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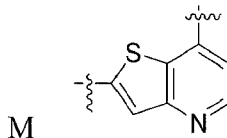
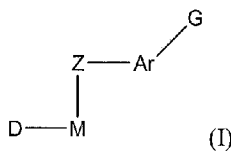
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(54) Title: INHIBITORS OF PROTEIN TYROSINE KINASE ACTIVITY



(57) Abstract: The invention relates to compounds of Formula (I) and their use for inhibiting protein tyrosine kinase activity. In Formula (I), the group M is thieno[3,2,b]pyridinyl as shown, and the group D is a ring or ring system, and the groups Z, Ar, and G are as defined herein. The invention relates particularly to compounds that inhibit the protein tyrosine kinase activity of

growth factor receptors, resulting in the inhibition of receptor signalling, for example, the inhibition of VEGF receptor signalling and HGF receptor signalling. The invention also provides compositions and methods for treating cell proliferative diseases and conditions, such as cancer, and for treating ophthalmic diseases, including age-related macular degeneration (AMD) and diabetic retinopathy (DR).

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**INHIBITORS OF PROTEIN TYROSINE KINASE ACTIVITY****BACKGROUND OF THE INVENTION****Related Applications**

This application claims the benefit of U.S. Provisional Application Serial Number  
5 60/968,673, filed August 29, 2007. The entire teachings of the above-referenced application is  
incorporated herein by reference.

**Field of the Invention**

This invention relates to compounds that inhibit protein tyrosine kinase activity. In  
particular the invention relates to compounds that inhibit the protein tyrosine kinase activity of  
10 growth factor receptors, resulting in the inhibition of receptor signaling, for example, the  
inhibition of VEGF receptor signaling and HGF receptor signaling. More particularly, the  
invention relates to compounds, compositions and methods for the inhibition of VEGF receptor  
signaling and HGF receptor signaling.

**Summary of the Related Art**

15 Tyrosine kinases may be classified as growth factor receptor (e.g. EGFR, PDGFR, FGFR  
and erbB2) or non-receptor (e.g. c-src and bcr-abl) kinases. The receptor type tyrosine kinases  
make up about 20 different subfamilies. The non-receptor type tyrosine kinases make up  
numerous subfamilies. These tyrosine kinases have diverse biological activity. Receptor  
tyrosine kinases are large enzymes that span the cell membrane and possess an extracellular  
20 binding domain for growth factors, a transmembrane domain, and an intracellular portion that  
functions as a kinase to phosphorylate a specific tyrosine residue in proteins and hence to  
influence cell proliferation. Aberrant or inappropriate protein kinase activity can contribute to  
the rise of disease states associated with such aberrant kinase activity.

Angiogenesis is an important component of certain normal physiological processes such  
25 as embryogenesis and wound healing, but aberrant angiogenesis contributes to some  
pathological disorders and in particular to tumor growth. VEGF-A (vascular endothelial growth  
factor A) is a key factor promoting neovascularization (angiogenesis) of tumors. VEGF induces  
endothelial cell proliferation and migration by signaling through two high affinity receptors, the  
fms-like tyrosine kinase receptor, Flt-1, and the kinase insert domain-containing receptor, KDR.  
30 These signaling responses are critically dependent upon receptor dimerization and activation of  
intrinsic receptor tyrosine kinase (RTK) activity. The binding of VEGF as a disulfide-linked  
homodimer stimulates receptor dimerization and activation of the RTK domain. The kinase  
activity autophosphorylates cytoplasmic receptor tyrosine residues, which then serve as binding  
sites for molecules involved in the propagation of a signaling cascade. Although multiple  
35 pathways are likely to be elucidated for both receptors, KDR signaling is most extensively

studied, with a mitogenic response suggested to involve ERK-1 and ERK-2 mitogen-activated protein kinases.

5 Disruption of VEGF receptor signaling is a highly attractive therapeutic target in cancer, as angiogenesis is a prerequisite for all solid tumor growth, and that the mature endothelium remains relatively quiescent (with the exception of the female reproductive system and wound healing). A number of experimental approaches to inhibiting VEGF signaling have been examined, including use of neutralizing antibodies, receptor antagonists, soluble receptors, antisense constructs and dominant-negative strategies.

10 Despite the attractiveness of anti-angiogenic therapy by VEGF inhibition alone, several issues may limit this approach. VEGF expression levels can themselves be elevated by numerous diverse stimuli and perhaps most importantly, the hypoxic state of tumors resulting from VEGFr inhibition, can lead to the induction of factors that themselves promote tumor invasion and metastasis thus, potentially undermining the impact of VEGF inhibitors as cancer therapeutics.

15 The HGF (hepatocyte growth factor) and the HGF receptor, c-met, are implicated in the ability of tumor cells to undermine the activity of VEGF inhibition. HGF derived from either stromal fibroblasts surrounding tumor cells or expressed from the tumor itself has been suggested to play a critical role in tumor angiogenesis, invasion and metastasis. For example, invasive growth of certain cancer cells is drastically enhanced by tumor-stromal interactions involving the HGF/c-Met (HGF receptor) pathway. HGF, which was originally identified as a potent mitogen for hepatocytes is primarily secreted from stromal cells, and the secreted HGF can promote motility and invasion of various cancer cells that express c-Met in a paracrine manner. Binding of HGF to c-Met leads to receptor phosphorylation and activation of Ras/mitogen-activated protein kinase (MAPK) signaling pathway, thereby enhancing malignant behaviors of cancer cells. Moreover, stimulation of the HGF/c-met pathway itself can lead to the induction of VEGF expression, itself contributing directly to angiogenic activity.

25 Thus, anti-tumor anti-angiogenic strategies or approaches that target both VEGF/VEGFr signaling and HGF/c-met signaling may circumvent the ability of tumor cells to overcome VEGF inhibition alone and may represent improved cancer therapeutics.

30 Tyrosine kinases also contribute to the pathology of ophthalmological diseases, disorders and conditions, such as age-related macular degeneration (AMD) and diabetic retinopathy (DR). Blindness from such diseases has been linked to anomalies in retinal neovascularization. The formation of new blood vessels is regulated by growth factors such as VEGF and HGF that activate receptor tyrosine kinases resulting in the initiation of signaling pathways leading to plasma leakage into the macula, causing vision loss. Recently, the Axl receptor tyrosine kinase

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has been implicated in the process of angiogenesis, by regulating cell survival, motility and invasions. These kinases are thus attractive targets for the treatment of eye diseases involving neovascularization.

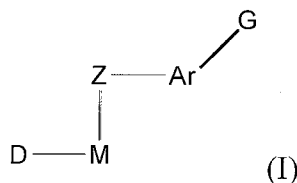
Thus, there is a need to develop a strategy for controlling neovascularization of the eye  
5 and to develop a strategy for the treatment of ocular diseases.

Here we describe small molecules that are potent inhibitors of protein tyrosine kinase activity, such as that of, for example, both the VEGF receptor KDR and the HGF receptor c-met.

**BRIEF SUMMARY OF THE INVENTION**

The present invention provides new compounds and methods for treating a disease responsive to inhibition of kinase activity, for example a disease responsive to inhibition of protein tyrosine kinase activity, for example a disease responsive to inhibition of protein tyrosine kinase activity of growth factor receptors. The present invention also provides new compounds and methods for treating a disease responsive to inhibition of receptor type tyrosine kinase signaling, for example, a disease responsive to inhibition of VEGF receptor signaling and HGF receptor signaling. In one embodiment the disease is a cell proliferative disease. The compounds of the invention are inhibitors of protein tyrosine kinase activity. In one embodiment, the compounds of the invention are dual function inhibitors, capable of inhibiting both VEGF and HGF receptor signaling. Accordingly, the invention provides new inhibitors of protein tyrosine kinase receptor signaling, such as for example, VEGF receptor signaling and HGF receptor signaling, including the VEGF receptor KDR and the HGF receptor c-met.

In a first aspect, the invention provides compounds of Formula (I) that are useful as kinase inhibitors:



and N-oxides, hydrates, solvates, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein D, M, Z, Ar and G are as defined herein. Because compounds of the present invention are useful as kinase inhibitors they are, therefore, useful research tools for the study of the role of kinases in both normal and disease states. In one embodiment, the invention provides compounds that are useful as inhibitors of VEGF receptor signaling and HGF receptor signaling and, therefore, are useful research tools for the study of the role of VEGF and HGF in both normal and disease states.

Reference to “a compound of the formula (I)”, (or equivalently, “a compound according to the first aspect”, or “a compound of the present invention”, and the like), herein is understood to include reference to N-oxides, hydrates, solvates, pharmaceutically acceptable salts, prodrugs and complexes thereof, and racemic and scalemic mixtures, diastereomers, enantiomers and tautomers thereof, unless otherwise indicated.

In a second aspect, the invention provides compositions comprising a compound according to the present invention, or an N-oxide, hydrate, solvate, pharmaceutically acceptable

salt, prodrug or complex thereof, or a racemic or scalemic mixture, diastereomers or enantiomer thereof, and a pharmaceutically acceptable carrier, excipient or diluent. For example, the invention provides compositions comprising a compound that is an inhibitor of VEGF receptor signaling and HGF receptor signaling, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier, excipient, or diluent.

In a third aspect, the invention provides a method of inhibiting kinase activity, for example protein tyrosine kinase, for example tyrosine kinase activity of a growth factor receptor, the method comprising contacting the kinase with a compound according to the present invention, or with a composition according to the present invention. In another embodiment of this aspect, the invention provides a method of inhibiting receptor type tyrosine kinase signaling, for example inhibiting VEGF receptor signaling and HGF receptor signaling. Inhibition can be in a cell or a multicellular organism. If in a cell, the method according to this aspect of the invention comprises contacting the cell with a compound according to the present invention, or with a composition according to the present invention. If in a multicellular organism, the method according to this aspect of the invention comprises administering to the organism a compound according to the present invention, or a composition according to the present invention. In one embodiment the organism is a mammal, for example a primate, for example a human.

In a fourth aspect, the invention provides a method of inhibiting angiogenesis, the method comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to the present invention, or a therapeutically effective amount of a composition according to the present invention. In one embodiment of this aspect, the angiogenesis to be inhibited is involved in tumor growth. In another embodiment the angiogenesis to be inhibited is retinal angiogenesis. In another embodiment of this aspect, the patient is a mammal, for example a primate, for example a human.

In a fifth aspect, the invention provides a method of treating a disease responsive to inhibition of kinase activity, for example a disease responsive to inhibition of protein tyrosine kinase activity, for example a disease responsive to inhibition of protein tyrosine kinase activity of growth factor receptors. In another embodiment of this aspect, the invention provides a method of treating a disease responsive to inhibition of receptor type tyrosine kinase signaling, for example a disease responsive to inhibition of VEGF receptor signaling and HGF receptor signaling, the method comprising administering to an organism in need thereof a therapeutically effective amount of a compound according to the present invention, or a composition according to the present invention. In one embodiment of this aspect, the organism is a mammal, for example a primate, for example a human.

In a sixth aspect, the invention provides a method of treating a cell proliferative disease, the method comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to the present invention, or a therapeutically effective amount of a composition according to the present invention. In certain embodiments of this aspect, the cell proliferative disease is cancer. In an embodiment, the patient is a mammal, for example a primate, for example a human.

In a seventh aspect, the invention provides a method of treating an ophthalmic disease, disorder or condition, the method comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to the present invention, or a therapeutically effective amount of a composition according to the present invention. In one embodiment of this aspect, the disease is caused by choroidal angiogenesis. In some embodiments of this aspect, the patient is a mammal, for example a primate, for example a human.

In an eighth aspect, the invention provides for the use of a compound according to the present invention for the manufacture of a medicament to inhibit kinase activity, for example to inhibit protein tyrosine kinase activity, for example to inhibit protein tyrosine kinase activity of growth factor receptors. In another embodiment of this aspect, the invention provides for the use of a compound according to the present invention for the manufacture of a medicament to inhibit receptor type tyrosine kinase signaling, for example to inhibit VEGF receptor signaling and HGF receptor signaling. In certain embodiments of this aspect, the invention provides for the use of a compound according to the present invention for the manufacture of a medicament to treat a disease responsive to inhibition of kinase activity. In certain embodiments of this aspect, the disease is responsive to inhibition of protein tyrosine kinase activity, for example inhibition of protein tyrosine kinase activity of growth factor receptors. In another embodiment of this aspect, the disease is responsive to inhibition of receptor type tyrosine kinase signaling, for example VEGF receptor signaling and HGF receptor signaling. In another embodiment of this aspect, the disease is a cell proliferative disease, for example cancer. In another embodiment of this aspect, the disease is an ophthalmic disease, disorder or condition. In one embodiment of this aspect, the ophthalmic disease, disorder or condition is caused by choroidal angiogenesis. In another embodiment of this aspect, the disease is age-related macular degeneration, diabetic retinopathy or retinal edema.

