

STAR WARS™

THE CLONE WARS

It is a time of war! The Republic's clone army is in continuous conflict with unending waves of droids. As planet after planet is pulled into the fray, Count Dooku and his Separatist armies move closer to victory.

In **Star Wars: The Clone Wars—A Pandemic System Game**, band together as legendary Jedi generals and lead squads of clones against the Separatist droid forces. Use the abilities of your Jedi and clones to cut down swarms of droids, and team up to complete missions that could turn the tide of war.

CONTENTS



7 Jedi Miniatures



4 Villain Miniatures



3 Blockades



36 Droids



1 Game Board



1 Die



46 Squad Cards



32 Invasion Cards



7 Jedi Cards



4 Villain Sheets



24 Villain Cards



24 Mission Cards



2 Track Markers



2 Mission Markers



1 Reminder Marker



1 Slider



5 Reference Cards



1 Solo Marker

SETUP

1. Place Board and Components: Place the board in the center of the table. Create a supply of droids and blockades by placing them near the board.

2. Place Markers on Tracks: Place 1 track marker at the start of the invasion track and 1 track marker at the start of the threat track, as shown.



3. Choose Villain: Choose 1 villain to play against. **For your first game, choose Asajj Ventress.**

Place the matching villain sheet with the non-finale side up near the "Villain Sheet" indicator.



Shuffle the matching 6-card villain deck and place it facedown near the "Villain Deck" indicator.



If the villain sheet shows an effect with , place the reminder marker on top of the villain deck. Otherwise, return the reminder marker to the box.



Resolve any "SETUP" instructions on the villain sheet.

Set aside the villain miniature until the next step of setup. Return unused villain sheets, cards, and miniatures to the box.

4. Invade Planets: Place the 2 "Mission Planet" invasion cards faceup near the "Invasion Discard" indicator on the board to create the invasion discard pile. Then shuffle the invasion deck and place it facedown near the "Invasion Deck" indicator.



Draw 2 invasion cards and place 3 droids on each of the matching planets.



Draw 2 more invasion cards and place 2 droids on each of the matching planets.



Draw 2 more invasion cards and place 1 droid on each of the matching planets. Then place the villain miniature on the planet matching the last drawn card.



Place the 6 invasion cards faceup in the invasion discard pile.

5. Choose Jedi: Each player chooses 1 Jedi card and takes the matching Jedi miniature. Shuffle the reference cards and deal 1 to each player, then each player places their Jedi miniature on the planet shown on the back of their reference card. Return all unused Jedi cards, Jedi miniatures, and reference cards to the box.



6. Prepare Squad Deck:

Shuffle the squad deck and place it facedown near the "Squad Deck" indicator.

In a 2- or 3-player game, deal 3 squad cards to each player.

In a 4- or 5-player game, deal 4 squad cards to each player.



8. Draw Starting Missions: Draw the top card of the mission deck and place it faceup near the orange mission indicator.

Place the orange mission marker on the matching planet, then resolve any "When Drawn" effect on the mission card.



7. Build Mission Deck: Choose your difficulty level. Randomly take a number of mission cards based on the chosen level and return the rest to the box without looking at them:

Difficulty	Missions
Padawan	3
Jedi Knight	4
Jedi Master	5
Jedi Grandmaster*	6+

*You can include more than 6 mission cards for an extra challenge.

Place the mission cards facedown near the "Mission Deck" indicator.



Then draw a second mission card and do the same for the white mission indicator and marker.

9. First Turn: The player with the high ground takes the first turn. That player takes the die.

FULL SETUP (2 PLAYERS)

KEY CONCEPTS

JEDI

Players take on the roles of Jedi battling the forces of the Separatist droid army. Each Jedi has a card showing their unique ability and is represented on the board by a miniature.



COOPERATION

All players are on the same team and they win or lose the game together. Players can discuss and freely give each other advice. Everyone should offer opinions and ideas, but each player decides for themselves what to do during their turn.

ENEMIES

The Jedi must defend the Republic from 3 types of enemies: battle droids, blockades, and villains. Droids accumulate on planets and blockades protect other enemies on their planet.



VILLAINS

Each game, you will face off against 1 villain. Each villain has a sheet that shows their health and any special abilities they have, and the back side shows the rules for the finale and how to eventually win the game.



Each villain also has a deck of cards that defines how the villain acts during the game.



SQUAD CARDS

Each player has a hand of squad cards representing characters and vehicles that can help them in their fight. Squad cards have effects that can aid you or other Jedi on your planet.



