

300

by  
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(Based on a graphic novel by Frank Miller)

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WGA West Registered

ESTABLISHING SHOTS OF  
MAJESTIC GREEK WILDERNESS.

Endless black mountains. Broad sandy coasts. Sloping green forests.

EXT. PINE FORESTS - ASIA MINOR - 500 B.C.

On a sprawling, thickly wooded knoll we find...

A LONE GREEK HOPLITE SOLDIER. Bronze armor and red cloak weathered and filthy, but unmistakably SPARTAN. His name is THESOS.

Thesos stumbles through a small clearing. Exhausted. He's only a teenager. SIXTEEN at most. Clearly lost.

SNAP! Thesos stops at the sound of a breaking twig. He peers cautiously into the forest ahead of him. Reaching for his sword.

A FLASH OF MOVEMENT catches his eye, THESOS SPINS WILDLY and sees...

ANOTHER YOUNG SPARTAN.

Standing casually just feet away. He bears a resemblance to Thesos, only handsome, fresh and confident. LONG SPEAR AND HEAVY SHIELD strapped to his back. This is LEONIDAS, 18.

LEONIDAS

Were you hunting for game out here  
Thesos?

Though he puts on a tough face, Thesos is delighted to see his friend.

THESOS

Leonidas! I was... chasing a  
Persian scout.

Leonidas smiles at him and extends his gourd.

LEONIDAS

East into Asia Minor?

Thesos eagerly drinks the water as...

A THIRD SPARTAN JOINS THEM. Shorter and coarser than Leonidas, it is his brother ARTEMIS, 17. Relieved and angry at the same time, he berates Thesos...

ARTEMIS

The lost cadet found at last. Do you have any idea of the punishment we can expect if we ever get back to Sparta?

Thesos wilts under his fiery gaze.

THESOS

I am sorry Artemis.

ARTEMIS

You think sorry makes a difference?

Leonidas puts a firm hand on Artemis' shoulder. Calming him.

LEONIDAS

Easy brother... What's important is that we are together and free. Now our regiment is well on its way back home, where the young vixen Gorgo eagerly awaits my return. So let's start walking.

Leonidas forges back through the trees. Thesos right behind him. Muttering to himself, Artemis brings up the rear.

CUT TO:

EXT. SMALL FISHING VILLAGE - COAST OF ASIA MINOR - SAME DAY

A heavy summer storm is brewing over this quaint ocean side hamlet. On the winding dirt roads, SIMPLE VILLAGERS head toward their homes...

CHILDREN play in the slender rays of sun that still peek through the surly clouds. Fisherman surveying the choppy sea below...

ANGLE ON THE AEGEAN SEA

In shallow waters far beneath the village we see...

A LONG WOODEN LIFEBOAT cutting quickly towards shore. Powered by TEN FIERCE LOOKING PERSIAN SOLDIERS. Dressed in yellow fish scale armor and sinister black headresses.

At the head of the lifeboat, A YOUTHFUL PERSIAN IN REGAL GOLDEN ROBES. PRINCE TARIQ, 18, long black hair bound in a thick braided tail behind him.

The Prince angrily turns to the lead soldier, a cruel looking CAPTAIN.

## PRINCE TARIQ

My father will cut off your legs  
when he discovers I almost drowned  
on that ship, Captain.

The Persian Soldiers jump out of the boat, and haul it to  
shore. All armed to the crooked teeth.

## PERSIAN CAPTAIN

Praise the Gods you are alive, my  
Prince. We shall immediately march  
back East to Persia.

The Prince is carried out of the boat by two Soldiers.

## PRINCE TARIQ

And just how do you suggest I  
travel that distance?

## PERSIAN CAPTAIN

We will raid the nearest village  
for a horse and supplies, my Lord.

CUT TO:

EXT. HILLS ABOVE THE SMALL FISHING VILLAGE     MINUTES LATER

Tall grass fluttering as the sky darkens further. Into view  
come...

The THREE YOUNG SPARTANS. Leonidas, Artemis, and Thesos. They  
stop at the sight of...

THE FISHING VILLAGE in the distance below them. Not a  
villager in view.

## ARTEMIS

I haven't eaten in three days, we  
need some food, Leonidas.

Leonidas cautiously agrees...

## LEONIDAS

Careful. We don't know whether this  
village is aligned with Greeks or  
Persians. One of us should wait  
here with the boy.

Thesos doesn't like being called a child. He steps up to the  
brothers...

THEOSOS

(Tough)

I am very well capable of scouting that village. I will bring back the food we need Cousins.

Thesos doesn't wait for their answer. Strides down toward the village in a determined gait. Leonidas and Artemis exchange a raised eyebrow...

LEONIDAS

He definitely has the heart.

ARTEMIS

But not the brains. I'd better follow him. You keep the lookout.

Leonidas shakes his head.

LEONIDAS

It's your turn to be lookout.

But Artemis is already proceeding down the hill after Thesos...

PAN BACK TO

Leonidas sitting on his shield. Some time has passed as it has BEGUN TO RAIN. Leonidas peering down the hill impatiently, when...

A WRENCHING FEMALE SCREAM ECHOES FROM WITHIN THE VILLAGE. Cut short abruptly, and followed by silence...

Leonidas is instantly on his feet. Running for the village at top speed.

EXT. FISHING VILLAGE - SECONDS LATER

Leonidas slows as he reaches the edge of the village. Carefully walks down the empty dirt path and sees...

BLOOD COVERING THE VILLAGE LIKE A SLAUGHTER HOUSE. Pools of it on the ground, streaks smeared on the walls of the huts.

Leonidas HEARS A WHIMPERING from ahead. Spear leading the way, he slowly rounds a corner and stops in horror...

EXT. VILLAGE SQUARE - SAME TIME

The small square IS FILLED WITH TWISTED BODIES. Leonidas walks past the mutilated corpses. Stunned. Every villager, man, woman, or child was gruesomely executed.

ONE BODY MOVING, WEEPING... A NAKED, BLOODIED WOMAN cradling TWO DEAD CHILDREN in her arms. Leonidas moves towards her and...

GAGS DESPITE HIS EFFORTS. Not much in his stomach, he dry heaves violently until...

LEONIDAS  
Who did this?

The crazed Woman doesn't understand. Leonidas moves beyond her and discovers...

THE BODIES OF TWO PERSIAN SOLDIERS. Necks broken. Leonidas inspects their yellow robes.

LEONIDAS (CONT'D)  
Persians.

Leonidas stands, looking for his men. Further down the path, something red.

LEONIDAS (cont'd)  
Thesos!

Leonidas rushes over to what is a SPARTAN CLOAK entangled around...

THESES' HEADLESS BODY. Leonidas falls over it in anguish... Crying and screaming at the same time, he lifts his head toward the heavens...

LEONIDAS (cont'd)  
NO!

Just feet away, Leonidas spots...

A LARGE GROUP OF MATCHING FOOT PRINTS IN THE MUD. Disappearing out of the village to the South East.

Leonidas crawls over to the prints, examining them with primal intensity...

LEONIDAS (cont'd)  
Artemis...

SMASH CUT TO:

EXT. DENSE PINE FOREST - ASIA MINOR - THAT AFTERNOON

Gnarled old trees stretch forever like a legion of brown skeletons. RAIN NOW FALLING RELENTLESSLY. Heavy mists seeping from the earth as...

The PERSIAN SOLDIERS TREK THROUGH THE FOREST. The Persian Captain leads the horse of a wet and bitter Prince Tariq. Tied to his saddle...

THESES' SEVERED HEAD. A chilling trophy. Behind the Prince, his eight brutal Soldiers drag...

ARTEMIS' LIMP BODY. Bound by the wrists and covered in mud.

PRINCE TARIQ

(To the Captain)

At least we do not come home empty handed. This live Spartan will be an entertaining gift for my Father, and he only cost two men.

CAPTAIN ZAHIR

Just think of the glorious stories you will have to tell...

As the Prince fantasizes, a Persian Soldier stumbles over a thick root. The Soldier grasps his ankle, falls behind a few steps and...

SLICE! His neck is cut all the way through. Corpse pulled silently into the mist.

A second Persian notices someone is missing. He peers back into the mist and...

IS STABBED CLEAR THROUGH THE HEART. His body collapses and...

THE OTHER PERSIANS SPIN. WICKED BOWS COCKED AT THE READY. Three Soldiers rush over to the twitching body when...

THUNK! Out of the heavy rain, A LONG SPEAR SLAMS INTO ONE MAN'S BACK AND BURSTS FROM ANOTHER'S GUT.

The remaining Persians FIRE WILDLY INTO THE MIST. Arrows shattering the brittle wood. Nothing. Then one Persian points up...

PERSIAN

In the trees!

A blur of movement as...

LECNIDAS, now bare chested, leaps from branch to branch like a jungle cat. ARROWS CARVING A DEADLY PATH ONE SECOND BEHIND HIM. He suddenly drops and...

Lands directly next to Artemis, a sword clutched in each hand. Leonidas' face disfigured by fury. His lithe body ripping with power.

The Captain and the four remaining Persians surround them warily. Arrows cocked.

Leonidas cuts Artemis free and rips the blindfold off. Hauling him to his feet.

LEONIDAS

Artemis!

Artemis regains his bearings. Leonidas extends him one of the swords. Artemis takes it with shame.

ARTEMIS

I failed to protect the boy...

LEONIDAS

Just follow my lead.

AND LEONIDAS CHARGES DIRECTLY AT THE PERSIAN CAPTAIN. Arrows zip by him. ONE SLICING HIS FACE DEEPLY but...

Leonidas is oblivious, rolling under the Persian Captain's sword and STABBING HIM IN THE GROIN. Seeing the Captain fall...

PRINCE TARIQ takes off. Frantically spurring his horse away on the slick, muddy ground. Behind him...

Artemis fearlessly takes ARROWS IN HIS THIGH AND SHOULDER before SPLITTING A PERSIAN'S HEAD like a melon.

Artemis FELS ANOTHER, as the two remaining Soldiers drop their bows and RUN FOR THEIR LIVES. He lets them go, sinks to a knee as...

Leonidas chases the fleeing PRINCE like a wolf. Weaving through the dense trees with increasing speed. Ahead...

Prince Tariq navigates the cumbersome horse as best he can. Frantically looks over his shoulder. Just empty forest. He turns back and...

LEONIDAS SWINGS UPSIDE DOWN FROM A TREE BRANCH IN FRONT OF HIM.

CHOP! The Prince stunned to realize he has just been cut in half. Head and torso hit the ground in a bloody mess, as the rest of him rides away into the forest...

Leonidas flips to his feet with a berserk look, as PRINCE TARIQ HATEFULLY GURGLES HIS DYING WORDS.

PRINCE TARIQ  
My brother Xerxes will avenge my  
death. He will not stop until all  
of Greece is razed to the ground...

His eyes go blank, as Leonidas steps in front of him. Reaches down to grab the Prince's braided hair and...

SLICES IT CLEAR OFF HIS SCALP.

ENERGETIC MALE VOICE (V.O.)  
And so it was that the Spartan  
Soldier killed a Persian Prince in  
his first taste of combat...

HOWLING, Leonidas thrusts the thick braid into the wet sky with a muscular arm. Quivering in victory.

ENERGETIC MALE VOICE (V.O. CONT'D)  
(CONT'D)  
And upon his return to Sparta, he  
was hailed a glorious hero...

MATCH FADE FROM BLOODY LEONIDAS TO:

EXT. GREEK SEASIDE - NIGHT - AUGUST - 480 B.C.

A DIFFERENT, BEARDED MAN uncannily mimicking Leonidas' exact victory stance and ferocious look. This is...

DILIOS, 30's. The SPARTAN BARD and CURRENT NARRATOR, standing in front of a CAMP FIRE. Long brown hair tied behind a uniquely emotive face, he's winding up his tale to...

A SEATED AUDIENCE OF SPARTAN HIPPEIS SOLDIERS. The elite forces in a society of soldiers, and the King's personal royal guard. Physical specimens each, many wearing their heavy bronze armor and blood red cloaks. All listening to Dilios with rapt attention...

DILIOS  
This Soldier was no ordinary man.  
Indeed, the youth would prove  
himself worthy of the title, King  
of Sparta... Our King. Leonidas!

The SPARTAN SOLDIERS raise their weapons into the sky.  
RESPOND COLLECTIVELY...

TROOPS  
LEONIDAS!

RAPID ZOOM UP AN OVERLOOKING HILL where...

ONE MAN stands removed. Broad torso framed in a full moon. Draped in an ominous crimson cloak. Staring out at a distant, dark sea.

The Man turns at the CRY OF THE SPARTAN SOLDIERS...

FAMILIAR FACE now covered with a litany of scars, including the one given him by a Persian arrow...

THE YOUNG SOLDIER has become the head of all Spartan Armies, KING LEONIDAS, late 30's, brown hair short to match his penetrating brown eyes.

Leonidas somberly considers the small camp below him. A mere THREE HUNDRED SPARTAN SOLDIERS WITHIN IT.

He looks over his shoulder at the sound of approaching FOOTSTEPS...

A SECOND MAN, 30's, walks into view. Rougher face and healthy beard, it is unmistakably Leonidas' brother ARTEMIS. Now the CAPTAIN OF THE ROYAL GUARD. Leonidas' right hand.

LEONIDAS  
Captain... You're not listening to  
Dilios spin his grand tales?

ARTEMIS  
I know this one by memory, Sire.

They share a muted smile.

LEONIDAS  
The men love a good story...

Artemis shifts his feet...

ARTEMIS  
And how will their story end,  
Leonidas? Even three hundred  
Spartans cannot hope to hold the  
Persian invasion.

Leonidas looks his brother straight in the eye.

LEONIDAS

Sparta and the rest of Greece will be inspired by our example. They will all join us.

ARTEMIS

And what if they don't? There is a difference between sacrifice and suicide.

LEONIDAS

I have made my decision, Artemis. You are still free to make yours.

Artemis just stares at him...

ARTEMIS

I am with you, brother.

Leonidas turns back to the sea.

LEONIDAS

Good. Give the men three more hours. Then we march on.

CUT TO:

EXT. GRASSY PLAINS OF LACONIA - GREECE - FOLLOWING DAWN

Fresh dew bathes blades of summer grass. The warm glow of morning reveals an endless vista of rolling plains and colorful wild flowers. Serenity broken by...

THUMP. THUMP. THUMP. THUMP. The sound of six hundred feet marching as two and...

THE THREE HUNDRED SPARTANS emerge over a hill. Leonidas and Artemis at their head. Marching in tight, regimented unison.

In the light of day we can finally see the Spartan Soldiers in their full, intimidating glory...

All wearing shining bronze shields and armor, all trailing wicked crimson cloaks. Heads covered in fearsome crested helmets. Razor sharp spears held at attention. Moving like a well-oiled machine.

CUT TO:

EXT. ARCALIAN MOUNTAINS - THAT AFTERNOON

White hot sun blazes down on...

THE THREE HUNDRED SPARTANS. Crossing the blackened mountainside in perfect unison. Leonidas setting a brisk pace.

Within the Spartan ranks, a comely, young Soldier STELIOS, 20, is looking pale. His breathing increasingly labored. Drenched in his own sweat.

Stelios pushes on. Shield and spear dragging. Finally the heat is too much and...

Stelios collapses. Weapons CLATTER, as his body hits the ground awkwardly.

The entire Guard stops abruptly. Leonidas emotionless as Artemis steps in front of Stelios. Livid.

ARTEMIS

Stelios, you disgrace us all.

Stelios forces himself to his feet. Ashamed. Resigned...

STELIOS

I am ready for my punishment Sir.

CRUNCH! Artemis slugs Stelios across the face. CRACK! A sharp knee sends him to the ground...

Artemis beats Stelios soundly. Some of the Soldiers watch, some do not.

Leonidas lets it go on, then intercedes...

LEONIDAS

Enough, Captain.

But Artemis doesn't hear. Lost in his anger. Continues his barrage.

Leonidas does not repeat his order. He hands his lance and shield to a Soldier and...

CHARGES ARTEMIS. Leaping onto a huge rock, Leonidas...

LAUNCHES HIMSELF IMPOSSIBLY HIGH INTO THE AIR. Red cloak poised wide like the wings of an avenging angel, he...

SHOTS DOWN onto Artemis' prone back like a viper. Driving a pneumatic fist into his head. Crumbling him.

Leonidas uncoils. Standing above Stelios. Displeased but calm.

## LEONIDAS (CONT'D)

You... Troublemaker. Your Captain sleeps. You will carry him on your back.

Stelios burns with shame. Bows his head.

## STELIOS

Yes my Lord.

And Leonidas CONTINUES THE MARCH. The Spartans immediately behind him. Bringing up the rear, Stelios struggles to carry Artemis and his gear.

ANOTHER YOUNG SOLDIER, SOPHUS, 18, discreetly relieves Stelios of the heavy shields and weapons. Hands him a piece of rations, which Stelios wolfs down gratefully.

CUT TO:

EXT. SPARTAN CAMP - ARCADIAN MOUNTAINS - THAT NIGHT

No stories tonight. The Soldiers still and quiet. Resting both lying and sitting.

At a fire, a grim looking Artemis sits alone. Cleaning his sword with clenched fists. Nobody dares get close to him...

At sea side, Leonidas stands apart again. Staring at his angry brother. He eventually looks back to the ever present ocean...

Reaches a hand under his breastplate and gently pulls out...

A RAVEN BLACK LOCK OF HAIR. Tied in a LAVENDER STRING.

Leonidas feels the soft hair between his rough fingers. Then raises the lock to his face. Inhaling it's sweet scent...

Remembering...

FADE TO:

INT. THE KING'S PALACE - SPARTA - DAY - ONE MONTH PRIOR

Clear clay walls delineate a large, plain room. Sunlight streaming through wide openings. Outside, the handsome, yet ordinary stone buildings of SPARTA stretch across shallow hills.

Inside, a pensive LEONIDAS kneels next to a stone bench. Wearing a simple GREY CLOAK. Poring over...

A LARGE, OLD MAP OF GREECE.

On the map, Greece is fractured into dozens of different TERRITORIES. Prominent in the deep south is SPARTA. On the Eastern coast lies ATHENS. To the North, Thebes and eventually Europe. All dwarfed by THE VAST PERSIAN EMPIRE to the East.

Leonidas senses someone enter the room behind him. He knows her sound, her scent, it is his WIFE, GORGO, 30's. A stunning, yet powerful woman. Swimming in tresses of wild black hair.

Gorgo's intelligent eyes quickly spot the GREEK MAP.

GORGO

Don't taunt yourself with dreams of a united Greece, my Husband.

Gorgo moves to his side, folds the map, and sits on the bench.

GORGO (CONT'D)

You are the greatest warrior in all of Sparta, Leonidas. You have led this proud city without fail. That is your destiny.

Leonidas nods.

LEONIDAS

I am a Spartan. But I am also a Greek. The enemies of freedom are growing stronger every day, I fear that unless the old ways change, the light of all Greece will soon be snuffed out.

Gorgo lifts a slender hand. Stroking his face lightly.

GORGO

Always so serious... You need to spend more time with your wife.

She kisses his head. Then kisses his ear, and...

Leonidas takes her face in his hands and gently returns the kiss. Then he softly presses his lips against her forehead and...

Slowly, but firmly pushes her away.

LEONIDAS

I must come up with a strategy...

Gorgo doesn't take the snub well. Eyes flashing angrily. She shoots to her feet.

GORGO

Fine! Sit here and brood. I, for one, am going to the market to enjoy this beautiful day.

And she storms out of the room. Leonidas reopens his well worn map. Studying it closely...

FROM THE OLD MAP

FADE TO:

INT. ELEGANT SPARTAN BEDROOM - TWO YEARS PRIOR

THE SAME FOLDED MAP is held in the trembling old hands of CLEON, 80's, as he lies on his deathbed. His bushy beard grey as his cold skin.

Only a few candles burn low around the broad bed. Deep purple curtains enclose it in a royal cocoon. Kneeling next to the bed is ARTEMIS. Dressed as a soldier. His head buried in his hands...

The curtains part, as Leonidas enters the room. He kneels next to his brother. Artemis does not lift his head.

ARTEMIS

He called for you, Leonidas.

Leonidas reaches up and places a hand over his father's.

LEONIDAS

Father... We are here with you.

Cleon forces his eyes open. Pleased to see his two sons. His voice so weak it WHISPERS.

CLEON

The Gods could not have blessed me with two better sons. How proud your Mother would be... The time has come for me to join her.

Both sons nod in grief. Cleon takes Leonidas' hand and...

PRESSES THE MAP OF GREECE INTO IT.

CLEON (CONT'D)

Take this map as my parting gift.  
Already, a great darkness gathers  
just east of our borders.

LEONIDAS

Persia...

CLEON

Greece is the only thing that  
stands between their King Xerxes  
and absolute power. You, Leonidas,  
must now be the ruler that guides  
Sparta to victory.

