

## UPGRADE (2018)

- Released June 1st, 2018
- 1 hrs 40 minutes
- \$3–5 million (estimated)
- Directed by Leigh Whannell
- Written by Leigh Whannell
- Blumhouse Productions, Goalpost Pictures
- Rated R for strong violence, grisly images, and language

## QUICK THOUGHTS

- Marisa Serafini
- Phil Svitek
- Demetri Panos

## DEVELOPMENT

- According to Whannell, it was about six years ago that this idea popped into his head. It was an image of a quadriplegic who had a computer chip controlling everything from the neck down – sort of controlling his body for him, letting him walk.
- He couldn't stop thinking about the concept, so he began to reverse engineer a story around that image
- Whannell wrote the screenplay years ago under the title *STEM*
- The film was first attached to the Spierig Brothers, who did *Daybreakers* and *Jigsaw*, and they developed it for a while. Next, it was attached to Greg McLean, who made *Wolf Creek*
- After directing *Insidious 3* in 2015, Whannell realized he loved directing and he called Greg McLean and asked for his script back. McLean agreed.
- “When I decided to direct it, I did a whole other draft that was not only a creative rewrite but also about stripping the budget back, and that was the biggest leap the film took,” said Whannell

## WRITING (Leigh Whannell)

- Whannell is an Australian screenwriter, producer, director, and actor
- He is best known for writing films directed by his friend James Wan, including the *Saw* franchise, *Dead Silence*, *Insidious* and *Insidious: Chapter 2*.
- Whannell says he was inspired by *The Terminator*, while writing *Upgrade*
- Viewers have pointed out that *Upgrade* has a very high concentration of physical effects for a modern futuristic film as opposed to the CGI-packed films we are used to
  - “When I was writing it, I wasn't so much thinking about that practicality, but once I decided to direct it and got into preproduction, I quickly went in that direction,” said Whannell
- He was also heavily inspired by '80s sci-fi movies at the height of those effects, before the advent of CGI

- This film is described as 'science fiction body horror'. Body horror or biological horror is a subgenre of horror which intentionally showcases graphic or psychologically disturbing violations of the human body

## TOPICS

- Is it worth it to have a functioning body and mind if you're using them exclusively as a means to an end?
- How much technology is too much?
- Will humans still feel relevant with robots and technology becoming so much more prominent?

## STORY/TOPICS

- In the near-future, nearly everything and everyone is augmented by computers. Grey Trace is a stay-at-home mechanic whose wife, Asha, works for the tech company Cobolt; Grey does not trust modern technological innovation, thinking it robs society of its humanity.
- Grey asks Asha to join him in returning a car to his client, Eron Keen, a tech innovator who is the head of rival company Vessel. Eron reveals his latest creation, STEM, a gadget that is meant to connect to anything and improve on it.
- As Grey and Asha return home, the A.I. car they are traveling in suddenly malfunctions, takes them to Grey's old neighborhood, and crashes. Four men arrive at the scene, shoot Asha, and sever Grey's spinal column, forcing him to watch helplessly as Asha dies inches away from him. Grey is left quadriplegic and wheelchair-bound and is looked after by his mother Pamela.
- Grey visits police detective Cortez, who reveals that they are unable to identify his attackers. Grey tries to overdose on medication; in hospital again, he is visited by Eron, who suggests having STEM implanted into his spine to allow him to use his body again. When Eron suggests that Asha would have wanted him to, Grey reluctantly agrees.
- Grey undergoes the procedure and successfully regains his ability to move his limbs. As STEM is still experimental and unreleased technology, Eron makes Grey sign a non-disclosure agreement that forbids him from revealing STEM's existence to anyone, including the police; as such, Grey must still act paralyzed in public.
- While looking through some files left by Cortez, Grey begins hearing STEM speak to him. Reviewing footage of the crime, STEM identifies one of the attackers, Serk; STEM also notices that the attackers all have implanted weaponry – guns built into their arms.
- STEM reminds Grey of the NDA he signed, keeping him from calling the police. With no other options, Grey breaks into Serk's house himself and discovers that he attends a bar called the Old Bones. Serk returns home and he and Grey fight; Grey gives STEM full control of his body, allowing STEM to operate him as an efficient and deadly fighting machine.
- With STEM in control, Grey's body cuts into Serk's jaw with a knife, killing him. STEM and Grey clean up the crime scene and remove all traces of Grey's presence.

