JOSEPH Z. CHEN

HONEYPOT™



FLATOUT GAMES

AEG

RULEBOOK

CREDITS

GAME DESIGN

Joseph Z. Chen

DEVELOPMENT

Joseph Z. Chen, Randy Flynn, Ashwin Kamath, Molly Johnson, Robert Melvin, Shawn Stankewich

CREATIVE DIRECTION

Joseph Z. Chen, Molly Johnson, Shawn Stankewich

ILLUSTRATION

Kwanchai Moriya

GRAPHIC DESIGN

Brigette Indelicato, Dylan Mangini, Joseph Z. Chen, Shawn Stankewich

EDITING

Joseph Z. Chen, Molly Johnson, Shawn Stankewich

AEG DIRECTOR OF PROJECTS

Adelheid Zimmerman

PRODUCTION

David Lepore, Nicolas Bongiu, Adelheid Zimmerman

SPECIAL THANKS

Marleen Arenivar, Kimberley Bamburak, Haley Shae Brown, Brian Chandler, Larissa Chen, Sammers Chen, Jen Cho, Max Clendenning, Kevin Grote, Patrick Hayden, Tami Hurlburt, David Iezzi, Anuj Khattar, Carla Kopp, Nick Kopp, Charlotte Kyle, Jason Lindquist, Peter McPherson, Robert Newton, Aaron Russin, Cody Thompson, Nicholas Trahan, Emily Vincent, Josh Williams, Kyndra Williams, Amanda Wong. Arcane Comics, Blue Highway Games, Old Man Games, Playtest Northwest, Seattle Tabletop Designers, and Zephyr Workshop.

©2026 Alderac Entertainment Group.
2505 Anthem Village Drive, Suite E-521, Henderson, NV 89052, USA.
Honeypot and all related marks are ™ or ® and © where indicated
Alderac Entertainment Group, Inc. or Flatout Games. All rights reserved.
Made in China.

Honeypot™ is an 'I stack, you choose' set collection game for 1-6 players where you try to stack the cards in your favor! In Honeypot, players take on the role of secret agent bears trying to gather the best intel and spy supplies without getting stung! Players arrange secret caches for their opponents and carefully sift through the folders passed to them. The question is: how far to dig for valuable intel and spy supplies? Have your opponents passed you the sweetest honey, or a swarm of bees? In this thrilling game of setting traps and trying to avoid them, only the agent with the best instincts will capture the best set of items to come out on top!

COMPONENTS

- 172 Honeypot Cards
- 8 Round Bonus Cards
- 18 Swiping Tokens
- 6 Unique Character Identity Cards
- 6 Unique Secret Cache Folders
- 1 Turn Rotation Marker
- 1 Beeees! Token
- 1 Rulebook



Honeypot Cards



Round Bonus Cards



Character Identity Cards



Secret Cache Folders



Turn Rotation Marker



Beeees! Token



Swiping Tokens

SETUP

1. Give each player a Character Identity Card and matching Secret Cache Folder, along with 2 Swiping Tokens.

2. Place the remaining Swiping Tokens in a pile or stack within easy reach of all players.

3. Place the Beeees! Token within easy reach of all players.

4. Shuffle the Round Bonus Cards. Select 5 at random and place them facedown within easy reach of all players, as shown. Place the remaining Round Bonus Cards in the box – they will not be used this game.

5. Shuffle the Honeypot Cards thoroughly and place them facedown in one or more stacks within easy reach of all players to form the Honeypot Deck.

6. Select 1 player at random to be the first player, and give them the Turn Rotation Marker. Place the clockwise side of the Turn Rotation Marker faceup for the first round.

4 Player Setup Example



GAMEPLAY

The goal of Honeypot is to be the player with the most points at the end of the game. The cards you collect throughout the game determine your score. Some cards and combinations of cards provide you with points, but others may subtract points from your total.