LEONIDAS

I shall fight for her until my  
dying breath, Father.

CLEON

That will not be enough. If our  
cherished way of life is to  
survive, Sparta must have the  
combined strength of all Greece.

Artemis interjects...

ARTEMIS

Then we will conquer the other  
Greeks and take command of their  
armies.

Cleon shakes his head.

CLEON

Enslaved men make the worst  
soldiers. You must have their  
hearts, if you are to have their  
strength. Greece must come together  
willingly...

Cleon closes his eyes and sinks back into the bed. Leonidas  
and Artemis both holding his limp hand...

LEONIDAS

Father...

Eventually, Leonidas unfolds the map. Looks at it through  
TEAR STAINED EYES.

He runs his fingers over the lands of Greece then moves them  
over the enormous Persian territory. His finger stops above  
the capital city of PERSEPOLIS and...

We dive towards the map. Towards Persepolis. Enveloped by the ink we...

SMASH CUT TO:

EXT. PANORAMA OF PERSEPOLIS, THE PERSIAN CAPITAL - SAME TIME

As we move towards this staggeringly large, GOLDEN METROPOLIS. Through colossal stone Gates, and past awe inspiring statues of GODS AND KINGS looking down on the gleaming city from every direction...

On the basin floor, a hive of homes and buildings are packed beneath sky scraping pyramids and extravagant tombs. A thousand streets crammed with the flow of a million slaves.

We focus on the mauve cliffs towering over this immense city. Hewn directly into the weathered mountain rock is a MASSIVE, SHINING PALACE.

PERSIAN GENERAL (O.S.)

You called for us sacred Xerxes...

CUT TO:

INT. SOLID GOLD THRONE HALL XERXES' PALACE - SAME TIME

The ceilings of this cavernous hall impossibly tall. The walls covered by grand mosaic murals made of rare and precious jewels.

On the long obsidian floor SIX PERSIAN GENERALS prostrate themselves. Heads touching the stone at the base of a broad double staircase leading up to a monumental throne.

Covering every inch of the stairs are XERXES' PETS AND HAREM. ONE HUNDRED OF THE MOST BEAUTIFUL WOMEN imaginable, lounging amongst powerful LIONS, TIGERS, and SNAKES. A few girls wield massive palm fronds, fanning the throne where...

The GIANT KING XERXES sits with eyes closed. His features smooth and sculpted. Dozens of intricate gold PIERCINGS and fine chains cover every inch of his face. Alien and imposing.

Xerxes languidly lifts a huge hand and snaps a finger. The Harem parts immediately and he stands...

Clothed only in a silk loincloth, Xerxes titanic body stands well over seven feet tall. He descends the stairs forebodingly. His voice smooth as warm oil, deep as rolling thunder...

XERXES

Another year passed since the death of our Father Darius. Another year for Greece to interfere with our interests in Ionia. Where is the army Xerxes decreed?

At this GENERAL ZAHIR, a grey haired, yet strapping warrior raises his head slightly...

GENERAL ZAHIR

We have gathered over five hundred thousand soldiers, oh mighty one. The force ready at your command.

Xerxes lowers his naked foot onto General Zahir's head. Pushing it back down into the floor.

XERXES

We want more! Make the army twice the size, in half the time.

GENERAL ZAHIR

(Muffled)

It shall be done, your worship.

Xerxes lifts his foot and walks out onto the main floor. Enjoying the sound of his own voice...

XERXES

Xerxes will not merely eradicate the pesky Greeks... Soon enough my Father's dream will become reality, and the entire world will worship at Persia's feet.

We MOVE ABOVE XERXES. Looking down on him we realize...

THE ENTIRE STONE FLOOR IS, IN FACT, A GIANT MAP OF THE KNOWN WORLD. The PERSIAN EMPIRE, detailed in gold, stretches across more than half the earth.

Xerxes strides across Persia until he stands above the tiny country of Greece. Sneering down at it like at an insect.

XERXES (cont'd)

Send our Messengers to every city in Europe and Greece. Those who willingly serve Xerxes as their conqueror will be spared. Those who resist, will feel the full might of our wrath.

AND XERXES STEPS ON THE COUNTRY OF GREECE. Covering it entirely under HIS HEAVY FOOT.

SMASH CUT TO:

EXT. THE LONG ROAD INTO SPARTA - TWO YEARS LATER

THE THUNDER OF HORSES HOOVES as...

THIRTEEN YELLOW CLAD HORSEMEN CHARGE down the road. Dark brown skin, and familiar fish scale armor. THEY ARE PERSIAN SOLDIERS. Ornate bows and swords on their backs. Led by...

A SWARTHY PERSIAN MESSENGER. Clothed in rich silks. Cape and black headress flapping behind him. All riding at full clip toward...

SPARTA. Rising in front of them like an ancient barracks. Functionally designed, efficiently maintained, an elegant monument to Greek military supremacy.

EXT. SPARTA CITY LIMITS - MINUTES LATER

No Guards. Just SPARTAN WOMEN AND CHILDREN carrying out their rigorous chores. The BOYS naked. The women in loose unfettered robes.

The Persian Riders arrogantly thunder into the city. Spartans curiously watching them pass. Unconcerned.

EXT. MAIN SQUARE - SPARTA - SECONDS LATER

THIS LARGE COBBLESTONE SQUARE is surrounded by a TEEMING MARKET. At the center of the square, a HUGE, OLD WATER WELL is carved directly into the bowels of the earth.

Near the well, TWO BROWN CLOAKED SPARTANS are having a conversation. It's the young soldier STELIOS, and the Captain of the Guard ARTEMIS, who we now understand is his father...

THE PERSIANS gallop into the square. The Messenger rears his horse to a stop in front of them...

PERSIAN MESSENGER

(Thick Accent)

Show me to your king. I bring word from the great Xerxes, Overlord of mighty Persia.

Artemis continues his conversation. Ignoring the interruption...

ARTEMIS

All wrong, Son... The next time you want to impress a girl do less talking, and more listening. And wear a clean pair of sandals. Trust me, they notice...

The Messenger snorts haughtily.

PERSIAN MESSENGER

Greek arrogance will be the death of you. Sparta will burn. Only the word of your King can save it!

Finally Artemis turns...

CUT TO:

EXT. LEONIDAS' PALACE - SPARTA - MINUTES LATER

Leonidas' handsome stone palace is held aloft by pillars and topped with red clay tiles. We move toward it with...

Artemis and Stelios. Intense look on Artemis' face as he rushes into Leonidas' front door...

INT. LEONIDAS' PALACE - SPARTA - SAME TIME

LEONIDAS EXACTLY AS WE SAW HIM BEFORE, still considering THE OLD MAP on the stone bench. He looks up as Artemis and Stelios enter...

LEONIDAS

What is it Captain?

ARTEMIS

A Persian delegation has arrived in Sparta. They demand to see you, my Lord.

Leonidas is not surprised. He points a heavy finger to the IMMENSE PERSIAN LANDS on the map.

LEONIDAS

So they've finally come... Where did you leave them?

ARTEMIS

In the city square. Councilman Philon is already there.

Leonidas stands next to Artemis. Grim.

LEONIDAS

Then let's not keep our guests  
waiting...

CUT TO:

EXT. CITY SQUARE - SPARTA - SAME TIME

The PERSIAN MESSENGER stands in front of his men. Talking  
to...

COUNCILMAN PHILON, 50's. A smooth talking politician whose  
affinity for good living shows in his ruddy cheeks. His  
mannerisms conciliatory...

Councilman Philon stops suddenly at the sight of...

LEONIDAS. Striding across the square trailing TEN ELITE  
HIPPEIS SOLDIERS, led by ARTEMIS. All dressed in identical  
brown cloaks, many sporting rugged beards.

The Councilman moves to intercept Leonidas...

COUNCILMAN PHILON (cont'd)

Leonidas, restrain yourself. They  
can be manipulated...

Leonidas brushes past him.

LEONIDAS

This is clearly a military matter,  
Councilman. I will call you when  
you are necessary.

Leonidas stops in front of the Persian Messenger, who gives  
him an exaggerated bow...

PERSIAN MESSENGER

Persian salutations, King Leonidas.  
I bear a message from the  
benevolent Xerxes, ruler of one  
hundred nations.

Leonidas responds by walking away. Undaunted, the Messenger  
falls into step at his side, following him into...

EXT. SPARTAN MARKET PLACE - SAME TIME

The Ten Spartans walk single file behind Leonidas. The  
Persian Soldiers single file behind the Messenger.

The CLATTER and EICKERING of the marketplace stop as the  
matched procession passes through. The Messenger sneering...

## PERSIAN MESSENGER

Persia demands earth and water as a token of Sparta's complete submission to Xerxes' will.

Leonidas grabs a fig off a nearby fruit stand. Pops it into his mouth.

## LEONIDAS

(Eating)

How about some fruit instead? The figs here are excellent.

The Messenger is growing angry. A BOY accidentally steps in front of him. The Messenger pushes the child away roughly. Not lost on Leonidas.

## PERSIAN MESSENGER

I am not here to jest. Look at this simple city with its few thousand citizens.

The Messenger raises his arms to the clear blue sky...

## PERSIAN MESSENGER (CONT'D)

(Booming and rhetorical)

A vast army is already approaching. An invincible monster that shakes the earth when it marches. Millions of bloodthirsty men...

Leonidas is unimpressed by the Messenger's tirade. He's heard enough, and leads him back out onto...

EXT. CITY SQUARE - SAME TIME

Leonidas stops mere feet from the massive city wall. GORGO now stands near the fuming Phylon, in a crowd of onlookers. Everybody watching her husband intently.

## PERSIAN MESSENGER

Earth and water is a small price to pay, to spare your puny society from annihilation. You should be grateful and accept our mercy.

Leonidas stares directly into the Messenger's face.

## LEONIDAS

I remember Persian mercy.

The Messenger takes notice of beautiful Gorgo. Undressing her with his eyes...

PERSIAN MESSENGER

Choose your next words carefully  
Spartan. I would be only the first  
of thousands eager to teach your  
women about humility and respect.

Leonidas sees he's talking about Gorgo. His face goes to  
steel. He turns to Artemis, who simply shakes his head at the  
Messenger's mistake...

Leonidas turns back to the Messenger.

LEONIDAS

I was going to send you home empty  
handed, but since you put it that  
way, let me revise my answer...

Gestures towards the adjacent well. A dark abyss.

LEONIDAS (CONT'D)

You came for Earth and Water.  
You'll find plenty of both down  
there.

The Messenger backs away from Leonidas.

PERSIAN MESSENGER

No man, Greek or Persian, threatens  
a messenger.

Leonidas steps closer to him.

LEONIDAS

No man threatens my family.

PERSIAN MESSENGER (CONT'D)

(Incredulous)  
This is madness! This is blasphemy!

LEONIDAS

This is Sparta.

Leonidas grabs the Messenger by his plush shirt and... THROWS  
HIM BACKWARDS INTO THE WELL. SCREAMS plummet with his body  
as...

The PERSIAN SOLDIERS REACT WITH THEIR SABRES. Attacking the  
Personal Guard who spring into fluid action...

THEY DODGE THE FLURRY OF PERSIAN ELBOWS WITH UNREAL SPEED  
and...

COUNTER ATTACK WITH SURGICAL PRECISION. Using the ruthless, PANCREATIC MARTIAL ART: An elbow to the temple. A snapped neck. A fist to the spine.

Artemis grabs TWO PERSIAN SOLDIERS and deftly flips them both into the well. Others follow...

Leonidas walks through the melee untouched, as every Persian - living or dead - is neatly dumped into the well.

The Hippeis dust themselves off, and fall back behind Leonidas. Artemis at his side as they leave the BUZZING MARKETPLACE.

LEONIDAS (cont'd)

That went well...

ARTEMIS

As well as can be expected.

LEONIDAS

We must call a meeting of the Hellenic Council immediately. It is time for all of Greece to fight together.

CUT TO:

EXT. CORINTHIAN ACROPOLIS - DAY - ONE WEEK LATER

Establishing shot of A WHITE MARBLE ACROPOLIS COMPOUND. Built at the top of a sloping green hill, this series of temples and shrines stands nicely isolated. A neutral site.

INT. ACROPOLIS MEETING ROOM - SAME TIME

A huge, rectangular room, decorated with marble busts and reliefs. Standing on the floor are FIFTEEN DIFFERENT GREEK DELEGATIONS. Each wearing their own style, each under their own colored standard.

It's immediately obvious that there are TWO CAMPS THAT MATTER MORE than the rest:

On one end of the floor, KING LEONIDAS, in his ceremonial leather armor and cloak. TEN HIPPIES SOLDIERS standing at attention behind him. Artemis, Stelios, and the bard Dilioe among them.

On the other end of the floor stands PERICLES, the ATHENIAN LEADER.

Wrapped in a soft blue toga, his portly sophistication is diametrically opposed to the lean and muscular Spartan efficiency. Behind him a cadre of ATHENIAN advisors.

Around them, the other GREEK LEADERS, most of whom stay on the Athenian side of the room. We get the distinct feeling that Leonidas stands alone as he addresses the assembly...

LEONIDAS

Fellow Greeks, despite our differences, we now all face the same reality; Xerxes is on the war path with the most massive army ever assembled. He will be at our borders within weeks. If Greece, and our values, are to survive this despotic force, we here must unite all our armies and strike as one.

This elicits NOISY GRUMBLING from all Greeks in the room. Pericles sniffs...

SENATOR PERICLES

You Spartans never cease to amaze. For centuries you have waged war, trying to subject everybody around Sparta to your military rule, and now suddenly all of Greece is to follow you as our savior? Athens has learned not to trust Sparta, King Leonidas.

The rest of the room shares this sentiment. Pericles clenches both fists dramatically.

SENATOR PERICLES

Besides, Athens alone crushed Xerxes' father Darius ten years ago at Marathon, despite the fact that your city would not help us. Thus we have already begun to fortify our entire army to protect what is ours.

OTHER GREEKS

Here, here./ We feel the same way./ How can we abandon our farms?

Leonidas grows more passionate...

LEONIDAS

We must move beyond our past conflicts.

(MORE)

LEONIDAS (cont'd)

Whether Spartan warrior, Athenian philosopher, Theban merchant, or Meçarian farmer, none of us have ever faced an invasion this large before. Divided, all our city-states, and our country will be forced into slavery.

Pericles shakes his head decisively.

PERICLES

The democracy of Athens has made their decision; we will take our chances defending her sacred lands.

The other Greeks CONCUR TO A MAN. Gather more closely around the Athenian delegation.

Opposite them all, Leonidas now literally stands alone. Thwarted. He considers every one of the other Greeks.

LEONIDAS

Then Sparta will fight for all of you.

Leonidas storms out of the room. His Personal Guard follow him silently...

EXT. ACROPOLIS - SECONDS LATER

As Leonidas strides toward their horses. Artemis beside him.

ARTEMIS

We could mobilize our main army of ten thousand within days.

LEONIDAS

We will need the Gods' blessing to secure authorization from the city council. I must go to the Oracle mount and see the Ephors.

CUT TO:

EXT. THE ORACLE MOUNT - ABOVE SPARTA - NIGHT - DAYS LATER

A near full moon illuminates this steep mount. A PILLARED, DOMED TEMPLE stands atop the tower of rock. The ORACLE. At the foot of the sharp incline...

King Leonidas. Draped in his gray cloak. Climbing straight up. Then cut of thin air above...

TWIN FLAMES ERUPT from either end of a gnarled staff. Behind it a hooded, spectral figure materializes. It is..

AN EPHOR. One of EIGHT SPARTAN HIGH PRIESTS. Inbred remnants of a dark age.

EPHOR 1

Welcome Leonidas. We have been expecting you. Come along, my brothers are waiting.

Leonidas follows the Ephor up steep winding stairs cleaved into the rock.

INT. ORACLE TEMPLE - SPARTA - SECONDS LATER

Torches dance in a large, round room. Each of THE EIGHT EPHORS stand in an alcove encircling...

King Leonidas. Who wastes no time...

LEONIDAS

Ephors, I have come because the Persian King Xerxes is on the attack against Greece.

AN EPHOR lifts his hand.

EPHOR 2

First things first, Leonidas. You must not insult the Gods.

Leonidas already knows what the greedy Priests want: He reaches into his belt and pulls out a LARGE POUCH. Then deliberately pours out...

A FORTUNE IN SOLID GOLD. The Ephors still as statues.

EPHOR 3

Proceed.

Leonidas takes a knee. Unfolds HIS LARGE MAP OF GREECE onto the floor.

Leonidas points to GREECE. Moves his finger up the northern coast...

LEONIDAS

As our other country men have not yet joined us, Sparta must take advantage of the mountainous Greek terrain by immediately marching our entire army north to the coast...

Now the Ephors interrupt.

EPHOR 1

It is August and the full moon  
approaches. In days the sacred  
festival of the Carneia begins.

EPHOR 3

Sparta wages no war at the time of  
the Carneia... We must consult the  
Oracle.

LEONIDAS

This festival will be our last,  
unless you approve my plan.

Ephor 1 casts an accusing finger at Leonidas.

EPHOR 1

Your blasphemies have already  
angered the Gods. Do not compound  
them. We will obey the Oracle.

INT. ORACLE ROOM - TEMPLE - SECONDS LATER

A dark, cavernous room. Leonidas and the Ephors all stand  
facing the back of a CARVED THRONE, shaped like an enormous  
blossom.

The Ephors join hands and begin CHANTING THEIR PRAYERS.  
Leonidas watches as...

An eerie GREEN GLOW emanates from behind the throne while  
whirling, MULTICOLORED MISTS seep out of the walls.

The glow rises in intensity, the phosphorous mists swirl, and  
the THRONE SLOWLY ROTATES. Revealing...

THE ORACLE. A beautiful, nubile YOUNG LADY. Swimming in a  
deep trance.

The Oracle MOANS and WRITHES. Then suddenly bolts upright at  
an awkward angle. Staring at Leonidas with hollow eyes. She  
speaks in a GROWLING, HAUNTED VOICE...

ORACLE

Trust not in men, for Sparta will  
fall. All of Greece will fall.  
Honor the old Gods, they alone can  
deliver you... Honor the Carneia.

And with that The Oracle collapses. The Ephors all turn to  
Leonidas...

EPHOR 1

The Oracle has spoken. Sparta's  
army must not leave the city.

CUT TO:

EXT. TEMPLE MOUNT - MINUTES LATER

As Leonidas makes the difficult climb down from the temple.  
Fuming.

Waiting for him at the base of the mount is...

ARTEMIS. Two horses standing behind him. Leonidas walks right  
past him. Climbs on his steed.

Artemis doesn't need to ask how it went. Mounts next to his  
King...

LEONIDAS

We don't need those old mystics.  
I'll convince the city council by  
force of reason.

Artemis looks at him like he's crazy.

ARTEMIS

Why try and convince anybody else,  
when you can take the army by  
decree? No soldier in Sparta would  
disobey your command, Leonidas.

Leonidas shakes his head firmly.

LEONIDAS

One cannot protect freedom by  
forsaking democracy. If I overrule  
the people's council, how am I  
better than Xerxes?

Leonidas spurs his horse back towards the city.

CUT TO:

INT. BEDROOM - LEONIDAS' PALACE - LATER THAT NIGHT

The comfortable bedroom is lit by a multitude of flickering  
candles. Gorç sits on the bed, brushing her hair. She locks  
up...

Sees Leonidas standing in the doorway. Intense look on his  
face. Gorç stands as he enters the room. The weight on his  
shoulders almost visible.

She gently takes off his cloak.

GORGO  
Come sit with me, Leonidas.

He lets Gorgo pull him toward the bed. They sit...

LEONIDAS  
The Oracle has forbidden the march.  
Tomorrow I will appeal directly to  
the city council.

GORGO  
The city council has never  
disobeyed the Oracle.

Leonidas searches her face...

LEONIDAS  
What do you think I should do?

Gorgo takes a long moment to contemplate the question...

GORGO  
My heart wants you to stay with me.  
To raise the family we planned. To  
grow old together.

She puts a gentle hand on his thigh...

LEONIDAS  
That's my greatest desire, Gorgo.  
It is my dream.

He wraps her in a tight embrace.

LEONIDAS  
But what kind of lives would our  
children have as slaves in a world  
ruled by fear?

Gorgo pulls away, and nods in sad agreement...

GORGO  
And if the council votes against  
you, what will you do then?

LEONIDAS  
I will fight regardless. If I  
cannot sway men with my words, I  
will rally them with my actions.

She moves closer to him. Takes his hand...

GORGO

Then I will fight with you.

Leonidas grips her hand tightly. They just sit there, looking at each other.

CLOSE ON LEONIDAS' EMOTIONAL BROWN EYES

MATCH FADE TO:

TWO COLD, GREEN, ALMOND SHAPED EYES

PULL BACK to see the eyes belong to KING XERXES!