In a ninth aspect, the invention provides for the use of a compound according to the present invention, or a composition thereof, to inhibit kinase activity, for example to inhibit receptor type tyrosine kinase activity, for example to inhibit protein tyrosine kinase activity of growth factor receptors. In another embodiment of this aspect, the invention provides for the

use of a compound according to the present invention, or a composition thereof, to inhibit receptor type tyrosine kinase signaling, for example to inhibit VEGF receptor signaling and HGF receptor signaling.

5 In a tenth aspect, the invention provides for the use of a compound according to the present invention, or a composition thereof, to treat a disease responsive to inhibition of kinase activity, for example a disease responsive to inhibition of protein tyrosine kinase activity, for example a disease responsive to inhibition or protein tyrosine kinase activity of growth factor  
10 receptors. In another embodiment of this aspect, the invention provides for the use of a compound according to the present invention, or a composition thereof, to treat a disease responsive to inhibition of receptor type tyrosine kinase signaling, for example a disease responsive to inhibition of VEGF receptor signaling and HGF receptor signaling. In  
15 an embodiment of this aspect, the disease is a cell proliferative disease, for example cancer. In another embodiment of this aspect, the disease is an ophthalmic disease, disorder or condition. In another embodiment of this aspect, the ophthalmic disease, disorder or condition is caused by choroidal angiogenesis.

The foregoing merely summarizes certain aspects of the invention and is not intended to be limiting in nature. These aspects and other aspects and embodiments are described more fully below.



## DETAILED DESCRIPTION OF THE PREFERRED EMBODIMENTS

The invention provides compounds and methods for inhibiting kinase activity, for example protein tyrosine kinase activity, for example receptor protein kinase activity, for example the VEGF receptor KDR and the HGF receptor c-met. The invention also provides compositions and methods for inhibiting angiogenesis, treating a disease responsive to inhibition of kinase activity, treating cell proliferative diseases and conditions and treating ophthalmic diseases, disorders and conditions. The patent and scientific literature referred to herein reflects knowledge that is available to those with skill in the art. The issued patents, published patent applications, and references that are cited herein are hereby incorporated by reference to the same extent as if each was specifically and individually indicated to be incorporated by reference. In the case of inconsistencies, the present disclosure will prevail.

For purposes of the present invention, the following definitions will be used (unless expressly stated otherwise):

For simplicity, chemical moieties are defined and referred to throughout primarily as univalent chemical moieties (*e.g.*, alkyl, aryl, etc.). Nevertheless, such terms are also used to convey corresponding multivalent moieties under the appropriate structural circumstances clear to those skilled in the art. For example, while an "alkyl" moiety generally refers to a monovalent radical (*e.g.* CH<sub>3</sub>-CH<sub>2</sub>-), in certain circumstances a bivalent linking moiety can be "alkyl," in which case those skilled in the art will understand the alkyl to be a divalent radical (*e.g.*, -CH<sub>2</sub>-CH<sub>2</sub>-), which is equivalent to the term "alkylene." Similarly, in circumstances in which a divalent moiety is required and is stated as being "aryl," those skilled in the art will understand that the term "aryl" refers to the corresponding divalent moiety, arylene. All atoms are understood to have their normal number of valences for bond formation (*i.e.*, 4 for carbon, 3 for N, 2 for O, and 2, 4, or 6 for S, depending on the oxidation state of the S). On occasion a moiety may be defined, for example, as (A)<sub>a</sub>-B-, wherein a is 0 or 1. In such instances, when a is 0 the moiety is B- and when a is 1 the moiety is A-B-.

For simplicity, reference to a "C<sub>n</sub>-C<sub>m</sub>" heterocyclyl or "C<sub>n</sub>-C<sub>m</sub>" heteroaryl means a heterocyclyl or heteroaryl having from "n" to "m" annular atoms, where "n" and "m" are integers. Thus, for example, a C<sub>5</sub>-C<sub>6</sub>-heterocyclyl is a 5- or 6- membered ring having at least one heteroatom, and includes pyrrolidinyl (C<sub>5</sub>) and piperazinyl and piperidinyl (C<sub>6</sub>); C<sub>6</sub>-heteroaryl includes, for example, pyridyl and pyrimidyl.

The term "hydrocarbyl" refers to a straight, branched, or cyclic alkyl, alkenyl, or alkynyl, each as defined herein. A "C<sub>0</sub>" hydrocarbyl is used to refer to a covalent bond. Thus, "C<sub>0</sub>-C<sub>3</sub>

hydrocarbyl” includes a covalent bond, methyl, ethyl, ethenyl, ethynyl, propyl, propenyl, propynyl, and cyclopropyl.

The term “alkyl” is intended to mean a straight chain or branched aliphatic group having from 1 to 12 carbon atoms, alternatively 1-8 carbon atoms, and alternatively 1-6 carbon atoms.

5 In some embodiments, the alkyl groups have from 2 to 12 carbon atoms, alternatively 2-8 carbon atoms and alternatively 2-6 carbon atoms. Examples of alkyl groups include, without limitation, methyl, ethyl, propyl, isopropyl, butyl, isobutyl, sec-butyl, tert-butyl, pentyl, hexyl and the like. A “C<sub>0</sub>” alkyl (as in “C<sub>0</sub>-C<sub>3</sub>alkyl”) is a covalent bond.

10 The term “alkenyl” is intended to mean an unsaturated straight chain or branched aliphatic group with one or more carbon-carbon double bonds, having from 2 to 12 carbon atoms, alternatively 2-8 carbon atoms, and alternatively 2-6 carbon atoms. Examples alkenyl groups include, without limitation, ethenyl, propenyl, butenyl, pentenyl, and hexenyl.

15 The term “alkynyl” is intended to mean an unsaturated straight chain or branched aliphatic group with one or more carbon-carbon triple bonds, having from 2 to 12 carbon atoms, alternatively 2-8 carbon atoms, and alternatively 2-6 carbon atoms. Examples of alkynyl groups include, without limitation, ethynyl, propynyl, butynyl, pentynyl, and hexynyl.

20 The terms “alkylene,” “alkenylene,” or “alkynylene” as used herein are intended to mean an alkyl, alkenyl, or alkynyl group, respectively, as defined hereinabove, that is positioned between and serves to connect two other chemical groups. Examples of alkylene groups include, without limitation, methylene, ethylene, propylene, and butylene. Examples of alkenylene groups include, without limitation, ethenylene, propenylene, and butenylene. Examples of alkynylene groups include, without limitation, ethynylene, propynylene, and butynylene.

25 The term “carbocycle” as employed herein is intended to mean a cycloalkyl or aryl moiety.

30 The term “cycloalkyl” is intended to mean a saturated, partially unsaturated or unsaturated mono-, bi-, tri- or poly-cyclic hydrocarbon group having about 3 to 15 carbons, alternatively having 3 to 12 carbons, alternatively 3 to 8 carbons, alternatively 3 to 6 carbons, and alternatively 5 or 6 carbons. In certain alternative embodiments, the cycloalkyl group is fused to an aryl, heteroaryl or heterocyclic group. Examples of cycloalkyl groups include, without limitation, cyclopenten-2-enone, cyclopenten-2-enol, cyclohex-2-enone, cyclohex-2-enol, cyclopropyl, cyclobutyl, cyclobutenyl, cyclopentyl, cyclopentenyl, cyclohexyl, cyclohexenyl, cycloheptyl, cyclooctyl, etc.

35 The term “heteroalkyl” is intended to mean a saturated, partially unsaturated or unsaturated, straight chain or branched aliphatic group, wherein one or more carbon atoms in

the group are independently replaced by a heteroatom selected from the group consisting of O, S, and N.

The term "aryl" is intended to mean a mono-, bi-, tri- or polycyclic aromatic moiety, comprising one to three aromatic rings. In certain embodiments the aryl is a C<sub>6</sub>-C<sub>14</sub>aromatic moiety, alternatively the aryl group is a C<sub>6</sub>-C<sub>10</sub>aryl group, alternatively a C<sub>6</sub> aryl group. Examples of aryl groups include, without limitation, phenyl, naphthyl, anthracenyl, and fluorenyl.

The terms "aralkyl" or "arylalkyl" are intended to mean a group comprising an aryl group covalently linked to an alkyl group. If an aralkyl group is described as "optionally substituted", it is intended that either or both of the aryl and alkyl moieties may independently be optionally substituted or unsubstituted. In some embodiments, the aralkyl group is (C<sub>1</sub>-C<sub>6</sub>)alk(C<sub>6</sub>-C<sub>10</sub>)aryl, including, without limitation, benzyl, phenethyl, and naphthylmethyl. For simplicity, when written as "arylalkyl" this term, and terms related thereto, is intended to indicate the order of groups in a compound as "aryl - alkyl". Similarly, "alkyl-aryl" is intended to indicate the order of the groups in a compound as "alkyl-aryl".

The terms "heterocyclyl", "heterocyclic" or "heterocycle" are intended to mean a group which is a mono-, bi-, or polycyclic structure having from about 3 to about 14 atoms, wherein one or more atoms are independently selected from the group consisting of N, O, and S. The ring structure may be saturated, unsaturated or partially unsaturated. In certain embodiments, the heterocyclic group is non-aromatic, in which case the group is also known as a heterocycloalkyl. In a bicyclic or polycyclic structure, one or more rings may be aromatic; for example, one ring of a bicyclic heterocycle or one or two rings of a tricyclic heterocycle may be aromatic, as in indan and 9,10-dihydro anthracene. Examples of heterocyclic groups include, without limitation, epoxy, aziridinyl, tetrahydrofuranyl, pyrrolidinyl, piperidinyl, piperazinyl, thiazolidinyl, oxazolidinyl, oxazolidinonyl, and morpholino. In certain embodiments, the heterocyclic group is fused to an aryl, heteroaryl, or cycloalkyl group. Examples of such fused heterocycles include, without limitation, tetrahydroquinoline and dihydrobenzofuran. Specifically excluded from the scope of this term are compounds where an annular O or S atom is adjacent to another O or S atom.

In certain embodiments, the heterocyclic group is a heteroaryl group. As used herein, the term "heteroaryl" is intended to mean a mono-, bi-, tri- or polycyclic group having 5 to 14 ring atoms, alternatively 5, 6, 9, or 10 ring atoms; having 6, 10, or 14 pi electrons shared in a cyclic array; and having, in addition to carbon atoms, between one or more heteroatoms independently selected from the group consisting of N, O, and S. For example, a heteroaryl group include, without limitation, pyrimidinyl, pyridinyl, benzimidazolyl, thienyl, benzothiazolyl, benzofuranyl

and indolinyl. Other examples of heteroaryl groups include, without limitation, thienyl, benzothienyl, furyl, benzofuryl, dibenzofuryl, pyrrolyl, imidazolyl, pyrazolyl, pyridyl, pyrazinyl, pyrimidinyl, indolyl, quinolyl, isoquinolyl, quinoxaliny, tetrazolyl, oxazolyl, thiazolyl, and isoxazolyl.

5 The terms "arylene," "heteroarylene," or "heterocyclene" are intended to mean an aryl, heteroaryl, or heterocyclyl group, respectively, as defined hereinabove, that is positioned between and serves to connect two other chemical groups.

