



MARVEL

X-MEN

MUTANT
INSURRECTION

RULEBOOK

WELCOME TO THE X-MEN

Tucked away in Westchester County some fifty miles north of New York City, Xavier's School for Gifted Youngsters appears to be nothing more than an affluent private school for exceptional students. Few would guess the secret the students keep: they are mutants, born with strange and sometimes dangerous powers.

Unfortunately, some mutants choose to use their powers for evil purposes, from crime to conquest. To combat these threats, Professor Charles Xavier formed the X-Men, heroic mutants who fight to protect humanity from the machinations of villainous mutants and other superhuman threats, in the hope that one day mutants and non-mutants can live together in peace.

GAME OVERVIEW

Players who prefer to learn from instructional videos should visit fantasyflightgames.com/mutant-insurrection to watch an overview of the basic rules. Otherwise, players should read this rulebook in its entirety before playing.

X-Men: Mutant Insurrection is a cooperative game for one to six players. Each player assumes the role of a member of the X-Men and teams up to battle supervillains, rescue endangered mutants, and show the world that mutants are nothing to fear.

Some foes of the X-Men have plots that endanger both humanity and mutantkind. During the game, players must overcome a unique scheme with its own perils and challenges, leading up to a final confrontation with an iconic X-Men villain.

X-Men: Mutant Insurrection is fully cooperative, which means the players work as a team and either win or lose the game together.



BLACKBIRD ASSEMBLY

To assemble the Blackbird, slot the punchboard pieces together as shown. Once assembled, the Blackbird can hold up to six hero markers!

COMPONENTS



16 Power Cards



8 Plot Cards



25 Continent
Mission Cards



5 Villain Cards



32 Story Cards



3 School Cards



16 Assist Cards



20 Mutant Cards



20 Bond Cards



30 Threat Cards
(10 per color)



6 Reference
Cards



12 Dice (4 per color)



16 Hero Markers



56 Damage Tokens



18 Training Tokens



4 Showdown
Tokens



1 Threat Tracker



1 Threat Track



7 Plastic Stands



1 Blackbird

SETUP

To set up the game, follow these steps in order.

- 1. Choose Heroes:** Each player chooses a hero to play by placing that hero's power card in front of them. Then, they take the matching assist card and hero marker. Each player places their hero marker on the Blackbird.

If playing single-player, choose two heroes and keep their play areas separate. You control both of those heroes. Additional rules for solo play are described on page 21.



Wolverine's Play Area



- 2. Prepare School:** Create the school by placing the three school cards faceup in the middle of the play area. Shuffle the mutant deck and bond deck separately and place them near the school.



- 3. Prepare Missions:** Separate the continent mission cards into their five continent decks. When playing with **two heroes**, return two random continent decks to the box. When playing with **three or four heroes**, return one random continent deck to the box. When playing with **five or six heroes**, use all five continent decks. Place the continent decks near the school.



- 4. Prepare Threat Track and Villain Deck:** Place the threat track near the school. Separate the threat cards into their three decks (green, yellow, and red), shuffle each deck, and place them above the threat track. Shuffle the villain deck and place it near the threat track.

- 5. Choose Difficulty:** Choose one of the difficulty options below and place the threat tracker on the indicated number on the threat track.

- Easy: 2
- Normal: 4
- Hard: 6
- Extreme: 8



Place Threat Tracker on "4" for Normal Difficulty

- 6. Prepare Supply:** Place the dice, damage tokens, training tokens, success tokens, and showdown tokens within reach of all players.



- 7. Flip Missions:** When playing with **two to four heroes**, choose a continent deck and flip the top card of that deck faceup. When playing with **five or six heroes**, choose two continent decks and flip the top card of each chosen deck faceup.



Example for Two-Hero Game

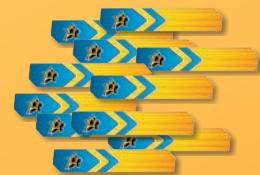
- 8. Choose Plot:** Choose a plot card and place it in view of all players with the plot side faceup (the horizontally oriented side). Resolve any “**Setup:**” text on that card now. Set aside the double-sided story cards until an effect tells you to put one into play.

For the first game, use The Brotherhood of Mutants plot card, which instructs you to put the Xavier's Dream card (numbered “01A” in the lower-right corner) into play.



Card
Number
01A

SETUP EXAMPLE



BASIC CONCEPTS

This section contains the basic concepts of *X-Men: Mutant Insurrection* that are fundamental to the game.

DICE

In *X-Men: Mutant Insurrection*, dice (🎲) represent the skills and abilities of the X-Men. During the game, heroes roll dice in order to overcome the challenges the heroes face, from recruiting inexperienced mutants to battling powerful villains.



There are three colors of dice:

- Red dice represent fighting skill, weaponry, and strength.
- Yellow dice represent special powers and uncanny abilities.
- Blue dice represent intelligence, special expertise, and teamwork.

Each die type has a different distribution of symbols, and each hero has a different combination of colors.

MISSIONS

Missions represent situations, crises, and enemies the X-Men face over the course of the game. The X-Men team up to complete missions in order to win the game. To do so, heroes roll their dice and match the symbols on the dice to the symbols on the mission card. Attempting missions is described on page 10.



Success: Each hero heals 1 damage. One hero draws a mutant.
Failure: Raise threat by 1.

THREAT

As the game progresses, many circumstances will raise threat (!). Threat represents the rising tension between humankind and mutants. As threat increases, heroes will have to deal with greater dangers. Most important of all, if threat gets too high, the heroes lose the game! Threat is described in greater detail on page 20.



PLOTS

In each game of *X-Men: Mutant Insurrection*, heroes select a plot to play. Each plot represents a different X-Men story and comes with special rules and missions that tell the story over the course of the game.

Plots have a challenge level, which is separate from the difficulty level chosen at setup. The bar in the lower-right corner indicates how hard a plot is relative to other plots: more orange pips indicates a greater challenge. All plots can be played at any difficulty level.



HEALTH AND DAMAGE [!]

Being one of the X-Men is dangerous, and heroes risk life and limb to protect others and stop the machinations of supervillains. During the game, heroes will suffer damage (✖) as a result of villainous forces and other effects. If a hero suffers too much damage, they will be knocked out of the game. Damage and being knocked out are described in detail on page 20.

PLAYING THE GAME

A game of *X-Men: Mutant Insurrection* is played over multiple rounds. Each round consists of four phases:

1. Deploy Phase
2. Mission Phase
3. Threat Phase
4. Regroup Phase

After the regroup phase, a new round begins with the deploy phase. The following sections describe each phase in detail.

