

GRAYSKULL:
THE MASTERS OF THE UNIVERSE

Screenplay by
JUSTIN MARKS

Based on characters by Mattel

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"For what is a man to profit if he gains the whole world, but loses his own soul?"

FADE IN

BEFORE CREDITS.

A thousand specs of light. Bouncing off each other in a violent, yet elegant ballet. The creation of the cosmos.

EVIL-LYN (V.O.)

One kingdom. Two swords.

INT. WORKSHOP OF ETERNUS --- **FOUR THOUSAND YEARS AGO**

THE POWERFUL HANDS OF A BLACKSMITH, forging steel from a raging fire. Sparks fly through the darkness.

EVIL-LYN (V.O.)

At the beginning of time, the blacksmith Eternus forged the Sword of Light, a blade so beautiful that its spark created all life as we know it.

Two hands raise the finished SWORD, an amazing mix of katana and high-tech. It generates an OUTWARD LIGHT.

EVIL-LYN (V.O.) (CONT'D)

After the blacksmith saw what perfection he'd built, he tried in vain to duplicate his mold. Eventually he fell into madness.

TRACKING through the abandoned space. Failed copies of other swords lie along the floor.

EVIL-LYN (V.O.) (CONT'D)

Angered by his failure, he forged one last blade before he died. The mirror opposite of its original. The Sword of Darkness.

Instead of light, a DARK VOID burns deep into the surface of this blade. Haunting and ominous.

EXT. EPIC BATTLEFIELD - ETERNIA - NIGHT

A small blade of grass. Trembling ever so slightly.

EVIL-LYN (V.O.)

Both blades, being born of magic, gave amazing powers to anyone who held them.

(MORE)

(CONTINUED)

CONTINUED:

(pauses) EVIL-LYN (CONT'D)
And so they were sought after.

The trembling increases. WIDER to reveal we are on a HILLTOP PLATEAU where-

A COLOSSAL ARMY

Marches with enough feet to rattle the earth. Thousands of soldiers, all clad in HIGH-TECH BATTLE GEAR. Think of something out of feudal Japan, but poly-alloy and with a hint of alien texture.

EVIL-LYN (V.O.) (CONT'D)
Over thousands of years, the
swords faced each other many
times.

The leader of these people, a king we will come to know as GRAYSKULL (40s), stands at the front and raises-

THE SWORD OF LIGHT, which bathes his army in a majestic light.

ON THE OTHER SIDE OF THE BATTLEFIELD:

A different army emerges from the fog. Dark and intimidating. Monstrous, snarling BEASTS, augmented by a complex nano-technology that fuses their bodies with mechanical parts. Half-monster, half-machine.

Their leader, a creature masked in thick armor, lifts up-

THE SWORD OF DARKNESS. It spreads a black cloud over the army, fueling their bizarre technology with energy.

EVIL-LYN (V.O.) (CONT'D)
Until one battle changed it all.

On Grayskull's side, the soldiers' battle armor suddenly GROWS AROUND THEM like a mechanical shell, encasing their bodies in a high-tech metal poly-alloy.

On the other side, the snarling beasts rise up, their hydraulic parts EXPANDING and enhancing their size.

The two armies run straight at each other and-

CLASH VIOLENTLY.

Awesome advanced warfare. Mix high-tech, swords, and otherworldly creatures and you have sense of what Eternia's all about.

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CONTINUED: (2)

King Grayskull squares off against the other leader. During the fight, he manages to defeat him and cause him to drop the Sword of Darkness.

EVIL-LYN (V.O.) (CONT'D)

It was King Grayskull who first realized that to stop a war between two sides...

Grayskull picks it up and suddenly-

THE TWO SWORDS BEGIN TO FUSE TOGETHER!

EVIL-LYN (V.O.) (CONT'D)

...you had to bring them together.

Metal wrapping around metal, sparks flying, like a fusion reaction, coils winding down the blades and finally nestling at the handle, which King Grayskull-

RAISES IN THE AIR

Creating a blinding light that spreads over the battlefield.

Soldiers on both sides stop fighting and watch in awe.

EVIL-LYN (V.O.) (CONT'D)

In that moment, light and darkness combined to form a life-giving magic, subjugating everyone under its incredible power.

INT. ROYAL PALACE - NIGHT

Tracking through decadent hallways filled with ornaments and tributes to peace and prosperity.

EVIL-LYN (V.O.)

So long as the king lived, Eternia never saw another war again.

A PRIVATE CHAMBER

Where the much older King Grayskull lies on his death bed, surrounded by well-wishers.

EVIL-LYN (V.O.) (CONT'D)

But when his end came, his inner circle feared that no successor would be able to honor the balance the king had created.

INT. HALL OF WISDOM - NIGHT

An ancient temple, marked with stone ornamentation. A sacred site. Sitting around a table are-

SIX WARRIORS

Identified by ancient tribal tattoos on their faces. They surround the two swords, wrapped in silk.

EVIL-LYN (V.O.)

Six warriors, endowed with the magic of the blades, were trusted with separating them and burying each in a secret location.

(pauses)

They were called the Masters of the Universe.

Three Masters take one blade, three take the other. They embrace each other and go separate ways.

EVIL-LYN (V.O.) (CONT'D)

And they took these secrets to their graves.

OFF THE EMPTY TABLE we-

DISSOLVE TO:

EXT. SANDS OF FIRE - EVENING --- **PRESENT DAY**

Explosions spewing from geysers in the sand.

EVIL-LYN (O.C.)

For several generations, the swords have remained hidden...

TRACKING ACROSS

A mysterious dune. Heat rises from skeletal remains of colossal creatures, silhouetted against a blood red sky.

EVIL-LYN (O.C.) (CONT'D)

Until now.

TWO FIGURES

Move against the setting sun, trekking deeper into the rugged terrain.

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CONTINUED:

The leader, a gorgeous SEDUCTRESS with the same markings all over her face that the Masters wore, steps forward, her pale white eyes searching the darkness.

This is EVIL-LYN (30s).

EVIL-LYN (CONT'D)
I've uncovered what the original
Masters tried to hide...

She stares out at a THICK BLACK HAZE filling the valley below them. Its amorphous form seems to be alive.

EVIL-LYN (CONT'D)
...the Sword of Darkness.

Her companion, obscured in shadow and wearing a heavy hood, scans the terrain. His name is KELDOR (40s).

KELDOR
Show me.

She raises her hands, which GLOW with energy, and she PUSHES THE MIST out of the valley like the parting of the Red Sea, revealing at its center...

THE SWORD OF DARKNESS

Planted deep in the ground, its hollow void breathing black haze in and out.

KELDOR (CONT'D)
You don't disappoint, Evil-Lyn.

Keldor descends into the valley towards the black mist. DARK TENDRILS extend from the sword's void, enveloping him and beckoning him closer.

KELDOR (CONT'D)
Here's to destiny...

Keldor reaches for the sword. As his fingers touch it he suddenly undergoes a euphoric-

FLASH TO:

VISIONS OF DARK WONDERS

The whispers rising to a scream as the sword envelops him with its power, endowing him with all its terrifying forces of black magic.

BACK TO:

(CONTINUED)

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KELDOR'S HANDS

Withering at the touch of this power. As the mist grows around them, his skin begins to ERODE. Flesh turns to tissue and then to bone.

Soon the sensation spreads to his arms, his shoulders, his face... literally tearing the skin from his bone.

He madly clings to the blade as we-

CUT TO:

MAIN TITLE CARD: **"GRAYSKULL: THE MASTERS OF THE UNIVERSE"**

EXT. CAPITOL CITY - EVENING --- WEEKS LATER

The center of civic life in Eternia.

A stunning achievement of a civilization that incorporates advanced technology and magic.

BRIGHT BEAMS

Dart back and forth overhead as AERIAL VEHICLES sail through the towering crystalline structures.

And then, bursting into our view is-

A SUPERNOVA OF COLOR

Exploding in the sky above the city skyline. Its magical particles bounce off each other and create an amazing spectrum. Fireworks from an alien civilization.

A colossal celebration is underway.

INT. ROYAL PALACE - GALLERY - EVENING

The Anniversary of the Great Unrest, commemorating Grayskull's victory many centuries ago.

Hundreds of revelers gather in the main square, thriving to tribal rhythms indigenous to the Eternian frontier.

FEMALE DANCERS

Soar over the crowd with the aid of MAGICAL PULSES. A seductive zero-gravity ballet.

EXT. ROYAL PALACE - MINARET - NIGHT

Perched on top of a parapet, looking out towards the fireworks, is-

YOUNG ADAM (14)

Dirty blonde with striking blue eyes. He's the kind of tough kid who acts first and thinks later. On one side of his face is a light BRUISE from a recent scuffle.

KING RANDOR (O.C.)

I hear there was a fight in the courtyard.

He looks up to see KING RANDOR (50s). His father. The kind of man you'd have to spend a lifetime living up to.

KING RANDOR (CONT'D)

You wouldn't know anything about that, would you?

YOUNG ADAM

It won't happen again.

Randor frowns. He's not getting off that easy. He turns Adam's head towards the distant lights of the kingdom.

KING RANDOR

Adam. Tell me what you see out there.

YOUNG ADAM

(rolling his eyes)
Our kingdom.

KING RANDOR

Not our kingdom. Our people's kingdom. Built from thousands of diverse factions. How do you think it came to be?

Randor gestures nearby to a COLOSSAL STONE STATUE, the figure of a king, hundreds of feet tall, staring out over the city with two swords across his back. Grayskull.

KING RANDOR (CONT'D)

Your ancestor, King Grayskull, understood the soul of Eternia.
(pauses)

(MORE)

(CONTINUED)

CONTINUED:

KING RANDOR (CONT'D)
 A true leader brings his people
 together, whatever their
 differences.

YOUNG ADAM
 Yeah. Well I'm not him.

Randor looks down at him sadly.

KING RANDOR
 I wonder if you ever will be.

Then he turns and leaves. Adam watches him go.

EXT. ROYAL PALACE GATES - NIGHT

Two soldiers walk the palace grounds as fireworks
 continue to explode in the sky.

The first, with a face that has seen the horrors of war
 and yet still stays above it, is GENERAL DUNCAN, a.k.a.
 MAN-AT-ARMS (40s). A soldier's soldier.

The second is just as tough, with battle scars all over
 his body. KRONIS (30s).

MAN-AT-ARMS
 Don't exaggerate the threat.
 Keldor's long gone by now.

KRONIS
 I hear he's looking for an army.

MAN-AT-ARMS
 Of course.

Man-At-Arms kneels in front of a huge set of REINFORCED
 GATES. Tests their strength.

MAN-AT-ARMS (CONT'D)
 But I'd like to know where he'd
 find one.

KRONIS
 Closer than you think.

WHAM!

Suddenly a blunt instrument hits Man-At-Arms over the
 head, knocking him out cold.

Kronis stands over him, holding a HIGH-TECH PISTOL.

(CONTINUED)

CONTINUED:

He pulls down on a lever, which causes LIGHTS to flash just as the massive gate doors SLIDE OPEN.

ON THE DARKNESS OUTSIDE

A heavy BLACK MIST pours through the opening. Something's out there. Something bad.

INT. ROYAL PALACE - PRIVATE QUARTERS - NIGHT

The sounds of celebration are beginning to die down.

Adam and Randor stride through the empty reception hall. Just then-

THE DOOR OPENS BEHIND THEM

And Kronis walks in.

KING RANDOR

General. Is there a problem?

KRONIS

The outer gates have been compromised, sir. We think it's your brother.

Several Eternian guards emerge with their weapons drawn. High-tech daggers that TELESCOPE to full length. That's when Randor looks around and realizes-

All the daggers are pointed at them. It's an ambush. He glances down at his son.

KING RANDOR

Not here...

Kronis nods the order to his men, who-

CHARGE AT RANDOR.

A brutal fight ensues, with Randor taking down the first attacker and stealing his sword, then using it to fight off the onslaught. He's outnumbered, but not out-matched. Within moments he's evened the odds.

Adam tries to run into the fray, but is knocked aside. He goes to the wall to grab a sword when-

A POWERFUL HAND COMES DOWN ON HIS SHOULDER.

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CONTINUED:

Suddenly a DARKNESS permeates the space like a virus. Shadows crawl through the room, as if they were bleeding from a single source. Adam looks up to see-

THE CHROME MASK OF A SKULL. Terrifying blank eyes glaring into his soul.

Randor brings down the last guard and steps closer.

KING RANDOR (CONT'D)

Keldor. What have you done?

KELDOR

Keldor's dead...

The figure steps into the moonlight...

KELDOR/SKELETOR

Call me Skeletor.

...revealing the full specter of this man's powerful presence. Clad in armor, a hood over his head. The Sword of Darkness is mounted on his back.

NOTE: Skeletor will wear the chrome mask at all times.

KING RANDOR

Let go of my son.

SKELETOR

Your choice.

Randor relents, puts his sword down.

Skeletor THROWS Adam across the room with incredible strength, knocking him into a wall.

Randor begins to attack just as-

KRONIS rises behind him with his pistol drawn.

YOUNG ADAM

Dad!

But it's too late. A HEAT-FUELED BLAST suddenly courses through Randor's body, causing him to drop to his knees.

Father and son stare off. And then share a final word...

KING RANDOR

Run...

Adam hesitates at the threshold of the window.

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CONTINUED: (2)

Randor uses what strength he has left to grab his sword and SLICE KRONIS across the face! He screams out and falls backwards.

Skeletor stands over his weakened father. Then without another word he suddenly PLUNGES the Sword of Darkness into Randor's back, killing him for good.

Adam watches in horror, tears forming in his eyes. Then his instincts kick in and he leaps out the window.

Skeletor watches him go.

SKELETOR

The bloodline ends tonight.

The remaining soldiers nod and chase after Adam.

EXT. ROYAL PALACE - NIGHT

A DEEP BLACK RAVINE

Surrounds the crystalline structures like a moat, its unknown depths plunging into an infinite abyss.

HUNDREDS OF FEET ABOVE

Adam desperately clings for life, climbing down the walls to a lower landing. He can hear the guards pursuing from above. His foot slips and he-

FALLS ONTO A PARAPET

Barely holding on to stop himself from plummeting into the ravine below. Then his hold snaps off and he's about to slide over the edge when-

A HAND GRABS HIM.

It's Man-At-Arms! He drags him out of visibility just as-

The soldiers arrive and look down from the landing. They can't see anything but the pieces of the roof falling into the ravine below.

SOLDIER

That's one dead prince.

They leave to report back to Skeletor.

BELOW

(CONTINUED)

CONTINUED:

Man-At-Arms holds Adam still on the narrow ledge. He reaches out and TEARS the Royal Crest from his neck.

MAN-AT-ARMS

From now on, you're not a prince.
Do you understand?

He throws it over the edge into the ravine.

SOUNDS OF FIGHTING ABOVE. A battle is underway.

MAN-AT-ARMS (CONT'D)

Go to the frontier. You'll be
safe there. I'll find you when
the time is right.

YOUNG ADAM

I can help you-

MAN-AT-ARMS

Not here. Not now.
(pauses)
You're too important to lose.

And with that, Man-At-Arms runs off to join the fighting.

EXT. BARREN PLAINS - NIGHT

ON YOUNG ADAM: running as fast as he can.

Sounds of BATTLE in the distance behind him. Suddenly he DIVES out of the way just as-

A COLOSSAL HYDRAULIC FOOT

Steps down in front of him, giving him a view of-

AN ENORMOUS WALKING PLATFORM

Moving towards the Capitol City on hydraulic legs. Other spectacular machines follow, their heavy artillery cannons firing on the distant skyline. This is-

SKELETOR'S DARK ARMY

A small force of half-man, half-machine soldiers. Mercenaries. Injured and disfigured, but restored for combat by the power of his dark sorcery.

ON THEIR CHESTS: we can see a crystal cell filled with Skeletor's black mist, fueling them with their power.

(CONTINUED)

CONTINUED:

A BLACK CLOUD

Suddenly spreads from the Royal Palace, floating out over the city like a plague and blocking out the sky.

EXT. EDGE FRONTIER - NIGHT

Adam staggers through the windy terrain. Exhausted, starving, on his last legs. Finally he collapses beside a cluster of trees on top of a hill.

A FALCON perches itself on a branch above him. Majestic, dignified, mysterious.

WIND PICKS UP

In this clattering of branches we begin to hear a VOICE, speaking in a whisper, manipulating the sound of the leaves to shape a language. The voice of the SORCERESS.

SORCERESS (O.S.)

Your time is not over, Adam.

Suddenly a violent GUST OF WIND tears the leaves from the branches and causes them to float freely in the air, forming into the image of-

CASTLE GRAYSKULL. A beautiful stone structure surrounded by a precipice. Epic in detail. And a front face which resembles a GIANT SKULL, complete with a raised drawbridge where the mouth would be.

SORCERESS (O.S.) (CONT'D)

This is your future.

The wind ceases. The leaves fall to the ground. Then the falcon spreads its wings and TAKES FLIGHT.

EXT. EDGE FRONTIER - NIGHT --- DAYS LATER

A DUST STORM. Large TREE HUSKS fly by in the torrential wind. Through the haze we see-

A LONE FIGURE

Wearing heavy animal hides and high-tech gear strapped across his chest. He kneels to the ground and puts his hand in the dirt.

