IEGENDARY GUARDIANS New Heroes OF THE GALAXY

Guardians of the Galaxy: Enemies often underestimate this ragtag crew of misfits. But when stakes are high, the Guardians put aside their differences, unite their unique powers, and save the galaxy from interstellar threats.

The Infinity Gauntlet

The relics called "Infinity Gems" harness energy so vast that even small fragments of that energy, known as "Shards," can unlock incredible power. Thanos, the Mad Titan of Death, seeks to unite all the Infinity Gems into an "Infinity Gauntlet" to extinguish all life in the galaxy. Meanwhile, the alien Kree seek the Shards to accelerate their own genetic evolution. And the Guardians of the Galaxy steal Shards where they can just to survive.

Shards

This set contains 18 "Shard" tokens. These tokens can be gained by players, Villains and Masterminds from the supply. If a Shard would be gained, but there are none left in the supply, then no Shard is gained, and the game continues.

Players: When you gain a Shard, put it in front of you. You can spend a Shard to get +1 (returning the Shard to the supply). If you don't use a Shard immediately, you can keep it for future turns and use it later. You can spend as many Shards as you wish in a single turn. Shards do not have Victory Points.

• Villains: When a Villain gains Shards, put them on that Villain from the supply. That Villain gets +1 for each Shard it has. After you defeat a Villain, you take one of its Shards. Return the rest to the supply. When a Villain escapes, the Mastermind gains one of the Shards on that Villain. Return the rest to the supply.

 Masterminds: When a Mastermind gains Shards, put them on that Mastermind from the supply. That Mastermind gets
 +1 for each Shard it has. After you fight a Mastermind, you take one of its Shards. Return the rest to the supply. Then do the Fight effect on the Mastermind Tactic, which might give the Mastermind additional Shards for future fights.

Artifacts

This set also contains powerful new "Artifact" cards that players can use for permanent advantages. Some Hero cards are also Artifacts. (They still count as Hero cards too.) When you gain a Hero Artifact, put it in your discard pile like any other Hero card. When you draw that Artifact later in the game, you may play it in front of you and use its effects, usually once on each of your turns. This means you "control" that Artifact. At the end of your turn, when you discard all the cards you played that turn, the Artifacts you control stay in.

- You can use an Artifact on the first turn you play it.
- You can control multiple Artifacts with the same card name and use each of them.
- You can't use your Artifacts' "once per turn" abilities during other players' turns.
- If a card effect during any player's turn asks you to "Reveal a Hero," you may reveal a Hero Artifact you control. Card effects that say "your Heroes" or "Heroes you have" include Hero Artifacts you control as well.
- However, you only "played" an Artifact on the turn you put it out, so it only activates Superpower Abilities (like ": You get +1") on the turn you play the Artifact, not every turn of the game. Likewise, card effects that count "each Hero you played this turn" only count an Artifact if you played it this turn.
- You don't have to use an Artifact's abilities on a turn if you don't want to.
- If you are using the Final Showdown, you can use Artifacts during your Showdown Turn.
- If a card effect like Rogue or Chameleon would let you "copy" an Artifact card, then you can use that Artifact's "Once per turn" ability once, and there is no other effect.

Infinity Gems

This set contains a unique new Villain Group called "Infinity Gems." This represents
Thanos himself wielding the power of the
Infinity Gems and defending them from
Heroes. Infinity Gem Villain cards act just like
any other Villains in the city. However, when
you fight an Infinity Gem, you put it into
your discard pile as an Artifact card.

- Infinity Gems you've defeated have 0 cost, have no color/Hero class, and don't count as Hero cards or Villain cards.
- When you have an Infinity Gem in your hand, you can play it just like any other Artifact.
- If a card effect moves an Infinity Gem back to the Villain Deck or city, then the Infinity Gem becomes a Villain card again

Card Clarifications

- Forge the Infinity Gauntlet: When card effects like this Scheme cause Villains to enter the city at an unusual time, do the normal Ambush effects.
- Kree-Skrull War: A Scheme's setup instructions override a Mastermind's "Always Leads" ability and the normal rules. For 2 players, include the Kree Starforce and Skrull Villain Groups, overriding the Mastermind's "Always Leads" ability if necessary. For 1 player, include both the Kree Starforce and Skrull Villain Groups, and the Villain Deck will be larger than normal. When card effects like this Scheme cause Villains to escape the city at an unusual time, do all the normal Escape effects.
- Reality Gem, Soul Gem, and Space Gem:
 Always do Ambush effects after the card enters the city and pushes other Villains forward. So Soul Gem and Reality Gem count themselves for their Ambush effects.
- Thanos: His is only reduced by Infinity Gems players "control" not Infinity Gems in players' discard piles or decks. When fighting Thanos in Solo Mode and using a Villain Group besides Infinity Gems, Thanos gets -2 for each Villain in your Victory Pile from that Group.

Game Contents

Rules insert, 18 "Shard" tokens and 100 cards:

- 5 New Heroes, each with 14 cards (70 cards total. Each Hero has 1 rare, 3 uncommon, 5 of one common and 5 of another common).
- 2 New Villain Groups, each with 8 cards (16 cards total, including 2 cards for each of 8 Villains).
- 2 New Masterminds (10 cards total. Each Mastermind has 1 Mastermind card and 4 Mastermind Tactic cards).
- 4 New Schemes.

Credits

Game Design & Card Set Design: Devin Low.

Brand Management: Jason Brenner.

Development Team: Jason Brenner, Bubby Johanson, Mark Shaunessy, Crystal Goggio, Travis Rhea, Matt Rogers.

Product Management: Bubby Johanson.

Graphic Design: Krista Timberlake.

Art Direction: Matt Rogers.

Project Management: Louise Bateman.

President, Upper Deck Company: Jason Masherah.

Director of Creative Services: Mike Eggleston.

Playtesters: Priscilla Acierto, Paul Barclay, Julia Beyer, Dan Boutwell, Brandon Bozzi, Jason Brenner, Jacob Cassens, Matt Christianson, Max Clendenning, Sean Dawson, Kevin DeMunn, Irwin Dolobowsky, Aaron Donogh, Brent Elmer, Lisa Eschenbach, Alison Farrell, Ben Gaede, Crystal Goggio, CJ Heine, Rob Heinsoo, Paul Hughes, Bubby Johanson, Tim Kukes, Matt Lesnak, Rob Lightner, Audrey Lindstrom, Eric Lindstrom, Sophie Mandel, Greg Marques, Rick Martinez, Shelly Matsudaira, Dylan Mayo, Ryan O'Connor, Steffen Okolski, Adrian Pauli, Jessica Price, Travis Rhea, Matt Rogers, Chris Rowlands, Darrel Rustvold, David Satnik, Florian Seidler, Mark Shaunessy, Jenny Silva, Heather Skeehan, David Sterling, Jeff Wade, Rob Watkins, Chris Woods, Justin Woods and Andrew Zimmerman. My sincere gratitude for your help!

Box Art: Nigel Raynor, Jay David Ramos.

Card Art: Gregbo Watson, A.C. Osorio, Amin Amat, Omi Remalante Jr., Wesley Wong, Jay David Ramos.