PULL BACK FURTHER to reveal Xerxes is standing on THE BACKS OF FIFTY KNEELING SLAVES. Huge body now covered in fearsome gold armor. Helmet a jagged tigers maw, he looks like a vengeful, ancient deity.

EXT. MOUNTAINOUS PERSIAN TERRAIN - EARLY MORNING

Positioned on a cliff top, Xerxes is surrounded by his Generals and Advisors. Smiles as he looks down on...

A DEAFENING, GROUND SHAKING ARMY. HUNDREDS OF THOUSANDS OF MEN flood through a valley far below like a swarming disease. THE PERSIAN WAR MACHINE.

XERXES

Behold, the power that is Xerxes.

Xerxes' attention shifts from the ocean of men, as his top GENERAL ZAHIR approaches. Grey hair intricately braided. His armor pitch black, Zahir bows low...

GENERAL ZAHIR

Our Messengers have returned from Greece, great Xerxes. Foolishly, none of the cities chose to cooperate.

Xerxes just shrugs, drunk with the force of his monstrous army.

XERXES

Then they all choose destruction, General. Our final victory is imminent.

General Zahir swallows hard...

## GENERAL ZAHIR

I must also inform my master, that there is... one Messenger who has not returned. We have lost the delegation to Sparta.

Xerxes doesn't react at first, then suddenly strikes at the General violently. Grabbing him by the neck, choking the air out of him. Infuriated...

## XERXES

Sparta dares kill our messenger?! We will paint the city red with their living blood. We will personally see that every Spartan man watches the torture of his women and children. And we will start with their King... Leonidas!

SMASH CUT TO:

## INT. LEONIDAS' BEDROOM - JUST BEFORE DAWN

As Leonidas bolts up in his bed. Sweating. He shakes off his bad dream, and looks over to Gorgo sleeping beside him...

Outside his window, the light of dawn is just emerging. Leonidas kisses Gorgo's head and swings his feet out of bed.

Gorgo awakens, and sits up next to him. She puts her arms around Leonidas and holds him close.

## GORGO

I'm coming to the council with you.

CUT TO:

## INT. SPARTA CITY COUNCIL - THE SAME MORNING

A majestic, black marble Council chamber, surrounded by broad steps. At the center of the floor stands...

LEONIDAS. Around him the TWENTY EIGHT, varied members of the CITY COUNCIL including the head COUNCILMAN PHILON.

At the back of the pillared room, Gorgo and a group of other Citizens are watching...

## LEONIDAS

Council members, today you must act in defense of Sparta.

(MORE)

LEONIDAS (cont'd)

My plan is simple: March our full army North and block Xerxes' Coastal advance at the narrow mountain pass of Thermopylae. Pressed into the tight corridor of the Hot Gates, the Persian numbers will count for nothing.

Half the Council is already shaking their heads.

COUNCILMAN 1

(An old seer)

Good King, the Oracle and the Ephors agree. There must be no march.

The Council SOUNDS their agreement.

LEONIDAS

Priests cannot protect us now. If we do not preemptively meet Xerxes with our full resources, all of Greece will be lost. The World's lone beacon for freedom extinguished. What other option do we have?

Finally, Philon steps onto the floor.

COUNCILMAN PHILON

Why should our men die for the other Greeks, King? We need only to defend Sparta herself...

Leonidas cuts him off. Growing more urgent...

LEONIDAS

Sparta cannot withstand an attack from an army as large as Xerxes'. We do not even have city walls.

Councilman Philon takes the floor back.

COUNCILMAN PHILON

All the more reason not to leave our city defenseless. Having heard your proposal, I move to proceed to a vote. All those in favor of mobilizing the Spartan Army be heard...

ONLY A FEW OLD VETERANS SOUND OUT.

COUNCILMAN PHILON

All opposed to abandoning Sparta.

Philon raises his hand, and THE REST OF THE ROOM RUMBLES UP making it a near unanimous decision.

COUNCILMAN PHILON (CONT'D)

(Smugly)

The majority is overwhelming  
Leonidas. The Spartan army will  
remain home, guarding her borders.

For a moment, Leonidas looks like he might strike Philon, but he maintains his composure.

LEONIDAS

As King of Sparta, I respect the  
decision of the council. Yet, as a  
free Spartan citizen, I cannot  
stand by while certain ruination  
closes on my beloved home. I  
beseech you to reconsider, and  
until you do... I will march North  
alone.

The COUNCIL MURMURS amongst themselves, as Leonidas brushes past Philon and towards the exit...

Gorgo steps into Leonidas' path. Talks loudly so that all assembled can hear...

GORGO

Call me protective dear husband,  
but I want you take your entire  
royal guard.

LEONIDAS

As you wish, good wife.

GORGO

All three hundred of them.

CUT TO:

EXT. MAIN BARRACKS - SPARTA - HALF HOUR LATER - MORNING

This large compound includes multiple outdoor training courses. Currently, the THREE HUNDRED HIPPEIS SOLDIERS are being put through a series of merciless early morning exercises.

MONTAGE OF KING LEONIDAS' ROYAL GUARD TRAINING

Spartan's practice hand to hand combat. Yelling at each other.

Spartans competing in PAIN CONTESTS. Holding their breath forever. Punching each other in the stomach.

Spartans executing VARIOUS BATTLE FORMATIONS. The bard, Dilios, navigates an obstacle pit.

Artemis oversees them all harshly. Dissatisfied.

ARTEMIS

You call yourselves the Spartan  
Royal Guard? Faster. Better. More.

Stelios and his friend Sophus are engaged in endurance exercises: Cadets running through a gauntlet of club wielding veterans. Cadets doing push ups with men on their backs, etc.

Sophus crouches down next to a sweat stained Stelios. Both watching Artemis BELLOW at a fallen Soldier...

SOPHUS

(re: Artemis)

Has your Father ever been in a good mood?

STELIOS

If he hears you calling him my Father, he'll snap your neck.

SOPHUS

That is exactly what I am referring to.

Their conversation, and all activity, instantly stops when...

LEONIDAS strides into the facility CLAD IN HIS MAGNIFICENT BRONZE ARMOR. RED CLOAK flowing behind him. FIERCE HELMET plumed with red horsehair in the crook of his arm. Awe inspiring in full martial mode.

The Spartans rapidly fall in, and stand at attention. Artemis stands behind Leonidas, who glares at the men passionately...

LEONIDAS

Spartans. Today I march north. For my family. For my city. For all of Greece. I have chosen to march against Persian tyranny.

Leonidas paces back and forth like a lion.

LEONIDAS (cont'd)

At this moment, you must judge the situation with your own hearts. You must each decide your individual course of action. It is as your fellow Spartan that I ask...

Leonidas thrusts his fist into the air.

LEONIDAS (cont'd)

Who will march with me?

All three hundred Spartans raise their fists into the air. Firmly united.

SPARTAN HIPPEIS

(Collectively)

WE WILL SIRE!

LEONIDAS

Who will fight with me?

SPARTAN HIPPEIS

WE WILL SIRE!

LEONIDAS

WHO WILL DIE WITH ME?

SPARTAN HIPPEIS

WE WILL SIRE!

Leonidas pounds a fist against his breastplate.

LEONIDAS

FOR SPARTA!

The Soldiers pound as one.

SPARTAN HIPPEIS

FOR SPARTA!

Satisfied, Leonidas turns to Artemis.

LEONIDAS

Make sure they are prepared,  
Captain. We leave at noon.

Artemis salutes. Yet looks less than enthusiastic...

CUT TO:

EXT. ROAD LEADING OUT OF SPARTA - HALF HOUR LATER

Leonidas, carrying a GLEAMING DOUBLE-HEADED SPEAR AND SHIELD on his back, strides down the street with a fully armored Artemis.

HUNDREDS OF CITIZENS, including REGULAR SOLDIERS, stand aside, watching intently. Directly ahead of them...

THE THREE HUNDRED SPARTANS. Assembled in a perfect column. All wearing red cloaks, bronze breastplates, large oval shields. Each with a sword and spear. Each with a matching curved helmet.

Leonidas inspects them. Nods to Artemis.

LEONIDAS

When you are ready, Captain.

Leonidas starts walking out of the city. The Captain hesitates. Turns to consider the three hundred men. Finally...

CAPTAIN

Spartans. March!

The Three Hundred Soldiers follow him in smooth formation.

Ahead, MORE SPARTAN CITIZENS line both sides of the road. Wives, children, family members, neighbors. Some openly wipe tears from their eyes. They somberly watch the men march out of Sparta, then SOMEONE CALLS OUT...

SPARTAN CITIZEN

Sparta!

THE ENTIRE CROWD RESPONDS WITH A CRY OF...

CITIZENS

HAIL!

SPARTAN CITIZEN

Sparta!

CITIZENS

HAIL!

SPARTAN CITIZEN

Sparta!

CITIZENS

HAIL!

From behind Leclidas, another voice sounds over the din...

GORGO (C.S.)  
Spartan.

Leonidas looks back. Sees his wife Gorgo approaching. He falls back to meet her

LEONIDAS  
Yes my lady?

She discreetly presses something into his hand...

IT IS A BLACK LOCK OF HER HAIR. Tied with a lavender string.

GORGO  
(in a soft whisper)  
I will wait for you patiently.

Leonidas palms the lock of hair, as Gorgo steps away from him. Her face strong. Not betraying her emotion...

GORGO (CONT'D)  
(Loudly)  
Come back with your shield, or  
carried on it.

LEONIDAS  
Yes my lady.

Beyond the tough exchange, they share a deep look before...

Leclidas rejoins his Soldiers. None of them turn back again.

Sparta watches as Leclidas and his three hundred Soldiers disappear into the northern horizon.

Gorgo stands alone as...

A SOLITARY TEAR ROLLS DOWN HER CHEEK.

MATCH FADE BACK  
TO:

EXT. SPARTAN CAMP - ARCADIAN MOUNTAINS - PRESENT NIGHT

LEONIDAS' FACE, AS A SINGLE TEAR ROLLS DOWN HIS CHEEK.

Still sitting above the camp. Looking at THE LOCK OF GORGO'S HAIR in his hand. He carefully tucks her hair back under his armor.

Leonidas stands and walks back toward the camp. Artemis is still seated at the fire, only now Stelios is sitting opposite him.

Both men bruised, both somberly staring at the fire as the others sleep around them...

Leonidas emerges from the night, and...

Sits down at the SAME CAMP FIRE as Artemis and Stelios.

The three Spartans sit in silence. Brooding. Finally, Leonidas looks at Artemis, then at Stelios. Shaking his head...

LEONIDAS

You must admit, Stelios, at times  
you do march like a girl...

Beat. Then Stelios cracks a smile. Artemis snickers. Leonidas chuckles until all three of them are HEARTILY LAUGHING TOGETHER.

CUT TO:

EXT. ARCADIAN COUNTRYSIDE - THE NEXT MORNING

Leonidas leads the Spartans past an ancient eucalyptus forest. Artemis at his side.

As the Spartans rise over a grassy ridge, they spot...

A LARGE GROUP OF MEN assembling on the next hill. Leonidas buoyed by their appearance.

LEONIDAS

You see, Captain. I told you other  
Greeks would join us.

Artemis spits derisively.

ARTEMIS

Arcadians, my Lord.

The Spartans march toward the ARCADIAN HOPLITES. Mixed and matched shields and spears. Loose uniforms. Unlike the Spartans they travel in NOISY, unorganized fashion.

Leonidas recognizes the Arcadian leader. Stops his troops with a hand.

LEONIDAS

Daxos. A pleasant surprise.

DAXOS, 40's is a stout, lively man, but wary of Leonidas. Behind him a full THOUSAND HOPLITES. They see the small number of Spartans and GRUMBLE in confusion.

DAXOS

The morning is full of surprises Leonidas. The news that Sparta is on the war path has spread through the Northern regions. We won't give up our homes without a fight, but expected Sparta's commitment to at least equal our own...

LEONIDAS

Doesn't it?

Daxos and all his men CHORTLE. Doesn't seem to be much love lost between the two factions.

Leonidas points to a TALL ARCADIAN next to Daxos.

LEONIDAS (CONT'D)

You, Arcadian. What is your profession?

TALL ARCADIAN

I am a poet, sir.

LEONIDAS

And you Arcadian, what is your profession?

THICK ARCADIAN

I am a sculptor, Sir

LEONIDAS

(To his men)

And you Spartans! What is your profession?

The three hundred Spartans raise their spears into the air as a single unit. Proud soldiers every one.

SPARTANS

WAR!

Leonidas gives Daxos a smug wink.

LEONIDAS

So you see old friend, I brought more soldiers than you did after all.

Daxos mutters to himself...

DAXOS

Damn Spartans. Always have a smart  
retort...

And Leonidas continues marching. The Spartans follow. The  
unruly Arcadians thereafter...

MONTAGE

As the Spartan army continues its march. Along the way, they  
are joined by a variety of local soldiers. Some by the dozen,  
some by the hundreds...

From Tegea, a handful of soldiers in leather armor.

From Mantinea, a rag-tag group of farmer militia.

From Phocis, a contingent of freed slaves.

From Malis, one poorly trained regiment.

Larger and larger until the Spartans lead a divergent army of  
THREE THOUSAND FREE GREEKS.

At the rear of the Spartan ranks, STELIOS whispers to his  
friend Sophus.

STELIOS

Can you smell these guys behind us?

Sophus grins.

SOPHUS

What do they smell like?

STELIOS

Remember that girl Cynthia?

SOPHUS

(Wistfully)

Yes.

STELIOS

Like her fat brother on a hot  
summer day.

They both chuckle. Stelios grows solemn...

## STELICS (CONT'D)

I wonder if they're thinking about us back home?

FADE TO:

INT. COUNCILMAN PHILON'S HOUSE - SPARTA - SAME TIME

In the center of a plush room, filled with Greek art and furniture we find...

COUNCILMAN PHILON contemplatively pacing, while sipping from a tall cup of wine. Listening to...

Queen Gorgo sitting on a sofa opposite him. Beautiful, earnest, professional.

GORGO

I beseech you, Councilman Philon. You are the leader in the Spartan council. If you mobilize the army, you will rightly go down as the savior of all Greece.

Philon smiles as one would at a naive child...

COUNCILMAN PHILON

That would be nice, wouldn't it Queen Gorgo? But this is not about my personal glory. You are asking me to change my position on an issue of city-state security.

Gorgo doesn't break his persistent gaze...

GORGO

And what might convince you? Lands, money, power. You can have it all.

Philon arches an eyebrow. He closes in on her...

COUNCILMAN PHILON

You are a direct woman, Gorgo, so I will tell you directly. I want everything Leonidas has, including you...

And Philon FONDLES HER BREAST. She responds by..

Grabbing his wrist and deftly wrenching Philon's arm and body half circle but...

Philon is faster than he looks, suddenly twisting under her grip. Reversing the hold. Breathing down her neck...

PHILON

Stupid woman, Leonidas is as good as dead. I am in control of Sparta now. My eyes are everywhere, and if you try to undermine me, I will personally try you for treason.

Gorgo tears free of his grip. Her face contorted with hatred.

GORGO

Your secret police don't scare me  
Philon, and neither do you.

And she storms out of the room... Snuffing out a large candle in her wake. From TENDRILS OF GREY SMOKE...

FADE BACK TO:

EXT. SPARTAN/GREEK CAMP SITE - THEBIAN HILLS - THAT NIGHT

WISPS OF GREY CLOUDS obscure the full moon. The Spartans have set up their camp apart from THE OTHER GREEKS.

In it, Dilios sits at a camp fire, tightly binding his spear shaft in leather. Stelios, Sophus and TWO OTHER YOUNG SOLDIERS sit across from him, engaged in a boisterous conversation...

SOPHUS

Just let those filthy Persians come my way, I will drive my spear right up their camel calloused backsides.

The young Soldiers lustily LAUGH in approval.

SOPHUS (cont'd)

I only hope my sword is sturdy enough to bear all the killing...

He is cut off by...

DILIOS

Sophus. Enough.

The young Spartans stop laughing as Dilios glares at them through the fire...

DILIOS (cont'd)

Have you ever tasted real battle?

Stelios and Sophus shake their heads.

SOPHIUS

I have not, Dilios. But I am eager,  
and skilled with my weapons.

DILIOS

None of you boys have any idea of  
what we face. I know you've heard  
many of my stories, but understand  
the reality of war is far more  
horrifying. My advice to you, is to  
prepare for battle with respect and  
focus.

Embarrassed, Sophus, Stelios and the others somberly nod...

SOPHUS/STELIOS

Yes, sir.

Dilios returns his attention to his spear. Just a stone's  
throw away...

THE VARIOUS OTHER GREEK TRIBES eat, argue, laugh, and cause  
general disorder.

On the edge of the Spartan camp, Leonidas overlooks it all  
with Artemis.

LEONIDAS

Don't look so disturbed. We need as  
many men as we can get...

At that moment, A SPARTAN SOLDIER comes running toward  
them...

SPARTAN SOLDIER

One hundred Soldiers from Opus have  
just arrived Sir.

CAPTAIN OF THE GUARD

And?

SPARTAN SOLDIER

And they bear the news that the  
Persians have crushed Larissa...

SMASH CUT TO:

EXT. NORTHERN TOWN OF LARISSA - TWO NIGHTS PRIOR

The LARGE TOWN IS A BLAZING INFERNO. THOUSANDS OF BRUTAL PERSIAN SOLDIERS pillage and rape everything that is not in flames.

SPARTAN SOLDIER (V.O.)

The townspeople were slaughtered...

TOWNSPEOPLE RUN SCREAMING through the fiery night. Hunted like animals...

SPARTAN SOLDIER (V.O.) (CONT'D)

Xerxes himself executed hundreds...

Riding through the mangled town, A GIANT GOLDEN CHARIOT crushes Greek bodies savagely. On it stands...

XERXES! Swinging a BLOODY SCIMITAR. Trailing...

ONE THOUSAND BLACK CLOAKED AND HOODED WARRIORS. Striking in their muscular, reflective silver armor. Faces hidden behind oval, metallic masks lacking any features but eye slits. These are the Persian's most elite troops...

THE TERRIFYING IMMORTALS. Vigilant as they jog through the carnage.

To the side of the Chariot, General Zahir runs to keep up with Xerxes...

GENERAL ZAHIR

We have plundered every farm in the vicinity, lord. Still our troops are tired and starving for food.

XERXES

Excellent, General, double their pace. Soon enough our army will feast on the heart of Greece.

SMASH BACK TO:

EXT. SPARTAN/GREEK CAMPS - THEBIAN HILLS - NIGHT

Leonidas pounds his fist, as the soldier relays the INFORMATION...

LEONIDAS

Then Xerxes is further south than I thought. We must take the Hot Gates before he does.

(MORE)

LEONIDAS (cont'd)  
 Raise our men, Captain. Until we  
 reach Thermopylae... We run.

SMASH CUT TO:

EXT. THEBIAN HILLS - THE NEXT MORNING

Lazy grey mist sits on the rolling terrain. From within the haze...

THE THREE HUNDRED SPARTANS emerge. Running full clip behind Leonidas.

EXT. COAST OF LOCRIIS - NOON - SAME DAY

The restless AEGEAN SEA foaming to the east. The Spartans still running. Directly ahead of them, to the North...

A DISTANT, DAUNTING MOUNTAIN RANGE. Ragged peaks stretch from the water as far WEST as the eye can see...

THERMOPYLAE.

Leonidas knows he is close. Don't slow his pace as he spots...

A SMALL (50) GROUP OF GREEK SOLDIERS ahead. Well armed, well trained, this is the contingent from THESPIA. Their leader, the battle scarred LEUCTRA, 30's.

The Thespians see the Spartans run past. Leuctra and his men immediately fall into stride behind them. Not as regimented but running.

Leuctra sprints ahead of the troops. Running at Leonidas' side. Grins a toothless smile.

LEUCTRA  
 King Leonidas.

LEONIDAS  
 Good to have the Thespians' support, Leuctra.

LEUCTRA  
 If not for Sparta's protection, Thespie would be part of Thebes.

Leuctra turns to Artemis.

LEUCTRA (CONT'D)  
 Captain.

ARTEMIS

Leuctra.

LEUCTRA

I take it we are late.

CUT TO:

EXT. MOUNTAIN PASS OF THERMOPYLAE - TWO HOURS LATER

Leonidas leads his Spartans in a controlled jog. The sun at its apex above them as...

The coastal pass begins a steep incline where the mountain grows out of the flats.

The pass, currently two hundred feet wide, winds up the side of the never-ending cliffs, like a shrinking staircase.

Encouraged, Leonidas and his Spartans take the incline in stride. Higher and higher they ascend.

FROM HUNDREDS OF RUNNING FEET to...

RAPID ZOOM UP THE SHEER BLACK CLIFFS AHEAD

EXT. TINY MOUNTAIN PATH - HIGH ABOVE THERMOPYLAE

ANGLE ON TWO VERY DIFFERENT FEET RUNNING

One large, hairy foot drags an ugly clubfoot along this tiny mountain path.