Examples of heterocyclyls and heteroaryls include, but are not limited to, azepinyl, azetidiny, acridinyl, azocinyl, benzidolyl, benzimidazolyl, benzofuranyl, benzofurazanyl, benzofuryl, benzothiofuranyl, benzothiophenyl, benzoxazolyl, benzothiazolyl, benzothienyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazoliny, benzoxazolyl, benzoxadiazolyl, benzopyranyl, carbazolyl, 4aH-carbazolyl, carbolinyl, chromanyl, chromenyl, cinnolinyl, coumarinyl, decahydroquinolinyl, 1,3-dioxolane, 2H,6H-1,5,2-dithiazinyl, dihydrofuro[2,3-b]tetrahydrofuran, dihydroisoindolyl, dihydroquinazoliny (such as 3,4-  
15 dihydro-4-oxo-quinazoliny), furanyl, furopyridiny (such as fuor[2,3-c]pyridiny, furo[3,2-b]pyridiny or furo[2,3-b]pyridiny), furyl, furazanyl, hexahydrodiazepinyl, imidazolidinyl, imidazoliny, imidazolyl, indazolyl, 1H-indazolyl, indolenyl, indolinyl, indoliziny, indolyl, 3H-indolyl, isobenzofuranyl, isochromanyl, isoindazolyl, isoindolinyl, isoindolyl, isoquinolinyl, isothiazolidinyl, isothiazolyl, isoxazoliny, isoxazolyl, methylenedioxyphenyl, morpholinyl, naphthyridiny, octahydroisoquinolinyl, oxadiazolyl, 1,2,3-oxadiazolyl, 1,2,4-oxadiazolyl, 1,2,5-oxadiazolyl, 1,3,4-oxadiazolyl, oxazolidinyl, oxazolyl, oxazolidinyl, oxetanyl, 2-oxoazepinyl, 2-oxopiperazinyl, 2-oxopiperidinyl, 2-oxopyrrolodiny, pyrimidinyl, phenanthridiny, phenanthroliny, phenazinyl, phenothiazinyl, phenoxathiiny, phenoxazinyl, phthalazinyl, piperazinyl, piperidinyl, piperidonyl, 4-piperidonyl, piperonyl, pteridinyl, purinyl, pyranyl, pyrazinyl, pyrazolidinyl, pyrazoliny, pyrazolyl, pyridazinyl, pyridooxazole, pyridoimidazole, pyridothiazole, pyridiny, pyridyl, pyrimidinyl, pyrrolidinyl, pyrroliny, pyrrolopyridyl, 2H-pyrrolyl, pyrrolyl, quinazoliny, quinolinyl, 4H-quinoliziny, quinoxaliny, quinuclidiny, tetrahydro-1,1-dioxothienyl, tetrahydrofuranyl, tetrahydrofuryl, tetrahydroisoquinolinyl, tetrahydroquinolinyl, tetrahydropyranyl, tetrazolyl, thiazolidinyl, 6H-1,2,5-thiadiazinyl, thiadiazolyl (e.g., 1,2,3-thiadiazolyl, 1,2,4-thiadiazolyl, 1,2,5-thiadiazolyl, 1,3,4-thiadiazolyl), thiamorpholinyl, thiamorpholinyl sulfoxide, thiamorpholuiyl sulfone, thianthrenyl, thiazolyl, thienyl, thienothiazolyl, thienooxazolyl, thienoimidazolyl, thiophenyl, triazinyl, triazinylazepinyl, triazolyl (e.g., 1,2,3-triazolyl, 1,2,4-triazolyl, 1,2,5-triazolyl, 1,3,4-triazolyl), and xanthenyl.

The term "azolyl" as employed herein is intended to mean a five-membered saturated or unsaturated heterocyclic group containing two or more hetero-atoms, as ring atoms, selected from the group consisting of nitrogen, sulfur and oxygen, wherein at least one of the hetero-atoms is a nitrogen atom. Examples ofazolyl groups include, but are not limited to, optionally substituted imidazolyl, oxazolyl, thiazolyl, pyrazolyl, isoxazolyl, isothiazolyl, 1,3,4-thiadiazolyl, 1,2,4-thiadiazolyl, 1,2,4-oxadiazolyl, and 1,3,4-oxadiazolyl.

As employed herein, and unless stated otherwise, when a moiety (*e.g.*, alkyl, heteroalkyl, cycloalkyl, aryl, heteroaryl, heterocyclyl, etc.) is described as "optionally substituted" it is meant that the group optionally has from one to four, alternatively from one to three, alternatively one or two, independently selected non-hydrogen substituents. Suitable substituents include, without limitation, halo, hydroxy, oxo (*e.g.*, an annular -CH- substituted with oxo is -C(O)-) nitro, halohydrocarbyl, hydrocarbyl, alkyl, cycloalkyl, heterocyclyl, aryl, heteroaryl, aralkyl, alkoxy, aryloxy, amino, acylamino, alkylcarbamoyl, arylcarbamoyl, aminoalkyl, acyl, carboxy, hydroxyalkyl, alkanesulfonyl, arenesulfonyl, alkanesulfonamido, arenesulfonamido, aralkylsulfonamido, alkylcarbonyl, acyloxy, cyano, and ureido groups.

Examples of substituents, which are themselves not further substituted (unless expressly stated otherwise) are:

- (a) halo, cyano, oxo, carboxy, formyl, nitro, amino, amidino, guanidino,
- (b) C<sub>1</sub>-C<sub>5</sub>alkyl or alkenyl or arylalkyl imino, carbamoyl, azido, carboxamido, mercapto, hydroxy, hydroxyalkyl, alkylaryl, arylalkyl, C<sub>1</sub>-C<sub>8</sub>alkyl, C<sub>1</sub>-C<sub>8</sub>alkenyl, C<sub>1</sub>-C<sub>8</sub>alkoxy, C<sub>1</sub>-C<sub>8</sub>alkylamino, C<sub>1</sub>-C<sub>8</sub>alkoxycarbonyl, aryloxycarbonyl, C<sub>2</sub>-C<sub>8</sub>acyl, C<sub>2</sub>-C<sub>8</sub>acylamino, C<sub>1</sub>-C<sub>8</sub>alkylthio, arylalkylthio, arylthio, C<sub>1</sub>-C<sub>8</sub>alkylsulfinyl, arylalkylsulfinyl, arylsulfinyl, C<sub>1</sub>-C<sub>8</sub>alkylsulfonyl, arylalkylsulfonyl, arylsulfonyl, C<sub>0</sub>-C<sub>6</sub>N-alkyl carbamoyl, C<sub>2</sub>-C<sub>15</sub>N,N-dialkylcarbamoyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, aroyl, aryloxy, arylalkyl ether, aryl, aryl fused to a cycloalkyl or heterocycle or another aryl ring, C<sub>3</sub>-C<sub>7</sub>heterocycle, C<sub>5</sub>-C<sub>15</sub>heteroaryl or any of these rings fused or spiro-fused to a cycloalkyl, heterocyclyl, or aryl, wherein each of the foregoing is further optionally substituted with one more moieties listed in (a), above; and
- (c) -(CR<sup>32</sup>R<sup>33</sup>)<sub>s</sub>-NR<sup>30</sup>R<sup>31</sup>,

wherein s is from 0 (in which case the nitrogen is directly bonded to the moiety that is substituted) to 6,

R<sup>32</sup> and R<sup>33</sup> are each independently hydrogen, halo, hydroxyl or C<sub>1</sub>-C<sub>4</sub>alkyl, and

R<sup>30</sup> and R<sup>31</sup> are each independently hydrogen, cyano, oxo, hydroxyl, C<sub>1</sub>-

C<sub>8</sub>alkyl, C<sub>1</sub>-C<sub>8</sub>heteroalkyl, C<sub>1</sub>-C<sub>8</sub>alkenyl, carboxamido, C<sub>1</sub>-C<sub>3</sub>alkyl-

5 carboxamido, carboxamido-C<sub>1</sub>-C<sub>3</sub>alkyl, amidino, C<sub>2</sub>-C<sub>8</sub>hydroxyalkyl, C<sub>1</sub>-C<sub>3</sub>alkylaryl, aryl-C<sub>1</sub>-C<sub>3</sub>alkyl, C<sub>1</sub>-C<sub>3</sub>alkylheteroaryl, heteroaryl-C<sub>1</sub>-C<sub>3</sub>alkyl, C<sub>1</sub>-C<sub>3</sub>alkylheterocyclyl, heterocyclyl-C<sub>1</sub>-C<sub>3</sub>alkyl C<sub>1</sub>-C<sub>3</sub>alkylcycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>3</sub>alkyl, C<sub>2</sub>-C<sub>8</sub>alkoxy, C<sub>2</sub>-C<sub>8</sub>alkoxy-C<sub>1</sub>-C<sub>4</sub>alkyl, C<sub>1</sub>-C<sub>8</sub>alkoxycarbonyl, aryloxycarbonyl, aryl-C<sub>1</sub>-C<sub>3</sub>alkoxycarbonyl, heteroaryloxycarbonyl, heteroaryl-C<sub>1</sub>-C<sub>3</sub>alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>acyl, C<sub>0</sub>-C<sub>8</sub>alkyl-carbonyl, aryl-C<sub>0</sub>-C<sub>8</sub>alkyl-carbonyl, heteroaryl-C<sub>0</sub>-C<sub>8</sub>alkyl-carbonyl, cycloalkyl-C<sub>0</sub>-C<sub>8</sub>alkyl-carbonyl, C<sub>0</sub>-C<sub>8</sub>alkyl-NH-carbonyl, aryl-C<sub>0</sub>-C<sub>8</sub>alkyl-NH-carbonyl, heteroaryl-C<sub>0</sub>-C<sub>8</sub>alkyl-NH-carbonyl, cycloalkyl-C<sub>0</sub>-C<sub>8</sub>alkyl-NH-carbonyl, C<sub>0</sub>-C<sub>8</sub>alkyl-O-carbonyl, aryl-C<sub>0</sub>-C<sub>8</sub>alkyl-O-carbonyl, heteroaryl-C<sub>0</sub>-C<sub>8</sub>alkyl-O-carbonyl, cycloalkyl-C<sub>0</sub>-C<sub>8</sub>alkyl-O-carbonyl, C<sub>1</sub>-C<sub>8</sub>alkylsulfonyl, arylalkylsulfonyl, arylsulfonyl, heteroarylalkylsulfonyl, heteroarylsulfonyl, C<sub>1</sub>-C<sub>8</sub>alkyl-NH-sulfonyl, arylalkyl-NH-sulfonyl, aryl-NH-sulfonyl, heteroarylalkyl-NH-sulfonyl, heteroaryl-NH-sulfonyl aroyl, aryl, cycloalkyl, heterocyclyl, heteroaryl, aryl-C<sub>1</sub>-C<sub>3</sub>alkyl-, cycloalkyl-C<sub>1</sub>-C<sub>3</sub>alkyl-, heterocyclyl-C<sub>1</sub>-C<sub>3</sub>alkyl-, heteroaryl-C<sub>1</sub>-C<sub>3</sub>alkyl-, or protecting group, wherein each of the foregoing is further optionally substituted with one more moieties listed in (a), above; or

10 R<sup>30</sup> and R<sup>31</sup> taken together with the N to which they are attached form a heterocyclyl or heteroaryl, each of which is optionally substituted with from 1 to 3 substituents selected from the group consisting of (a) above, a protecting group, and (X<sup>30</sup>-Y<sup>31</sup>-), wherein said heterocyclyl may also be bridged (forming a bicyclic moiety with a methylene, ethylene or propylene bridge); wherein

15 X<sup>30</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>8</sub>alkyl, C<sub>2</sub>-C<sub>8</sub>alkenyl-, C<sub>2</sub>-C<sub>8</sub>alkynyl-, -C<sub>0</sub>-C<sub>3</sub>alkyl-C<sub>2</sub>-C<sub>8</sub>alkenyl-C<sub>0</sub>-C<sub>3</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkyl-C<sub>2</sub>-C<sub>8</sub>alkynyl-C<sub>0</sub>-C<sub>3</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkyl-O-C<sub>0</sub>-C<sub>3</sub>alkyl-, HO-C<sub>0</sub>-C<sub>3</sub>alkyl-, C<sub>0</sub>-C<sub>4</sub>alkyl-N(R<sup>30</sup>)-C<sub>0</sub>-C<sub>3</sub>alkyl-, N(R<sup>30</sup>)(R<sup>31</sup>)-C<sub>0</sub>-C<sub>3</sub>alkyl-, N(R<sup>30</sup>)(R<sup>31</sup>)-C<sub>0</sub>-C<sub>3</sub>alkenyl-, N(R<sup>30</sup>)(R<sup>31</sup>)-C<sub>0</sub>-C<sub>3</sub>alkynyl-, (N(R<sup>30</sup>)(R<sup>31</sup>))<sub>2</sub>-C=N-, C<sub>0</sub>-C<sub>3</sub>alkyl-S(O)<sub>0-2</sub>-C<sub>0</sub>-C<sub>3</sub>alkyl-, CF<sub>3</sub>-C<sub>0</sub>-C<sub>3</sub>alkyl-, C<sub>1</sub>-C<sub>8</sub>heteroalkyl, aryl, cycloalkyl, heterocyclyl, heteroaryl, aryl-C<sub>1</sub>-C<sub>3</sub>alkyl-, cycloalkyl-C<sub>1</sub>-C<sub>3</sub>alkyl-, heterocyclyl-C<sub>1</sub>-C<sub>3</sub>alkyl-, heteroaryl-C<sub>1</sub>-C<sub>3</sub>alkyl-, N(R<sup>30</sup>)(R<sup>31</sup>)-heterocyclyl-C<sub>1</sub>-C<sub>3</sub>alkyl-, wherein the aryl, cycloalkyl, heteroaryl and heterocyclyl are optionally substituted with from 1 to 3 substituents from (a); and

Y<sup>31</sup> is selected from the group consisting of a direct bond, -O-, -N(R<sup>30</sup>)-, -C(O)-, -O-C(O)-, -C(O)-O-, -N(R<sup>30</sup>)-C(O)-, -C(O)-N(R<sup>30</sup>)-, -N(R<sup>30</sup>)-C(S)-, -C(S)-N(R<sup>30</sup>)-, -N(R<sup>30</sup>)-C(O)-N(R<sup>31</sup>)-, -N(R<sup>30</sup>)-C(NR<sup>30</sup>)-N(R<sup>31</sup>)-, -N(R<sup>30</sup>)-C(NR<sup>31</sup>)-, -C(NR<sup>31</sup>)-N(R<sup>30</sup>)-, -N(R<sup>30</sup>)-C(S)-N(R<sup>31</sup>)-, -N(R<sup>30</sup>)-C(O)-O-, -O-C(O)-N(R<sup>31</sup>)-, -N(R<sup>30</sup>)-C(S)-O-, -O-C(S)-N(R<sup>31</sup>)-, -S(O)<sub>0-2</sub>-, -SO<sub>2</sub>N(R<sup>31</sup>)-, -N(R<sup>31</sup>)-SO<sub>2</sub>- and -N(R<sup>30</sup>)-SO<sub>2</sub>N(R<sup>31</sup>)-.