- However, Cortez spots Grey through a drone, but cannot prove or get him to confess that he was involved with Serk's death, as he is still publicly appearing quadriplegic. Eron – who is tracking STEM's movements – berates Grey for killing someone, but appears surprised to learn that STEM is talking to him. He warns him about doing any more detective work.
- Grey arrives at the Old Bones and discovers Tolan, another attacker, and manages to overpower and torture him to death; he gives up the name Fisk before he dies. Eron catches on and attempts to remotely shut down STEM, who directs Grey to a hacker named Jamie who is hiding out in a VR warehouse; Grey leaves his wheelchair at the bar to get there faster.
- The two surviving attackers – Fisk and Jeffries – arrive at the bar, read Tolan's corneas, and learn of Grey's next destination; Fisk then kills the bartender by sneezing a cloud of nanobots at him and letting them destroy his brain.
- Jamie removes STEM's input locks, locking Eron out, and leaves Grey upon realizing that he has been followed there. With STEM operating at full power again, Grey battles Fisk and Jeffries, breaking Jeffries's gun arm and blowing his head off with it, then flees the scene, leaving Fisk alive.
- Grey returns home and is forced to tell his mother the truth about STEM; she promises not to tell.
- Cortez returns, having found Grey's wheelchair at the bar, and plants a listening device in his jacket, allowing her to hear Grey talking to STEM. STEM reveals that removing its input locks has allowed it full control of Grey's body, even without permission, and that it will not stop killing until it has finished Grey's quest for vengeance.
- STEM forces Grey to leave the house. After discovering Cortez's listening device in his pocket and spotting Cortez following a few cars behind, STEM and Grey work together to outmaneuver Cortez on the highway; she returns to Grey's house and learns the truth about STEM from Pamela.
- Grey finds Fisk's house and questions him at gunpoint. Fisk reveals that he was hired simply to paralyze Grey and have him join the "upgraded" humans – like him and his crew – with the STEM implant; his wife's death was just a monetary bonus.
- Grey and Fisk fight; Fisk, whose body is implanted with nanobots, outmaneuvers Grey, but Grey uses Serk's death (Fisk and Serk were brothers) to motivate Fisk to move rashly. STEM incapacitates Fisk and impales his head on a piece of glass, then reads his phone messages and deduces that Eron hired the gang to paralyze him and make him a perfect patient for STEM.
- Grey confronts Eron at his house, but is held at gunpoint by Cortez. Eron reveals that he never wanted any of this to happen, and that STEM was giving him orders the entire time in an effort to become human using Grey's unaugmented body; STEM then reveals that it caused the car to crash as well.
- STEM takes control and kills Eron, then attempts to shoot Cortez, but Grey attempts to control his own body and force STEM to shoot him in the neck. However, Grey's mind snaps, and STEM places his consciousness into a fantasy world where he is fully mobile and Asha is still alive; in this world, Grey believes the events of the film were a bad

dream he had after the self-driving car crashed. With Grey's consciousness peacefully out of the way, STEM takes full control of his body, kills Cortez, and leaves the building to re-enter society.

## **CAST:**

### **LOGAN MARSHALL-GREEN** (Grey Trace)

- He is known for his roles in *24*, *The O.C.*, *Prometheus* and *Spider-Man: Homecoming*
- Grey is a mechanic that works from home and is against technology for the most part
- LMG started practicing for his role in his backyard. He would send Whannell videos of Grey's potential movements; including him just sitting still as a quadriplegic
- LMG worked with Darin Inkster, a movement guy from Cirque du Soleil, who deeply stretched him out
  - “[We] got my posture back to fight gravity and become neutral, so that we could enter a month of fight choreography.” -LMG
- Whannell saw LMG in *The Invitation* years ago and had thought of him right away for this part; he said he was hoping LMG would be perfect for the film
- “What excited me the most about this movie was actually Leigh directing an original that he wrote,” Blum said. “I also love the movie. I think he was ahead of his time because he wrote about [artificial intelligence] at a time when no one was really talking about it. He wrote the script three or four years ago.” - Marshall-Green
- “It was very demanding and that is why we started very early, months out. Leigh and I worked to define the movement. We didn’t want staccato; we didn’t want robotic; we wanted efficient. ... It’s just calculated efficiency,” the actor said. “It’s the path of least resistance because that’s what a computer would use. ...There’s no martial arts to it. None of that was planted in. It was all just new movement. We knew that we wanted to do something new.” -Marshall-Green

