

Disclaimer: This file is an unfinished work-in-progress and may contain rough ideas, incomplete information, and outdated/abandoned concepts.

GUARDIANS OF GRAYSKULL

Written By

Matthew Vaz

(Based on characters from *He-Man and the Masters of the Universe*
and *She-Ra: Princess of Power*)

Phoenix Studios

Rev. 1

5/5/2025

INT. BRIGHTMOON CASTLE - THRONE ROOM - DAY

Smoke curls from the shattered stained-glass windows and flames flicker along the edges of torn banners as Despera strides through the broken doors of the throne room with Catra and Lohni flanking her like shadows. Queen Angella stands amid the wreckage, regal despite her exhaustion as piles of Hordesmen are strewn about, destroyed by her hand. Silence falls as the queen faces the newcomers.

QUEEN ANGELLA

So...the Horde sends its phantom to finish what the armies could not. I wondered if you'd lead this siege yourself.

DESPERA

Brightmoon was never meant to stand. You delayed the inevitable. I'm simply here to conclude it.

CATRA

Is this the part where she offers us some noble last words?

LOHNI

Three against one. Hardly seems fair -
(aims rifle)
- For her.

DESPERA

No.

Despera raises a hand, and her lieutenants turn to her questioningly.

DESPERA (CONT'D)

I will face her alone.

CATRA

You're kidding, right? She's just a -

DESPERA

I said *alone*.
(to Angella)

A ruler deserves the courtesy of falling by the blade of her equal. Unless, of course...you're not.

QUEEN ANGELLA

You speak of hoors as if it means something, cloaked in Horde steel. You're nothing but a slave to darkness.

INT. THE DOOM TOWER - HORDAK'S THRONE ROOM - NIGHT

The room is cloaked in steel and silence. The only light comes from red interface glyphs flickering across the walls. Shadow Weaver kneels before Lord Hordak, who looms on his throne like a statue carved from armor and shadow.

HORDAK

(cold, metallic)
Brightmoon has fallen.

Shadow Weaver rises; hood drawn.

SHADOW WEAVER

Yes, my lord. The queen has been secured. Despera performed her task with precision.

A beat.

HORDAK

And yet...she hesitated.

SHADOW WEAVER

A momentary lapse. The spellwork on her mind is intricate - but not invulnerable. The Brightmoon child...stirred something buried.

HORDAK

Buried things tend to grow if left unchecked. Like rot beneath steel.

SHADOW WEAVER

That is why I brought it to your attention, my lord. I will reweave the bindings. A deeper seal. Stronger enchantments.

HORDAK

(stands, looming)
You speak of control as if it is art. But control is not delicate, Shadow Weaver. It is total. Immutable.

SHADOW WEAVER

And even totality cracks under enough strain. You of all beings should understand that. Wasn't it strain that made you...break free?

Hordak does not move, but the room seems colder.

HORDAK
(threatening)
Careful.

SHADOW WEAVER
(unafraid)
I serve only to remind you, my lord, that will is a beast that
bites - especially in those we raise as weapons.

Hordak leans closer, studying her.

HORDAK
You were once sharper. There was a time when your whispers
turned planets. Now your spells flicker. Your pet questions her
orders. Your voice...trembles.

SHADOW WEAVER
(voice hardening)
Every shadow has limits. You bred Despera for conquest, but I
carved her mind. I poured darkness into her veins when she was
still a child. You task me to shape fire and expect it not to
burn.

HORDAK
You promised me a blade without fracture. Not a question wearing
armor.

SHADOW WEAVER
Despera *will* be that blade. The Shadow Nexus is nearly repaired.
We will send her out in the Horde's name, and she will honor our
legacy.

HORDAK
See to it. If she fails, it is not only her that will be
replaced.

He motions with a mechanical hand. Dismissal. Shadow Weaver
bows.

SHADOW WEAVER
Yes, Lord Hordak.

