



FOX SEARCHLIGHT PICTURES
Presents

A DOUBLE DARE YOU Production

A GUILLERMO DEL TORO Film

THE SHAPE OF WATER

SALLY HAWKINS
MICHAEL SHANNON
RICHARD JENKINS
DOUG JONES
MICHAEL STUHLBARG
and
OCTAVIA SPENCER

DIRECTED BY GUILLERMO DEL TORO
WRITTEN BY GUILLERMO DEL TORO &
..... VANESSA TAYLOR
STORY BY GUILLERMO DEL TORO
PRODUCED BY GUILLERMO DEL TORO, p.g.a.
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THE SHAPE OF WATER

From master story teller, Guillermo del Toro, comes THE SHAPE OF WATER - an other-worldly fairy tale, set against the backdrop of Cold War era America circa 1962. In the hidden high-security government laboratory where she works, lonely Elisa (Sally Hawkins) is trapped in a life of isolation. Elisa's life is changed forever when she and co-worker Zelda (Octavia Spencer) discover a secret classified experiment. Rounding out the cast are Michael Shannon, Richard Jenkins, Doug Jones and Michael Stuhlbarg.

Fox Searchlight Pictures presents, in association with TSG Entertainment, a Double Dare You Production, THE SHAPE OF WATER directed by Guillermo del Toro from a screenplay by Del Toro & Vanessa Taylor with story by Guillermo del Toro. The producers are Guillermo del Toro, p.g.a. and J. Miles Dale, p.g.a.. The filmmaking crew includes director of photography Dan Laustsen, DFF, production designer Paul Denham Austerberry, film editor Sidney Wolinsky, ACE, associate producer Daniel Kraus, visual effects supervisor Dennis Berardi, music by Alexandre Desplat, costume designer Luis Sequeira and casting by Robin D. Cook, CSA

THE SHAPE OF WATER

“Water takes the shape of whatever is holding it at the time and although water can be so gentle, it's also the most powerful and malleable force in the universe. That's also love, isn't it? It doesn't matter what shape we put love into, it becomes that, whether it's man, woman or creature.”

--Guillermo del Toro on THE SHAPE OF WATER

In a secret government laboratory at the height of the Cold War, a visually dazzling, emotionally daring feat of the imagination erupts. Master storyteller Guillermo Del Toro casts an other-worldly spell with THE SHAPE OF WATER, merging the pathos and thrills of the classic monster movie tradition with shadowy film noir, then stirring in the heat of a love story like no other to explore the fantasies we all flirt with, the mysteries we can't control and the monstrosities we must confront.

Del Toro opens his tale deep underwater. From there the entire film becomes an act of breathless submersion, plunging the audience into a 1960s world full of things we recognize – power, anger, intolerance; as well as loneliness, determination and sudden, electrifying connections – and one extraordinary creature we do not. An inexplicable biological “asset” of the U.S. government, a mute cleaning woman, her loving best friends, Soviet spies and an audacious theft all flow into a singular romance that surges beyond all boundaries.

This mystery-shrouded amphibious being has not only been hauled up from the dark, watery depths, but seems to have the fundamental adaptive qualities of water – taking on the psychic contours of every human he encounters, reflecting back both aggression and fathomless love.

Within Del Toro's storytelling, the themes of good and evil, innocence and menace, the historical and the eternal, beauty and monstrosity weave in and out of each other, revealing that no darkness can ever fully defeat the light. Summarizes Del Toro: “I like to make movies that are liberating, that say it's okay to be whoever you are, and it seems that at this time, this is very pertinent.” It was also paramount that there be an extraordinary collection of actors.

For Del Toro, the passion for simultaneously haunting and enchanting audiences goes back a long way. A native of Guadalajara, Mexico, he nourished himself as a boy on the infinite mysteries of ghost stories, monster movies and fables that ignited his own wildly inventive interior fantasy life. When he started writing and directing films, all those influences twined into a viscerally expressive visual style all his own, one that seemed to tap directly into the human psyche.

Del Toro is best renowned for his three inspired Spanish-language films that reinvent and upend the very notion of genre: the multiple Oscar®-winning PAN'S LABYRINTH, CRONOS, and THE DEVIL'S BACKBONE. Each a vivid phantasmagoria navigating the moral and physical dangers of a world of corruption,

authoritarianism and war. His supernatural action epics are equally as inventive – BLADE II, the HELLBOY series, and PACIFIC RIM, as well as his gothic romance CRIMSON PEAK.

THE SHAPE OF WATER follows in that tradition, but this time in socially divided 1960s America on the brink of nuclear war and sweeping cultural changes. Del Toro weaves in the dizzying landscape of falling in love, as a lonely woman with a traumatic past discovers a love so overpowering it defies suspicion, fear and biology.

Del Toro also assembled an extraordinary collection of actors for the film. The talented ensemble includes Sally Hawkins, Michael Shannon, Richard Jenkins, Doug Jones, Michael Stuhlbarg and Octavia Spencer.

Exploring the idea of love and its barriers, internal and external, was paramount to Del Toro. “I wanted to create a beautiful, elegant story about hope and redemption as an antidote to the cynicism of our times. I wanted this story to take the form of a fairytale in that you have a humble human being who stumbles into something grander and more transcendental than anything else in her life. And then I thought it would be a great idea to juxtapose that love against something as banal and evil as the hatred between nations, which is the Cold War, and the hatred between people due to race, color, ability and gender.”

The fact that the film’s two leads don’t speak, not conventionally anyway, only heightens the love story by stripping away the miscommunications that often stand between humans. “One thing about love is that it is so incredibly powerful, it doesn’t require words,” says Del Toro.

THE SEDUCTION OF MONSTER MOVIES

Mixing many genres from lush musicals to suspenseful noir, THE SHAPE OF WATER particularly revisits and reinvigorates the enduring allure of the monster movie playing upon our most primal emotions of fear, abandonment and danger but also curiosity, awe and desire.

Like many, Del Toro grew up with the dark enchantment of the classic Universal Studios monsters: the Wolf Man who turned feral against his will, the naïve Frankenstein chased by angry townsfolk, the seductive Dracula driven by his unholy appetites, and the Creature from the Black Lagoon, an amphibious prehistoric creature who emerged from the sea longing for a companion.

There was something evocative and deeply, strangely relatable about these monsters. They were persecuted by pitchfork-bearing crowds because they were different and forced to skulk alone on the edges of society in remote castles, woods or rivers. All were trapped in a transitional state – part human, part other – which anyone who has felt ostracized can identify with. Perhaps most intriguingly, they were sensual beings, powerless to the unending needs of their bodies and minds.

Of all the iconic monsters, the most heartbreaking of all was the piscine amphibious humanoid from CREATURE FROM THE BLACK LAGOON (1954). Directed by Jack Arnold and starring Ben Chapman (on

land) and Ricou Browning (underwater) as the inimitably tragic Gill-Man, the last of his prehistoric species. At once dangerous and forlorn, reviled and yearning, the Creature touched audiences even as it scared them.

THE SHAPE OF WATER was conceived in 2011 when Del Toro and Daniel Kraus, the director's writing partner on his children's book series, Trollhunters, met for breakfast one morning. Kraus mentioned an idea he had had as a teenager, about a cleaning woman working in a government facility and secretly befriending an amphibious man being held captive as a specimen and how she decides to liberate him. Del Toro loved the idea so much that he immediately said he wanted it to be his next movie - it seemed the perfect sort of fairy tale idea he had been searching for. From that meeting, a deal was made for the pair to collaborate together on a novel and for del Toro to write and direct the film. At that point, Del Toro was still completing work on his giant-robot/monster blockbuster PACIFIC RIM, but in rare quiet moments, also drawing from classic monster films such as THE CREATURE FROM THE BLACK LAGOON, he'd spend time writing the script for the more intimate film that would eventually be called THE SHAPE OF WATER.

In 2014, Del Toro self-financed a group of artists and sculptors using designs and clay models to pitch the story from beginning to end to Fox Searchlight. The studio came on board immediately without any hesitation.

The following spring, Guillermo and Fox Searchlight begin meeting with potential co-writers to work on the screenplay with him. They ultimately hired Vanessa Taylor who worked closely with Guillermo on both plot structure and character (particularly the multi-layered lead character Eliza).

Del Toro wanted to upend the conceit of monstrosity with a love story that surrenders fully to making the creature the lead and the human forces aligned against him the true forces of sinister darkness. "In a monster movie of the 50s, Strickland, the square-jawed, good-looking government agent, would be the hero, and the creature would be the villain. I wanted to reverse those things."

Del Toro also decided to take his monster movie to a different level: the sensual. He wanted an earthiness to counterbalance the fairy tale and to bring it to the edge of a familiar adult reality.

For producer J. Miles Dale, who has collaborated with Del Toro for years, Del Toro is one of the few directors with the skill to create creatures that live and breathe with a fully expressed humanity we all recognize. "Guillermo creates creatures uncorrupted by the ways of the human world. We can look at them as a kind of mirror to what we might be ideally," says Dale. "This film is not like anything you've seen before, but it also feels like a Del Toro movie. It's so clearly in his voice, but it's also new and original."

For the story's time period, Del Toro purposely chose an American era in which epic fears held sway: 1962, as anxiety over nuclear war with the Soviet Union was peaking, and just before the idealistic, future-focused Camelot of President Kennedy gave way to disillusion, mounting paranoia and social upheaval. "There's a lot going on in that time period," says Dale. "There's the Cold war, the Space Race and the Civil Rights movement. And it's all the backdrop for a love story you haven't seen before."

The period is one that is sometimes glorified notes Del Toro, without remembering its injustices and stultifying dread of human differences. “To me, this is a time when America stopped – it’s a time of racism, of inequality, of people thinking about the brink of nuclear war. In a few months, Kennedy will be assassinated. So in a way, it’s a horrible time for love,” he comments, “yet love happens.”

The futuristic impulses of 60s America play off the primordial creature, recalling Rilke’s words “where something past comes again as if out of the future.” Says Del Toro: “What interested me is that 1962 is a time when everybody was focused on the future, while the creature is an ancient form of the deep past. People are obsessed with what’s new, with ad jingles, the moon, modern clothes, TV. And in the meantime here's this ancient force, a creature in love, who comes among them.”

CASTING THE NET

Each of the roles in THE SHAPE OF WATER was written for a specific actor -- the very same actors who Del Toro asked to appear in the film. “He was honing the script to their voices, rather than vice versa,” comments Dale,” which is an exciting thing to be able to do.”

Del Toro notes that each of the film’s characters, no matter their place in society, is grappling with love in different circumstances. “There’s a pure love between Elisa and the creature, but government agent Strickland is also trying to love, though we experience that his love is brutal, and Elisa’s neighbor Giles is looking for a love frowned upon in that time, and Elisa’s best friend Zelda is in love with a man who does not deserve her love. Even the General overseeing the laboratory has a kind of father/son love story with Strickland.”

As each was approached, all said yes. “This is a very special film,” says Sally Hawkins. “Taking part in it has meant so much to me. It’s a story that will forever have a piece of my heart.”

Says Michael Shannon: “I was drawn to the picture because I felt it could have hopeful qualities that might inspire people to be gentler with one another -- that's sorely missing right now. It’s really a story about how it is worth having love in your life at any cost. Sometimes love requires you to face your fears, or to make sacrifices, but at the end of the day it's worth it.”

For Richard Jenkins, the film went beyond even what audiences have come to expect from Del Toro. “Guillermo’s filmmaking is like no one else, but this film is also unlike any he’s done before,” he notes.

Octavia Spencer was all but waiting for Del Toro’s call. “I had met him before I read the script and it felt like I've known him my entire life,” Spencer recalls. “As a filmmaker, he’s just an alchemist. He turns human themes into something otherworldly.”

Concludes Doug Jones, who has worked with Del Toro six times: “In THE SHAPE OF WATER, Guillermo goes back to his artistic roots and lets all of his creative juices flow.”

THE LONELY DREAMER

“What propels Elisa into the unknown is the power of love.”

--Sally Hawkins

The journey of Elisa from loneliness and powerlessness to a heroine who takes huge risks forms the beating heart of *THE SHAPE OF WATER*, made all the more extraordinary because the role is almost without words. Rendered mute by a childhood trauma, Elisa communicates in American Sign Language (ASL), but she is able to express herself effusively when she encounters the strange aquatic creature being warehoused in the government lab where she works as a cleaning lady.

Elisa’s rich and brave interior world comes to life via a luminous performance from Academy Award® nominee Sally Hawkins that propels the story forward at every turn. “I sent a message to Sally in 2013 that I was writing this role for her, and when we met, she told me she had already been in the middle of writing a short story about a woman who becomes a fish,” Del Toro recalls. “She sent me her story and it was full of insights.”

Hawkins has played a wide variety of extraordinary and unique roles: an optimistic school teacher in Mike Leigh’s *HAPPY-GO-LUCKY*, garnering a Golden Globe Award; her Oscar®-nominated role as Cate Blanchett’s working class sister in Woody Allen’s *BLUE JASMINE*; and most recently as real-life folk artist Maud Lewis in *MAUDIE*.

Hawkins knew instantly there has never been and will never be a role quite like Elisa. “It’s so rare that you get a role that asks you to put it all out there. Where it’s about unadulterated expression and words are not needed, and you have the freedom to express so much through your eyes, breath and body. That is Elisa.”

Hawkins was Del Toro’s muse as he was writing. “Elisa is not someone who had a horrible existence until the creature showed up. She was not leading a glamorous existence by any means but she was content. I needed someone who evokes that kind of happiness, whose face is able to express every hue without a word. Sally has that kind of unique energy, so that is why I wrote it for her. Sally is the most genuine, unaffected person and I don’t think she is capable of doing anything that isn’t emotionally real.”

The first read of the script beckoned to Hawkins so powerfully it sparked a few anxieties. “It was so moving. It was interestingly familiar to me, yet it was like nothing I’ve encountered. I felt like Elisa was a deep part of me, or like I knew her in another life. I also felt it was the ultimate romantic fairy tale. At first I was convinced that Guillermo had the wrong person for the role,” she confesses. “It’s the kind of romantic lead I really didn’t ever think I would play, so it’s been a dream gift to me.”

Hawkins might have had her niggling doubts that fueled her to go beyond her own expectations but the filmmakers did not. “With Sally, it’s all about what’s going on behind the eyes,” says Dale. “Guillermo knew he needed an incredibly instinctual actor to pull this off, and Sally is able to do so much with the smallest of expressions or gestures, with the way she moves and even the tone of her silence.”

For Hawkins there was no other means to doing so except to dive in to the deep end with full abandon, navigating Elisa's blooming courage as well as a florid fantasy life that becomes unexpectedly real – with the most unexpected of partners. Working with Del Toro helped her to let go completely and submerge herself. "Being Elisa was an incredibly internal kind of journey, but Guillermo is so inclusive and so values your creativity as well, and that he really helped," Hawkins explains. "He has such a powerful vision that whatever your fears are, he just takes them away and says 'let me worry about that.'"

Her fears were lifted, but the demands remained at a high watermark. "Unless Guillermo can feel your heart, he won't be satisfied," Hawkins elaborates. "He wants to be moved in every frame. But I think that is a kind of gift to an actor. He invites you to rise to the very high level of his imagination."