### **MELANIE VAJELLO** (Asha Trace)

- Plays Grey’s wife in the movie, she is killed in the very beginning of the movie while Grey is helplessly forced to watch
- Vajello is known for *Power Rangers Mystic Force* and *Packed to the Rafters*

### **SIMON MAIDEN** (Stem)

- Appears by voice only
- Instead of having Maiden do his voice-over separately and then added into the film later, Whannell insisted that he be on set so his communication with Grey was real time
- On set, Maiden had his own little booth away from Marshall-Green.
  - “I didn’t really lay eyes on him until we were both in line and he was nudging me, and I was like, “Oh!” But Simon talked to me the whole time through an earpiece” -Marshall-Green

### **HARRISON GILBERTSON** (Eron)

- Gilbertson began acting at the age of six when he played the character of Sorrow in a local production of *Madama Butterfly*, but his big break came in 2009 when he landed the lead role of Billy Conway in *Accidents Happen*
- Eron is a young billionaire entrepreneur in the tech field. Stem has been forcing Eron to do his bidding to get him into a body
- Stem wanted to kill his creator, Eron so he could never make another Stem
- Grey finds out that Eron paid the men to attack him all so Grey could be the chosen vessel for Stem's wish of residing in a human body

### **BETTY GABRIEL** (Cortez)

- Cortez is a righteous detective who first meets Grey after his attack
- Gabriel portrayed the character Georgina in the Oscar-winning horror film *Get Out*
- She has often appeared in other Blumhouse Productions films including *The Purge: Election Year*, *12 Deadly Days*, *Get Out*, *Unfriended: Dark Web* and *Adopt A Highway*

### **RICHARD CAWTHORNE** (Serk)

- Australian actor Richard Cawthorne was born in Hong Kong; he is known for *Wolf Creek*, *Killing Time* and *The Last Full Measure*
- Serk is one of the attackers that kills Asha and paralyzes Grey
- During Serk and Grey's second encounter, Grey gives STEM full control of his body, allowing STEM to operate him as an efficient and deadly fighting machine
  - Serk is the first person to be killed by Grey

### **MICHAEL M. FOSTER** (Jeffries)

- Foster is known for his work on *Killer Elite*, *The Hobbit: The Battle of the Five Armies* and *Thor: Ragnarok*
- Foster also acted as assistant fight choreographer for the film

### **BENEDICT HARDIE** (Fisk)

- known for *Hacksaw Ridge* (2016), *The Light Between Oceans* (2016)
- Fisk is considered the lead villain
- His character feels that people with this tech in them are superior to other human beings.
- "I wanted kind of a neo-Nazi look to him, with the combat boots and the polo shirt."  
-Whannell

### **DIRECTING** (Leigh Whannell)

- This is the second feature film he directed, first was *Insidious 3*
- Whannell was quoted as saying, "The opportunity to direct *Insidious 3* came up, and I discovered I loved directing"
- "Every aspect of Whannell's filmmaking palette is used to further this distinction between Grey the person and Grey the supercomputer, and while some sequences can become a bit dizzying, it's all with thematic intent" .-Matt Donato, *Slash Film*

- “That’s one of the cool things about filmmaking: discovering things about it that you didn’t even know about, you know? The film becomes its own living creature. It’s like raising a child: You can do your best, but eventually the film is going to have its own personality. It says, “I’m my own person. I’m kind of funny,” and you’re like, “Oh, OK.” -Whannell
- Whannell wanted to create an entirely new fighting style to represent the brutal efficiency of how a computer would fight
- Whannell stated that directing has given him a new point of view while writing as well; when he is writing and directing he is already thinking about budget and plausibility of scenes

## TRIVIA

- Whannell and friend James Wan are the creators of the *Saw* franchise; he was also the writer of the *Saw* video game in 2009
- When Gray is entering the apartment block to find "Jamie", he pauses at some apartment buzzers. One of them says "J. Wan" - James Wan has been Leigh Whannell's main collaborator since the first "Saw" film.
- LMG and Benedict reenacted their big fight scene at the wrap party to the tune of “(I’ve Had) The Time of My Life” from *Dirty Dancing*
- Whannell did talk to a surgeon and ask him about this idea of a computer chip curing paralysis – bridging that gap between our brain and our nerve endings. He said in theory, it’s plausible if they could figure out how to do it. So it is something that could be achieved, it’s just a matter of finding out how to do it.

