go one way. The other 2 take the other route.*
- *2 Brutes go one way. The last one takes the other route (players choose).*
- *Players choose which route the Zombie Hero takes.*

From the back of the Large Room, the Runner cannot see anybody. There are 2 closest Zones with Super Heroes at the same distance, so the players can decide which path it takes. They choose to move the Runner towards Colossus instead of towards Mystique. The Runner gets to move twice, reaching Colossus' Zone.

Sabretooth sees 2 Zones with Super Heroes, but since Mystique is closer, he ignores Wolverine and Storm and moves 1 Zone towards Mystique, using his 2nd Action to attack her.

MYSTIQUE

SABRETOOTH

STORM

WOLVERINE

COLOSSUS

While Colossus is closer to the Walker, it doesn't have a Line of Sight through the closed window, so the Walker moves 1 Zone towards Magneto, who it can see 2 Zones away.

MAGNETO

ROGUE

This Enemy group has a Line of Sight to Magneto through the fountain but cannot move through it. Going around it, they have 2 open routes of the same length towards him. (Even though Rogue is closer, she is ignored as they can't see her yet.) The Walkers are separated to go both ways. Players choose which path the Brute takes.

BREAKING THROUGH WINDOWS

Unlike doors, Enemies are able to break through windows to get to where they want to go. If an Enemy has no Line of Sight to a Super Hero or Bystander, they trace their path to the closest target **as if all windows were open**. If their Move Action would have them go through a closed window in their Zone, they spend that Action breaking the window open instead. Place an Open Window token on that window, it is now an opening allowing movement and Line of Sight through it. If several Enemies would move through the same closed window, they all spend their Action breaking it open. In case an Enemy opens a building for the first time by breaking through a window, spawn in that building as usual (see page 22).

The Walker and Runner cannot see anybody, so they trace their path to the closest target as if all windows were open.

Storm is only 1 Zone away, so she is their target.

STORM

MAGNETO

Magneto is 2 Zones away.

Both the Walker and Runner spend their Action breaking open the window.

STORM

MAGNETO

Since the Runner has 2 Actions per Activation, he then moves into Storm's Zone through the now open window.

RUNNERS AND ZOMBIE HEROES

Runners and Zombie Heroes each have 2 Actions per Activation. Each time they activate, they perform 1 Action, either Attacking or Moving with the rest of the Enemies, and then perform their 2nd Action, either attacking if they're now in a Zone with a Super Hero or Bystander or moving again if they are still not in a Zone with a Super Hero or Bystander.

2. SPAWN ENEMIES

The Mission map shows where Enemies spawn at the end of each Enemy Phase. These are Spawn Points.

Spawn Point tokens mark the Spawn Zones on the gameboard. During the Spawn Enemies step, always start from the First Spawn Point, marked with a 1.

Starting with the First Spawn Point token, then proceeding clockwise, draw 1 Spawn card, reading the line that corresponds to the Danger Level of the Super Hero with the most Experience (Blue, Yellow, Orange, or Red). Place the indicated amount of the corresponding Enemy type in that Spawn Zone.

Repeat this for each **active** Spawn Point token.

Colored Spawn Points: Some Missions feature a Blue and/or Green-colored Spawn Point token. Unless otherwise stated, these Zones don't spawn Enemies until a specific event happens, dictated by the Mission. These Zones will **only** begin spawning Enemies once these conditions are met.

If the Spawn deck should run out, reshuffle all the discarded Spawn cards to make a new deck.

The Spawn deck features various types of Spawn cards:

REGULAR SPAWN

Red Danger Level: 9 Walkers.	
Orange Danger Level: 8 Walkers	
Yellow Danger Level: 3 Walkers	
Blue Danger Level: 2 Walkers	

This card spawns Walkers.

Example: Mystique has 5 XP, placing her in the Blue Danger Level. Colossus has 12 XP, which puts him in Yellow. In order to determine how many Enemies spawn, read the Yellow line, which corresponds to Colossus, as he has the most Experience.