A MAGICAL PULSE

(CONTINUED)

CONTINUED:

Shoots through the ground, passing over the debris. A thermal scan. It indicates a RED HAZE nearby. The figure turns his head in that direction, seeing-

YOUNG ADAM lying unconscious. Off this image we-

DISSOLVE TO:

EXT. EDGE FRONTIER - CAMPSITE - LATER

Adam slowly coming to. His wounds have been bandaged. A FIRE burns nearby.

ZODAK (O.C.)

Wake up now.

Adam sits up and sees-

ZODAK (40s), powerful black man, an experienced warrior. Across his face and arms are several MYSTICAL TATTOOS. Similar to what the Masters wore earlier.

ZODAK (CONT'D)

Only took me a day to track you down. Someone in your position should be more careful.

Zodak emits MAGICAL ENERGY from his fingers, stretching to Adam's chest, revealing glowing beneath his skin...

THE ROYAL CREST.

YOUNG ADAM

How do you know magic?

ZODAK

I belong to the Order of the Masters. Protectors of the legacy of Grayskull.

(pauses)

Call me Zodak.

He puts a hand on Adam's shoulder.

ZODAK (CONT'D)

I'm sorry about your father, Adam.

Tears run down Adam's cheeks. The strain of what he's seen... it's too much for anyone.

YOUNG ADAM

I couldn't stop them.

(CONTINUED)

CONTINUED:

ZODAK

There was nothing you could do.

Zodak reaches out and suddenly-

DRAWS AWAY ADAM'S TEARS

Forming them into a single mass of moisture, floating in the air, and then BLOWING IT AWAY into the night sky.

ZODAK (CONT'D)

You've shed enough tears for a dead king. The only question is what you're going to do about it.

Adam looks at him with angry resolve.

YOUNG ADAM

I want to kill them.

ZODAK

Then you've got a lot to learn.

EXT. ANCIENT RUINS - NIGHT

Zodak and Adam walk through a sacred site. The stone ruins of an old temple. It looks familiar to us because we saw this space in the opening flashback...

THE HALL OF WISDOM.

ZODAK

This is where the original Masters once divided the blades of Eternia.

Adam stares at a stone inscription of a single blade being BROKEN into two halves.

ZODAK (CONT'D)

They hid the Sword of Darkness in the Dark Hemisphere. For the other half, the Sword of Light, they built a secret fortress to protect it. Named in honor of the king.

(pauses)

Castle Grayskull.

Zodak points towards a pediment, where they see the carving of an ANCIENT SKULL in the wall, resembling the image the Sorceress showed him.

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CONTINUED:

YOUNG ADAM

I've seen that before.

ZODAK

I know. You've met the Sorceress.

Adam stares at him curiously.

ZODAK (CONT'D)

She is the only surviving member of the original six Masters of the Universe. Now she is the protector of Castle Grayskull.

(pauses)

If you can get to her and unlock the Sword of Light, you will be able to stand up to your father's brother and take back Eternia.

YOUNG ADAM

Just point me the right way.

ZODAK

You're not ready for that.

Adam's face darkens over.

YOUNG ADAM

What are you talking about?

ZODAK

In the wrong hands, the Sword of Light could be more dangerous than its counterpart. You have to prove yourself worthy to hold it.

YOUNG ADAM

I am worthy-

ZODAK

Any warrior can gain power with a sword. But to use that power to create balance, to fight for something greater than yourself... that takes a king.

(pauses)

And you're not yet a king.

Adam doesn't quite understand.

Zodak runs his hands along etchings of OLD SCRIPTURE written in an ancient language.

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CONTINUED: (2)

ZODAK (CONT'D)

Your uncle sought power for power's sake. Now he's using the Sword of Darkness to disrupt the balance in his favor.

FLASH CUT:

INT. DARK ARMY FACTORY - NIGHT

A horrific parts factory from hell.

HUGE HYDRAULIC ARMS

Assemble colossal weapons of destruction at a frantic pace. Methodical, efficient, deadly in precision. At the center they are fueled by-

THE BLACK CLOUD

Contained in a crystal cylinder. Magic from the Sword of Darkness, pulsing through coils into the machinery.

ZODAK (O.S.)

He's building an army.

Skeletor stands on a high platform hovering over-

KRONIS on an operating table.

ZODAK (O.S.) (CONT'D)

Any soldier who commits himself to Skeletor will receive the benefits of his dark sorcery.

BLACK TENDRILS

Extend from Skeletor's hands, guiding and arranging shrapnel, computer chips, and mechanical parts from a pile of debris and FUSING THEM to Kronis's body...

A metallic jaw is clamped to his face. A bionic arm is attached to his right shoulder. A battery cell filled with the black cloud is strapped to his chest.

Skeletor snaps his fingers and Kronis sits up, impressed by his new look. From now on we will call him TRAP-JAW.

ZODAK (CONT'D)

But this power comes at a price...

EXT. ETERNIAN SKY - NIGHT

The sky is covered by the black cloud. A perpetual obsidian absorbs the sun, spreading its dark tint over the land.

ZODAK (O.S.)

So long as the Sword of Darkness holds the throne, this kingdom will never see daylight again.

EXT. FARMING VILLAGE - NIGHT

CROPS BEGIN TO WITHER without exposure to light.

ZODAK (O.S.)

The land will starve...

WIDER TO REVEAL

An entire landscape of dying vegetation.

BACK TO:

EXT. ANCIENT RUINS - NIGHT

Zodak stares towards the dark sky.

ZODAK

...and all life will begin to disappear.

YOUNG ADAM

How can I stop it?

Zodak kneels to the ground and picks up two dusty old training swords.

ZODAK

If you want to fight a king, you'll have to unite a kingdom behind you.

He tosses the swords at Adam's feet.

ZODAK (CONT'D)

That starts here.

EXT. ETERNIAN COUNTRYSIDE - NIGHT

A DUST STORM blows through the wilting reeds.

Adam holds the two swords, circling the unarmed Zodak.

ZODAK

I understand you were known for
causing trouble back in the
Capitol City.

YOUNG ADAM

So what?

ZODAK

No king inspires his people by
fighting for himself.

Adam comes at Zodak. The Master defends with his bare hands, using iron wrist cuffs to block Adam's attacks.

Finally, when Adam shows signs of exhaustion, Zodak fires a MAGICAL PULSE that pulls out Adam's feet.

He hits the ground. The swords clatter next to him.

ZODAK (CONT'D)

You're just a pampered prince.
You don't know bitter because you
never had to taste it.

Adam angrily grabs the sword closest to him and tosses it at Zodak. It spins through the air like a helicopter blade, straight towards his head, when-

IT BURSTS INTO A MILLION PIECES!

Each one scrapes by Zodak's face without harming him.

INT. DARK CAVE - NIGHT

Adam lurks through a pitch black cavern, sword raised.

ZODAK (O.C.)

Think outside of your own anger.
A true leader understands all the
problems of his people. He knows
both the light and the darkness.

Suddenly Zodak leaps down from a precipice above-

(CONTINUED)

CONTINUED:

BLINDING ADAM

With BRIGHT FLASHES OF LIGHT from his hands. He lands on top of him and pins him to the ground.

EXT. SEA OF RAKASH - NIGHT

Young Adam duels with Zodak in shallow water. Zodak uses his magic to jump on top of the water and literally walk on the waves.

He kicks off of a break and knocks Adam over. The water crashes around him.

Adam rises up and picks up his sword again. Ready for round two. Zodak smiles.

ZODAK

At least you never back down.

They go at it again as we-

DISSOLVE TO:

WEEKS TURNING TO MONTHS.

Young Adam becomes more battle-hardened. His fighting is controlled, matured.

He's almost equal with Zodak, still unable to use magic spells, but able to counter their attacks better.

DISSOLVE TO:

MONTHS TURNING TO YEARS.

We watch Adam growing up over the course of his fights over a variety of Eternian settings.

The young boy, rough around the edges, is aging before our eyes into a bad-ass warrior. A man of his kingdom.

DISSOLVE TO:

EXT. ANCIENT RUINS - NIGHT --- **SEVEN YEARS LATER**

Zodak is thrown backwards to the ground, about to make a move but finding a BLADE pointed right at his throat. He smiles, acknowledging defeat, and looks up at-

(CONTINUED)

CONTINUED:

ADAM (21). Still a glimmer of that boy we used to know, except stronger, more mature, and with a greater sense of who he is and what he has to do.

ZODAK

One of these days, you're going to get the better of me.

ADAM

(grins)
One of these days?

Adam offers a hand. Zodak pushes it away.

Just then they hear A ROARING NOISE in the distance. They both turn to see-

BRIGHT RED LIGHTS

Scanning the terrain. Flying discs with spinning blades on the sides. We will call these machines ROTONS.

Adam watches them sail away. A powerful reminder of Skeletor's presence.

ADAM (CONT'D)

They're getting stronger.

ZODAK

I know what you're thinking. But you're not ready yet.

EXT. CAPITOL CITY STREETS - NIGHT

A far cry from the grandeur of a civilization we saw earlier. What was once a bustling metropolis is now a poverty-infested urban war-zone under a black cloud.

CRANING DOWN

From the decaying crystalline towers to the packed-in rooftops of the lower slum districts. The luminescent magical energy has now been replaced by DARK SHADOWS crawling over the structures.

GLOWING WIRES run from building to building, stealing energy from high-tech satellite towers.

EVEN LOWER

To the crowds of IMPOVERISHED RESIDENTS crammed into the dirt-filled streets.

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CONTINUED:

Imagine a gritty blend of exotic cultures. Man, machine, and creature, all suffering together. Like Mogadishu on an alien planet.

Three Rotons hover over the city, using heavy cords to lower a giant FOOD PAYLOAD into the slums.

Hundreds of starving people struggle to get to the front of the line while-

DARK SOLDIERS

Hold them off. Heavily armed and decked out with high-tech gear. Skeletor's half-machine mercenaries.

A ROTON PILOT surveys the scene from above.

ROTON PILOT
Compliments of Skeletor!

All three Rotons slice the cords and the payload goes-

PLUMMETING

To street level, landing in the middle of the dirt and spreading a dust cloud in its wake.

The residents violently rush the box, tearing it open and pulling food rations from inside. People yell and scream to get their share. It's a desperate, awful chaos.

EXT. ROYAL PALACE - NIGHT

Shadows have invaded the majestic spires of the king's palace. Dark spirits crawl up and down the turrets.

TRAP-JAW (O.C.)
You're all cowards.

EXT. ROYAL PALACE - COURTYARD - NIGHT

A dozen Eternian prisoners, men and women of all ages, beaten badly. They are bound by hydraulic restrainers that wrap around them like the talons of a giant spider.

These are RESISTANCE FIGHTERS.

Watching them from a balcony is a familiar face... TRAP-JAW. Half-man, half-machine, his mechanical jaw sneering down at them.

(CONTINUED)

CONTINUED:

TRAP-JAW

Enemies to the throne of Eternia.
Any last words before we get this
over with?

RESISTANCE FIGHTER

That throne belongs to Randor.

Trap-Jaw smiles to himself and pulls a LEVER.

TRAP-JAW

They just never learn...

Below him, gates lift open and out crawls an enormous-

CAT-LIKE CREATURE

With dark fur. It's been augmented by Skeletor's dark magic. One of its legs, as well as half its face has been replaced by high-tech machinery. Even its sharp fangs are actually serrated blades.

This is PANTHOR.

It approaches the soldiers and bears down on them as we-

CUT TO:

INT. ROYAL PALACE - SKELETOR'S QUARTERS - LATER

A PORTAL WINDOW

Overlooking the courtyard as we hear the prisoners' distant screams. WIDER TO REVEAL-

EVIL-LYN standing with her back to it. Her beautiful pale eyes, her half-naked body, her seductive lips...

EVIL-LYN

I can tell you one thing...

She runs her fingers over the off-screen face of Skeletor. The Sword of Darkness pulses at his side.

EVIL-LYN (CONT'D)

The Darkness is killing you. And it's killing this land.

SKELETOR

You told me this sword would solve our problems-

(CONTINUED)

CONTINUED:

EVIL-LYN
I gave you the kingdom, didn't I?

SKELETOR
My people are starving!

EVIL-LYN
(laughs)
"Your people?"

Skeletor replaces the chrome mask.

EVIL-LYN (CONT'D)
Why is it so important that they
love you, Skeletor? Is it just
because they loved your brother so
much more?

He suddenly UNSHEATHES the Sword of Darkness. Its DARK
TENDRILS pull her to him. The blade presses up against
her throat.

EVIL-LYN (CONT'D)
Fear doesn't make you a king.

Suddenly his hands begin to WITHER!

Skeletor drops the blade and clenches his fingers. His
flesh is being CONSUMED by the Darkness.

Evil-Lyn kneels before him. Her lips graze his mask.

EVIL-LYN (CONT'D)
All you'd have to is relinquish
that sword and your pain would be
over.
(smiles)
But it's not about the pain, is
it? It's about the power.

Gradually the feeling comes back to Skeletor's fingers.
He uses the sword to pick himself back up to his feet.

SKELETOR
Was there something in particular
you wanted to see me about?

She begins pacing through the room. Her translucent
afghan trails behind her, flowing in a magical breeze.

EVIL-LYN
I've been feeling a presence
lately. Dreams I can't ignore.
(MORE)

(CONTINUED)

CONTINUED: (2)
 (pauses) EVIL-LYN (CONT'D)
 Randor's son is still alive.

Skeletor suddenly looks ALARMED beneath his mask.

 EVIL-LYN (CONT'D)
 He's stronger now. He's been
 trained by a Master.

Her fingers spread a DARK SPELL around his neck, flirting with the black smoke from the Sword of Darkness in a sensual ballet.

 EVIL-LYN (CONT'D)
 If this is really your kingdom,
 you'd better defend it.

INT. DARK ARMY FACTORY - NIGHT

Hydraulic arms build weapons for the Dark Army, fueled by the BLACK CLOUD at the center.

Trap-Jaw walks through aisles of machinery, passing various Dark Soldiers repairing their own limbs, until he comes to the man he's looking for...

A FIGURE

Kicked back in his own area, listening to COM-LINK CHATTER as he stares out at the city skyline.

 TRAP-JAW
 Hunting mission for you.

The man rises and turns towards us, revealing-

A ROUND NANOBYTE VISOR fused to his skull. A single mechanical eye stares out from its center. It spins to reveal another eye. One more time to reveal a third.

This is TRI-KLOPS (30s).

 TRI-KLOPS
 Show me the way.

EXT. ROYAL PALACE MINARET - NIGHT

A DOZEN ROTONS fly away from the Capitol City to begin their search of the countryside.

From a balcony, Skeletor watches them go.

EXT. EVERGREEN FOREST - NIGHT

A dense forest with towering trees. Their leaves struggle under the plague of the Darkness.

Adam carries a FUTURISTIC COMPOUND BOW, complete with several high tech scopes. He scans his surroundings. Kneels to the ground. Feels it trembling.

And then-

AN ENORMOUS MOUTH

Bursts up directly beneath him, swallowing him whole as a giant LIZARD-LIKE CREATURE with horns and legs emerges from the dirt.

The creature tries to swallow him when suddenly-

A STEEL SHAFT

Shoots out through its eye from the inside. The creature pauses for a moment, as if its body hasn't caught up with the fact that its brain has just been shredded.

Then it collapses on its side, its giant jaws falling open, and Adam steps out, sheathing his bow.

Zodak pats him on the back proudly.

They kneel beside the beast as the life runs from its eyes. Zodak runs a sympathetic hand over its body. Up close, we notice that this creature is-

EMACIATED. Like it hasn't eaten in weeks.

ADAM

No wonder it was hungry.

Zodak picks up a withered plant on the ground. It dries in his fingers, floating away in the wind.

EXT. NORTHERN PRIMUS - NIGHT

The vestiges of an outpost town that has been torn by war. Nothing but the outlines of structures remain.

Adam and Zodak, the only inhabitants of this lost village, eat their newly-acquired meal across a fire.

(CONTINUED)

CONTINUED:

ADAM

Every place we come to is worse than the last. How many more cities have to fall before someone steps up to stop him?

ZODAK

You're still not ready yet.

ADAM

But Zodak, I'm never going to have the power of the Masters...

ZODAK

No. Your power is something else entirely.

Adam shakes his head and leans back.

ADAM

Zodak, I love you, but sometimes you don't make any sense.

Just then, Zodak catches sight of-

EXHAUST FUMES

Pouring over a distant hilltop. Moving lights. The tell-tale signs of Dark Army machinery.

He looks back at Adam, who hasn't noticed.

ZODAK

Water barrel's empty.

ADAM

It's your night to refill.

Zodak gives him a look. Adam rolls his eyes and grabs an empty WATER JUG on his way out.

ADAM (CONT'D)

Fine. Maybe I'll discover my secret power while I'm out there.

Adam walks off. Zodak smiles and watches him go.

EXT. EVERGREEN FOREST - NIGHT

Adam hikes through rugged terrain, listening to signs of wildlife. Then he hears another noise...

(CONTINUED)

CONTINUED:

COM-LINK CHATTER

Coming from the ridge nearby. He crawls towards it, pulling himself over the bluff, just in time to see-

DARK SOLDIERS moving through the valley.

ON ADAM: panic setting into his eyes.

EXT. ANCIENT RUINS - CONTINUOUS

Zodak is putting out the campfire when he hears something in the woods. The GALLOP OF A HORSE. And not just one horse. Many.

His mystical tattoos begin to GLOW beneath the surface of his skin. He's getting ready for a fight.

DARK FIGURES

Suddenly materialize from the tree line and RIDE STRAIGHT AT HIM. Seven of them, with one leader at the helm. As they emerge into the moonlight, we see one more horrifying detail...