A moiety that is substituted is one in which one or more (for example one to four, alternatively from one to three and alternatively one or two), hydrogens have been independently replaced with another chemical substituent. As a non-limiting example, substituted phenyls include 2-fluorophenyl, 3,4-dichlorophenyl, 3-chloro-4-fluoro-phenyl, 2-fluoro-3-propylphenyl. As another non-limiting example, substituted n-octyls include 2,4-dimethyl-5-ethyl-octyl and 3-cyclopentyl-octyl. Included within this definition are methylenes (-CH<sub>2</sub>-) substituted with oxygen to form carbonyl -CO-.

When there are two optional substituents bonded to adjacent atoms of a ring structure, such as for example a phenyl, thiophenyl, or pyridinyl, the substituents, together with the atoms to which they are bonded, optionally form a 5- or 6- membered cycloalkyl or heterocycle having 1, 2, or 3 annular heteroatoms.

In certain embodiments, a hydrocarbyl, heteroalkyl, heterocyclic and/or aryl group is unsubstituted.

In other embodiments, a hydrocarbyl, heteroalkyl, heterocyclic and/or aryl group is substituted with from 1 to 3 independently selected substituents.

Examples of substituents on alkyl groups include, but are not limited to, hydroxyl, halogen (e.g., a single halogen substituent or multiple halo substituents; in the latter case, groups such as CF<sub>3</sub> or an alkyl group bearing Cl<sub>3</sub>), oxo, cyano, nitro, alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, heterocycle, aryl, -OR<sup>a</sup>, -SR<sup>a</sup>, -S(=O)R<sup>e</sup>, -S(=O)<sub>2</sub>R<sup>e</sup>, -P(=O)<sub>2</sub>R<sup>e</sup>, -S(=O)<sub>2</sub>OR<sup>e</sup>, -P(=O)<sub>2</sub>OR<sup>e</sup>, -NR<sup>b</sup>R<sup>c</sup>, -NR<sup>b</sup>S(=O)<sub>2</sub>R<sup>e</sup>, -NR<sup>b</sup>P(=O)<sub>2</sub>R<sup>e</sup>, -S(=O)<sub>2</sub>NR<sup>b</sup>R<sup>c</sup>, -P(=O)<sub>2</sub>NR<sup>b</sup>R<sup>c</sup>, -C(=O)OR<sup>e</sup>, -C(=O)R<sup>a</sup>, -C(=O)NR<sup>b</sup>R<sup>c</sup>, -OC(=O)R<sup>a</sup>, -OC(=O)NR<sup>b</sup>R<sup>c</sup>, -NR<sup>b</sup>C(=O)OR<sup>e</sup>, -NR<sup>d</sup>C(=O)NR<sup>b</sup>R<sup>c</sup>, -NR<sup>d</sup>S(=O)<sub>2</sub>NR<sup>b</sup>R<sup>c</sup>, -NR<sup>d</sup>P(=O)<sub>2</sub>NR<sup>b</sup>R<sup>c</sup>, -NR<sup>b</sup>C(=O)R<sup>a</sup> or -NR<sup>b</sup>P(=O)<sub>2</sub>R<sup>e</sup>, wherein R<sup>a</sup> is hydrogen, alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, heterocycle or aryl; R<sup>b</sup>, R<sup>c</sup> and R<sup>d</sup> are independently hydrogen, alkyl, cycloalkyl, heterocycle or aryl, or said R<sup>b</sup> and R<sup>c</sup> together with the N to which they are bonded optionally form a heterocycle; and R<sup>e</sup> is alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, heterocycle or aryl. In the aforementioned exemplary substituents, groups such as alkyl, cycloalkyl, alkenyl, alkynyl, cycloalkenyl, heterocycle and aryl can themselves be optionally substituted.

Examples of substituents on alkenyl and alkynyl groups include, but are not limited to, alkyl or substituted alkyl, as well as those groups recited as examples of alkyl substituents.

Examples of substituents on cycloalkyl groups include, but are not limited to, nitro, cyano, alkyl or substituted alkyl, as well as those groups recited above as examples of alkyl

5 substituents. Other examples of substituents include, but are not limited to, spiro-attached or fused cyclic substituents, for example, spiro-attached cycloalkyl, spiro-attached cycloalkenyl, spiro-attached heterocycle (excluding heteroaryl), fused cycloalkyl, fused cycloalkenyl, fused heterocycle, or fused aryl, where the aforementioned cycloalkyl, cycloalkenyl, heterocycle and aryl substituents can themselves be optionally substituted.

10 Examples of substituents on cycloalkenyl groups include, but are not limited to, nitro, cyano, alkyl or substituted alkyl, as well as those groups recited as examples of alkyl substituents. Other examples of substituents include, but are not limited to, spiro-attached or fused cyclic substituents, for examples spiro-attached cycloalkyl, spiro-attached cycloalkenyl, spiro-attached heterocycle (excluding heteroaryl), fused cycloalkyl, fused cycloalkenyl, fused

15 heterocycle, or fused aryl, where the aforementioned cycloalkyl, cycloalkenyl, heterocycle and aryl substituents can themselves be optionally substituted.

Examples of substituents on aryl groups include, but are not limited to, nitro, cycloalkyl or substituted cycloalkyl, cycloalkenyl or substituted cycloalkenyl, cyano, alkyl or substituted alkyl, as well as those groups recited above as examples of alkyl substituents. Other examples

20 of substituents include, but are not limited to, fused cyclic groups, such as fused cycloalkyl, fused cycloalkenyl, fused heterocycle, or fused aryl, where the aforementioned cycloalkyl, cycloalkenyl, heterocycle and aryl substituents can themselves be optionally substituted. Still other examples of substituents on aryl groups (phenyl, as a non-limiting example) include, but are not limited to, haloalkyl and those groups recited as examples of alkyl substituents.

25 Examples of substituents on heterocyclic groups include, but are not limited to, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, nitro, oxo (i.e., =O), cyano, alkyl, substituted alkyl, as well as those groups recited as examples of alkyl substituents. Other examples substituents on heterocyclic groups include, but are not limited to, spiro-attached or fused cyclic substituents at any available point or points of attachment, for example spiro-

30 attached cycloalkyl, spiro-attached cycloalkenyl, spiro-attached heterocycle (excluding heteroaryl), fused cycloalkyl, fused cycloalkenyl, fused heterocycle and fused aryl, where the aforementioned cycloalkyl, cycloalkenyl, heterocycle and aryl substituents can themselves be optionally substituted.

In certain embodiments, a heterocyclic group is substituted on carbon, nitrogen and/or

35 sulfur at one or more positions. Examples of substituents on nitrogen include, but are not



limited to alkyl, aryl, aralkyl, alkylcarbonyl, alkylsulfonyl, arylcarbonyl, arylsulfonyl, alkoxy, alkoxy, or aralkoxy. Examples of substituents on sulfur include, but are not limited to, oxo and C<sub>1-6</sub>alkyl. In certain embodiments, nitrogen and sulfur heteroatoms may independently be optionally oxidized and nitrogen heteroatoms may independently be optionally quaternized.

Exemplary substituents on ring groups, such as aryl, heteroaryl, cycloalkyl and heterocyclyl, include halogen, alkoxy and alkyl.

Exemplary substituents on alkyl groups include halogen and hydroxy.

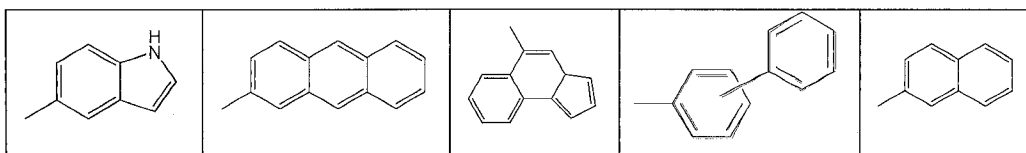
A "halohydrocarbyl" as employed herein is a hydrocarbyl moiety, in which from one to all hydrogens have been replaced with one or more halo.

The term "halogen" or "halo" as employed herein refers to chlorine, bromine, fluorine, or iodine. As herein employed, the term "acyl" refers to an alkylcarbonyl or arylcarbonyl substituent. The term "acylamino" refers to an amide group attached at the nitrogen atom (*i.e.*, R-CO-NH-). The term "carbamoyl" refers to an amide group attached at the carbonyl carbon atom (*i.e.*, NH<sub>2</sub>-CO-). The nitrogen atom of an acylamino or carbamoyl substituent is additionally optionally substituted. The term "sulfonamido" refers to a sulfonamide substituent attached by either the sulfur or the nitrogen atom. The term "amino" is meant to include NH<sub>2</sub>, alkylamino, dialkylamino (wherein each alkyl may be the same or different), arylamino, and cyclic amino groups. The term "ureido" as employed herein refers to a substituted or unsubstituted urea moiety.

The term "radical" as used herein means a chemical moiety comprising one or more unpaired electrons.

Where optional substituents are chosen from "one or more" groups it is to be understood that this definition includes all substituents being chosen from within one of the specified groups or from within the combination of all of the specified groups.

In addition, substituents on cyclic moieties (*i.e.*, cycloalkyl, heterocyclyl, aryl, heteroaryl) include 5- to 6-membered mono- and 9- to 14-membered bi-cyclic moieties fused to the parent cyclic moiety to form a bi- or tri-cyclic fused ring system. Substituents on cyclic moieties also include 5- to 6-membered mono- and 9- to 14-membered bi-cyclic moieties attached to the parent cyclic moiety by a covalent bond to form a bi- or tri-cyclic bi-ring system. For example, an optionally substituted phenyl includes, but is not limited to, the following:



An "unsubstituted" moiety (*e. g.*, unsubstituted cycloalkyl, unsubstituted heteroaryl, etc.) means a moiety as defined above that does not have any optional substituents.

A saturated, partially unsaturated or unsaturated three- to eight-membered carbocyclic ring is for example a four- to seven-membered, alternatively a five- or six-membered, saturated or unsaturated carbocyclic ring. Examples of saturated or unsaturated three- to eight-membered carbocyclic rings include phenyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and cycloheptyl.

A saturated, partially unsaturated or unsaturated three- to eight-membered heterocyclic ring contains at least one heteroatom selected from oxygen, nitrogen, and sulfur atoms. The saturated or unsaturated three- to eight-membered heterocyclic ring for example contains one or two heteroatoms with the remaining ring-constituting atoms being carbon atoms. The saturated or unsaturated three- to eight-membered heterocyclic ring is alternatively a saturated or unsaturated four- to seven-membered heterocyclic ring, alternatively a saturated or unsaturated five- or six-membered heterocyclic ring. Examples of saturated or unsaturated three- to eight-membered heterocyclic groups include thienyl, pyridyl, 1,2,3-triazolyl, imidazolyl, isoxazolyl, pyrazolyl, piperazinyl, piperazino, piperidyl, piperidino, morpholinyl, morpholino, homopiperazinyl, homopiperazino, thiomorpholinyl, thiomorpholino, tetrahydropyrrolyl, and azepanyl.

A saturated or unsaturated carboxylic and heterocyclic group may condense with another saturated or heterocyclic group to form a bicyclic group, for example a saturated or unsaturated nine- to twelve-membered bicyclic carbocyclic or heterocyclic group. Bicyclic groups include naphthyl, quinolyl, 1,2,3,4-tetrahydroquinolyl, 1,4-benzoxanyl, indanyl, indolyl, and 1,2,3,4-tetrahydronaphthyl.