Hawkins had a steep learning curve to begin with. She began taking ASL classes and dance lessons well before rehearsals began. She also began feeling out the way Elisa moves, her lightness on the earth. "To me, it seemed she is always floating, always in a kind of dance, so I wanted to get at that sort of otherworldly feeling in her physical being," she describes. "Everything about Elisa is so delicate, I felt even her sign language should be delicate and seamless and in sync with her being."

Her aim was total fluency in ASL. "I wanted to learn enough so that if Guillermo wanted to go in another direction, we would be free to play around and it would always be natural to me," she explains.

The sign language and the movement were challenging, but Hawkins says the outsized crux of the role was finding Elisa's "voice" without any physical sound to give the audience. She had to find a more primordial yet effective ways to communicate – especially because Elisa is someone with a lot to say.

Hawkins reflects: "I had to explore all these very different relationships she has with very different people – with Giles, Zelda, Strickland and the creature -- each with such different kinds of chemistry ... but explore all that without vocalizing, knowing that the emotion had to be completely authentic and true."

Part of that authenticity meant digging into why Elisa would risk so much for a creature whose past is inaccessible to her, whose very experience of life is a mystery – and digging into the valor that love unleashes in her. Hawkins says, "She decides nothing can stand in her way. As soon as she senses their connection, not trying to help the creature would be a kind death for her. It just seizes her by the heart and there's really nothing else she can do. She just knows she has to save the day. I think it can overtake you when you're in that frame of mind."

Elisa goes further than she could have envisioned. "I think it takes her by surprise that she has this incredible steeliness," Hawkins observes. "She becomes somebody she didn't know she was, and sees all that she is capable of."

The remaking of Elisa's world starts when she first spies the creature in his transport chamber – and immediately realizes there is something very much alive within. Few details are known of the creature, only that he is likely the last of his kind; that local people in the Amazon worshipped him; that he carries a marvelous lung structure allowing him to breathe on land, a potential boon for the Space Race; that the Soviet military wants to

possess him too; and that, unsettled by his intelligence and physical oddity, the man who captured him believes the creature to be a grave danger to humanity.

But Elisa sees none of that when she sets eyes on the iridescent beauty in chains – to her, he is sheer loneliness and that makes him instantly worthy of her attention.

THE COLD WARRIOR

The man who hunted the amphibious creature deep across the Amazon with relentless determination is Richard Strickland, a steel-jawed, righteous, ambitious government agent who views his unusual quarry as nothing more than a ferocious beast to be manhandled into submission – and a ticket to his promotion.

Taking the role is one of the most sought-after actors of the current era: two-time Oscar® nominee Michael Shannon, renown for the intensity with which he's latched onto psychologically complex roles in such films as TAKE SHELTER, NOCTURNAL ANIMALS, MIDNIGHT SPECIAL, REVOLUTIONARY ROAD and 99 HOMES.

“Strickland is a guy caught up in the whole mindset of the military-industrial complex, and he is trying to rise up in the hierarchy. The paranoia of the Cold War has become part of him,” says Dale.

Del Toro sees Shannon as having mesmerizing contrasts -- exactly what he needed for Strickland. “Michael has the incredible precision of a classical English actor and at the same time the impulsiveness and immediacy of an American actor,” observes the director. “He's also capable of giving humanity to the most heinous of villains. I didn't want Strickland to be just the bad guy. I wanted him to be a guy you almost feel for because he is himself a victim of the system and his times. I wanted you to him go through things you wouldn't normally see a villain go through: self-doubt, reflection and despair. Michael has all those moments in the movie.”

Dark as Strickland is, Del Toro feels a kinship with him, knowing what it's like to traverse through a rigid world. “Strickland is a very sad character to me. He's a guy who started with full belief in his country and in doing the right thing. Then he realizes how little it takes for people to dislike and abandon him. I think this part is autobiographical because the movie business is exactly like that,” he confesses. “I've been on the other side of the conversation Strickland has with the General.”

The lure for Shannon was the chance to take his own trip inside one of Del Toro's intricate universes. “When I met with Guillermo, he said this film was his dream project -- and I thought it would be foolish to pass up an opportunity to be part of his dream project because he is such a big dreamer,” he explains.

Shannon expanded Strickland out from the archetype of the sturdy, unquestioning G-man of the 60s. “I think Strickland wants to be strong, invulnerable and devoid of mistakes, with that American gung-ho drive, but he is also broken down by all that. The tough shell he maintains takes a lot of energy and behind it lies anxiety, doubt, stress and fear, which is ultimately revealed throughout the course of the movie.”

The stress Strickland feels finds a threatening catharsis in his leering advances towards Elisa, who he otherwise views as his low-status lackey. “I think Strickland is attracted to Elisa because of her vulnerability, and because she can’t talk, but also because she’s the exact opposite of him. In an alternate reality, maybe Strickland wishes he could be more like her than he is like himself,” muses Shannon.

The collaboration with Hawkins had an electric quality from the start, with each etching their characters to the point that the tension between Elisa’s buoyancy and Strickland’s dread could be cut with a knife. “I’ve been a fan of Sally’s ever since I saw her in HAPPY GO LUCKY, where she really knocked me out, so I was eager to work with her,” he says. “It’s so challenging playing a part without any spoken lines. Yet she is able to communicate even more deeply like that and it was amazing to see.”

Hawkins, too, found the yin and yang contrasts between their two characters a creative charge. “Elisa can see straight through Strickland for what he is and it was just electrifying to play that especially because Michael is so terrifying,” she says. “He’s like this pressure cooker that explodes -- but Elisa always holds her ground with him and that felt so empowering.”

For the creature, Strickland is an existential threat. “Strickland sees my character as a freak and because he doesn’t understand me or even tries, he revels in my torment,” says Jones. “He’s sort of the quintessential bully – the guy who sees something he’s ignorant about and wants to push it around. The interesting contrast is that Michael is an extremely delightful person in real life but on film, he finds the darkness of a man as no other actor could. He’s so intense, I don’t know if I ever even saw him blink!”

Says Shannon of how Strickland views the creature: “Strickland has seen to the creature’s capture and he’s hoping that will translate into big things. I think the creature gives him a sense of accomplishment. But he also uses him to vent all his most pent-up, poisonous feelings.”

Most of all, Shannon enjoyed the creative bond with Del Toro. “Guillermo really brings you into the creative process. And I love that he never stops working. When he’s not shooting, he’s editing on the monitor or listening or thinking. Every atom of his being is always on the hunt for opportunities, because he doesn’t want to take anything for granted. That’s a good fit for me, because I feel that same way.”

Working closely with Strickland is David Hewlett (RISE OF THE PLANET OF THE APES) in the role of Fleming, the head of lab security who has no intention of letting things get out of control. As Hewlett describes it, “Fleming is a key part of the hideous government world that this beautiful creature is thrust into. I think Fleming is actually quite a weak person because he stands silent while wrong is going on around him. He thinks he’s on the top of his game but he’s actually ineffectual.”

Hewlett especially loved the close-knit ensemble that formed among the actors. “Octavia is a dynamo and I’m a jerk to her character, but she’s just so hilariously lovely in every scene, it was a challenge for me not to smile,” he comments. “Sally was another plane – I feel it almost hurts to watch her. And then Shannon is able to make every single moment he’s on screen compelling and terrifying.”

ELISA'S ALLIES

Once Del Toro knew he was writing a love story, the characters took shape: Elisa and her two true friends, Giles and Zelda – were always interlinked in his mind. “Together, the three make up a single character for me, as if they’re different parts of the same brain. All three are marginal and invisible for different reasons -- one for race, one for sexual orientation, one for disability – and then they get together and give it to the man. The lab thinks they’re fighting powerful Soviet spies, but I love that they are really fighting two cleaning ladies and a gay artist.”

Before Elisa meets the creature, her loneliness is kept at bay by her neighbor and dearest friend in the world, Giles, an equally lonely, down-on-his-luck ad-man and avid movie musical lover. The character takes on a quietly growing strength as portrayed by Academy Award® nominee Richard Jenkins (THE VISITOR, LET ME IN, OLIVE KITTERIDGE) -- who says he jumped at the chance to be part of “a beautiful, beautiful story.”

Jenkins especially relished his first chance to work with Del Toro. “To me, he’s like an old master with a vocabulary all his own. He’s also like nobody else I’ve worked with,” the actor elaborates. “He creates stories that feel real but also have something more going on, something that speaks to life and art and love. He’s totally singular and that’s why all of us on set were ready to go to the wall for him.”

Del Toro had a gut feeling that there was more to Jenkins than has yet been seen on film. “I felt he could be not just a great character actor but a true leading man. For Giles, I needed someone of great elegance, someone whose symbiosis with Elisa feels second nature. They’re not lovers, but they deeply love and protect one another. They are simply one of those pairs of people who know they belong together in the world,” describes the director.

As a gay man in the intolerant 1960s, Giles has few outlets for his inner emotional life, which was key to slipping into the skin of a character who chafes ever so quietly against the times. “I told Richard I wanted Giles to be someone both hiding and defiant, a strong guy in a vulnerable position,” describes Del Toro. “And he was just completely real, completely there, coming to part from the inside out.”

With Giles frustrated by an art career seemingly going nowhere, his great escape lies in the Golden Age of movie musicals, an age that was fading by 1962 but the remnants of which Giles hunts for regularly on his TV, with Elisa in tow. “I think Giles loves the idea of a perfect fantasy world,” Jenkins observes. “He doesn’t really paint as an artist anymore and now he’s painting just to try to make ends meet, so musicals are where he lives. That’s why Elisa’s journey becomes a journey of salvation for him as well.”

Indeed, when Giles encounters the creature, the creative fire that had gone out in him reignites. “The creature has an effect on everyone that he comes into contact with,” notes Jenkins. “With Giles, there is a sparking of his love of art because of course he wants to paint this remarkable, mysterious being.”

Jenkins adored working with Hawkins, especially because they had such one-of-a-kind form of communication between a man desperate to talk to someone and a mute woman. He says of Hawkins: “This is her

movie, and I can't think of anyone else who could have played this part. I also think she has no idea just how good she is."

Hawkins felt an equal pull towards Jenkins. "I've always wanted to work with him," she says. "I found him both smart and free. Every take is different with Richard every time, yet each time it's fantastic. He taps into something so vulnerable in Giles. His willingness to go to deep places was a great joy for me."

The only other person to whom Elisa confides is her co-worker Zelda, a veteran cleaning lady at the lab who has come to not only comprehend Elisa but to gossip, share and unite with her. Taking the role of the confidante pulled into Elisa's scheme is Octavia Spencer, an Academy Award® winner for her supporting role in *THE HELP* and a recent nominee for portraying real-life NASA mathematician Dorothy Vaughan in *HIDDEN FIGURES*.

It was the look in Spencer's eyes Del Toro had in his mind when he wrote the part for her. "A lot of casting for me is in the eyes because 50% of acting is listening and looking. Each character in this film has a certain way of looking and I felt I needed Octavia's eyes," he explains. "She has a very powerful gaze. She is so entirely human and represents the best of what it is to be human with her spunk and her strength and her intelligence. When Octavia looks at you, you feel you are forgiven all your sins."

When she read the script, Zelda caught Spencer's imagination, especially as a woman who would have had little power, agency or recognition in those times, but proves to have a heroic streak she never had explored. "Part of what's beautiful about this movie is that it is about the invisible people, the help. Even amid all this intrigue involving the government, spies, scientists and the creature, I think it's very interesting that at the forefront of the story you have a cleaning crew," Spencer points out.

Spencer zeroed in on Zelda's strengths, which are tested in the course of the film. "Zelda is very opinionated and does not have a problem expressing herself," Spencer muses. "I would say if Elisa is the heart of the film, Zelda is kind of the muscle at least in their world of the cleaning crew."

There is also a symbiosis that occurs between Zelda and Elisa, with each bringing a strong suit the other needs. "My character's always talking, whereas Elisa uses her silence. Together we become one stronger unit, and with Sally that all happened in a very seamless way," Spencer says.

Hawkins and Spencer have an off-screen friendship that translated perfectly into Elisa and Zelda's tacit affection. "Octavia's a dear friend so it felt natural and right to do this with her," says Hawkins. "Octavia's super smart and very, very funny and I love that she does not allow Zelda to ever be a cliché. Instead, her incredible heart comes out as you see Zelda going through a transformation of her own."

When it came to her initial encounters with the creature, Spencer purposely avoided even looking at early drawings – she wanted her reaction to be spontaneous. "Guillermo was so excited to show us all sketches of the creature, but I didn't want to see anything until my character has to see it. I like to experience things in real time," she explains. "When I did finally see it, it was just ...wow, with the gills and scales, it seemed incredibly real."

The creature frightens Zelda enough to keep her distance, even as he magnetizes Elisa. “I think most people fear the unknown,” Spencer comments, “and Zelda is all about keeping her job. She knows the cleaning staff is not supposed to pay attention to the secrets there. So she tries to ignore the creature, seeing him as more a ‘thing’ than a person, until she realizes her friend is in love and that changes everything.”

A third character plays a hazier role in Elisa’s life: Dr. Robert Hoffstetler, the marine biologist tasked with studying the creature’s distinct lung structure – who for better or for worse becomes aware of Elisa’s furtive link with the laboratory’s top secret captive, and misinterprets her intentions.

Portraying the man of science torn between duty, country and his admiration for the creature is Michael Stuhlbarg, known for a diverse range of roles including in the Coen brothers’ *A SERIOUS MAN*, Woody Allen’s *BLUE JASMINE*, Danny Boyle’s *STEVE JOBS* and HBO’s *BOARDWALK EMPIRE*.

After seeing him in several of those, Del Toro had written down Stuhlbarg’s name as someone with whom he wanted to work. “I saw in him the ability to transform from a killer to a saint to a tragic figure and I knew he could create a composite character like Hoffstetler, who is on the one hand a very capable spy and on the other a compassionate, altruistic scientist capable of real sacrifice,” he explains. “He’s the guy with the strongest principles because he takes an enormous risk to do what’s right.”

Hoffstetler is beset by clashing agendas. “He has a complicated history,” Stuhlbarg notes, “but his first love is science and as he becomes more fascinated by the creature, I think he also falls in love a bit with him as well. They’re both alone and maybe they recognize that in each other.”

To give Stuhlbarg a lot to chew on, Del Toro offered him a deep dossier on Hoffstetler. “Guillermo wrote for me this whole beautiful biography of who he thought this man was. It started from his youth in Russia, the kind of training he would have gone through to be in his position and also his passion for marine science,” Stuhlbarg explains. “He is caught between the Soviets and the Americans who care more about stopping the other from getting this magical creature than learning from the creature. But Hoffstetler realizes what he wants most is to save the creature’s life.”

Stuhlbarg was by no means fluent in Russian, which triggered a rapid-fire series of lessons in what is widely perceived as one of the globe’s most perplexing languages to pick up. “I’d actually taken Russian for six weeks in college and spoken Russian here or there in plays. So I was a bit familiar with the flavor and rhythm, but it was a long learning process. When production began, I was one of the first main characters to have a speaking scene and it was in Russian so it was trial by fire. I just threw myself in and it seemed to fly. I was delighted that I could find a way inside Hoffstetler while doing so.”