DEPLOY PHASE

During the deploy phase, heroes deploy to locations around the world. To deploy, each hero places their hero marker next to any continent deck, school card, or faceup mission card.

Heroes deploy one at a time and in any order. A mission card **cannot have more than three heroes** deployed to it.

After all heroes have deployed, proceed to the mission phase.



Cyclops deploys to the Xavier's Office school card. Phoenix and Wolverine deploy to the Pyro mission.

DEPLOYING TO A FACEDOWN MISSION

When a hero deploys to a continent deck with a facedown mission on top, they immediately flip that mission faceup, leaving it on top of the continent deck.

DEPLOYING TO A SCHOOL CARD

When a hero deploys to a school card (Xavier's Office, Cerebro, or Danger Room), that hero immediately resolves the card's effect.

MISSION PHASE

During the mission phase, heroes attempt the missions they have deployed to. If the heroes have deployed to multiple missions, they choose one of those missions and each hero there attempts it. Then, they choose another mission and resolve their attempts against it, continuing in this way until all missions that have a deployed hero have been resolved.

To attempt a mission, the heroes roll dice and use their abilities to complete the mission's objectives. The full process for attempting missions is described on page 10.



After the heroes have attempted all of the missions they deployed to, proceed to the threat phase.



THREAT PHASE

During the threat phase, the danger to mutants grows and heroes draw perilous threat cards. The threat phase has three steps.

1. RAISE THREAT

Count the number of ! icons in the upper-right corner of all faceup missions and Sentinel cards and raise threat by that number. To raise threat, advance the threat tracker by one for each ! icon counted.



If threat is raised beyond space 15 of the threat track, **the heroes lose the game**.

2. FLIP MISSIONS

Flip facedown mission cards on top of continent decks faceup depending on the number of heroes in the game:

- Two heroes:** If there are no faceup missions on the continent decks, choose one continent deck with a facedown mission on top and flip that mission faceup.
- Three or four heroes:** Choose one continent deck with a facedown mission on top and flip that mission faceup.
- Five or six heroes:** Choose two continent decks with a facedown mission on top and flip those missions faceup.

Flipped missions remain on their continent decks.

If the heroes cannot flip the required number of facedown missions faceup, they flip as many as possible.

3. DRAW THREAT CARD

Draw and resolve the top card of the appropriate threat deck. The appropriate deck is determined by the color of the threat tracker's space. For example, if the threat tracker is on a green space on the threat track (spaces "1" through "5"), the heroes draw from the green threat deck.

There are two kinds of threat cards: events and Sentinels.



An Event



A Sentinel

Events have an effect that heroes resolve immediately after drawing the threat card. Then, the card is discarded to a discard pile next to the threat deck.

Sentinels attach to a mission and make that mission more dangerous. Sentinels also generate threat in each threat phase. Sentinels are explained further on page 20.

RUNNING OUT OF THREAT CARDS

If the heroes must draw a threat card from an empty threat deck, they draw from the next threat deck to the right of the empty deck. If they must draw a red threat card but the red threat deck is empty, **the heroes lose the game**.

REGROUP PHASE

During the regroup phase, heroes prepare for the next round. All heroes on school cards return their hero markers to the Blackbird. If any heroes were assisted, they return the assisting hero's assist card to that hero (assisting is part of attempting a mission, explained on page 10).

Each hero also readies their exhausted mutant and bond cards if they have any (these are explained starting on page 17). Heroes can also exchange mutant cards with each other, take mutants from the school, and leave mutants at the school.

If a player's hero was knocked out (see "Damage" on page 20), that player chooses a new hero from the heroes that have not been used this game and sets that hero up as described in the Choose Heroes step of setup on page 4.

WINNING THE GAME

The heroes reach the end of the game by progressing the story of the plot they are playing. The plot card begins the story by putting a specific story card into play, such as “Xavier’s Dream” in the recommended first plot. If the story card is a mission, the heroes must complete it; otherwise, they must achieve the condition described on the card. Each plot features a series of these story cards that brings the story to its conclusion.

Each plot concludes with a final **SHOWDOWN** against the plot’s main villain. When the heroes complete the showdown’s missions, they defeat the villain and win the game! The complete rules for showdowns are described on page 16.

LOSING THE GAME

The heroes lose the game if one of the following occurs:

- Heroes raise threat beyond space 15 of the threat track;
- Heroes must draw a red threat card but there are no threat cards remaining in the red threat deck; or
- During the showdown, all heroes in play have been knocked out.



ATTEMPTING MISSIONS

The majority of gameplay occurs when heroes **ATTEMPT** missions. Missions represent dangerous situations that the X-Men must handle, like defeating a supervillain or dealing with a disaster. When attempting missions, heroes can work alone or team up to combine their powers and abilities.

To attempt a mission, heroes roll dice and match the symbols on their dice to the symbols shown on the mission card. Each symbol is called a **REQUIREMENT**, and each row of requirements is an **OBJECTIVE**. In order to complete the mission, heroes must complete all of the mission's objectives by satisfying their requirements.



An Objective with Three Requirements

During a mission attempt, each hero at that mission gets an opportunity to be the **ACTION HERO**. The active hero rolls dice and tries to complete objectives.

To attempt a mission, the heroes at that mission perform the following steps.

STEP 1: CHOOSE ACTIVE HERO

The heroes at the mission choose a hero who has not been the active hero this round to be the active hero.

Then, the active hero decides to attempt the mission alone or to be **ASSISTED**. If the active hero decides to be assisted, one other hero gives their own assist card to the active hero. The active hero places that card next to their power card.

Each hero can assist once per round.



Jubilee assists Wolverine by giving her assist card to him.

STEP 2: ASSEMBLE DICE POOL

Heroes roll dice in order to overcome the challenges they encounter over the course of the game. There are three types of dice, and each die type has a different distribution of the symbols that heroes need to complete missions.



Each die can roll any type of result, but red dice are best at generating **FIGHT** (⚡) results, yellow dice are best at generating **POWER** (DNA) results, and blue dice are best at generating **TEAMWORK** (⊗) results.

The active hero gathers the four dice shown on their power card. They also gather the two dice shown on one assist card in their play area (either their own if they have not given it to another hero, or an assisting hero's assist card). This is their **DICE POOL**.