A DEFORMED, HUNCHBACKED FIGURE laboriously pulls himself to an enclave in the twisted rock. It looks like he is wearing a cape...

From here the hunchback can clearly identify the running Spartans in the distance below... The hunchback catches his breath. Jumps up excitedly.

HUNCHBACK

Spartans... Glorious.

The Hunchback steps out of the shadows. We get a better view of him. Truly a monstrosity, with a warped head, and gnarled arms. This is EFHIALTES.

We now see that his cape is Spartan red. In his big hands a very old Spartan spear and shield. He observes the advancing Spartan's with glee.

## EPHIALTES

The time has come at last, dear  
Father. You shall finally have your  
wish.

With that, Ephialtes scurries down the treacherous mountain trail. He knows this tricky terrain like his own home. Vanishing into the rocks like a bloated salamander.

CUT BACK TO:

## EXT. THERMOPYLAE PASS - LATE AFTERNOON

The pass has flattened out and narrowed to less than one hundred feet. The Ocean echoes far below.

Leonidas finally stops his Spartans at a small clearing in the rock. Ahead...

HEAVY STEAM rolls across the pass like a parade of ghosts. It's source...

## ANGLE ON HOT SPRINGS OF THERMOPYLAE

A YAWNING HOT SPRINGS is naturally carved in the mountain rock.

## ANGLE ON LEONIDAS

As he surveys the pass south of the Hot Springs. Enough room to set up camp.

## LEONIDAS

We camp here behind the hot  
springs. Keep close in.

The Spartans immediately begin dispatching their specialized tasks.

Leonidas pulls Artemis aside while the rest of the men establish camp.

## LEONIDAS (CONT'D)

Walk with me to the Hot Gates.

The two men proceed into the narrowing pass. Swallowed in the steam, then emerge to see...

THEY ARE STANDING DANGEROUSLY CLOSE TO THE EDGE. The dirt path abruptly gives way to a free fall into the jagged rocks and foaming ocean far below. To their right, the sheer cliff side reaches up towards the heavens.

Leonidas and Artemis move to safety. Leonidas indicates the drop off.

LEONIDAS (CONT'D)  
We'll build a small barrier wall  
along the sea side here. Prevent  
our men from being pushed over.

He walks further down the pass until it has narrowed to LESS THAN FIFTY FEET.

LEONIDAS (CONT'D)  
The Hot Gates. This is the  
narrowest point. This is where we  
make our stand.

Artemis puts one hand on the cliff wall. Faces the path's open edge. Walks the width of the path in deliberate, measured paces...

ARTEMIS  
Twenty three paces.

LEONIDAS  
That means we can position ten men  
side by side. Then rotate them in  
shifts.

Leonidas nods, happy with the calculation. He continues on North.

Ahead, the pass widens again and STARTS DESCENDING. It continues for a good distance until wrapping around the mountain and out of view...

Artemis considers the insanely high and narrow position for a few moments longer...

ARTEMIS  
(shaking his head)  
May Ares have mercy.

EXT. NORTHERN PASS VANTAGE POINT - DUSK

Ruby red dusk. The pass descends the mountain eventually spilling out onto a lush basin of wooded valleys and tumbling grasslands far below.

Leonidas and Artemis emerge at this Northern vantage point. Take a moment to absorb the fantastic view. Artemis finally turns directly to Leonidas...

ARTEMIS

Leonidas...

He hesitates. Leonidas meets his gaze.

LEONIDAS

Yes, Artemis.

Beat. As Artemis chooses his words...

ARTEMIS

I have been with you from the very beginning, and will be with you until the end. But standing here, I must ask you again; are you certain about your decision to fight in this place, with only these few men?

Leonidas shakes his head softly...

LEONIDAS

I am far from certain. Not a moment goes by, that I don't question myself.

Artemis puts a hand on Leonidas' shoulder...

ARTEMIS

We could still turn back. Join the main army in Sparta...

Leonidas surveys the view once more...

LEONIDAS

That would be to resign ourselves to fate... Do you remember when Stelios was born? He was so small and weak, you feared for his survival.

Artemis moved by the memory...

ARTEMIS

How could I forget? You prevented him from being inspected.

LEONIDAS

I asked if you were certain you wanted to break Spartan law for a child who might die regardless.

Artemis reliving the experience...

ARTEMIS

I didn't know if the boy would make it... but I knew I'd risk anything to give him the chance.

Leonidas grows ardent...

LEONIDAS

I don't know how this war will end, but I know I'll risk everything to give our people a chance... I must try to defend this pass.

The two men consider each other intensely. Finally Artemis nods and extends an open right hand.

ARTEMIS

Then we do it together.

Leonidas clasps his hand firmly.

LEONIDAS

Always, brother.

A meaningful silence broken by...

LEUCTRA (O.S.)

Gods be damned, I love this country.

Both Leonidas and Artemis instantly refocus as Leuctra saunters into view... He eyes the mountain range to their right.

LEUCTRA (CONT'D)

We should be sure there are no other hidden paths over the mountain range.

Leonidas puts a hand on Leuctra's shoulder...

LEONIDAS

Indeed, Leuctra, take your able men. We need a detailed scouting report on anything resembling an alternate route.

LEUCTRA

Consider it done.

## LEONIDAS

And Captain, send a few fast footed  
scouts North. I want to know  
exactly where the Persians are.

SMASH CUT TO:

EXT. PLAINS OF NORTHERN GREECE - LATE THAT NIGHT

Two STEALTHY FIGURES run through the clear, humid night.  
Easily traversing any obstacle. They are...

Stelios and Sophus on scouting duty. Intensely scanning the  
terrain around them.

Suddenly Stelios waves a signal, and both Spartans drop to  
their bellies at...

MULTIPLE HORSES HOOVES. Riding south. Stelios rises slowly.  
Sees...

A SMALL GROUP OF PERSIAN SCOUTS. Wearing their telltale fish  
scale armor.

Stelios and Sophus carefully continue North, emerging from  
the grassland.

They kneel behind a grove of trees. Suddenly stunned by what  
lies before them...

EXT. PERSIAN CAMP - SAME TIME

The PERSIAN CAMP spans as far as the eye can see. Punctuated  
by fires, it looks like a teeming urban slum.

Even from this vantage point, the two Spartans can see TENS  
OF THOUSANDS of fearsome looking men and horses.

Stelios and Sophus look at each other in wide eyed  
realization as...

WE MOVE OVER THE YAWNING PERSIAN CAMP

Overlooking everything, a MULTI-LEVEL GOLDEN TENT stands  
erected on an elevated mound. This is Xerxes' mobile palace.  
heavily guarded by...

ONE THOUSAND IMMORTALS. Baleful black cloaks wrapped around  
unflinching armor. They stand perfectly still...

EXT. XERXES' ROYAL TENT - SAME TIME

We follow old GENERAL ZAHIR out of the tumultuous camp. AN ENGRAVED BATTLE AXE strapped to his armored back.

The Immortals automatically part, letting General Zahir enter the tent...

INT. XERXES' ROYAL TENT - SAME TIME

Lit only by large fragrant candles. No luxury spared. Opulent furs and art cover every inch of this large room. A FEW FEMALE SLAVES lurk in the darkness as...

General Zahir enters and drops to a knee. Head bent.

Xerxes huge frame is reclined on a velvet sofa, almost completely swallowed by heavy shadows.

XERXES

Why do you disturb me, General Zahir?

GENERAL ZAHIR

A thousand pardons great Xerxes, but it is my duty to inform the God-king that the treacherous and cowardly Macedonians have deserted our forces, and are fleeing back to their lands in the empire.

Xerxes moves slowly, forcefully like an ancient dragon shifting his scales.

XERXES

So the ingrates think their army is strong enough to defy Persia. We will make them a bloody example.

GENERAL ZAHIR

Shall I send the Egyptians after them?

Xerxes inhales deeply...

XERXES

There must be no survivors... Send out the Immortals.

SMASH CUT TO:

EXT. ROLLING HILLS NORTH OF PERSIAN CAMP - JUST BEFORE DAWN

As the first hues of light illuminate these rich, grassy hills. Covered by...

AN ARMY OF FIVE THOUSAND MACEDONIAN WARRIORS. Wild faces grimacing above brown leather armor as they hurry towards the North.

The large, and bearded MACEDONIAN KING urges his men to maintain their quick pace, while nervously looking over his shoulder at the southern hilltop behind them.

MACEDONIAN KING

(To a Lieutenant)

We must move faster if we are to see our homes again. Xerxes is surely aware of our absence by now.

SMASH CUT TO:

EXT. PLAINS JUST SOUTH OF THE HILLS - SAME TIME

AS TWO THOUSAND IMMORTALS SPRINT TOWARDS THE HILLS like a lightning storm. Two thousand mirrored faces devoid of emotion, two thousand black cloaks billowing as...

The Immortals ascend the hillside ahead of them with mind numbing speed.

SMASH BACK TO:

EXT. RUSHING RIVER BETWEEN THE NORTHERN HILLS - SAME TIME

As the Macedonians run toward a wide, rushing river that eventually spills into the distant sea. Slowed by their heavy swords and shields, they turn at A CRY FROM THE REAR.

MACEDONIAN KING

Stop men! Fall in beside me!

The Macedonian King is facing the tall hilltop behind them, as...

THE IMMORTALS CREST THE HILLTOP IN DEADLY SILENCE. Each pull TWO EVIL SCIMITARS FROM THEIR CLOAKS, as they fly down the slope like angels of death.

The Macedonians have mere seconds to react, their King trying to rally his men but...

Many forge ahead through the river. The Macedonian King draws his own sword as...

THE IMMORTALS FALL UPON THEM like unholy shadows. Slicing through Macedonians as though they weren't even there.

Those who resist are killed clutching their weapons. Those who run are decimated in mid stride.

The King himself charges an IMMORTAL and is BEHEADED without fanfare...

In the river below, thousands of Macedonians wade through the strong currents. Reaching desperately for the far shore as...

THE IMMORTALS SPLASH INTO THE RIVER BEHIND THEM. Black cloaks dancing amidst wet steel, they butcher every last Macedonian with surgical efficiency. Then withdraw without a sound...

ANGLE ON THE RUSHING RIVER AS

The waters go from translucent blue to blood drenched red...

FADE TO:

THE REGAL RED LETTER "S".

Pull back to see the bold letter is emblazoned on either side of the heavy tent flaps of a stout, BLACK TENT. King Leonidas' command, located in...

EXT. SPARTAN CAMP - THERMOPYLAE PASS - SAME TIME OF DAWN

Artemis strides through the neat SPARTAN CAMP. Perfectly organized tents hug the cliff. Spiked wooden gate surrounding it all. He shouts orders at soldiers where he sees fit.

ARTEMIS

You call that a barrier soldier?  
You've been sloppy all morning.  
Don't think I don't notice.

Artemis reaches the rear of the camp. Takes a position outside the black tent. Standing at attention. Waiting...

INT. KING LEONIDAS' COMMAND TENT - SAME TIME

Lit by oil lamps. Elegant but strictly functional. A large MAP TABLE stands in the middle. LEONIDAS' OLD MAP OF GREECE spread across it. Weapons and other necessities stacked around.

Beside his cot, Leonidas washes his face in a water filled bowl.

Leonidas then goes through the ritual of donning his armor piece by piece. He checks his sword carefully before sheathing it, then...

He lifts GORGO'S LOCK OF HAIR off the table and raises it to his lips...

LEONIDAS

Lend me the strength of your heart.

He carefully tucks lock of hair beneath his breastplate. Finally ready, he strides out of the tent...

EXT. LEONIDAS' COMMAND TENT - SPARTAN CAMP - MORNING

Artemis waiting at attention as Leonidas steps into the light.

ARTEMIS

Good morning, my Lord.

LEONIDAS

Good morning Captain.

ARTEMIS

The lagging Greeks have all arrived.

LEONIDAS

Good. Let's get them organized.

EXT. SPARTAN CAMP - SECONDS LATER

As Leonidas and Artemis step out into the lively pass. Through the Spartan camp and South where...

THOUSANDS OF MIXED GREEK TROOPS jabber, bicker and joke. The lack of discipline is daunting.

Leonidas and Artemis are quickly joined by the VARIOUS LEADERS of the Greek factions, including Daxos.

Leonidas raises a hand, getting straight to business.

LEONIDAS

Simply put, I am in charge of absolutely everything. My orders will be followed or you will be dismissed from this field. Is that understood?

One by one, the Greek Leaders all nod under Leonidas' gaze. Daxos looks like he might say something, but reconsiders and nods as well.

LEONIDAS (CONT'D)

Good. Establish all your camps down the southern pass. Arcadians and Mantineans, I have a wall for you to build.

Leonidas stops at...

A COMMOTION amidst the Greeks. As SOMEONE IS ROUGHLY PUSHED THROUGH THE ROWDY CROWD. Leonidas watches as the masses part, spitting out...

THE HUNCHBACK EPHIALTES. Red cape torn, spear broken. He is shoved to the ground like an animal.

Ephialtes lifts his gargantuan head. Sees Leonidas and forgets about his embarrassment. He bows to the ground...

EPHIALTES

I recognize your crest, sacred King. And I humbly request an audience.

The Greeks ROAR IN LAUGHTER. Artemis puts a hand on his sword hilt.

ARTEMIS

One more step Monster, and it will be your last.

Leonidas takes a good look at the pathetic Ephialtes. Motioned Artemis to stand down.

LEONIDAS

I gave no such order Captain.  
(To the watching Greeks)  
The rest of you get back to work.

The Greeks grumble and disperse. Leonidas leads Ephialtes to the side. Examines him again...

LEONIDAS (CONT'D)

Why are you wearing the Spartan colors young man?

Ephialtes stands as close to attention as he can get.

## EPHIALTES

I am Ephialtes, born of Sparta. My parents fled the city, lest I be discarded. They raised me in these mountains until they died...

Ephialtes thrusts what's left of his spear into an imaginary opponent.

## EPHIALTES (CONT'D)

I know you fight the Persians, brave King. I beg you, allow me to redeem my family's honor by serving you in battle.

Leonidas considers this strange, but earnest man.

## LEONIDAS

A fine thrust, but raise your shield up as high as you can.

Ephialtes can't raise the heavy shield beyond his hunched back. He struggles to keep it aloft.

## LEONIDAS (CONT'D)

Did your Father teach you about the Phalanx? We fight as one impenetrable unit, each protecting the man to our left. A single weak spot, and the phalanx shatters... You, Ephialtes, cannot lift your shield high enough. I cannot use you in combat.

Ephialtes deflates like a sheepskin flask. Leonidas puts a firm hand on his back.

## LEONIDAS (CONT'D)

But you can still play a part in this struggle. You can work in our camp and support our army.

Ephialtes nods slowly. Leonidas extends his hand...

## LEONIDAS (cont'd)

For Greece?

Ephialtes takes it...

## EPHIALTES

For Greece.

CUT TO:

EXT. ROAD INTO THE CITY OF ATHENS - SAME TIME

A GREY HOODED AND CLOAKED FIGURE rides down this broad, cobbled road on a fast, brown horse. The Rider tops a hill and slows at the sight of...

THE GLORIOUS, WHITE CITY OF ATHENS growing from a large plain like a heavenly stone blossom. Protected by old walls and even older mountains, beyond which the distant coast is visible in all directions.

The road widens as it approaches the city. DOZENS OF SOLDIERS, FARMERS, AND CITIZENS move in and out of the main gates.

EXT. MAIN GATES OF ATHENS - MINUTES LATER

The grey cloaked Rider trots past a merchant's caravan, and toward the blue and white clad ATHENIAN SOLDIERS who keep an eye on the passing traffic. They notice the cloaked Rider...

A YOUNG SOLDIER stops the horse with his lance.

ATHENIAN SOLDIER

Greetings stranger, what is your business in Athens?

We recognize the Rider's female voice...

FEMALE RIDER

I am here for Senator Pericles.

ATHENIAN SOLDIER

Pericles doesn't see anybody without an appointment.

The Rider reaches up and firmly pulls back her hood... It's GORGO. Exuding royal authority, she glares down at the Soldier...

QUEEN GORGO

He will see the Queen of Sparta.

The Soldier's mouth drops. He immediately bows his head...

ATHENIAN SOLDIER

Yes, my lady.

EXT. ATHENIAN ACROPLIS HILL MINUTES LATER

The entire city is built around the slopes leading to the great Athenian Acropolis.

Winding streets and stairs are flanked by schools, theatres, markets and sanctuaries. A potent mix of architecture, culture, and commerce.

Most men are dressed in military uniforms. Clearly preparing for a battle. Children innocently play around the legs of urbane looking women.

We move beyond the people and past various rising shrines to the goddess Athena. Up more stairs toward the legendary, pillared PARTHENON TEMPLE...

PERICLES (O.S.)

Welcome to Athens, Queen Gorgo. I am honored to have you here...

INT. MAIN CHAMBER PARTHENON TEMPLE - SAME TIME

The marble walls of this long and cavernous room are covered with intricate reliefs of events from Greek history and mythology. A few white robed Acolytes float in and out of view without making a sound.

At the front of the room, the elegant SENATOR PERICLES kneels before a venerated wood statue of fair Athena. Wrapped in a blue toga, he slowly turns to face...

Queen Gorgo approaching behind him. Gorgo kneels beside Pericles...

PERICLES

Never has a Spartan Queen visited our great city. I only wish it were in happier times...

Queen Gorgo smiles at him warmly...

QUEEN GORGO

It is even more beautiful than I imagined... But I have come to inform you that King Leonidas has marched to Thermopylae with only three hundred men.

Pericles genuinely surprised at this...

PERICLES

Against Xerxes? That is madness. Who is left in charge of Sparta?

QUEEN GORGO

Councilman Philon, the one who prevented my husband from taking the Spartan army with him.

Pericles grimaces as though he just bit into bad fruit.

PERICLES

Philon... He refused to assist us  
at Marathon ten years ago. A man  
without virtue...

QUEEN GORGO

I promise I will find a way to deal  
with him. And Leonidas will block  
the Persians as long as possible.  
But we need our fellow Greeks.

Pericles weighs this, and Gorgo presses on...

QUEEN GORGO

It took this unthinkable threat to  
open my eyes. The simple truth  
is... Sparta will not survive  
without Athens.

Pericles turns back to meet her candid eyes. Nods...

PERICLES

Last night I had a dream that  
Athena herself descended from the  
heavens, carrying a sword in one  
hand and a shield in the other.  
First she dropped the sword, then  
the shield and said... If Sparta  
falls, Athens will fall as well.

He stands, and smoothly extends his arm...

PERICLES (cont'd)

So you see Queen Gorgo, I have been  
waiting for you...

Gorgo takes it and Pericles leads her across the floor.

PERICLES

Now I can easily convince the  
senate to send our navy North to  
ambush the Persian fleet, but  
winning approval for a land  
campaign will take more time. I  
just hope Leonidas is able to hold  
that pass...

CUT BACK TO:

EXT. SPARTAN CAMP - THERMOFYLAE PASS - SAME DAY

Leonidas and Artemis finish their rations while overseeing troop preparations around camp.

LEONIDAS

We should have heard from our scouts by now.

As if on cue...

STELIOS AND SOPHUS COME SPRINTING back from the North. Other Spartans look up from their duties as the two scouts stop in front of Leonidas and Artemis. Heaving for breath...

ARTEMIS

What took you two so long?

STELIOS

(breathless)

The main body of Persians will be upon us tonight. We had to avoid their scouts...

SOPHUS

They know we are here. The Persian Ambassador is just a short distance behind us.

Leonidas wipes his brow with a cloth. Turns to Dilios fixing a tent just feet away...

LEONIDAS

Dilios, take a few of the boys and meet the Ambassador at the wall. Show him a proper Spartan welcome.

CUT TO:

EXT. THE HOT GATES - THERMOFYLAE PASS - SAME AFTERNOON

The Aegean breeze is picking up. Some clouds gathering above...

A GROUP OF TEN SPARTANS are relaxing cliff side. Weapons on the ground. Half the men leisurely COME their long brown hair.

The only man standing is the storyteller Dilios. Gesticulating largely as he entertains a hardy audience which includes Stelios and Sophus.

From the North THE SOUND OF MULTIPLE PERSIAN FOOTSTEPS. None of the Spartan's seems to notice. Fixed on Dilios...

DILIOS

So the old Warrior-King Euritas had no sons. Instead, a single wild, but ravishing daughter... Sparta.

A sizable PROCESSION comes into view from the North...

FIFTY PERSIAN SOLDIERS escort a slave carried PALANQUIN, transporting a fat, regally dressed PERSIAN AMBASSADOR.

Dilios oblivious...

DILIOS (CONT'D)

On his death bed the King called to Zeus himself. And Zeus heard him at the western peak of these very mountains...

The Ambassador steps down. Circles around the Spartans dramatically.

AMBASSADOR

Spartans! You dare ignore the sacred messenger of Xerxes?

Evidently they do...

