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MARVEL ZOMBIES - A ZOMBICIDE GAME

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INTRODUCTION

When the zombie invasion took over the world's mightiest heroes, **most assumed everything was lost. What hope could there be for normal people to survive the ravenous onslaught of these Zombie Heroes? But some Super Heroes still remain. The few surviving Avengers will not go down without a fight as the desperate battle between the living and the dead escalates. Old allies will need to be put down before they can devour every 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 Heroes' Resistance lives on!**

Marvel Zombies: Heroes' Resistance – A Zombicide Game is a cooperative game where 1 to 4 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 these rules carefully, as there are many differences, both big and small, from classic *Zombicide* rules.

DIAL AND STANDEE ASSEMBLY

Before playing, assemble the Experience Dials and Standees as shown.

56 Standees

4 Dials

GET IT HERE!

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SETUP

1. Choose a **Mission**.

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. Place 1 random **Bystander Card** facedown in each Zone featuring the 🛉 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.

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!

C. Heroic Trait Deck: A deck of abilities that the Super Heroes can tap into, unleashing new powers.
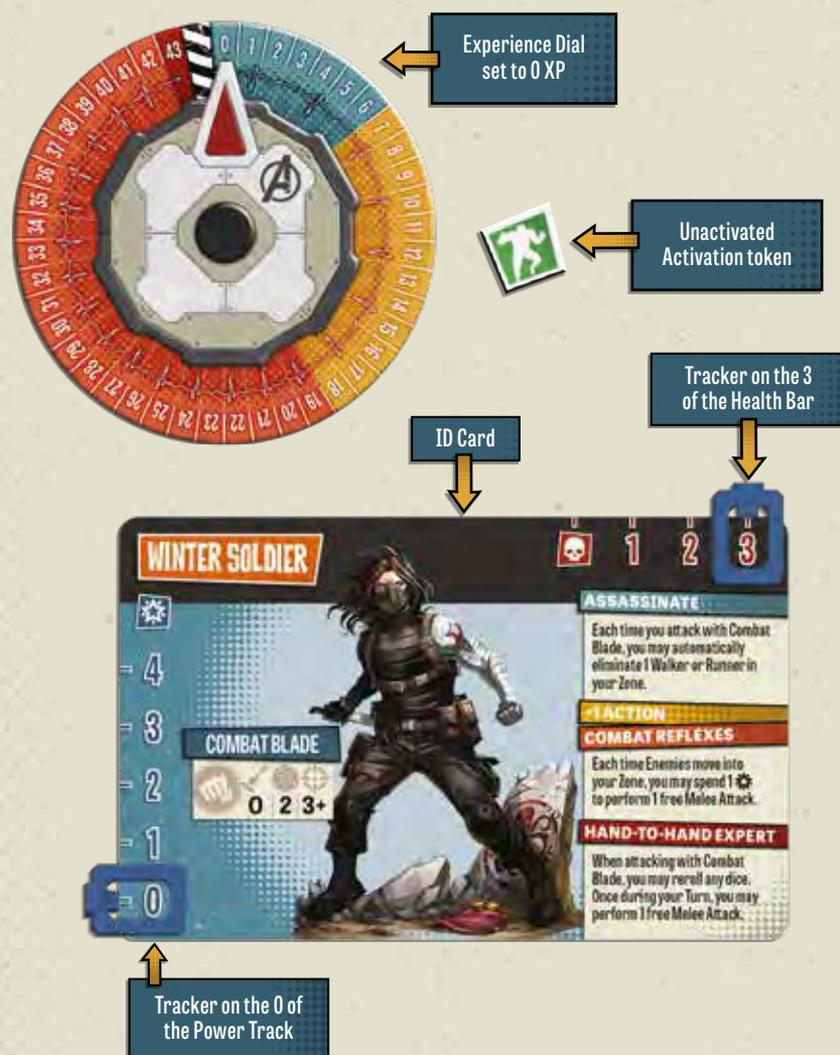
D. Bystander Deck: Notable characters that can appear during the game for players to rescue. Some already begin hiding on the board, but others can be spawned through special events!