RUSH!

When a player draws an Enemy *Rush* card, the Enemies placed by that card immediately perform an Activation after being placed.

EXTRA ACTIVATION!

When a player draws an *Extra Activation* card, instead of spawning new Enemies, all Enemies of the listed type immediately Activate, performing their Action(s) as usual.

HIDDEN BYSTANDER

When a player draws the *Hidden Bystander* card, draw the top card from the Bystander deck, spawning the indicated Bystander in the Zone (if a *Too Late!* card is drawn, simply ignore it). Keep the Bystander card faceup next to the board with the *Hidden Bystander* card tucked under it to help identify it. Then, draw another Spawn card for that Zone.
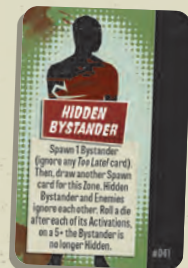
- Enemies ignore this Bystander for all purposes while they have the *Hidden Bystander* card associated with it.
- This Bystander activates as usual (see page 25), but ignores all Enemies when they move, taking the most direct path to a Super Hero.
- At the end of each of their Activations, roll a die. On a 5+, they lose their *Hidden Bystander* card. Enemies now react to them as usual.

If the Bystander deck should run out, reshuffle any discarded Bystander cards to make a new deck. Looks like they didn't really die after all.

SPECIAL ACTION

There are a few Special Action cards in the Spawn deck, like *Overdrive* and *Multiple Man Multiplication.* Each one details its specific instructions when it is drawn.

ZOMBIE HERO!

When a player draws a Zombie Hero Spawn card, draw the top card from the Zombie Hero deck, spawning the indicated Zombie Hero in that Zone. Note that each Zombie Hero has a unique Ability that is active as long as they are in play and a specific Toughness value, so keep their Zombie Hero card faceup within view of all players.

If the Zombie Hero deck should run out, reshuffle all the discarded Zombie Hero cards to make a new deck. It seems they weren't really put out for good!

RUNNING OUT OF ENEMIES

Players may run out of game pieces of the indicated type when required to place an Enemy on the gameboard. In this case, the remaining Enemies of that type are placed (if there are any). Then, all Enemies of the indicated type immediately resolve an extra Activation. Multiple extra Activations may occur in a row. Keep an eye on the Enemy population!

SPAWNING IN BUILDINGS

Opening a closed building for the first time reveals all the Enemies and Bystanders waiting inside. A single building extends to all rooms and large rooms connected by openings, sometimes straddling several tiles. **Closed doors create separations between buildings.** A large room isolated from other rooms by closed doors is considered a single building.

Enemies waiting in a building only spawn in the Zones marked with ⚠. Draw and resolve 1 Spawn card for each of these Zones, one after the other, in any order the players choose (we suggest starting from the farthest to the closest).

Once all Enemies have been spawned, reveal any Bystander card inside that building, replacing it with the corresponding Bystander game piece and placing the card faceup next to the board.

Wolverine just opened the door to the X-Mansion. Since the door to the kitchen started open, this means he opened the building comprised of the entrance hall and the kitchen. The other rooms in the mansion are still isolated by closed doors.

Enemies spawn in all ⚠ Zones, one after the other, in the order of the player's choosing. Players decide to spawn in the indicated order, from 1 to 3.

A Spawn card is drawn for the first Zone. The most experienced Super Hero is at the Yellow Danger Level, so the yellow line is used to spawn. 1 Brute is placed in this Zone.

4 Walkers spawn here. As this is a *Walker Rush!* card, the 4 Walkers immediately activate. One last card has to be drawn.

An *Extra Activation!* card is drawn for the last Zone. All Walkers on the board immediately perform an extra Activation. That includes the ones that just spawned, even if they already had a Rush.