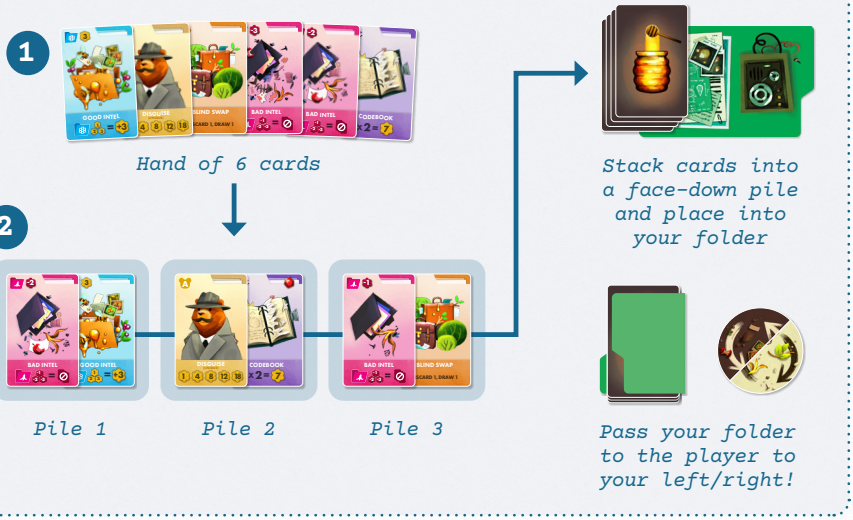
Honeypot is played over a total of **5 ROUNDS**.

1 DRAWING CARDS

Each round begins with all players drawing 6 Honeypot Cards from the deck. If at any time the deck runs out of cards, shuffle the discard pile facedown and use it as the new deck.

2 ARRANGING A SECRET CACHE

Players simultaneously and privately look at the 6 cards that they drew and carefully arrange the order of the cards however they like to form their secret cache. Once players are satisfied with the sequence of their cards, they place them face down into their Secret Cache Folder, pass it to the player to their left or right, according to the Turn Rotation Marker, and then stop and wait for all players to complete this step.



Arranging and revealing the secret cache is the heart of the game. When arranging, players should consider which cards are paired together into the 1st, 2nd, and 3rd pairs of cards that will be revealed. The aim of arranging your secret cache is to try to trick other players into taking the LEAST favorable cards, knowing that they will ultimately be selecting from one of the three pairs and that they will be revealed one pair at a time, starting with the pair at the top of your secret cache (see Revealing a Secret Cache).

[Important Note: When the player to your left or right passes the secret cache they have arranged to you it is important to remember NOT to pick up or reveal the secret cache like you might a stack of cards in another card game. The secret cache must be revealed in a specific way as described in the next section!]

3 REVEALING A SECRET CACHE

REMEMBER YOU MUST REVEAL THE CARDS 2-AT-A-TIME!
DO NOT LOOK AT ALL OF THE CARDS!

Once all players have arranged the cards in their Secret Cache Folder and passed the folder to the next player, players take turns revealing pairs of cards (starting with the top two) from the secret caches they have been passed, and deciding when to stop and keep one of the pairs.

Starting with the player who has the Turn Rotation Marker, the active player takes the secret cache of cards they were passed out of the folder and flips over ONLY the TOP 2 cards of the cache, revealing them to all players. The active player must then choose whether they want to keep this pair of cards or pass on them and continue to reveal cards.



Open the folder and reveal the top 2 cards, then decide to keep them or discard them and reveal the next 2 cards

DISCARD + KEEP GOING

KEEP + END TURN

If they decide NOT to keep the first pair of cards, they must flip over and reveal the next top 2 cards in the secret cache. Again, they must choose whether they want to keep this pair of cards or pass on them and continue to reveal cards.

If they decide not to keep the second pair of cards, they then must reveal the last 2 cards of the cache and MUST keep the final pair of cards.

When revealing pairs of cards from the secret cache and deciding which to keep, you must think carefully about where the best cards may be hidden within the cache. Be careful - if you end up passing on both of the top 2 pairs, you will be forced to keep the last pair of cards whether they help you or not!