They are not horses. They are machines.

Galloping headlong with utter precision. And the "men" riding them are Dark Soldiers.

EXT. EVERGREEN FOREST - CONTINUOUS

Adam sprints as fast as he can through the woods, desperately trying to get home in time.

EXT. ANCIENT RUINS - CONTINUOUS

Six soldiers dismount and stand before Zodak. They pull out two swords each, spinning them in circles. An ELECTRICITY FIELD crackles around them.

Two soldiers come in for the kill when Zodak raises an open palm, causing them to-

DISAPPEAR

And re-appear fifty feet overhead, falling helplessly to their demise. He's just TELEPORTED them into the air!

(CONTINUED)

CONTINUED:

TRI-KLOPS (O.C.)

Look at this.

Tri-Klops steps forward from the group and smiles.

TRI-KLOPS (CONT'D)

We've got a Master among us.

He drops from his hand AN ELECTRIFIED CHAIN. The other soldiers do likewise.

Zodak tries to dive out of the way, but Tri-Klops tosses his chain like a lasso, catching Zodak's hand and yanking it sideways.

The other soldiers catch a part of his body - hands, legs, and neck - as Zodak fights like a wild animal, trying to break free.

EXT. HILLTOP - CONTINUOUS

Adam emerges onto a bluff overlooking the ruins just in time to see Zodak being brought to his knees. He's weakening, losing energy.

Adam's about to run in to help when suddenly-

ZODAK LOOKS UP AT HIM and shakes his head.

At that exact moment, Tri-Klops steps over Zodak. TWO BLADES extends from his wrist armor and he-

STRIKES HIM DOWN!

Zodak's body falls limply to its side.

Adam wants to scream out, but instead backs off, nearly losing his balance. His foot accidentally kicks GRAVEL. Not enough for the average man to hear, but...

EXT. ANCIENT RUINS - CONTINUOUS

...Tri-Klops is not your average man. His visor spins towards the bluff. The mechanical eye turns RED.

Adam has already disappeared.

Not satisfied, Tri-Klops points to the bluff. His men run in that direction.

EXT. EVERGREEN FOREST - NIGHT

Adam sprints through the woods as fast as he can. He can hear VOICES yelling in the distance.

Finally he comes to a stop against-

AN ENORMOUS CLIFF

Overlooking a waterfall. There's nowhere else to go.

THREE DARK SOLDIERS emerge behind him, their PULSE RIFLES drawn, their half-machine armor cranking loudly in the night. They know they've got him trapped.

Adam stares each man off. The pain of his loss slowly melts into ANGER. He discreetly grips one of the steel-tipped arrows attached to his waist belt.

ADAM

(rising anger)

You shouldn't have come here.

The soldiers CHARGE at him all at once.

What happens next is over within seconds...

Adam draws the arrow and stabs it into one soldier's eye, blinding him. Then he strips him of his rifle and SHOOTS IT into the next man, literally breaking him apart into two pieces.

The third soldier comes at him, but Adam spins the rifle around, knocking it into his fused-metal face and sending him falling backwards over the edge of the ravine.

Then Adam looks down at the first soldier, desperately clinging to the arrow in his eye. Without a hint of remorse, he withdraws the arrow and-

SHOVES IT INTO HIS THROAT.

OTHER VOICES approach in the distance. Adam turns and sprints away.

EXT. RIVERBANK - LATER

Adam stops at the edge of a river, out of breath. He sees BLOOD from the Dark Soldiers all over his clothing.

(CONTINUED)

CONTINUED:

He collapses in front of the water and begins washing his hands. Catches sight of himself in the reflection. And finally he-

BREAKS DOWN IN A FIT OF ANGER.

He bangs on the ground furiously, hands shaking with rage over another loss.

WHOOM!

The river suddenly withdraws in a violent tidal wave. Adam falls backwards, not knowing what's happening, when he sees-

A FALCON

Staring down at him from a nearby rock. The Sorceress.

ADAM
(indignant)
When will you take me to Castle
Grayskull?!

The ripples of water bounce off of each other to form her whispering voice...

SORCERESS (O.S.)
You're not ready.

ADAM
I can fight with the best of them.
I can kill them all-

SORCERESS (O.S.)
*Eternia does not need another
warrior.*

Suddenly the water RISES UP and forms into a sheer wall, inside of which we see-

THE COLOSSAL STATUE OF KING GRAYSKULL.

SORCERESS (O.S.) (CONT'D)
Go to the Capitol City.
(pauses)
*Grayskull holds the light that
will show you the way.*

The wave collapses and washes to his feet. Then the falcon flies over his head.

(CONTINUED)

CONTINUED: (2)

Adam's gaze follows its flight, farther and farther, until it finally soars over-

THE DISTANT SKYLINE OF THE CAPITOL CITY.

Adam's eyes focus. He knows what he has to do.

INT. ROYAL PALACE - KING'S QUARTERS - NIGHT

Skeletor stares out his portal window towards the city below. The Sword of Darkness pulses on his back.

A HOLOGRAM

Comes through on the wall behind him, projected in three dimensions. It's Tri-Klops.

TRI-KLOPS

We killed a Master outside the
Evergreens. But the boy got away.

ON SKELETOR: his chrome mask betraying no reaction.

And then suddenly THE PORTAL WINDOW BEHIND HIM SPLINTERS.

EXT. CAPITOL CITY - MARKET DISTRICT - NIGHT

Human suffering at its worst. People gather in alleys, clustered together for warmth. Overhead, Rotons soar by on the main aerial thoroughfare.

In the markets, MERCHANTS haggle over prices in a world where produce is all but obsolete. All they have left are artificially-made foods.

A FIGURE

Walks through this scene, wearing a heavy cloak to conceal himself. It's Adam.

He eyes a nearby DARK ARMY BATTALION at a roadblock, checking people's credentials as they move from one neighborhood to another.

A YOUNG BOY

Sneaks past one of the transports, grabbing from it a handful of FOOD RATIONS, which he stuffs into his shirt.

A DARK SOLDIER notices.

(CONTINUED)

CONTINUED:

DARK SOLDIER

Hey!

The boy takes off, running past Adam, who can't help but-

BLOCK THE PATH OF THE SOLDIER

Causing him to stumble and lose the boy in the crowd.

Adam starts to walk away, but the soldier rises to his feet and draws an ENERGY PISTOL.

DARK SOLDIER (CONT'D)

Where do you think you're going?

Adam stops. Doesn't turn around.

ADAM

I don't want any trouble.

The soldier presses the pistol against Adam's head.

Behind him, other soldiers begin to notice. So do some of the residents of the city. A few nearby MERCHANTS brace themselves for a conflict.

DARK SOLDIER

Check this out. We got ourselves a fighter.

Adam looks around. Knows he's not going to get out of this easily. Then he makes a decision. He suddenly-

BACKS UP

Slamming his head sideways into the soldier's gun hand.

It BLASTS straight into the air. He takes him by the wrist, disarms him, then flips him on his back.

The other soldiers draw their weapons and move in.

Adam raises the pistol and shoots down a ROOF SHADE overhead, which snaps from its mount and lands on top of them, giving him enough time to-

RUN AS FAST AS HE CAN.

The other soldiers begin to give chase, only to find the residents blocking their path.

Suddenly the whole neighborhood leaps into action. This is business as usual for them.

(CONTINUED)

CONTINUED: (2)

One of the merchants runs towards the troop transport, carrying a GLOWING SPHERE, which he-

SLAMS INTO THE HULL

Just as the sphere lights up and IGNITES, spreading an intense fire over the surface of the vehicle.

The other residents throw objects at the soldiers.

An all-out RIOT has begun!

Adam sprints through the crowded streets. A few pedestrians, seeing the Dark Soldiers pursuing him, point him the right way.

He turns down an alley and climbs a ladder towards a rooftop.

EXT. CAPITOL CITY STREETS - CONTINUOUS

Trap-Jaw is working at a roadblock when a Dark Soldier approaches.

DARK SOLDIER

East market's acting up again.

TRAP-JAW

Send in the Doomseekers.

EXT. MARKET DISTRICT - ROOFTOPS - CONTINUOUS

Flying traffic darts overhead in both directions.

Adam leaps across an alley, narrowly avoiding a car that sails by, and lands on the adjacent rooftop. Behind him, two pursuing Dark Soldiers kneel down and fire-

A GUIDED PROJECTILE

That can change directions based on its target.

Adam cuts right towards another building, but the projectile stays after him. He's going to have to out-think it. He looks straight ahead, at the Rotons sailing between the buildings.

Then he dives across the divide, causing the projectile to-

HIT A ROTON

(CONTINUED)

CONTINUED:

Just as it comes by. Both objects spin out of control and crash to street level.

Adam catches his breath, momentarily out of harm's way when he begins to hear a HUMMING noise. He's unable to detect where it's coming from until-

THE ROOF BURSTS OPEN BENEATH HIS FEET!

Out soars a FLYING PROBE with a spinning viewfinder and turret guns mounted on its underbelly. It makes hissing noises from its steady cranking of gears.

This is a DOOMSEEKER.

Adam climbs to his feet. The Doomseeker opens fire on his position. Explosive bullets dent the parapet just as he leaps over and FALLS-

EXT. CAPITOL CITY - MARKET DISTRICT - CONTINUOUS

-back to street level, landing on a hovering cart that collapses beneath his weight.

A few MERCHANTS pull him up.

MERCHANT
Stay on your feet, kid.

Adam looks across the street, where TWO MORE DOOMSEEKERS emerge around the corner. He starts to run again.

The Doomseekers fly straight through the crowd. One of the merchants pushes his cart into the machine's path, causing it to smack sideways.

Another few boys pick up pipes and begin beating at the machine savagely.

Adam sprints down a feeder road and emerges into-

A CROWDED INTERSECTION. People everywhere.

For a moment the coast is clear. He starts to relax. And then-

A ROTON TOUCHES DOWN

Right behind him, causing people to dive out of the way of its jet blast.

(CONTINUED)

CONTINUED:

Adam thinks of running, but there's nowhere to go. He's boxed in by the crowd. That's when the Roton whirs to a stop and out steps-

Trap-Jaw. His mechanical arm TRANSFORMS into a heavy-duty ARM CANNON.

TRAP-JAW

You're the kid who started this?

Adam FREEZES. He knows this man as the one who shot his father. His anger suddenly gets the best of him and he-

CHARGES STRAIGHT AT HIM!

It's a stupid move. Dark Soldiers restrain him and throw him to the ground.

Adam never gives in, his eyes fixed on Trap-Jaw.

TRAP-JAW (CONT'D)

Bring him in for questioning.

The soldiers pull out hydraulic restraining rods that lock into place around a prisoner's arms.

Trap-Jaw turns and starts to walk away.

Adam, about to be tied up, looks around at the watching crowd. Suddenly he calls after Trap-Jaw:

ADAM

You don't recognize me, do you?

TRAP-JAW

I've got a short memory.

ADAM

You killed my father.

TRAP-JAW

Kid, I've killed a lot of fathers-

Then Trap-Jaw looks back and suddenly remembers exactly who this boy is.

Adam, meanwhile, realizes he has only one card to play here. He turns to the crowd.

ADAM

I am Adam. The prince of Eternia-

Trap-Jaw raises his cannon and approaches.

(CONTINUED)

CONTINUED: (2)

TRAP-JAW

Shut up.
 (to his men)
 Shut him up!

ADAM

The son of your murdered king-

Trap-Jaw SLAMS HIM across the face!

Adam goes down. Spits blood in the dirt.

In the crowd, a few men lurch forward. Trap-Jaw's soldiers hold them off with increasing anxiety.

Adam rises back up. He turns to the crowd.

ADAM (CONT'D)

You let them control you like this?!

Trap-Jaw raises his cannon to shoot... but then HESITATES. He can't do this. The crowd is ready to pounce. They've become Adam's weapon.

A ROCK SUDDENLY STRIKES HIS HEAD!

A heavy-set MERCHANT steps forward. His eyes are focused on Trap-Jaw. Moments later, others advance behind him.

Trap-Jaw and his men look around. They're surrounded by hundreds of people.

The tables have suddenly turned.

TRAP-JAW

Everyone back off.

DARK SOLDIER

Sir...?

TRAP-JAW

Do it now!

The Dark Soldiers retreat towards the waiting Roton. The residents move in after them.

Adam remains on his knees, staring at Trap-Jaw as he is swallowed up by the crowd.

ADAM

You tell Skeletor that I'm coming for him.

(CONTINUED)

CONTINUED: (3)

Just before Trap-Jaw's Roton takes off, for a moment we could swear we saw SHEER TERROR in the General's eyes.

EXT. CAPITOL CITY - MARKET DISTRICT - MOMENTS LATER

Adam leaves the crowd behind and disappears into an alley, cutting out of sight.

Someone is following him. A WOMAN, wearing combat gear, clearly some kind of underground-appropriated attire. This is TEELA (20).

TEELA

Hey. Wait a second.

He turns to face her when suddenly-

A BLACK SACK

Is tossed over his head and a cord pulled to tighten it.

SEVERAL MEN drag him towards a HATCH in the ground.

TEELA (CONT'D)

Someone wants a word with you.

ADAM

Wait, stop!

Teela opens the hatch and they throw him inside, sealing the door shut behind them.

WIDER TO REVEAL

A YOUNG BOY

Watching from a rooftop overhead. Silent, pensive. He's seen the whole thing. What's more, on his face we see...

ANCIENT MARKINGS. Just like the ones Zodak wore.

INT. UNDERGROUND SERVICE TUNNEL - CONTINUOUS

The men throw the hooded Adam to the wet ground.

TEELA

Causing trouble in the middle of a red zone? That's your idea of making a move?

(CONTINUED)

CONTINUED:

Teela stands over him. She cocks a pistol and shoves it into his KNEECAP.

TEELA (CONT'D)
Why don't you tell me who you really are?

ADAM
My name's Adam. I'm the son of the king-

TEELA
Randor's son is dead.

MAN-AT-ARMS (O.C.)
All right Teela, that's enough.

MAN-AT-ARMS approaches. Aged slightly since last we saw him. Also wearing busted-up armor.

He pulls the sack off Adam's head and kneels before him. It doesn't take long for him to recognize the face.

MAN-AT-ARMS (CONT'D)
Adam.

ADAM
Man-At-Arms?

MAN-AT-ARMS
Welcome back to the Capitol City.

ADAM
(re: Teela)
Who's the welcoming committee?

MAN-AT-ARMS
You remember my daughter, don't you? Teela, this is Adam. The prince of Eternia.

Teela shakes her head, then holsters her pistol and starts walking away.

ADAM
Friendly girl.

MAN-AT-ARMS
Sometimes.

Man-At-Arms extends him a hand.

(CONTINUED)

CONTINUED: (2)

MAN-AT-ARMS (CONT'D)

Come on. Let me introduce you to the Underground.

INT. UNDERGROUND CITY - MOMENTS LATER

Man-At-Arms turns a valve that causes a line of crystalline lights to ignite, revealing-

A DEEP PASSAGE.

What were once tombs and mausoleums are now headquarters for an underground control center. RESISTANCE FIGHTERS and high-tech gear strewn all around. Not an ideal base of operations, but it'll do.

MAN-AT-ARMS

We looked for you after the attack. Scoured the north country for six months. Eventually we gave up and started on our own.

ADAM

What is all this?

MAN-AT-ARMS

Not all of us like to think of Skeletor as the rightful heir to the throne.

In the center of the space is a THREE-DIMENSIONAL HOLOGRAM, showing a satellite view of the market.

COL. LOGAN (50s)

Stands nearby, going over reports with his men. An aged veteran who's definitely seen better days. He's missing the lower half of his right arm.

MAN-AT-ARMS (CONT'D)

Adam, I'd like for you to meet Colonel Logan.

Logan turns to Adam and sizes him up.

COL. LOGAN

I'm impressed. Back in town for two hours and you're already starting a riot.

Nearby, Teela removes her equipment.

(CONTINUED)

CONTINUED:

TEELA

I don't like it. He disappears
for seven years, now suddenly he's
back? Why now?

Adam leans over the satellite hologram of the city.
Points to a specific spot. A rendering of Grayskull's
giant statue, just like he saw in the Sorceress's vision.

ADAM

I need to get to the Tomb of
Grayskull.

TEELA

Skeletor raided that place years
ago.

MAN-AT-ARMS

Teela. Go check on the injured.

Teela shoots daggers at her father, then grabs her gear
and storms away.

COL. LOGAN

She's right. That tomb's empty.
What kind of treasure hunt are you
planning?

ADAM

I should do this alone.

MAN-AT-ARMS

You'll die alone. Now tell us
what this is about.

ADAM

Have you heard of the Sorceress?

Man-At-Arms does a double-take.

MAN-AT-ARMS

She told you to go there?

Adam doesn't respond. Man-At-Arms stares at him
incredulously. This means something to him, although
we're not yet sure what. He looks at Logan.

MAN-AT-ARMS (CONT'D)

Colonel. How's our land support
near the Royal Grounds?

COL. LOGAN

Thin. And that's being generous-

(CONTINUED)

CONTINUED: (2)

MAN-AT-ARMS

Get a team together.

COL. LOGAN

Sir, you can't be serious...

But by the look on Man-At-Arms's face, that's exactly what he is.

Logan reluctantly salutes and walks off.

INT. ROYAL PALACE - SKELETOR'S QUARTERS - NIGHT

Evil-Lyn lies sensually on a parapet overlooking the ravaged city skyline.