E. Avengers Sign Reference Card: This card is a reminder of the rules of this interactive item.

6. Choose **4 Super Heroes** and distribute their game pieces and ID cards among the players in any way they see fit. Players sit around the table in any order they choose, playing cooperatively against the game as a single team.

7. For each Super Hero, players take an **Experience Dial**, **2 Tracker Clips**, 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**. Attach the color base to the Super Hero game piece. Then, set the dial pointer to 0 XP.

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

9. Each player then takes 1 Activation token, placing it with its green (Unactivated) side faceup next to their Super Hero ID card.

Experience Dial
set to 0 XP

Unactivated
Activation token

Tracker on the 3
of the Health Bar

ID Card

WINTER SOLDIER

ASSASSINATE
Each time you attack with Combat Blade, you may automatically eliminate 1 Walker or Runner in your Zone.

COMBAT BLADE

+1 ACTION
COMBAT REFLEXES
Each time Enemies move into your Zone, you may spend 1 ✪ to perform 1 free Melee Attack.

0 2 3+

HAND-TO-HAND EXPERT
When attacking with Combat Blade, you may reroll any dice. Once during your Turn, you may perform 1 free Melee Attack.

Tracker on the 0 of
the Power Track

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: A Zombicide Game is played over a series of Game Rounds which proceed as follows:

PLAYER PHASE

This is the Phase in which the Super Heroes 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: Inside a building, a Zone is a room. On a street, a Zone is the area between two linear markings (or a linear marking and the board's edge) and the walls of buildings.

These 8 building Zones form a single building straddling 2 tiles.

This is a building Zone. The room is delineated by walls.

This street Zone straddles 2 tiles.

This is a street Zone, delimited by linear markings, a wall, and the board's edge.

This street Zone straddles 4 tiles.

This building has 3 rooms, forming 3 separate building Zones.

SCARLET WITCH

LINE OF SIGHT

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

In 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.
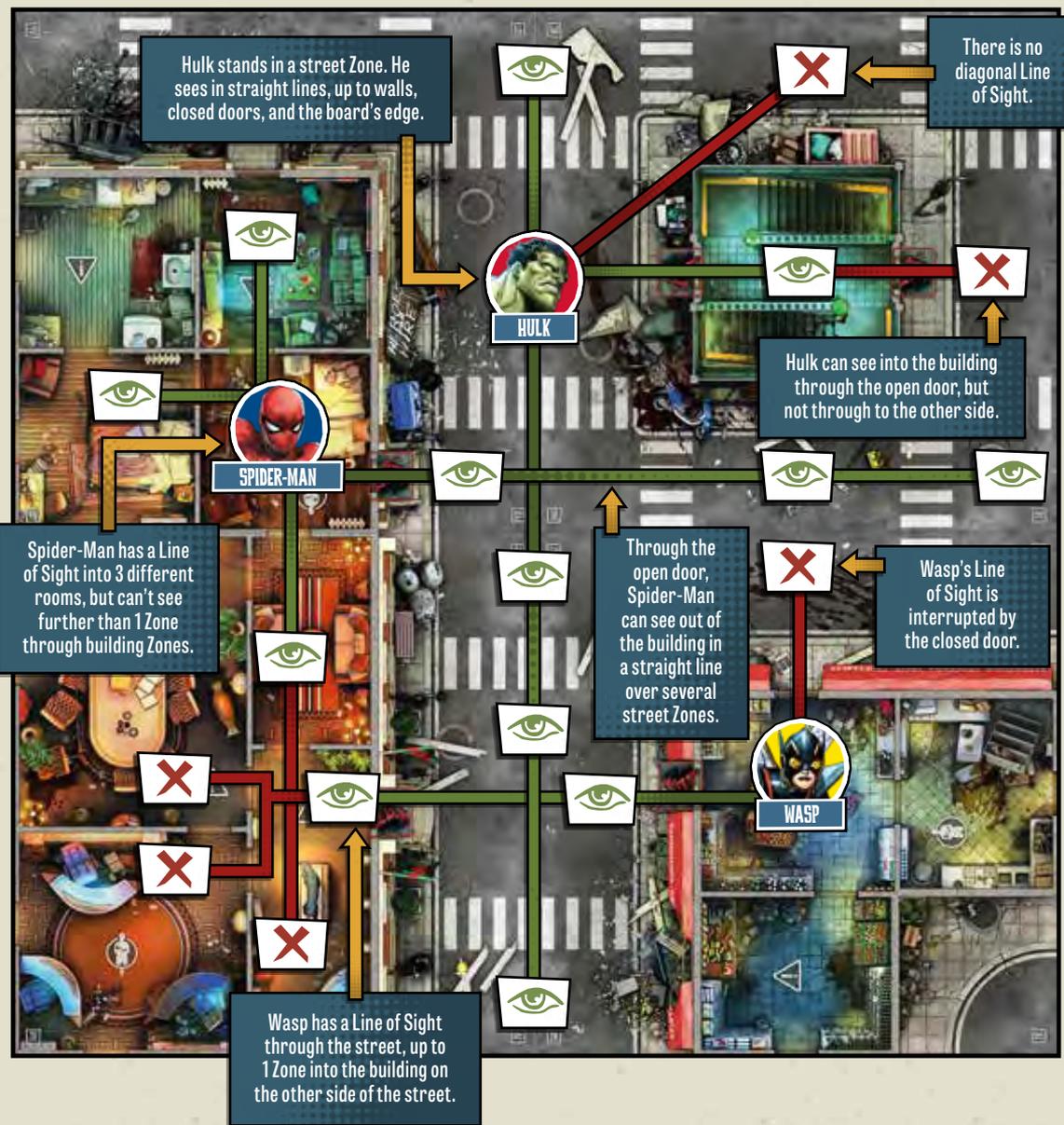
In Building Zones, Line of Sight can be traced to any room that shares an opening with the room the element is currently in. If there is an opening, the walls do not block Line of Sight between 2 Zones. **However, Line of Sight is limited to a distance of only 1 Zone.**