When a carbocyclic or heterocyclic group is substituted by two C<sub>1-6</sub> alkyl groups, the two alkyl groups may combine together to form an alkylene chain, for example a C<sub>1-3</sub> alkylene chain. Carbocyclic or heterocyclic groups having this crosslinked structure include bicyclo[2.2.2]octanyl and norbornanyl.

The terms "kinase inhibitor" and "inhibitor of kinase activity", and the like, are used to identify a compound which is capable of interacting with a kinase and inhibiting its enzymatic activity.

The term "inhibiting kinase enzymatic activity" is used to mean reducing the ability of a kinase to transfer a phosphate group from a donor molecule, such as ATP, to a specific target molecule (substrate). For example, the inhibition of kinase activity may be at least about 10%. In some embodiments of the invention, such reduction of kinase activity is at least about 25%, alternatively at least about 50%, alternatively at least about 75%, and alternatively at least about

90%. In other embodiments, kinase activity is reduced by at least 95% and alternatively by at least 99%. The IC<sub>50</sub> value is the concentration of kinase inhibitor which reduces the activity of a kinase to 50% of the uninhibited enzyme.

5 The terms "inhibitor of VEGF receptor signaling" and "inhibitor of HGF receptor signaling" are used to identify a compound having a structure as defined herein, which is capable, respectively, of interacting with a VEGF receptor and a HGF receptor and inhibiting the activity of the VEGF receptor and the HGF receptor. In some embodiments, such reduction of activity is at least about 50%, alternatively at least about 75%, and alternatively at least about 90%. In other embodiments, activity is reduced by at least 95% and alternatively by at least 10 99%.

The term "inhibiting effective amount" is meant to denote a dosage sufficient to cause inhibition of kinase activity. The kinase may be in a cell, which in turn may be in a multicellular organism. The multicellular organism may be, for example, a plant, a fungus or an animal, for example a mammal and for example a human. The fungus may be infecting a plant 15 or a mammal, for example a human, and could therefore be located in and/or on the plant or mammal. If the kinase is in a multicellular organism, the method according to this aspect of the invention comprises the step of administering to the organism a compound or composition according to the present invention.

In an exemplary embodiment, such inhibition is specific, i.e., the kinase inhibitor reduces 20 the ability of a kinase to transfer a phosphate group from a donor molecule, such as ATP, to a specific target molecule (substrate) at a concentration that is lower than the concentration of the inhibitor that is required to produce another, unrelated biological effect. For example, the concentration of the inhibitor required for kinase inhibitory activity is at least 2-fold lower, alternatively at least 5-fold lower, alternatively at least 10-fold lower, and alternatively at least 25 20-fold lower than the concentration required to produce an unrelated biological effect.

The term "therapeutically effective amount" as employed herein is an amount of a compound of the invention, that when administered to a patient, elicits the desired therapeutic effect. The therapeutic effect is dependent upon the disease being treated and the results desired. As such, the therapeutic effect can be treatment of a disease-state. Further, the 30 therapeutic effect can be inhibition of kinase activity. The amount of a compound of the invention which constitutes a "therapeutically effective amount" will vary depending on the compound, the disease state and its severity, the age of the patient to be treated, and the like. The therapeutically effective amount can be determined routinely by one of ordinary skill in the art.

In one embodiment, the therapeutic effect is inhibition of angiogenesis. The phrase "inhibition of angiogenesis" is used to denote an ability of a compound according to the present invention to retard the growth of blood vessels, preferably new blood vessels contacted with the inhibitor as compared to blood vessels not contacted. In one embodiment, angiogenesis is tumor angiogenesis. The phrase "tumor angiogenesis" is intended to mean the proliferation of blood vessels that penetrate into a cancerous growth, such as a tumor. In another embodiment, angiogenesis is abnormal blood vessel formation in the eye.

In an exemplary embodiment, angiogenesis is retarded by at least 25% as compared to angiogenesis of non-contacted blood vessels, alternatively at least 50%, alternatively at least 75%, alternatively at least 90%, alternatively at least 95%, and alternatively, at least 99%. Alternatively, angiogenesis is inhibited by 100% (i.e., the blood vessels do not increase in size or number). In certain embodiments, the phrase "inhibition of angiogenesis" includes regression in the number or size of blood vessels, as compared to non-contacted blood vessels. Thus, a compound according to the invention that inhibits angiogenesis may induce blood vessel growth retardation, blood vessel growth arrest, or induce regression of blood vessel growth.

In another embodiment, the therapeutic effect is treatment of an ophthalmic disease, disorder or condition. The phrase "treatment of an ophthalmic disease or disorder" is intended to mean the ability of a compound according to the present invention to treat an exudative and/or inflammatory ophthalmic disease or disorder, a disorder related to impaired retinal vessel permeability and/or integrity, a disorder related to retinal microvessel rupture leading to focal hemorrhage, a disease of the back of the eye, a retinal disease, or a disease of the front of the eye, or other ophthalmic disease, disorder or condition.

In one embodiment, the ophthalmic disease, disorder or condition includes but is not limited to Age Related Macular Degeneration (ARMD), exudative macular degeneration (also known as "wet" or neovascular age-related macular degeneration (wet-AMD), macular oedema, aged disciform macular degeneration, cystoid macular oedema, palpebral oedema, retinal oedema, diabetic retinopathy, Acute Macular Neuroretinopathy, Central Serous Chorioretinopathy, chorioretinopathy, Choroidal Neovascularization, neovascular maculopathy, neovascular glaucoma, obstructive arterial and venous retinopathies (e.g. Retinal Venous Occlusion or Retinal Arterial Occlusion), Central Retinal Vein Occlusion, Disseminated Intravascular Coagulopathy, Branch Retinal Vein Occlusion, Hypertensive Fundus Changes, Ocular Ischemic Syndrome, Retinal Arterial Microaneurysms, Coat's Disease, Parafoveal Telangiectasis, Hemi-Retinal Vein Occlusion, Papillophlebitis, Central Retinal Artery Occlusion, Branch Retinal Artery Occlusion, Carotid Artery Disease(CAD), Frosted Branch Angitis, Sickle Cell Retinopathy and other Hemoglobinopathies, Angioid Streaks, macular

oedema occurring as a result of aetiologies such as disease (e.g. Diabetic Macular Oedema), eye injury or eye surgery, retinal ischemia or degeneration produced for example by injury, trauma or tumours, uveitis, iritis, retinal vasculitis, endophthalmitis, panophthalmitis, metastatic ophthalmia, choroiditis, retinal pigment epithelitis, conjunctivitis, cyclitis, scleritis, episcleritis, 5 optic neuritis, retrobulbar optic neuritis, keratitis, blepharitis, exudative retinal detachment, corneal ulcer, conjunctival ulcer, chronic nummular keratitis, Thygeson keratitis, progressive Mooren's ulcer, an ocular inflammatory disease caused by bacterial or viral infection or by an ophthalmic operation, an ocular inflammatory disease caused by a physical injury to the eye, and a symptom caused by an ocular inflammatory disease including itching, flare, oedema and 10 ulcer, erythema, erythema exsudativum multiforme, erythema nodosum, erythema annulare, scleroedema, dermatitis, angioneurotic oedema, laryngeal oedema, glottic oedema, subglottic laryngitis, bronchitis, rhinitis, pharyngitis, sinusitis, laryngitis or otitis media.

In another embodiment, the ophthalmic disease, disorder or condition includes but is not limited to age-related macular degeneration, diabetic retinopathy, retinal edema, retinal vein 15 occlusion, neovascular glaucoma, retinopathy of prematurity, pigmentary retinal degeneration, uveitis, corneal neovascularization or proliferative vitreoretinopathy.

In another embodiment, the ophthalmic disease, disorder or condition is age-related macular degeneration, diabetic retinopathy or retinal edema.

In another embodiment, the therapeutic effect is inhibition of retinal neovascularization. 20 The phrase "inhibition of retinal neovascularization" is intended to mean the ability of a compound according to the present invention to retard the growth of blood vessels in the eye, for example new blood vessels originating from retinal veins, for example, to retard the growth of new blood vessels originating from retinal veins and extending along the inner (vitreal) surface of the retina.

In an exemplary embodiment, retinal neovascularization is retarded by at least 25% as 25 compared to retinal neovascularization of non-contacted blood vessels, alternatively at least 50%, alternatively at least 75%, alternatively at least 90%, alternatively at least 95%, and alternatively, at least 99%. Alternatively, retinal neovascularization is inhibited by 100% (i.e., the blood vessels do not increase in size or number). In certain embodiments, the phrase 30 "inhibition of retinal neovascularization" includes regression in the number or size of blood vessels, as compared to non-contacted blood vessels. Thus, a compound according to the invention that inhibits retinal neovascularization may induce blood vessel growth retardation, blood vessel growth arrest, or induce regression of blood vessel growth.

In another embodiment, the therapeutic effect is inhibition of cell proliferation. The 35 phrase "inhibition of cell proliferation" is used to denote an ability of a compound according to

the present invention to retard the growth of cells contacted with the inhibitor as compared to cells not contacted. An assessment of cell proliferation can be made by counting contacted and non-contacted cells using a Coulter Cell Counter (Coulter, Miami, Fla.) or a hemacytometer. Where the cells are in a solid growth (e.g., a solid tumor or organ), such an assessment of cell proliferation can be made by measuring the growth with calipers or comparing the size of the growth of contacted cells with non-contacted cells.

In an exemplary embodiment, growth of cells contacted with the inhibitor is retarded by at least 25% as compared to growth of non-contacted cells, alternatively at least 50%, alternatively at least 75%, alternatively at least 90%, alternatively at least 95%, and alternatively, at least 99%. Alternatively, cell proliferation is inhibited by 100% (i.e., the contacted cells do not increase in number). In certain embodiments, the phrase "inhibition cell proliferation" includes a reduction in the number or size of contacted cells, as compared to non-contacted cells. Thus, a compound according to the invention that inhibits cell proliferation in a contacted cell may induce the contacted cell to undergo growth retardation, to undergo growth arrest, to undergo programmed cell death (i.e., to apoptose), or to undergo necrotic cell death.

In some embodiments, the contacted cell is a neoplastic cell. The term "neoplastic cell" is used to denote a cell that shows aberrant cell growth. In certain embodiments, the aberrant cell growth of a neoplastic cell is increased cell growth. A neoplastic cell may be a hyperplastic cell, a cell that shows a lack of contact inhibition of growth *in vitro*, a benign tumor cell that is incapable of metastasis *in vivo*, or a cancer cell that is capable of metastasis *in vivo* and that may recur after attempted removal. The term "tumorigenesis" is used to denote the induction of cell proliferation that leads to the development of a neoplastic growth.

In some embodiments, the contacted cell is in an animal. Thus, the invention provides a method for treating a cell proliferative disease or condition in an animal, comprising administering to an animal in need of such treatment a therapeutically effective amount of a compound or composition of the invention. In certain exemplary embodiments, the animal is a mammal, for example a domesticated mammal. In some embodiments, the animal is a human.

The term "cell proliferative disease or condition" is meant to refer to any condition characterized by aberrant cell growth, preferably abnormally increased cellular proliferation. Examples of such cell proliferative diseases or conditions amenable to inhibition and treatment include, but are not limited to, cancer. Examples of particular types of cancer include, but are not limited to, breast cancer, lung cancer, colon cancer, rectal cancer, bladder cancer, prostate cancer leukemia and renal cancer. In particular embodiments, the invention provides a method for inhibiting neoplastic cell proliferation in an animal comprising administering to an animal

having at least one neoplastic cell present in its body a therapeutically effective amount of a compound of the invention.

The term "patient" as employed herein for the purposes of the present invention includes humans and other animals, for example mammals, and other organisms. Thus the compounds, compositions and methods of the present invention are applicable to both human therapy and veterinary applications. In certain embodiments the patient is a mammal, for example a human.

The terms "treating", "treatment", or the like, as used herein covers the treatment of a disease-state in an organism, and includes at least one of: (i) preventing the disease-state from occurring, in particular, when such animal is predisposed to the disease-state but has not yet been diagnosed as having it; (ii) inhibiting the disease-state, i.e., partially or completely arresting its development; (iii) relieving the disease-state, i.e., causing regression of symptoms of the disease-state, or ameliorating a symptom of the disease; and (iv) reversal or regression of the disease-state, preferably eliminating or curing of the disease. In certain embodiments of the present invention the organism is an animal, for example a mammal, for example a primate, for example a human. As is known in the art, adjustments for systemic versus localized delivery, age, body weight, general health, sex, diet, time of administration, drug interaction, the severity of the condition, etc., may be necessary, and will be ascertainable with routine experimentation by one of ordinary skill in the art. In certain embodiments, the terms "treating", "treatment", or the like, as used herein covers the treatment of a disease-state in an organism and includes at least one of (ii), (iii) and (iv) above.