Skeletor enters behind her. He doesn't look happy.

EVIL-LYN

Problems with the boy?

SKELETOR

How do I stop him?

She rises up and walks towards him, running her fingers across his chest. The tattoos on her face PULSE LIGHTLY.

EVIL-LYN

The Masters once spoke about the Legend of the He-Man. A fallen son who would find the Sword of Light and unify his kingdom.

SKELETOR

You're telling me that's him?

EVIL-LYN

Skeletor. You're not listening.

She directs his head towards the city skyline.

EVIL-LYN (CONT'D)

You could be so much to these people. Instead you feed selfishly on power while they starve in the streets.

SKELETOR

I am their king-

EVIL-LYN

No. But you can be.

(CONTINUED)

CONTINUED:

She reaches out and strokes his decomposing flesh.

EVIL-LYN (CONT'D)

You know what they say about the Light, don't you? It can restore all that the Darkness takes away.

Skeletor pushes her away, walking out to the balcony and staring out over the skyline.

EVIL-LYN (CONT'D)

If you took the Sword of Light, you could be the fallen son of Eternia. The one who restores the balance in your own name.

(smiles)

And then they would love you like they loved your brother.

ON SKELETOR'S MASK: his eyes contorted in a grim resolve.

EXT. CAPITOL CITY - MARKET DISTRICT - NIGHT

The residential buildings are quiet, peaceful, settled in for the night, when suddenly-

BATTALIONS OF DARK SOLDIERS

Kick in the doors and raid the place, chasing after various citizens and throwing them out in the streets.

DOOMSEEKERS

Scan each person's face, looking for a profile that matches Adam.

Outside, angry RESIDENTS of the neighborhood push back against a line of Dark Soldiers. They are furious, ready for a fight.

Just then a Roton touches down in the middle of the street, kicking up a powerful dust cloud. Everyone shields their eyes, stepping backwards. And then emerging from the haze they see-

SKELETOR.

His head bowed, his arms clasped around his waist.

Everyone stays silent, held off by the Dark Soldiers.

(CONTINUED)

CONTINUED:

SKELETOR

I am your king. I am the hand
that feeds you.

No one responds. They are too afraid to speak. Skeletor steps closer to the crowd, his voice growing more urgent.

SKELETOR (CONT'D)

We can start over. Give me the
boy and your suffering will end.

Silence. They're not giving him anything.

Skeletor's eyes DARKEN OVER. He now sees exactly where he stands among these people.

SKELETOR (CONT'D)

So be it.

Suddenly the Dark Soldiers climb into their Rotons and fly off. Dust clouds kick up again, and within moments the Dark Army has disappeared.

Skeletor kneels to the ground. He lifts his arm and pulls from his sleeve-

A SMALL CYLINDER

About the size of a syringe. Thrashing amidst the black cloud inside of it is a MINISCULE MECHANICAL CREATURE. Diminutive, yet angry.

Skeletor SLAMS the tube into the ground, injecting the creature into the earth.

SKELETOR (CONT'D)

If you won't love your king, then
you will fear him.

A RUMBLING NOISE

Gradually rises. The buildings tremble. People begin to panic, no one knowing what to do.

A SMALL VINE grows in the middle of the street. Except it's not a vine. It's made of scales, chrome, and metal. Like a tentacle.

The residents begin to flee in terror as other tentacles telescope out from other areas around the block. Then-

THE MAIN BODY OF A CREATURE EMERGES!

(CONTINUED)

CONTINUED: (2)

A giant, terrifying, mech monster, fueled by the black cloud that envelops it. This is a COLOSSUS. It opens its mouth to reveal rows on sharp metal teeth, ROARING OUT as it pounces on the helpless citizens and we-

CUT TO:

INT. UNDERGROUND CITY - NIGHT

A FLASHING SIREN

Ringling through the headquarters. Man-At-Arms leaps out of bed, grabbing a rifle and sprinting down the corridor.

Adam groggily meets him.

MAN-AT-ARMS
Perimeter's been breached!
Someone's here.

They emerge into the main catacombs, ready for anything, when they see-

A CROWD OF SLUM RESIDENTS

Old and young alike, exhausted, beaten down, terrified. Children carry their meager belongings in their arms.

Logan tries to hold them off.

MAN-AT-ARMS (CONT'D)
What happened?

COL. LOGAN
I don't know. They just showed up-

RESIDENT #1
He cut off our food. He's trying
to wipe us out.

A determined resident pushes forward indignantly.

RESIDENT #2
We want to see the king.

All eyes go to ADAM, standing at the top of the stairs behind Teela. The resident comes closer. For a second we don't know what he's going to do. And then he-

BOWS HUMBLLY. Taking a knee before Adam.

(CONTINUED)

CONTINUED:

The entire crowd bows behind him, all looking to this boy for leadership. Adam is like a deer in headlights.

Teela glances at him.

TEELA

Whatever's in that tomb, it better be good.

EXT. CAPITOL CITY STREETS - NIGHT

Rotons sail by overhead, casting their light on the empty roads in a state of escalated surveillance.

Moving through this scene is-

AN ARMORED CONVOY

Several resistance ATTACK TRAK tanks. They are capable of continuously shifting their external color to camouflage themselves from their surroundings.

Soldiers sit in gun turrets, prepared for anything.

INT. ATTACK TRAK - CONTINUOUS

The resistance fighters are armed to the teeth with advanced weaponry. Gyro-mounted pulse cannons attached to their waists. Poly-alloy armor that grows down the length of their bodies.

Adam stares out at the decimated neighborhoods.

People burning garbage for warmth, huddled together, clinging to what spirit they have...

EXT. CAPITOL CITY - BURIAL GROUNDS - LATER

The convoy pulls up and everyone jumps out.

Without even skipping a beat the Attack Traks accelerate and disappear around the corner.

The soldiers take a knee, rifles pointed in a wide circle, keeping vigilant watch for Dark Soldiers.

Meanwhile Man-At-Arms leads Adam towards a low wall, where they take cover next to Teela and Logan.

Looming far above their heads is-

(CONTINUED)

CONTINUED:

THE COLOSSAL STATUE OF GRAYSKULL. It's sustained a lot of wear and tear since last we saw it. An electron force field pulses steadily around its base.

Logan reaches into a bag, unsheathing what looks like a long carbon FRAME and gently-

SLIDING IT INTO THE FIELD

So the electrons are moving parallel to it. He winds a crank, causing the frame to SLOWLY ARCH, bending the field, creating a gap wide enough for a person to fit.

COL. LOGAN

It's your show now.

MAN-AT-ARMS

(to Teela)

Ears on the com-link. Anything goes wrong, we pull out.

Teela and Adam crawl through the opening and moments later Logan seals it shut.

Together, the two of them creep towards the TOMB DOOR at the base of the statue, which has been BLASTED OPEN.

TEELA

Like I said. Skeletor's already been here.

ADAM

Then he won't mind if we have a look around.

INT. ANCIENT TOMB - OUTER CHAMBER - NIGHT

They lower themselves to a dusty stone base surrounded by inscriptions in an ancient language.

Teela cracks open a flare and looks around. Signs of high-density cutter damage everywhere. Skeletor's Dark Soldiers have clearly gone to work on this place.

TEELA

What are we really looking for?

Adam surveys some of the ancient drawings along the wall. Depictions of the GREAT UNREST, the battle we saw in the opening sequence.

(CONTINUED)

CONTINUED:

ADAM

You ever heard of the Sword of Light?

TEELA

Sure. Like the Sword of Darkness. But no one knows where it is.

ADAM

Well that's what I'm trying to figure out.

He runs his hand along the wall panels, searching for any kind of clue. Teela watches him.

TEELA

Then what? You'll use it to take Skeletor down?

ADAM

Something like that.

TEELA

And then what?

ADAM

I'll consider justice served.

TEELA

That's not justice. That's some revenge fantasy.

Adam shrugs. Goes back to his work. She studies him for a long beat.

TEELA (CONT'D)

You should know something.

(pauses)

Last week my father said a spirit came to him in a dream. She told him that a fallen son was going to deliver us from evil.

Adam glances down to a ROUND STONE TABLET beneath their feet. Untouched by Skeletor's forces, unexceptional to the normal eye, except...

ANCIENT MARKINGS

All over its surface, just like the ones Zodak wore on his face. Enough for Adam alone to recognize.

(CONTINUED)

CONTINUED: (2)

TEELA (CONT'D)

I'm starting to get the sense that
the only one you're here to
deliver is yourself.

Adam places his hand onto the tablet and suddenly-

RAYS OF LIGHT

Pour around his fingers, momentarily blinding both of
them. They wrap around his face, scanning his features,
detecting some kind of resemblance, and then-

The base plate WITHDRAWS and CRUMBLES INTO A GAPING
CHASM! A hidden chamber.

ADAM

That's for you to decide.

EXT. BURIAL GROUNDS - EVENING

A DARK ARMY TROOP CONVOY

Drives by on the street and disappears around the corner.
After a moment, Logan and Man-At-Arms rise from their
cover. They share a weary look.

COL. LOGAN

How much longer are we going to
risk this for him?

MAN-AT-ARMS

As long as it takes.

What they don't see is behind them...

SEVERAL FIGURES

Slipping out of the darkness and approaching the tomb.

INT. ANCIENT TOMB - MAIN CHAMBER - NIGHT

Adam and Teela rappel into-

A COLOSSAL SPACE. An underground dome, with a ceiling
that depicts a perfect replica of the night sky.

Teela shines her flare towards-

WATER

(CONTINUED)

CONTINUED:

Pouring from the center of the space all along the walls, clinging to the ceiling in a gravity-defying act and eventually arching its way towards the ground, where it has pooled into a river.

Adam and Teela lower themselves to a concrete island in the middle.

A SINGLE TOMB

Is nestled on its base. Simple, not much ornamentation, with the outline of a powerful body lying on top of sarcophagus. We recognize the profile immediately...

ADAM

I think we found King Grayskull.

INT. ANCIENT TOMB - OUTER CHAMBER - NIGHT

SHADOWS

Fall over the tomb opening. Human figures.

One of them leans forward and we see it is the same BOY we saw earlier with the MARKINGS on his face. From now on we will know him as-

LENNOX (12)

He directs the rest of the group into the hole.

INT. ANCIENT TOMB - GRAYSKULL'S QUARTERS - NIGHT

Teela runs her hands along the inscription of the sarcophagus, unable to read its ancient language.

TEELA

How is any of this going to help
you find the Sword of Light?

Adam stares at the stone face of Grayskull, tilted up towards the ceiling, where he sees-

THE OUTLINE OF A GIANT SWORD

Engraved into the colossal dome like a constellation, illuminated by several points of light.

Adam glances back down to Grayskull's hands and sees the source of this light pattern... A ROYAL CREST.

(CONTINUED)

CONTINUED:

The same red cross that Adam wore in the beginning of the film. A symbol of his lineage.

ADAM

Shine that flare over here.

Teela casts the flare towards the amulet and suddenly-

THE WHOLE DOME AROUND THEM LIGHTS UP!

Revealing several reflections bouncing off each other to create a giant constellation rendering of-

CASTLE GRAYSKULL. Just like Adam saw in the vision.

ADAM (CONT'D)

(remembering)

"Grayskull holds the light that will show you the way."

TEELA

The way to what?

Adam pulls the amulet from the statue's hands.

Just then they HEAR SOMETHING beyond their line of sight. Sounds of feet treading through the water around them.

Teela throws Adam the flare and raises her PULSE RIFLE.

ADAM

I don't get a gun?

TEELA

You got us into this.

They turn in a wide circle when suddenly-

THE FLARE BLOWS OUT. They're immersed in darkness.

Several FIGURES close in.

Adam runs at one of them only to be PUSHED BACK by a magical pulse. Teela raises her rifle to fire when suddenly it is YANKED OUT OF HER HANDS.

EIGHT FIGURES

Approach them in a wide circle. Half-concealed by the shadows. Old and young, male and female alike.

Lennox steps forward and points at Adam.

(CONTINUED)

CONTINUED: (2)

LENNOX

That's him.

The leader of the group emerges. Haggard, tired, beyond his prime. This is DEKKER (50s).

DEKKER

Give back the Royal Crest and we'll let you live.

ADAM

Can't return what's already mine.

Dekker extends his hands, USING MAGIC to pick Adam up and draw him through the air. Adam gets close enough to see in full detail...

The ANCIENT MARKINGS on Dekker's face.

ADAM (CONT'D)

You're Masters...

DEKKER

Who told you to come here?

ADAM

Listen to me. I was raised by Zodak. Do you know who that is?!

Just then SAFETIES CLICK ALL AROUND THEM.

Man-At-Arms and his men step into the light, their rifles trained on the attackers, who suddenly unleash-

AN ENERGY FIELD to protect themselves. It's a stand-off.

MAN-AT-ARMS

Teela? Everything okay?

ADAM

Man-At-Arms. Put your weapons down.

On one side, Logan tests out the barrier with his rifle muzzle. It bounces back.

ADAM (CONT'D)

We're all on the same team.

Man-At-Arms reluctantly drops his weapon.

The Masters lower their hands and the energy field dies. Dekker drops Adam.

(CONTINUED)

CONTINUED: (3)

TEELA

Who are these people?

ADAM

They're the Order of the Masters.
They protect Grayskull's legacy.

(pauses)

Which means they protect me.

Dekker looks at Adam incredulously. Then from his hand shoots an ENERGY PULSE that reaches out to Adam's chest and reveals-

THE ROYAL CREST glowing within. Just like Zodak did.

DEKKER

(amazed)

Randor's son...

EXT. CAPITOL CITY - BURIAL GROUNDS - NIGHT

The Masters emerge from the tomb with Adam, Teela, and the other resistance fighters in tow.

Rotons sail by a few blocks away.

DEKKER

It's not safe here.

Within moments the three Attack Traks speed around the corner and open their gates.

INT. ATTACK TRAK - NIGHT --- MOVING

Adam and Teela sit inside the armored caravan with Dekker, Lennox, and the other Masters.

DEKKER

This crest is a beacon.

Dekker studies the Royal Crest in his hand. It GLOWS at his touch with its magical power.

DEKKER (CONT'D)

It's supposed to lead the way to Castle Grayskull, which no one has found since the time of the original Masters.

ADAM

Not even you?

(CONTINUED)

CONTINUED:

DEKKER

It will only reveal itself to a member of Grayskull's bloodline.

Adam takes the amulet back, holding it up.

ADAM

Well here I am. What's wrong with it?

Dekker stares at him skeptically.

DEKKER

Maybe you're not yet ready for the Sword of Light.

ADAM

How much more ready do you want me to be-

Suddenly-

WHAM!

They are BROAD-SIDED by an oncoming vehicle. The Attack Trak barrel-rolls sideways, throwing everyone around.

TEELA

Hold onto something!

EXT. CAPITOL CITY STREETS - CONTINUOUS

The Attack Trak slams up against a wall and comes to an abrupt stop. The other Attack Traks pull up and Man-At-Arms and his men climb out to see-

A BATTALION OF DARK SOLDIERS. They're completely surrounded on all sides and from the rooftops above.

COL. LOGAN

It's an ambush!

They draw their hip-mounted pulse rifles and a HEAVY GUNFIGHT ensues. Urban warfare at its ugliest.

Adam helps Teela to her feet. Dekker, Lennox, and three younger Masters climb out of the brutal wreckage. They see the bodies of the others crumpled inside.

Lennox tries to reach for them, but Dekker stops him.

(CONTINUED)

CONTINUED:

DEKKER

Leave them. There's no time.

Teela grabs a rifle off a fallen soldier and begins firing blindly.

MAN-AT-ARMS

(pointing to alley)

Over there! On my mark!

Man-At-Arms tosses what looks like a GRENADE towards the Dark Soldiers. It CHANGES SHAPE mid-air and lands at their feet, emitting-

A HEAVY SHOCK-WAVE

Which causes the soldiers to cling to their ears.

Adam and the others use the opportunity to cross the street. On their way, Lennox gets hit by a heat pulse and goes down.

Man-At-Arms crouches behind cover next to Logan. Hands him a sidearm.

MAN-AT-ARMS (CONT'D)

Any good with your left hand?

Logan raises the pistol and lays down a cover fire. Man-At-Arms crawls out to the injured Lennox. Adam helps him drag the boy to safety.

Teela, meanwhile, sees a Dark Army TANK moving into position. It levels its pulse cannon towards them and-

FIRES

Into a nearby Attack Trak, sending it soaring through the air and knocking Teela sideways into the middle of the street. The tank CARTWHEELS, about to come down on her when-

IT STOPS MID-AIR!

Dekker is holding it with a magical spell!

He flings his arms towards the Dark Soldiers, sending the giant vehicle-

SOMERSAULTING

Through the street, knocking many soldiers aside. And then suddenly the entire Attack Trak-

(CONTINUED)

CONTINUED: (2)

EXPLODES IN SLOW MOTION

Its many pieces coming apart like a stained glass window, all bursting around the point where-

EVIL-LYN is standing.

She's the one leading the Dark Soldiers. She calmly walks towards Dekker. The bullets bounce around her energy field.

DEKKER

Evil-Lyn. You don't deserve to wear those markings.

EVIL-LYN

Sorry to disappoint.

She raises her hands and SENDS FORTH an energy pulse, which Dekker blocks with a field of his own.

What follows is a bad-ass magic-on-magic fight between the two Masters, with Evil-Lyn using her powers to toss various vehicles at Dekker, and him using his magic to deflect them and counter.