She turns and exits, her cloak trailing like smoke. Behind her,
Hordak's eyes narrow.

INT. DUNCAN'S WORKSHOP - DAY

The workshop hums softly with the sounds of machinery. Duncan tightens a bolt on a half-disassembled vehicle. Adam lounges across a workbench, legs dangling off the side. Cringer snoozes in the corner, tail twitching in his sleep. Orko, floating near a cluttered shelf, inspects a blinking device curiously.

ORKO

Hey, Man-at-Arms - what's this thing do?

DUNCAN

(continues working)

It explodes.

ORKO

(gulps)

Oh...

A beat later - **ZAP!** - a burst of blue smoke engulfs Orko, sending him spinning into a wall.

DUNCAN

(irritated)

Out. Now.

ORKO

(coughing)

Sheesh, ok, ok...

Orko sulks as he floats out the door. The workshop quiets again.

ADAM

(sighs)

You ever wonder why they call it "Victory Day" when it doesn't feel like a win?

DUNCAN

(still working)

It was the end of the Great Unrest, Adam. Peace returned to the kingdom. That's something worth honoring.

ADAM

(sitting up)

Maybe for everyone else. Every year, my parents spend the day in silence, locked behind smiles and old stories. And me? I get to pretend it doesn't bother me either.

(a beat)

But it does.

Duncan stops tinkering to give Adam his full attention.

DUNCAN

You're not alone in feeling that. Your parents lost something...someone...that day.

ADAM

Adora...

(CONT'D)

Sometimes I think...maybe if I'd been taken instead, they'd still have a reason to celebrate today.

DUNCAN

Don't say that.

ADAM

Why not? Dad practically said it himself a few years back. I broke curfew - snuck out to a skyball game - and he just snapped. Said maybe Hordak took the wrong child.

DUNCAN

(exhales deeply)

He didn't mean that. Grief speaks in ways the heart never would. You were just the nearest target he could reach that day.

ADAM

(quietly)

Still hurt though.

Duncan walks over and places a hand on the prince's shoulder.

DUNCAN

You're not some kind of second-best silver medal, Adam. You're their son. You matter - every day, not just the ones marked in gold on a calendar.

Before Adam can respond, the door hisses and slides open. King Randor steps inside - dressed as a common soldier - regal even in his quiet sadness. A long beat as father and son exchange a glance neither knows how to hold.

KING RANDOR

(to Duncan)

Man-at-Arms. Come, I'd like you to ride with me.

DUNCAN

Of course, Your Majesty.

Duncan gives Adam one last reassuring look before undressing out of his armor and heading out. Adam remains seated in silence. He runs a hand through his hair, frustration lingering. From the workshop ceiling, Orko peeks back in upside-down, phasing through a beam and floating down sheepishly towards Adam.

ADAM

How much did you hear?

ORKO

(embarrassed)

All of it.

ADAM

(sighs)

Of course you did.

Orko flips back upright and hovers next to Adam.

ORKO

Look, I know I'm not great at this whole "emotional support" thing - but...

Orko fishes around in his big sleeves and pulls out a small, glowing crystal - charred and humming.

ORKO (CONT'D)

I found this in Duncan's junk pile. It's broken, but it still hums when it's close to magic - thought it kinda reminded me of you.

ADAM

(raising an eyebrow)

Because I'm busted?

ORKO

(offended)

No! I mean...you've got more power in you than anyone realizes. Even when it's quiet.

Adam smiles - a small, honest one - as he examines the flickering crystal.

ADAM

Thanks, Orko. Really.

Cringer quietly gets up and pads over. The great tiger presses his head gently against Adam's arm, a low rumbling purr vibrating as Adam scratches his ear.

ORKO

Next year...if you don't feel like dealing with all of the fake smiles and partying...maybe we do our own thing. Something weird and fun. Just the three of us.

Adam smiles first at Cringer, then Orko.