DILIOS

Now Zeus had been chasing the lady of the mountain Taysete, a worthy opponent for any man. Upon learning the King's plight Zeus ended his game and bedded her, right then and there.

The Spartans like that. LAUGHING.

AMBASSADOR

Despite your arrogance, the God-King offers you one last chance before annihilation...

DILIOS

That night Zeus squired a son. He raised him much like every Spartan, except in just one short day...

AMBASSADOR

Turn and listen, Spartan foci.

Dilios' oration becomes even more animated.

DILIOS

The boy was inspected, exposed,  
starved, beaten, driven to fight  
and driven to kill. When he was  
worthy, Zeus named him...  
Lacedaemon.

The Persian Ambassador finally loses his temper. Raises his massive whip.

AMBASSADOR

Damn you! You will listen!

The Ambassador brings the WHIP down towards Dilios' back, and...

DILIOS ABRUPTLY SPINS AND LUNGES THROUGH THE AIR. Wicked long sword materialized in his right hand...

CHOP! He severs the Ambassador's RIGHT HAND. The whip still in it.

Dilios twists, and lands in a crouching kick. SNAP! The Ambassador's right leg splinters as...

His heavy body collapses at Dilios' feet. Looking directly at the point of his sword. Nobody moves.

Except Dilios finishing his story.

DILIOS

Zeus gifted Lacedaemon to be  
Sparta's husband and, from their  
union, the city itself was born. So  
you see brothers, every Spartan has  
Zeus' very blood flowing through  
his veins!

The Spartans agree VOCALLY. Inspired by the story. Then they finally turn to the Ambassador and the nervous Persians.

DILIOS (CONT'D)

(To the Ambassador)  
Now run back to your Master, and  
tell him he faces free men who will  
never submit to him.

The Ambassador crawls back onto his Palanquin. Hisses through bloody teeth.

AMBASSADOR

You will all be dead men by  
tomorrow. One hundred nations  
descend upon you. Our arrows will  
blot out the sun.

DILIOS

All the better, we'll fight in the  
shade.

The Persian slaves and Soldiers hoist the Ambassador, and  
rapidly flee back North.

Dilios turns back to the approving Spartans...

STELIOS

Nice move Dilios.

DILIOS

Maybe I'll teach it to you some  
day, Troublemaker.

STELIOS

Please stop calling me that.

Dilios winks at him. Then looks at the darkening sky...

DILIOS

Looks like rain.

They walk back towards the camp. A thick drop of sweat beads  
under Dilios' hairline...

CLOSE ON TRANSLUCENT LIQUID DROP

As it rolls down Dilios' cheek, and falls...

Into space. Then through a hazy white mist. Emerging from...

EXT. MASSIVE RAIN CLOUD - THAT EVENING

As the RAIN DROP, the first of a million, plummets toward the  
earth. Or more specifically, toward the Greek mountain  
range...

Lightning singes the sky behind the rain drop. As it falls  
straight down toward... The now familiar Spartan camp.

The drop still plunging. Bringing the camp closer and closer  
until...

SPLAT! It bursts itself on A SPARTAN SOLDIERS' ARMOR.

EXT. SPARTAN CAMP - SAME TIME

RAIN falling harder and harder. Lashing wind funnels through the pass.

While the other Greeks all scramble for their tents, the Spartans seem to enjoy the weather.

A LARGE NUMBER of Spartans are gathered at the pass' edge. Looking out over A RAGING, TURBULENT SEA. Suddenly Stelios grabs Sophus and points North at...

A LARGE PERSIAN SUPPLY SHIP violently stranded amidst berserk waves... Being thrust south like a plaything.

The Spartans CHEER as the Persian ship gets dangerously close to the cliffs. The PERSIAN SAILORS scrambling in disarray like so many insects under a freshly turned rock, as...

A MONSTER WAVE lifts the Persian ship high into the air and...

SMASHES IT AGAINST THE ROCKY CLIFF. Disintegrating the ship with massive force.

Jubilation amongst the Spartans. LAUGHTER AND SONGS FOR ZEUS AND POSEIDON. Ephialtes' deformed shape hovers near...

Behind the audience, TWO MEN are not celebrating. Leonidas and Artemis observe their troops with stolid faces.

ARTEMIS

Shall I put a stop to it?

Leonidas just shakes his head.

LEONIDAS

The optimism of youth. With it anything is possible.

They are interrupted by the return of...

Leuctra and his rugged Thespians. Back from scouting the mountains. Leonidas greets him.

LEONIDAS

Leuctra, Did you find any other way over?

LEUCTRA

Nothing so far...

Ephialtes is standing nearby. Overhears this exchange. He shuffles towards Leonidas and Leuctra...

EPHIALTES

There is such a route good King.

The men look at him skeptically.

EPHIALTES (CONT'D)

Just past the western ridge. It's an old goat path. The Persians could use it to outflank us.

Leuctra and Artemis clearly don't take Ephialtes seriously. Leonidas however, does...

LEONIDAS

Captain. Rouse the Phocians from their tents. Ephialtes here will lead them to this path. If it exists the Phocians will remain there as a guard.

Artemis gives Ephialtes a hard look.

ARTEMIS

Yes sir.

Leonidas turns back to Leuctra.

LEONIDAS

Tell your men to sleep well tonight. In the morning... we battle.

CUT TO:

EXT. HOT SPRINGS OF THERMOPYLAE - EARLY THE NEXT MORNING

The SKY GLOWS RED at the first light of day. Here amidst the steaming water and rocks of the hot springs...

THIRTY NAKED SPARTANS carefully bathe themselves. Deliberately braid their long hair. Loosening up in the therapeutic heat. Strangely at peace.

Dilios sits on a flat boulder. Massaging his legs with practice. Across from him, Stelios and Sophus looking anxious and uneasy.

SOPHUS

What are you thinking about?

STELIOS  
Fighting... Winning...

SOPHUS  
Same with me.

Dilios overhears them, hops down off the boulder and moves to stand with the young men.

DILIOS  
It's okay to be nervous boys. The morning of my first battle, I lost my breakfast...

Stelios and Sophus grin widely. Relaxing a bit.

STELIOS  
Funny that we never heard that in any stories.

DILIOS  
The trick I learned is to think about something calming, and then just do exactly as trained. I usually imagine the soft voice of a beautiful lover... Obviously in your cases it would have to be something different. What is your fondest memory of home?

Both Stelios and Sophus think, and in doing so unwind further...

STELIOS  
I miss waking up to the smell of bread baking early in the morning.

SOPHUS  
My little sister always has a smile on her face...

DILIOS  
See... You feel better already.

All three share a smile as...

DAXOS walks past the springs with a group of Arcadians. Heading south toward the Spartan camp.

Daxos slows as he spots the bathing Spartans. Incredulous looks amongst his men.

DAXOS  
 Crazy bastards.

EXT. LEONIDAS' BLACK TENT - SPARTAN CAMP - SAME TIME OF MORNING

As Leonidas steps out of his tent, dressed in full battle gear. His polished bronze armor tight and angular. Gleaming DOUBLE HEADED BATTLE SPEAR and ENGRAVED SHIELD strapped to his back. An encompassing helmet with a reverse red horsehair crest in his left hand.

As usual Artemis is already waiting for him. Also dressed in his military finest.

ARTEMIS  
 Good morning my Lord.

LEONIDAS  
 Good morning Captain.

As Daxos and the Arcadians walk up...

DAXOS  
 Leonidas, we need to discuss combat responsibilities...

SUDDENLY THE EARTH STARTS TO SHAKE. Lightly at first...

Daxos looks at his feet. The SHAKING IS PERSISTENT AND GROWING SLOWLY BUT STEADILY STRONGER. Dust and pebbles begin to jump.

Daxos immediately scrambles for cover.

DAXOS (CONT'D)  
 Earthquake!

Leonidas steely.

LEONIDAS  
 That is no earthquake Daxos.  
 (To his Spartans)  
 BATTLE STATIONS!

SMASH CUT TO:

NORTHERN PASS VANTAGE POINT - TEN MINUTES LATER

Awash in morning light, Leonidas and Artemis stand at rock's edge, overlooking the Northern expanse of land far below...

Here the SHAKING IS PRONOUNCED. THE SOUND BIGGER AND DARKER than the thunder of last night.

ANGLE ON NORTHERN HORIZON

As a BLACK MASS RISES ACROSS THE ENTIRE HORIZON. Grows quickly into...

HUNDREDS OF THOUSANDS OF MEN. Approaching inexorably like a continent busting tidal wave. A continuous swarm malignantly filling the valleys.

ANGLE ON VARIOUS AND DISTINCT PERSIAN ARMIES:

SARANGIANS in bright cloth and high-heeled boots. PERSIAN CAVALRY in yellow fish scale armor. EGYPTIANS naked and shaven. CAMEL riding ARABIAN. CISSIAN BARBARIANS. Turban clad INDIANS. ASSYRIAN BOWMEN. BAEYLONIAN SPEARMEN. IRANIAN INFANTRY. And that's just the beginning...

Leonidas let's out a LOW WHISTLE. Artemis spits...

ARTEMIS

I'll be damned.

LEONIDAS

Numbers will not matter in the narrow Hot Gates.

Artemis doesn't respond. Just stares at the growing Persian troops...

LEONIDAS (CONT'D)

Back to the line, Captain.

CUT BACK TO:

EXT. THE HOT GATES - THERMOPYLAE PASS - MINUTES LATER

As Leonidas and Artemis, inspect TEN ROWS OF TEN SPARTANS APiece. Each row forms a wall of perfectly aligned shields between the cliff and the seaside.

Every Soldier dressed to the hilt. All looking out from under sharp helmets.

Behind them, another hundred Spartans prepare to assume the same position. In their ranks, Stelios and Sophus do a final check of their equipment. Trying not to be nervous...

STELIOS

I feel good. You?

SOPHUS

Great. You?

STELIOS

Good.

SMASH CUT TO:

EXT. PERSIAN CAMPS ON THE NORTHERN PLAINS - THAT MORNING

The Persian forces have stopped their advance. The different armies restlessly awaiting their orders. On a coastal ridge above the raucous multitudes, Xerxes' golden tent is already erected...

INT. XERXES' ROYAL TENT - SAME TIME

As General Zahir enters and automatically kneels. In front of him...

Xerxes stands tall, muscular back turned to Zahir, as Concubines sensually sponge his olive skin.

GENERAL ZAHIR

My Lord, the Spartans are blocking the pass south. Their King Leonidas insists on battle...

XERXES

Then he insists upon death General Zahir. There are only a few hundred of them against an undefeated continent of warriors. Xerxes wants the Spartan dogs crushed into dust.

GENERAL ZAHIR

(Confident)

It is already done my Lord.

SMASH CUT TO:

EXT. PERSIAN CAMPS ON THE NORTHERN PLAINS - SAME TIME

ATTACK HORNS BLOW BY THE DOZEN as...

ONE HUNDRED THOUSAND FIERCE SOLDIERS MARCH OUT OF THE PERSIAN CAMP.

Sprawling battalions of SYRIANS, AFRICANS and ASIANS. Cavalry and infantry, all ROARING in blood lust.

Led by Persian Generals, they surge toward the Northern pass entrance like a force of nature.

SMASH CUT TO:

EXT. HOT GATES - THERMOPYLAE PASS - SAME TIME

Leonidas stands in front his ready men. Places his own fearsome helmet over his head. Only his brown eyes exposed. Bold red crest and blood red cloak make him look like a Greek god.

The wall formation of Spartans is now thirty rows deep. JUST THREE HUNDRED MEN BLOCK THE HOT GATES. Leonidas surveys them one last time...

Every face calm and resolute.

LEONIDAS

Spartans, this is most important moment of our lives! Every Greek, and indeed all of mankind are depending on us to succeed. Our objective is simple: Hold these Hot Gates at any cost. The swords of a million slaves are no match for the will of three hundred free men. In minutes, Xerxes' armies will rush down this pass, hoping to sweep us aside and march into Greece. Will we let that happen?

300 SPARTANS

NO SIRE!

LEONIDAS

No retreat! No surrender! That is Spartan law.

Leonidas readies his shield, takes his place in the front row of men. At the rear, FOUR SPARTANS PLAY LONG WOODEN FLUTES. Sounding the SERENE SPARTAN WAR SONG...

CUT BACK TO:

EXT. NORTHERN PASS ENTRANCE - SAME TIME

As the VAST PERSIAN ARMIES RAGE UP INTO THE NARROWING PASS.

Trampling bushes, crushing trees, they increase their speed until they are funneling into the pass like an angry hurricane.

More and more men advancing in what looks to be an invincible attack...

SMASH CUT TO:

EXT. HOT GATES - THERMOPYLAE PASS - SAME TIME

The Spartan front laughably small in comparison to what approaches. THE WAIL OF PERSIAN HORNS NOW DROWNS OUT THE SPARTAN FLUTES.

Leonidas stands next to Artemis. All eyes looking North at the still empty pass. Stelios and Sophus white knuckle their spears as the ground QUAKES LOUDER AND HARDER until...

The first PERSIANS come into view ahead. Turban wearing SYRIAN INFANTRY. With painted square shields, and rough wooden spears. A blood thirsty river, ten thousand strong.

SCREAMING like animals, the Syrians charge wildly down the pass toward the tiny wall of Spartan shields. Leonidas raises his double headed spear as a signal and...

The Spartans on either side of him hoist their spears vertical. Helmets and capes giving them an image of savagery.

LEONIDAS

For Sparta!

300 SPARTANS

FOR SPARTA!

Leonidas lowers his razor sharp spear. The front line of Spartans mimic him, baring their iron fangs. Armed and ready, they stand like guardian statues, as...

THE FIRST SYRIANS SMASH INTO THE SPARTAN LINES like birds into a stone wall. The Spartan's muscled arms pumping with precise force. One strike. One kill.

More and more Syrians pile up until their charge is a slow, dense mob. Behind them, a SECOND WAVE of troops emerges into the pass...

Bigger and better than the Syrians, an army of FIFTEEN THOUSAND AFRICAN INFANTRY. Half naked, faces tattooed ferociously. They charge full speed, oblivious to the bottled up Syrians...

At the line of combat, the Syrians can't penetrate the Spartan armor. Spears pushing them back into...

THE CHARGING AFRICANS who rush forward stubbornly. Caught between a human vice, the Syrians are squeezed off the pass, tumbling to their deaths by the thousand as...

The AFRICANS ATTACK VICIOUSLY. These are trained warriors. Hacking away at the Spartan shields. Two Spartans fall. Two more instantly fill the holes.

Leonidas draws his gleaming sword.

LEONIDAS

Swords!

TEN SPARTAN SWORDS DRAW AS ONE. African limbs and blood splatter across the briny stone. But still they drive forward, bending the Spartan line dangerously.

Fighting side by side, Leonidas and Artemis try to dig their buckling troops in.

ARTEMIS

Hold the damn line Soldiers!

The first two rows of Spartans dissolves in hand to hand combat. Dilios among those who is sucked into the African mass, behind him...

A GIANT AFRICAN CHIEFTAIN is wreaking bloody havoc with a SPIKED WAR HAMMER. Crushing TWO SPARTANS like flies. Dilios sees him too late...

CLANG! The War Hammer demolishes Dilios' shield sending his body flying back into the cliff wall. Blood stains stone as Dilios falls to a knee, trying to raise his sword in defense...

Through a crowd of fighting men, LEONIDAS spots the African Chieftain. Realizes his target is...

DILIOS. Prone, backed against the cliff...

The African howls as he steps in front of Dilios and rears his war hammer for the death blow...

Leonidas springs into action. His direct path blocked, he sprints for the cliff wall and...

RUNS UP AND ALONG THE WALL over the heads of multiple combatants...

LEONIDAS SWINGS HIS SWORD ONCE as he lands between the African and Dilios...

The African abruptly drops his hammer. Blood froths from his gaping mouth as HE SLIDES TO THE GROUND PIECEMEAL.

Leonidas hoists Dilios to his feet. Hacks their way back to the Spartan line. Artemis sees them, and converges on Leonidas.

LEONIDAS

We have to solidify this line  
Captain!

Artemis nods... Rejoins the front line and YELLS ABOVE THE MELEE...

ARTEMIS

ROTATE THE LINE!

At this THE FRONT TWO ROWS OF SPARTANS FALL BACK. Smoothly replaced by fresh, spear wielding men. Artemis remains in the foremost line as...

Leonidas appears next to him. Hands him a spear...

LEONIDAS

Spartans. Forward!

The Spartans march forward like a lethal porcupine. Leonidas thrusting his spear ruthlessly as...

They literally push the Africans back up the Northern pass...

CUT TO:

EXT. NORTHERN PASS VANTAGE POINT - SAME MORNING

General Zahir, surrounded by the faceless PERSIAN IMMORTALS. At his feet, a cowering SYRIAN CAPTAIN.

GENERAL ZAHIR

Why are you not killing Greeks?

SYRIAN CAPTAIN

(Terrified)

They are too strong, General. It is  
a massacre...

CRUNCH! General Zahir slams a GAUNTLET FIST into the Syrian's face. Leaving his head a gory cance.

GENERAL ZAHIR

Pathetic. Send in the Archers.

CUT BACK TO:

EXT. HOT GATES OF THERMOPYLAE - SAME TIME

The Spartan line grinding it out with what's left of the AFRICANS, when from the North...

A well organized CORE of THREE THOUSAND, SILK CLAD ASIAN ARCHERS jogs into position. A SHRILL WHISTLE and they cock a thousand bows. ANOTHER WHISTLE and...

THOUSANDS OF RAZOR TIPPED ARROWS SCREECH through the air like Harpies. The sky goes dark under the thicket of missiles.

ARTEMIS  
Tortoise Phalanx!

The Spartans automatically stop attacking, and take a knee, cooperatively positioning their shields to form a round, domed PHALANX. A tortoise shell of tight knit shields that cover the entire Spartan force...

The Africans, confused at this defensive transformation, brutally discover its purpose when...

THEY ARE ALL SHREDDED BY A HAIL OF ARROWS. The Spartan "tortoise" deflects the attack with minimal damage.

A SECOND VOLLEY OF ARROWS flies through the air.

ANGLE INSIDE THE SPARTAN "TORTOISE"

Dark and crammed tight. Stelios kneels cheek to cheek with a man as...

MORE ARROWS HIT THE PHALANX HARD. Piercing the shields. The Man next to Stelios moves too much and...

THUNK! An arrow through the mouth drops him dead. Shocked, Stelios rushes to fill his spot...

ANGLE BACK ON NORTHERN PASS

As the ARCHERS pull back out of view, revealing...

A rumbling ASIAN INFANTRY and CAVALRY. THOUSANDS of armored, hooded soldiers hoisting their scimitars...

ARTEMIS  
Back into formation!

The Spartans lower their shields and REFORM THE TEN MAN FRONT. Leonidas, Artemis, Stelios, and Sophus are all amongst it's members.

ARTEMIS (CONT'D)  
 (Addressing the troops)  
 Is anybody tired?

Nobody. Artemis sees Stelios bleeding from his neck..

ARTEMIS (CONT'D)  
 How deep is the wound, Soldier?

STELIOS  
 Just a scratch Sire.

ARTEMIS  
 You're holding your shield too low.  
 Get it up!

The Spartans brace themselves as the ASIAN FORCES RUSH DOWN THE PASS WILDLY... Leonidas catches the Captain's gaze...

LEONIDAS  
 The good news is the Persians don't seem to have an alternate route.

CUT TO:

EXT. HIDDEN MOUNTAIN GOAT PATH - THERMOPYLAE - HIGH NOON

A treacherous little path rises over one of the many mountain ridges. Below it a steeping valley of rocks.

EPHIALTES drags his warped body to the top of the path. Excited...

EPHIALTES  
 This here is a good vantage point, and another exists on the next ridge. I'll show you every one.

Trailing him TEN BRUTISH PHOCIANS mimic and humiliate Ephialtes behind his back. He is sadly oblivious.

PHOCIAN 1  
 (To his friends)  
 We know where the path is now, why is this creature still with us?

PHOCIAN 2  
 I don't know. But I can't handle any more of his chatter. Somebody get rid of him.

The two Phocians share a malicious smile. A THIRD PHOCIAN chimes in...

PHOCIAN 3

What are you going to do?

PHOCIAN 1

Relax, we're just having some fun.

Ahead Ephialtes comes to a stop, looking out over the steep gravel decline that leads into a mountain valley. The Phocians approach, standing behind him. He turns...

PHOCIAN 2

Excellent work Soldier. Now we have a special assignment in mind for you.

EPHIALTES

Ohh... I don't think I can. King Leonidas gave me specific orders to guard this ridge.

PHOCIAN 1

Seeing as I am in command of this Guard, I am giving you different orders.

Ephialtes softens...

EPHIALTES

And what are those, Sir?

PHOCIAN 1

To be gone you monster.

And with that, the two Phocians push Ephialtes hard. He stumbles back, teetering over the precipice, and...