Keep your hand faceup on the table in front of you so that all players can see each other's cards. Players have a hand limit of 7 cards at all times.

When a Jedi suffers damage, the player discards that many squad cards from their hand faceup to the squad discard pile.

EXHAUST & READY

To use the effect of a squad card in your hand, you must exhaust it, turning it sideways to show it has been used. Once a card is exhausted, it cannot be used again until it is readied and turned upright again at the start of your next turn.



THE DIE

Players roll the die when attacking or attempting a mission.



There are 2 icons on the die: success (☺) and damage (★).

☺ accomplishes the goal of your action: damaging enemies during attacks or adding to a mission.

★ causes you to suffer damage, discarding squad cards from your hand.

MISSIONS

To reach a villain's finale and win the game, Jedi will have to complete a series of missions around the galaxy. Each mission matches a planet on the board, shown by a mission marker.



To complete missions, Jedi do the attempt mission action. It will often take multiple Jedi gathered on a mission planet to succeed. Most missions also have special effects that modify how they function.

After all missions are completed, flip the villain sheet to begin the finale and reveal how to win the game.

PLAYING THE GAME

Players take turns in clockwise order, following these 4 steps each turn:

1. Ready Cards
2. Do 4 Actions
3. Activate Villain
4. Invade Planets

1. READY CARDS

At the start of your turn, ready all exhausted squad cards in your hand, turning them upright. Ready cards can be used for their effects.

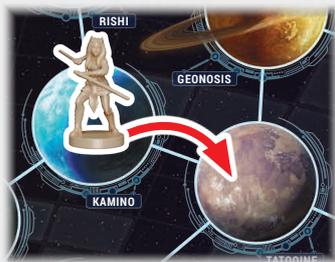
2. DO 4 ACTIONS

During your turn, you can do up to 4 actions. You can do the same action multiple times, each time counting as 1 action.

FLY

Move your Jedi to a connected planet.

Enemies (droids, blockades, and villains) do not affect Jedi movement.



REINFORCE

Draw 1 squad card.

You can draw squad cards even if you are at the 7-card hand limit; if you ever have more than 7 cards in your hand, you must discard or play ally cards until you have only 7 cards left. You can discard exhausted squad cards this way.



If you need to draw a card and the deck is empty, shuffle the squad discard pile to form a new facedown deck, then draw.

ATTACK

Attacking allows you to remove enemies from your planet.

To attack, roll the die. For each , deal 1 damage to an enemy on your planet. Droids have 1 health and blockades have 2 health. A villain's health is shown on their sheet. When an enemy suffers damage equal to its health, remove it from the board and return it to the supply.

Damage dealt to enemies is not tracked between actions, so to remove a blockade or villain, you must deal the necessary damage to it in a single action. Some squad cards can add additional damage to an attack (see "Squad Cards" on page 7).

After dealing damage, you might suffer damage in return. For each remaining enemy on your planet and each you rolled on the die, you suffer 1 damage. Some squad cards can prevent damage to Jedi (see "Squad Cards" on page 7).

ATTACK EXAMPLE

Ahsoka and Anakin are on a planet with enemies. Ahsoka attacks, rolling the die.



Ahsoka and Anakin each exhaust 2 , adding them to the die for (6) total.



Ahsoka must deal 2 damage to the blockade first, removing it. She deals 3 damage to Ventress and 1 to a droid, removing them.



Ahsoka suffers 1 damage from the remaining droid and 1 damage from the on the die. Anakin exhausts 1 to prevent 1 damage, so Ahsoka discards 1 card.



ATTEMPT MISSION

While on a mission planet, do the attempt mission action to complete that mission. **You cannot attempt a mission on a planet with a blockade or villain.**



First, roll the die. Then **any number of Jedi on the mission planet** can contribute squad cards.

To contribute a card, exhaust it and add to the mission attempt. You can contribute only the types of cards shown on the mission. (The effects of these cards do not matter—only the types).



If the total number of meets or exceeds the completion number on the mission, the mission is completed. are not tracked between actions, so you must get all the necessary during a single mission attempt.



SUCCESS

If the mission is completed, do the following:

1. The current Jedi suffers 1 damage for each on the mission card and each rolled on the die.
2. If the mission has a “When Completed” effect, resolve it.
3. Return the mission card to the box.
4. Draw the top card of the mission deck and place it faceup near the empty mission indicator. Place the mission marker on the matching planet, then resolve any “When Drawn” effect on the mission card.