Administration may be by any route, including, without limitation, parenteral, oral, sublingual, transdermal, topical, intranasal, intratracheal, or intrarectal. In certain embodiments, compounds of the invention are administered intravenously in a hospital setting. In certain other embodiments, administration may be by the oral route.

Examples of routes of administration for ophthalmic diseases, disorders and conditions include but are not limited to, systemic, periocular, retrobulbar, intracanalicular, intravitreal injection, topical (for example, eye drops), subconjunctival injection, subtenon, transcleral, intracameral, subretinal, electroporation, and sustained-release implant. Other routes of administration other injection sites or other forms of administration for ophthalmic situations will be known or contemplated by one skilled in the art and are intended to be within the scope of the present invention.

In certain embodiments of the present invention, routes of administration for ophthalmic diseases, disorders and conditions include topical, subconjunctival injection, intravitreal injection, or other ocular routes, systemically, or other methods known to one skilled in the art to a patient following ocular surgery.

In certain other embodiments of the present invention, routes of administration for ophthalmic diseases, disorders and conditions include topical, intravitreal, transcleral, periocular, conjunctival, subtenon, intracameral, subretinal, subconjunctival, retrobulbar, or intracanalicular.

5 In certain other embodiments of the present invention, routes of administration for ophthalmic diseases, disorders and conditions include topical administration (for example, eye drops), systemic administration (for example, oral or intravenous), subconjunctival injection, periocular injection, intravitreal injection, and surgical implant.

10 In certain other embodiments of the present invention, routes of administration for ophthalmic diseases, disorders and conditions include intravitreal injection, periocular injection, and sustained-release implant.

In certain other embodiments of the present invention, an intraocular injection may be into the vitreous (intravitreal), under the conjunctiva (subconjunctival), behind the eye (retrobulbar), into the sclera, under the Capsule of Tenon (sub-Tenon), or may be in a depot form.

15 The compounds of the present invention form salts which are also within the scope of this invention. Reference to a compound of the invention, for example a compound of Formula (I), herein is understood to include reference to salts thereof, unless otherwise indicated.

The term "salt(s)", as employed herein, denotes acidic and/or basic salts formed with inorganic and/or organic acids and bases. In addition, when a compound of the present  
20 invention contains both a basic moiety, such as but not limited to a pyridine or imidazole, and an acidic moiety such as but not limited to a carboxylic acid, zwitterions ("inner salts") may be formed and are included within the term "salt(s)" as used herein. Pharmaceutically acceptable (i.e., non-toxic (exhibiting minimal or no undesired toxicological effects), physiologically acceptable) salts are preferred, although other salts are also useful, e.g., in isolation or  
25 purification steps which may be employed during preparation. Salts of the compounds of the invention may be formed, for example, by reacting a compound of the present invention with an amount of acid or base, such as an equivalent amount, in a medium such as one in which the salts precipitates or in an aqueous medium followed by lyophilization.

The compounds of the present invention which contain a basic moiety, such as but not  
30 limited to an amine or a pyridine or imidazole ring, may form salts with a variety of organic and inorganic acids. Exemplary acid addition salts include acetates (such as those formed with acetic acid or trihaloacetic acid, for example, trifluoroacetic acid), adipates, alginates, ascorbates, aspartates, benzoates, benzenesulfonates, bisulfates, borates, butyrates, citrates, camphorates, camphorsulfonates, cyclopentanepropionates, digluconates, dodecylsulfates,  
35 ethanesulfonates, fumarates, glucoheptanoates, glycerophosphates, hemisulfates, heptanoates,



hexanoates, hydrochlorides, hydrobromides, hydroiodides, hydroxyethanesulfonates (e.g., 2-hydroxyethanesulfonates), lactates, maleates, methanesulfonates, naphthalenesulfonates (e.g., 2-naphthalenesulfonates), nicotines, nitrates, oxalates, pectinates, persulfates, phenylpropionates (e.g., 3-phenylpropionates), phosphates, picrates, pivalates, propionates, salicylates, succinates, sulfates (such as those formed with sulfuric acid), sulfonates, tartrates, thiocyanates, toluenesulfonates such as tosylates, undecanoates, and the like.

The compounds of the present invention which contain an acidic moiety, such as but not limited to a carboxylic acid, may form salts with a variety of organic and inorganic bases. Exemplary basic salts include ammonium salts, alkali metal salts such as sodium, lithium and potassium salts, alkaline earth metal salts such as calcium and magnesium salts, salts with organic bases (for example, organic amines) such as benzathines, dicyclohexylamines, hydrabamines (formed with N,N-bis(dehydroabietyl) ethylenediamine), N-methyl-D-glucamines, N-methyl-D-glycamides, t-butyl amines, and salts with amino acids such as arginine, lysine and the like. Basic nitrogen-containing groups may be quaternized with agents such as lower alkyl halides (e.g. methyl, ethyl, propyl and butyl chlorides, bromides and iodides), dialkyl sulfates (e.g. dimethyl, diethyl, dibutyl and diamyl sulfates), long chain halides (e.g. decyl, lauryl, myristyl and stearyl chlorides, bromides and iodides), aralkyl halides (e.g. benzyl and phenethyl bromides), and others.

As used herein, the term "pharmaceutically acceptable salts" is intended to mean salts that retain the desired biological activity of the above-identified compounds and exhibit minimal or no undesired toxicological effects. Examples of such salts include, but are not limited to, salts formed with inorganic acids (for example, hydrochloric acid, hydrobromic acid, sulfuric acid, phosphoric acid, nitric acid, and the like), and salts formed with organic acids such as acetic acid, oxalic acid, tartaric acid, succinic acid, malic acid, ascorbic acid, benzoic acid, tannic acid, palmoic acid, alginic acid, polyglutamic acid, naphthalenesulfonic acid, naphthalenedisulfonic acid, methanesulfonic acid, p-toluenesulfonic acid and polygalacturonic acid. Other salts include pharmaceutically acceptable quaternary salts known by those skilled in the art, which specifically include the quaternary ammonium salt of the formula  $--NR^+Z^-$ , wherein R is hydrogen, alkyl, or benzyl, and Z is a counterion, including chloride, bromide, iodide, --O-alkyl, toluenesulfonate, methylsulfonate, sulfonate, phosphate, or carboxylate (such as benzoate, succinate, acetate, glycolate, maleate, malate, citrate, tartrate, ascorbate, benzoate, cinnamate, mandelate, benzyloate, and diphenylacetate).

Another aspect of the invention provides compositions including a compound, N-oxide, hydrate, solvate, pharmaceutically acceptable salt, complex or prodrug of a compound according to the present invention as described herein, or a racemic mixture, scalemic mixture,

diastereomer, enantiomer or tautomer thereof. For example, in one embodiment of the invention, a composition comprises a compound, N-oxide, hydrate, solvate, pharmaceutically acceptable salt, complex or prodrug of a compound according to the present invention as described herein present in at least about 30% enantiomeric or diastereomeric excess. In certain 5 embodiments of the invention, the compound, N-oxide, hydrates, solvate, pharmaceutically acceptable salt, complex or prodrug is present in at least about 50%, at least about 80%, or even at least about 90% enantiomeric or diastereomeric excess. In certain other embodiments of the invention, the compound, N-oxide, hydrate, solvate, pharmaceutically acceptable salt, complex or prodrug is present in at least about 95%, alternatively at least about 98% and alternatively at 10 least about 99% enantiomeric or diastereomeric excess. In other embodiments of the invention, a compound, N-oxide, hydrate, solvate, pharmaceutically acceptable salt, complex or prodrug is present as a substantially racemic mixture.

Some compounds of the invention may have chiral centers and/or geometric isomeric centers (E- and Z- isomers), and it is to be understood that the invention encompasses all such 15 optical, enantiomeric, diastereoisomeric and geometric isomers. The invention also comprises all tautomeric forms of the compounds disclosed herein. Where compounds of the invention include chiral centers, the invention encompasses the enantiomerically and/or diastereomerically pure isomers of such compounds, the enantiomerically and/or diastereomerically enriched mixtures of such compounds, and the racemic and scalemic mixtures of such compounds. For 20 example, a composition may include a mixture of enantiomers or diastereomers of a compound of Formula (I) in at least about 30% diastereomeric or enantiomeric excess. In certain embodiments of the invention, the compound is present in at least about 50% enantiomeric or diastereomeric excess, in at least about 80% enantiomeric or diastereomeric excess, or even in at least about 90% enantiomeric or diastereomeric excess. In certain embodiments of the 25 invention, the compound is present in at least about 95%, alternatively in at least about 98% enantiomeric or diastereomeric excess, and alternatively in at least about 99% enantiomeric or diastereomeric excess.

The chiral centers of the present invention may have the S or R configuration. The racemic forms can be resolved by physical methods, such as, for example, fractional 30 crystallization, separation or crystallization of diastereomeric derivatives or separation by chiral column chromatography. The individual optical isomers can be obtained either starting from chiral precursors/intermediates or from the racemates by any suitable method, including without limitation, conventional methods, such as, for example, salt formation with an optically active acid followed by crystallization.

The present invention also includes prodrugs of compounds of the invention. The term “prodrug” is intended to represent a compound covalently bonded to a carrier, which prodrug is capable of releasing the active ingredient when the prodrug is administered to a mammalian subject. Release of the active ingredient occurs *in vivo*. Prodrugs can be prepared by techniques known to one skilled in the art. These techniques generally modify appropriate functional groups in a given compound. These modified functional groups however regenerate original functional groups by routine manipulation or *in vivo*. Prodrugs of compounds of the invention include compounds wherein a hydroxy, amino, carboxylic, or a similar group is modified. Examples of prodrugs include, but are not limited to esters (e.g., acetate, formate, and benzoate derivatives), carbamates (e.g., N,N-dimethylaminocarbonyl) of hydroxy or amino functional groups in compounds of the present invention), amides (e.g., trifluoroacetyl amino, acetyl amino, and the like), and the like.

The compounds of the invention may be administered as is or as a prodrug, for example in the form of an *in vivo* hydrolyzable ester or *in vivo* hydrolyzable amide. An *in vivo* hydrolyzable ester of a compound of the invention containing carboxy or hydroxy group is, for example, a pharmaceutically acceptable ester which is hydrolyzed in the human or animal body to produce the parent acid or alcohol. Suitable pharmaceutically acceptable esters for carboxy include C<sub>1</sub>-C<sub>6</sub>alkoxymethyl esters (e.g., methoxymethyl), C<sub>1</sub>-C<sub>6</sub>alkanoyloxymethyl esters (e.g., for example pivaloyloxymethyl), phthalidyl esters, C<sub>3</sub>-C<sub>8</sub>cycloalkoxycarbonyloxy-C<sub>1</sub>-C<sub>6</sub>alkyl esters (e.g., 1-cyclohexylcarbonyloxyethyl); 1,3-dioxolen-2-onylmethyl esters (e.g., 5-methyl-1,3-dioxolen-2-onylmethyl); and C<sub>1</sub>-C<sub>6</sub>alkoxycarbonyloxyethyl esters (e.g., 1-methoxycarbonyloxyethyl) and may be formed at any appropriate carboxy group in the compounds of this invention.

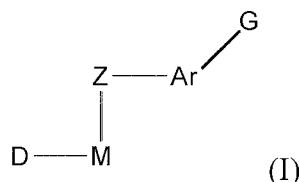
An *in vivo* hydrolyzable ester of a compound of the invention containing a hydroxy group includes inorganic esters such as phosphate esters and  $\alpha$ -acyloxyalkyl ethers and related compounds which as a result of the *in vivo* hydrolysis of the ester breakdown to give the parent hydroxy group. Examples of  $\alpha$ -acyloxyalkyl ethers include acetoxymethoxy and 2,2-dimethylpropionyloxy-methoxy. A selection of *in vivo* hydrolyzable ester forming groups for hydroxy include alkanoyl, benzoyl, phenylacetyl and substituted benzoyl and phenylacetyl, alkoxy carbonyl (to give alkyl carbonate esters), dialkyl carbamoyl and N-(N,N-dialkylaminoethyl)-N-alkyl carbamoyl (to give carbamates), N,N-dialkylaminoacetyl and carboxyacetyl. Examples of substituents on benzoyl include morpholino and piperazino linked from a ring nitrogen atom via a methylene group to the 3- or 4- position of the benzoyl ring. A suitable value for an *in vivo* hydrolyzable amide of a compound of the invention containing a carboxy group is, for example, a N-C<sub>1</sub>-C<sub>6</sub>alkyl or N,N-di-C<sub>1</sub>-C<sub>6</sub>alkyl amide such as N-methyl, N-ethyl, N-propyl, N,N-dimethyl, N-ethyl-N-methyl or N,N-diethyl amide.