ADAM

You mean like eat a firecracker cake and nearly blow up Duncan's workshop?

ORKO

(nudging Adam with a wink)
Now you're getting it.

CUT TO:

DOLLY OUT - The three of them sit in companionable silence bathed in the soft glow of the workshop lights and the quiet pulse of the half-broken magic crystal.

EXT. ARIDAN - DAY

A pair of sky-sleds hum as they glide over the tall grass surrounding the rural, cozy village of Aridan, drawing little attention in the cheerful noise of the Victory Day festivities behind them. Onboard are King Randor, disguised as an Eternian soldier, and Duncan, dressed plainly. They say nothing as they reach...

EXT. ARIDA - SHRINE CLEARING - DAY

Duncan and King Randor dismount. Before them stands a small statue nestled in the meadow - a stone infant, wrapped in eternal sleep, a delicate circlet on its brow. Offerings surround the base: candles, flowers, tokens of mourning and remembrance. The inscription reads: "In honor of Her Majesty, Princess Adora Grayskull". King Randor removes his helmet, gazing at the statue as if it seeing anew. Duncan does the same, standing silently by his side as glances around and notices a group of villagers watching them, urgently whispering and muttering.

DUNCAN

(softly)

They're watching us again.

KING RANDOR

(half-smiles)

Let them.

DUCAN

They know it's you, sire. After a decade of unannounced visits - same day, same hour - the disguise doesn't fool anyone anymore.

KING RANDOR

(sighs)

Then add "terrible actor" to the list of failures.

A silence stretches between them. The distant sounds of music and laughter are carried on the wind from the village.

KING RANDOR

She was only hours old. We'd barely held her. I remember Marlana clutching her to her chest like she could anchor her with love alone.

(beat)

And then...he took her. And she was gone.

DUNCAN

(quietly)

We searched every corner of the system. You gave the order yourself - no gate, no rift left unexplored.

KING RANDOR

And yet...nothing. No trace.

(gesturing to the statue)

This was in the palace once, did you know that?

DUNCAN

I remember.

KING RANDOR

But Marlana...she couldn't pass it every day. Said it made the halls feel haunted. So I had it moved here.

(beat)

This village lost people in the war. It seemed...fitting. A place where grief and hope could live side by side.

The king crouches, adjusting a wilted wreath on the base of the statue.

KING RANDOR (CONT'D)

We still have Adam. That should be enough. And in some ways, it is.

(stands slowly, voice thickening)

But when I look at him - at the way he shuns responsibility, jokes when he should listen - I see every failure I made as a father staring back at me.

DUNCAN

(firm but kind)

That's not fair. To him - or to you.

KING RANDOR

(shaking his head)

He's a prince only in title, Duncan. He could be so much more if only he cared.

DUNCAN

And he could be far worse if you didn't. You see his flaws. I see his heart. He has compassion, empathy...a deep well of it, even if he hides it beneath all that swagger. And if he's not ready yet - it's because he's still growing. Like we all were, once.

(beat)

You don't give yourself enough credit, Randor. Or your son. That's a disservice to both of you.

King Randor turns back to Duncan, a faint smile breaking through the grief.

KING RANDOR

You always did know how to pull me back from the brink.

DUNCAN

It's part of the armor. Holds up better than most.

KING RANDOR

You've been more than a soldier, more than a counselor. You're a true friend, Duncan. I hope you know what that means to me.

DUNCAN

(nods)

I do, sire. And the feeling's mutual.

They stand together in silence, clasping forearms before embracing. A small group of villagers approach - cautious, respectful. At the front, a young girl (8) carries a delicate garland with prayer ribbons.

YOUNG GIRL

(softly)

We made this for her. Every year.

Randor kneels before her, surprised. He studies the garland, then the girl, nodding his consent. The girl goes to place the garland at the base of the statue - besides several older, faded ones. Randor's face tightens, emotion swelling behind his eyes.