Line of Sight traced from inside a building out onto street Zones may be traced through any number of street Zones in a straight line.

Line of Sight traced from a street Zone into a building may only be traced 1 Zone into the building.

Closed Doors block Line of Sight.

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

SPIDER-MAN

Hulk stands in a street Zone. He sees in straight lines, up to walls, closed doors, and the board's edge.

There is no diagonal Line of Sight.

HULK

Hulk can see into the building through the open door, but not through to the other side.

Spider-Man has a Line of Sight into 3 different rooms, but can't see further than 1 Zone through building Zones.

Through the open door, Spider-Man can see out of the building in a straight line over several street Zones.

Wasp's Line of Sight is interrupted by the closed door.

WASP

Wasp has a Line of Sight through the street, up to 1 Zone into the building on the other side of the street.

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

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 Street Zones, movement from one empty Zone to another has no restrictions. However, game pieces must go through an open door (or opening) to move from a building Zone to a street Zone and vice-versa.

In Building Zones, game pieces may move from one Zone to another as long as their Zones are linked by an opening (such as an open door). 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.

Super Hero movement is hindered by Enemies in their Zone (see page 12).

READING AN ID CARD

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

Black Panther can move 1 Zone left or right through the street...

...but he cannot move diagonally.

The closed door prevents Black Panther from entering the building. It must be opened first.

All walls have openings and the door is open, so Winter Soldier can move wherever he wants. **REMEMBER:** No diagonal Moves!