If the mission deck is empty, place the mission marker on the other mission planet. If all missions have been completed, instead begin the finale (see “Finale” on page 8).



FAILURE

If the mission is not completed, the current Jedi suffers 1 damage for each rolled on the die, but **not for on the mission card.** The mission remains and can be attempted again on a future action.

ATTEMPT MISSION EXAMPLES

Anakin and Ahsoka are on Lola Sayu, the location of the “Citadel Rescue” mission. Anakin attempts the mission, rolling the die.



The mission requires 7 successes to complete, and the Jedi can contribute and . They don't have enough cards to succeed, so they fail to complete the mission. Anakin suffers 1 damage from the on the die, but exhausts 1 to prevent it.



For his next action, Anakin attempts the mission again, rolling the die.



Anakin exhausts 1 and 1 , adding . Ahsoka exhausts 1 and 2 , adding . Including the from the die, this is enough to successfully complete the mission.



Anakin suffers 2 damage from the mission and 1 damage from the on the die, discarding 3 cards total. Then he resolves the “When Completed” effect on the mission, drawing 1 squad card.



Finally, he returns the mission card to the box, draws a new mission, and moves the mission marker to the matching planet.

JEDI CARDS

Each Jedi card has a special ability, which is a free action. You can do it only once during your “Do 4 Actions” step, and it does not count toward your 4 actions for the turn. You cannot do a free action in the middle of another action or during another player’s turn.



SQUAD CARDS

There are 5 different types of squad cards: assault (👤), stealth (👁), armor (🐘), transport (🚀), and ally. To use a squad card, exhaust it by turning it sideways (not an action). Once a card is exhausted, it cannot be used until it is readied and turned upright again at the start of your next turn. Squad cards are discarded when you suffer damage or when you exceed the hand limit.

When you suffer damage, discard that many squad cards from your hand faceup to the squad discard pile. If you have no cards in hand, any additional damage has no effect. If you ever have more than 7 cards in hand, you must play ally cards or discard cards until you have only 7 cards in hand.



ASSAULT & STEALTH

When any Jedi on your planet attacks, after the die is rolled, you can use any number of 👤 or 👁 to add ⚡ per card.

Only 1 type can be used during each attack—**players cannot combine** 👤 and 👁 in the same attack.



ARMOR

When any Jedi on your planet suffers damage, you can use any number of 🐘 to prevent 1 damage per card.



TRANSPORT

When any Jedi on your planet flies, you can use a 🚀 to allow the Jedi to move twice during that flight. Only 1 🚀 can be used to extend each flight.



ALLY

Unlike other squad cards, you must discard an ally card to use its effect. You can use an ally card at any time (even other players’ turns) unless specified on the card. If an ally card is exhausted by another effect, it cannot be used until it is readied.

3. ACTIVATE VILLAIN

After a Jedi has completed their 4 actions, the villain strikes back against the Jedi.

REMINDER MARKER

Some villains have effects that occur every turn. At the start of the villain step, if the reminder marker is on the villain deck, resolve the ⚠ effect on the villain sheet before drawing a villain card.



DRAW VILLAIN CARD

Draw 1 card from the villain deck, resolve its effect, and discard the card faceup to the villain discard pile. Some villain cards have multiple effects; resolve them from top to bottom, skipping any effects that cannot be resolved.

Do not draw additional villain cards unless instructed by an effect. If you would draw a card and the deck is empty, first shuffle the discard pile to create a new facedown deck, then draw.

PLANET UNDER SIEGE!

Each villain deck contains 1 “Planet Under Siege!” card. Resolve its effect as follows:



1. Advance the invasion marker 1 space to the right on its track. If the marker is already on the last space of the track, advance threat instead.
2. Draw the bottom card of the invasion deck and add droids to the matching planet until there are 3 droids on it.
3. Shuffle the invasion discard pile (including the card you just drew from the bottom of the deck) and place the shuffled discard pile facedown on top of the invasion deck.

TOP PLANET

Some villain cards refer to the top (👁) planet: the 👁 planet is the planet matching the top card of the invasion discard pile, which changes each time a planet is invaded.



MULTIPLE POSSIBLE OUTCOMES

If the effect of a villain card or sheet could have multiple possible outcomes, the current player chooses from among them.