THE HEART OF THE CREATURE

Taking a role that exists on the border between human, animal and myth is Doug Jones, who utilized both a meticulously-designed prosthetic costume and an extraordinary knack for physical expressiveness to forge the creature. Jones has a rare skill set, having worked repeatedly with Del Toro embodying his creations. Jones was the unforgettable Pale Man in PAN'S LABYRINTH, Abe Sapien in the HELLBOY series and an ancient vampire in "The Strain." But, like Hawkins, he never imagined he'd be the lead in a love story.

Says Hawkins of Jones: "Doug gives such an ingenious and beautiful performance and it had to be, because it's such a fragile thing we explore. We're two different species falling in love, but it had to feel real, and it had to be right. Luckily, I couldn't help but fall in love with Doug the way he embodied this."

There was never a crumb of doubt in Del Toro's mind that Jones would be the creature. "We've been working together for 20 years and he's done some of the most crucial roles in my movies," Del Toro notes. "He is one of the few guys who does creatures who is also a full-fledged dramatic actor. Often those are two separate gifts, but Doug has them both. He's a fantastic actor with or without makeup."

Del Toro adds: "If you don't have an actor inside the creature's suit, you don't have a movie – and Doug is not a performer, he's an actor. I think of such moments as when he enters the movie theater and you realize the creature has never seen a movie before. Those are actor moments. I also remember before Richard Jenkins did the bathroom scene where he is getting to know the creature, Richard was worried he would be acting with a monster suit. Afterwards, Richard came to me and said 'the moment you said action, I was in front of an ancient water god.' He felt all the pain and the confusion of the creature in Doug."

The only way in for Jones was a kind of imagination-fueled empathy, trying to intuit in his bones what life might be like for a keenly intelligent, amphibious creature hunted and dragged from its home to be studied by an alien species. "He's very, very alone because he's the last of his species," Jones describes. "He's also never been outside his river so he doesn't understand where he is or why. He's being tested and biopsied all because the government thinks, 'we're going to use this thing to our advantage somehow.'"

But there is much more to the creature than the government agents can see. Jones perceives the enigmatic character as having a unique power to reflect people's desires back at them. "Even though he's this freak of nature, he has an angelic kind of quality," he observes. "He comes into people's lives and he seems to expose and amplify whatever is going on inside a human being."

As he seeps into Elisa's life, emotions unspool for both of them. "Their communication is by necessity beyond words, entirely based on vision and feeling," Jones muses. "Both characters are out of their element in the larger world but when they're together that disappears."

Physically, Jones used an image that Del Toro gave him to base his movements around: "He said the creature has the bearing of a sexy, dangerous Toreador -- but with the fluidity of the Silver Surfer."

Once he started working with Hawkins, rehearsing for a month before shooting began, their characters moved from the abstract to the alive. “It was just gorgeous to explore with Sally how much you can say to one another without any verbal dialogue,” Jones says. “And then you see how the power of their love inspires Elisa to buck the system, to step way outside her comfort zone.”

Their love scene took Jones himself way out of his comfort zone. He admits he never foresaw doing a sex scene, no matter how artfully, in a monster suit -- but it also took him into a place of pure physical communication. “In that scene, I’m thinking as a being who’s never before experienced touch or intimacy. He and Elisa are both experiencing this for the first time, so it has a very unique kind of innocence.”

Jones especially relished the unbreakable trust he found with Hawkins. “We’re both playing such unconventional characters without any precedent so we bonded over that,” he notes. When the camera rolled, their connection was palpable. “I would get so lost in watching Sally that I’d forget what I was doing. There’s something so real, so raw about Sally, I just fell for her, much as the creature does.”

Octavia Spencer, who plays Elisa’s friend and coworker Zelda, recalls the sudden emotions of seeing footage of Elisa and the creature interacting for the first time: “It was so beautiful and touching, I didn’t realize I would have the type of response I did: I just started sobbing watching it.”

[AMPHIBIAN MAN: THE CREATION](#)

There have been human-fish hybrids or mermen seen on screen before – including Guillermo Del Toro’s own Abe Sapien from HELLBOY – but for the creature in THE SHAPE OF WATER, Del Toro wanted to leave all predecessors behind. He envisioned raising the bar to a new level of realism, crafting a being of such biological plausibility it might inspire a human woman’s mad passion.

Three years before THE SHAPE OF WATER began shooting on sound stages in Toronto, del Toro hired Guy Davis and Vincent Proce to begin design work on the lab and the water cylinder. The next year he hired two sculptors, David Meng and Dave Grosso to begin working on the design of his Fish Creature at his Bleak House workshop at his own expense.

Del Toro was so committed to getting the creature right, he financed the design of the creature from his own pocket, spending hundreds of thousands of dollars in a process that took some 9 months of gestation. “I knew I wanted the creature to feel real but at the same time for it to be beautiful which is a very hard line to tow,” confesses Del Toro. “I knew it was going to take a long time, so I didn’t even put it in the film’s budget. This is truly the hardest creature design I’ve ever done.”

Early on, he assembled a crack team of artists who are pros at infusing life into the imaginary, including Shane Mahan of Legacy Effects, a creature designer extraordinaire and visual effects supervisor known for his award-winning work bringing the superhero IRONMAN to life and for PACIFIC RIM; and Mike Hill, a renowned

sculptor who specializes in ultra-realistic models of monsters from classic horror movies and has worked on such films as *THE WOLFMAN*, *APOCALYPTO* and *MEN IN BLACK 3*.

The team worked tirelessly from sketchbook to maquette to the fully-realized creature suit that transformed Doug Jones. Says Hawkins of what they achieved: “I feel the creature is one of the most beautiful things I’ve ever seen. I had to be reacting to someone who feels alluring to Elisa and because of their work that came naturally. I didn’t see Doug at all; I saw this incredible, mysterious specimen. Others might see a monster but Elisa sees something else entirely and that comes across.”

Del Toro had his own way of testing whether the design was attractive enough. “Every night, I took it to my home and got the female vote: enough ass or not enough ass, enough abs or more abs, shoulders bigger or slimmer? It just had to be a creature you could love fall in love with.”

The initial inspiration for the creature came directly out of nature, with his bioluminescent skin, layered eyes and strong, sucking lips merging into a sleek, humanoid-style form. For those whose love is sculpting new life forms, the proposition of creating something so original was jaw-dropping.

Explains Shane Mahan: “The idea from the beginning was to really push the idea of an aquatic form of life that has existed for millennia, to make it feel like a living creature from the sea with the kind of shifting, phosphorus colors you would see in tropical fish, but in a fleshy form that is compelling.”

Looking for someone to blow the whole process open, Del Toro recruited Hill, having recently been wowed by his life-like monster sculptures at a horror film convention. “Mike has a connection with monsters that is uncanny, and I thought we needed that level of insight,” says the director. “The difficulty with this creature is that we were not just sculpting a creature – we were sculpting a leading man.”

Hill recalls the mission Del Toro set for him: “He said he wanted me to give the creature a soul. He wanted it to be something a woman could fall head over heels for in every way. So I started sketching a handsome looking version of a fish man, giving him kissable lips, a square jaw and doe eyes and I went from there.”

The process got so intense, Hill spent night and day collaborating with Del Toro on clay sculptures, each sketching and scratching and revising the forms over and over. “After weeks and weeks and weeks of sketching with the clay, we finally nailed it,” Del Toro recalls.

The creature was now reinvented in a more sinewy form. “I wanted to make him a bit more caliph like, and because Doug is so slim, I thought let’s not waste that, and let’s not build bulk,” explains Hill.

Hill and Del Toro perused an encyclopedia’s worth of real-life fish as they worked. “We wanted him to look like something that you might see washed up on the shore of a beach and at first think, oh, that looks kind of like a fish, so it was important to use realistic fish colors that are familiar to people,” Hill says.

The enchanting tropical lionfish, a vibrantly colored, venomous creature native to the Pacific became the model for how the creature would eat – with its internal membrane that allows the fish to swallow its food in record time. Hill also looked to the natural world for the creature’s translucent bioluminescence. “People with aquariums

are often attracted to glowing, see-through fish so we wanted to echo that idea,” he elaborates. “Later, Legacy came up with a way to re-create that idea in an opaque suit that looks fantastic.”

Even with the clay designs completed, only half the work was done. The next step was equally tough: turning the models into a series of practicable latex suits that a human being could move inside. Legacy transformed Hill’s maquettes into a magnified, digital image, which was then sculpted further, etching in more muscularity and vascularity. Work also began on the creature’s facial elements, especially his eyes. Recalls Mahan: “One of the early conversations was that Guillermo wanted the eyes to be changeable on set in order to change the mood or look of the creature. Since you can’t take Doug’s makeup off to change them, we ended up coming up with a magnetic system to interlock the eyes. It was the only solution. Once we were shooting, we would change the eyes four or five times a night.”

The most minor seeming details – for example, creating a working set of gills for the creature – garnered tremendous time and thought. Says Mahan: “His gills were especially challenging because we were dealing with a lot of water in some scenes. But they were also exciting, because the gills gives the creature an additional way of reacting without words and we could use Doug’s breathing to enhance emotions like excitement, anger or affection.”

As early renditions of the suit were put through their paces, Del Toro was a constant driving force for the Legacy team. “He has a love for our craft that is infectious,” says Mahan. “He would meet with us anytime, late on a Friday night or on a Sunday, and he was involved at every turn. It’s very rare that you find that kind of interest in being so super refined and for us, that kind of obsession is inspiring. You end up wanting to invest more and more into making it as great as it can possibly be.”

Finally, four spectacularly intricate suits, each capable of getting waterlogged, were made for the production. Says Del Toro: “Shane and the whole team at Legacy were incredible partners in the design. They were instrumental in developing the color, solving the logistics and reconciling the beauty of the design Mike and I did with something that would be truly functional.”

Painstakingly constructed as it was, the suit proved to be a daily challenge for Jones, who had to not only learn to live in it, but to fall in love inside it. Legacy made it as pliable as it could possibly be, though it still had the quality of a constricting vise. “The suit is super tight and inside it there are actual corsets to make it even tighter. But we segmented the abdominal plates so that they do give and move a little bit. It’s not solid, so it can create the graceful motions the story demands of Doug,” Mahan says.

The skin-tight fit and athletic nature of moving in the suit pushed Jones to “get into the best shape of my life” at age 56, he says. “I knew this would be my most physically demanding role, so that spurred me. Just wearing the suit, which has foam latex rubber and silicone designed to always spring back to the position it was sculpted in, was an intense work out. Every movement is like doing a pushup or a pull-up.”

Jones's extensive transformation also meant spending two to four hours daily in the makeup chair. In some scenes, he was entirely blinded by prosthetic eyes. The suit also took four people to hoist Jones into it. "It was a daily comedy of tugging and pulling and baby powdering as well as shoving, shifting, zipping and snapping as four grown men pulled on my arms and legs," Jones laughs.

SHAPING THE VISUAL EFFECTS

The film's visual effects supervisor, regular Del Toro collaborator Dennis Berardi, became another key partner in crafting the creature's full existence. When Berardi read *THE SHAPE OF WATER* he says he was overcome with feeling – and also excitement about what lay ahead. "I could see how my team could make a real contribution to the film's core emotional components and I was all in," he recalls.

Berardi began by creating an exacting digital double of Doug Jones in the prosthetic suit. "Guillermo wanted the creature to not only be able to emote like Doug but to also move underwater in a certain way so we did a lot of early movement tests with our Animation Team at Mr. X and we got to the point where we could do a digital version of the creature that could match up with Doug's beautiful performance," he says.

Crafting the underwater movements was a research-intensive process that involved looking not only at Olympian human swimmers but such aquatic species as sharks, puffins, otters and penguins. "We looked at anything that moves very gracefully through the water in order to base it all in reality," Berardi explains.

The result was a digital mirror reflecting Jones's powerful acting with the added dimensions of a creature that doesn't exist -- the real and the unreal aligning in synch. Berardi even played with the creature's colors, shifting them with his mood. "Our hope is that the audience can't distinguish at all between the digital version of the creature or the Doug Jones version. Doug's performance informs our animation and I think our animation has also informed how Doug was photographed. If the audience can't tell which is which, we will have succeeded," says Berardi.

Del Toro's encyclopedic knowledge of cinematic history, especially monster movie history, was a constant resource. "He knows creatures like the back of his hand," Berardi muses. "I can show him any reference from any movie and he can deconstruct the method used to create it. So that gives him a unique ability to communicate what he wants based on stuff that he's seen and also what's in his mind. He gives you magical inspiration, then challenges you to bring your own ideas to the table, which is so rewarding."

SHOOTING THE UNREAL FOR REAL: THE CINEMATOGRAPHY

THE SHAPE OF WATER's shadowy atmosphere drops the audience into the depths of the story – and Dan Laustsen's creative cinematography was vital to achieving Del Toro's vision. "The final design of the creature is

done with light,” Del Toro emphasizes. “If I did not have a D.P. who understood that it wouldn’t work. Dan also understands it’s not just about key light, cross light, rim light, etcetera. He’s not technical; he’s emotional. I think all great cinematographers are emotional. A great cinematographer is like an orchestra conductor – he transmits emotion with light instead of musical notes.”

Laustsen recalls that as he read the script he wondered aloud: “How are we ever going to shoot this?” He goes on: “But then I talked to Guillermo and his vision was so strong, I started to believe it was possible. This film was both a big challenge and a fantastic experience for me.”

The rich silence of the film’s two leads especially tantalized Laustsen. “That whole idea of two mute characters connecting is very cinematic,” he muses. Equally inspiring was the idea of using a kind of visual liquidity to make the whole narrative ebb and flow like water. “Everything’s in motion in the film,” Laustsen describes. “Guillermo wanted lots of camera movement, and he likes very precise movement, so we worked with all kinds of cranes, dollies and Steadicams, and it was very exciting.”

Laustsen put the much-loved Arri Alexa digital camera through its paces, using Arri/Zeiss Master Prime lenses, which allowed for maximum precision. He explains, “Guillermo wants crisp, crisp images where everything is sharp, and you can really see the details with this combination.”

Early on, Del Toro and Laustsen flirted with shooting the film in a classic black & white, but they reversed course – and both agree it was a catalytic decision. Working instead with monochromatic tones of color, they meticulously shifted light and texture to craft a more modern, yet desaturated look, full of deep-sea tones. Explains Del Toro: “I knew I wanted the film to be monochromatic, so most of the palette is blues and greens with amber as a counter-balance. Red only comes in as the color of blood and love.”

An almost architectural lighting design formed a centerpiece of the work. “Dan is a genius with light,” muses Del Toro, “and he was able to light the film as if it was 1950s black & white even though we use color. The light is very expressionistic and full of shadows and I think feels very classic.”

Lighting was especially vital when shooting the creature. “He’s not really a terrifying character, but he is fascinating and the camera is fascinated with him,” says Laustsen. “Is he an animal? Could you call him a person? In terms of the cinematography he had to be lit very, very carefully, because of course as an audience member you want to see every part of him, but we also wanted to keep him a bit mysterious.”