The weight of his hunch pulls him like an anchor. Ephialtes roughly tumbles down the long gravel decline. His shield, sword, cape and helmet spin off as he gains velocity.

Above the entire group of PHOCIANS ERUPT IN LAUGHTER. Continue moving along the path.

Down in the sharp valley, Ephialtes has vanished into a heavy CLOUD OF DUST AND DEERIS...

MATCH CUT TO:

EXT. HOT GATES - THERMOPYLAE PASS - SAME TIME

A CLOUD OF BLOOD explodes onto Leonidas as he cleaves an ASIAN HORSEMAN from his steed.

The Spartans have made bloody work of the Asians and are engaged in hard-core shock battle. Dismembering the crowded and confused remains.

BEHIND THE SPARTAN LINES, ASSORTED GREEK LANCERS pick bogged down Cavalry off deliberately.

More and more Asians fall under the Spartans spears until...

THE PERSIAN HORNS CALL OUT A RETREAT and the surviving Asians run back towards their camp...

CUT TO:

EXT. XERXES' ROYAL TENT - PERSIAN CAMP - MINUTES LATER

General Zahir steps past the IMMORTAL sentinels. Not looking nearly as confident.

INT. XERXES' ROYAL TENT - SAME TIME

As General Zahir falls to a knee. Xerxes stands in the exact same position as before. Showing the General his back.

XERXES

Xerxes is tired of waiting, General Zahir. Why is our army not moving? There is no acceptable excuse.

GENERAL ZAHIR

I am ashamed to inform his lordship that our forces have not yet broken through the Spartan barricade.

Xerxes slowly turns his giant frame. His massive jaw locked in anger. Malicious eyes staring into the pit of the General's soul.

XERXES

Show Xerxes how ashamed you really are General.

The General understands his meaning. Draws a SERRATED DAGGER from his waist with his right hand. Extends his open left hand in front of him.

Xerxes watches emotionless as the General grits his teeth and CUTS HIS SMALL FINGER CLEAN OFF. It drops to the floor.

XERXES (CONT'D)

You border on indifference.

General Zahir doesn't hesitate. Severs his left ring finger.

XERXES (CONT'D)

Now you are mildly embarrassed.

General Zahir is losing blood. Skin paling, he struggles to keep his focus. Considers his middle finger. Needs it. Lifts the dagger to his face and... SAWS HIS LEFT EAR OFF.

Bloody beat.

XERXES (CONT'D)

Very well... We are convinced of your shame. That still leaves a problem that Xerxes must now resolve ourselves. Ready our guard!

CUT BACK TO:

EXT. THE NORTHERN PASS OF THERMOPYLAE - THAT AFTERNOON

Leonidas eating an apple, as he and Artemis observe the littered war path. On it...

A group of Spartans methodically kill any Persians that are still alive and dump the corpses over the cliffs.

Stelios is amongst them. The King and the Captain watch him as...

Stelios sifts through the bodies with his spear. Comes across a squirming PERSIAN. Badly injured...

The Persian whimpers for mercy. Stelios doesn't meet his pleading eyes. Repeats a mantra as if reminding himself...

STELIOS

No prisoners. No mercy.

He stabs the Persian straight through. Moves on to the next body...

Out of earshot, Leonidas nods in approval. Looks to Artemis.

LEONIDAS

Young Stelios has done well.

ARTEMIS

The boy was barely adequate.

LEONIDAS

He tries hard to earn his Father's respect.

Artemis considers Leonidas, then considers Stelios...

Both men refocus their attention as Sophus comes running towards them from the North.

SOPHUS

King Leonidas! A minor contingent of Persians approach. Too small for any attack, and carrying a golden throne.

Leonidas calms him...

LEONIDAS

Maybe Xerxes feels like a chat. There's no reason we can't be civil, is there?

Artemis notices a Persian at his feet is still alive, and stabs him dead with his sword.

ARTEMIS

None Sire.

CUT TO:

EXT. NORTHERN PASS ENTRANCE - TEN MINUTES LATER

As Leonidas and ONE HUNDRED SPARTANS walk up the Northern pass. Stop as a LARGE SHADOW casts its pall over them...

TWO HUNDRED NAKED SLAVES carry a SOLID GOLD THRONE larger than most temples. Adorned with STATUES of LIONS and MUSTANGS, a broad row of velvet stairs leads to an elevated platform where...

XERXES STANDS TALL. Wrapped entirely in exquisite gold armor. Surrounding the throne, TWO THOUSAND IMMORTALS in their black cloaks, uniform silver masks covered by hoods...

LEONIDAS

Let me guess. You'd be Xerxes.

Xerxes slowly descends his mobile throne. Stepping down, not onto the sullied ground, but onto the backs of FOUR PROSTRATE SLAVES. Even without this boost, he would tower over Leonidas.

The two rulers size each other up. Xerxes speaks first. Smooth, deep and powerful as ever.

XERXES

Leonidas of the Spartans... The great Xerxes greets you at last.

(MORE)

XERXES (cont'd)  
Sparta has long been a thorn in our side.

LEONIDAS  
(re: his gold)  
You fight in that costume?

XERXES  
(Ignoring the insult)  
You Greeks take pride in your logic. Reason with us. It would be a regrettable waste, were you and your valiant troops to perish, all because of an avoidable misunderstanding.

LEONIDAS  
I look no further than the slaves that fight for you to understand.

XERXES (cont'd)  
Yours is an intriguing tribe. There is much our cultures could share.

LEONIDAS  
We've been sharing our culture with you all morning.

Xerxes shakes his head as if talking to a child.

XERXES  
Your resistance is futile. Picture the land you so vigorously defend reduced to ash. Consider the fate of your women and children. The troops you fought today were the weakest of one million men.

LEONIDAS  
And are you the strongest?

Now Xerxes smiles.

XERXES  
Xerxes is no man. But consider the Immortals...  
(He points to them)  
They feel no pain. They feel no fright. Each has the strength of a hundred men. And when all ten thousand of them are awakened...

He lets the possibilities linger. Leonidas unimpressed...

LEONIDAS

The longer I hold this pass, the more you have to fear from your own slaves. Last night's storm disrupted your naval supply lines, how long until the starving beast turns against it's master?

Xerxes' face tightens, but he maintains his cool demeanor.

XERXES

Nonsense. Our soldiers die eagerly because of Xerxes' divine power. We are a generous God, richly rewarding all those who serve us.

He moves closer to Leonidas. Seductive. Convincing.

XERXES (CONT'D)

Abandon your pride, Leonidas. We will make you warlord of all of Greece, carrying our battle standard to the heart of Europe. Your Athenian rivals will kneel at your feet, and all you have to do is give us your *AIMS...*

Xerxes extends his manicured palms. Leonidas snarls...

LEONIDAS

Come and get them.

Xerxes finally frowns, reascends his throne.

XERXES

You insignificant worm. As Xerxes is benevolent, so we are wrathful. We will erase even the memory of Sparta from the histories. There will be no glory to your sacrifice.

The Spartans watch Xerxes' procession slowly disappear...

LEONIDAS (O.S.)

Xerxes actually thinks he's a God.

CUT TO:

INT. LEONIDAS' COMMAND TENT - SPARTAN CAMP - DUSK

Leonidas stands around a battle table with Artemis and Leuctra. In front of them, a makeshift sand and rock representation of the Persian Camp.

LEONIDAS (CONT'D)

Hubris can be a fatal flaw. Easy to taunt. Easy to trick... Tomorrow will bring another full scale assault. If we could goad Xerxes into sending his elite guard of Immortals tonight, we could ambush and eliminate the only real soldiers in his entire army. The remaining troops' morale would be devastated.

LEUCTRA

How do we taunt him into doing something like that?

Leonidas points to the rudimentary Persian Camp recreation.

LEONIDAS

Our scouts have provided us with the rough boundaries of the camp, Xerxes has removed himself from the rabble by erecting a huge tent on the coastal perimeter. It is heavily guarded, except from the sea... My plan is a covert insertion of men from the water with the mandate of assassinating Xerxes.

Artemis and Leuctra take a moment to digest this unorthodox idea.

LEONIDAS (CONT'D)

If the men succeed, the war is over. And if they fail, Xerxes will be so enraged and humiliated that he will strike back instantly with the best weapon he has...

ARTEMIS

The Immortals. It could work.

LEUCRТА

It can't hurt to try. I have the perfect pair of men.

LEONIDAS

Excellent, the Captain will select two Spartans and have all four men ready within the hour.

(MORE)

LEONIDAS (cont'd)  
 Leuctra, summon the rest of your  
 soldiers, we have a trap to build.

CUT TO:

EXT. SPARTAN CAMP - MINUTES LATER - DUSK

Artemis faces a large semi-circle of Spartans. Stelios,  
 Sophus and Dilios are amongst them.

Artemis points to a lean, muscular Spartan, ARESTES.

ARTEMIS  
 Arestes step forward. And...

Artemis stares down the rest of the men...

ARTEMIS  
 I need the best swimmer.

Stelios takes a big step forward. Sophus and Dilios  
 surprised. Artemis examines his son critically...

ARTEMIS (cont'd)  
 You fancy yourself a swimmer boy?

Stelios speaks boldly.

STELIOS  
 The best in Sparta, Sir.

ARTEMIS  
 So be it. The Troublemaker will  
 have his chance to make trouble.

Artemis dismisses the other men. Leads Stelios and Arestes  
 away...

CUT TO:

EXT. NORTHERN COAST OF GREECE - THAT NIGHT

A muted moon hangs over the dark, choppy waters. The powerful  
 tide courses through a maze of sharp reef leading up a rocky  
 slope. At the top, the GLOW OF MULTIPLE PERSIAN FIRES just  
 out of view...

ANGLE ON THE FOAMING WATERS BELOW

Nothing out of the ordinary until we spot...

FOUR SHADOWS stealthily swimming towards shore. Expertly  
 navigating the treacherous rocks. Following one another as  
 they pull themselves up onto the jagged incline...

It is Stelios and Arestes, with TWO BURLY THESPIAN BROTHERS, 30's. All four men naked except for sheepskin pouches strapped to their backs.

The Greeks hug the slope and carefully begin unpacking their pouches. Inside...

SWORDS AND DRY TURBANS taken off the Persian dead. The Greeks quickly wrap themselves in the dark cloth...

EXT. XERXES' GOLDEN TENT - PERSIAN CAMP - SAME TIME

Encircled by torches, the tent stands facing the sprawling PERSIAN CAMP. Immortals protect the front entrance, and patrol around the periphery.

An IMMORTAL PATROL moves by. Stops directly over the Greeks. The Immortals cast a long look out at the sea, then at the rocks below... Eventually they are satisfied and continue on.

Quiet beat... Then the Greek infiltrators rise into view. Turbans covering every inch of them. They move towards the back side of the tent.

Arestes draws a sharp knife, and gently cuts a long slit into the tent's fabric...

INT. XERXES' ROYAL TENT - SAME TIME

Completely dark and quiet as...

The four Greeks carefully SLIP INTO THE ROOM like spirits. Allow their eyes to adjust to the dark, when...

TEN TORCHES FLARE TO LIFE AS ONE

Bright light sends the Greeks into a defensive position as they see...

TEN TORCH WIELDING IMMORTALS. Scimitars poised in hand. They stand behind their masks, like demons from hell.

Beat, then...

STELIOS

Go back to Hades.

STELIOS WHIPS TWO SHORT SWORDS FROM BEHIND HIS BACK. Swings them in concert. Arestes and the Thespians instantly have their swords out as well. Lunging at the Immortals who...

Move in calm, calculated steps. Avoiding the attacks as though they had foreseen their location.

SLICE! One Thespian's throat is cleanly slit. He collapses.

CHOP! A well placed Scimitar cuts Arestes down.

Stelios narrowly dodges two silent scimitars. He drops to the ground and cuts out the knee of an Immortal. They bleed red blood...

THUNK! A thrown SCIMITAR IMPALES the last THESPIAN.

Stelios pops back off the ground to avoid a gauntlet of blades. He spins toward the slit in the tent wall as...

An Immortal steps directly into his path and...

STELIOS STABS BOTH SWORDS INTO HIS NECK. Hurdling over the fallen body and out into...

EXT. REAR OF XERXES' TENT - SAME TIME

As Stelios comes tumbling out of the tent. Running for the Ocean ridge. The IMMORTALS come tearing out after him.

Stelios doesn't slow down, LEAPS OFF THE HIGH RIDGE. Diving straight down into the dangerous waters below.

A DOZEN SCIMITARS WHIZZ past him as he drops. Arms extended like a cliff diver. Below, the tide recedes revealing certain death.

Stelios doesn't break form. Straightening himself as...

The next wave deluges the rocks. SPLASH. Stelios hits the water hard...

Above, the Immortals peer over the ridge and into the ocean below. Stelios doesn't resurface.

CUT TO:

EXT. CENTER OF PERSIAN CAMP - MINUTES LATER

Xerxes stands in front of a huge bonfire. Generals, advisors, and slaves cower in the wake of his rage.

XERXES

So Leonidas thinks he can march  
into the Persian camp and  
assassinate Xerxes? The Greek  
mongrels will not see the sun rise.  
Immortals assemble!

The Persians all keep their heads bowed as the Immortals rapidly assemble in front of Xerxes...

CUT TO:

INT. SPARTAN CAMP - THERMOPYLAE PASS - MINUTES LATER - NIGHT

COMMOTION. As Sophus and other Spartans carry a bleeding and water logged STELIOS back into camp. Artemis rushes up to meet them and bumps into...

EPHIALTES. Bruised and dirty, the hunchback looks confused. He recognizes Artemis.

EPHIALTES

Captain, I've been looking for you.  
It's about my assignment.

ARTEMIS

A true Spartan doesn't leave his  
post for any reason. Now move...

Artemis rushes past him, bumping him off balance.

Ephialtes stumbles, and falls into a dark puddle of mud. The passing GREEKS can't help but LAUGH at the poor bastard...

Artemis reaches Stelios, holds him up....

ARTEMIS

Where are the others, boy?

STELIOS

Dead. Xerxes was not in his tent.  
The Persians are in an uproar.

Artemis slaps his back. Happy to be proud of his son.

ARTEMIS

Not bad Stelios, not bad at all.  
(To Sophus)  
Get him dressed up. It's going to  
be a wild night...

Sophus eases Stelios to the ground as Artemis walks into the camp.

Ephialtes is back on his feet. He runs toward the camp as...

FOUR SPARTAN SOLDIERS intercept the hunchback. Grabbing him forcefully.

SPARTAN SOLDIER  
Where do you think you're going?

EPHIALTES  
Please, I must see the King.

SPARTAN SOLDIER  
The King is unavailable.

The Soldiers roughly push him out of the camp and...

Ephialtes lands in another pile of mud. More LAUGHTER, as he glares at the PALE MOON above.

FADE TO:

THE SAME MOON HALFWAY ACROSS THE NIGHT SKY

EXT. NORTHERN PASS ENTRANCE - LATER THAT NIGHT

The night's serenity is broken by the collective footsteps of TEN THOUSAND BLACK CLOAKED IMMORTALS.

They jog into the pass in faultless unison. Fast moving, like an army of ghouls.

Down the Northern pass without resistance. No Spartan front ahead as...

The Immortals accelerate through the Hot Gates and past the ever steaming hot springs. Towards a quiet SPARTAN CAMP. Just a few flickering fires, no guards visible...

The Immortals don't slow to think, instead rush into the camp viciously. Their silver armor shining in the moonlight they...

ATTACK THE SPARTAN TENTS with their gleaming blades. Piercing and stabbing them ceaselessly. Leonidas' tent shredded and overrun.

But instead of screams and blood the Immortals are rewarded with only silence and confusion...

Their Leader RIPS open tent after tent and finds them all empty. His HANDS, however, ARE STICKY AND BROWN...

The Immortals realize too late that every inch of the Spartan camp is COVERED IN PITCH.

LEONIDAS (O.S)  
TORCHES!

On cue, A DOZEN FLAMING TORCHES come sailing through the air from every direction. The Immortals watch the TORCHES pirouette into the camp and...

FFOOOOSCH! The entire camp erupts into a molten inferno. Thousands of Immortals instantly devoured in flames. Many BURNING MEN flee the camp and jump directly off the cliff...

LEONIDAS (O.S.) (CONT'D)  
ARCADIANS... NOW!

Out of the darkness to the south, THREE THOUSAND CHAOTIC ARCADIANS, THESPIANS, AND OTHER GREEKS CHARGE. Spears flashing deadly. They plow into the Immortals pushing them back up the pass, into...

LEONIDAS (CONT'D)  
SPARTANS!

The Spartans come bounding out of the steaming HOT SPRINGS like dogs on the hunt. Savagely impaling the North fleeing Immortals on a wall of spears. Red cloaks swirl as they swallow the legion of silver and black.

United, the Greeks now outnumber what remains of the Immortals. Butchering them from both directions with reckless abandon. It's slippery work.

In the midst of the blistering melee, Leonidas dances through a crowd of Immortals. Effortlessly ducking, twisting, and flipping through an impossible hail of steel. Double headed spear leaving a pile of bodies behind it.

Finally the thousand surviving Immortals sprint out of the Northern pass. Fleeing for the Persian Camp like whipped hounds.

The Spartans give chase, but Leonidas stops them with a SHRILL WHISTLE.

LEONIDAS (CONT'D)  
Spartans stand down.

Bloody and breathless, the Spartans and other Greeks realize that they have won the night, then...

THE SOLDIERS HOWL AND YALF IN VICTORY. Spartans pound each other on the back. Shake their Thespian allies. The Arcadians dance around like headless chickens.

ALL HAILING GREECE. PRAISING THE GODS. SINGING SONGS OF TRIUMPH. Stelios aides an injured Sophus. Dilios congratulates Leuctra.

Artemis turns to Leonidas. Excited despite himself...

ARTEMIS

This reminds me of that time you  
and I beat those ten Messenians  
with our bare hands...

LEONIDAS

The moment is ours, brother. All it  
means is we have a hope of  
surviving tomorrow. Now get these  
men under control and lets rebuild  
our camp...

Behind them, SOMEONE ELSE WATCHES FROM THE SHADOWS...

EPHIALTES. Bent helmet, and ragged red cape on the ground at  
his feet. MUTTERING darkly.

PAN BACK TO

INT. SPARTAN CAMP - THERMOPYLAE PASS - JUST BEFORE DAWN

A few tents stand anew in the cleaned out camp. Spartans  
restock their weapons, armor, and food. Around a CENTRAL  
FIRE...

A LARGE GROUP OF SPARTANS are gathered. Some rub oil into  
their sore muscles. Some drink wine from sheepskin flasks.  
Some dress their wounds...

We notice that Sophus is amongst the hurt, a DEEP GASH in his  
shoulder. Stelios props him up, while heating an IRON POKER.

Everybody eagerly listens as Dilios relates the latest  
exciting news...

DILIOS

There is chaoc in the Persian camp!  
Our scouts just brought word the  
Medes and Scynthians are in open  
revolt...

Stelios pours wine into Sophus' mouth, then pulls the RED HOT  
IRON POKER out of the fire. At a nod, Stelios SEALS Sophus'  
TORN FLESH WITH A SIZZLING BURN.

DILIOS (CONT'D)

Xerxes is killing his own troops by  
the thousand!

The SPARTANS CHEER. Sophus screaming in pain and triumph.

## DILIOS (CONT'D)

When the sun rises we shall see who  
they fear more, their cowardly  
master, or the free men of Greece!

ANOTHER ROAR from the assembled Soldiers as Dilios thrusts  
his fist into the air.

CUT TO:

INT. KING LEONIDAS' COMMAND TENT - SAME TIME

Leonidas sits alone. SOUNDS OF SPARTAN CHEERING don't lift  
his head. Staring at...

GORGO'S LOCK OF HAIR in his hands. He hides it abruptly as...

Artemis enters.

ARTEMIS

You wanted to see me, Leonidas.

LEONIDAS

Yes, have we received any word from  
Sparta yet?

ARTEMIS

No messengers and no word.

Off Artemis' cynical look...

LEONIDAS

Have faith Artemis. Perhaps we'll  
hear today... Sparta will make the  
right decision.

CUT TO:

EXT. ROAD INTO SPARTA - THAT DAWN

As GORGO RIDES DOWN THE ROAD TOWARD SPARTA covered by her  
grey hood and cloak.

She looks over her shoulder as though she was being followed.  
Sees only the pale light of the imminent sun.

In the distance, the familiar outline of SPARTA emerges.  
Gorgo looks over her shoulder again...

This time there are TWO BURGUNDY CLOAKED HORSEMEN BEHIND HER.  
CLOSING FAST. Wearing DARK RED ARMOR AND HELMETS instead of  
bronze, these are the powerful KRYPTeia. Sparta's terrifying  
secret police.

GORGO  
Secret Police...

She spurs her horse, but still they gain ground. To Gorgo's left a long grove of Cyprus trees. She veers her horse off the road and charges into the twisting trees.