ACTION CARDS

When you keep an action card you must resolve it immediately and then discard it. If both cards you keep are actions, resolve each card separately, in any order.



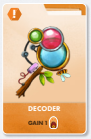
BLIND SWAP (DISCARD 1, DRAW 1)

Discard 1 of the cards you've kept (from this round or a previous one) and then draw and reveal 1 card from the top of the deck to keep. You may resolve a Blind Swap before or after you keep your other card (meaning if you choose a Blind Swap when you have no cards in front of you, you do not need to discard the other card you kept that turn if you choose not to).



DEAD DROP (DRAW 2)

Draw and reveal 2 cards from the top of the Honeypot Deck to keep. If either of the drawn cards are Action Cards they may be resolved in any order.

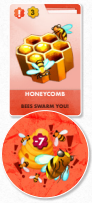


DECODER (GAIN 1 SWIPING TOKEN)

Gain 1 Swiping Token from the supply.
(Note: If the supply is out of Swiping Tokens, use another item to represent a Swiping Token - they are not intended to be limited)

Once a player has chosen the pair of cards to keep, any action cards are resolved (see Action Cards on page 7) and then discarded, and any cards that have been revealed but not kept are also discarded. Over the course of the game, all cards a player has kept are arranged in front of them in a tableau, faceup and visible to all players and grouped by type (see Scoring Example on page 14).

[Note: Whenever a player collects a Honeycomb card, they also collect the Beeees! Token and place it in front of themselves. The first player to collect a Honeycomb card collects the Beeees! Token from the center of the play area, but if another player collects one, they take the Beeees! Token from the player it is currently in front of. Be careful! If you're stuck with the Beeees Token at the end of the game, it is worth -7 points!]



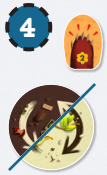
4 SWIPING (OPTIONAL)

If the active secret cache folder has any cards remaining, the next player (as indicated by the direction of the Turn Rotation Marker) that has a Swiping Token may discard it to the supply to perform the swiping action.

Note: players may never swipe their own secret cache folder they originally assembled that round.

Once a player, in turn order, declines to swipe, or no players are able to swipe (no Swiping Tokens), the remaining facedown cards in the secret cache folder are revealed to all players and then placed in the discard pile.

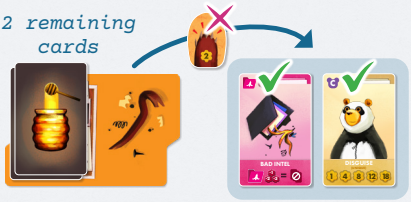
When swiping, the swiping player continues revealing cards in the secret cache folder as if it were their turn.



The next player in turn order has the opportunity to swipe. If they don't have a Swiping Token, then the opportunity passes to the next player with a Swiping Token.



If a player chooses to swipe, they reveal the top 2 remaining cards and decide to keep them or discard them



If there are any remaining cards, a third player can decide to spend their swipe token, but MUST keep the last 2 cards

For example, if the active player's secret cache folder has 4 cards remaining, the swiping player would reveal the top 2 cards and decide whether to keep that pair or reveal and keep the last 2 cards in the folder. If the previous player's secret cache folder only has 2 cards remaining, the swiping player reveals these cards and must keep them.

[Note: A secret cache folder might be swiped twice! If the swiping player takes the first two cards (meaning they do not reveal the last 2 cards), the next player with a Swiping Token can choose to swipe the remaining cards (except if they are the player who assembled that secret cache folder).]

Exception: In a 2 player game, the swipe action works differently. The other player is not allowed to swipe since they arranged the secret cache folder and already know its contents. Instead, the active player may take a swiping action by discarding one of their Swiping Tokens to allow them to continue their own turn and ultimately keep 4 cards from the secret cache folder they received that round. They may even choose to use a second Swipe Token to repeat the action a final time that turn, allowing them to take all six cards in that secret cache folder!

After all flipping or swiping is complete for that secret cache folder, the next player will start their turn as normal.



ROUND END

After each player has taken a turn revealing the secret cache folder they were passed, the round is over.