Finally, the 2 Bystander cards are revealed and replaced by their respective game pieces. Fortunately, they are only revealed after all Enemies have spawned!

COMBAT

When a Super Hero performs an Attack Action, they use their unique Attack, listed on their ID card. All Attacks feature the following information:

ADAMANTIUM CLAWS
0 | 3 | 4+

SHRAPNEL
0-1 | 3 | 4+

TYPE: Attacks fall into 2 categories: Melee or Ranged. The Melee and Ranged symbols are used to distinguish each type. Some Skills or effects might interact with these types specifically.

MELEE: Melee Attacks are identified by the Melee symbol and can only be used against targets in the same Zone.

RANGED: Ranged Attacks are identified by the Ranged symbol and can target Enemies in distant Zones within Line of Sight.

RANGE: This indicates the distance to the Zone(s) the Attack can target.

- A value of 0 limits the Melee Attack to the same Zone.
- Ranged Attacks usually display two values: The first is the minimum Range. The Attack cannot target Zones closer than the minimum. That value is usually 0, meaning it can target Enemies in the same Zone (it is still a Ranged Attack). The second value shows the maximum Range of the Attack. It cannot target Zones beyond its maximum Range.

DICE: Each Attack lists the base number of dice it rolls, though bonus dice can be added by other game effects (such as spending Power, see next page).

ACCURACY: Each die result that equals or exceeds the Accuracy value of the Attack scores 1 Hit.

To resolve an Attack, perform the following steps in order:

1. Target a Zone: Select 1 Zone within the Range listed on the Attack (remember you must always also have Line of Sight to your target).

- You can use a **Ranged Attack** to target another Zone even if there are Enemies in your Zone. Any Enemies in a Zone between you and your target Zone are also irrelevant.
- Remember that for **Ranged Attacks** in **interior Zones**, Line of Sight is limited to the Zones that share an opening or inside the same large room (no diagonals). Line of Sight for **exterior Zones** goes in a straight line parallel to the board's edge until it meets a wall or the edge.

2. Roll Dice: Roll the listed number of dice, plus any additional dice from Heroic Traits, Bystanders, Skills, or spent Power (see page 24).

3. Assign Hits: Assign any Hits scored to the targets in the attacked Zone, **always** following the Target Priority order (see below).

TARGET PRIORITY

When attacking, **whether with Melee or Ranged Attacks**, Hits must be assigned according to Target Priority order:

1. **Zombie Hero**
2. **Brute**
3. **Walker**
4. **Runner**

The Hits must be assigned to targets on the first Target Priority level until they have all been eliminated, then to targets of the next Target Priority level until they have all been eliminated, and so on (e.g., Zombie Heroes first, Runners last). If several targets share the same Target Priority level, players choose the targets hit among them.

> **NOTE:** Other Super Heroes and Bystanders in the targeted Zone are not affected by your Attacks, even if you miss. You are Super Heroes, after all!

Enemies are eliminated when they are assigned a number of Hits equal to their **Toughness** value. Remember that Walkers and Runners have a Toughness value of 1, Brutes have a Toughness of 2, and Zombie Heroes have their Toughness listed on their card.

Enemies are **only** eliminated when they are assigned enough Hits to equal their Toughness **during a single Attack Action**. If not enough Hits are rolled to eliminate them, the assigned Hits do not carry over. It's all or nothing for each Attack!

Example: Magneto performs Ranged Attacks using his Shrapnel (Dice: 3, Accuracy: 4+). In the targeted Zone there are 2 Brutes, 1 Runner, and 1 Bystander.

- Magneto rolls 🎲, 🎲, and 🎲 for his first Action, scoring 3 Hits. Following the Target Priority order, 2 Hits are needed to eliminate 1 Brute and the last Hit just bounces off the second Brute.
- Magneto rolls 🎲, 🎲, and 🎲 for his second Action, scoring 2 Hits. The remaining Brute still requires 2 Hits to eliminate, so the Runner remains unharmed.
- Magneto rolls 🎲, 🎲, and 🎲 for his third Action, scoring 2 Hits. 1 Hit is enough to eliminate the Runner. The last remaining Hit doesn't harm the Bystander since they are not affected by Super Hero Attacks.