Evil-Lyn sends out DARK TENDRILS that grab him by the throat, but Dekker uses a BURST OF LIGHT to pull them closer, yanking Evil-Lyn to the ground.

She rises up and takes Dekker by the arms when suddenly Adam comes up behind her with a rifle and-

SLAMS HER IN THE BACK!

Evil-Lyn throws Dekker's body across the street. Then she turns to Adam and PULLS HIM CLOSER.

EVIL-LYN (CONT'D)

You're the one I want.

Man-At-Arms and his soldiers rise up from behind their cover when suddenly-

SIX ROTONS

Circle overhead, their LASER SIGHTS trained down on the group. They're completely surrounded.

EVIL-LYN (CONT'D)

Skeletor doesn't know I'm here.

(pauses)

You and I can help each other.

(CONTINUED)

CONTINUED: (3)

Man-At-Arms takes a step forward, but Evil-Lyn's Dark Soldiers train their weapons on him.

MAN-AT-ARMS

Don't listen to what she says-

EVIL-LYN

Skeletor has lost his way with me.
He's not a true king. He doesn't
have the power.

MAN-AT-ARMS

You gave him the sword!

She suddenly reaches her hand out and-

PULLS ALL THE WEAPONS

From the resistance fighters' hands. They crumble into a giant BALL mid-air and drop to the ground.

She turns her attention back to Adam.

EVIL-LYN

I know what you want. I can see
what no one else sees. The anger
inside of you.

She leans closer, drawing a seductive finger down his cheek.

EVIL-LYN (CONT'D)

I can help you kill him...

Adam stares into her eyes, wanting to believe her, when suddenly-

SHE IS PULLED BACKWARDS

And slammed into the building behind her. Kneeling at the wreckage, still conscious, is DEKKER.

The Rotons all turn their artillery to face him just as he raises his arms and with a POWERFUL SPELL-

SENDS OUT A BURST OF ENERGY

Towards all six flying vehicles, grabbing them mid-air and beginning to-

DISASSEMBLE THEM

(CONTINUED)

CONTINUED: (4)

Piece by piece. Like they were mere tinker toys in his magical grip. Within moments-

THE PIECES BEGIN RAINING DOWN OVER THE STREET!

The Dark Soldiers take cover, giving Man-At-Arms and the others enough time to sprint for the far alley.

Evil-Lyn rises up from the ground and marches straight towards Dekker. She means business now. He tries to send out one last spell, but suddenly-

HER BODY DISSOLVES

Into amorphous form, floating towards him and violently-
PLUNGING HER FINGERS INTO HIS CHEST!

Dekker SCREAMS OUT. Evil-Lyn regards him unflinchingly.

EVIL-LYN (CONT'D)

It's time we ended this.

But Dekker suddenly digs his fingers into her form, beginning to DRAW OUT her energy as well. Both of them play a powerful tug-of-war, draining each other and-

COLLAPSING

To the ground. Evil-Lyn's still body morphs back into mortal form. She oozes dark energy.

Teela, meanwhile, leaps into the last standing Attack Trak and yells for the others to pile in.

Adam runs past the immobile Evil-Lyn on his way to Dekker.

EVIL-LYN (CONT'D)

You're no better than him. All
you want is blood.

He stares down at her just as she PASSES OUT from exhaustion.

MAN-AT-ARMS

We've got to go.

ADAM

(re: Dekker)
Not without him.

(CONTINUED)

CONTINUED: (5)

Man-At-Arms helps drag Dekker into the Attack Trak.
Lennox and the other young Masters climb inside.

Within moments Teela REVS THE ENGINE and pushes through
the last remaining Dark Soldiers.

The vehicle zooms off down the street, scot free.

INT. ATTACK TRAK - MOMENTS LATER

Teela checks the rear view.

TEELA

We're clear.

Logan and the other soldiers begin to check each other
for injuries.

Meanwhile, Adam kneels over Dekker's body. The Master's
breathing is labored. He's dying.

Dekker looks down at the amulet in Adam's hands.

DEKKER

(weak voice)

You have to see now... you're the
only one who can save them...

And then Dekker's eyes go BLANK.

Adam looks on in disbelief. Across the way, he can hear
Lennox and the other young Masters sobbing to themselves.

That's when the Royal Crest sends out-

A BLINDING RAY OF LIGHT

Reaching out like tendrils, stretching towards DEKKER'S
FACE, the ancient tattoos, which suddenly-

LIFT UP

From his skin and hover in the air, being drawn away by
the amulet and RE-SHAPED into-

A THREE-DIMENSIONAL MAP OF ETERNIA!

ON ADAM'S EYES as we zoom into them and-

FLASH TO:

EXT. NORTHERN TERRITORY - NIGHT

Rolling mountains and plateaus, finally reaching...

THE MAJESTIC CASTLE GRAYSKULL. A full view of its hidden location, being imprinted into Adam's mind.

SORCERESS (O.S.)

This is your future.

BACK TO:

INT. ATTACK TRAK - NIGHT

ZOOMING OUT OF ADAM'S EYES

As we return to the present. Man-At-Arms puts a hand on his shoulder.

MAN-AT-ARMS

You're okay?

Adam doesn't know what to say.

INT. UNDERGROUND CITY - NIGHT

Logan removes his helmet and slams it on the console map.

COL. LOGAN

Are you happy now?!

MAN-AT-ARMS

We did what we had to do.

Teela and Man-At-Arms lean up against a nearby table.

COL. LOGAN

For what? For a glimpse into a tomb?! How many more lives is it going to take, Duncan?

TEELA

Colonel-

COL. LOGAN

This boy is worthless to us!

ADAM (O.C.)

Worthless?

(CONTINUED)

CONTINUED:

Everyone looks to Adam, who crosses to the map hologram, pushing Logan's helmet out of the way.

ADAM (CONT'D)

I just found the one thing you need more than anything else.

He brings up a new area and scans through it.

ADAM (CONT'D)

I've spent the last seven years looking for the one sword that could kill the man who murdered my father.

(pauses)

This is it.

He stops on an area at the north of the map. A LARGE BODY OF WATER. Logan shakes his head.

COL. LOGAN

This is nothing. It's a lake in the Mystic Mountains. I've been there myself.

ADAM

It's called Castle Grayskull.

COL. LOGAN

Why should we believe you? You're just out for yourself anyway-

ADAM

Maybe. But this is my chance. And I'm not missing it.

Adam starts to leave. Man-At-Arms stops him, thinking for a beat, and then:

MAN-AT-ARMS

Teela. Mobilize everyone.

Teela double-takes, her resolve tested.

Logan looks at Man-At-Arms.

COL. LOGAN

Duncan. We've stood together for a long time. But if you take our last men on this, I won't be joining you anymore.

(CONTINUED)

CONTINUED: (2)

The old friends stare off. Man-At-Arms isn't about to back down. Finally he turns to Teela.

MAN-AT-ARMS

Gather everyone who's left. I'm not missing this chance either.

Logan takes a deep breath, then pushes past them and storms away without another word.

INT. UNDERGROUND CITY - LATER

Starving families prepare to sleep for the night.

Man-At-Arms walks through the scene, checking on everyone like a leader would. He kneels beside Lennox, who prepares to sleep with the other young Masters.

MAN-AT-ARMS

Are you boys all right?

LENNOX

Just tired, sir.

MAN-AT-ARMS

I'm sorry about your Master. You'll have the chance to fight in his name. I promise.

Lennox smiles in appreciation.

Meanwhile, Adam watches from above.

TEELA (O.C.)

The Colonel's right, isn't he?

Teela leans up next to him. Gestures down to the people.

TEELA (CONT'D)

You're not in this for us.

ADAM

I never asked to ride with an army behind me.

TEELA

But you got it. So what are you going to do now?

He looks at her, not knowing what to say.

(CONTINUED)

CONTINUED:

TEELA (CONT'D)

If we mobilize, there won't be a second chance. Seven years will have come to this.

(pauses)

So don't you dare let us down.

And with that she walks away.

EXT. CAPITOL CITY OUTSKIRTS - NIGHT

A lonely graveyard, battered by time. The Capitol City skyline looms about a mile away.

Moments later the headstones begin to move and-

RESISTANCE FIGHTERS

Climb out, armed to the teeth, ready for anything. Man-At-Arms emerges and looks at-

AN ARMORED CAVALRY

Approaching from the west. A caravan of Attack Traks, heavy artillery, and other high-tech vehicles. What's left of the Eternian army.

Leading this group is RODERICK (20s). Young but with enough muscle to indicate he's been there and done that.

RODERICK

Are you Man-At-Arms?

MAN-AT-ARMS

That's right.

RODERICK

We got your message. I bring a hundred men.

Teela scans the faces of the soldiers. All teenagers. None of them look older than eighteen.

TEELA

A little young, aren't they?

RODERICK

We're the best of the rest.

Roderick sees Adam standing nearby. He bows his head.

(CONTINUED)

CONTINUED:

RODERICK (CONT'D)

You must be Adam. We're at your service.

Soldiers climb on top of GNARLOCKS, four-legged creatures with long tails and tusk-like appendages that wrap around their faces for self-defense.

Man-At-Arms walks to the front lines of the battalion.

MAN-AT-ARMS

Men of Eternia. For too many years we've hidden in darkness.

He gazes up towards the dark sky. The moonlight shining down through heavy clouds.

MAN-AT-ARMS (CONT'D)

This war has bled us dry. Stolen the best years of our lives. I was a General once. Father and a husband. But now all I wake up to is doubt, fear, and chaos.

He turns to Teela, watching him with steadfast eyes. Lennox and the other young boys stand nearby.

MAN-AT-ARMS (CONT'D)

The legends spoke of a magical group of warriors known as the Masters of the Universe. Men who would follow their king to the gates of hell if it meant protecting what they believed in.

(pauses)

They were the soul of a kingdom. An ethos built around hope and honor. And for too long their spirit has disappeared.

He points at Adam.

MAN-AT-ARMS (CONT'D)

But for the first time, we have a boy who can bring us home. Either on our knees or on the wings of angels, I can't tell you which. But wherever we go, I know the darkness won't follow.

(pauses)

Because it can't follow heroes.

His voice gains conviction as he speaks:

(CONTINUED)

CONTINUED: (2)

MAN-AT-ARMS (CONT'D)

Today, we are all Masters. We are the warriors of our own destiny. And those who walk with us... walk forever.

Adam looks out at the weary soldiers just as they-

BURST INTO CHEERS. Enthusiastic, resolved, knowing full well what they have to do.

Teela makes eye contact with Adam. He just stands there, overwhelmed by it all.

Man-At-Arms climbs onto his GNARLOCK and raises his arm.

MAN-AT-ARMS (CONT'D)

Men of Eternia, to Grayskull!

The infantry moves out at full speed.

INT. ROYAL PALACE - SKELETOR'S QUARTERS - NIGHT

Skeletor sits quietly at his throne, staring at-

A DARK FIGURE standing off-screen.

DARK FIGURE (O.C.)

Man-At-Arms has lost his mind.
He's a danger to his own people.

The figure steps into the light and we see it is-

LOGAN.

COL. LOGAN

I know where they went. I can tell you everything.

INT. ROYAL PALACE - PRISON TOWER - LATER

Dark Soldiers push open a heavy set of steel doors and Skeletor walks in. He stares down at-

EVIL-LYN

Bound by heavy electrified chains in the middle of the floor. She's been beaten and imprisoned.

Skeletor kneels before her. Lifts her chin.

(CONTINUED)

CONTINUED:

SKELETOR

Evil-Lyn. You broke my heart.

EVIL-LYN

Your time is over. The fallen son is already on his way to Castle Grayskull.

SKELETOR

Yes. And so am I.

Evil-Lyn looks at him incredulously.

Skeletor leans closer, his chrome mask looming over her. He runs a decomposing finger down her cheek.

SKELETOR (CONT'D)

This is for doubting me.

Suddenly her chains begin to CONSTRICT.

Skeletor holds out his hand, guiding their path as they get tighter and tighter around her body, reaching their way to her neck and-

SQUEEZING

Until her pale eyes finally go blank forever.

INT. DARK ARMY FACTORY - NIGHT

An epic scene. HUNDREDS OF DARK SOLDIERS preparing for war in front of several-

ENORMOUS FORTRESSES

Being hastily fused together by the mechanical gyro arms hanging from the ceiling. The black cloud fueling it all is working overtime.

The soldiers climb into various vehicles.

Skeletor stands at the parapet overlooking it all, his face unreadable behind his chrome mask.

EXT. ETERNIAN COUNTRYSIDE - NIGHT

Man-At-Arms leads the Eternian army as it rides rapidly across the countryside. A mass of determined souls.

EXT. EVERGREEN FOREST LINE - NIGHT

They arrive at the edge of the dense forest, which still suffers greatly under the Darkness.

Man-At-Arms climbs down off his Gnarlock.

MAN-AT-ARMS

We'll camp here for the night.

The soldiers all dismount. The Gnarlocks crawl over and begin to sleep in a pile together.

Adam sits against a tree, his eyes on the forest. Man-At-Arms approaches him.

ADAM

I used to hunt in this forest.

MAN-AT-ARMS

We're not far from the Mystic Mountains. A few hours of sleep and we should be ready to go.

He looks at the Royal Crest in Adam's hands.

MAN-AT-ARMS (CONT'D)

When we get there, will you know what to do?

By the look on Adam's face, he's not so sure.

EXT. CAPITOL CITY OUTSKIRTS - NIGHT

A HEAVY THUDDING NOISE

Rises in the distance as we stare at a distant skyline. That's when we realize this is not a skyline at all. It's-

SKELETOR'S WALKING FORTRESSES

More than we've ever seen before, moving straight towards us on huge hydraulic legs. Carrying with it his legions of soldiers. Dogs of war.

EXT. CASTLE GRAYSKULL - NIGHT --- DREAM SEQUENCE

A HAND

(CONTINUED)

CONTINUED:

Reaches into our view and grabs a handle. It lifts THE SWORD OF LIGHT.

VOICE (O.C.)

I have the power...

WIDER TO REVEAL

The face of Skeletor, holding both swords as we-

CUT TO:

EXT. EVERGREEN FOREST LINE - NIGHT

ADAM WAKING in a cold sweat.

Teela kneels nearby, her eyes focused on the forest. She points to the mist pouring through the trees.

ADAM

What is it?

Cutting through the stillness they hear-

HOWLING

Dozens of monstrous voices, ferocious and awful. Something really nasty. Something we have a feeling we don't want to see in the flesh.

ON THE HILLTOP:

Multiple sets of RED EYES emerge on the horizon. A pack of wolf-like creatures with razor-sharp fangs.

Man-At-Arms comes forward.

TEELA

The army of beasts. They're supposed to be neutral.

ADAM

Looks like things have changed.

Roderick, Lennox, and the soldiers wake up and draw their weapons. Adam glances towards the forest line, where-

MORE CREATURES emerge behind them.

(CONTINUED)

CONTINUED:

Beasts of all shapes and sizes. Lions, enormous amphibian creatures with multiple tongues, rhinoceros-like monsters with wide jaws... all ferocious, bloodthirsty, and poised to fight.

On the hilltop, their leader steps forward. A humanoid monster with a furry hide and a snarling face...

The BEAST MAN (40s).

MAN-AT-ARMS

I represent the resistance front
of Eternia-

BEAST MAN

This is not Eternia. This is
Skeletor's country.

(pauses)

Give up the son of Randor.

Adam and Man-At-Arms exchange a look.

ADAM

Told you I should have come alone.

Man-At-Arms signals to Roderick, who indicates for his men to prepare for battle.

MAN-AT-ARMS

(to Beast Man)

I know your people are hungry. So
are mine. We should fight as one-

BEAST MAN

Your time is running out.

MAN-AT-ARMS

Killing each other is useless.
This is one kingdom! Don't you
understand?!

Beast Man raises his massive arm and signals for his legions to attack. The beasts CHARGE towards them.

ADAM

So much for diplomacy.

Teela pulls out a small handle with a Cobra's head. It TELESCOPES out into a long staff.

Man-At-Arms grabs a large BATTLE-AX that grows additional blades upon contact with his hand. He directs Lennox and the other young Masters towards a nearby brush.

(CONTINUED)

CONTINUED: (2)

MAN-AT-ARMS

Take cover.

Roderick looks to his men.

RODERICK

Defensive formation.

The soldiers brace together, their shields connecting into a singular wall. They draw pulse rifles and train them over the shields.

MAN-AT-ARMS

No live fire. We're too tight.

Roderick nods. The soldiers' rifles transform into SERRATED STAFFS that spin in circles.

THE BEASTS CLOSE IN ON THEM.

Man-At-Arms tosses Adam a sword and points at Teela.

MAN-AT-ARMS (CONT'D)

Don't let him leave your sight.

Adam backs up next to Teela.

TEELA

I've got your back.

ADAM

Who's got yours?

The soldiers brace themselves as the wolf-like creatures SLAM INTO THEIR SHIELDS!

They chomp at the metal ferociously. One of the beasts gets through and goes straight for a soldier's throat. Another soldier tries to help but gets picked up by another creature.

Teela stabs various beasts as they leap at her. As each monster squeals and drops, she withdraws the staff and spins it in the air, waiting for the next.

Man-At-Arms cuts down a long snake-like serpent. One of its many heads grabs his battle-ax in its jaws and yanks it away. Undeterred, he takes the head and slams it into another with his bare hands.

MAN-AT-ARMS

Fall back into the forest.