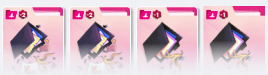
At the end of the round, each player adds up any negative points they have in their tableau from Bad Intel cards, ONLY (the Beeees! Token does not count). The player with the most negative points chooses one of the facedown Round Bonus Cards and reveals it to all players. If it is an action, the player executes it immediately. Otherwise, the player will keep the card and place it faceup in their tableau with their other cards.

If there is a tie for most negative points, the player with the highest number of Bad Intel cards chooses one of the facedown Round Bonus Cards. If there is a tie for most negative points and number of Bad Intel Cards or nobody has any negative points, randomly discard one of the Round Bonus cards faceup. It will be removed from the game.

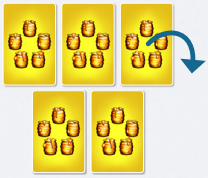
If there are remaining rounds in the game, pass the Turn Rotation Marker clockwise to the next player and flip it over to indicate that both the turns and the secret cache folders pass in the opposite direction from the previous round.



Robert has -6



Shawn also has -6 but has more cards and wins the tie



The player with the most negative points draws 1 random Round Bonus Card



Flip the Turn Rotation Marker to the opposite side

GAME END

The game ends at the end of the 5th round and the final Round End Bonus Card has been kept/discarded. For each player, add up the points from the ruby scoring, points from the cards they kept (see the Scoring section for more details), and 2 points per swiping token they have (if any).

The player with the most points wins! If there is a tie for most points, the tied player with more rubies wins. If there is still a tie then tied players share their victory.

SCORING

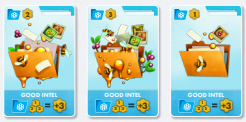




GOOD INTEL / BAD INTEL

These cards range from 1 to 3 points and can either add or subtract from your score. If a player collects one of each type of good intel (1, 2, 3) this forms a set and the player will score an additional bonus of 3 points at the end of the game. During the game, if a player collects a set of bad intel (-1,-2,-3), the player **immediately removes these three cards from their tableau and discards them!**

set of 1 + 2 + 3



6 + 3

base *bonus*

= 9 *total*



Discard the complete set of bad intel!



CODEBOOKS

Having 1 codebook in your tableau at the end of the game isn't worth any points, but 2 codebooks are worth 7 points. Once a set of 2 codebooks have been collected, a new set can be started.



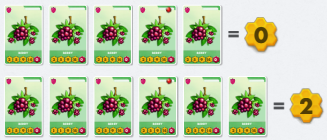


BERRIES

Berries score more points the more you collect, until you have the 5th berry, which reduces your set of berries to 0 points! If you collect more than 5 berries, you can start a new set of berries.

Berries are not discarded once you collect 5, and berry cards that have rubies on them can be counted toward Ruby scoring at the end of the game.







DISGUISES

There are 5 types of disguise cards (A, B, C, D, and E) and a wild disguise card (?). The more unique disguises you collect, the more points your set of disguises scores. If you have a duplicate disguise, duplicate disguises can be used to start a new set. The wild disguise card is treated as any one particular disguise of your choice at the end of the game.

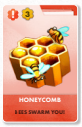




HONEY DIPPERS

Honey Dippers score the most when you only have 1 in your tableau. Each additional Honey Dipper makes the set worth fewer points. In the unlikely event you collect more than 3 Honey Dippers, you can start a new set of Honey Dippers.





HONEYCOMBS AND BEEEES! TOKEN

Each Honeycomb card scores 3 points. However, whenever you keep a Honeycomb card, the Beeees! Token also moves to you. If you have the Beeees! Token in front of you at the end of the game, you lose 7 points!









NEIGHBOR SCORING

There are 3 different types of Neighbor Scoring Cards: Wire Tap (scores for Good Intel), Spy Camera (scores for Disguises), and Berry Jammer (scores for Berries). At the end of the game, you score 1 point for each card of the matching type in the tableau of either the player to your left OR right, whichever of those players has more of those specific types of cards.