## PRODUCTION/CINEMATOGRAPHY (Stefan Duscio)

- Jason Blum serves as a producer through his Blumhouse Productions banner
- Principal photography on the film began in March 2017 in Whannell's hometown of Melbourne
- Part of the film is filmed on the Hume Freeway in Cragieburn Melbourne Australia
- “Color-drenched cinematography by Stefan Duscio paints my favorite kind of Nicolas Winding Refn hue saturation – set design seamlessly constructs a most believable, visually engulfing utopia.” -Matt Donato, *Slash Film*
- For the shots of the city, they got some helicopter footage of Melbourne and then editing company Cutting Edge was able to turn it into the futuristic world Whannell envisioned
- Duscio had the idea to lock the camera onto Grey during the fight scenes, he based in on a music video he had shot the previous year.
  - It turned out to be exactly the element that Whannell had been searching for to set his fight scenes apart from any others
- “You actually take an iPhone and strap it under the actor’s clothes, and the camera lens locks to the phone. So wherever the phone moves, it sits in a housing like motion control, and the Steadicam operator would hold this camera housing, and the camera would sit in a swivel, and wherever Logan moved, it would go,” explained Whannell

## EDITING/VFX (Andy Canny)

- Andy Canny is known for his work on *The Loved Ones* (2009), *Upgrade* (2018) and *The Last Chip* (2006)
- Editing took place in Sydney
- Whannell started that they had a phenomenal CGI company, Cutting Edge in Sydney, and they did some great work

### **SOUND/MUSIC** (Jed Palmer)

- In lieu of text, the credits for the production companies and title are instead narrated by an artificial female voice, represented visually by sound waves
- Jed Palmer is known from his work on *Casting JonBenet* and *OtherLife*
- Most of the music in the film was composed by Palmer, but it did include a song by Ed Sheeran in the credits and a song by Losers in the official trailer

### **PROMOTION**

- Premiered on 3/10/18 at South by Southwest
- Tagline: "Not Man. Not Machine. More."
- "Upgrade is an independent film, it's being given a limited release in 1,500 theaters, we don't have a huge advertising budget and there's not the expectation of this being a giant hit," said Whannell
- They did release a trailer for the movie but advertising and promotion was minimal

### **BOX OFFICE**

- Domestic: \$5,999,840
- Opening Week: \$4,670,905
- Released in the US on 6/1/18 by OTL Releasing and Blumhouse Tilt
- Scheduled to be released on 6/14/18 in Australia
- Revenue for *Upgrade* was much less than it was for his 2015 directorial debut, *Insidious: Chapter 3*; it opened to \$22.6 million on its way to \$112 million globally
- The film's box office opening weekend wasn't bad given the limited release and small marketing, as it managed to make \$4.6 million on 1,457 theaters

### **RECEPTION**

- RT: 86% Tatometer / 88% Audience
- IMDB: 7.8/10
- Cinemascore: N/A
- "Upgrade is essentially an extended Black Mirror episode" -Kaitlyn Tiffany, *The Verge*
- "Leigh Whannell's hi-fi, lowbrow gem from the House of Blum is exactly the sort of sick, satisfying Grand Guignol genre flick you want smuggled in among the big-ticket summer blockbusters right now. That title works on two levels." -David Fear, *Rolling Stone*
- "Whannell doesn't reprocess or reboot clichés; he depends on them and peddles them. As a director, he photographs his plot points and sees no moments between moments, conveys no sense of experiential continuity." Richard Brody, *New Yorker*

- “The movie manages to be pretty funny; and the grisliness of the action, while in a sense entirely deplorable, adds to the kicks.” -Glenn Kenny, *New York Times*
- “*Upgrade* delivers several terrific action sequences using swift choreography, some highly inventive camerawork and old-fashioned, hands-on effects (props, makeup, blood). Best of all, as our human hero and his microchip assistant go hunting for clues, *Upgrade* becomes a genre mash-up of cyborg thriller, body-horror movie, buddy comedy and film noir. It’s the latest example of cost-effective creativity from the Blumhouse consortium (*Get Out*), and an unexpected treat from Whannell, best known for his work on the *Saw* and *Insidious* franchises.” -Rafer Guzmán, *Newsday*

## SEQUELS

- Whannell expressed that he would have loved to do a sequel if the movie had done exceptionally well at the box office, but based on performance so far it's just not in the cards
- “In light of what I'm hearing [about profit predictions], no. There's not going to be a sequel,” says Whannell
- “If I’ve ever flirted with the idea in my mind I try to push it out, purely as a holistic exercise in self-preservation. I don’t want to get excited about a sequel idea to then only have it ripped away from me by the damning force of reality,” says Whannell