For some of the underwater sequences, Laustsen went Old School, harking back to the technique of shooting “dry for wet,” creating the illusion of water. This involved utilizing heavy smoke, wind machines and projection to create a dripping, pulsating atmosphere akin to water --while allowing the actors to work with their eyes open, vital to their expressions. Says Del Toro: “We did a lot of research on how to do dry for wet well – from how many frames per second to use to how you can create floating particles. We knew the key was to create a video projection of caustic light on the characters that is very operatic.”

Recalls Doug Jones: “When we did the dry for wet scenes, Sally and I were working in fog with lights zigzagging around like waves. It was quite unusual, but when I saw the video playback, I was like, ‘dang that looks real.’”

Real water also played a role in the bathroom sequences, which meant challenging tank work. Summarizes Laustsen: “Shooting underwater is always a big challenge because of the lack of communication. But the underwater part of things was the really the least of our worries in those scenes. Most of all, we wanted Elisa to look amazing and the creature to look a little scary and the whole thing to be very, very romantic.”

THE LOOK OF WATER: THE DESIGN

Del Toro is as much a world-builder as he is a director, and for *THE SHAPE OF WATER*, the world he wanted to create was a blend of historically authentic Cold War America with the patina of a timeless legend. The design was ambitious. Elisa might lead a quiet, nearly invisible life but she roams through realms that are epic: from the covert government laboratory where she works to the apartment leaking flickering light from a B-movie theatre below to the Maryland coast where the film reaches its climax. Like the fluidity of the camera, the design features curves and serpentine set against a world where hard lines can be drawn in men’s minds.

Says J. Miles Dale: “Guillermo is undeniably a grand visualist. From the sets to the costume to the camera, no detail is too small for his attention. So that also makes him a kind of catnip for designers. With Paul Austerberry, the process started early, designing the lab, Strickland’s office and home, Elisa and Giles’s apartments and the bathroom that becomes so important to the story. He spent a lot of time really nailing the palette, and it was the same with Luis’s costumes. Guillermo always has very specific ideas about colors and textures and Luis just ran with that, coordinating with Paul and Dan the whole way.”

For Del Toro, bringing in Austerberry – who is also working on the forthcoming *PACIFIC RIM: UPRISING* – was a must. “I fell in love with the fact that Paul has a very strong opinion of design, meaning he could counter anything I talked about with new ideas,” Del Toro says. “But even though Paul has great ideas, he’s also very practical and that was important because this film had such a big scope, with complex sets and underwater shooting. He had to be able to orchestrate and manage all that.”

Research and realism were the twin poles of Austerberry’s work, which helped transport cast and crew. “The sets were like stepping into a painting,” says Sally Hawkins. “That’s what it felt like to me.”

Austerberry began by rooting his designs in the actuality of the early 60s, with its mix of futurism and sleekly functional mid-Century design. “Guillermo and I talked about basing the design in reality so I started with a ton of research, looking through books and archives of all kinds of government research labs, pulling lots of references,” he says. “Guillermo always says you first need to make a place grounded in reality in order for it to become fantastical, so we were as authentic to the period as we could be in the story.”

The laboratory, where the creature is housed in a secured, indoor pool, establishes the mood with its blending of emerging high tech with a timeless hall of horrors. “We didn’t want a lab that would come off too sterile and bright, which is what you usually see, so we went the other way with a laboratory where you feel lots of unsettling things have gone on in there and it has some dark history,” Austerberry explains.

The creature’s room is a maze of pipework, ducting and cylindrical chambers. Says Del Toro: “For the creature’s compound, I wanted the feeling of a dungeon with all the chains, surgical tables and the steampunk pipes. It is not a pleasant, well-lit lab -- I wanted it to feel almost more medieval than modern to add to the fairytale feeling.”

Continues Austerberry: “The pipes you see look like heavy cast iron pipes, but they’re all done out of Styrofoam. That set was such a complicated jigsaw puzzle, we were working on it right down to the wire. On top of everything else, we had to design everything to endure lots of water and steam and for a huge lighting job as well.”

Austerberry had in mind Brutalist architecture – the concrete-heavy, function-based style that flourished from the 50s to the 70s -- for the compound. Searching for a less angular version, he found reference photos from a concrete French sanatorium that was more rounded. “I didn’t want hard, rectangular lines which felt too modern sci-fi,” he explains.

Then there is the capsule in which the creature first arrives. “It’s described as an iron lung in the script so I pulled lots of historical references of iron lungs. There was one in particular Guillermo loved. He loved the color, the shape and language of the materials. It was one of the first things we designed actually because it took over 8 weeks to fabricate. The idea is that the chamber is on wheels so it can then be attached onto the larger pressurized cylinder in the laboratory to transfer the creature.”

For the laboratory’s NASA-like “command center,” Austerberry crafted a typically 1950s glass tile mosaic – but out of tile-board, which allowed for rapid deployment. “I went looking in the research for 50s wall murals and I discovered a Lisbon tile mosaic that had a really amazing green-blue color palette that Guillermo loved. You see a lot of it because Strickland’s office is so high up and otherwise fairly stark, but there’s this beautiful color palette going on behind the big glass panes of windows.”

Strickland’s office floats above the command center, an eye in the sky, full of surveillance equipment. “He overlooks the minions working for him through the glass via an early closed-circuit camera system we based on 1960s TV studio set-ups. When you see Strickland behind this wall of images it really speaks to how he sees himself as above everyone and privy to all information he can take” Austerberry reflects.

The laboratory’s bathroom and locker room each host key scenes and these were shot in Toronto’s massive Hearn Generating Station, an old power station that has become an icon of a bygone industrial age. “We looked at Hearn because it has tiled rooms. Unfortunately, the tiles in Hearn are cream and Guillermo was like, ‘we can’t have that color in this movie,’ so we ended up still using it but hand-painting every tile to be in our palette,” Austerberry relates.

Austerberry especially loved designing Elisa and Giles's apartments sitting atop a classic bijou-style movie theatre. To forge the exterior, he used Toronto's Massey Hall -- a designated National Historic Site of Canada, which was designed in the neoclassical tradition by architect Sidney Badgley in 1894 and extensively refurbished in the 1940s to become a now popular performing arts theatre. Though it was never a cinema it evoked the elegance of an old movie palace and, with a lit marquee, fit the bill.

The interior is where Austerberry really took off creatively. Del Toro wanted Elisa and Giles's apartments to be two halves of a whole, much like their essence as friends, divided by an arched window.

The director describes: "Their apartments are like two hemispheres of the same globe, but we lit each half differently. With Giles, even if the scene was at night we lit it like sunset in very warm tones. The color-coding of Elisa's apartment is aquatic, with cool lighting and lots of cyan. Hers is corroded by water, while his is not corroded at all. His is full of wood and golden light, very grounded colors because he is the grounding for Elisa, whereas Elisa's apartment has the magical light of the cinema below."

Elisa's apartment was a favorite of both director and designer. "We talked a lot about the idea that once this was a grand room but at some point there was a fire and it never got repaired so it looks very aged with that patina Guillermo loves," says Austerberry. "Guillermo brought us an image he had from a photography competition in India with an old lady in a darkened room with a really aged textured and a cyan blue wall in the background and that became a big inspiration."

The walls were a major focus and an exhaustive quest led Austerberry to a vintage Anglo-Japanese wallpaper pattern featuring little curves that subtly resemble fish scales, similar to an ancient Japanese engraving. He then merged that pattern over a faded cresting wave reminiscent of 19th Century Japanese artist Hokusai's iconic woodblock print, "The Great Wave of Kanagawa."

"We had a scenic artist paint a beautiful version of the Great Wave in textured plaster and then we just layered and layered and layered over it until it's basically gone but you still sense there's this shape of water on this wall," Austerberry describes. "Guillermo wanted the wall to be stark and subtle but to tell a little story if you knew what you were looking for. So that's how it became so finely detailed."

All of the walls in the apartment were created as "wild walls," meaning they were all on quick-releases so that could be moved at a moment's notice to accommodate a roving camera. In addition, the windows each had to be plumbed for the deluge of rain that leads up to the film's climactic moments. When it came to the floor, Austerberry crafted leaks in the subflooring so that light from the cinema penetrates through, merging Elisa and Giles's daily life with the movie fantasies running down below.

Then came the most challenging set of all: the modest, retro bathroom, which is Elisa's oasis from the world -- and then becomes the creature's refuge and the site of their deepening romance. Ultimately, Austerberry knew his set would become a pool. "Our sets are generally made out of wood, Styrofoam and plaster. But for this one we had to make everything out of aluminum and Bondo instead of plaster because it all would ultimately be submerged

in a tank. At one point, we actually lowered the sets slowly into the tank so that you can see the water rise. It was all very, very tricky to pull off,” he describes.

Tricky as it all was, the pay-off was generous. “Elisa’s flat simply took my breath away,” says Hawkins. “The richness of it and the colors – it was like working inside a poem or incredible piece of art.”

Adding to the production design, visual effects supervisor Berardi helped to place the story in a now-vanished 1960s Baltimore, recreating the city digitally from archival photos. “The idea was that it should feel photo-real, yet with that fableistic component -- which is a tough balance to strike,” Berardi notes. “What helped is that Guillermo is so collaborative. Even when we came up with something pretty good, he was always asking ‘OK, what can we do now to make it *great*? What's the next level?’”

The fuzzy line between fable and reality is also woven into the fabric of Sequeira’s costumes for THE SHAPE OF WATER. “In Luis’s work, every piece reflects the interior of a character,” says Del Toro, “from the beautiful shark-skin suit for Strickland that is almost James Bond perfect to Elisa’s dresses.”

Sequeira has worked with Del Toro on “The Strain,” but this process was new. “On this film, we didn’t have a lot of concept art so it all started from discussion on each of the characters and their different worlds. Hundreds of photos and images were collected and from that, we started really refining the look of each character as part of the storytelling,” he explains.

Elisa’s costumes were informed at once by her working-class status but also by a subtly buoyant aquatic theme. “Elisa isn’t a person who has a lot of clothes, so she needed just a few pieces, but very special pieces,” says Sequeira. “She is in blues and greens, watery colors, for the most part. There is a little red only near the end of the film, signifying a shift in her resolve.”

Octavia Butler’s Zelda is in contrasting colors. “I wanted to do a kind of a bruised fruit palette for Octavia so it would feel very different from Sally’s character and different from all the other female characters in the film as well,” says Sequeira.

Sequeira’s team did a lot of their own crafting, creating everything from Michael Shannon’s hats to vintage shoes, jewelry and undergarments. “One of the important things to Guillermo was that the clothing not only be accurate to the period but look as though it has lived a life,” Sequeira says.

Watching his costumes in action on Austerberry’s sets really brought it all home for Sequeira. “That’s the beauty of film -- when the costumes combine with the hair, makeup, lighting, sets and the actors it becomes something magical,” he says. “Suddenly, it’s 1962, only it’s Guillermo Del Toro’s unique version of it.”

DANCING IN THE DEEP

The film’s entire collaborative circle – including cinematographer Dan Laustsen, production designer Paul Austerberry and costume designer Luis Sequeira – combined their creative energies for one of the film’s most

unusual sequences: a Golden Hollywood style song-and-dance number that could be out of a 1940s black-and-white feature but for the fact it features a mute cleaning lady and piscine creature. Like the classic movie musicals, the number is reserved for a moment in which emotions burst out beyond the boundaries of convention.

“The creature only knows about six words and Elisa wants to tell him, ‘you’ll never know how much I love you,’ so she wonders how do I say it? That’s when she starts singing,” Del Toro describes. “I knew this was a big gesture for a film of this size and we would need to allocate the resources very carefully. So we had just half a day to shoot the musical number.”

Rather than emulate the more static MGM musicals of the ‘40s, Del Toro looked to the more energetically fluid style of Stanley Donen, famed for his debonair symbiosis with Gene Kelly on such films as *SINGIN’ IN THE RAIN* and *IT’S ALWAYS FAIR WEATHER*. “Donen did all these sweeping cranes, so I thought I’m going to mix the aesthetics of a classical black-and-white musical with those cranes. It’s a combination of the two styles – and it comes at a moment in the story when everything is so dire that it kind of breaks up that energy and sets things flowing into the last movement of the film,” Del Toro explains.

The scene was literally like a dream to Hawkins, a dream she’s had since childhood. “I was obsessed with Fred Astaire and Ginger Rogers as a child,” she notes. “I watched nothing else. But I never thought that I would ever experience that kind of magical cinema myself. Yet here I was living that dream and I got to wear the most beautiful dress and glide into the air. Honestly by the end of the scene, I was so happy I felt I never needed to work again. I thought I might just go work in a bookshop for the rest of my life!”

Doug Jones was a bit taken aback by such an unconventional turn for a non-human character, but he knew it would work in Del Toro’s hands. “This movie musical moment is the most unusual I’ve had as a creature but it’s one of those things only Guillermo could pull off,” he reflects. “I could not wait to do the scene. Sally and I were both a bit terrified and excited, but that only seemed to unite us more.”

Shot in color with vintage lighting, the sequence was later processed into a time-warping black & white. Meanwhile, Sequeira found joy in designing Elisa’s vintage 1930s dress for the dream dance number. “Ginger Rogers was the inspiration but then there was a lot of working with the intensity of the color and how it would respond to the lighting to really maximize the impact,” he describes.

Del Toro also brought in a full orchestra for the number, but notes it was likely not what they were expecting. “I think the orchestra probably thought they had been booked in a gig from hell because they come in with their tuxedos and their instruments and they sit down and then comes a fish-man and woman in a sequin dress and they start dancing,” he laughs, “but it was a great day.”

SOUND OF WATER: THE MUSIC

Guillermo Del Toro collaborates for the first time with Oscar®-winning composer Alexandre Desplat on THE SHAPE OF WATER – and both were immediately on the same page about all that the music might convey in a film where two characters use everything but words to connect to each other.

“This is probably the easiest relationship I’ve ever had with a composer because Alexandre truly understood the movie and its essence and his music is completely imbued with that,” says Del Toro. “A good composer flows with the camera moves and the emotion of the moment -- and I find Alexandre’s punctuation of those things is impeccable and never obvious. Great scoring always adds another layer to the story, and Alexandre knows how to integrate music with dialogue, action and sound design.”

Desplat says watching an early cut of the film hit home with him in a deep way. “I think it’s a beautiful, beautiful love story – and I felt you could transpose this situation in the film to any type of difference between human beings. But the crucial thing for me creatively is that I was really stunned by the fluidity of the camera,” he recalls. “The camera never stops. It’s always in motion so you have a sensation like water in the flow of the movie. There’s nothing more inspiring for music than a story that flows because you can just surf on it. This story was very special on that level.”

As he began talking with Del Toro, Desplat discovered they both admire many of the same composers -- especially Nino Rota, who composed for the Italian masters Fellini and Visconti, and George Delerue, who composed for Truffaut, Godard and won an Oscar® for George Roy Hill’s A LITTLE ROMANCE. “They were composers who never forced emotion,” observes Desplat. They were always trying to bring true, deep feeling to their music without overdoing it. And that was the approach here. The music is not pushing you, not manipulating you. Rather, it’s the music of Elisa’s heart beating and that’s what we were trying to achieve. It’s not simplistic at all, but it’s meant to be something simple in an organic way.”