[Note: These scoring cards only consider the quantity of cards and not how they score for the neighboring players. For example, if a neighboring player has a Good Intel Card worth 3 points and a Good Intel Card worth 1 point, the Neighbor Scoring Card would score 2 points for 2 Good Intel Cards that your neighbor has]

RUBIES

Some cards have a ruby icon in the top right corner. Each player adds up the total number of rubies on all of the cards in their tableau at the end of the game and scores the following:

MOST 6 | 2ND MOST 4 | 3RD MOST 2 | REST 0

In the case of a tie for placement, the tied players add up the points for their placement and the placement(s) below them and divide by the number of tied players (round up any remainders). For example, 2 players tied for the most rubies would each get 5 points ((6 + 4) / 2). 3 players tied for 2nd most rubies would each get 2 points ((4 + 2) / 3). If a placement's points were used in this way then other players may not claim that placement.

Exception: in a 2 player game, the player with the most rubies scores 6 points, and the other player scores 2 points if they have at least 1 ruby.



Ashwin is tied for the most and earns 5 points ((6 + 4) / 2 = 5)



Shawn has the 3rd most rubies and earns 2 points



Molly is tied for the most and earns 5 points ((6 + 4) / 2 = 5)



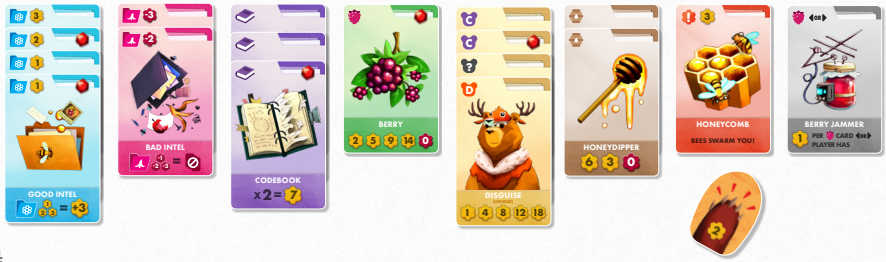
Randy is not in the top 3 most rubies and earns 0 points

SCORING EXAMPLE

Below is an example of what a player's tableau might look like at the end of the game. Here is how Joseph would score:

- **Good Intel** – Joseph collected a complete set of value 1, 2, and 3 Good Intel Cards – this scores 6 base points + 3 bonus points for a total of 9 points. Joseph also has an additional value 1 Good Intel Card, for 1 additional point. Total = **10 points**
- **Bad Intel** – Joseph unfortunately got stuck with -2 and -3 value Bad Intel Cards – this subtracts 5 points. Total = **-5 points**
- **Codebooks** – Joseph collected 3 Codebooks. His set of 2 Codebooks scores 7 points, but since his 3rd Codebook doesn't have another one to pair with, it scores 0 points. Total = **7 points**
- **Berries** – Joseph only managed to collect 1 Berry. It scores 2 points. Total = **2 points**
- **Disguises** – Joseph has one set of 3 unique disguses (C, D, and the wild '?' disguise) for 8 points, and he has another C disguise, which forms another set of 1, for 1 point. Total = **9 points**
- **Honeydippers** – Joseph has 2 Honeydippers, so his set is worth 3 points. Total = **3 points**
- **Honeycomb** – Joseph collected a single Honeycomb card, and thankfully someone else collected one after him, so he didn't end up with the Beeees! Token at the end of the game! Total = **3 points**
- **Neighbor Scoring** – Joseph collected one Neighbor Card, the Berry Jammer. The player to his left only had 2 berries, but the player to his right had 5 berries, so Joseph gains points equal to the number of berries the player on the right has. Total = **5 points**
- **Unused Swiping Tokens** – Joseph has a single Swiping Token left, so he scores 2 points for it. Total = **2 points**
- **Rubies** – Joseph has a total of 5 Rubies on his cards. The player with the most had 6, and Joseph tied with another player for second place. Total = (4+2)/2 = **3 points**