KING RANDOR

(quietly)

Thank you. You honor her more than the court ever did.

A village elder offers King Randor a small wooden token - carved in the shape of twin stars.

ARIDAN ELDER

She was never forgotten here, Your Majesty. Some of us still dream she'll come home.

KING RANDOR

(softly)

So do I. Every night.

CUT TO:

WIDE SHOT - THE SHRINE, bathed in sunlight, as the villagers stand in silent vigil around their king and Man-at-Arms.

INT. SNAKE MOUNTAIN - SKELETOR'S PRIVATE CHAMBERS - NIGHT

Skeletor, goblet in hand, lounges in a lavish, archaic spa carved directly into the rock bubbles ominously. Wine sloshes dangerously close to the rim as he gestures wildly. Nearby, Lynn reclines in a tall-backed chair draped in snake-hide, watching grainy magical surveillance feeds through glowing gargoyle-shaped lenses embedded in the wall.

SKELETOR

After all these years - after all the agony, the torment, the humiliations - I endured, he thinks he can just waltz in here,

into *my* fortress, and take everything I've secured. Who does that dusty old cabbage think he is?

LYNN

(smiling without looking at him)

Dusty, yes. But still managing to make quite an entrance.

She taps the edge of a screen. The distorted image of Despera overseeing her troops crackles faintly with static.

LYNN

And this one – Despera. She moves like a blade that's never known rest. Uptight little shrew. I doubt she's ever felt the warmth of a man. Or anyone, really.

(pause)

You can practically hear the rust on her soul.

SKELETOR

(snorts)

She has no soul. Just protocol. And cheekbones.

LYNN

Mm. Sharp ones. Hordak does love his angles.

(smirks)

Present company excluded, of course.

Skeletor slams down the goblet on the spa's edge, splashing wine onto the rocks, where it hisses into steam.

SKELETOR

This is Snake Mountain! I bled for this mountain! I've crushed dissenters beneath its halls, summoned demons through its stones. And now—now—I'm expected to "co-command" like some intergalactic intern?

LYNN

(tilting her head)

Sounds to me like he doesn't trust you to run things alone anymore. Maybe he's right.

Skeletor glares. She lets it hang – just long enough to sting – then turns back to the gargoyle cams.

LYNN

But then again... if I were a decrepit warlord desperate to cling to relevance, I'd cling to fresh blood too.

SKELETOR

Fresh? She's practically still pickled in brainwashing. Have you looked into her eyes? There's nothing there. Just...doctrine and death.

LYNN

(pensively)

That's what makes her dangerous. Not the strength. The silence. The belief.

(turns to him)

That's what Hordak really worships, you know. Obedience. You and I? We think too much.

SKELETOR

(huffs)

And I think it's time someone reminded Hordak who laid the foundation for his little comeback tour.

LYNN

(grinning)

Thinking of starting a war inside a war?

SKELETOR

(thoughtfully, swirling the wine)

I'm thinking...revolutions come in all sizes. Some begin with strength and swords.

(looks at her)

Others with whispers and wine.

Lynn rises slowly from the chair. She crosses to the ornate wine table, picks up a second goblet, and pours herself a glass. Then – never breaking eye contact – she flicks off her boots, steps down into the spa, and slips beside him into the steaming water. She leans in close. Skeletor watches her, amused and charmed.

LYNN

(softly)

Then let's make a toast...
to whispers...and the fall of empires.

They clink goblets, their smiles lingering.

SKELETOR

(gently)

You always did know how to set the world on fire, my dear.

LYNN

(smiling)

One match at a time, darling.

They sip in silence, co-conspirators in war and something more.

INT. SNAKE MOUNTAIN - THRONE ROOM - NIGHT

The doors to the throne room slam open. Marching through the gloom come Despera, limping yet still strong. With her is Catra, Lohni and a unit of Hordesmen flanking a bruised and chained prisoner — He-Man. The air is heavy with tension. Skeletor lounges on his throne with his lieutenants nearby but upon seeing the captive, he bursts into a harsh, incredulous laugh.