POWER ✨

Super Heroes draw Power from within themselves to accomplish amazing feats. But that Power is not an inexhaustible resource and must be generated through sheer force of will.

- The Power Track shows how much Power ✨ a Super Hero currently has at their disposal.
- Each Super Hero's Power Track automatically increases by 1 at the start of every Player Phase.
- During their Turn, a Super Hero may perform a Power-Up Action to gain 2 ✨ (see page 17).
- A Super Hero can only have 4 ✨ at most. Any ✨ gained beyond that is simply ignored.
- Having 0 ✨ has no consequence, other than not being able to spend ✨ to activate effects.
- Many Skills and Traits require spending ✨ to use various effects, as described in their text.
- Each time a Super Hero performs an Attack, **before rolling dice,** they may decide to spend any amount of ✨ they possess to add that many dice to their Attack.

Example: At the start of the Round, Storm has 0 ✨. The Player Phase starts, automatically giving her 1 ✨. During her Turn, she performs a Power-Up Action, increasing her Power by 2 to a total of 3. She then performs a Lightning Bolt Attack and decides to spend 2 ✨ on it, rolling a total of 4 dice (2 from the base Attack +2 from Power). Afterwards, she decides to spend her last ✨ to activate her Gust skill, moving all remaining Enemies out of her Zone.

BYSTANDERS

Bystanders represent key characters the Super Heroes should try to Rescue from the zombies. See page 17 for the full rules on Rescuing a Bystander. Besides that, Bystanders have numerous special rules that are outlined on the next page.

BYSTANDERS IN DANGER

When Enemies activate, they treat Bystanders as potential targets, just like Super Heroes. If a Bystander is their closest target, they will move towards it. If a Bystander is in their Zone, they will attack it. If different Bystanders or Super Heroes are equally eligible targets, the players decide who the Enemy targets.

- Identified by a ⬛ symbol on their card, **Combat Bystanders** put up some resistance against the zombie hordes. Each time a Combat Bystander would suffer a Wound, they roll 1 die. On a 5+, they prevent that Wound.
- Bystanders are eliminated upon suffering 1 Wound. This triggers the Bystander Devoured effects (see below).
- If a Super Hero has a rescued Bystander card on their dashboard, they may choose to discard it in order to prevent 1 Wound they would suffer. This should not be taken lightly, though, as it triggers the Bystander Devoured effects (see below). Combat Bystanders don't get to roll a die when discarded this way.
- Bystanders are not Enemies and can never be harmed by Super Heroes.

BYSTANDER DEVOURED!

If a Bystander is eliminated, they are removed from the board and their card discarded. This is a heavy blow for all the Super Heroes, as they have failed their primary purpose of protecting the innocent. Each Bystander that gets eliminated immediately triggers both of these effects:

- ALL Super Heroes lose 1 ✵ (if they have any).
- ALL Super Heroes must discard 1 Heroic Trait (if they have any).

ACTIVATING BYSTANDERS

During the Enemy Phase, Bystanders attempt to flee the zombie hordes and reach the Super Heroes in order to be rescued. At the end of the Activate Enemies step but before the Spawn Enemies step, any Bystanders on the board are activated. They move 1 Zone towards the closest Zone with a Super Hero.

- If a Bystander has more than one closest Zone with Super Heroes, or more than one route of the same length to the closest Zone, the players decide which way the Bystander goes.
- If there are Enemies in their Zone or in the adjacent Zone they would move into, the Bystander does not move.