They chose to develop a distinct theme for each of the main characters in a back-and-forth process. For Elisa, Del Toro always heard a waltz, with its lively *one-two-three* rhythm and Desplat suggested the accordion as a vibrant and distinctive way to work with that idea ... the Del Toro suggested adding a whistle. “I always thought Elisa’s rhythm and tempo would be very waltzy,” says Del Toro. “But I also felt we need something more than the accordion and I thought, why don’t we use a human whistle? Whistling is not used enough in movies, but is eminently human. So we did it.”

Desplat found the instrumentation brought him deeper into Elisa and her wellspring of vital energy. “There’s an innocence that we tried to capture with her thematic music. She’s smart yet she’s somehow innocent. She likes sex but at the same time she wants pure love. So there’s something ambiguous about her, something romantic and lyrical, which was beautiful to play with in the music.”

The fact that she is mute only made his compositions that much more significant. “With a character who doesn’t speak, you have more space,” Desplat explains. “You can expand the sound more and say things with many different colors in the instruments. In a way you can be more talkative musically.”

For the creature’s theme, flutes dominate. “So much of the creature is about breath, about oxygen or the lack of oxygen, so flutes seemed to me to reflect the creature,” says Del Toro.

Desplat ran with that idea. “I suggested we change the lineup of the orchestra to have 12 flutes -- alto flutes, bass flutes and C flutes -- but no clarinets, no bassoons, no oboes. There’s very little brass, only in a few cues, so it’s really the strings and the flutes that bring the qualities of fluidity and transparency that water has. We added to that some piano, harp and vibraphone, instruments that have a pearl-like quality.”

Then, Desplat composed a love theme for the duo. Says Del Toro: “We wanted the love theme to be very emotional, not sentimentally artificial, so it’s a variation on Elisa’s theme.”

Del Toro doesn’t usually attend recording sessions, but this time was different. “Alexandre said to me I would love for you to be there to say ‘more emotion’ or ‘less emotion.’ And we had such a unique collaboration that I felt I was not an intruder into the process but could bring more ideas to it.”

The day of recording the orchestra was a highpoint for Desplat. “I loved it,” he says. “Being on the floor with the musicians and sharing my ideas and adjusting things was a great pleasure. It’s always amazing to hear an orchestra blowing your own music back at you.”

As for his rapport with Del Toro, Desplat says: “For me Guillermo is as much as an artist as a director. It is the way in which those two things combine in him that makes his work so magical.”

That rare combination is what gave the entire cast and crew the courage to take a dive into this underwater story of such swirling cultural, political and personal resonance. Sums up Sally Hawkins: “Guillermo has a unique ability to go straight to the heart of things. He grabs you by the heart and doesn’t let you go. That’s the experience I went through making the film and I hope that’s the experience people have watching it.”

*If I told you about her, the princess without voice, what would I say?
Would I tell you about the time...? It happened a long time ago-
in the last days of a fair Prince’s reign... Or would I tell you about the place?
A small city near the coast but far from everything else...
Or perhaps I would just warn you about the truth of these facts
and the tale of love and loss and the monster that tried to destroy it all...*

--Giles, THE SHAPE OF WATER

ABOUT THE CAST

SALLY HAWKINS (Elisa Esposito) is one of the UK's most respected actresses. Her extensive and impressive body of work has been widely lauded by the Academy Awards, BAFTAs and Golden Globes.

Hawkins most recently starred as the lead alongside Ethan Hawke in *MAUDIE*, directed by Aisling Walsh.

Last year saw Hawkins star in the second series of the highly acclaimed “The Hollow Crown” playing the role of 'Eleanor, Duchess of Gloucester' opposite Hugh Bonneville and amongst a cast which included Benedict Cumberbatch, Judi Dench, Keeley Hawes and Michael Gambon in the mini-series based on Shakespeare's history plays.

In 2014 Hawkins was seen in the hugely successful adaptation of Michael Bond's much loved story *PADDINGTON*. She portrayed the role of 'Mrs Brown' alongside a cast including Ben Whishaw, Hugh Bonneville, Nicole Kidman and Julie Walters. She will also star in the highly anticipated sequel.

Hawkins' performance in Woody Allen's *BLUE JASMINE* in 2013 gained huge praise and garnered her nominations as 'Best Supporting Actress' from the Academy Awards, BAFTA and Golden Globes. She went on to win an Empire Award for her critically acclaimed performance.

In 2014 Hawkins starred in Gareth Edward's *GODZILLA* where she played Vivienne Graham alongside a cast boasting Aaron Taylor Johnson and Bryan Cranston.

That year also saw Hawkins featured in *X+Y* which premiered at the London Film Festival to fantastic reviews. Morgan Matthews' drama contains a stellar cast including Rafe Spall, Eddie Marsan and Asa Butterfield. She also filmed the pilot of “How and Why,” written and directed by Charlie Kaufman and produced by FX.

Hawkins gained international success for Mike Leigh's *HAPPY GO LUCKY*, her portrayal of the playful 'Poppy' earned her a Golden Globe, as well as 12 other prestigious wins and nominations. In 2010, Hawkins' leading role of 'Rita O'Grady' in director Nigel Cole's *(CALENDAR GIRLS) MADE IN DAGENHAM* also earned her a nomination in the category of 'Best Actress' at the British Independent Film Awards with the film itself garnering four nominations for BAFTA awards, four nominations at the BIFA awards and a nomination at the London Critics' Circle Film Awards.

In 2011, Hawkins was involved in numerous critically acclaimed films; in *NEVER LET ME GO* she played the role of 'Miss Lucy' alongside Carey Mulligan, Andrew Garfield and Keira Knightley. She was also seen in Richard Ayoade's debut film *SUBMARINE* with Yasmin Paige, Craig Roberts and Paddy Considine as well as playing 'Marylin' in Sherry Horman's *DESERT FLOWER*.

Hawkins' repertoire of films additionally features even more impressive titles. She was featured in Gurinder Chadha's *(Bend it like Beckham)* comic-thriller *IT'S A WONDERFUL AFTERLIFE*. In the same year, she starred in *HAPPY EVER AFTERS*, a comedy opposite Tom Riley. In 2008 she also had a role in the BAFTA-winning and Oscar nominated *AN EDUCATION* alongside Carey Mulligan and starred in *LOVE BIRDS* directed by Paul

Murphy. Her other past film credits include Woody Allen's CASSANDRA'S DREAM, Matthew Vaughan's LAYER CAKE, ALL OR NOTHING and the three-time Oscar nominated VERA DRAKE directed by Mike Leigh.

In the feature adaptation of the Charles Dickens classic GREAT EXPECTATIONS directed by Mike Newell, Hawkins starred as 'Mrs Joe' where she was cast opposite Ralph Fiennes, Helena Bonham Carter and Holliday Grainger. She also starred in the comedy LUCKY DOG alongside Paul Giamatti and Paul Rudd.

Hawkins has also worked in many notable TV dramas. In 2006, she appeared as Anne Elliot in ITV's adaptation of "Persuasion" which won her the Golden Nymph Award for Best Actress at the Monte Carlo Television Festival as well as winning her a Royal Television Society Award. That same year she starred in BBC 2's "Shiny Shiny Bright New Hole In My Heart." She also had a recurring role in three series' of the BBC's hit comedy "Little Britain." In 2005 she was the lead in period crime piece "Fingersmith," which was nominated for three BAFTAs. Her other television credits include "Byron" (BBC), "Tipping the Velvet" (BBC), "20,000 Streets Under the Sky" (BBC) and "Man to Man" with Dean Learner (BBC).

Hawkins also has an extensive theatrical background. Most recently she was seen on stage in *Constellations*; Nick Payne's Olivier nominated production which transferred to the West End after premiering at The Royal Court. She has performed at the Theatre Royal York, in the role of Juliet, in *Romeo and Juliet* and has also performed in both *Much Ado About Nothing* and *A Midsummer Night's Dream* (playing leading roles; Hero and Hermia respectively) at the prestigious Regent's Park Open Air Theatre. She was also cast in *The Wintering* and *Country Music* at the Royal Court Theatre. Hawkins played Adelea in Howard Davies' production of *House of Barnada Alba* at the National Theatre. She completed her Broadway debut run in the Roundabout Theater's revival of *Mrs. Warren's Profession* starring alongside Cherry Jones.

Academy Award[®], Golden Globe[®] and Tony Award[®] nominated actor **MICHAEL SHANNON** (**Richard Strickland**) continues to make his mark in entertainment, working with the industry's most respected talent and treading the boards in notable theaters around the world.

Shannon most recently was seen in Bart Freundlich's WOLVES, opposite Carla Gugino. Shannon can also be seen in Werner Herzog's thriller, SALT AND FIRE, alongside Gael Garcia Bernal and Veronica Ferras.

Later this year, Shannon will be seen in Alfonso Gomez-Rejon's THE CURRENT WAR, opposite Benedict Cumberbatch. The Weinstein Company is slated to release this on December 22, 2017.

Additionally in 2017, Shannon will be seen in in Seth Henrikson's POTTERSVILLE opposite Thomas Lennon and Judy Greer. Shannon also lensed Meredith Danluck's STATE LIKE SLEEP, alongside Katherine Waterson.

Next year, Shannon can be seen in the Nicolai Fuglsig-directed HORSE SOLDIERS opposite Chris Hemsworth.

Shannon is currently in production in writer-director Elizabeth Chomko's drama, WHAT THEY HAD,

opposite Hilary Swank. After that, Shannon will start lensing on “Waco” opposite Taylor Kitsch, a mini-series that will explore the true-life events leading up to and chronicling the two-month siege between the FBI, ATF and Koresh’s sect in Waco, Texas. Written and directed by John Erick Dowdle and Drew Dowdle, Shannon serves as a co-executive producer on the project.

In 2016, Shannon was seen in Tom Ford’s NOCTURNAL ANIMALS, an adaptation of Austin Wright’s 1993 novel Tony and Susan in which he stars opposite Jake Gyllenhaal, Amy Adams and Aaron Taylor Johnson. For his performance, Shannon received an Academy Award[®] and Critics Choice[®] nomination. Earlier that year, Shannon marked his fifth collaboration with director, Jeff Nichols, with a cameo in his drama LOVING, and starred in his sci-fi thriller MIDNIGHT SPECIAL. Shannon’s previous collaborations with Nichols include TAKE SHELTER, for which he received a 2011 Film Independent Spirit Award nomination for Best Actor; as well as the films MUD and SHOTGUN STORIES.

Most notably, Shannon garnered critical acclaim for his Oscar[®] nominated supporting role in REVOLUTIONARY ROAD, playing ‘John Givings,’ the psychologically troubled neighbor’s son. Directed by Sam Mendes and adapted by Justin Haythe, Shannon stars opposite Leonardo DiCaprio, Kate Winslet and Kathy Bates. He went on to receive additional acclaim for Ramin Bahrani’s timely drama 99 HOMES, co-starring opposite Andrew Garfield. He was nominated for a Golden Globe[®], Screen Actors Guild[®], Critics Choice[®], Gotham Award[®] and Film Independent Spirit Award on behalf of this performance.

With over forty roles in film, Shannon’s credits include Matthew M. Ross’ FRANK & LOLA, Joshua Marston’s COMPLETE UNKNOWN; Liza Johnson’s ELVIS & NIXON; Jonathan Levine’s THE NIGHT BEFORE; Peter Sollett’s FREEHELD; John McNaughton’s THE HARVEST; Jake Paltrow’s THE YOUNG ONES; Zack Snyder’s MAN OF STEEL; Ariel Vromen’s THE ICEMAN; David Koepp’s PREMIUM RUSH; Liza Johnson’s RETURN; Marc Forster’s MACHINE GUN PREACHER; Floria Sigismondi’s THE RUNAWAYS; Werner Herzog’s MY SON, MY SON, WHAT HAVE YE DONE and BAD LIEUTENANT; Sydney Lumet’s BEFORE THE DEVIL KNOWS YOU’RE DEAD; Oliver Stone’s WORLD TRADE CENTER; William Friedkin’s BUG; Curtis Hanson’s LUCKY YOU; Michael Bay’s BAD BOYS II; Curtis Hanson’s 8 MILE; David McNally’s KANGAROO JACK, Cameron Crowe’s VANILLA SKY; Michael Bay’s PEARL HARBOR; John Waters’ CECIL B. DEMENTED; Noah Buschel’s THE MISSING PERSON and Shana Feste’s THE GREATEST. On television, Shannon’s credits include Martin Scorsese’s HBO series, “Boardwalk Empire,” which recently completed its fifth and final season.

Outside of his roles on screen, Shannon maintains a strong connection to theater. In 2016, Shannon was seen on Broadway co-starring alongside Jessica Lange, Gabriel Byrne, and John Gallagher Jr. in *Long Day’s Journey into Night*. Produced by the Roundabout Theater Company and directed by Jonathan Kent, the revival of

Eugene O'Neill's landmark 1956 drama led Shannon to a Tony[®] nomination for 'Supporting Actor' as well as 2016 Drama Desk Award for 'Outstanding Featured Actor in a Play.'

Prior to that, Shannon appeared opposite Paul Rudd, Ed Asner, and Kate Arrington in *Grace* at the Cort Theatre which he was nominated for a 2013 Distinguished Performance Drama League Award. Shannon also led Craig Wright's off-Broadway play, *Mistakes Were Made*, at the Barrow Street Theater. Directed by Dexter Bullard, Shannon portrayed "Felix Artifex." The play received its world premiere at A Red Orchid Theatre in Chicago in 2009 with the same cast and director. The critically acclaimed production garnered numerous accolades for Shannon, including an Outstanding Lead Actor Lortel Award nomination, an Outstanding Actor in a Play Drama Desk Award nomination, an Outstanding Solo Performance Outer Critics Award nomination, and a Distinguished Performance Drama League Award nomination.

Additional theater credits include *Pilgrim's Progress* (A Red Orchid Theater) *Uncle Vanya* (Soho Rep Theatre), *Our Town* (Barrow Street Theatre), *Lady* (Rattlestick Theatre), *The Metal Children* (Vineyard Theatre), *The Little Flower of East Orange* (Public Theatre), *The Pillowman* (Steppenwolf Theatre), *Bug* (Barrow Street Theatre, Red Orchid Theatre and Gate Theatre), *Man From Nebraska* (Steppenwolf Theatre), *Mr. Kolpert* (Red Orchid Theatre), *Killer Joe* (SoHo Playhouse, Next Lab Theatre and Vaudeville Theatre), *The Idiot* (Lookingglass Theatre), *The Killer* (Red Orchid Theatre), and *Woyzeck* (Gate Theatre).

Shannon grew up in Lexington, Kentucky and began his professional stage career in Chicago, Illinois.

Academy Award nominated **RICHARD JENKINS (Giles)** is one of the most in-demand character actors in Hollywood, having appeared in over 80 films.