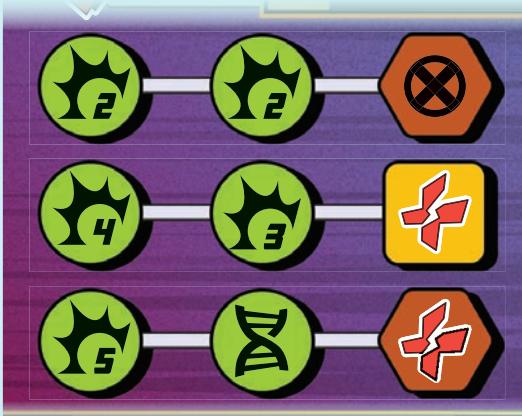
Wolverine's Unassisted Dice Pool



Wolverine's Dice Pool Assisted by Jubilee

STEP 3: ROLL DICE

The active hero rolls the dice in their dice pool. They want to match as many dice as possible to the requirements of the mission they are attempting.



*Three Objectives, Requiring
Mostly ⚡ Results*

The active hero can **REROLL** their dice **twice**. To reroll, they select any number of dice in their pool and roll those dice again. Any dice not included in the reroll are not changed.

Rerolls granted by card abilities are additional; they do not count against the two standard rerolls.

VILLAINY

Dice that have a villainy (⚡) result represent the X-Men's villainous foes fighting back. Normally, these results have no effect and can be rerolled without penalty. However, if the mission has a **VILLAINY EFFECT**, the hero must resolve that villainy effect before they can reroll their dice showing ⚡ results. The hero must do this each time they want to reroll one or more dice showing ⚡ results.



A Villainy Effect

If a mission has more than one villainy effect (because a Sentinel is attached), the hero must resolve all of them in the order of the hero's choosing before rerolling dice showing ⚡ results.

The hero may choose not to reroll their ⚡ results, in which case they do not need to resolve villainy effects. If it is not possible for the hero to resolve the villainy effect on a mission, the hero can reroll dice showing ⚡ results without penalty.



VILLAINY EXAMPLE

After his first roll, Wolverine has three results that he does not need: two ⚡ results and a 3⚡ result.



He can reroll the 3⚡ result without harm, but he needs two more ⚡ results to stop the Juggernaut. He decides to reroll the ⚡ results, too. Juggernaut's villainy effect reads "Suffer 2 damage." Wolverine suffers 2 damage and includes both of his ⚡ dice in his reroll.



One of the dice rolls the ⚡ that Wolverine was hoping for, but another comes up ⚡ again. He decides to include it in his second reroll, so he must suffer 2 damage again. Hopefully the risk pays off!



STEP 4: COMPLETE OBJECTIVES

After completing all rolls and optional rerolls, the active hero spends dice to complete the mission's objectives. In order to **COMPLETE** an objective, the active hero must satisfy **all** of that objective's requirements.

Green requirements are basic requirements. There are three types of basic requirements that are satisfied by spending at least one die:



Power: A power requirement is satisfied by spending a **2** result.



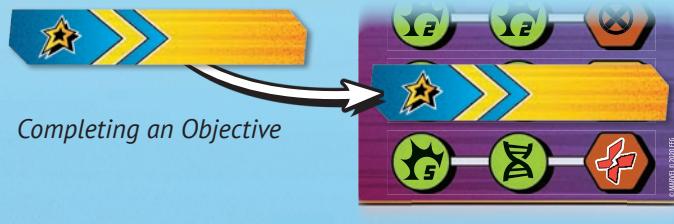
Teamwork: A teamwork requirement is satisfied by spending a **0** result.



Fight: A fight requirement is satisfied by spending one or more **2** results that have a total value that equals or exceeds the value in the fight requirement. A **2** result's value cannot be split between requirements.

After spending a die to satisfy a requirement, the active hero places that die on the requirement to show it has been satisfied. These dice are no longer in the dice pool.

After satisfying all of an objective's requirements, the active hero removes spent dice from that objective and places a success token (**★**) on the objective to show that it is complete.



The active hero may complete multiple objectives as long as they can satisfy those objectives' requirements. Unless otherwise noted, the objectives on a mission card may be completed in any order.

At the end of this step, all dice are returned to the supply.

OTHER RESTRICTIONS

Some missions and requirements have additional rules:



Damage: A damage requirement is satisfied by the active hero suffering one damage (**1**), or two damage if a **2** is next to the icon.



Yellow: Yellow requirements must be satisfied if the threat tracker is in the yellow or red section of the threat track. Otherwise, they are ignored.



Red: Red requirements must be satisfied if the threat tracker is in the red section of the threat track. Otherwise, they are ignored.



Order Arrow: The order arrow is not a requirement to be completed. Instead, if a mission has this arrow, the mission's objectives must be completed in order from top to bottom.



MISSION ATTEMPT EXAMPLE

1. Phoenix and Cyclops have deployed to the Mystique mission. They choose Phoenix to be the active hero first, assisted by Cyclops. Phoenix gathers her dice pool (3 yellow, 3 blue) and rolls it.



2. Phoenix rolls $1\clubsuit, 1\clubsuit, 1\clubsuit, \times, \otimes$, and \otimes . She knows she needs a lot of \otimes to take down Mystique, so she keeps both \otimes results and also the \times result. She uses her first reroll on the three other dice.



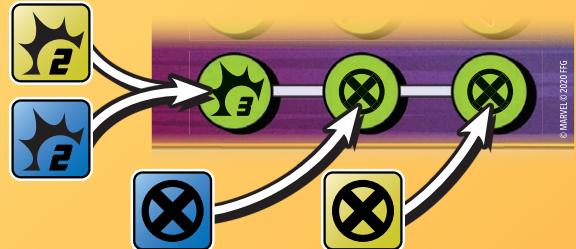
3. The rerolled dice results are $2\clubsuit, 1\clubsuit$, and $2\clubsuit$. Phoenix wants both $2\clubsuit$ results, but the $1\clubsuit$ result is not helpful. She uses her last reroll to reroll the $1\clubsuit$.



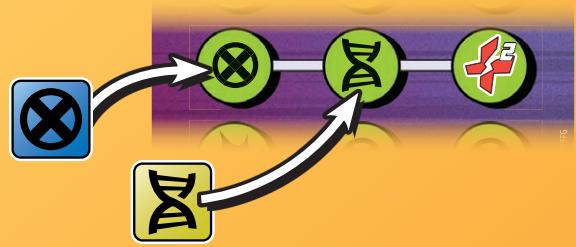
4. The last reroll results in a \otimes —just what she needed. She does not have any more rerolls, so she'll see what she can do with the results she has.