Upon administration to a subject, the prodrug undergoes chemical conversion by metabolic or chemical processes to yield a compound of the present invention, or, for example, a salt and/or solvate thereof. Solvates of the compounds of the present invention include, for example, hydrates.

5 Throughout the specification, embodiments of one or more chemical substituents are identified. Also encompassed are combinations of various embodiments. For example, the invention describes certain embodiments of D in the compounds and describes certain  
embodiments of group G. Thus, as an example, also contemplated as within the scope of the  
invention are compounds in which examples of D are as described and in which examples of  
10 group G are as described.

### Compounds

According to one embodiment, the invention provides compounds of Formula (I):



and N-oxides, hydrates, solvates, pharmaceutically acceptable salts, prodrugs and complexes  
15 thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof,  
wherein,

D is selected from the group consisting of an aromatic, heteroaromatic, cycloalkyl or  
heterocyclic ring system, each of which is optionally substituted with 1 to 5 independently  
selected R<sup>38</sup>;

20 M is an optionally substituted fused heterocyclic moiety;

Z is selected from the group consisting of covalent bond, -O-, -O-CH<sub>2</sub>-, -CH<sub>2</sub>-O-, -S(O)<sub>0-2</sub>-, -  
CH<sub>2</sub>-, -N(R<sup>5</sup>)-, -N(R<sup>5</sup>)-CH<sub>2</sub>- and -CH<sub>2</sub>-N(R<sup>5</sup>)-;

Ar is a 5 to 7 membered cycloalkyl, aromatic, heterocyclic or heteroaromatic ring system, any  
of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and

25 G is a group B-L-T, wherein

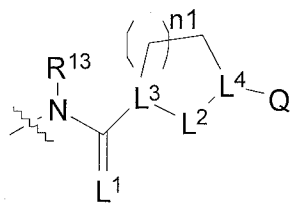
B is selected from the group consisting of absent, -N(R<sup>13</sup>)-, -N(SO<sub>2</sub>R<sup>13</sup>)-, -O-, -S(O)<sub>0-2</sub> and -  
C(=O)-;

L is selected from the group consisting of absent, -C(=S)N(R<sup>13</sup>)-, -C(=NR<sup>14</sup>)N(R<sup>13</sup>)-, -  
SO<sub>2</sub>N(R<sup>13</sup>)-, -SO<sub>2</sub>-, -C(=O)N(R<sup>13</sup>)-, -N(R<sup>13</sup>)-, -C(=O)C<sub>1-2</sub>alkyl-N(R<sup>13</sup>)-, -N(R<sup>13</sup>)C<sub>1-2</sub>alkyl-  
30 C(=O)-, -C(=O)C<sub>0-1</sub>alkyl-C(=O)N(R<sup>13</sup>)-, -C<sub>0-4</sub>alkylene, -C(=O)C<sub>0-1</sub>alkyl-C(=O)OR<sup>3</sup>-, -  
C(=NR<sup>14</sup>)-C<sub>0-1</sub>alkyl-C(=O)-, -C(=O)-, -C(=O)C<sub>0-1</sub>alkyl-C(=O)- and an optionally substituted  
four to six-membered heterocyclyl containing between one and three annular heteroatoms

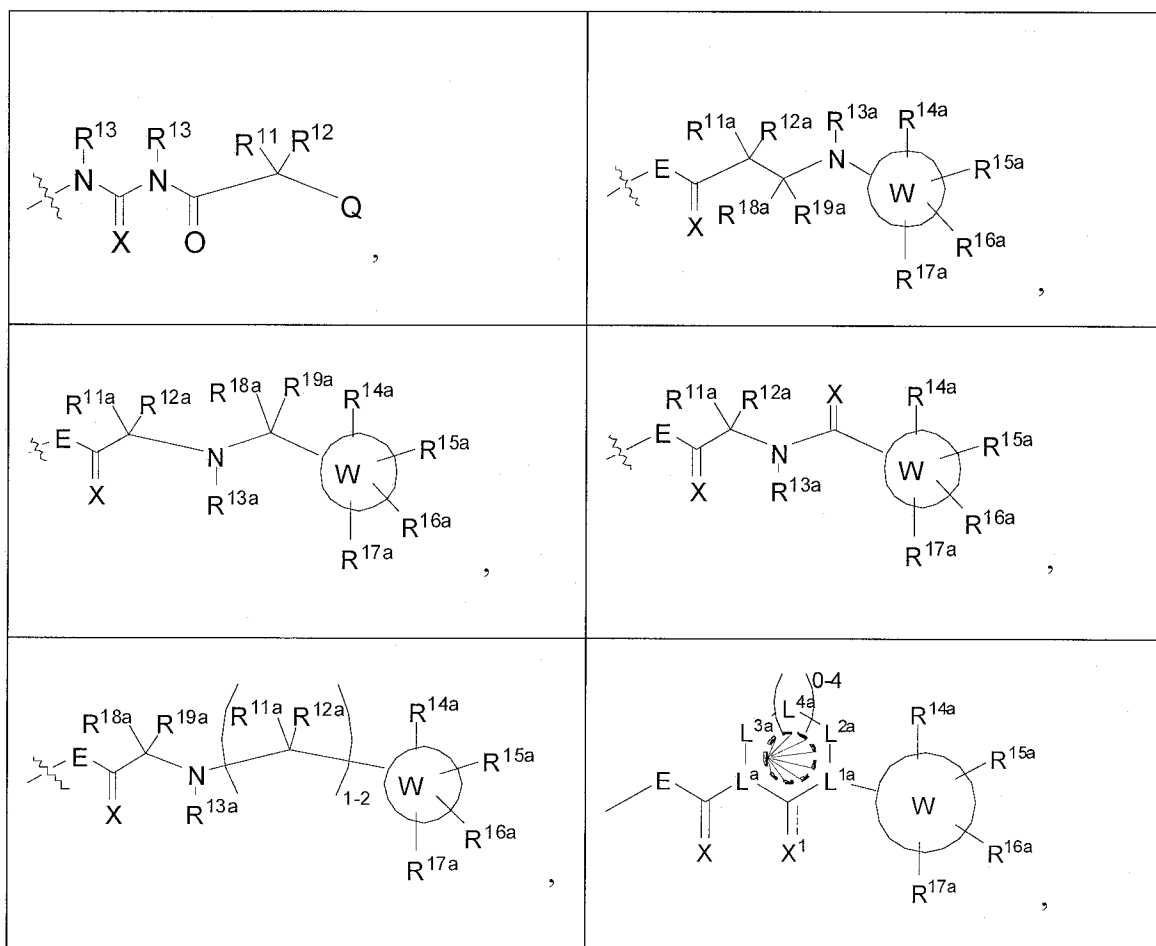
including at least one nitrogen, wherein an alkyl group of the aforementioned L group is optionally substituted; and

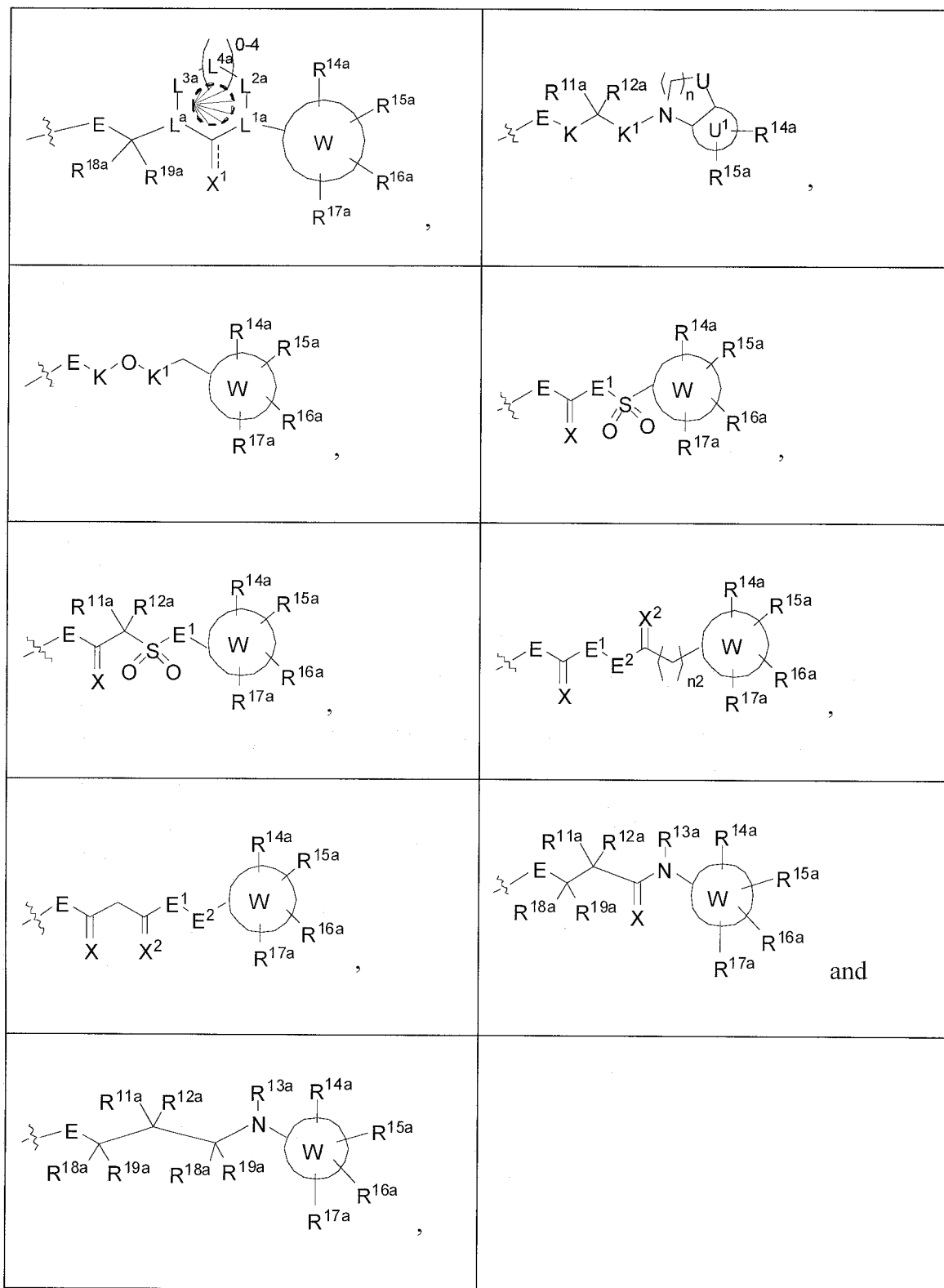
T is selected from the group consisting of  $-H$ ,  $-R^{13}$ ,  $-C_{0-5}alkyl$ ,  $-C_{0-5}alkyl-Q$ ,  $-O-C_{0-5}alkyl-Q$ ,  $-C_{0-5}alkyl-O-Q$ ,  $-N(R^{13})-C_{0-5}alkyl-Q$ ,  $-C_{0-5}alkyl-SO_2-C_{0-5}alkyl-Q$ ,  $-C(=O)-C_{0-5}alkyl-Q$ ,  $-C(=S)-C_{0-5}alkyl-Q$ ,  $-C(=NR^{14})-C_{0-5}alkyl-Q$ ,  $-C_{0-5}alkyl-N(R^{13})-Q$ ,  $-C(=O)-N(R^{13})-C_{0-5}alkyl-Q$ ,  $-C(=S)-N(R^{13})-C_{0-5}alkyl-Q$ ,  $-C(=NR^{14})-N(R^{13})-C_{0-5}alkyl-Q$ ,  $-(C_{0-5}alkyl-C(O))_{0-1}-C_{0-5}alkyl-Q$  wherein each  $C_{0-5}alkyl$  is optionally substituted;

or G is



10 or G is selected from the group consisting of:





wherein

each R<sup>38</sup> is independently selected from the group consisting of halo, optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, -C(O)NR<sup>36</sup>R<sup>39</sup>, -C(O)O-(CH<sub>2</sub>)<sub>n</sub>NR<sup>36</sup>R<sup>39</sup>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>S(O)<sub>j</sub>(C<sub>1</sub>-C<sub>6</sub> alkyl), -