(CONTINUED)

CONTINUED: (3)

TEELA

You want to go where there's more
of them?!

Man-At-Arms grabs a rhinoceros-like creature and snaps its jaw open. Then, holding it in place, he uses it as a shield to rush through the line of creatures towards the forest.

Adam and the others follow, fighting off the flanks.

Beast Man treads through this scene. He passes an Eternian soldier lying on the ground and STOMPS DOWN without even looking.

Adam tries to help an injured man just as a beast drops out of the trees and snatches him up. He fights with it, playing a violent game of tug-of-war, but it pulls the now-deceased soldier away.

Teela backs up against a tree while fighting off three creatures coming at her. She impales one with her staff, then flips it over so that it knocks into another, giving her enough time to withdraw her staff and bring it down on a third creature.

And then she sees the Beast Man snarling directly in front of her. Drool pours from his fangs.

TEELA (CONT'D)

Was this a friend of yours?

Beast Man drops down on all fours and LEAPS straight at her. She ducks out of the way, causing the creature to hit the tree behind her and-

KNOCK IT OVER!

The colossal evergreen falls sideways, crushing a few creatures in its wake.

Adam runs to help Teela when suddenly-

A TIGER-LIKE CREATURE

With green fur and yellow stripes, leaps onto his back and begins digging its teeth into his shoulder. Adam flips the creature over and slams it into a tree.

The tiger recovers and leaps back towards him. Adam sidesteps it, slicing at one of its legs as it charges.

(CONTINUED)

CONTINUED: (4)

Meanwhile, Beast Man recovers and pounces at Teela again, this time getting right on top of her and picking away her staff with one of his hind claws. He tries to bite down on her head, but Teela uses the opportunity to SUCKER PUNCH him in the throat.

Beast Man yelps and falls back. Then, even more enraged, he LEAPS CLOSER just as-

HE IS CAUGHT MID-AIR

By Man-At-Arms, who spins him around and tosses him into another tree, which SPLINTERS.

MAN-AT-ARMS

Where's Adam?

TEELA

I'm on it.

She runs off.

Beast Man jumps at Man-At-Arms, but he bats him away with his armor. Then he removes his helmet and beats the creature with it until Beast Man begins to submit.

Adam, meanwhile, faces off with the tiger-like creature at a clearing above a gravel-covered slope. He gets knocked backwards and-

SLIDES DOWN

The gravel, seeing below him-

THE EDGE OF A CLIFF.

Adam grabs a tree root to stabilize himself, turning on his back just as the creature pounces after him.

He fights it off with his sword, hitting against its gnashing teeth, but the tiger persists, eventually knocking his sword away. It's about to get ugly when-

TEELA (CONT'D)

Here!

Teela tosses him a new sword, which Adam grabs just in time to-

SLAM THE CREATURE

(CONTINUED)

CONTINUED: (5)

With the blade's handle. The creature recoils, giving Adam a moment to find his footing and leap into it, sending both man and creature careening towards the edge!

The tiger digs its talons into the gravel, stopping its fall several feet from the cliff. Adam holds onto it. The creature fights violently against him with its hind legs.

Finally they both gain their footing and stand at the edge of the precipice. Adam looks around for his sword, but it's fallen over the edge.

ADAM

You don't want this.

The creature doesn't look like the negotiating type. It prepares to leap in for the kill when-

TEELA THROWS HERSELF INTO IT

Plummeting over the edge together with the tiger. Adam reaches out just in time to-

GRAB HER HAND

As she hangs over the cliff. He uses his free hand to hold onto a branch and stabilize himself.

TEELA

Let me go.

ADAM

Don't even joke about that-

TEELA

Adam. My father would choose you.

The branch he's holding onto is slowly UNRAVELING. Its dry fibers are no match for their weight.

ADAM

Then I guess we both go.

SNAP!

The branch breaks loose and Adam and Teela go FALLING together over the edge of the cliff...

EXT. EVERGREEN VALLEY - CONTINUOUS

PLUMMETING

(CONTINUED)

CONTINUED:

Hundreds of feet, two bodies colliding with each other all the way down, until finally they SPLASH DOWN in the river at the base of the valley.

EXT. EVERGREEN FOREST - LATER

The aftermath of the battle. Lennox and the other young Masters work desperately to HEAL THE INJURED with their magic.

Roderick approaches Man-At-Arms.

RODERICK

The Beast Man left. I think the rest of them followed.

MAN-AT-ARMS

Where's my daughter?

RODERICK

I thought they were with you.

Man-At-Arms storms off into the woods.

EXT. EVERGREEN VALLEY - LATER

Adam and Teela emerge from the water, gasping for breath, holding onto each other as the rapid waters carry them.

Adam sees a low-hanging branch and grabs on. He pulls himself and Teela towards the shore, where they-

COLLAPSE. Exhausted, unable to speak.

Finally, Adam rises up, staring straight at-

THE TIGER. Soaking wet and injured from its fall, but still alive.

Adam angrily picks up his sword.

Then the creature surprises us: it lowers its tired head, acknowledging defeat.

Adam stares into its eyes. The thin layer of muscle around its ribs. Emaciated and weakened. Just like the other beasts of the forest. And in that moment, he understands this creature's desperation...

...and sheathes his sword.

(CONTINUED)

CONTINUED:

The tiger bows gratefully towards Adam, then limps off into the forest. We won't yet identify it by name, but fans will know this beast as BATTLECAT.

EXT. EVERGREEN FOREST - LATER

Man-At-Arms studies tracks in the ground. That's when he sees in the gravel...

THE ROYAL CREST MEDALLION. Adam lost it in the fight.

RODERICK

Sir. I'm sorry.

Man-At-Arms looks up at Roderick, his eyes conveying a mixture of sorrow and disbelief.

RODERICK (CONT'D)

What do we do?

He picks up the Royal Crest with shaking hands.

MAN-AT-ARMS

Skeletor knows we're here. We don't have time to form a search. We're a few hours from where the castle should be.

RODERICK

What good is our mission without the son of the king-

MAN-AT-ARMS

They'll be there.

RODERICK

Sir, with all due respect...

MAN-AT-ARMS

My daughter isn't dead.

He clenches the amulet and makes a grim decision.

MAN-AT-ARMS (CONT'D)

Not like this.

EXT. EVERGREEN VALLEY - LATER

Teela and Adam march through the woods. He stares up at the cliff.

(CONTINUED)

CONTINUED:

ADAM

We have to keep moving and hope
that Man-At-Arms does the same.

Teela follows him a few paces behind.

TEELA

Hey. What was that back there?

ADAM

I don't know what you're talking
about.

TEELA

Yes you do. There was no reason
to let that creature live.

Adam stops, turns to face her.

ADAM

They're just as hungry as anyone
else. Maybe I'm sick of Skeletor
turning us against each other.

He continues walking. After a beat, Teela smiles.

EXT. EVERGREEN FOREST LINE - NIGHT

A RED LIGHT

Passes over the carnage of last night's battle. Slain
beasts decaying in the sun. Several hastily-assembled
mounds marking the BURIAL GROUND of the Eternian soldiers
who died.

A machine moves into frame... A DOOMSEEKER. It's
scanning for bodies.

EXT. SKELETOR'S CITY - NIGHT

The huge hydraulic fortresses march in unison across the
barren landscape.

INT. SKELETOR'S CITY - PRIVATE QUARTERS - CONTINUOUS

Skeletor watches the Doomseeker's image broadcast on a
large monitor.

SKELETOR

You failed to kill him once.

(CONTINUED)

CONTINUED:

Behind him, waiting patiently in the corner is-
TRI-KLOPS.

Skeletor turns the monitor off and looks at him.

SKELETOR (CONT'D)

Don't let me down again.

EXT. MYSTIC MOUNTAIN PASSAGE - NIGHT

The Eternian soldiers march on wearily, their tanks and caravans riding behind them.

Man-At-Arms turns back, giving a long look over his shoulder. No sign of his daughter on the horizon. Sadly, he continues walking.

EXT. MYSTIC MOUNTAIN PLATEAU - NIGHT

A HEAVY FOG

Parts through the mountains to reveal the army of resistance fighters emerging wearily through the clearing.

RODERICK

Where's the castle?

Just then, a heavy WIND suddenly picks up, blowing the air out of the valley and taking the fog with it, revealing beneath the clouds...

A GIANT LAKE BED

Stretching as far as the eye can see.

Man-At-Arms stares out at the water in disbelief. Logan was right. There's nothing here.

RODERICK (CONT'D)

We risked everything for this?

Just then, Man-At-Arms sees something in the stone wall behind Roderick...

A ROYAL CREST EMBLEM

The same as the amulet he carries in his hands. He walks over to it and positions himself in front of it. Carved out at the center he can see-

(CONTINUED)

CONTINUED:

AN EMPTY HOLE

Clearly the size and shape of the amulet.

RODERICK (CONT'D)

Man-At-Arms. Are you listening to me?!

Man-At-Arms lifts up the amulet, sliding it into place when suddenly-

A BLINDING LIGHT

Blows outwards from the center, causing everyone to shield their eyes. The light spreads across the lake bed, reflecting on-

SEVERAL STONE MARKERS

Positioned in a wide octagon around the water, each one absorbing the light and activating. And that's when, to everyone's amazement...

THE WATER LEVEL BEGINS TO GO DOWN!

The lake bed is magically being drained out of the valley. As it gets lower and lower we see appearing in the rear...

CASTLE GRAYSKULL

Its tall spires becoming visible first, towering through the surface of the water, followed by the minarets, and finally, revealed last, is the...

STONE FACE

With a drawbridge for a mouth. It is separated from the rest of the plateau by an infinite chasm, which the water withdraws into and vanishes from sight.

Man-At-Arms looks back at Roderick.

MAN-AT-ARMS

Yes. We risked everything for this.

EXT. MYSTIC MOUNTAIN PASSAGE - NIGHT

Adam and Teela are marching towards a giant crevice through the snow-capped Mystic Mountains when they hear-

(CONTINUED)

CONTINUED:

RUMBLING IN THE DISTANCE.

They crouch down behind a ridge and stare into the distant valley as-

THE DARK ARMY

Marches north, its enormous platforms moving at a steady pace on their massive hydraulic legs. Staggering numbers.

TEELA

We're running out of time. Come on.

She heads into the ice passage.

Adam takes one last look to the south, where he sees, watching from a nearby cliff-

A SINGLE CREATURE. Stoic and curious.

Battlecat.

Adam makes eye contact with it, wondering what it's doing, then turns and follows Teela into the pass.

EXT. MOUNTAIN CREVICE - NIGHT

REFLECTIVE CRYSTALS

Line both walls of the deep cavern, mirroring moonlight from the distant sky above the mountain peaks.

Adam and Teela walk through the tight passage in silence. Flares illuminate their weary faces.

Teela pauses. For a moment she could swear she HEARD SOMETHING above them.

ADAM

What is it?

OVERHEAD: a Doomseeker zips by, unseen by them. It scans the number of people, scans their weapons.

Adam senses something is up there too. Vague MOVEMENT in the darkness behind them. And then-

TEELA

Down!

(CONTINUED)

CONTINUED:

She pushes him to the ground just as-

A FLYING DISC

Launches towards them, SHARP BLADES spinning out from its sides. It circles through the cavern, traveling as if it had a mind of its own.

Then it zooms back, folding itself midair and landing in the hand of-

TRI-KLOPS.

His hulking figure emerges from the dark. He's armed with two wrist-mounted weapons.

He shoots off heat-seeking PROJECTILES, which dart through the crevice at sharp angles, able to turn corners and change speed.

Adam throws away Teela's flare. The missiles chase it and explode a little ways off.

They wait for their attacker's next move in total darkness. No one dares breathe. Until-

A HAND

Suddenly grabs Adam by the throat and shoves him up against the wall. Tri-Klops has set his visor to NIGHT VISION. He sneers at him in the dark.

TRI-KLOPS

I remember you...

Teela comes up behind him, but Tri-Klops sees her through his rear-directed thermal vision. Without even turning, he raises his wrist-mounted launcher and-

FIRES A POISONOUS SPIKE

That knocks her down for the count.

Adam takes advantage of the opportunity to SLAM Tri-Klops's visor, spinning his vision sideways. He drops out of his grip and crawls off into the darkness.

Tri-Klops re-configures his visor and makes sure his system is still functional.

TRI-KLOPS (CONT'D)

Come on out. I want to see what Skeletor's so afraid of.

(CONTINUED)

CONTINUED: (2)

POV SHOT: through Tri-Klops's gamma vision, scanning the area for movement. He catches a glimpse of Adam to his left and-

FIRES A SPIKE

Into Adam's head, only to realize it is a mere crystal reflection of Adam. The ice splinters around the impact.

Suddenly Adam leaps out at him from behind, but Tri-Klops CATCHES HIS FIST just as he is about to deliver a punch. He throws Adam onto the ground.

Tri-Klops lifts his gloved hands and BARBED SPIKES rise across his knuckles.

Adam fends him off through hand-to-hand combat, putting up one hell of a fight before Tri-Klops-

STRIKES HIM IN THE FACE

Drawing blood and sending Adam spinning backwards.

TRI-KLOPS (CONT'D)

You fight like that Master I
killed. Soft around the edges.

Adam's gaze NARROWS. His rage blinds him, causing him to lose his judgment and run at Tri-Klops with everything he has left.

Tri-Klops sidesteps his one-sided attack and pushes him over a ledge where he-

PLUMMETS

Twenty feet into the snow below. Adam lands awkwardly, his shoulder-

SHATTERING VIOLENTLY.

He screams out, trying to steady his vision.

Tri-Klops leaps down after him and switches his visor to NIGHT VISION. Adam tries desperately to crawl away with one arm.

TRI-KLOPS (CONT'D)

Getting angry just makes my job
easier.

(CONTINUED)

CONTINUED: (3)

Suddenly on Tri-Klops's shoulder a SLOT OPENS and a gyro attachment rises out, assembling itself into a MOUNTED LASER, which-

FIRES into the ice above Adam, sending it pounding down on him.

ON ADAM: eyes rolling in and out of consciousness.

TRI-KLOPS (CONT'D)

I guess you're not much of a prince after all.

Tri-Klops focuses his laser sight, about to take the perfect shot with his shoulder-mounted cannon when-

TEELA (O.C.)

Hey.

Teela limps towards him.

TEELA (CONT'D)

Leave the prince alone.

She suddenly IGNITES A FLARE, causing it to bombard Tri-Klops's night vision like a flash of lightning. He fires his laser just as he instinctively raises his hands to shield his eyes and-

BLASTS HIS OWN HANDS OFF!

Tri-Klops screams out in pain, giving Teela the perfect opportunity to SLAM HIM in the face, knocking the visor off of his head. It takes off most of his head with it and clatters uselessly on the ground.

Adam stares up at her, fading out of consciousness. He smiles in appreciation. Then he PASSES OUT.

Moments later, Teela feels the poisonous spike in her neck and collapses also as we-

DISSOLVE TO:

EXT. MYSTIC MOUNTAIN PLATEAU - NIGHT

The resistance fighters set up camp on the other side of the chasm from Castle Grayskull.

RODERICK

No sign of your daughter.

(CONTINUED)

CONTINUED:

Man-At-Arms stares up at the drawbridge. No movement.
No sign of how to get across.

MAN-AT-ARMS

(sotto, to Sorceress)

I came this far. If you're still
listening... I could use some kind
of a sign.

Just then-

RODERICK (O.C.)

Man-At-Arms!

THE GRAVEL UNDER HIS FEET TREMBLES.

Everyone turns their eyes towards the distant southern
pass, where something is emerging from the fog...

SKELETOR'S FORTRESSES

Huge war machines half a mile away, clearing through the
mountain pass. Legions of Dark Soldiers. Way more men
than the garrison Man-At-Arms has gathered.

RODERICK (CONT'D)

What now?

Man-At-Arms doesn't know what to say.

INT. SKELETOR'S CITY - COMMAND POST - CONTINUOUS

ON SKELETOR: standing at his portal window.

The Sword of Darkness PULSES intensely, sensing its
proximity to its counterpart.

Trap-Jaw appears behind him.

SKELETOR

No word from Tri-Klops?

TRAP-JAW

Dead air.

Skeletor regards his hands, which are beginning to lose
more skin.

SKELETOR

Begin the attack.

EXT. MOUNTAIN CREVICE - NIGHT

Snow pours through the dark passage.

Adam is passed out face-down in the snow. Teela lies unconscious nearby.

FOUR FEET

Step into view. Claws of a tiger.

WIDER TO REVEAL

Battlecat, staring down at Adam's body. Its pensive eyes seem to understand something. A life debt.

EXT. CASTLE GRAYSKULL SURROUNDINGS - NIGHT

Rain begins to pour down.

On the front lines of the Eternians, a series of LONG RANGE ARCHERS, most of them teenage boys, wait for their order.

Man-At-Arms, riding a Gnarlock along the flank, watches the Dark Army. He can see movement as they form up.

MAN-AT-ARMS

Battle armor!

Up and down the ranks, the soldiers' armor GROWS AROUND THEM and encases their bodies.

RODERICK

It's not too late to retreat to the east. We can draw away their flank-

MAN-AT-ARMS

We've got to buy time. Deploy the archers.

Roderick turns to the archers, indicating for them to fire. They raise high-tech compound LIGHT BOWS, whose strings are a vibrant GLOWING material.

As they draw them back, ARROWS MADE OF LIGHT suddenly birth and are released.

The beams DART OUT over the landscape.