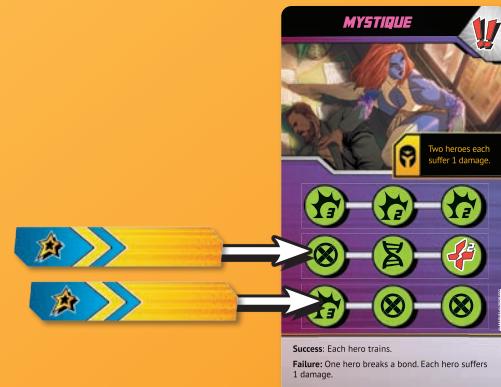
5. Because the Mystique mission does not have the \clubsuit icon, Phoenix may complete objectives in any order. She decides to deal with the bottom objective first. She spends two dice showing $2\clubsuit$ to satisfy the $3\clubsuit$ requirement, and she spends two dice showing \otimes for the other requirements.



6. For the middle objective, Phoenix spends her \times result and her last \otimes result. Then, for the \clubsuit requirement, she suffers 2 damage. Mystique doesn't go down easy!



7. Phoenix does not have enough dice to complete the remaining objective. She places a \star token on each objective she completed to mark their progress. Maybe Cyclops can finish off Mystique during his attempt!



STEP 5: CHECK OUTCOMES

After the active hero has completed as many objectives as they can (or wish to), they determine if they have completed the mission.

If all of the mission's objectives are completed, the active hero resolves the mission's **success** outcome.

Success: Each hero heals 1 damage. One hero draws a mutant.

Failure: Raise threat by 1.

A Mission's Outcomes

If the mission has at least one uncompleted objective, another hero there attempts the mission by returning to Step 1: Choose Active Hero.

If there is still an incomplete objective after all heroes there have attempted the mission, the active hero resolves the **failure** outcome.

OUTCOMES

Heroes must resolve as many of the rewards or penalties as possible from their outcome. The outcome affects only the heroes **at that mission**.

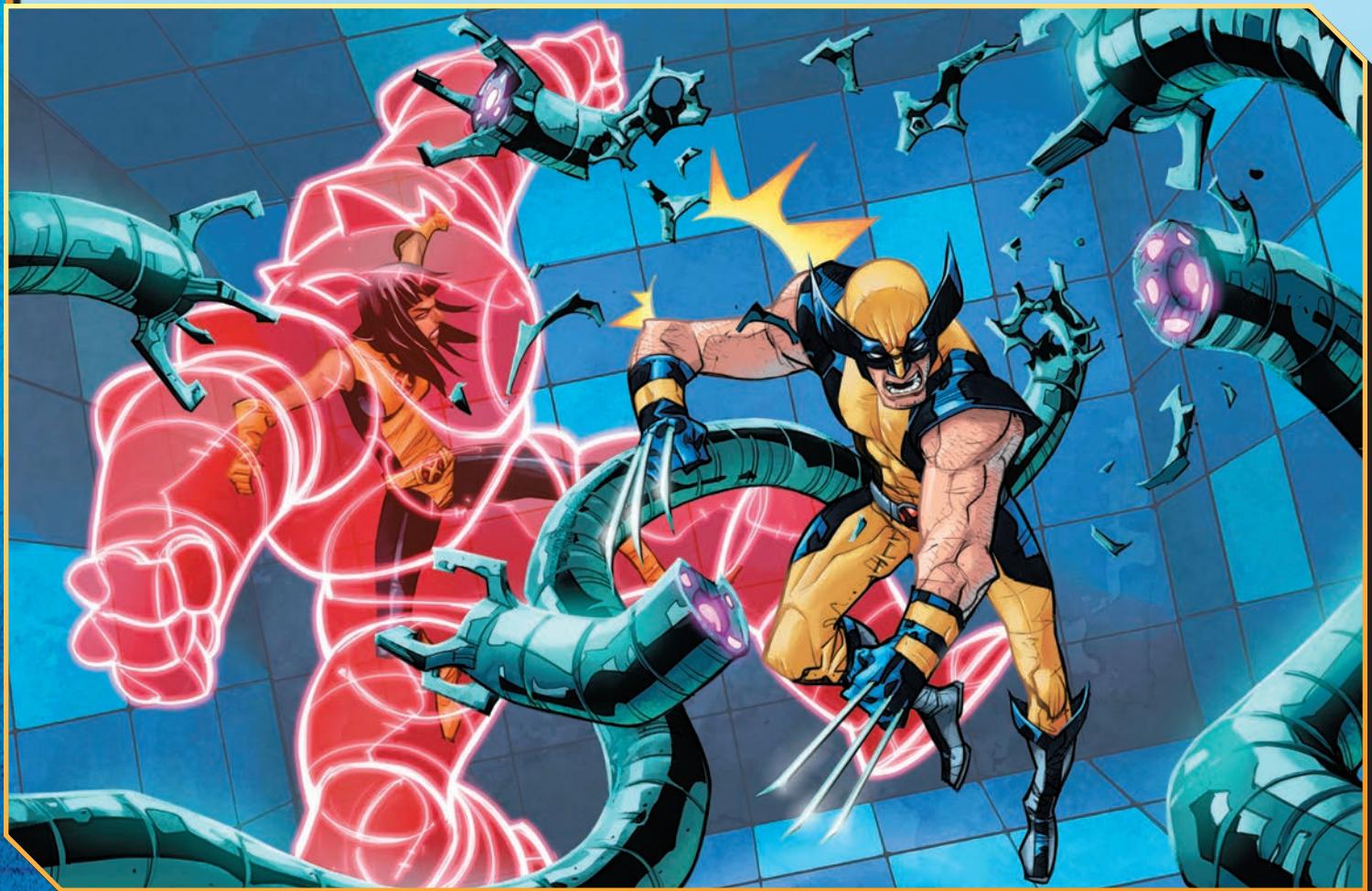
If an outcome affects a specific number of heroes (such as "Two heroes each draw a mutant"), the active hero chooses which heroes at that mission are affected.

SUCCESS

The mission is completed, and the active hero resolves the rewards listed in the success outcome. Then, the active hero adds the mission to the heroes' completed missions pile and returns all success tokens (★) on that mission to the supply. All hero markers at that mission are placed on the Blackbird.

FAILURE

The mission is not completed, and the active hero resolves the penalties listed in the failure outcome. The mission and any success tokens (★) on it remain in play. All hero markers at that mission are placed on the Blackbird. Heroes can try to complete the remaining objectives in a later round.



STORY CARDS

Story cards are double-sided cards that advance the current plot and present special rules and challenges the heroes must face. Story cards are only put into play when a game effect (often the plot or another story card) instructs heroes to play them.

Game effects that instruct heroes to play a story card refer to the card by name and by the number in the lower-right corner of the card. There are three types: story missions, briefings, and showdown missions.