INTERACTIVE OBJECTS

Missions might include Interactive Objects on the map. While in a Zone with an Interactive Object, Super Heroes may use them to perform a special Ranged Attack. Each Interactive Object is different, so see its associated Reference card. *Marvel Zombies: X-Men Resistance* features 1 Interactive Object, the severed Sentinel Hand, but expansions might feature others.

SENTINEL HAND

The Sentinel Hand begins the game on its Charged side, allowing a Super Hero in its Zone to use its Plasma Blast Attack. This Attack may only be used once. After it's used, flip the token to its Spent side.

SENTINEL HAND PLASMA BLAST		
0-2	3	3+

Each successful die roll from this Attack scores 2 Hits. Bonus dice such as those gained by spending ✵ do not apply. The Hits from each die may not be split among Enemies. Any excess Hit is ignored.

The spent Sentinel Hand may still be thrown once. After this Attack is used, remove the token from the gameboard.

SENTINEL HAND - THROW		
0-2	*	5+

Roll 1 die for each Enemy in the targeted Zone. Zombie Heroes are ignored for this Attack and bonus dice such as those gained by spending ✵ do not apply.

INDEX

CREDITS

AGE 14+   1-6 PLAYERS   MARVEL © MARVEL   SPIN MASTER GAMES   CMON   AGE 14+

ROUND SUMMARY ✸ HERO MODE

1. PLAYER PHASE

1. INCREASE POWER TRACKS

2. REFRESH ACTIVATION TOKENS

3. ACTIVATE SUPER HEROES

Super Heroes activate in any order. On their Turn, each Super Hero can perform 3 Actions.

- **MOVE:** Costs 1 extra Action per Enemy in their Zone.
- **OPEN A DOOR/WINDOW:** When a building is first opened, Spawn in its ⚠ Zones and reveal Bystanders.
- **GAIN TRAIT:** Only once per Turn. Can't have more than 2 cards.
- **POWER-UP:** Gain 2 ✸.
- **RESCUE BYSTANDER:** No Enemies in their Zone. Fill the Super Hero's ✸ track.
- **INTERACT WITH OBJECTIVE**
- **ATTACK:** Use their unique Attack.
    - May spend ✸ to roll extra Dice.
    - Deal Hits equal to a target's Toughness in a single Attack to eliminate them, always following the Target Priority order.

2. ENEMY PHASE

1. ACTIVATE ENEMIES

Each Enemy activates and spends their Action(s) on either an Attack or a Move, depending on the situation. Runners and Zombie Heroes perform 2 Actions.

- **ATTACK:** Each Enemy in the same Zone as a Super Hero or Bystander performs an Attack, dealing 1 Wound.
- **MOVE:** Enemies that have not Attacked use their Action to Move 1 Zone towards the closest Super Hero or Bystander.
- **ACTIVATE BYSTANDER:** After Enemies activate, all Bystanders move 1 Zone towards the closest Super Hero (unless Enemies are in their current or next Zone).

2. SPAWN ENEMIES

Starting from the First Spawn Point and going clockwise, draw and resolve 1 Spawn card for each Spawn Point token. Read the line corresponding to the highest Danger Level among Super Heroes.

BYSTANDERS: Targeted like Super Heroes. Eliminated with 1 Wound.

- **SACRIFICE:** Super Hero may discard their Bystander to ignore 1 Wound.
- **COMBAT 👊:** Ignore 1 Wound per 5+ rolled.
- **DEVOURED:** If eliminated, all Super Heroes lose 1 ✸ and 1 Trait.

3. END PHASE

Perform any effects indicated to take place during the End Phase.

If any Super Heroes are eliminated, the players lose. Otherwise, start a new Round.

TARGET LIST

TARGET PRIORITY	NAME	ACTIONS	TOUGHNESS	XP REWARD
1	ZOMBIE HERO	2	See card	Equal to Toughness
2	BRUTE	1	2	1
3	WALKER	1	1	1
4	RUNNER	2	1	1