(CONTINUED)

CONTINUED:

A row of DARK ARMY SCOUTS, clad in matching black armor with a skull motif to honor their leader, don't even flinch. They raise high-tech crossbows into the air and fire their own industrial TITANIUM LASER-GUIDED ARROWS.

MIDAIR: the arrows collide with each other and DETONATE in the sky. None of the Eternian beams meet their targets.

Roderick orders the archers to fire again. They draw back their strings, once again birthing a new arrow.

MAN-AT-ARMS (CONT'D)

Wait!

EXT. SKELETOR'S CITY - CONTINUOUS

Something's happening. The Dark Army's enormous ranks suddenly split in half, parting ways down the middle to make a path for...

SKELETOR

Marching down the line of his men, eyes focused straight ahead on Castle Grayskull.

He kneels down, takes out his small cylinder, and once again INJECTS the mechanical creature into the earth.

EXT. CASTLE GRAYSKULL SURROUNDINGS - CONTINUOUS

The ground around the Eternians begins to RUMBLE.

MAN-AT-ARMS

Down!

From the dirt in front of them emerges-

THE GIANT COLOSSUS

Exploding out of the earth like the spawn of evil incarnate, landing on its tentacles and ROARING LOUDLY at the front lines of the Eternian army.

Soldiers run to their Attack Traks but it's no use. Their missiles simply bounce off and explode elsewhere in the field.

Man-At-Arms looks to Roderick.

(CONTINUED)

CONTINUED:

MAN-AT-ARMS (CONT'D)

Where are the Masters?

RODERICK

What, the kids?

Man-At-Arms starts walking through the ranks of soldiers. Roderick follows.

Eventually the crowd parts to reveal Lennox and the others practicing a spell.

MAN-AT-ARMS

How many years have you boys been apprentices?

LENNOX

(gulp)

This was our first. Sir.

Man-At-Arms sighs. Takes a beat. Then extends his hand.

MAN-AT-ARMS

Come on. All of you.

Lennox and the others drag their battle gear after Man-At-Arms. They can hear the STOMPING of the Colossus in the distance, but can't yet see it.

MAN-AT-ARMS (CONT'D)

Leave your armor. You won't need it.

They drop it to the ground as they walk, eyes still searching for whatever's making those noises.

LENNOX

Sir, maybe you should find another option...

MAN-AT-ARMS

There's no one else.

LENNOX

But we haven't even completed our basic training-

They finally gain their first look at THE COLOSSUS tearing apart the front ranks of the Eternian army.

MAN-AT-ARMS

You just graduated.

(CONTINUED)

CONTINUED: (2)

Lennox looks up to Man-At-Arms in disbelief.

MAN-AT-ARMS (CONT'D)

I promised you a chance to make things right. This is it.

Lennox looks back at the Colossus and his eyes NARROW focus. This is his moment.

He glances back at his fellow conjurers.

LENNOX

Okay. Let's form a circle.

The Colossus wreaks havoc on more Attack Traks, sending shrapnel everywhere as it swings madly.

Lennox, meanwhile, positions himself directly in its path, swallowing his fear and RAISING HIS HANDS in the air. He chants an incantation under his breath and suddenly-

AN ENERGY FIELD

Pulses out from his palms, connecting across both hands and FIRING towards the Colossus. It wraps a thick beam around the creature's neck and PULLS.

The monster roars out, angered by this violation, and marches towards Lennox.

Just then, another BEAM shoots out and wraps around its neck from the other side. Yet another follows moments later. All around the Colossus, the other young conjurers have formed up and are surrounding it!

They concentrate heavily on their spells, trying not to focus on the terrifying creature bearing down on them.

LENNOX (CONT'D)

To the ground!

The conjurers all take a knee, closing their eyes and pulling at the spell with their fingers, yanking their beams in different directions...

...SLOWLY TEARING THE COLOSSUS APART!

RODERICK

Sir! It's working!

Man-At-Arms watches proudly.

(CONTINUED)

CONTINUED: (3)

The creature lashes out violently, feeling itself come undone. It crawls on its weak tentacles towards Lennox, about to pounce when suddenly-

BOOM! It bursts apart into a puff of dark mist and metallic debris.

Lennox and the others shield themselves. Then, when everything is still, they finally COLLAPSE in exhaustion.

Man-At-Arms places a hand on his shoulder.

MAN-AT-ARMS

Not bad for an apprentice.

Lennox looks up at him, tears in his eyes, and smiles.

INT. DARK CAVE - NIGHT

ON ADAM: his eyes closed.

SORCERESS (O.S.)

Adam. Time is running out.

His eyes abruptly SLAM OPEN to find-

He's lying on the floor of a dark cave. He tries to sit up but the pain from his shoulder shoots through his entire body. He's virtually immobilized.

Teela sits across from him.

ADAM

Where are we?

TEELA

I don't know. But I think someone owes you a life debt.

Sitting at the entrance to the cave is-

BATTLECAT. In its gaze, through the scars on its majestic face, we can see all the wisdom of a creature that has seen too much war from the wrong side.

TEELA (CONT'D)

Grayskull is close.

Adam feels his shoulder.

ADAM

I think I'm out of the fight.

(CONTINUED)

CONTINUED:

TEELA

You're going to have to work
around that-

ADAM

Teela. I can't even pick up a
sword.

Just then a FALCON takes flight from a nearby perch.

Adam looks at it incredulously. He rises up, gritting
through the pain of his shoulder, and follows it towards
the opening.

EXT. CAVE PLATEAU - NIGHT

He emerges from the mouth of the cave and watches as the
falcon soars over the mountains towards-

CASTLE GRAYSKULL.

Looming close. From this vantage point they can see the
two armies preparing for the next phase of battle.

TEELA

I finally understand why my father
believes in you.

Adam turns to look at her.

TEELA (CONT'D)

He devoted his life to this
kingdom. His time and his blood.
But Eternia needs a symbol.

(pauses)

And that symbol is you.

Adam tries and fails to lift his right arm.

ADAM

I'm useless to them now.

TEELA

No. Adam. You're their leader.
You're the one they've been
waiting for.

She turns her eyes to the battlefield.

TEELA (CONT'D)

Eternia's been living in the dark
for too long.

(MORE)

(CONTINUED)

CONTINUED:

TEFLA (CONT'D)
 How much longer are you going to
 wait before you give them
 something to believe in?

Adam glances down at Battlecat, watching him expectantly.
 Then he looks back out to the distant battle.

We begin to see the RESOLVE OF A LEADER forming.

EXT. CASTLE GRAYSKULL SURROUNDINGS - NIGHT

Man-At-Arms and Roderick look out across the battlefield
 to see-

THE DARK ARMY INFANTRY.

Thousands against hundreds. The first wave, waiting to
 make its move. We've only just begun to see the full
 force of Skeletor's muscle.

Trap-Jaw's hovering chariot slows to a stop in the middle
 of the plain. The General climbs down and waits.

Man-At-Arms starts to walk out. Roderick grabs his arm.

RODERICK
 You don't have to go.

MAN-AT-ARMS
 This is an old score.

EXT. CENTER OF THE BATTLEFIELD - CONTINUOUS

Dark Army Scouts train their sniper rifles from the rear
 lines as Man-At-Arms approaches Trap-Jaw.

TRAP-JAW
 Man-At-Arms. How did it ever come
 to this?

MAN-AT-ARMS
 You tell me, Kronis.

TRAP-JAW
 I see the boy didn't show.

MAN-AT-ARMS
 He'll be here.

Both men stare off. And then-

(CONTINUED)

CONTINUED:

COL. LOGAN (O.C.)

Duncan.

From the group behind Trap-Jaw steps a new Dark Soldier. Fashioned with his own suit of armor, and a-

METALLIC FIST

Where his missing hand used to be. This is still Col. Logan, but fans might recognize him by the name FISTO.

COL. LOGAN (CONT'D)

Don't waste their loyalty. Not on this.

Man-At-Arms glimmers with the rage of betrayal.

MAN-AT-ARMS

You did this...

COL. LOGAN

I've arranged a deal. The boys will be spared if they step aside right now.

Trap-Jaw's cannon arm transforms into a metallic hand, which he extends towards him.

TRAP-JAW

You're a good leader, Duncan. Always have been. But this is where the road ends.

ON MAN-AT-ARMS: looking back to his men. To Lennox and the boys. The other soldiers. Their hopeful eyes.

And finally, to RODERICK, who has slipped into the ranks, discreetly picking up a PULSE RIFLE of his own.

They make eye contact across the long divide... and in that moment, they both know what to do.

He turns back to Trap-Jaw, then simply-

SPREADS HIS ARMS wide in the air.

MAN-AT-ARMS

Send a message to Skeletor. Real Eternians don't die on their knees.

Trap-Jaw's eyes WIDEN as he realizes this was a signal.

(CONTINUED)

CONTINUED: (2)

BOOM! A heavy-caliber PULSE fires out from Roderick's rifle, sailing across the hundred yard gap and-

HITTING TRAP-JAW SQUARE BETWEEN THE EYES!

His face dents in, his legs kicking out from under him as he lands straight on his back.

On the other side of the battlefield, the Dark Army Scouts UNLEASH FIRE. Man-At-Arms's armor-

GROWS RAPIDLY

Around his body as the electrified rounds bounce off the shell. He runs back to join his men.

Trap-Jaw crawls off to his own flank.

EXT. SKELETOR'S CITY - NIGHT

The machines of the Dark Army rumble and get ready to attack.

GIANT CRANES

On top of Skeletor's fortresses suddenly rev to life, lowering onto the battlefield SEVERAL DOZEN HEAVY CRATES.

Dark Soldiers climb on top of the crates and crank open the faces, revealing...

SHADOWBEASTS

Enormous ape-like creatures with horns on their heads. One creature has a half-ape half-machine face. Another has metal talons for hind legs.

Each of them wears heavy chains around its neck, which the soldiers use as reins while they stand on the Shadowbeasts' backs.

Trap-Jaw, his face-plate dented, jumps into a TANK and points it towards the Eternians. Logan chases after him.

COL. LOGAN

You said no one would be hurt.

TRAP-JAW

My apologies.

(CONTINUED)

CONTINUED:

Another gate opens and PANTHOR strides out. The beast we saw earlier, now outfitted with heavy armor, including metal talons and a riding platform on its back.

Skeletor calms the beast, stows the Sword of Darkness on his back, and climbs on.

SKELETOR
To Grayskull! To destiny!

And with that the Shadowbeasts begin to charge!

EXT. CENTER OF THE BATTLEFIELD - CONTINUOUS

THE ENTIRE DARK ARMY

Sprints out over the terrain like a powerful flood, rushing towards Grayskull at an unstoppable rate.

EXT. CASTLE GRAYSKULL SURROUNDINGS - CONTINUOUS

The whole ground TREMBLES.

The Eternian Soldiers try to put on brave faces, but this is a daunting sight.

ON LENNOX: crouched with the other young Masters in a trench, covering his ears.

Man-At-Arms watches with rising dread.

RODERICK
Man-At-Arms. I just wanted you to know, it's been an honor serving next to you.

But Man-At-Arms has his eyes somewhere else...

MAN-AT-ARMS
Don't get all sappy on me yet.

He points to the RIDGE above the plateau, where we see-

EXT. MYSTIC MOUNTAIN PASS - CONTINUOUS

AN ARMY OF BEASTS.

The fierce creatures that formerly fought on the side of Skeletor have now taken a new leader...

(CONTINUED)

CONTINUED:

ADAM

His injured shoulder wrapped up, riding on top of Battlecat, who has been outfitted with a makeshift saddle at the front of the line.

Teela is next to him.

ADAM

This isn't going to be easy.

TEELA

Destiny never is.

And then Adam raises his good arm and LEADS A CHARGE straight into the heart of battle.

EXT. CENTER OF THE BATTLEFIELD - CONTINUOUS

Skeletor, riding Panthor, turns to the west and sees the army of beasts charging. They're boxed in by Man-At-Arms on one side and the creatures on the other.

HIS EYES WIDEN. Things just got a lot more complicated.

SKELETOR

Split ranks!

The Shadowbeasts break off and direct themselves towards Adam and the creatures, while the Dark Army infantry moves for Grayskull.

EXT. CASTLE GRAYSKULL SURROUNDINGS - CONTINUOUS

Man-At-Arms grabs a rifle from a fallen soldier and raises it in the air.

MAN-AT-ARMS

Full-scale offensive! Take them at the heart!

Roderick and the men lead a charge from the north, pouring into the Dark Army's front ranks.

EXT. CENTER OF THE BATTLEFIELD - CONTINUOUS

Adam and the creatures ride headlong into the Dark Army, knocking them every which way.

(CONTINUED)

CONTINUED:

Battlecat gallops straight for Panthor, pushing aside various Dark Army tanks and soldiers until it darts at the creature and-

GOES FOR THE THROAT!

Panthor bucks backwards, throwing Skeletor off in the process. The two beasts fight viciously.

Trap-Jaw, meanwhile, tries desperately to communicate with his battalions, but the chaos is too great. He climbs into a flying ROTON that takes off so he can get a better vantage point.

Skeletor, injured badly from the fall, picks up his Sword of Darkness from the ground and raises it in the air.

SKELETOR

No retreat!

EXT. CASTLE GRAYSKULL SURROUNDINGS - CONTINUOUS

Adam, Teela, and their garrison finally join Man-At-Arms in the trenches. He embraces his daughter.

MAN-AT-ARMS

You're late.

TEELA

I'm glad to see you too.

Adam steps away from the fray. He stares at the ominous Castle Grayskull on the other side of the divide. Its huge eyes seem to be staring into him. And then...

A CRACKING NOISE RINGS OUT

So loud it literally brings the battle to a stand-still. All eyes turn towards-

CASTLE GRAYSKULL

Where the mouth begins to FISSURE and drop down. The gates are opening! A FLOATING BRIDGE extends magically over the chasm, finally stopping at the feet of-

ADAM. He looks at the path before him in wonder.

EXT. CENTER OF THE BATTLEFIELD - CONTINUOUS

Skeletor sees this and marches forward with renewed vigor. Then he-

BENDS OVER

Suddenly overcome by a wave of intense pain. He looks down at his hands, which are eroding faster than before.

He's got to get into that castle.

EXT. CASTLE GRAYSKULL SURROUNDINGS - CONTINUOUS

Man-At-Arms drops to his knees. Everything he's fought for... it's finally paid off.

Adam turns to Teela, an incredulous look on his face.

TEELA

I think you should go in.

ADAM

You going to be okay out here?

TEELA

(grins)

We'll hold down the fort.

Adam sucks in a deep breath and looks up at the castle. Silent, waiting eyes. Then he-

TAKES HIS FIRST STEP. And another.

As he walks across the chasm towards the open mouth of Grayskull, the bridge slowly DISSOLVES behind him, only allowing entrance to one person alone.

Finally, he DISAPPEARS INSIDE.

INT. CASTLE GRAYSKULL - CONTINUOUS

A cavernous space. Like an infinitely large universe. While on the outside Grayskull was just a contained building, inside it seems to stretch on forever.

High-tech crystals line the walls, signposts to a world that has mixed technology with sorcery for thousands of years.

(CONTINUED)

CONTINUED:

This is a mystical, magical place. And yet it is bleak and hollow. Empty and remote.

A GUST OF WIND

Picks up, carrying loose dust across the floor, pushing it down a hallway, as if it were beckoning for Adam to follow. He proceeds forth, seeing it has led him to-

A WINDING STAIRCASE traveling high up into the upper storeys.

Adam limps along this path, clinging to his injured shoulder, journeying higher and higher, getting a broader view into the colossal passages of the castle as he does.

Then he emerges out onto-

EXT. CASTLE GRAYSKULL MINARET - NIGHT

A tower with a 360-degree view of the rainy battlefield.

From here Adam can see the hordes of Dark Soldiers charging at the Eternians behind Skeletor.

Perched on the parapet is the FALCON, staring back at him with steadfast eyes. And then it-

TRANSFORMS

Its feathers becoming a long cape, its talons becoming a woman's legs, stretching into the gorgeous feminine shape of-

THE SORCERESS (40s). Beautiful auburn hair flowing beneath her hood. Sensitive, motherly eyes.

SORCERESS

Are you ready to finish your training?

EXT. CENTER OF THE BATTLEFIELD - CONTINUOUS

Skeletor limps forward desperately towards Grayskull, pushing through the carnage.

EXT. CASTLE GRAYSKULL SURROUNDINGS - CONTINUOUS

Man-At-Arms and Teela engage Dark Soldiers in close hand-to-hand combat. They keep their backs to each other.

(CONTINUED)

CONTINUED:

MAN-AT-ARMS

We're running out of ways to hold them off...

TEELA

He'll come back.

MAN-AT-ARMS

Suddenly you're a believer?

Teela tosses her staff like a boomerang at three Dark Soldiers, cutting them down.

TEELA

He's worth it.

Man-At-Arms smiles proudly.

INT. CASTLE GRAYSKULL - GREAT HALL - CONTINUOUS

Adam follows the Sorceress down a long passageway that bends deep into the ground. The walls around him are covered in artwork depicting ANCIENT BATTLES.

SORCERESS

This castle houses Eternia's collective history. The legends that have sustained us for thousands of years.

INT. CASTLE GRAYSKULL - CATACOMBS - CONTINUOUS

They emerge in a tight, confined hallway that finally leads them into a shrine containing-

THE SWORD OF LIGHT

Ancient and mystical, plunged into the stone floor, its bright energy pulsing throughout the castle like a steady heartbeat. It's alive with power.