Story Mission



Briefings



Showdown Mission

STORY MISSIONS

Story missions are special missions that represent important moments in the plot like confronting a villain or searching for a lost ally. When a story mission is put into play, place it faceup next to the continent decks. Story missions follow the same rules as continent missions.

BRIEFINGS

Briefing cards introduce new rules and goals in the plot. When a briefing card is put into play, read it aloud and place it faceup next to the plot card. While a briefing card is in play, any additional rules on it are active.

SHOWDOWN MISSIONS

Showdown missions form the final battle of the plot, and each showdown mission is part of a set. Showdown missions are on the back of most story cards; during play, they are placed under the plot card, but they are not revealed until the showdown begins. Showdowns are explained further on page 16.

07B
Story Card Number

STORY CARD EXAMPLE

1. Storm and Gambit are playing The Brotherhood of Mutants plot. That plot card instructs heroes to put the Xavier's Dream briefing into play during setup. They find the card named Xavier's Dream and, since it is a briefing card, read it aloud.
2. After a few rounds of play, there are four \star tokens on Xavier's Dream, which is equal to the number of heroes (M) plus two. (See page 21 for an explanation of the M icon.) The **End of Round** effect on Xavier's Dream instructs heroes to flip the card. They flip it, revealing a mission to fight Magneto! Since it is a story mission card, they put it next to the continent decks.



3. After a few more rounds, the heroes complete the Magneto mission. The mission's success outcome instructs heroes to put the Santo Marco mission into play. Then, they put the Magneto mission in their pile of completed missions. They should probably take on the Santo Marco mission next!



SHOWDOwnS

The **SHOWDOWN** is the climactic battle against the plot's main villain. It begins when a briefing card instructs the heroes to set up the showdown.

ASSEMBLING THE SHOWDOWN

Set aside the continent decks, school cards, Sentinels attached to continent missions, and story cards other than the briefing card that started the showdown. Set-aside cards are not used for the remainder of the game.

Each showdown is a set of two or more showdown missions. To reveal the showdown missions, flip the plot card and the cards underneath it. Then, place them side by side so that the art forms one continuous image (the icon at the bottom of the card also indicates where the card should be ordered relative to the others).



After assembling the showdown, **skip directly to the deploy phase** of the next round. This means that knocked-out heroes are not replaced before the showdown begins.

PLAYING THE SHOWDOWN

During the showdown, the heroes deploy to and attempt showdown missions. They must accumulate enough success tokens on a showdown mission to complete it. When they complete all showdown missions, they win the game! Once the showdown begins, each round goes through the same four phases as before with the following modifications.

DEPLOY PHASE

Each hero deploys to a showdown mission. If there is only one uncompleted showdown mission remaining, all heroes may deploy to it (this overrides the rule that only three heroes can deploy to the same mission).

MISSION PHASE

After completing an objective on a showdown mission, the active hero places a success token **below** the showdown mission (instead of on the objective) and returns all spent dice to the supply. Objectives on showdown missions can be completed multiple times during the active hero's attempt.

A showdown mission is completed when it has success tokens below it equal to the **DEFEAT VALUE** in the lower-left corner of the card. Place a showdown token on it to show that it is completed. Showdown missions do not have outcomes.



Showdown Token



This showdown mission requires success tokens equal to hero count (H) minus one.

THREAT PHASE

Heroes no longer raise threat during the threat phase and threat cards are no longer drawn. Instead, the showdown attacks and activates threat effects.

ATTACKS

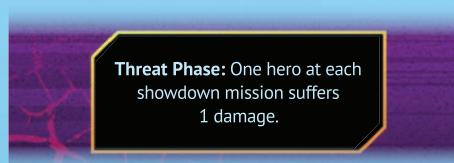
The leftmost showdown mission has an **ATTACK VALUE**. At the start of the threat phase, each hero suffers damage equal to the attack value. The attack values of completed missions are **not** ignored.



1-Damage Attack

THREAT EFFECTS

Some showdown missions have threat effects. These effects are resolved after the showdown's attack. If multiple showdown missions have threat effects, resolve them from left to right. Once a mission is completed, heroes ignore the threat effect on that mission for the rest of the game.



REGROUP PHASE

Heroes remain on the missions they deployed to (they can deploy to a different mission next round). Players whose heroes are knocked out **do not choose a new hero**.

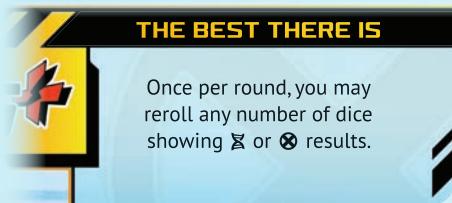
WINNING AND LOSING

As soon as all showdown missions have been completed, the X-Men beat the villains and win the game! Instead of the normal loss conditions, the heroes lose the game if all heroes in play are knocked out.

ADDITIONAL RULES

POWER CARD ABILITIES

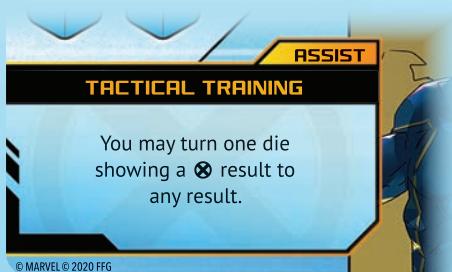
Each hero has a unique ability on their power card that gives them special advantages during the game. Each power card ability describes when it can be used and if it has any costs or other requirements. Power card abilities that reroll, turn, or spend dice can be used only when the hero is active hero.



ASSIST ABILITIES

Each hero has an assist ability on their assist card. However, a hero **cannot** use their own assist card's ability—instead, they provide that ability to another hero by assisting.

During a mission attempt, if a hero assists the active hero, they give their assist card to the active hero. The active hero can use the ability on the assisting hero's assist card.



MUTANTS

The X-Men do not only fight villainous mutants; they rescue and teach mutants who are still learning to control their powers. These allies are represented by mutant cards.



When a game effect instructs a hero to draw a mutant, they draw the top card of the mutant deck and put it faceup in their play area. A hero can have only one mutant at a time—if they draw a second mutant card, they choose one of the mutants to keep and place the other next to the school cards.

Mutants have various abilities to help the heroes on their missions. A hero may use the ability of a mutant in their play area as described on the mutant's card.

SWAPPING MUTANTS

During the regroup phase, heroes whose hero markers are on the Blackbird may swap mutants. A hero with a mutant may swap that mutant with a mutant at the school or leave their mutant at the school for another hero. A hero without a mutant may take a mutant from the school.