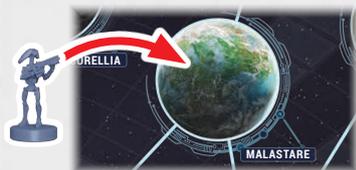
For example, if a moving villain has multiple valid paths to their destination, the current player chooses which path they take.

4. INVADE PLANETS

One at a time, flip over as many invasion cards from the top of the invasion deck as the current invasion rate (shown by the invasion track).



For each card flipped, place 1 droid on the matching planet, then discard the card faceup to the invasion discard pile.



If a planet already has 3 droids on it, do not place a 4th. Instead, an occupation occurs (see "Occupation" below).

If you need to place a droid but there are no droids left in the supply, advance the threat marker 1 space per droid you cannot place (see "Advancing Threat" in the next column).

It is rare but possible for the invasion deck to run out of cards. If you need to flip a card and the deck is empty, first shuffle the invasion discard pile to form a new facedown deck, then flip.

OCCUPATION

If you would place a 4th droid on a planet, instead an occupation occurs on that planet. Do not place that 4th droid.

When an occupation occurs, do the following:

1. Advance the threat marker 1 space.
2. Place 1 blockade on that planet. A single planet can have multiple blockades on it. (Droids do not "outbreak" to connected planets like diseases in original *Pandemic*.)

BLOCKADES

While a planet has a blockade on it, Jedi cannot affect missions, droids, or villains on that planet in any way. Blockades are removed after suffering 2 damage. During an attack, if the last blockade on a planet is removed, any remaining damage can be dealt to other enemies on that planet.



If an effect other than occupation places a blockade on the board, do not advance threat.

If you need to place a blockade but there are no blockades left in the supply, advance the threat marker 1 space per blockade you cannot place (see "Advancing Threat" in the next column).

WINNING & LOSING

If the threat marker reaches the bottom space of the threat track, all players immediately lose the game.

If you complete all the missions in the deck and then complete the finale on the back of the villain sheet, the players immediately win the game!



FINALE

When you complete the last mission card, immediately flip over the villain sheet and resolve all "FINALE SETUP" effects on it.

For the rest of the game, only the finale side of the sheet applies; ignore the other side of the villain sheet. This can cause effects to change, and can change the damage needed to remove the villain (or make them impossible to remove).

Each villain sheet says what you need to do to complete that finale and win the game. Many finales require you to complete 1 or more missions—during the finale, you **can** attempt missions on a planet with a villain.

ADVANCING THREAT

There are 4 ways the threat marker can advance:

- When a 4th droid would be placed on a planet, an occupation occurs: advance the threat marker 1 space and place a blockade on that planet.
- If you ever need to place a droid or blockade and there are none left in the supply, advance the threat marker 1 space for each enemy you cannot place.
- If you ever need to advance the invasion marker but there are no further spaces, instead advance the threat marker 1 space.
- Some villain effects can advance the threat marker.

SOLO PLAY

You can play solo, coordinating the efforts of 2 Jedi.

SETUP

Set up the game as normal for 2 players. You control both Jedi, keeping their hands of cards separate. Randomly determine the first Jedi and place the solo marker on their card.



PLAYING THE GAME

The solo marker indicates which Jedi is currently taking their turn. Game play proceeds as in the multiplayer game. At the end of each Jedi's turn, move the solo marker to the other Jedi card.



VILLAINS

There are 4 villains included in the game: Asajj Ventress, General Grievous, Maul, and Count Dooku. Each villain has different effects on its sheet, a different finale, a unique villain deck, and a miniature.

Before the finale, Jedi cannot attempt a mission on a planet with a villain.



ASAJJ VENTRESS

The Sith assassin strikes against the Jedi and the Republic at the command of her master, Count Dooku.

Ventress moves toward missions, damaging and exhausting Jedi that get too close. When she starts her activation on a mission, she will quickly cause threat to advance.



GENERAL GRIEVOUS

The fearsome cyborg general commands the Separatist Droid Army, reaching his forces across the galaxy.

Grievous causes all enemies to damage or exhaust Jedi on their planets and causes extra invasions while he is on the board.



MAUL

Maul works to unify the galaxy's criminal syndicates and consolidate the power of his Shadow Collective.

Maul's power increases over time, causing threat to advance. Removing him from the board reduces his power and the impact of his other effects.



COUNT DOOKU

Secretly the Sith Lord Darth Tyranus, Dooku leads the Separatist Alliance in its war against the Galactic Republic.