Joseph Scores a total of 10 – 5 + 7 + 2 + 9 + 3 + 3 + 5 + 2 + 3 = 39 points



FAMILY MODE

If you'd like to play a simpler version of the game, you can play with the following modifications:

- Do not score for rubies. Ignore any rubies on cards.
- Remove the Wire Tap, Spy Camera, and Berry Jammer cards.
- Play without swiping actions and without any starting Swiping Tokens. Any Swiping Tokens you gain from the Decoder action are still worth 2 points at the end of the game.
- Play 6 rounds instead of 5 rounds (this is to adjust for the additional cards players normally get from swiping).

SOLO MODE

SETUP

Set up the game as you would for a multiplayer game with 2 players, but do not use the Turn Rotation Marker or Secret Cache Folders – these can be placed back in the game box. The two players will be yourself and the Rival Agent (Solo Opponent). Give the Rival Agent 2 Swiping Tokens, just as you would any other player.

GAMEPLAY

The goal of the Honeypot solo mode is to score more points than your opponent. You may also try to earn Achievements (page 19) as you play! The Honeypot Solo Mode is still played over 5 rounds.

DEALING

Begin each round by drawing 8 Honeypot Cards from the deck and keeping them facedown in a stack (do NOT look at the cards drawn!). Once you have a stack of 8 facedown cards, flip over the top 2 cards of the stack and look at what they are. Try your best to remember each of the 2 cards, as they will be shuffled back into the stack before you start revealing the secret cache.

[Note: if you wish to play on the HARD difficulty level (see below), you will only flip and look at 1 of the 8 cards.]

ARRANGING A SECRET CACHE

The secret cache will consist of the 8 cards you drew - 2 of which you will know. Take the 2 faceup cards that you looked at and flip them back facedown, then shuffle all 8 cards together thoroughly. Once you are done shuffling, you will be left with a single facedown stack of 8 cards. This will be the cache that both you (and your opponent) will draw cards from.

REVEALING THE SECRET CACHE

Each round, you will be the first player to receive cards. Start the round by flipping over ONLY the TOP 2 cards of the cache, revealing them. Just like in the multiplayer game, you must then choose whether you want to keep this pair of cards or pass on them and continue to reveal cards.

If you decide NOT to keep the first pair of cards, you must flip over and reveal the NEXT TOP 2 cards in the secret cache. Again, you must choose whether you want to keep this pair of cards or pass on them and continue to reveal cards.

If you decide not to keep the second or third pairs of cards, you then must reveal the last 2 cards of the cache and MUST keep the final pair of cards.

Once you have chosen when to stop (which pair of cards to keep), any action cards are resolved (see Action Cards on page 7), and any cards that have been revealed but not kept are then discarded. Over the course of the game, all cards you and your Rival Agent have kept are arranged in front of each of you faceup in a tableau, visible, and grouped by type.

Your Rival Agent will then take their turn. The opponent will always take the next two cards in the stack that you did not take - reveal these cards and place them in your opponent's area, just as you would if they were another player. If you chose to keep the last 2 cards of the secret cache, your Rival Agent will draw a number of cards from the top of the deck, based on the difficulty level you choose (see page 18).

SWIPING

In Solo mode, the swipe action works much the same as in a 2 player game. Once you have chosen your cards for the round, you may take a swiping action by discarding one of your Swiping Tokens - allowing you to continue your own turn and ultimately keep 4, or even 6 or 8 (if you choose to do 2 or 3 swiping actions in the same turn) of the 8 cards in the pile instead of just 2.

Your Rival Agent will also ALWAYS swipe once and only once per round, but only if they have any Swiping Tokens AND there are cards remaining in the stack after they have taken their 2 cards.

Once all card selection and swiping has occurred for both you and your Rival Agent, the remaining facedown cards in the secret cache (if any) are revealed and then placed in the discard pile.

Round End and Game End are carried out the same way as a 2-player game.

[Note: It is possible for you and/or your Rival Agent to receive Round End Bonus cards, depending on who has more Bad Intel. Score rubies the same as you would in a 2-player game.]