BONDS

The X-Men's relationships with each other are always shifting. These relationships are represented by **BONDS**. Bonds are double-sided cards with a positive ability on one side and a negative ability on the other.

Bond cards come in pairs. When a hero gains a bond, they draw a bond card from the **bottom** of the bond deck. Then, they search the deck for the other card with the same name and number and give it to another hero of their choice (that hero does not need to be at the same mission). The hero with the other card of the same name is the **BONDED HERO**. Finally, the hero who gained the bond shuffles the bond deck.

Each hero can have up to two bond cards at a time. A hero cannot have more than one bond with a single other hero. If a hero would form or break a bond but cannot, they do not form or break a bond.

After a hero flips or discards a bond, the hero with the matching card flips or discards that bond as well.

FORMING BONDS

When an effect instructs a hero to form a bond, that hero chooses to either:

- Gain a bond card and put it in front of them with the positive side faceup; or
- Flip one of their negative bonds to its positive side.

BREAKING BONDS

When an effect instructs a hero to break a bond, that hero **must** flip one of their positive bond cards to its negative side, if possible. If that hero does not have a positive bond card, they instead gain a bond card and put it in front of them with the negative side faceup.

FORMING BOND EXAMPLE

Cyclops resolves a mission outcome that allows him to form a bond. He could use the reward to flip a negative bond, but he doesn't have one. Instead, he draws the bottom card of the bond deck and finds the matching bond card.

He draws Love and decides to give it to Phoenix. Now Cyclops and Phoenix will be a formidable pair when they go on missions together!

BREAKING BOND EXAMPLE

Now that they share the Love bond, Cyclops and Phoenix try to go on missions together when they can. Unfortunately, a villainy effect has forced Phoenix to break one of her bonds! She has a positive bond with Cyclops, so she cannot choose to gain a new negative bond. Instead, she must flip Love to its negative side: Regret.

Cyclops must also flip his copy of Love to the Regret side. The stress of saving the world must have been too much for their relationship.



TRAINING TOKENS

In order to prepare themselves for the forces they must oppose, the X-Men undergo extensive training and preparation. This is represented by gaining **TRAINING TOKENS**. There are three types of training tokens, each showing a different die result.

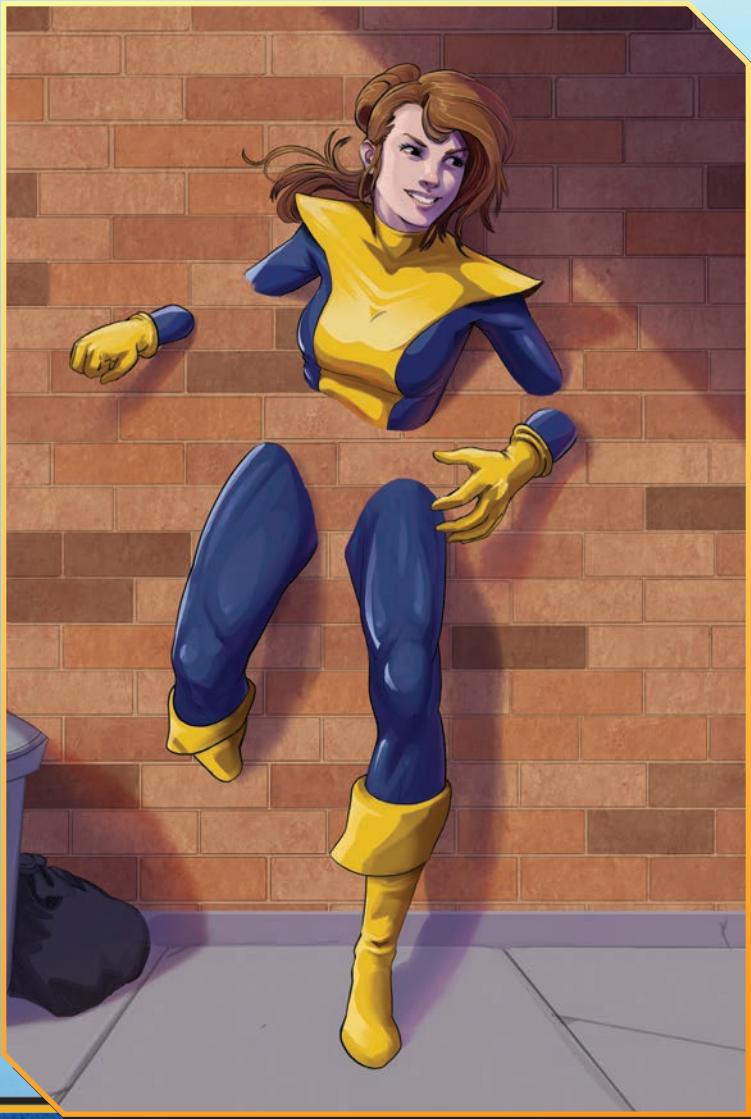


Heroes gain training tokens in numerous ways, such as from mission rewards. When an effect instructs a hero to **TRAIN**, that hero takes any training token from the supply and puts it in their play area. If the effect specifies a type of training token, such as “train **X**,” the hero must take that type.

A hero can only have one training token at a time. If they would gain a second training token, they must choose which one to keep.

When a hero is the active hero, they can spend their training token as if it was a die showing the same icon. Spent training tokens are returned to the supply.

Training tokens cannot be rerolled or turned.



SCHOOL CARDS

School cards reflect locations in Xavier's School for Gifted Youngsters and offer heroes a place to rest and prepare for their next mission.

When a hero deploys to a school card, they resolve its effect immediately. Multiple heroes may resolve the effect of the same school card in a round.

Some story missions replace school cards. When a mission replaces a school card, place the mission on top of the school card. The replaced school card is effectively not in play until the story mission is completed. All heroes deployed to the replaced school card are placed on the story mission.

VILLAIN CARDS

Villain cards represent highly dangerous mutants that pose an immediate threat to the X-Men. Each villain card is a challenging mission with punishing failure outcomes and few rewards, though the “Xavier’s Office” school card can use completed villain missions to reduce threat.

Villain missions look like continent missions except that they have a purple background and a villainy effect. Each continent deck has a villain card in it, and some especially nasty villains form the separate villain deck.



Villain Mission



Villain Deck

Some threat cards replace mission cards with villain cards. When a villain replaces a mission, place the villain faceup on top of that mission. The replaced mission is effectively not in play until the villain mission is completed.

All heroes deployed to the replaced mission are placed on the villain. If a Sentinel was attached to the replaced mission, the Sentinel attaches to the villain. All success tokens on the replaced card are returned to the supply.

THREAT [!]