In 2016, Jenkins was seen in John Krasinski's *THE HOLLARS* opposite Margo Martindale for which they won an AARP award for Best Grownup Love Story. He was recently nominated for an Independent Spirit award for his work in Craig Zahler's *BONE TOMAHAWK*.

His notable film credits include *THE VISITOR*, for which he received an Oscar nomination for Best Actor, *THE WITCHES OF EASTWICK*, *WHITE HOUSE DOWN*, *STEP BROTHERS*, *KILLING THEM SOFTLY*, *EAT PRAY LOVE*, *CABIN IN THE WOODS*, *JACK REACHER*, *FLIRTING WITH DISASTER*, *NORTH COUNTRY*, *BURN AFTER READING*, *THERE'S SOMETHING ABOUT MARY*, *RANDOM HEARTS* and *THE MAN WHO WASN'T THERE*.

Jenkins is currently filming a second season of "Berlin Station" on Epix. He starred in the acclaimed TV show "Olive Kitteridge," which he received an Emmy for Outstanding Actor in a Limited Series, and played Nathaniel in "Six Feet Under."

While famous for working under prosthetics in iconic feature film roles, **DOUG JONES (Amphibian Man)** is also a versatile character actor who has performed as "himself" in guest star roles on shows like "Arrow," "The Flash," "Teen Wolf," "Z-Nation," "The Neighbors," "Criminal Minds," "C.S.I." and NBC's horror anthology "Fear Itself." A veteran of over 100 commercials, Jones was Mac Tonight, the moon-headed piano player in the long-running 1990's McDonald's campaign. He also starred as the lead villain in *Hush*, an Emmy-winning episode of "Buffy the Vampire Slayer," long considered a fan favorite. Jones is also a semi-regular guest judge on the hit SyFy Net reality series, "Face Off."

In 2005, he played the title role of Pan (as well as the nightmare character known as The Pale Man) in Guillermo del Toro's Oscar-winning Spanish language fantasy/horror feature *PAN'S LABYRINTH*. But it was his sensitive and elegant performance as Abe Sapien in del Toro's 2004 box office hit *HELLBOY* that brought Jones' unique work to a wider audience. He went on to voice that same character for the Emmy-nominated Cartoon Network animations *HELLBOY: SWORD OF STORMS* and *HELLBOY: BLOOD AND IRON*. In 2007, Jones' title role performance in *FANTASTIC FOUR: THE RISE OF THE SILVER SURFER* was hailed by fans and critics alike. 2008 saw Jones reprise his starring role (as well as two other characters) in *HELLBOY II: THE GOLDEN ARMY*, once more under the direction of del Toro. He also starred in *GAINSBOURG*, a stylized biopic of the famous French poet/ singer/composer Serge Gainsbourg, in which he plays Gainsbourg's dark alter ego. The film has won three Cesar Awards (the French equivalent of The Oscars.) Jones has also had prominent creature roles in *CRIMSON PEAK*, *THE WATCH*, *THE BYE BYE MAN*, *ALWAYS WATCHING: A MARBLE HORNETS STORY*, *LEGION*, and many others.

Jones was a series regular on three seasons of TNT's Spielberg-produced sci-fi series "Falling Skies" and currently recurs on Guillermo del Toro's FX series "The Strain."

MICHAEL STUHLBARG (Dr. Robert Hoffstetler) has long been a lauded actor in the New York theater world, but it wasn't until he played Larry Gopnik, the lead role in the Coen Brothers' *A SERIOUS MAN*, that he earned serious recognition from the film community, including a Golden Globe® nomination for Best Actor in a Motion Picture.

Stuhlbarg's recent projects include *MISS SLOANE* with Jessica Chastain, Luca Guadagnino's *CALL ME BY YOUR NAME* and Marvel's *DR. STRANGE*. He played the role of New York City mob boss Arnold Rothstein on HBO's award-winning series "Boardwalk Empire" and has recurred on the Amazon series "Transparent."

Stuhlbarg's other films include: Denis Villeneuve's *ARRIVAL*; *JOBS*, directed by Danny Boyle; *TRUMBO* with Bryan Cranston; *MILES AHEAD* with Don Cheadle; Edward Zwick's *PAWN SACRIFICE*; Steven Spielberg's *LINCOLN*; Woody Allen's *BLUE JASMINE*; *CUT BANK*; *HITCHCOCK*; *MEN IN BLACK 3*; Martin Scorsese's *HUGO*; Ridley Scott's *BODY OF LIES*; Tim Blake Nelson's *THE GREY ZONE*; Sophie Barthes' *COLD SOULS*; and Martin Scorsese's short homage to Alfred Hitchcock, *THE KEY TO RESERVA*.

In 2005, Stuhlbarg was a Tony Award nominee and a Drama Desk Award winner for his performance in Martin McDonagh's *The Pillowman*. He has also been honored with the New Dramatists Charles Bowden Actor Award and the Elliot Norton Boston Theatre Award, the latter for his performance in *Long Day's Journey into Night*. The actor's other Broadway credits include the National Actors Theatre productions of *Saint Joan*, *Three Men on a Horse*, *Timon of Athens*, and *The Government Inspector*; Ronald Harwood's *Taking Sides*; Sam Mendes' revival of *Cabaret*; and Tom Stoppard's *The Invention of Love*.

Stuhlbarg has also worked numerous times with the New York Shakespeare Festival. His critically acclaimed credits include Sir Andrew Aguecheek in *Twelfth Night*, the title role in *Richard II*, and Hamlet in Oskar Eustis' production of the famous tragedy, for which he won a Drama League Award.

Other Off-Broadway credits include David Warren's staging of *The Voyage Inheritance*, for which he received Obie and Callaway Awards and a Lucille Lortel Award nomination; *Cymbeline*, reprising his role in a U.K. stint of the production; *Old Wicked Songs* (Drama League Award recipient); *Measure For Measure* (Lucille Lortel Award nomination); and *The Grey Zone*.

Stuhlbarg received his BFA from The Juilliard School. He also studied at UCLA, at the Vilnius Conservatory in Lithuania's Chekhov Studies unit, at the British-American Drama Academy at Baliol and Keble Colleges in Oxford, and, on a full scholarship, with French actor and mime Marcel Marceau.

A veteran character actress and one of Hollywood's most sought-after talents, **OCTAVIA SPENCER (Zelda Fuller)** has become a familiar fixture on both television and the silver screen. Her critically acclaimed performance as Minny in DreamWork's feature film THE HELP won her the 2012 Academy Award, BAFTA Award, Golden Globe Award, SAG Award and Broadcast Film Critic's Choice Award among numerous other accolades.

Spencer most recently was seen in the Academy Award nominated drama HIDDEN FIGURES alongside Taraji P. Henson, Janelle Monáe and Kevin Costner. Spencer's performance as Dorothy Vaughan has earned her Academy Award, SAG, Golden Globe and NAACP Image Award nominations to date. She can also currently be seen starring in THE SHACK, a film based off of the best-selling novel of the same title. She also co-stars in Marc Webb's drama GIFTED alongside Chris Evans and Jenny Slate.

Spencer recently recently finished filming SMALL TOWN CRIME, written and directed by Eshom and Ian Nelms, and also stars John Hawkes and Anthony Anderson.

Last year, Spencer reprised her role as Johanna in ALLEGIANT, the third installment of Lionsgate's THE DIVERGENT SERIES franchise. She also voiced the character of Mrs. Otterton in the Disney animated film ZOOTOPIA, one of fastest worldwide grossing films of the year. Last fall, she co-starred alongside Elisabeth Moss and Boyd Holbrook in THE FREE WORLD, a drama focusing on a recently released former convict who becomes involved with a married woman with an abusive husband that premiered at the 2016 Sundance Film Festival; the

drama FATHERS AND DAUGHTERS with Quvenzhané Wallis, Diane Kruger, Russell Crowe, Amanda Seyfried, and Aaron Paul and THE GREAT GILLY HOPKINS, the adaptation of Katherine Peterson's young adult Newberry Award winning novel. Spencer also reprised her role as Opal in Mark Waters' BAD SANTA 2, along with Billy Bob Thornton and Kathy Bates.

In 2014, Spencer co-starred alongside Kevin Costner in the drama BLACK OR WHITE, which premiered at the 2014 Toronto Film Festival to rave reviews. Previously, Spencer co-starred in Tate Taylor's GET ON UP, a chronicle of musician James Brown's rise to fame that also starred Viola Davis and Chadwick Boseman and the sci-fi, action-adventure SNOWPIERCER opposite Tilda Swinton and Chris Evans. Directed by Bong Joon-ho, the film followed a train that holds all remaining inhabitants on earth after a climate-change experiment wipes out the rest of the population, and the class system that emerges. In 2013, Spencer was seen in the indie-drama FRUITVALE STATION which won several prestigious awards including both the Grand Jury Prize and Audience Award for US Dramatic films at the 2013 Sundance Film Festival, the Un Certain Regard Award for Prix de l'avenir at the 2013 Cannes Film Festival, was named one of AFI's Films of the Year and received nominations for the 2014 Spirit Awards and NAACP Image Awards. Spencer was awarded "Best Supporting Actress" from the National Board of Review for her performance in the film and received an individual nomination from the NAACP Image Awards. She also served as a producer on the film.

Additional film credits include Diablo Cody's directorial debut PARADISE alongside Russell Brand and Julianne Hough, SMASHED; an independent film which premiered at the 2012 Sundance Film Festival, Bryce Dallas Howard's directed segment of CALL ME CRAZY: A FIVE FILM; an anthology of five short films focused on various stories of mental illness, BLUES FOR WILLADEAN, FLY PAPER, PEEP WORLD, DINNER FOR SCHMUCKS, SMALL TOWN SATURDAY NIGHT, HERPES BOY, HALLOWEEN II, THE SOLOIST, DRAG ME TO HELL, SEVEN POUNDS, PRETTY UGLY PEOPLE, COACH CARTER, CHARM SCHOOL, WIN A DATE WITH TAD HAMILTON, BAD SANTA, SPIDERMAN, BIG MOMMA'S HOUSE, BEING JOHN MALKOVICH, NEVER BEEN KISSED and A TIME TO KILL. In 2009, Spencer directed and produced a short film entitled THE CAPTAIN, which was a finalist for the coveted Poetry Foundation Prize at the Chicago International Children's Film Festival.

Spencer was recently seen guest starring in the latest season of the CBS series "Mom," a comedy that centers on a newly sober mom attempting to pull her life together. Additionally, she made a memorable guest appearance in the final season of 30 Rock, starred in the Comedy Central series Halfway Home and appeared in a five-episode arc as the character Constance Grady on the hit series *Ugly Betty*. Spencer has been seen in guest-starring roles on shows including "The Big Bang Theory," "E.R.," "CSI," "CSI: NY," "Raising The Bar," "Medium," and "NYPD Blue".

Among her many other professional achievements, Spencer has co-authored an interactive mystery series for children called Randi Rhodes, Ninja Detective. The first title in the series, Randi Rhodes, Ninja Detective: The Case

of the Time-Capsule Bandit was published by Simon & Schuster Children's Publishing in Fall 2013 and the second book, Randi Rhodes, Ninja Detective: Sweetest Heist in History is currently in bookstores.

ABOUT THE FILMMAKERS

GUILERMO DEL TORO, p.g.a. (Directed By, Written By, Story By, Produced By) is among the most creative and visionary artists of his generation whose distinctive style is showcased through his work as a filmmaker, screenwriter, producer and author. Born in Guadalajara, Mexico, del Toro first gained worldwide recognition for the 1993 Mexican-American co-production “RONOS,” a supernatural horror film, which he directed from his own screenplay after beginning his career working as a special effects makeup artist. His subsequent films include, MIMIC, THE DEVIL’S BACKBONE, HELLBOY, PAN’S LABYRINTH, HELLBOY II: THE GOLDEN ARMY, PACIFIC RIM and CRIMSON PEAK. Del Toro earned international acclaim as the director, writer and producer of the 2006 fantasy drama PAN’S LABYRINTH. He was honored with an Oscar nomination for his original screenplay for the film, which won Academy Awards for Art Direction, Cinematography, and Makeup. In all, the film garnered more than 40 international awards and appeared on more than 35 critics’ lists of the year’s best films.

VANESSA TAYLOR (Written By), co-creator of the show "Jack and Bobby," also wrote for "Alias," and half a dozen other shows, most recently "Game of Thrones." She also wrote the feature films HOPE SPRINGS and DIVERGENT.

J. MILES DALE, p.g.a. (Produced By) is a prolific producer and director with a career spanning over 30 years.

Most recently he has served as executive producer and principal director on all four seasons of the popular FX Networks series “The Strain,” created by Guillermo del Toro. He began his partnership with del Toro to produce the supernatural thriller hit MAMA, starring two-time Academy Award nominee Jessica Chastain.

Dale’s credits include the critically acclaimed remake of CARRIE, starring Oscar-winner Julianne Moore, the box-office smash THE VOW, starring Oscar nominee Rachel McAdams and Channing Tatum, and Universal Pictures’ sci-fi horror THE THING.

He produced the cult classic SCOTT PILGRIM VS. THE WORLD, New Line’s hit comedy HAROLD & KUMAR GO TO WHITE CASTLE, the critically acclaimed FLASH OF GENIUS, starring Oscar nominee Greg Kinnear, and Focus Features’ HOLLYWOODLAND, which received a Golden Globe nomination for Ben Affleck’s performance.

Dale made his feature film directorial debut in 2002 with Universal’s THE SKULLS III, and has directed episodes for a variety of television series, including *The Strain* and the hit ABC Family/Freeform series “Shadowhunters,” which was recently nominated for Favorite Cable/Sci-Fi Fantasy TV Show at the People’s Choice Awards.

Dale's television credits include the Gemini Award nominated "RoboCop: The Series," Emmy nominated "Friday The 13th: The Series" and the critically acclaimed TV movie "All-American Girl: The Mary Kay Letourneau Story."

DAN LAUSTSEN, DFF (Director of Photography) has shot more than 40 feature films, television movies, and documentaries, both in his native Denmark and internationally, and has garnered the Robert Award (Denmark's Film Academy Awards) for Best Cinematography three times for his work, including for I AM DINA, directed by Ole Bornedal, with whom he has subsequently worked on the films SMALL TOWN KILLERS, JUST ANOTHER LOVE STORY, and the epic Danish TV series "1864." He was nominated for the Swedish Academy Award (Guldbagge) for Best Cinematography for his work on Lisa Ohlin's wartime drama, SIMON AND THE OAKS, and worked with the director later on the British TV series "Wallander."

Laustsen's other notable credits include the horror films THE POSSESSION, SILENT HILL, and WIND CHILL as well as the adventurous THE LEAGUE OF EXTRAORDINARY GENTLEMEN and SOLOMON KANE. Recently he shot the Keanu Reeves action-thriller JOHN WICK: CHAPTER 2 for Lionsgate.

Laustsen studied stills photography and was a fashion photographer before attending the Danish Film School and shooting his first feature film at age 25. The dailies of his first American movie, Miramax's NIGHTWATCH (an English-language remake of the Danish film also photographed by Laustsen), caught the eye of director Guillermo Del Toro, who subsequently hired him to shoot MIMIC.