SORCERESS

Since the death of King Grayskull, no mortal has touched this blade. It was to be protected from those who would use their anger to fuel its power. Those like Skeletor.

Adam gets closer to the sword. As his hands get closer, it BEGINS TO SPARK.

(CONTINUED)

CONTINUED:

SORCERESS (CONT'D)

If you take it, you will forever become the protector of Eternia. All of our destiny, all of our secrets, all of our enemies will become your own.

(pauses)

Do you accept this duty, now and forever?

He tentatively takes the sword by the handle with his good hand. The energy begins to FUNNEL into his palm.

The Sorceress smiles. Adam wields its enormous weight.

SORCERESS (CONT'D)

They will know the He-Man by the sword that he carries. And the words that he speaks.

Adam reads an engraving written across the floor.

ADAM

"By the power of Grayskull... I have the power."

And that's when something incredible happens.

EXT. CASTLE GRAYSKULL SURROUNDINGS - CONTINUOUS

All the soldiers fighting in the rain suddenly PAUSE and look up at the castle as-

LIGHT POURS FROM ITS EYES!

ON SKELETOR: his posture weakened.

SKELETOR

No!

An ENERGY FIELD emanates from around the castle, pulsing outwards in a powerful burst that stretches across the battlefield and causes everyone to shield their eyes.

Then the rain above STOPS. And even more incredibly... the black cloud plaguing the sky suddenly begins to-

PUSH OUTWARDS

Being stabilized by the presence of the Sword of Light. For the first time in seven years...

(CONTINUED)

CONTINUED:

ETERNIA IS BATHED IN LIGHT!

INT. CASTLE GRAYSKULL - CATACOMBS - CONTINUOUS

Adam, raising the Sword of Light high, watches as it sends energy in every direction, growing along the walls of the castle, endowing it with new life.

And then the energy begins to SURROUND HIM also, enabling him with new strength. The magic glows around his shattered shoulder, miraculously-

HEALING HIM!

He lowers the sword and takes in his new look. His body seems to literally SHINE with power.

SORCERESS

The power is yours.

EXT. CASTLE GRAYSKULL SURROUNDINGS - DAY

Teela turns around just as the mouth of Grayskull lowers again, stretching out its enormous bridge across the chasm and giving way to the entrance of...

THE NEW AND IMPROVED ADAM. Confident. Powerful. The Sword of Light nestled gently in his hands.

The He-Man has arrived.

Adam stares down a surge of Dark Soldiers. He draws his powerful sword and holds it with authority.

ADAM

You had this coming.

ADAM'S POV: as each fighter comes at him, his vision magically slows down, seeing the battle in slow motion as if no one could move as fast as he could. Suddenly his great instincts give way to even greater powers...

TAKING DOWN THE ENTIRE GROUP

One man at a time, deflecting blows, parrying with a quick spin of his blade, slamming other approaching soldiers with MAGIC that emanates from the butt of his palm --- all doing so at lightning speed. He grabs the last soldier by the throat and-

TOSSES HIM

(CONTINUED)

CONTINUED:

Several dozen feet in the air, crumbling a flying Roton that crashes to the ground.

Adam sheathes his sword and stares down at his hands in disbelief. He could get used to this.

EXT. CENTER OF THE BATTLEFIELD - CONTINUOUS

Skeletor sees Adam fighting from afar.

He pulls himself to his feet and looks down at the Sword of Darkness. Suddenly, he knows what must be done...

HE TILTS IT DOWNWARDS

And issues a desperate incantation.

ACROSS THE BATTLEFIELD: from several fallen Dark Soldiers, the black cloud enabling their life force suddenly FREES ITSELF and floats back towards...

SKELETOR. The obsidian haze surrounds him like a reverential mass, climbing up the blade and disappearing into its oblique surface. As it does, the sword heats up with more energy, spreading into Skeletor and-

ENDOWING HIM WITH A FINAL GASP OF STRENGTH.

He's now fully being sustained by what energy is left in the Sword of Darkness. He has no other life left.

Skeletor stands back and flexes. A powerful, larger-than-life force of demonic evil. He no longer resembles the human prince Keldor. This is a living monster.

EXT. CASTLE GRAYSKULL SURROUNDINGS - CONTINUOUS

Dark Army Scouts fire arrows at Adam from every direction. He deflects them in a wild burst of sweeping MAGICAL PULSES from his sword. In one fluid movement he-

PLUNGES THE SWORD INTO THE GROUND

Creating an implosion of land that spreads at an even rate all around him. The ground the Scouts are standing on suddenly FALLS INWARDS, plunging them into the depths of an unknown abyss.

Then Adam looks up to see-

A ROTON

(CONTINUED)

CONTINUED:

Flying towards him at full speed, its spinning blades revved up and ready to cut him down.

BATTLECAT

Rushes in at the last possible moment and-

SWINGS HIM ONTO ITS BACK!

Together they ride into battle against the Roton, with Adam drawing his sword as Battlecat leaps up over the spinning blades, giving Adam just enough of a window to-

SLICE THE PILOT

And send the machine spinning out of control.

EXT. CENTER OF THE BATTLEFIELD - CONTINUOUS

Skeletor effortlessly pushes through the soldiers as he makes his way towards Adam.

Roderick, fighting nearby, sees him and charges. Skeletor merely flicks him sideways, sending Roderick sliding along the ground and-

TWISTING HIS NECK

Against a stationed tank. Roderick goes limp.

EXT. CASTLE GRAYSKULL SURROUNDINGS - CONTINUOUS

Adam rides Battlecat to a collapsed boulder. He climbs up to higher ground and surveys the carnage of the fight.

ADAM

Thanks.

He rubs Battlecat's head. The creature rears back and runs off into the fray to join its comrades.

Adam draws his sword and is about to descend when-

SOMETHING PICKS HIM UP and tosses him sideways.

SKELETOR

Looms over him, the Sword of Darkness raised. He now stands two heads above Adam.

(CONTINUED)

CONTINUED:

SKELETOR

Whose fate do you think this is,
boy?!

Adam picks up the Sword of Light.

SKELETOR (CONT'D)

This was my land while you were
still festering in your mother's
womb! That sword belongs to me!

ADAM

Come and get it.

EXT. CENTER OF THE BATTLEFIELD - CONTINUOUS

Man-At-Arms sees Trap-Jaw flying in a Roton overhead.
The pistol in his hand suddenly SLIDES BACK into his
armor and forms into a-

PULSE CANNON

Which he uses to fire a shot at the flying craft, hitting
it and sending it spinning to the ground.

Trap-Jaw leaps out at the last moment, doing a quick
roll, adjusting himself, and turning to face the General.

TRAP-JAW

So this is how it ends?

MAN-AT-ARMS

No better place.

Trap-Jaw's arm transforms into an ELECTRON-FUSED SABRE.
Man-At-Arms grabs a sword off the ground.

They begin an epic battle in the middle of the carnage.

EXT. CASTLE GRAYSKULL SURROUNDINGS - CONTINUOUS

Teela climbs on top of a Gnarlock and gathers up the
remaining Eternian soldiers.

TEELA

Regroup and form a new flank!

She sees Adam and Skeletor dueling nearby. When their
blades hit, they send off startling bursts of energy.

(CONTINUED)

CONTINUED:

TEELA (CONT'D)

Adam!

ADAM

No, Teela stay back!

She rushes towards them when Skeletor waves his hand in a circle and-

RIPS APART THE LAND

Between them, creating a giant void that separates Adam and Skeletor from the others. Teela pulls back on her Gnarlock just in time to save herself from falling in.

Adam turns to Skeletor and his rage focuses.

SKELETOR

(smiles)

You're just like your father.
Weakened by attachments. Reminds
me of when I struck him down.

Adam finally LOSES HIS TEMPER.

They duel again. Adam, blinded by rage, doesn't notice he's being pushed further towards the edge of the cliff. Finally he stops himself, regaining control of his anger, and-

DUCKS BACK

As Skeletor's fast-moving blade slices just past his chin in SLOW MOTION. He deals Skeletor a counter that-

CAUSES HIS CHROME MASK TO FLY OFF!

And that's when we finally see the true face of evil. Not a face at all. What skin he had left has been reduced to bone and tendons. A skeletal face. This is a man stripped of all humanity.

Adam stares into the eyes of the demon.

ADAM

This ends now. All of it.

SKELETOR

Does it?

Skeletor is not looking at Adam. He's watching the FLYING ROTONS in the sky over his shoulder.

(CONTINUED)

CONTINUED: (2)

SKELETOR (CONT'D)

Or has your anger blinded you?

As Adam is about to deliver the killing blow, Skeletor extends his blade and with a MAGNETIC PULSE-

DRAWS ONE OF THE SHIPS TOWARDS THEM!

BOOM!

It crashes down behind Adam, sending him lurching forwards, the Sword of Light dropping from his hands.

Skeletor rises to his feet and pulls MORE ROTONS from the sky. One by one they crash down where they stand as Adam stumbles out of the way. It's a colossal display of sorcery, and Adam's not going to last long.

EXT. CENTER OF THE BATTLEFIELD - CONTINUOUS

Trap-Jaw's arm transforms back into a cannon that HITS MAN-AT-ARMS in the chest, throwing him off guard and giving Trap-Jaw the time to-

RAISE THE BLASTER TO HIS THROAT.

TRAP-JAW

You're just a failed General.
Your men will fear me.

COL. LOGAN (O.C.)

No. Fear me instead.

Trap-Jaw turns just as-

LOGAN (aka FISTO)

Smashes him with a RIFLE, sending his head spinning off its mount. Trap-Jaw flails around wildly, trying to get his bearings, when Man-At-Arms raises his sword and-

FINISHES THE JOB.

Trap-Jaw's head rolls to the ground nearby. The rest of his body drops to Man-At-Arms's feet.

He and Logan stare off for a long beat. Then Logan extends his metallic hand.

COL. LOGAN (CONT'D)

I'm sorry I doubted you.

(CONTINUED)

CONTINUED:

After a pause, Man-At-Arms takes the hand.

Together they stare out over the wreckage of the battlefield. The Dark Soldiers, injured and drained of their dark energy, are beginning to retreat.

And then something occurs to Man-At-Arms...

MAN-AT-ARMS

Where's Teela?

EXT. CASTLE GRAYSKULL SURROUNDINGS - CONTINUOUS

Adam lies pinned beneath a giant piece of a crashed ship, momentarily dazed. He finally finds the will to-

LIFT THE DEBRIS

With his powerful strength and rise to his feet.

SMOKE SURROUNDS HIM. He can sense Skeletor's presence nearby. He picks up the Sword of Light. And then-

TEELA (O.C.)

Adam!

The smoke clears around Teela, who sits on her knees.

He runs closer when the smoke lifts further to reveal SKELETOR standing behind her. The Sword of Darkness is pressed to her throat.

Man-At-Arms and Logan come running over.

TEELA (CONT'D)

Stay back!

Skeletor sneers malevolently with what face he has left.

SKELETOR

Give me the sword. I'll give you the girl.

ADAM

If you hurt her, you'll never get this-

SKELETOR

It doesn't belong to you. It belongs to a leader.

Adam creeps closer.

(CONTINUED)

CONTINUED:

ADAM

Skeletor. Look around you.

Skeletor glances over to see-

THE GARRISON OF ETERNIAN SOLDIERS

Man and creature alike, all standing behind Man-At-Arms, staring across the divide.

ADAM (CONT'D)

Who do you think they're fighting for?

Skeletor turns back to Adam, eyes wide with fear.

Then Adam makes a decision. He lowers the sword and holds it out to him.

ADAM (CONT'D)

You want the power? Take it.

He takes a step closer. Skeletor looks at him curiously. And then suddenly he-

THROWS THE SWORD OF LIGHT INTO THE AIR!

Skeletor looks up as the object of his obsession HURLS UPWARDS. Teela ducks out of the way while Adam rolls low, knocking into Skeletor violently and causing him to-

DROP THE SWORD OF DARKNESS

Which Adam takes into one hand just as the Sword of Light falls into the other. And then he-

SLAMS THEM BOTH TOGETHER

Just like King Grayskull did thousands of years ago.

The swords wrap around each other, wires interlocking and steel melting, merging the two separate forms, the two separate sources of power, into one united body that we will now call-

THE SWORD OF POWER.

As this happens, another transformation takes place. The darkness, now blending with the light, collects in the blade and spreads to the handle...

ENCASING ADAM'S ARM

(CONTINUED)

CONTINUED: (2)

In a poly-alloy material that grows down his shoulder, BLEEDING CHROME from its borders across his chest, forming a spectacular new set of armor with the Royal Crest at its center.

A total mastery of light and darkness.

Meanwhile, Skeletor's body, having lost its last gasp of life support, begins to RAPIDLY DECAY. He shrinks to normal size as the tissue dissolves from his bones.

SKELETOR

The power... is mine...

He staggers towards Adam, his flesh-less fingers reaching out. He tries to speak, but even his lips and tongue have fallen off and now he just forms horrific mumbling noises.

Adam faces Skeletor, limping along the edge of the chasm. He could kill him right now and be done with it. The sword rests in his hands.

And yet...

ADAM

Skeletor. Anyone can steal this.
A real king knows how to use it.

...he SHEATHES the sword and walks away.

Skeletor crumbles to his knees and-

DISSOLVES

Into a thousand bony pieces, which roll off the ledge into the dark void below.

Adam turns his eyes to-

THE ETERNIAN SOLDIERS

Creeping towards him with a mixture of wonder and awe. They are looking at their one true king.

DISSOLVE TO:

EXT. CAPITOL CITY STREETS - DAY --- WEEKS LATER

THE SUN

(CONTINUED)

CONTINUED:

Pouring down over the city skyline. The crystalline towers are bathed in a reflective new light.

The city is in a rebuilding phase. What were once ruins are slowly being restored back to their original state. All over the city grounds, lush vegetation grows abundantly. Life is returning to Eternia.

But most evident of all is-

A COLOSSAL PARTY

Being thrown in celebration of the anniversary of the Great Unrest. This one is infused with more energy. People who were once starving now dance in the streets.

Lennox and the other young Masters celebrate together.

EXT. ROYAL PALACE MINARET - DAY

Adam stands alone on the parapet, the Sword of Power slung across his back. He looks healthy. At peace.

THE STATUE OF KING GRAYSKULL

Looms over him. It has been accompanied by a new monument. A statue of King Randor right next to it.

Adam smiles at the sight of his father.

MAN-AT-ARMS (O.C.)

I never got to thank you.

He turns to see Man-At-Arms approaching.

MAN-AT-ARMS (CONT'D)

What will you do now?

ADAM

Skeletor's forces are still running to the south.

MAN-AT-ARMS

We'll send the army.

ADAM

No. I'll talk to them. They're our people too.

Man-At-Arms nods knowingly.

(CONTINUED)

CONTINUED:

ADAM (CONT'D)

The people need a leader while I'm gone. Someone to watch over them.

(pauses)

Do you mind?

Man-At-Arms smiles proudly.

MAN-AT-ARMS

I would be honored.

INT. ROYAL PALACE - GALLERY - DAY

Female dancers sway to the old exotic rhythms of Eternia. ENERGY PULSES bounce between their fingertips.

Lennox and the other young conjurers study their motions intently, entranced by the beauty of it all.

Nearby, in a corner, Logan is working on Roderick's neck in an operating chair. His mechanical hand moves deftly, attaching various nanobyte nodes.

COL. LOGAN

Hold still now.

RODERICK

Sir. This can't be right...

COL. LOGAN

If this worked for Skeletor, it can work for us.

Logan finally stands back and observes his handiwork. Roderick rises to reveal-

A NEW MECHANICAL NECK

That can extend in length. Roderick tests it by rising his neck up and down. From now on we will know him by his new nickname... MEKANEK.

COL. LOGAN (CONT'D)

What'd I tell you? Good as new.

EXT. CAPITOL CITY - MEMORIAL TO MASTERS - EVENING

The city looms in the distance, fireworks launching off into the sky.

(CONTINUED)

CONTINUED:

Adam, with gear slung over his shoulder, kneels beside a new stone sculpture honoring the dead members of the Order of the Masters.

He lays his Royal Crest in front of Zodak's statue.

ADAM

I owe you one, old friend.

Teela approaches behind him.

TEELA

Word is that you're leaving.

ADAM

Word spreads fast.

TEELA

We'll miss you.

She extends a hand. Adam takes it.

Emerging from the shadows is BATTLECAT. Clad in a high-tech body armor. Adam's new trusted companion. He climbs into the cushioned saddle.

TEELA (CONT'D)

Adam. I'm glad I was wrong about you.

ADAM

No, you were right. They needed a king. It just took me some time.

Teela smiles.

TEELA

Will you be back?

ADAM

So long as there's something worth fighting for.

Adam points Battlecat onwards. The creature rears up powerfully and rides off into the distance as we-

CRANE UP

Over the lush, majestic landscape and finally...

FADE TO BLACK.

ROLL CREDITS.

EXT. DARK HEMISPHERE - NIGHT

The empty dunes of the dark realm... wind sweeping over the barren terrain. Haunting and empty. We settle on-

A SINGLE GRAVE.

The broken skull of Skeletor atop a humble mound.

A small snake timidly slithers its way closer, surveying the remaining bone, when suddenly-

THE EARTH SWALLOWS IT UP! Skull and all.

There is life at the bottom of this grave.

Skeletor will be back.

CUT TO BLACK.

* * * THE END * * *