HEALTH: Each time a Super Hero is wounded, this track is reduced by 1. If it ever reaches ☠ (zero), that Super Hero is eliminated.
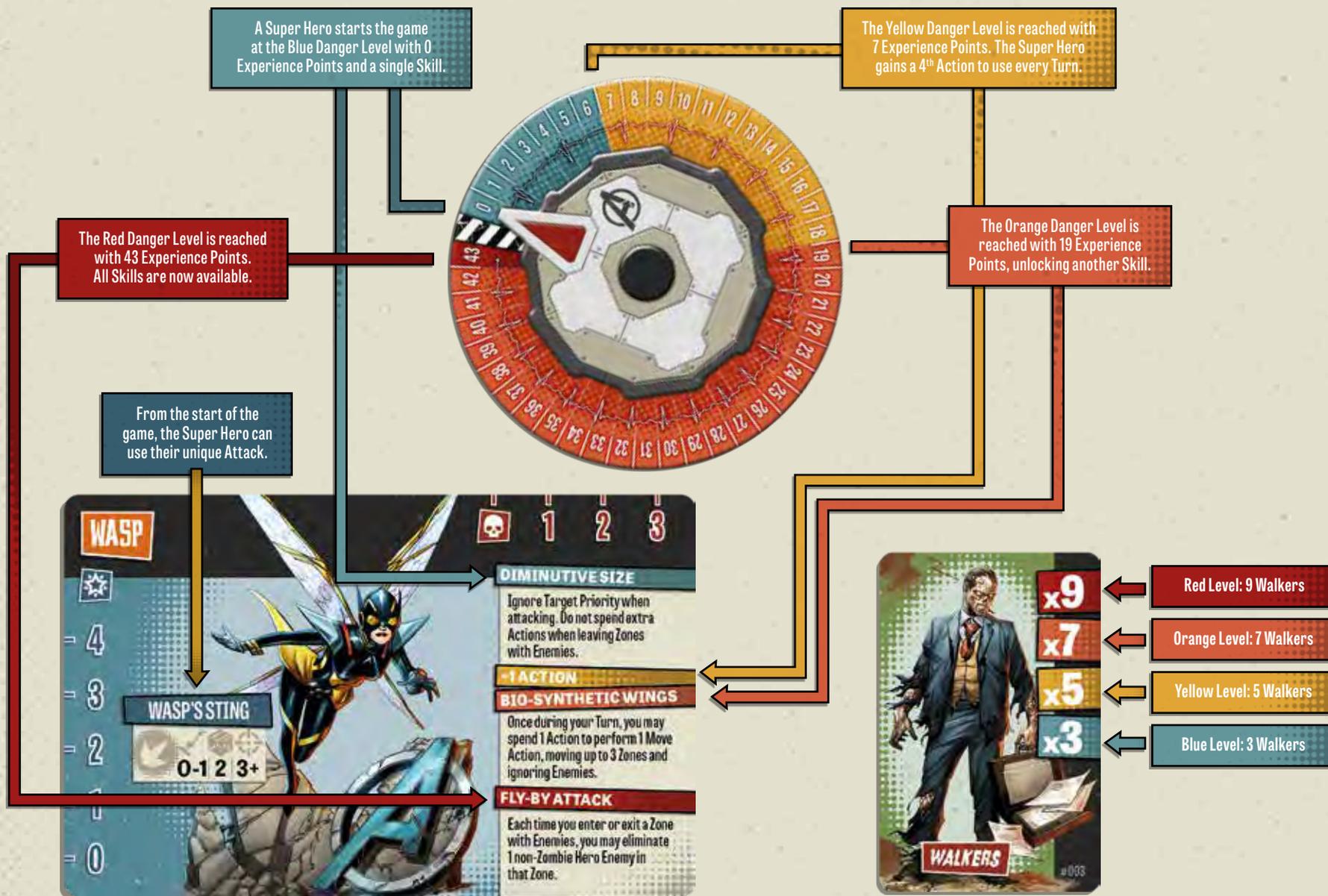
POWER TRACK: Super Heroes are able to harness incredible Power from within themselves, which allows them to perform amazing feats. A Super Hero's Power increases at the start of every Round and can be further increased with Power-Up Actions (see page 13).

✹ (Power) can be spent to activate special effects or add extra dice to Attacks (see page 19).

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

ATTACK: Each Super Hero has a unique Attack. Attacks are described in detail on page 18.

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 Heroes on page 11). Whenever Experience is gained, increase that Super Hero's Experience Dial by that amount. Some Missions may also provide additional ways to gain Experience.

There are 4 Danger Levels on the Experience Dial: 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 15). The more dangerous the Super Heroes become, the larger the zombie horde that rises to devour them!

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

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

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

WASP

WASP'S STING

0-1 2 3+

DIMINUTIVE SIZE
Ignore Target Priority when attacking. Do not spend extra Actions when leaving Zones with Enemies.

-1 ACTION
BIO-SYNTHETIC WINGS
Once during your Turn, you may spend 1 Action to perform 1 Move Action, moving up to 3 Zones and ignoring Enemies.

FLY-BY ATTACK
Each time you enter or exit a Zone with Enemies, you may eliminate 1 non-Zombie Hero Enemy in that Zone.