THE SHAPE OF WATER marks Laustsen's third collaboration with Del Toro, following MIMIC and CRIMSON PEAK.

PAUL DENHAM AUSTERBERRY (Production Designer) has designed extensively for feature film and television most recently on SHUT IN starring Naomi Watts as well as developing the designs for the upcoming PACIFIC RIM 2: MAELSTROM. Other recent credits include LEN AND COMPANY starring Rhys Ifans, POMPEII starring Kit Harington and Kiefer Sutherland, the international feature LIBERTADOR starring Edgar Ramirez, DEADFALL starring Eric Bana and Olivia Wilde, THE THREE MUSKETEERS starring Logan Lerman, Orlando Bloom and Christoph Waltz, TWILIGHT SAGA: ECLIPSE starring Kristen Stewart and Robert Pattinson, AMELIA starring Hilary Swank and DEATHRACE, starring Jason Statham.

His additional credits as production designer include such features as 30 DAYS OF NIGHT, starring Josh Hartnett, TAKE THE LEAD, starring Antonio Banderas, ASSAULT ON PRECINCT 13, starring Ethan Hawke and Lawrence Fishburne, RESIDENT EVIL: APOCALYPSE, starring Milla Jovovich, HIGHWAYMEN, starring James Caviezel, THE TUXEDO with Jackie Chan and Jennifer Love Hewitt, EXIT WOUNDS, starring Steven Seagal, the Canadian feature MEN WITH BROOMS and MERCY with Ellen Barkin and Julian Sands.

As art director, Austerberry's credits include X-MEN, FOREVER MINE, THE CORRUPTER, HALF BAKED, THE REAL BLONDE, EXTREME MEASURES, HARRIET THE SPY and KIDS IN THE HALL: BRAIN CANDY.

He was a Canadian Screen Award winner for Achievement in Art Direction / Production design for his work designing POMPEII and for television, he was awarded a Canadian Gemini for his work designing the musical special "Inspired by Bach."

A native of Toronto, Austerberry studied Architecture at Carleton University in Ottawa. Following graduation, he worked for two years as an architect designing small commercial and residential projects before segueing into design for film. In his downtime, Austerberry enjoys travel and has toured over 50 countries.

DANIEL KRAUS (Associate Producer) has landed on Entertainment Weekly's Top 10 Books of 2015 (The Death and Life of Zebulon Finch), won two Odyssey Awards (Rotters and Scowler), and has been a Library Guild selection, Parent's Choice Award Winner, YALSA Best Fiction for Young Adults, Bram Stoker Finalist, and more. His novels have been translated into over 15 languages.

With Guillermo del Toro, Kraus co-authored Trollhunters, which was adapted into the Emmy-winning Netflix animated series. Kraus and del Toro also co-created The Shape of Water, the movie version of which will be released in theaters in December 2017.

SIDNEY WOLINSKY, ACE (Film Editor) graduated from Brandeis University and received a Masters in Film from San Francisco State University. He was an editor on "The Sopranos," "Rome," "Ray Donovan," "House of Cards" and David Chase's film NOT FADE AWAY. He also edited the pilot episodes for "Sons of Anarchy," "Blue Bloods," "Boardwalk Empire," "Ray Donovan," "The Strain," and "Extant." He has received two Eddies for his work on the "Sopranos" and an Emmy for the "Boardwalk Empire" pilot. Wolinsky just completed the third season of "Power."

Founder of Mr. X Inc., **DENNIS BERARDI (Visual Effects Supervisor)** is a standout creative visionary in the visual effects industry. With nearly three decades of experience, Berardi is a passionate filmmaker and a creative and problem solver. His unwavering dedication to his craft is epitomized in his studio's quality of work. Mr. X seamlessly weaves visual storytelling and world-class technology together thanks to a collaborative infrastructure of exceptional producers, supervisors, and artists.

From innovative beginnings with IMAX and the National Film Board of Canada, Berardi worked closely to integrate groundbreaking digital imaging systems for both live-action and animated films. As a result, Berardi emerged as a forerunner and go-to expert within the field of computer animation. After founding the Visual Effects

Department at Command Post Toybox, he acted as the visual effects lead for such visually striking films as Tarsem's *THE CELL* and David Fincher's *FIGHT CLUB*.

In 2001, Berardi founded Mr. X Inc. Now world-respected and renowned, the studio has grown from a small eight-person shop to a global enterprise. Currently employing over four hundred staff in their Toronto, New York City, Montreal, and Los Angeles studios, Mr. X boasts well over one hundred film credits. Over the years Berardi and his team have garnered numerous awards and shared nominations for their achievements in Visual Effects, including two 2017 Emmy nominations in the Outstanding Special Visual Effects category for *Vikings* and *American Gods*.

Mr. X Inc.'s previous work includes the *RESIDENT EVIL* film franchise, Disney's *TRON: LEGACY*, Ang Lee's *BILLY LYNN'S LONG HALFTIME WALK*, Clint Eastwood's *SULLY*, Warner Bros.' *PACIFIC RIM*, Legendary's *CRIMSON PEAK*, Showtime's "Penny Dreadful," and Universal's *THE THING* and *MAMA*.

Currently in production at MR. X are *AMERICAN MADE* starring Tom Cruise, History Channel's "Vikings," Scott Frank's *GODLESS*, "The Strain"'s fourth and final season, and Aaron Sorkin's directorial debut, *MOLLY'S GAME*.

Oscar-winning composer **ALEXANDRE DESPLAT (Music By)** is one of the most coveted film composers in the world today. Desplat is noted for his collaborations with some of the world's top filmmakers: Wes Anderson, George Clooney, Stephen Daldry, David Fincher, Stephen Frears, Tom Hooper, Ang Lee, Terrence Malick, Roman Polanski and Angelina Jolie garnering eight Academy Award nominations.

Desplat first captivated American ears with *THE GIRL WITH THE PEARL EARRING* and *BIRTH*. The Golden Globe and Oscar winner has since scored a range of incredible films, eight of which have been Oscar-nominated: *THE QUEEN*, *THE CURIOUS CASE OF BENJAMIN BUTTON*, *FANTASTIC MR. FOX*, *THE KING'S SPEECH*, *ARGO*, *PHILOMENA*, *THE IMITATION GAME* and Wes Anderson's *THE GRAND BUDAPEST HOTEL* which won the 2015 Oscar for Best Score.

Desplat's recent work includes Angelina Jolie's *UNBROKEN*, his second collaboration with Tom Hooper (*THE KING'S SPEECH*), *THE DANISH GIRL*, Illumination Entertainment's recent box office smash hit, *THE SECRET LIFE OF PETS*, *FLORENCE FOSTER JENKINS* starring Meryl Streep, and Touchstone's *THE LIGHT BETWEEN OCEANS* starring Michael Fassbender and Alicia Vikander. Coming up next for Desplat is George Clooney's comedy crime feature, *SUBURBICON*.

Born to a Greek mother and French father, Desplat grew up in France with a budding love for Hollywood film music, and broke into the French film industry in the 1980s. With a penchant for lyricism, elegant orchestrations, and precise dramatization, Desplat has quickly joined the pantheon of all-time greats.

LUIS SEQUIERA (Costume Designer) reunites with Guillermo del Toro after three successful seasons on “The Strain.”

Versatile and accomplished in a variety of genres - feature film work includes: **CHARLIE BARTLETT** starring Robert Downey Jr. and Hope Davis, **MAMA**, produced by Guillermo Del Toro with Jessica Chastain, **THE THING**, **BREACH** with Chris Cooper and Ryan Phillippe, **CARRIE** with Julianne Moore and Chloe Grace Moretz as well as **THOMAS & THE MAGIC RAILROAD** featuring stars Alec Baldwin and Peter Fonda.

“Being Erica” (5 seasons) garnered Sequiera a Gemini award nomination for Best Costume Design.

Unit Production Manager	J. MILES DALE
Production Manager	DENNIS CHAPMAN
First Assistant Director	PIERRE HENRY
Second Assistant Director	TYLER DELBEN

CAST

Elisa Esposito	SALLY HAWKINS
Richard Strickland	MICHAEL SHANNON
Giles	RICHARD JENKINS
Zelda Fuller	OCTAVIA SPENCER
Dr. Robert Hoffstetler	MICHAEL STUHLBARG
Amphibian Man	DOUG JONES
Fleming	DAVID HEWLETT
General Hoyt	NICK SEARCY
Bernard	STEWART ARNOTT
Mihalkov	NIGEL BENNETT
Elaine Strickland	LAUREN LEE SMITH
Brewster Fuller	MARTIN ROACH
Yolanda	ALLEGRA FULTON
Mr. Arzoumanian	JOHN KAPELOS

Pie Guy	MORGAN KELLY
Burly Russian	MARVIN KAYE
Military Policeman	DRU VIERGEVER
Sally (Secretary)	WENDY LYON
Guard	CODY RAY THOMPSON
Worker	DIEGO FUENTES
Tammy Strickland	MADISON FERGUSON
Timmy Strickland	JAYDEN GREIG
African American Wife	KAREN GLAVE
African American Husband	DANNY WAUGH
Cadillac Salesman	DAN LETT
Lou	DENEY FORREST
Duane	BRANDON McKNIGHT
Wet Cinema Patron	CLYDE WHITHAM
Bus Passenger #1	JONELLE GUNDERSON
Bus Passenger #2	CAMERON LAURIE
Russian Band	EVGENY AKIMOV SERGEI NIKONOV VANESSA OUDE-REIMERINK ALEXEY PANKRATOV
Elisa Dance Double	SHAILA D'ONOFRIO
Amphibian Man Dance Double	EDWARD TRACZ

Stunt Coordinator

STEVE LUCESCU

RON BELL
MARCO BIANCO
MATT BIRMAN
BAUSTON CAMILLERI
CHAD CAMILLERI
CHRISTINE EBADI
ANTHONY FERRI

Stunts

SIMON GIRARD
BRIAN JAGERSKY
BROOK JONES
KELLY JONES
SPENCER JONES
STEPHANE LEFEBVRE
DAVE LEWIS

SIMON NORTHWOOD
NEVEN PAJKIC
KATHLEEN POLLARD
JOHN STONEHAM JR.
ALICIA TURNER
LEN WAGNER
JAMIE YUNGBLOOD

Production Services by	BOB INDUSTRIES, LLC	
Associate Producers	CHUCK RYANT JOHN O'GRADY T.K. KNOWLES	
Art Director	NIGEL CHURCHER	
First Assistant Art Directors	DAVID BEST DAVID FREMLIN WILLIAM CHENG	EVAN WEBBER JEREMY GILLESPIE DANIELLE HAEBERLIN
Second Assistant Art Director	JANE STOIACICO	
Art Department Trainees	SAMANTHA DICK ALEX ROBERTSON	
Concept Artists	GUY DAVIS VINCENT PROCE	
Giles' Sketches by	NATALIE HALL	
Art Consultant	GEORDIE MILLAR	
Set Decorators	SHANE VIEAU JEFF MELVIN	
Leadman	CARLOS CANECA	
Set Dressers	KARL BROWN DOMINIC CASHMAN SARAH GARDNER STEVE MIDDLEBROOK	BYRON PATCHETT JEFF POULIS TONI WONG
On Set Dresser	BRENTON BROWN	
Set Dec Buyers	AVRIL DISHAW ALEXX HOOPER	
Third Assistant Directors	LIZE VAN DER BIJL NICOLE DIPIETRO	

A Camera Operator	GILLES CORBEIL
B Camera Operator	J.P. LOCHERER
First Assistants Camera	JOHN HARPER DAVID NARDI
Second Assistants Camera	COURTNEY GRAHAM JULIA SEIDMAN
Loader	SHEENA MUNROE
DIT	GAUTAM PINTO
Video Assist	PAUL THOMPSON
Still Photographer	KERRY HAYES
Second Unit Director of Photography	J.P. LOCHERER
Script Supervisor	DUG ROTSTEIN
Production Sound Mixer	GLEN GAUTHIER
Boom Operator	STEPHEN SWITZER
Cableman	JASON McFARLING
Post Production Supervisor	DOUGLAS WILKINSON
Associate Editor	CAM McLAUHLIN
Second Assistant Editor	MARY JURIC
Supervising Sound Editor	NATHAN ROBITAILLE, MPSE
Re-Recording Mixers	CHRISTIAN COOKE, CAS BRAD ZOERN, CAS

Gaffer	TOM STARNES
Best Boy Electric	DANNY PIVA
Company Electrics	JOHN CROCKFORD DESIREE LIDON KO MADDOCK ANDREW MEREDITH SEAN OSADZUK NEIL SAITO KEN WIEBE
Rigging Gaffer	JASON DODDS
Rigging Electric Best Boy	SAM BOJIN
Generator Operator	JOHN PIVA
Key Grip	ROBERT JOHNSON
Best Boy Grip	JAMES HOLMES
Dolly Grips	RON RENZETTI MIKE YABUTA
Company Grips	ANDREW CANEY WILTON HIGGINS ROBERT RICE
Key Rigging Grip	CHRISTOPHER HARVIE
Best Boy Rigging Grip	CHRIS SCHULZ
Costume Supervisor	SUZANNE APLIN
Assistant Costume Designer	ANN STEEL
Costume Buyer	SARA SCHILT

On Set Costume Supervisor	RACHEL ARCHER
Costumes Truck Supervisor	JAY BARRIGAR
Seamstresses	SYLVIE BONNIERE YING ZHAO
Costumes Background Coordinator	AMY SZTULWARK
Costume Cutter	TAMIYO TOMIHIRO
Key Textile Artist and Dyer	MELANIE TURCOTTE
Breakdown Artist	KAREN RODD
Wardrobe Assistants	LISA PRINCE HANNE WHITFIELD
Costume Production Assistant	MARC CHABOT
Head Makeup	JORDAN SAMUEL
Key Makeup	PATRICIA KEIGHRAN
Makeup Artist	KRISTIN WAYNE
Head Hair	PAULA FLEET
Key Hair	ROSSANA VENDRAMINI
Hair Stylist	TAMARA CIRAOLO

Location Manager	VINCE NYULI
Assistant Location Managers	STAN LIDON ALEX MAKRYGIANNIS
Location Production Assistants	FERMIN BALADO KYLE McKENZIE
Property Master	VIC RIGLER
Assistant Property Masters	RON HEWITT JONATHAN KOVACS
Special Effects Coordinator	WARREN APPLEBY
Special Effects	TERRY DOYLE MIKE MURAWSKY DAVID NEIL TRIFUNOVICH BRAD WEISS DANNY WHITE
Construction Coordinator	MARC KUITENBROUWER
Head Carpenter	TRACELEY YOUNG
Assistant Head Carpenter	GERARD PACE
2 nd Assistant Head Carpenter	STEVE CONNER
Carpenter	CHAD JACKSON
Construction Shop Key	JERRY SELIGMAN
On Set Carpenter	PETER CONSTANTINIDES
Key Scenic Artist	MATTHEW LAMMERICH
Head Painter	MIRO DZIWIK
Assistant Head Painter	JUDY KUNTZ
Lead Scenic Artist	JEFFREY HELGASON
Scenic Artist	FRANK PERNA
Painters	ANDREW BEETON STAN GRUSZKA
Standby Painter	GREGORY AQUILA

Production Coordinator	MARIE-CLAUDE HARNOIS
Assistant Production Coordinator	MAGGIE McCORMICK
Production Secretary	LINDSAY GILMER
Production Assistants	ALYSSA BEACH-WALLIS ALI GOLDTHORPE
Set Production Assistants	JOYCELIN LAI AMBROSE WONG
Assistant to Mr. del Toro	IAN GIBSON
Assistant to Mr. Dale	GILLIAN GORDON
Production Accountant	WENDY GABOURY
First Assistant Accountants	ERIN RENTON ALLYSON CAMERON
Second Assistant Accountant	NIKKI ALFONSO
Post Production Accountants	LORETTA VANHART SONIA TERZYAN KATE CLARK
Casting Associate	ASHLEY GRAY
Extras Casting	ZAMERET KLEINMAN
Dance Choreographer	ROBERTO CAMPANELLA
Assistant to Choreographer	CHRISTINA JAZZAR
ASL Coaches	AMANDA RICHER JUSTIN JACKERSON
Russian Coach	GENADIJS DOLGANOV
Russian Translator	ALEKSANDRA MASLENNIKOVA
Singing Coach	VALERIE MOREHOUSE
Transportation Coordinator	BRUCE McLEAN
Transportation Captain	BUDDY McGRATH
Unit Publicist	LISA SHAMATA

Documentarian / EPK Producer	JAVIER SOTO
Behind The Scenes Cameraman	BENJAMIN MARTIN-COCHER
Research & Licensing Consultant	MARA McSWEENY
Set Medic	JOHN DUTKA
Caterer	DAVID MINTZ CATERING
Craft Service	STARGRAZING
Chapman Camera Dollies Provided by	WILLIAM F. WHITE INTERNATIONAL, INC.