The threat track represents the ever-present danger to mutants from various forces, both villainous and otherwise. During the threat phase, threat is raised by one for each **!** icon in the upper-right corner of faceup missions and Sentinel cards in play. To raise threat, advance the threat tracker by that many spaces. When an effect reduces threat, move the threat tracker that many spaces to the left.

The threat track is divided into three colored sections representing escalating levels of danger. Each section corresponds to one of the threat decks as well as the colors of threat requirements.

If threat is raised beyond space 15 of the threat track, **the heroes lose the game**.

DAMAGE [!] [!]

When a hero suffers damage (**!**), the hero places damage tokens on their hero card equal to the number of damage suffered. When a hero heals damage, they return damage tokens from their hero card to the supply.



Damage Token

BEING KNOCKED OUT

Each hero's **HEALTH** is shown on their power card. When a hero has a number of damage tokens on their hero card that equals or exceeds their health, that hero is **KNOCKED OUT**.



Health

When a hero is knocked out, **raise threat by one** (unless the showdown has already started). Return the hero's power card, assist card, and hero marker to the box; that hero cannot be used again this game. Discard any other cards and tokens in the hero's play area. If that hero had a bond with another hero, discard the matching bond card from that hero's play area.

If a hero is knocked out while they are the active hero, their turn as active hero proceeds immediately to Step 5: Check Outcomes. If they were being assisted, they return the assisting hero's assist card to that hero.

If a hero is knocked out while assisting another hero, the other hero still benefits from the knocked-out hero's assist card before it is returned to the game box.

Players whose heroes are knocked out get to choose a new hero during the regroup phase, but **only if the showdown has not started**. The player selects an unused hero that has not been knocked out during this game. They set up their new hero as normal (see the "Choose Heroes" step on page 4). If there are no heroes remaining that have not been used this game, **the heroes lose the game**.

SENTINELS

Sentinels are a special kind of threat card that **ATTACH** to faceup missions and make them more dangerous. After drawing a Sentinel, check the Sentinel's **TARGET**, such as "Most Objectives" or "Fewest **!** Icons." Then, attach the Sentinel to the faceup mission that best matches its target and does not already have an attached Sentinel by placing the Sentinel next to that mission. If more than one mission fits the target equally well, heroes choose one of those missions.



Only one Sentinel can be attached to each mission. If there are no faceup missions without an attached Sentinel when a Sentinel is drawn, the new Sentinel is discarded and threat raises by 1 for each **!** icon on that Sentinel.

While a Sentinel is attached to a mission, the Sentinel adds its villainy effect to that mission. Sentinels also have one or more **!** icons in the upper-right corner of their card, which are counted when raising threat during the threat phase.

A mission with a Sentinel next to it **cannot** be completed until the Sentinel is discarded.

DISCARDING SENTINELS

Each Sentinel has an objective on it. When the active hero at the Sentinel's mission is completing objectives, they may complete the Sentinel's objective as if it were one of the objectives on the mission card. After completing the Sentinel's objective, the Sentinel is discarded. Dice spent to complete the Sentinel's objective are returned to the supply.

When a Sentinel is attached to a mission with a ♀ icon, the Sentinel's objective can be completed at any time.

SPECIAL TERMS

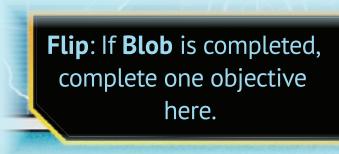
Many cards, particularly missions and briefings, use special terms. These terms are explained below.

DIE ICON [D]

Many cards use the die icon (D) in their text, such as “Discard 1D.” This icon is shorthand for “die” or “dice.” Unless a color is specified, the die (or dice) can be of any color.

FLIP

Some missions have a FLIP effect. This effect is resolved immediately after the mission is flipped faceup, regardless of what caused the mission to flip faceup.



HERO COUNT [H]

Many cards use the HERO COUNT icon (H) in their text. Whenever this icon appears, its value is equal to the number of heroes who started the game.

READY & EXHAUSTED

Mutant cards and bond cards have two states: READY and EXHAUSTED. When a card is ready, it is upright in its owner's play area.

Many card abilities require the hero to exhaust the card. To exhaust a card, the hero rotates the card 90 degrees clockwise. Exhausted cards are readied during the regroup phase. To ready a card, the hero rotates the card so it is upright again.

An exhausted card cannot be exhausted again—the hero must wait for the card to be readied.



Ready



Exhausted

REPLACING CARDS

Some effects REPLACE school cards or missions with another card. When a card is replaced, place the new card on top of the replaced card. Replaced cards are effectively not in play—heroes cannot resolve their effects or deploy to them until the card on top is discarded.

All heroes deployed to the replaced card are placed on the new card. If a Sentinel was attached to the replaced card, the Sentinel attaches to the new card. All success tokens on the replaced card are returned to the supply.

REVEALING CARDS

When heroes are instructed to REVEAL a card, they draw it and read it without resolving its effects. The effect always instructs the heroes what to do next with that card.

TIMINGS

Many card effects are preceded by a timing, such as “End of Round” or “During Play.” These tell heroes when the effects occur.

Effects that occur at the start of a phase or round occur before all other steps of that phase or round have been resolved. Effects that occur at the end of a phase or round occur after all other steps of that phase or round have been resolved.

Effects that occur “before” or “after” another effect happen immediately before or after that effect.

Effects that occur “during play” are in effect at all times as long as the card with that effect is in play faceup. When a card with such an effect is discarded or flipped facedown, that effect is no longer active.

If multiple effects would occur at the same time, heroes choose the order in which they resolve.

TURNING DICE

If a card effect instructs a hero to TURN dice, that hero chooses a die in their pool and turns it so that a different side is faceup. A die cannot be turned to a result the die does not have. Dice showing a ♀ result can be turned without resolving a villainy effect.

Solo Play

When playing *X-Men: Mutant Insurrection* with one player, that player controls two heroes and uses the same rules as if they were playing a two-player game. The heroes' play areas are kept separate—they do not share damage, mutants, or training tokens. They are still limited to having a single bond with each other.

CLARIFICATIONS

This section contains clarifications for rules interactions. If the heroes encounter a situation that was not addressed in the main rules, consult this section.

GOLDEN RULES

- If a card effect contradicts this rulebook, the card takes precedence.
- If a card effect uses the term “may,” that effect is optional.
- If a card effect uses the term “cannot,” that effect is absolute and cannot be overridden, even by other effects.

ABILITIES AND EFFECTS

- If there are multiple equally valid ways to resolve a card or other game effect, the heroes collectively decide how to resolve the card or other game effect.
- If a card effect offers heroes two options separated by “or,” the heroes can choose either option, but they must choose an option that can be fully resolved if possible.
- An ability that allows a hero to increase or double the value of a \clubsuit result is not restricted by the highest \clubsuit value on that die.