WALKERS #003

Red Level: 9 Walkers
Orange Level: 7 Walkers
Yellow Level: 5 Walkers
Blue Level: 3 Walkers

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.

DOCTOR STRANGE

WALKER

Slow and weak, the true danger of Walkers is in their numbers.

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

BRUTE

Strong and tough, these big guys are hard to put down.

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

RUNNER

Fast and deadly, Runners are a real threat that must be prioritized.

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

❤ X

- **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).

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

Example: Vision 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, Vision 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

The Super Hero breaks open a door 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).

Closed and Open Door tokens

> **NOTE:** *Once opened, doors 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.
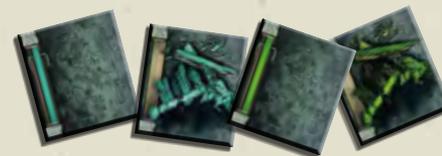
Blue and Green Door tokens

> **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 17.

GAIN TRAIT

The player draws the top card from the Heroic Trait deck and places it next to their Super Hero ID card. **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 they already had.
• 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.

VISION

ATTACK

The Super Hero attacks an Enemy they are able to target. Combat is explained in detail on page 18.

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 next to their Super Hero ID card.

- 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 20)!

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 utilize various effects, as described in their text.
- ✪ is also used to gain extra Dice when a Super Hero performs an Attack (see Power on page 19).

INTERACT WITH OBJECTIVE

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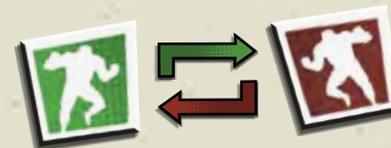
Objective tokens

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, if there are any **Bystanders** on the gameboard, they activate as well (see Activating Bystanders on page 20).

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

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 20).

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 (page 20).

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. 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.

While Wasp is closer to the Walker, it doesn't have a Line of Sight to her, so the Walker moves 1 Zone towards Spider-Man, whom it can see at the end of the street.

WASP

Zombie Captain America can see 2 Zones with Super Heroes at the same distance, so the players can decide which path he takes. They choose to move Captain America towards Hulk. He then uses his 2nd Action to attack him.

VISION

CAPTAIN AMERICA

HULK

The Runner sees 2 Zones with Super Heroes, but since Vision is closer, the Runner ignores Spider-Man and moves 1 Zone towards Vision, using its 2nd Action to attack him.

SPIDER-MAN

This Enemy group has no Line of Sight to any Super Hero and they have 2 open routes of the same length towards the closest Zone, with Hulk. The Walkers are separated to go both ways. Players choose which path the Brute takes.

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

x9	Red Level: 9 Walkers
x7	Orange Level: 7 Walkers
x5	Yellow Level: 5 Walkers
x3	Blue Level: 3 Walkers
WALKERS	This card spawns Walkers

Example: Wasp has 5 XP, placing her in the Blue Danger Level. Hulk has 12 XP, which puts him in Yellow. In order to determine how many Enemies spawn, read the Yellow line, which corresponds to Hulk, 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.

BYSTANDER IN DANGER!

When a player draws the Bystander in Danger card, draw the top card from the Bystander deck, spawning the indicated Bystander in the Zone. Keep the Bystander card faceup next to the board. Then, if any Super Hero is at the Yellow Danger Level or higher, Activate all Walkers within Range 1 of this Bystander.

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.

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 taken 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 connected by openings, sometimes straddling several tiles. **Closed doors create separations between buildings.**

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.

Wasp just opened this building. 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 4.

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. 2 Brutes spawn here.
As this is a Brute Rush card, the 2 Brutes immediately activate.

1 Brute is placed in this Zone. One last card has to be drawn.
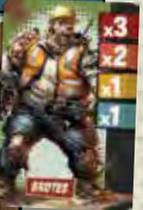
3 Walkers spawn here.

An Extra Activation card is drawn for the last Zone. All Brutes 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!

This Brute has 2 shortest routes to get to Wasp. Players decide the Brute goes up.

WINTER SOLDIER

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:

SMASH!!!
0 3 4+

ENERGY BEAMS
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 page 19).

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 **Building Zones**, Line of Sight is limited to the Zones that share an opening and is limited to 1 Zone max. Line of Sight for **Street 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 19).