Visual Effects Producer On Set Lead VFX Production Managers Animation Supervisor Lighting Lead CG Effects Lead CG Modelling Leads Tracking / Layout Leads Pipeline Supervisor	Luke Groves	Visual Effects by Mr. X	Digital Effects Supervisor	Trey Harrell	
	Greg "Ziggy" Sigurdson				
	Ben Mossman		Nick Colangelo	Visual Effects Editor	Brandon Schaafsma
	Kevin Scott			Animation Lead	Daniel Krzywania
	Ben King			Environment Lead	Tory Miles
	Jeremy Dineen			Compositing Supervisor	Aurore de Blois
	Atilla Ceylan		Karol Wlodarczyk	Character Rigging Lead	Seema Gopalakrishnan
	Matt Ralph		Ollie Hearsey	Supervising VFX Producer	Sarah McMurdo
	Aaron Weintraub				
			CG Modellers		
Alec Drake	Alex Avdyushin	Alexis Reyes	Carlos Maciel	Cristian Camaroschi	
David Roby	Ervin Kink	Jason Gougeon	Jin Yan Cheng	Juan De Santiago	
Kenneth Doyle	Lorena E'Vers	Nikita Lebedev	Paul Wishart	Ricardo Gomez	
Ryan Chong	Summer Zong		Taj Nabhani	Ryan Ng	
		Character Riggers			
Doug E. Smith	Jarom Brand	Jason Teske	Justin Phillips	Tom Rodwell	
		Yanyan Li			
		Tracking and Layout Artists			
Alan Liwen Ying	Ashkan Yousefi	Benjamin Tan	Cheng Joseph Chen	Colton Dujon	
Fadi Sara	Olabisi Famutimi	Olumide Adeyemo	Phil Dakin	Robin S Mangat	
		Wilfred Garcia			
		Animators			
Andrei Delgado	Andrew Grant	Carlos Arancibia	Charlie Dilberto	Chris De Souza	
Emily Wiebe	Hayley Fromstein	Jason Edwardh	Justin Mah	Louis Yeum	
Matt Horner	Michael Lopez	Nate Thomas	Pete Dydo	Reza Abolmolouk	
	Simon Milner		Tom Nagy		
		CG Effects Artists			
Aditi Doshi	Artem Smirnof	Dougie Cook	Gustavo Sanchez Perez	Hector Dubon	
Jeremy Fung	Kyle Yoneda	Ran Long Wen	Terry Liu	Tyler Britton	
	Warren Lawtey	Yoan Sender	Norman Ran		

Asia Diaz Fiona Wong	Bobby Myers Jordan Nieuwland Shaoai Chen	Digital Matte Painters Charles Tigner Leo Huang	Colin Mayne Matt Schofield Woohee Lee	Dani Devereux Milan Schere
Ankit Kenia	Ayo Burgess Lily S.H. Yiu	Lighting Artists Chris Rainey Parichoy Choudhury	Laura Nettles Troy Tylka	Leonardo Silva
Alan Millan Cody McCaig Kristy Blackwell Nina Lankveld Rachel Beniuk	Alessandro Pantanella Hussain Taj Mandy Au Olivia Yapp Ryan Kitagawa Scott Buda Wei-Che Tseng	Compositors Barb Benoit Jai Krishnaswamy Mark Hammond Patrick Schultz Ryan Sonderegger Star Xu Chaplin Zena Bielewicz	Brodie McNeill Jeremy Johnson Meng Angel Li Perrine Michel Simin Zhang Praveen Allu Andy Chan	Charles Angus Taylor Keyur Patel Mike Portoghese Peter Bas Sarah Coffyn
Andrew Farris	Betty Li	Rotoscope Artists Chris Lyons-Uhlenbrauck Vineetha Upadrashta Isabelle Alles	Colleen Catton	Michael C. Tang
Pipeline Developers Visual Effects Dailies Editor	Jim Price Connor McMahon	On Set Data Wranglers Visual Effects Coordinators David Lee	Jessica Spinelli Adam Schafer	Mario Marengo Mathew Dale
Anastasia Starova Kirsten Bligh	Dave Sauro Lauren Barnes	Visual Effects Editorial Darren Hinchy Jaime Fok Naomi Foakes	John Markle Ryan MacDuff	Karen McGregor Sunkyu Park
Brianne Wells Resource Managers	Conner Stirling Grant Lynch Maria Lozano		Eilidh Goosen Luke Stevens	Greg Takacs

Supervising Dialogue Editor	NELSON FERREIRA
Sound Effects Editors	KEVIN HOWARD, MPSE TYLER WHITHAM ALEX BULLICK DASHEN NAIDOO
ADR Editor	JILL PURDY, MPSE
Music Editor	ROBERT HEGEDUS
Additional Music Editing	DUSTIN HARRIS
Sound Editor	KEVIN BANKS
Foley Artist	STEVE BAINE
Foley Mixer	PETE PERSAUD
Re-Recording Facility	DELUXE TORONTO
Assistant Re-Recording Mixer	FIL HOSEK
Audio Project Manager	REGAN RAMOS
ADR Mixers	DEVIN DOUCETTE BOBBY JOHANSON JIM McBRIDE DAVE FRITZ MATT HOVLAND
ADR Recordists	CHRIS McLEOD MIKE RIVERA

Additional Voices	ZABRYNA GUEVARA JACK FOX MARIA DEL MAR CHRISTOPHER MARREN TIM CAMPBELL MAURICE DEAN WINT LISA NORTON CATHERINE FITCH ALISON BROOKS JIM WATSON SERGEY VOLKOV
Creature Vocals	GUILLERMO DEL TORO NATHAN ROBITAILLE
Main Titles	CAM McLAUHLIN
Digital Intermediate Facility	DELUXE TORONTO
Digital Intermediate Colorist	CHRIS WALLACE
Digital Intermediate Project Manager	SARAH RILEY
Digital Conform Editors	ADRIAN SAYWELL DAVE MUSCAT
Online VFX	ERIC MYLES
Additional VFX	MICHAEL MOREY
Score Produced by	DOMINIQUE “SOLREY” LEMONNIER
Score Orchestrated by	JEAN-PASCAL BEINTUS NICOLAS CHARRON SYLVAIN MORIZET
Score Conducted by	ALEXANDRE DESPLAT
Additional Conducting by	DOMINIQUE “SOLREY” LEMONNIER

Score Copied by	NORBERT VERGONJANNE, CLAUDE ROMANO, JAKE PARKER & DAVID HAGE FOR DAKOTA MUSIC
Score Performed by	THE LONDON SYMPHONY ORCHESTRA
Leader	CARMINE LAURI
Accordion	MYRIAM LAFARGUE
Piano	DAVID ARCH
Whistle; Jazz Flute	ALEXANDRE DESPLAT
Percussion	PAUL CLARVIS
Score Recorded by	PETER COBBIN
Score Mixed by	PETER COBBIN & KIRSTY WHALLEY
Score Recorded at	ABBEY ROAD STUDIOS, LONDON
Score Mixed at	HENRY LICHT, ISLINGTON
Executive Producer & Score Coordinator For Galilea Music	XAVIER FORCIOLI
Assistant Composer & Programming	ROMAIN ALLENDER
Music Consultant	JOHN HOULIHAN
Music Clearance Services	CHRISTINE BERGREN AND ANNA ROMANOFF

SONGS

YOU'LL NEVER KNOW

Music by Harry Warren

Lyrics by Mack Gordon

Performed by Renée Fleming & The London Symphony Orchestra

Arranged and Conducted by Alexandre Desplat

Recorded and Mixed by Jonathan Allen at Studio de la Grande Armée, Paris

Assistant: Ludovick Tartavel

Piano: Frédéric Gaillardet

Double Bass: Riccardo Del Fra

Drums: Jeffrey Boudreaux

Bass Flute: Alexandre Desplat

Courtesy of Decca Music Group Limited

Under license from Universal Music Operations Ltd.

THE STORY OF RUTH

Written by Franz Waxman

Courtesy of Twentieth Century Fox Film Corporation

I WENT TO MARKET

Written by Bill Robinson

Performed by Bill “Bojangles” Robinson

From the Motion Picture “THE LITTLE COLONEL”

Courtesy of Twentieth Century Fox Film Corporation

BABALU

Written by Margarita Lecuona

Performed by Caterina Valente and Silvio Francesco

Courtesy of Universal Music GmbH

Under license from Universal Music Enterprises

SPACE RACE

Written and Performed by Roger Suen

Courtesy of El Cap Productions

PRETTY BABY

Written by Egbert Van Alstyne, Tony Jackson and

Gus Kahn

Performed by Betty Grable

From the Motion Picture “CONEY ISLAND”

Courtesy of Twentieth Century Fox Film Corporation

FASHION PARADE

Written and Performed by Roger Suen

Courtesy of El Cap Productions

HELLO FRISCO

Written by Louis Hirsch and Gene Buck

Performed by Alice Faye

From the Motion Picture “HELLO, FRISCO, HELLO”

Courtesy of Twentieth Century Fox Film Corporation

YOU'LL NEVER KNOW

Music by Harry Warren

Lyrics by Mack Gordon

Performed by Alice Faye

From the Motion Picture “HELLO, FRISCO, HELLO”

Courtesy of Twentieth Century Fox Film Corporation

DREAMIN’

Written by Jerry Burnham and Raun Burnham

Courtesy of APM Music

MONTY’S MOUSTACHE WAX

Written by Mark Gordon, Paul Steel and Rory Andrew

Courtesy of Andrew Gordon Steel Inc

FLITTING ABOUT

Written by Wilfred Burns
Courtesy of APM Music

OCHI CHERNYE

Traditional

THEME FROM "A SUMMER PLACE"

Written by Max Steiner and Mack Discant
Performed by Andy Williams
Courtesy of Columbia Records
By arrangement with Sony Music Licensing

CHICA CHICA BOOM CHIC

Music by Harry Warren
Lyrics by Mack Gordon
Performed by Carmen Miranda
From the Motion Picture "THAT NIGHT IN RIO"
Courtesy of Twentieth Century Fox Film Corporation

THE WIDE MISSOURI (SHENANDOAH)

Traditional
Performed by The Corps of Cadets of the Virginia
Military Institute and Tommy Sands
From the Motion Picture "MARDI GRAS"
Courtesy of Twentieth Century Fox Film Corporation

COMEDY BRIDGE #68

Written by Kraushaar-Skiles
From the TV Series "MR. ED"
Courtesy of Metro-Goldwyn-Mayer Music Inc.

YOU RANG

Written and Performed by Lionel Newman
From the TV Series "THE MANY LOVES OF DOBIE
GILLIS"
Courtesy of Twentieth Century Fox Film Corporation

I KNOW WHY (AND SO DO YOU)

Music by Harry Warren
Lyrics by Mack Gordon
Performed by Glenn Miller with Pat Friday, John Payne &
The Modernaires
From the Motion Picture "SUN VALLEY SERENADE"
Courtesy of Twentieth Century Fox Film Corporation

HOW WRONG CAN I BE

Written by Fred Karger and Alex Gottlieb
Performed by Marilyn Monroe
Courtesy of Terry Karger

CHICA CHICA BOOM CHIC

Music by Harry Warren
Lyrics by Mack Gordon
Performed by Carmen Miranda
Courtesy of Geffen Records under license from
Universal Music Enterprise

I'LL REMEMBER TONIGHT

Written by Sammy Fain and Paul Francis Webster
Performed by Pat Boone
From the Motion Picture "MARDI GRAS"
Courtesy of Twentieth Century Fox Film Corporation

SEMPRE FIDELIS

Written by John Philip Sousa
Arranged by Kraushaar-Skiles
From the TV Series "MR. ED"
Courtesy of Metro-Goldwyn-Mayer Music Inc.

LA JAVANAISE

Written by Serge Gainsbourg
Performed by Madeleine Peyroux
Courtesy of Rounder Records
By arrangement with Concord Music Group, Inc.

THE SPIRIT OF V.M.I.

Written by Benjamin Bowering
From the Motion Picture "MARDI GRAS"
Courtesy of Twentieth Century Fox Film Corporation

YOU'LL NEVER KNOW

Music by Harry Warren

Lyrics by Mack Gordon

Performed by Renée Fleming

Produced by Leo Birenberg

Vocal Production by Alexandre Desplat

Renée Fleming performs courtesy of Decca Music Group
Limited

**CUES From the HONG KONG EPISODE “THE
HUNTED”**

Written by Hugo Friedhofer

Written by Bernard Herrmann

Written by Lionel Newman

Courtesy of Twentieth Century Fox Film Corporation

THE PRODUCERS WISH TO THANK THE FOLLOWING FOR THEIR ASSISTANCE

James Cameron
Alfonso Cuarón
Alejandro Inarritu
Joann Sfar
Joel & Ethan Coen
David S Goyer
Ron Fitzgerald
Dennis Kelly
Steve Wang
Edgar Wright
Tamara Deverell
The Mirkopoulos Family
Karl I. Muntz

Filmed on location at the Elgin and Winter Garden Theatre Centre, Toronto, Ontario, Canada.
The support of the Ontario Heritage Trust is gratefully acknowledged.

Filmed at Cinespace Studios, Toronto



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1001 ARABIAN NIGHTS
Courtesy of Columbia Pictures

Adapted works by Hakim Sanai



ACTRA (logo)

Approved No. 51030



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