Dooku brings Ventress and Grievous to the board with him. Each turn, the villains hunt nearby Jedi and villain card effects impact Jedi on the villains' planets.

FINE POINTS

You do not need to read this section when learning the game; refer to it as necessary if you have questions about a specific rule or component.

FREQUENTLY OVERLOOKED RULES

PLANETS

- When an effect refers to “your planet,” it refers to the planet your Jedi is currently on.
- A “mission planet” is a planet with a mission marker.
- If a card or action shows a planet in parentheses, you must be on that planet to use that card or do that action.

HAND OF CARDS

- The hand limit of 7 squad cards applies at all times. If you ever have more than 7 cards in hand, you must play ally cards or discard cards until you have only 7 cards in hand.
- You can reinforce even if you already have 7 cards in hand.
- When you suffer damage, discard that many squad cards from your hand faceup to the squad discard pile. If you have no cards in hand, any additional damage has no effect.
- When an effect instructs you to exhaust cards, you must exhaust that many squad cards in your hand. If you have no ready cards to exhaust, there is no additional effect.
- If you ever need to draw or flip cards from any deck but the deck is empty, first shuffle the discard pile to form a new facedown deck, then draw or flip. (This is different from the rules for running out of components in the original *Pandemic*.)

RESOLVING EFFECTS

- Whenever an effect allows you to interact with another Jedi (such as moving another Jedi), both players must agree.
- When a piece moves toward another piece (for example, a villain moves toward the closest Jedi), it follows the shortest path. If multiple paths are tied, the current player chooses from among them.
- If the effect of a villain card or sheet could have multiple possible outcomes, the current player chooses the outcome.

MISCELLANEOUS

- You cannot attack on a space without enemies.
- When playing on the Jedi Grandmaster difficulty level, you can include more than 6 mission cards in the game for a greater challenge.

ALLY CARDS

- Ally cards can be played during any player’s turn. They cannot be played while exhausted.
- C-3PO & R2-D2 can be played only during a mission or attack on a mission planet you are on.
- Padmé Amidala can be played any time during the “Do 4 Actions” step.
- The Bad Batch can be played at any time, including during another action. The damage is added to other damage dealt by that action.

MISSION CARDS

- **Hostage Crisis, Tipping Points, Unfinished Business:** If the named card is already in a player’s hand, do not add it to the current Jedi’s hand.
- **The Lost One:** Place the villains on Oba Diah whether they are on or off the board. If Count Dooku is the villain, place all 3 villains on Oba Diah.



JEDI

AAYLA SECURA

- The movement is not a flight and cannot be affected by .

AHSOKA TANO

- If you exhaust 2 cards, the damage can be dealt on a single planet or divided among 2 different planets.
- Your special ability can remove a blockade.

ANAKIN SKYWALKER

- When using your ability to attack, you can exhaust  as if they were  instead. If you do, other Jedi can exhaust only  as normal.

LUMINARA UNDULI

- Discard to hand limit only after fully resolving Luminara's ability.

MACE WINDU

- You cannot move droids from a planet with a blockade.

OBI-WAN KENOBI

- Discard to hand limit only after fully resolving Obi-Wan's ability.

YODA

- The movement is not a flight and cannot be affected by .

VILLAINS

- If a villain does not have a health number on their sheet, they cannot be removed from the board. Jedi still suffer 1 damage from villains left on their planet during an attack.

ASAJJ VENTRESS

- "Dogfight" is a mission and must be completed using the attempt mission action.

GENERAL GRIEVOUS

- During setup, set the slider aside—it is used only during the finale.
- **Make Them Suffer:** If the damage is blocked, the Jedi can still move.
- "Infiltrate," "Confront," "Chase," and "Destroy" are missions and must be completed in order using the attempt mission action. When you complete a mission, advance the slider to the next mission down.

MAUL

- When Maul gains or loses power, move the slider that many spaces up or down the power track. When the slider reaches either end of the track, any additional movement is lost.
- **Hostile Takeover:** Place Maul on the top planet whether or not he is already on the board.
- When the villain sheet is flipped, keep the slider in its current position.
- "Showdown" is a mission and must be completed using the attempt mission action. The completion number is 7 plus the number on the current space of the threat track.

COUNT DOOKU

- Before the finale, each villain has 2 health. During the finale, Dooku has 5 health and Grievous has 2 health.
- **Duel:** If 1 Jedi is on a planet with multiple villains, they suffer only 1 damage.
- **Puppet Master:** During the finale, do not place Ventress on the board.



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