EXT. SPARTA CITY LIMITS - TEN MINUTES LATER

An olive grove stands just outside the rural edge of the city. A few sheep graze nearby. No humans in sight until...

GORGO SPRINTS from the olive grove. Hood falling back as she jumps down onto a small dirt path. Ducks behind a clay house. Seems to have lost her pursuers.

Gorgo darts through a snarl of buildings. Turns a corner into an alley and...

RUNS DIRECTLY INTO COUNCILMAN PHILON. Backed by a semi circle of secret police. Gorgo instinctively spins the way she came...

THE TWO SECRET POLICE who were chasing her now block her escape. Gorgo turns back to face the cruel sneer of a gloating Philon.

COUNCILMAN PHILON  
Welcome back to Sparta, Queen  
Gorgo. I trust you enjoyed Athens.

Gorgo doesn't give him the satisfaction of an answer.

COUNCILMAN PHILON (cont'd)  
I must now regretfully place you under arrest. Spartan law is clear when it comes to conspiracy with our enemies and sedition against the city. It will be for the council to decide your punishment...

He steps close enough for only Gorgo to hear.

COUNCILMAN PHILON (cont'd)  
But I have a feeling you will be joining your husband in death.

Gorgo's face remains calm, but she clenches her FISTS SO TIGHTLY THAT HER KNUCKLES CRACK.

MATCH CUT TO:

EXT. NORTHERN THERMOPYLAE PASS ENTRANCE -SAME MORNING

THE GLOVED FIST OF A PERSIAN SLAVE DRIVER as it rises into a bright morning sky. Then he lowers it onto the back of a toppled CISSIAN.

PERSIAN SLAVE DRIVERS

FORWARD!

WHIPS FALLING EVERYWHERE, as a HOLLERING HORDE OF BEASTLY CISSIAN BARBARIANS is driven down the pass toward...

The awaiting SPARTAN FRONT. Leonidas and Artemis once again in the first line of airtight shields.

LEONIDAS

Spartans, ready!

His sharp spear poised amongst ten as...

The CISSIANS are crushed in their primal charge. Wild and frenzied, some fight their Persian masters, or even each other...

The Spartan's give no quarter, slaughtering anything that moves.

ANGLE ON SUN ABOVE THE EMBATTLED PASS

As the Sun moves across the sky. From MORNING to AFTERNOON.

ANGLE BACK ON THE HOT GATES

Blazing heat. The Spartans still holding their positions. Currently engaged in hard core battle with a vicious troop of MULTICOLORED SARANGIANS. Fighting with EXOTIC BLADES and AXES.

The Spartans firm front lines have been diluted into a swath of SAVAGE MIXED COMBAT. The Sarangians falling one by one, until...

Leonidas and Artemis converge on the last Sarangian, their GENERAL and...

Skewer him from both directions... Artemis wipes some brains off his brow. Rejoins Leonidas in the front line.

On their left, Stelios and Sophus, on the right Dilios, and Leuctra, hoisting a battered Spartan shield.

The Northern pass is a human junk yard. Carpeted with mauled bodies. The Spartans have a moment to catch their breaths. Waiting...

SOPHUS

What could possibly be next?

Then a POUNDING BOOM, that sounds like the BEATING OF MASSIVE DRUMS.

STELIOS

You had to ask...

Nobody speaks as their NEXT OPPONENT ENTERS the Northern pass.

THOUSANDS OF EGYPTIANS. Huge, brutal warriors. Oiled, naked bodies rippling under the sweltering sun. Behind them the SOURCE OF THE BOOMING...

WAR ELEPHANTS! GARGANTUAN BEASTS WEARING DEVILISH BLACK AND RED ARMOR.

The Elephant's tusks capped with sharp blades. Their girded feet trained as weapons. Each houses a platoon of PERSIAN SPEARMEN.

The War Elephants CRY OUT as the Egyptian army rushes toward the Spartans, funneling into the narrow corridor...

The War Elephants advance, squashing both dead and live bodies beneath them. The clumsy beasts slide on the slippery piles of Persian corpses. Still the onslaught accelerates and...

The Spartans meet the Egyptians with resolve. Repelling a fierce and powerful attack.

At least TWO ELEPHANTS careen off path, plummeting off the cliff, taking a band of Egyptians with them...

The Egyptians keep coming. Climbing over each other to get to the Spartans. No matter how many fall, more advance.

The assault is relentless and the wearying Spartans are slowly forced back when...

A HUGE WAR ELEPHANT rumbles toward the Hot Gates with a full ton of momentum. It hits the Spartan line with incredible force and...

BREAKS IT. Trampling through the Soldiers.

ARTEMIS  
Bring that thing down!

The SPARTANS respond by immediately CLIMBING UP THE ELEPHANT'S LEGS. Moving like rapid spiders...

TWO SPARTANS reach the armed canopy. Make quick work of the PERSIAN BOWMEN. A SPARTAN takes the reigns and...

VEERS THE ELEPHANT TOWARD THE PRECIPICE. Jumping off just before the war machine plunges off the steep cliff, yet...

The Elephant has given the Egyptians the hole they need, and their attack intensifies. They thrust deeper and deeper into the Spartan core.

Leonidas and Artemis are pulled apart. Both struggling to keep the pass from collapsing. The Spartan cohesion unraveling.

Still more Egyptians advance, and it looks like the Spartans are going to be completely over run.

Ahead, Stelios is alone at the Hot Gates. Bravely battling four enemies, until...

CRACK. Stelios is felled by a club blow from the blind side.

A vicious EGYPTIAN WARRIOR appears in front of him. Heavy war clubs dangling from each hand, as Stelios struggles to his feet...

A stone's throw away, Artemis sees a dazed Stelios stumbling as the Egyptian warrior swings both clubs at once and...

OBLITERATES STELIOS' HEAD. Dropping his body like a puppet. The Egyptian HOWLS.

Artemis takes a moment to process what has just happened...

ARTEMIS  
STELIOS!

Something inside Artemis snaps, as he explodes toward his son's body. Berserk.

He runs through Egyptians unconsciously. A single flash of his sword for every man within reach.

Artemis pushes forward into the main Egyptian body. Literally forging a path.

His sword finally breaks against a Scimitar. Artemis proceeds to kill enemies with his bare hands...

SNAP. He breaks a neck. CRUNCH. A nose gets shoved into a brain...

Leonidas finally sees Artemis break rank. Pulls his sword out of an Egyptian skull, and takes off after him...

Leonidas kicks a man's ribs through his back. Guts another. Recklessly fighting his way to Artemis, who is standing above Stelios' body. Surrounded by a sea of bloody predators.

TWO MORE Egyptians stomp in front of Leonidas. ONE BROAD SLICE decapitates them both, and...

Leonidas steps behind Artemis, who turns abruptly. About to chop Leonidas with a Scimitar...

LEONIDAS

Artemis!

Artemis recognizes Leonidas, but doesn't answer him. Instead, he swings back around and strikes two men asunder.

Leonidas turns back to back with him. Both dispatching Egyptians left and right. There are just too many...

Suddenly Dilios and Leuctra appear. The four men now cover four directions around Stelios' body. Fighting to protect it. Actually holding the Hot Gates when...

THUNK! Leuctra is eviscerated by a PRONGED SPEAR. He falls to a knee. Chopping out enemy legs all around him. THUNK! Another spear, and he goes down fighting as...

Sophus and a contingent of Spartans recklessly rush in to relieve their leader. Their inertia carries the Spartans and other Greeks forward, displacing the Egyptians and reestablishing the front at the Hot Gates.

The Egyptians are losing heart. Fighting defensively. The Spartans, on the other hand, have found their second wind. They fall back into tight formation around Leonidas.

LEONIDAS (cont'd)

FINISH THEM!

In the front line, Leonidas, Artemis, Dilios, and Sophus are fighting as though possessed. Wiping what's left of the Egyptians off of the pass.

Leonidas finally stops their advance as the remaining Egyptians turn and flee...

The Spartans have prevailed again. But the heavy casualties show on their somber faces.

Leonidas turns to Artemis but he...

STORMS OFF THROUGH THE TROOPS. Heading south.

CLOSE ON ARTEMIS' GRAVE FACE...

MATCH FADE TO:

THE GNARLED FACE OF GENERAL ZAHIR AS

CHOP! His head is lopped off his neck. Tumbling through the air as THE FACE realizes what's happened to it.

EXT. NORTHERN PASS ENTRANCE - SAME TIME OF AFTERNOON

Xerxes and his entourage stand behind the headless body of Zahir and other unfortunate Generals. Xerxes is twitching in rage. Unstable and losing control.

He spins around to face his handlers and soldiers, all of whom cringe like traumatized animals.

XERXES

Xerxes will personally take control of Persia's army, because you have all failed!

Everybody prostrate on the ground, groveling for forgiveness. XERXES wipes his face...

He's SWEATING PROFUSELY.

CUT BACK TO:

EXT. SPARTAN CAMP - THERMOPYLAE PASS - SAME TIME

Next to a busy INFIRMARY area, where Spartans tend to their injured...

The bodies of all slain Spartans have been laid out. Each identified by a WOODEN TAG on their armor.

Living Spartans grieve over their friends and family. Sophocles kneels next to Stelios' body. CRYING softly. Looks up as Leonidas stands in front of him.

SOPHUS

I am sorry my Lord.

LEONIDAS

We should be proud that Stelios died for a great purpose - so that other men might be free.

Sophus nods, but can't stop his tears.

LEONIDAS (cont'd)

Has the Captain been here?

SOPHUS

I have not seen him.

Sophus hangs his head again. Leonidas rubs tears from his own eyes and...

SLOWLY KNEELS DOWN next to Sophus. Lowering his head as well. King and cadet mourn Stelios side by side.

From the SOUND OF LEONIDAS CRYING...

CUT TO:

BLACK SCREEN

A NEFARIOUS CHUCKLE. As it GROWS INTO A ROLLING, BOOMING, EVIL LAUGH. We recognize the voice, it belongs to...

XERXES.

INT. XERXES' TENT - LATE THAT AFTERNOON

Xerxes stands nude in his large, dark tent. Surrounded by breathtaking NAKED CONCUBINES. He hasn't felt this good in years... The reason?

Kneeling on the ground on front of Xerxes is the unmistakable, twisted form of... EPHIALTES.

Finally Xerxes stops laughing. Observes his new subject benevolently.

XERXES

Your Gods were cruel to shape you so, my friend. The Greeks were arrogant to reject you. But Xerxes is kind.

Xerxes snaps a finger and TWO CONCUBINES float over to Ephialtes. Pull him up on his knees. Massaging his gnarled body.

XERXES (cont'd)

In return for your valuable information we offer you everything that you desire. Every pleasure you have been denied, we will grant you.

EPHIALTES

Thank you, my Lord.

XERXES

Embrace Xerxes as your King and your God. Lead our Immortals to the hidden path that empties behind the cursed Spartans, and your joys will be endless.

EPHIALTES

I'll show you... But I want land, title, and most importantly, I want a military rank and uniform.

XERXES

Done.

And with that, Xerxes waves Ephialtes away. He bows repeatedly as the two Concubines guide him out of the room.

Xerxes licks his white teeth...

XERXES (CONT'D)

Finally, we will enjoy watching Sparta beg for its life!

CUT TO:

INT. SPARTA CITY COUNCIL CHAMBER - SAME AFTERNOON

The large, black Council chamber is filled with hundreds of concerned SPARTAN CITIZENS. A ring of Soldiers divides the audience, from the TWENTY EIGHT COUNCIL MEMBERS seated on the steps surrounding...

COUNCILMAN PHILON and QUEEN GORGC on the marble floor.

Gorgc dressed in a royal violet gown and wearing a delicate crown. Philon draped in plush robes, ceremonial sword hanging from his belt as he addresses the council...

## COUNCILMAN PHILON

Honorable Council of Sparta. It is with sadness that I bring this dire case before you, but we cannot ignore sabotage, even when it comes from our very own Queen. I herewith charge that Gorgo defied the people's military decisions and secretly conspired with our greatest rival Athens.

There is a ripple of surprise through the crowd. As Philon points straight at Gorgo...

## COUNCILMAN PHILON (cont'd)

Do you deny it Queen Gorgo?!

Gorgo strong and firm in her response...

## QUEEN GORGO

I admit to doing everything in my power to save Sparta. Athenian, Theban, Peloponnesian I would fight the Persians with anybody brave enough to do so. It is hubris that blinds those who would die for pride instead of purpose. Greece still has time to thwart Xerxes, but we must act now!

Philon gestures in dismissive fashion...

## COUNCILMAN PHILON

That is not the issue at hand. I give you one more opportunity to deny your guilt...

Queen Gorgo steps closer to Philon.

## QUEEN GORGO

You may control the council Philon, but you will never control the people.

Philon gets within a foot of Gorgo's loathing face...

## COUNCILMAN PHILON

Answer the charges Queen Gorgo...

Beat.

QUEEN GORGO  
 (Authoritative)  
 I am guilty...

The entire council chamber BUZZES LOUDLY as Philon raises his hands in triumph, and turns his back on Gorgo. Bad move as...

SHE GRABS HIS CEREMONIAL SWORD WITH BOTH HANDS.

GORGO REARS UP, HAIR AND BLADE FLASHING BROADLY and...

STABS PHILON THROUGH THE BACK before he can even react.

QUEEN GORGO (cont'd)  
 Of your death, you treacherous  
 wretch.

Philon looks almost confused as his body collapses in a bloody heap.

There is a shocked beat and...

The COUNCIL EXPLODES in every direction. Councilman running for their lives. Women screaming. Soldiers flooding the Council floor, tightly surrounding...

Gorgo standing in a pool of Philon's blood. CLANK! His gilded sword drops to her feet. She spits on it...

Behind the Soldiers, an OLD COUNCILMAN is trying to reinstate order.

OLD COUNCILMAN  
 Take the Queen to her home where  
 she shall remain under guard.

The Soldiers move in. Gorgo doesn't resist as they grip her arms...

GORGO  
 Do not forget Leonidas. He still  
 fights for us all!

They escort Gorgo out. FROM HER BLOOD SOAKED GOWN...

MATCH CUT BACK  
 TO:

EXT. SPARTAN CAMP - THERMOPYLAE PASS - THE SAME EVENING  
 BLOOD SOAKS A BANDAGE AS...

Dilios dresses a nasty wound over his left eye. Leonidas walks over to him. Armor battered. Proud red cloak shredded. Dilios stands...

DILIOS

A victory for the histories King Leonidas. I can hardly believe it myself.

LEONIDAS

How's the eye Dilios? I trust that scrape hasn't made you useless.

As Dilios tightens his wrap.

DILIOS

Hardly my Lord. The Gods saw fit to grace me with a spare.

LEONIDAS

Tell me, have you seen the Captain?

DILIOS

Not since the battle.

Leonidas puts his arm around the bard...

LEONIDAS

Lend me your talents, the men need a boost for tomorrow. If we can beat Xerxes once more, we may hold this pass and see Sparta again after all... So go tell them a story that will get their blood up.

Dilios enthusiastic.

DILIOS

Right away my Lord.

CUT TO:

EXT. SPARTAN CAMP FIRE - MINUTES LATER

As Dilios tells the story of Marathon to a captive audience of Spartans.

DILIOS

Xerxes repeats Persia's folly of ten summers past, when thirty thousand slaves landed at the plain of Marathon.

(MORE)

DILIOS (cont'd)

They looked up at the beautiful greek landscape and sciled their pants at the sight of armored men charging at them from a long milc away.

Dilios' mannerisms become feminine...

DILIOS (CONT'D)

The men were no Spartans, rather Athenians. With their leather skirts and lovingly sculpted breastplates. What a pretty pack they must have been. Foppish, frilly, citizen soldiers. And still they drove every last Persian back into the oca.

Dilios turns urgent...

DILIOS (cont'd)

Brothers! How can we fail against foes so fearful of combat, they'd risk showing their backsides to those Athenian boy lovers?

The entire camp breaks out in CATHARTIC LAUGHTER. Even Sophuc can't help but join in. Nobody seems to notice as...

A DISHEVELLED ARTEMIS moves into the area where the dead Spartans now lie covered in their cloaks.

Artemis has taken off his armor, wearing just a shirt and trousers. Sword hanging from his waist.

He knows exactly which body he's going for. He pulls back the cloak, picks Stelios up and...

CARRIES HIM AWAY FROM THE CAMP. Down the Southern pass.

Artemis walks past SOLDIERS who avert their gaze, then stare after him. Artemis' face set in stone as he sees...

LEONIDAS. Standing directly in front of him. Leonidas spots Artemis, then the body.

LEONIDAS

Captain I've been looking for you... Where are you taking that body?

Artemis strides right past Leonidas like he wasn't even there. Leonidas firm and loud...

LEONIDAS (cont'd)  
 Stop right there Captain. Let's  
 talk about this.

Artemis keeps walking. Leonidas now follows him. Growing more adamant, more angry...

LEONIDAS (cont'd)  
 I am giving you a direct order to  
 desist... Obey your King!

No response. Artemis continues through the LOUD ARCADIAN CAMP which...

Falls silent at the grim sight of Artemis and his dead son.

An apoplectic Leonidas watches Artemis descend the pass. The Arcadians already whispering among themselves, as...

Leonidas walks through them. Following Artemis past the other Greeks until they are well out of ear shot.

Leonidas moves in front of him. Physically blocking his path...

Artemis finally stops. Fury burning in his eyes.

LEONIDAS (cont'd)  
 I know you are grieving brother,  
 but this is not the solution. Give  
 me the body.

Artemis doesn't move. Leonidas reaches out and tries to pull the body away from him. Artemis yanks back hard and...

STELIOS' BODY DROPS. HITTING THE GROUND WITH A THUD as...

ARTEMIS PUNCHES LEONIDAS IN THE MOUTH. Leonidas stumbles back.

ARTEMIS ALREADY UPON HIM. Fists a vicious blur. Leonidas finally spins and...

KICKS ARTEMIS OFF HIM. Both men on their feet. Circling each other.

ARTEMIS  
 YOU KILLED MY SON.

LEONIDAS  
 Have you lost your mind, Artemis?

Artemis lands a blazing combination.

## ARTEMIS

I have finally found it. Too long have I obeyed you blindly. Wasting my life was one thing, but you had to waste Stelios'.

Artemis CONNECTS with an elbow. Sending Leonidas back into the wall.

Leonidas ducks and Artemis crushes stone with his fist. Leonidas punches him in the diaphragm. Deflating Artemis' lungs. Folding him.

## LEONIDAS

Stelios was my family. I loved him.

Leonidas restrains his next blow. Artemis looks up at him through a mask of hatred and pain...

## ARTEMIS

You loved yourself. Arrogantly using human lives to build your legacy. You are no savior. Merely a stubborn fool who has failed both your country and your kin.

This enrages Leonidas, who throws Artemis to the ground and kicks him brutally...

## LEONIDAS

Who raised you when our mother died? Who has looked out for you, your entire life?

Leonidas moves to kick Artemis again, yet he...

FLIPS FORWARD ONTO HIS FEET. SWORD SUDDENLY POISED LIKE A VIPER. Inches from Leonidas' throat, but...

LEONIDAS' BLADE HAS ALREADY MATERIALIZED UNDER ARTEMIS' ARM.

Neither man moves a muscle. Bleeding.

## LEONIDAS (CONT'D)

Have I not always been your brother?

Artemis growls...

## ARTEMIS

You have always been my King. When you had no other subjects, you had me...

(MORE)

ARTEMIS (cont'd)

I am making my own decisions now.  
And I am taking my son back to  
Sparta, where I will properly bury  
him. So, either kill me or step  
aside.

Beat. Leonidas twitches and takes a slow step away from  
Artemis. Lowers his arms to his side.

Artemis limps over to pick up Stelios' body, and silently  
continues down the pass.

Leonidas watches him disappear. Then slowly heads back North  
toward the Camps...

EXT. ARCADIAN CAMP - MINUTES LATER

As Leonidas walks through the Arcadian camp, lost in a  
thousand thoughts. He doesn't even notice THE ARCADIANS  
BUZZING AMONGST THEMSELVES. Something has happened.

Leonidas continues toward the Spartan camp until...

DAXOS comes sprinting down the pass. Frantic.

DAXOS

Leonidas! We are undone!

Leonidas snaps back into focus.

LEONIDAS

What is it?

DAXOS

A traitor has led the Persian  
troops to the goat path. Our scouts  
tell us they march over the  
mountain in the thousands. By  
morning we will be trapped in the  
Hot Gates and slaughtered...

Leonidas takes stock of the hysterical Daxos. Then continues  
into the Spartan camp. Daxos at his heels.

Every Spartan and all the other Greeks listening intently...

DAXOS (cont'd)

The battle is over Leonidas. There  
is no glory to be had now; Only  
retreat or death.

Leonidas shakes his head. Turns to face Daxos and every  
Soldier around him. All hanging on Leonidas' every word...