HEROES

- The value of \clubsuit is established at setup and does not change as heroes are knocked out.
- A hero cannot heal beyond their maximum health value.

MISSIONS

- Rerolls granted by card abilities are additional—they do not count against the two standard rerolls the active hero has during a mission attempt.
- When completing objectives, the active hero can fulfill a damage (\clubsuit) requirement even if that damage would knock them out. However, they cannot complete any additional objectives that include a \clubsuit requirement.
- If a penalty in a mission’s failure outcome requires one hero to break a bond or discard cards or tokens, the heroes must choose a hero who can most completely resolve that penalty.

- If a reward or penalty in a mission outcome affects a specific number of heroes and that number is greater than the number of heroes at that mission, treat it as affecting each hero at that mission instead.

SENTINELS

- When heroes are determining the mission with the most \clubsuit requirements, they count the total number of separate \clubsuit requirements, not the \clubsuit value within a requirement.
- When heroes are determining the mission with the most or fewest $!$ icons, they include $!$ icons on a Sentinel attached to that mission.
- When heroes are determining the mission with the most or fewest objectives, they include completed objectives in that count.
- If a Sentinel is attached to a showdown mission, the Sentinel must be discarded before the showdown mission can be completed. When the Sentinel’s objective is completed, the \star token is placed on the Sentinel’s objective and is discarded with the Sentinel. It is not placed below the showdown mission.

SHOWDOWNS

- Unless otherwise specified by effects on a showdown mission, the showdown missions do not affect each other.
- During the showdown, heroes cannot deploy to any card other than a showdown mission.
- During the showdown, heroes cannot exchange mutants with each other or the school.
- If the last hero in play completes the last showdown mission by satisfying a damage requirement that knocks the hero out, the heroes win the game.

THREAT

- Threat cannot be reduced below 1.

VILLAINY

- If a villainy effect provides two options, the hero must choose an option that has an effect, if possible.
- If a hero resolves a villainy effect that has no effect (such as “Reroll 1 \clubsuit showing a \clubsuit result” when the hero rolled no \clubsuit results), the hero can still reroll their \clubsuit results.

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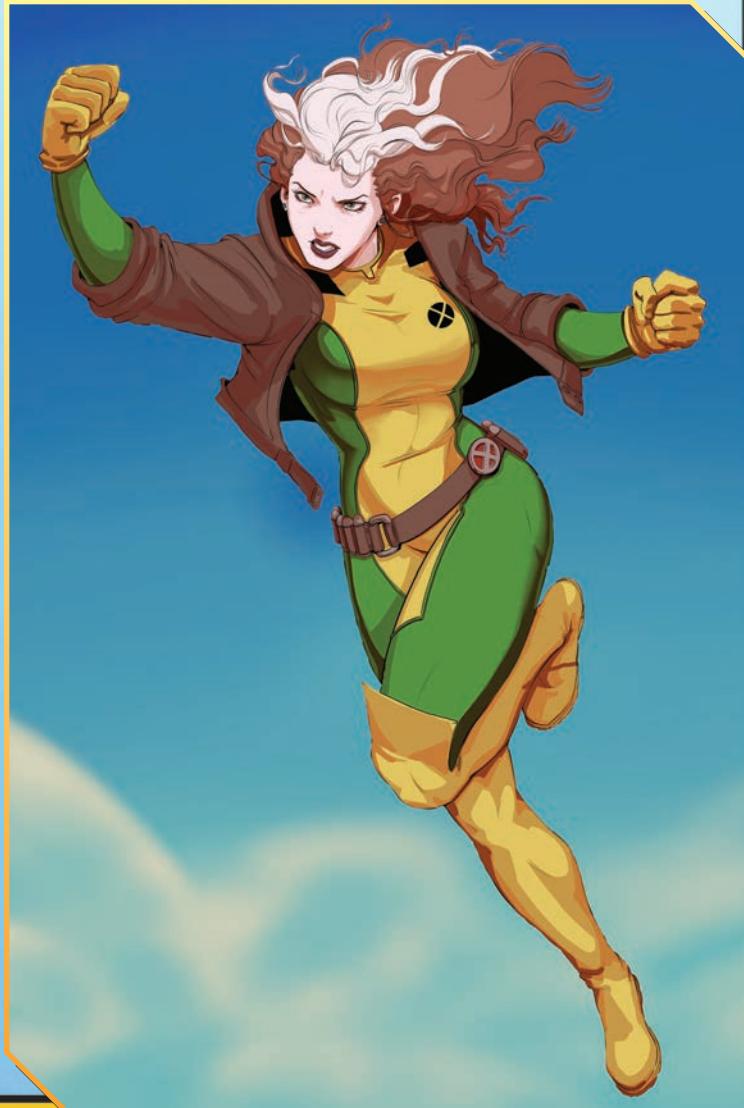
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QUICK REFERENCE

GAME ROUND

1. Deploy Phase
2. Mission Phase
3. Threat Phase
 - A. Raise Threat
 - B. Flip Mission(s)
 - I. **2 Heroes:** 1 mission (if none faceup on continents)
 - II. **3–4 Heroes:** 1 mission
 - III. **5–6 Heroes:** 2 missions
- C. Draw Threat Card
4. Regroup Phase

DICE RATIOS



SYMBOLS

	FIGHT		THREAT
	POWER		DAMAGE
	TEAMWORK		DIE
	VILLAINY		SUCCESS TOKEN
	ORDER ARROW		HERO COUNT

ATTEMPTING MISSIONS

1. Choose Active Hero
2. Assemble Dice Pool
3. Roll Dice
4. Complete Objectives
5. Check Outcomes

REQUIREMENTS



Power: A power requirement is satisfied by spending a result.



Teamwork: A teamwork requirement is satisfied by spending a result.



Fight: A fight requirement is satisfied by spending one or more results that have a total value that equals or exceeds the value in the fight requirement. A result's value cannot be applied to more than one requirement.



Damage: A damage requirement is satisfied by the active hero suffering one damage () or two damage if a "2" is next to the icon.



Yellow: Yellow requirements must be satisfied if the threat tracker is in the yellow or red section of the threat track. Otherwise, they are ignored.



Red: Red requirements must be satisfied if the threat tracker is in the red section of the threat track. Otherwise, they are ignored.



Order Arrow: The order arrow is not a requirement to be completed. Instead, if a mission has this arrow, the mission's objectives must be completed in order from top to bottom.