ACTION CARDS

Action cards work the same as in a multi-player game, however, when your Rival Agent gets an action card you must carry out actions for your Rival Agent. When doing the Blind Swap action, you must discard a card that will result in having the most (or tied for most) positive impact (greatest increase in total points) on your Rival Agent. This will typically be discarding Bad Intel, but could also be Honey Dippers or Berries, depending on the cards that your Rival Agent has.



SOLO SCORING

Score your cards as you would in a multi-player game.

Score your Rival Agent's cards depending on the difficulty level you choose:

EASY

- Rival Agent draws 2 cards from the top of the deck when there are no remaining cards in the secret cache
- Score all items as you would in a multiplayer game.

MEDIUM

- Rival Agent draws 3 cards from the top of the deck when there are no remaining cards in the secret cache
- Rival Agent scores all items as they would in a multi-player game with the following exceptions:
  - Score 3 points per remaining Swiping Token
  - Rival Agent gets +2 to their ruby count.
  - Rival Agent does not receive -7 if they have the Beeees! Token at the end of the game

HARD

- You only get to reveal 1 of the 8 cards at the start of each round (see setup above).
- Rival Agent draws 4 cards from the top of the deck when there are no remaining cards in the secret cache
- Rival Agent scores all items as they would in a multiplayer game with the following exceptions:
  - Score 5 points per remaining Swiping Token
  - Rival Agent gets +3 to their ruby count
  - Rival Agent does not receive -7 if they have the Beeees! Token at the end of the game

The player with the most points wins! If there is a tie for most points, the tied player with more rubies wins. If there is still a tie then you defeat your Rival Agent!

ACHIEVEMENTS

Try to earn these achievements while playing Honeypot!

Name

Name

Name

Name

Name

Name

1. Score 40+ points
2. Score 45+ points
3. Score 50+ points
4. Score 55+ points
5. Score 60+ points
6. Score 65+ points
7. Collect 4+ Honeycombs w/o having Beeees! Token at end
8. Win game with Beeees! Token
9. Have 3+ Swiping Tokens at end
10. Have no Good Intel at end
11. Collect exactly 4 Berries
12. Collect exactly 5 Berries
13. Have no Berries at end
14. Score 20+ points from Disguises
15. Collect a complete set of Disguises w/o '?'
16. Have no Bad Intel at end
17. Win with -6 Bad Intel or more
18. Collect 1 set of Bad Intel in order to discard it
19. Collect 2 complete sets of Good Intel
20. Collect 4+ Honeydippers
21. Collect 4+ Codebooks
22. Score 5+ from a single Berry Jammer
23. Score 5+ from a single Wire Tap
24. Score 5+ from a single Spy Camera
25. Score 10+ points from Neighbor Scoring Cards

QUICK REFERENCE

QUICK SETUP

1. Give each player: Character Identity Card, Secret Cache Folder and 2 Swiping Tokens.
2. Place remaining Swiping Tokens and Beeees! Token in center.
3. Place 5 random Round Bonus Cards in a row and discard the rest.
4. Shuffle Honeypot Cards and place them in the center.
5. Give a random player the Turn Rotation Marker (starts clockwise).

GAMEPLAY

1. **Draw Cards.** All players draw 6 cards.
2. **Arrange your Secret Cache.** All players simultaneously look at their cards and order them facedown in their Secret Cache Folders. Then pass your folder to the next player based on the Turn Rotation Marker.
3. **Reveal Secret Cache.** Starting with the player with the Turn Rotation Marker, they reveal the top 2 cards from the Secret Cache Folder and decide to **keep** or **pass**. Continue until they choose to keep 2 cards.
4. **Swiping (optional).** If the active secret cache folder has any remaining cards, the next player in turn order with a swiping token may discard it to continue revealing cards from the secret cache folder as if it were their turn.

CARD QUANTITIES



34

Good Intel - 7
Disguises - 10
Berries - 7
Codebooks - 10

Most = 6
2nd = 4
3rd = 2