SKELETOR

(cackling)

By the bones of Serpos... you brought me this?

I could weep from joy — or rage!

Tell me, Despera, how did you manage such a feat?

A stroke of luck? A fluke? Divine pity?

Despera steps forward, blood still seeping from the gash on her face. She doesn't flinch.

DESPERA

(flatly)

I'm not one of your sniveling pets, Skeletor.

I don't beg, I don't bungle, and I don't lose.

That's how I did it.

Skeletor rises from his throne, fury in his eyes. He stalks toward He-Man.

SKELETOR

Then allow me the pleasure of finishing what you started.

A final gift — from one failure to another.

He raises his Havoc Staff. The room crackles with anticipation.

DESPERA

(firm)

No. He is *not* yours to kill.

He belongs to Lord Hordak now.

Skeletor stops mid-swing. The words hang like iron chains.

DESPERA (CONT'D)

We are servants, not sovereigns.
 And *our* master decides the fate of what is his.
 He may yet have use for this one.
 Lord Hordak doesn't waste valuable assets – not when they can be
 broken and reshaped.

SKELETOR

(spitting)

You think *he* can be reconditioned? This muscle-bound oaf is a
 natural disaster! He cannot be controlled!

DESPERA

(steps between them, coolly)
 He no longer holds the Sword.
 He's cut off, alone, and unarmed.
 A single prisoner – manageable.
 At least... for a *competent* force.

Behind Skeletor, his lieutenants – Lynn, Trap-Jaw, Beast-Man –
 bristle and growl. They draw weapons. Despera's Hordesmen
 immediately respond in kind.

DESPERA

(eyes locked on Skeletor)
 This isn't about your vendetta.
 It's about victory.
 You speak of conquest, yet trip over your own ego at every turn.

DESPERA (CONT'D)

Defiance is the death of order.
 And your pride – your festering need to be feared –
 That's why you *failed* to take Eternia.

Skeletor's staff crackles with energy. He takes a single step
 forward – **BZZZT!** A loud chime echoes across the throne room.
 A massive hologram ignites from the table in the center of the
 chamber. Hordak. Towering. Cold. Alive with energy. All weapons
 lower. All heads bow – even Skeletor's, with reluctant
 stiffness.

HORDAK

I sense... success.

Despera kneels and raises her fist to her chest in salute.

DESPERA

Eternos' outer defenses have fallen.
 The champion of Grayskull is bound at my feet.
 As promised.

Hordak surveys the hologram feed of He-Man. Then his gaze drifts to the Sword of Power, held in a stasis field by Despera's guards. His tone sharpens, intrigued and wary.

HORDAK

The blade...that is no mere weapon.
 That is a key.
 He is not just a warrior. He is a *guardian*.
 My daughter — I am impressed.

Skeletor's eyes widen at the word.

SKELETOR

(mutters)
 Daughter...?

Skeletor stares at Despera now with renewed scrutiny, suspicion dancing in his skull-lit gaze.

HORDAK (CONT'D)

The Sword of Power is cursed. It bends the mind.
 Even the strongest fall under its influence.
 Do not wield it. Do not *look* upon it.
 Seal it away until Shadow Weaver retrieves it.
 It will haunt you, child.

DESPERA

(nods)
 As you command, Father.

HORDAK

Now hear me both. I am coming.
 The full might of the Horde follows.
 We will break open the gates of the palace and crush the
 bloodline of Grayskull.
 Skeletor...Despera...
 You will prepare the ground.
 (to Skeletor)
 You will assist her in all things. She is now my *heir*. And you —
 will see to her wounds.

A long silence.

SKELETOR

(quietly)

As you will, my lord.

Hologram flickers out. The silence in the throne room is deafening. Despera turns, triumphant but impassive. Skeletor glares after her as she walks away, the Sword and He-Man both in her custody.