3. Assign Hits: Assign any Hits scored to the targets in the Zone attacked, 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.

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!

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

Example: : Spider-Man performs Melee Attacks using his Acrobatics (Dice: 3, Accuracy: 4+). In his Zone there are 2 Brutes, 1 Runner, and 1 Bystander.

- Spider-Man 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.
- Spider-Man rolls ⚃, ⚃, and ⚀ for his second Action, scoring 2 Hits. The remaining Brute still requires 2 Hits to eliminate, so the Runner remains unharmed.
- Spider-Man 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 13).
- 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 utilize 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, Black Panther has 0 ✦. The Player Phase starts, automatically giving him 1 ✦. During his Turn, he performs a Power-Up Action, increasing his Power by 2 to a total of 3. He then performs a Vibranium Claws Attack and decides to spend 2 ✦ on it, rolling a total of 4 dice (2 from the base Attack +2 from Power). Afterwards, he decides to spend his last ✦ to activate his Leaping Charge skill, moving 2 Zones and attacking other Enemies.

CAPTAIN AMERICA

BYSTANDERS

Bystanders represent key characters the Super Heroes should try to Rescue from the zombies. See page 13 for the full rules on Rescuing a Bystander. Besides that, Bystanders have numerous special rules that are outlined below.

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 Bystander Devoured (see below).
- If a Super Hero has a rescued Bystander card, 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 Bystander Devoured (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: Heroes' Resistance* features 1 Interactive Object, the fallen Avengers Sign, but expansions might feature others.

AVENGERS SIGN

AVENGERS SIGN

0-2 | * | 4+

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. The Avengers Sign may only be used twice. After the first time it's used, place the token in the targeted Zone and flip it over to its Damaged side to show it's been used once. Remove it from the gameboard after the second time it's used.

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CREDITS

GAME DESIGN
Michael Shinall and Fábio Cury

BASED ON ORIGINAL DESIGN BY
Raphaël Guiton, Jean-Baptiste Lullien, Nicolas Raoult, and David Preti

DEVELOPMENT
Fel Barros, Fabio Tola, Rodrigo Sonnesso, and Toi Von Glehn

LEAD PRODUCER
Thiago Aranha

EXECUTIVE PRODUCER AND LICENSE COORDINATOR
Mike Bisogno

PRODUCTION
Marcela Fabreti, Vincent Fontaine, Guilherme Goulart, Rebecca Ho, Isadora Leite, Thiago Meyer, Shafiq Rizwan, Kenneth Tan, and Gregory Varghese

ART DIRECTOR
Mathieu Harlaut

LEAD ARTIST
Marco Checchetto

ART
Giorgia Lanza, Henning Ludvigsen, Tarek Moutran, and Simon Tessuto

LEAD GRAPHIC DESIGN
Marc Brouillon

GRAPHIC DESIGN
Max Duarte, Matteo Ceresa, Louise Combal, and Júlia Ferrari

SCULPTING
BigChild Creatives, Studio McVey, Olivier Bouchet, Emanuele Giovagnoni, Arnaud Boudoiron, Aragorn Marks, and Edgar Ramos

RENDERING
Edgar Ramos

PROOFREADING
Jason Koepp and Hervé Daubet

PUBLISHER
David Preti

PLAYTESTERS
Brett Lanpher, Chase du Pont, Davi Augusto, Elton Soares, Euclides Ribeiro, Felipe Galeno, Rafael Assaf, Roberto Toledo, and Simon Swan.

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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 initially perform 3 Actions.

- **MOVE:** Costs 1 extra Action per Enemy in their Zone.

- **OPEN A DOOR:** 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 the Zone. Fill the Super Hero's ⭐ track. Can't have more than 1 card.

- **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 BYSTANDERS:** After Enemies activate, any 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: Are targeted like Super Heroes. Are eliminated with 1 Wound.

- **SACRIFICE:** Super Hero may discard their Bystander to ignore 1 Wound.

- 👊 **COMBAT BYSTANDER:** Ignore 1 Wound per 5+ rolled.

- **DEVOURED:** If a Bystander is eliminated, all Super Heroes lose 1 ⭐ and 1 Heroic 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