## LEONIDAS

I will not retreat. I will fight for liberty till the end, not as a King, but as a free Greek. Let every soldier here search his own soul. I will proudly die with any man who refuses to accept the triumph of evil.

Leonidas walks straight into his tent, leaving Daxos and many others resigned...

## DAXOS (CONT'D)

Good luck Leonidas.

And Daxos turns and walk back toward the Arcadian camp. Most other Greeks shift uncomfortably and look at their SANDALS...

## SMASH CUT TO:

## EXT. MOUNTAIN GOAT PASS - LATER THAT NIGHT

BOOTS RUNNING. Fast and light-footed through the black night. Dozens of unified feet barely making a sound, as they advance over the stony goat pass...

IMMORTALS. Black cloaks blending into the night. Armored bodies hungry for revenge.

## DOWN THE TWISTED PATH

The PHOCIANS are camped in near darkness. The embers of a spent fire glow softly at the feet of...

THREE Phocians on guard duty. Facing the Northern portion of the Goat pass. Lax, as they drift in and out of sleep.

One of the Phocians suddenly sits up and focuses his eyes. Sees something. Too late...

THUNK. THUNK. THUNK. All three Phocian guards slump lifeless. Neatly impaled by silent scimitars, as...

The IMMORTALS swarm onto the camp like locusts. Killing every last sleeping Phocian. Then moving on relentlessly...

## CUT BACK TO:

## INT. LEONIDAS' COMMAND TENT - SPARTAN CAMP- SAME TIME OF NIGHT

Leonidas is polishing his armor. Carefully. Ritualistically. He doesn't stop when...

Dilios walks into the tent.

DILIOS  
You wanted to see me, my King?

LEONIDAS  
Yes Dilios. I have a very important task for you alone.

DILIOS  
Anything.

Now Leonidas sets down his armor.

LEONIDAS  
I want you to leave this pass with the other Greeks... before dawn.

DILIOS  
But Sire, I am ready for combat.

Leonidas stands and puts both hands on Dilios shoulders. Serious.

LEONIDAS  
You have a talent for oration unlike any other Spartan. You will immediately deliver my final orders to the Spartan Council with force and verve. You will tell this tale of our sacrifice to every last free Greek, so that they may rally around this deed and finish the task we began. You will agitate the candle of democracy into a raging fire. You Dilios, must not fail.

Dilios accepts his destiny with conviction.

DILIOS  
I swear I will succeed.

Dilios lingers...

Dilios (cont'd)  
Forgive me Sire, but have you any... personal message that I might deliver?

LEONIDAS  
For the Queen?

Thoughtful beat.

LEONIDAS (cont'd)  
 Tell her that I died proudly, and  
 will patiently be waiting for her.

Dilios gives Leonidas a final, somber salute.

DILIOS  
 God speed my Lord.

And he exits the room...

Leonidas sits heavily. Picks up his armor and begins to meticulously shine it again...

EXT. SOUTHERN PASS OUTLET - PREDAWN

The blanket of night just beginning to lift. Thousands of Arcadians and other Greeks make their way down and out of the rocky pass. Away from the Hot Gates. Very little talk as they leave the battle scene behind them.

Nobody looks back, except Dilios... Who reluctantly follows the other Greeks south.

Toward Sparta.

CUT TO:

INT. BEDROOM - LEONIDAS' PALACE IN SPARTA - SAME TIME

A grieving Gorgo paces around the room in soft white robes. On the wall A SUIT OF LEONIDAS' ARMOR stands unused. She regards it, then...

Places a trembling hand on her stomach as if it possessed something. She rests her other hand on the cold bronze breastplate...

FADE TO:

INT. SAME ROOM - TWO WEEKS PRIOR

Leonidas sits on the bed with Gorgo. Holding her hand. We recognize the scene from the night he was thwarted by the Ephors. Leonidas pulls Gorgo toward him...

Gorgo knows desire when she sees it. Soft robe falling off her perfect body.

Husband and Wife just inches from each other. He raises a hand. Gently touches Gorgo's face, her neck, her breast. He whispers...

LEONIDAS  
I love you.

GORGO  
I love you.

LEONIDAS  
Sparta needs sons.

She undoes his cloak, his belt. They kiss passionately as Gorgo pulls Leonidas back into their bed...

FADE BACK TO:

INT. LEONIDAS' COMMAND TENT -SPARTAN CAMP -EARLY MORNING

As Leonidas sits up from his cot. Obviously, he did not sleep a wink. He rises to his feet...

Washes his face in the bowl of water. And repeats the ritual of putting on his heavy bronze armor. He checks his sword, then...

FOLDS UP HIS OLD MAP and slides it beneath his breastplate...

Finally, Leonidas picks up Gorgo's lock of hair, regards it for a long moment. Then raises it to his lips and kisses it.

LEONIDAS  
With your support my love, I shall  
not fail.

He tucks the hair behind his armor as well. Ready, Leonidas exits his tent to find...

EXT. LEONIDAS' COMMAND TENT - SAME TIME - DAWN

Sophus, standing at nervous attention. Jumps as Leonidas steps out of his tent. He looks at Sophus with a flash of remorse.

LEONIDAS  
Good morning Soldier.

Sophus bows.

SOPHUS  
Good Morning, my Lord.

LEONIDAS  
How many men are assembled?

SOPHUS

Every last Spartan is waiting for  
you at the pass...

Leonidas begins to walk. Sophus at his side. The camp is  
eerily EMPTY.

LEONIDAS

Did any other Greeks decide to  
stay?

SOPHUS

Only a small handful of Thespians  
and brave farmers, Sire...

LEONIDAS

And the Captain?

Sophus looks at his feet.

SOPHUS

No, Sire.

EXT. HOT GATES - THERMOPYLAE PASS - SECONDS LATER

EVERY SINGLE SPARTAN is standing in perfect formation.  
Uniforms cleaned and buffed. A small number of surviving  
Thespians and farmers included among them.

They all stand at attention as Leonidas approaches and moves  
through to the front. Sophus joins the foremost line.

Leonidas takes a moment, walks back and forth. Surveying his  
troops with collected intensity...

LEONIDAS

Proud Greeks. Today, we light a  
flame that will burn in the hearts  
of free men for centuries to come.  
It is our sacrifice today, that  
will finally unite Greece, and  
preserve the future of democracy.  
Today, we depart this pass and  
attack!...

The Spartans collectively thrust their spears into the air.  
PASSIONATELY SHOUTING THEIR APPROVAL.

LEONIDAS (CONT'D)

Together we will charge into the  
heart of the Persian forces with  
one purpose: To kill the coward  
Xerxes!

(MORE)

LEONIDAS (CONT'D)

Today marks the beginning of a new age. Stories will be told for thousands of years about the free men who gave their lives to defend it...

Leonidas hoists his spear.

LEONIDAS (cont'd)

FOR FREEDOM!

The Spartans thrust their spears again.

COLLECTED SPARTANS

FOR FREEDOM!

Leonidas turns North toward the Persian Camp...

LEONIDAS

Ten man attack formation, Soldiers!

As the Spartans fall into formation, and follow Leonidas down the pass. THE SPARTAN FLUTES begin to play.

FROM THE FLUTIST'S FINGERS

SMASH CUT TO:

INT. XERXES' PERSONAL TENT - SAME TIME OF MORNING

SLENDER FINGERS pluck an ORANGE from a golden bowl of RIPE FRUIT. A Persian CONCUBINE peels it with practiced ease. Feeds the succulent pieces to...

XERXES. Sitting in front of a long table overladen with breakfast. Various SLAVES and HANDLERS feeding and serving him.

A nervous looking (recently appointed) PERSIAN GENERAL slips into the tent. Helmet in his hands.

PERSIAN GENERAL

Lord Xerxes, forgive my intrusion...

Xerxes ignores him, adding to the General's discomfort.

PERSIAN GENERAL (cont'd)

Great Lord, there is something that you need to see...

Xerxes takes a long draught out of a bejeweled goblet.

PERSIAN GENERAL (cont'd)  
 It's... The Spartans, Holy One.  
 They are approaching...

This gets Xerxes attention. He pushes his handlers away roughly.

XERXES  
 They've decided to surrender.

PERSIAN GENERAL  
 I... It doesn't look like it...

Xerxes stands. A twinge of disbelief shades his face.

XERXES  
 Then what?

SMASH CUT TO:

EXT. NORTHERN PASS ENTRANCE - SAME TIME OF MORNING

The SUN now rising majestically. Out of the mouth of the pass come... The SOUND OF SPARTAN FLUTES playing their serene war song. Followed by...

THE SPARTAN SOLDIERS. RUNNING. In a FIFTEEN BY TWENTY MAN FORMATION. A near perfect square of proud red and shining bronze. Hundreds of feet fused together into a single, determined machine.

Leonidas sets the fast pace in front of them. Rushing towards...

EXT. PERSIAN CAMP - SAME TIME

On an ELEVATED KNOLL, Xerxes stands next to his GENERALS and HANDLERS.

Beneath and all around them the Persian tents and men spread out like weeds. PERSIAN SOLDIERS run frantically. Arming themselves.

But Xerxes is not concerned with his sprawling troops, nor they with him. Instead everyone on the knoll is intensely focused on...

THE ADVANCING SPARTAN SOLDIERS IN THE DISTANCE...

Xerxes feels a very human chill run up his spine.

XERXES  
 Unbelievable... Bring us our armor!

The General rushes off to organize the Persian forces...

CUT BACK TO:

EXT. NORTHERN PLAIN - SAME TIME

As the troop of Spartans rushes toward the Persian Camp behind Leonidas. Well beyond the point of no return. Gradually, some of the Soldiers look behind them where...

A LONE SPARTAN SOLDIER RUNS OUT OF THE NORTHERN PASS. More and more Soldiers turn their heads to see...

THE SOLITARY SPARTAN SPRINTING MADLY TO CATCH UP WITH THE REST OF THE MOVING CORE...

Leonidas spots him as well. Red cloak streaming from his shoulders, it is...

ARTEMIS. Back in full armor. Spear and shield glistening in the sun as he overtakes the running troops and...

Falls into rapid step beside Leonidas. Their eyes meet...

ARTEMIS  
Forgive me, my Lord.

LEONIDAS  
Forgive me, Captain.

Leonidas extends his hand...

LEONIDAS (cont'd)  
Together.

Artemis grabs it firmly.

ARTEMIS  
Always.

United again, the two brothers lead the Spartans on as...

A VOLLEY OF PERSIAN ARROWS streaks through the skies... The fast moving Spartans run right under them.

Closer and closer the Spartans come. Artemis takes control of the troops...

ARTEMIS  
DELTA FORMATION!

The Spartans SMOOTHLY TRANSFORM FROM A RECTANGLE INTO A SHARP TRIANGLE.

## ARTEMIS (cont'd)

## ATTACK!

The Spartan spears lower like the bristling jaws of a shark.

Leonidas accelerates. RUNNING AHEAD OF THE DELTA FORMATION. Leading it recklessly. Oblivious to missiles and terrain.

The Spartans break into a SPRINT just to keep up with their rampaging King.

Ahead, PERSIAN INFANTRY in various states of dress and readiness, scramble to form a defensive wall. In disarray as...

LEONIDAS AND ARTEMIS HIT THE CAMP HARD. Tearing through the Persians like steel through parchment. Thousands of Persians coming their way as...

THE SPARTAN PHALANX smashes into the camp like a rock slide. Plowing tents, men and equipment with an afterthought.

Leonidas and Artemis merge into the point positions of the Phalanx as the Spartans drive into the heart of the Persian camp. Gradually slowing like boots in heavy mud. More and more Persians surround them in a teeming human whirlpool.

Sword blurring, Leonidas forces his way onwards by sheer willpower. Spartans now beginning to fall as their spears break, and they are picked off by LANCES AND ARROWS.

Ahead, Leonidas sees Xerxes standing on his throne at the top of the nearby knoll. He turns to Artemis.

LEONIDAS

We're losing too many men back there. Bring it in...

ARTEMIS

(To the Troops)  
TORTOISE FORMATION!

THE SPARTANS TRANSFORM FROM A TRIANGLE INTO A DOMED CIRCLE. Their shields forming the spiked tortoise shell as they ward off heavy attack from all directions.

Eventually the crush of Persian soldiers is so great it traps the Spartans completely. Slowly, inexorably squeezing them.

THE ONE HUNDRED remaining Spartans are as tight as they can get. About to be crushed by the sheer mass of bodies when...

A HORN freezes the melee. The Persians instantly desist, slowly stepping away from the embattled Spartans, who hold their defensive position.

The Persian mass forms a broad circle. Soldiers' swords twitching. Archers cocking FLAMING ARROWS.

Leonidas steps out of the battered phalanx. Covered in dust and blood. He stands unflinching as the bog of Persians parts revealing...

THE MERCILESS IMMORTALS. Ranks replenished, they march in front of Xerxes' HUGE GOLDEN THRONE. On it sits XERXES. Awe inspiring in his solid gold armor and detailed TIGER HELMET.

The throne stops a safe distance from Leonidas. But close enough for him to catch Xerxes' eyes through his elaborate headpiece.

The Persian General steps out in front of the Immortals. Silk fabric of his headgear fluttering in the breeze.

PERSIAN GENERAL

Persian compliments, Leonidas. You play a brave game, and you play it well. You now have a chance to truly turn calamity into victory. Despite your insufferable arrogance, the God King has come to admire Spartan valor and fighting skill...

Leonidas stares out at the ocean of Persians through the slits of his helmet... Vision focused. Breathing heavy.

PERSIAN GENERAL (cont'd)

Why die now? You fight for Sparta? She will be wealthier and more powerful than ever before. You fight for Greece? Sparta can control all of Greece under your rule as warlord. Your victory will be complete... If you simply lay down your arms and kneel to the true master of the world, Xerxes.

He motions to Xerxes on his throne. Waiting arrogantly...

Leonidas pulls off his scarred helmet. Drenched in sweat. Turns his head to the Phalanx.

LEONIDAS

Captain...

Artemis steps out next to him. Every man waiting on the outcome of their private conversation...

LEONIDAS

You've always trusted me to make the decisions for both of us. I need you to know that I always tried to make the right ones.

ARTEMIS

You make the decisions the rest of us cannot. I will forever be your proud brother and your loyal subject, Leonidas.

LEONIDAS

Thank you Artemis...  
(re: Persians)  
These heathens are waiting for our answer. This time I want you to decide.

Artemis regards him for a spell. Nods slowly...

ARTEMIS

Just follow my lead.

Artemis turns to the Persian General, and takes off his helmet. Drops it to the floor. Leonidas does the same. Then Artemis loses his shield. Leonidas follows suit.

PERSIAN GENERAL

Good just your spears please...

ARTEMIS

Of course.

Artemis looks back at Leonidas. Lowers his spear and...

SPINS AROUND SHARPLY. Swinging the spear in a broad arc. Releasing it like a discus...

KUNCH! It slams through the Persian Generals' eye, brain and skull. Lodging in his head as he falls.

Disbelieving beat. Then...

PANDEMONIUM!

Xerxes rears a LONG, MULTI TAIL GOLDEN WHIP. Frothing at the mouth.

XERXES

Slaughter them. SLAUGHTER THEM ALL!

The Persian Archers release their flaming arrows. The Persian foot soldiers and Immortals attack from every direction.

Leonidas wields TWO SPEARS like extensions of his arm.

LEONIDAS

FREEDOM!

The Spartan's Phalanx is broken apart. They each fight against insurmountable odds. Valiant. Yet one by one the Spartans fall...

Splintered by axes. Gutted with spears. Crushed by shields. Felled by missiles. The Spartans dwindle to a mere handful...

Leonidas and Artemis amidst TEN WARRING SPARTANS.

Leonidas spots an arrow riddled Sophus get stabbed repeatedly by a HOST OF IMMORTALS. Trampled under their boots.

Leonidas and Artemis stand with THREE REMAINING SPARTANS. All the men pierced with arrows and bleeding from multiple wounds.

Xerxes LAUGHING on his throne. Enjoying this immensely.

One Spartan falls. A second. A third and...

Leonidas and Artemis find themselves BACK TO BACK again. Enveloped in an ocean of HUNDREDS OF PERSIAN SPEARS. Inches from impaling them from every direction.

The brothers share a last look...

ARTEMIS

Shall we my King?

LEONIDAS

For the last time good Captain.

Leonidas looks beyond him at Xerxes...

ARTEMIS

Tell me what you want me to do.

LEONIDAS

Clear me a path in Xerxes' direction. His pretty gold armor is soft.

Artemis gives him a final salute...

CAPTAIN  
Goodbye brother.

Artemis taps into a hidden reserve of strength and bulls his way forward into the thicket of spears. Gathering them all with broad arms. Bringing them in to one point...

HIS STOMACH. As Artemis impales himself on fifty spears. Pushing their wielders back. Clearing a small and fleeting pocket of room.

Leonidas disengages his enemies. Spins and takes two big steps toward Xerxes.

LEONIDAS  
XERXES!

SPEAR cocked behind his head, Leonidas takes careful aim and releases the sharp missile...

ZOOM AHEAD

As the razor sharp spear flashes through the air.

CUTTING THROUGH XERXES' SOFT GOLD ARMOR. Exploding through his muscular shoulder, before embedding itself into the throne behind.

Xerxes is pinned. A shocked, blood splattered mess. He rips himself free and collapses into a heap. HOLLERING like a dying hound. The Immortals quickly take control of the throne and retreat...

LEONIDAS NOW FIGHTS ALONE. Proud. Powerful. Unwavering.

He is finally overcome by sheer numbers. His noble red cape disappears into the vast, but disaffected, sea of Persians.

When it is over, there is no victory amongst the Persian troops. Only confusion and uneasy relief.

Slowly they disperse from around the mauled and blood soaked battle scene...

ANGLE ON LEONIDAS' CRESTED HELMET

The helmet sits upright on the ground. A FLAMING ARROW still burning inside.

DILIOS (V.O.)  
 Thus, my King Leonidas died. And  
 thus my brothers died, barely a  
 year ago...

ANGLE ON FLAME

MATCH CUT TO:

A DIFFERENT FLAME. MUCH STRONGER AND LARGER

EXT. UNITED GREEK ARMY CAMP - TOWN OF BOEOTIA - ONE YEAR  
 LATER

This small, clay town, now turned into a MASSIVE GREEK  
 MILITARY CAMP. In the town square stands A GREAT BONFIRE.

Around it, THOUSANDS UPON THOUSANDS OF DIVERGENT GREEK  
 SOLDIERS. Sitting in rough organization. ATHENIAN BLUE.  
 PELOPONNESIAN YELLOW. MEGARIAN PURPLE. THEBAN GREY. And  
 SPARTAN RED. All listening intently to...

DILIOS. Black patch over his lost eye. Well groomed, and  
 draped in a fresh red Spartan cloak. Inciting the UNITED  
 GREEK SOLDIERS with passionate intensity...

We realize HE HAS BEEN NARRATING THIS ENTIRE STORY. Now  
 drawing it to a pitched finale...

DILIOS

Indeed, Leonidas was right all  
 along; word of his great deed  
 spread through all free Greeks like  
 wildfire. How the brave three  
 hundred laid down their lives so  
 far from home, not just for Sparta,  
 but for all Greece. And how did  
 Greece respond? By uniting into  
 this very Hellenic alliance. The  
 largest, most powerful body of  
 Hoplites the world has ever seen!  
 All are here for one sole cause; To  
 drive what is left of the Persians  
 from our sacred lands. Cowardly  
 Xerxes has abandoned his troops...  
 Tomorrow we crush them forever!

THE ENORMOUS ROAR OF THOUSANDS OF GREEKS FILLS THE NIGHT as  
 MEN OF ALL AFFILIATIONS RALLY AROUND DILIOS.

DILIOS (cont'd)  
 FOR GREECE!

THOUSANDS OF GREEKS  
(Deafening)  
FOR GREECE!

SMASH CUT TO:

EXT. BOEOTIAN PLAINS - THE NEXT MORNING

A fresh regiment of SPARTAN SOLDIERS marches onto the spacious plains. Bronze armor gleaming, red capes swirling...

WE PULL BACK TO SEE

They are just one regiment in a VAST ARMY OF RED CLOAKED SPARTANS. A FULL TEN THOUSAND MEN MARCH IN PERFECT FORMATION.

WE PULL BACK AGAIN TO SEE

The Spartans are just a piece of A MASSIVE GREEK ARMY: TWENTY THOUSAND ATHENIANS advancing directly beside them. TEN THOUSAND PELOPONNESIANS behind...

More and more GREEK HOPLITES IN VARIOUS TROOPS AND DIFFERING COLORS. Until a full SIXTY THOUSAND MEN blanket the yawning plains...

WE PULL BACK ONCE MORE

BIRDS EYE VIEW

AS THE SIXTY THOUSAND GREEKS CHARGE TOWARD A MUCH LARGER, BUT BADLY DISORGANIZED PERSIAN ARMY...

THE END