INT. SNAKE MOUNTAIN - TRI-KLOP'S LAB - NIGHT

Tri-Klops - hunched over a vat of glowing vat circuits - stops as he sees Despera enter. Despera winces as she sits on a slab, blood spilling across her armor. Skeletor storms in behind her, annoyed but dutiful.

SKELETOR

Tri-Klops! Out. Now. GO tinker with your toys somewhere else.

TRI-KLOPS

But I'm calibrating the ocular-

SKELETOR

I said OUT!

Grumbling, Tri-Klops trudges off. Skeletor raises a glowing claw, whispering ancient incantations. A sickly green aura begins knitting Despera's facial wounds closed.

SKELETOR

(chuckling)

The heir apparent, crippled by a house cat. How poetic.

DESPERA

Save the commentary and do your job.

Skeletor tilts his head as he continues healing the rest of her wounds, studying his patient.

SKELETOR

So...what was it like? Growing up in the great Lord Hordak's shadow? Did he sing you lullabies from Despondos? Tuck you in at night with the screams of his victims echoing in your ears?

DEPSERA

What is this, Skeletor? Curiosity...or courtship?

Skeletor scoffs - a sharp, barking laugh as he waves his hand, sealing another wound.

SKELETOR

Please. I'd sooner kiss a stun-lizard. I'm not interested, my dear. Only...intrigued. I was once where you are now. Right Hand to Lord Hordak himself. Before the skull. Before the rot. Back when I was called...Keldor.

DESPERA

That name means nothing to me.

SKELETOR

It meant everything once. I was his heir, his champion, his favorite. Until I displeased him. Until I bled for him. And when I fell - he didn't lift me up. He replaced me. Just as he'll replace you.

Despera says nothing. Skeletor leans closer, voice quieter now.

SKELETOR

He told you the Sword of Power is cursed. A relic best locked away. A dangerous temptation that would corrupt you.
(leans in closer)
That was a lie.

DESPERA

You expect me to believe you over him?

SKELETOR

I expect you to think. That blade is no curse - it's a threat. To him. It bears the magic of Grayskull - ancient power that predates even our master. He fears it because he cannot control it. He fears what it chooses. And he fears you...might listen to it.

SLAM! Despera springs off the slab, grabs Skeletor by the throat and pins him against the lab wall, crashing bottles and jolting machines along the way.

DESPERA

(growling)

He warned me there would be tests in this realm. He warned me they'd whisper poison.

SKELETOR

(choking)

You're...proving me right...

DESPERA

I know what you are. Jealous. Bitter. Forgotten. You want me to fall like you did - to burn and rot like your face. But I will not betray him.

She tightens her grip as Skeletor squirms beneath her.

DESPERA (CONT'D)

Keep his name out of your wretched mouth, Skeletor. Say one more slanderous word, and I'll finish what your deformity started. I'll flay the flesh from your bones...and wear you like a cloak.

She drops him. Skeletor slumps to the ground, coughing and rubbing his throat as she storms out. Tri-Klops enters a second later, holding a data crystal.

TRI-KLOPS

What was that?

Skeletor laughs darkly, looking down the hall where Despera vanished.

SKELETOR

She doesn't know. Not yet.

TRI-KLOPS

Know what?

SKELETOR

Our precious little Right Hand doesn't know who she truly is. Her name is not Despera. It's Adora. The missing daughter of Randor. The last brat of Grayskull's accursed line.

SKELETOR (CONT'D)

And Hordak - oh, the irony - he plans to end Grayskull's bloodline...using one of its own.

INT. SNAKE MOUNTAIN - CORRIDOR - NIGHT

Despera marches down the corridor until she is alone and then her pace slows. Her jaw clenches. Her eyes are hard, but troubled. Her brow furrows as she looks down at her hand, squeezing it into a fist, shaking with rage.