5 (CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, -C(O)(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, -(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -

(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-arylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> and -

$\text{NR}^{13}\text{C}(\text{X}^1)\text{NR}^{13}\text{-heteroarylP(=O)(C}_1\text{-C}_6\text{alkyl)}_2\text{, }-(\text{CH}_2)_j\text{NR}^{39}(\text{CH}_2)_i[\text{O}(\text{CH}_2)_i]_x(\text{CH}_2)_j\text{R}^{99}\text{, }-(\text{CH}_2)_j\text{NR}^{39}(\text{CH}_2)_i\text{SO}_{(0-2)}(\text{CH}_2)_i[\text{O}(\text{CH}_2)_i]_j(\text{CH}_2)_j\text{R}^{99}\text{, }-(\text{CH}_2)_j\text{NR}^{39}(\text{CH}_2)_j\text{R}^{100}$

wherein each  $j$  is an integer independently ranging from 0 to 4 and alternatively 1-2,  $n$  is an

integer ranging from 0 to 6,  $x$  is an integer ranging from 1-6 and alternatively 2-3, each  $i$  is  
 5 an integer independently ranging from 1 to 3, and the  $-(\text{CH}_2)_i$ - and  $-(\text{CH}_2)_n$ - moieties of the  
 foregoing  $\text{R}^{38}$  groups are optionally substituted, for example with  $\text{C}_1\text{-C}_6$ alkyl, and optionally  
 include a carbon-carbon double or triple bond where  $n$  is an integer between 2 and 6;

$\text{R}^{36}$  is selected from the group consisting of H, -OH,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  $-(\text{CH}_2)_n(\text{C}_6\text{-}$   
 $\text{C}_{10}$  aryl),  $-(\text{CH}_2)_n$ (5-10 membered heterocyclyl) and  $-(\text{CH}_2)_n\text{A}^4\text{R}^{37}$ , wherein each  $n$  is an  
 10 integer independently ranging from 0 to 6,  $\text{A}^4$  is selected from the group consisting of O, S,  
 SO,  $\text{SO}_2$ , and the alkyl, cycloalkyl, aryl and heterocyclyl moieties of the foregoing  $\text{R}^{36}$   
 groups are optionally substituted, with the proviso that when  $\text{R}^{36}$  and  $\text{R}^{39}$  are both attached  
 to the same nitrogen, then  $\text{R}^{36}$  and  $\text{R}^{39}$  are not both bonded to the nitrogen directly through  
 an oxygen;

15 each  $\text{R}^{37}$  and  $\text{R}^{41}$  is independently selected from H, -O- $\text{C}_1\text{-C}_6$  alkyl, -O- $\text{C}_3\text{-C}_{10}$  cycloalkyl, -O-  
 $(\text{CH}_2)_n(\text{C}_6\text{-C}_{10}$  aryl), -O- $(\text{CH}_2)_n$ (5-10 membered heterocyclyl), optionally substituted  $\text{C}_1\text{-C}_6$   
 alkyl, optionally substituted  $\text{C}_2\text{-C}_6$  alkenyl, optionally substituted  $\text{C}_2\text{-C}_6$  alkynyl, optionally  
 substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, optionally substituted -O- $(\text{CH}_2)_n\text{A}^4\text{-C}_1\text{-C}_6$  alkyl, optionally  
 substituted -O- $(\text{CH}_2)_n\text{A}^4\text{-C}_2\text{-C}_6$  alkenyl, optionally substituted -O- $(\text{CH}_2)_n\text{A}^4\text{-C}_2\text{-C}_6$  alkynyl  
 20 and optionally substituted -O- $(\text{CH}_2)_n\text{A}^4\text{-C}_3\text{-C}_{10}$ cycloalkyl;

$\text{R}^{39}$  is selected from the group consisting of H, -OH,  $\text{C}_1\text{-C}_6$  alkyl, -C(O)- $\text{C}_1\text{-C}_6$ alkyl, - $\text{SO}_2\text{-C}_1\text{-}$   
 $\text{C}_6$ alkyl, -C(O)-O- $\text{C}_1\text{-C}_6$ alkyl-aryl and a protecting group used to protect secondary amino  
 groups, with the proviso that when  $\text{R}^{36}$  and  $\text{R}^{39}$  are both attached to the same nitrogen, then  
 $\text{R}^{36}$  and  $\text{R}^{39}$  are not both bonded to the nitrogen directly through an oxygen;

25 each  $\text{R}^{40}$  is independently selected from H,  $\text{C}_1\text{-C}_{10}$  alkyl,  $-(\text{CH}_2)_n(\text{C}_6\text{-C}_{10}$  aryl),  $\text{C}_3\text{-C}_{10}$   
 cycloalkyl, and  $-(\text{CH}_2)_n$ (5-10 membered heterocyclyl), wherein  $n$  is an integer ranging from  
 0 to 6;

$\text{R}^{99}$  at each occurrence is independently selected from the group consisting of -H, halogen,  
 trihalomethyl, -CN, - $\text{NO}_2$ , - $\text{NH}_2$ , - $\text{OR}^3$ , - $\text{NR}^3\text{R}^4$ , - $\text{S}(\text{O})_{0-2}\text{R}^3$ , - $\text{S}(\text{O})_2\text{NR}^3\text{R}^3$ , -C(O)OR<sup>3</sup>, -  
 30 C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, P(=O)(OH)<sub>2</sub>, -P(=O)(C<sub>1</sub>-  
 $\text{C}_6$ alkyl)<sub>2</sub>, -SO<sub>3</sub>H -C(O)R<sup>3</sup>,  $\text{C}_1\text{-C}_4$  alkoxy,  $\text{C}_1\text{-C}_4$  alkylthio, -O(CH<sub>2</sub>)<sub>0-6</sub>aryl, -O(CH<sub>2</sub>)<sub>0-6</sub>  
 heteroaryl, -(CH<sub>2</sub>)<sub>0-5</sub>(aryl), -(CH<sub>2</sub>)<sub>0-5</sub>(heteroaryl), -,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_2\text{-C}_6$  alkenyl,  $\text{C}_2\text{-C}_6$   
 alkynyl, -CH<sub>2</sub>(CH<sub>2</sub>)<sub>0-4</sub>-T<sup>2</sup>, wherein the aryl, heteroaryl,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_2\text{-C}_6$  alkenyl, and  $\text{C}_2\text{-}$   
 $\text{C}_6$  alkynyl are optionally substituted;

R<sup>100</sup> is a 12 to 24-membered optionally substituted heteroalicyclic macrocycle containing 4 to 8 oxygen atoms, for example 15-crown-5, 18-crown-6, or 21-crown-7;

R<sup>5</sup> is selected from the group consisting of H, an optionally substituted (C<sub>1</sub>-C<sub>5</sub>)acyl and C<sub>1</sub>-C<sub>6</sub> alkyl-O-C(O), wherein C<sub>1</sub>-C<sub>6</sub> alkyl is optionally substituted;

5 R<sup>2</sup> at each occurrence is independently selected from the group consisting of -H, halogen, trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -S(O)<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -C(O)OR<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkylthio, -O(CH<sub>2</sub>)<sub>0-6</sub>aryl, -O(CH<sub>2</sub>)<sub>0-6</sub>heteroaryl, -(CH<sub>2</sub>)<sub>0-5</sub>(aryl), -(CH<sub>2</sub>)<sub>0-5</sub>(heteroaryl), C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, -CH<sub>2</sub>(CH<sub>2</sub>)<sub>0-4</sub>-T<sup>2</sup>, wherein the aryl, heteroaryl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, and C<sub>2</sub>-C<sub>6</sub> alkynyl are optionally substituted;

10 T<sup>2</sup> is selected from the group consisting of -OH, -OMe, -OEt, -NH<sub>2</sub>, -NHMe, -NMe<sub>2</sub>, -NHEt and -NEt<sub>2</sub>;

each R<sup>3</sup> is independently selected from the group consisting of -H and R<sup>4</sup>;

R<sup>4</sup> is selected from the group consisting of a (C<sub>1</sub>-C<sub>6</sub>)alkyl, an aryl, a lower arylalkyl, a  
15 heterocyclyl and a lower heterocyclylalkyl, each of which is optionally substituted, or R<sup>3</sup> and R<sup>4</sup>, taken together with a common nitrogen to which they are attached, form an optionally substituted five- to seven-membered heterocyclyl, the optionally substituted five- to seven-membered heterocyclyl optionally containing at least one additional annular heteroatom selected from the group consisting of N, O, S and P;

20 each R<sup>13</sup> is independently selected from the group consisting of -H, halogen, trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -S(O)<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -C(O)OR<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, -C(O)SR<sup>3</sup>, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkylthio, -O(CH<sub>2</sub>)<sub>0-6</sub>aryl, -O(CH<sub>2</sub>)<sub>0-6</sub>heteroaryl, -(CH<sub>2</sub>)<sub>0-5</sub>(aryl), -(CH<sub>2</sub>)<sub>0-5</sub>(heteroaryl), -(CH<sub>2</sub>)<sub>0-5</sub>(cycloalkyl), C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, -CH<sub>2</sub>(CH<sub>2</sub>)<sub>0-4</sub>-T<sup>2</sup>, an  
25 optionally substituted C<sub>1-4</sub> alkylcarbonyl, and a saturated or unsaturated three- to seven-membered carboxylic or heterocyclic group, wherein the aryl, heteroaryl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, and C<sub>2</sub>-C<sub>6</sub> alkynyl are optionally substituted;

two R<sup>13</sup>, together with the atom or atoms to which they are attached, can combine to form a heteroalicyclic optionally substituted with between one and four of R<sup>60</sup>, wherein the  
30 heteroalicyclic can have up to four annular heteroatoms, and the heteroalicyclic can have an aryl or heteroaryl fused thereto, in which case the aryl or heteroaryl is optionally substituted with an additional one to four of R<sup>60</sup>;

R<sup>14</sup> is selected from the group -H, -NO<sub>2</sub>, -NH<sub>2</sub>, -N(R<sup>3</sup>)R<sup>4</sup>, -CN, -OR<sup>3</sup>, an optionally substituted (C<sub>1</sub>-C<sub>6</sub>)alkyl, an optionally substituted heteroalicyclicalkyl, an optionally substituted aryl, an  
35 optionally substituted arylalkyl and an optionally substituted heteroalicyclic,



- $R^{60}$  is selected from the group consisting of -H, halogen, trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, an optionally substituted (C<sub>1</sub>-C<sub>6</sub>)alkyl, an optionally substituted aryl, an optionally substituted heteroarylalkyl and an optionally substituted arylalkyl; or
- 5 two  $R^{60}$ , when attached to a non-aromatic carbon, can be oxo;
- Q is C<sub>1</sub>-C<sub>6</sub>alkyl or a three- to ten-membered ring system, optionally substituted with between zero and four of R<sup>20</sup>;
- each R<sup>20</sup> is independently selected from the group consisting of -H, halogen, trihalomethyl, -O-trihalomethyl, oxo, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -OCF<sub>3</sub>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -S(O)<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -
- 10 C(O)OR<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)C(O)OR<sup>3</sup>, -C(O)R<sup>3</sup>, -C(O)SR<sup>3</sup>, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkylthio, -O(CH<sub>2</sub>)<sub>0-6</sub>aryl, -O(CH<sub>2</sub>)<sub>0-6</sub>heteroaryl, -(CH<sub>2</sub>)<sub>0-5</sub>(aryl), -(CH<sub>2</sub>)<sub>0-5</sub>(heteroaryl), C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, -CH<sub>2</sub>(CH<sub>2</sub>)<sub>0-4</sub>-T<sup>2</sup>, an optionally substituted C<sub>1-4</sub> alkylcarbonyl, C<sub>1-4</sub> alkoxy, an amino optionally substituted by C<sub>1-4</sub> alkyl optionally substituted by C<sub>1-4</sub> alkoxy and a saturated or unsaturated three- to seven-
- 15 membered carboxylic or heterocyclic group and wherein the aryl, heteroaryl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, and C<sub>2</sub>-C<sub>6</sub> alkynyl are optionally substituted;
- L<sup>1</sup> is selected from the group consisting of O, S and N(R<sup>14</sup>);
- L<sup>2</sup> is selected from the group consisting of -C(O)-, -C(S)-, -C(NH)-, >C=N(C<sub>1</sub>-C<sub>6</sub> alkyl) and -CH<sub>2</sub>-;
- 20 L<sup>3</sup> is selected from the group consisting of -CH-, -C(C<sub>1</sub>-C<sub>6</sub> alkyl)- and N;
- L<sup>4</sup> is selected from the group consisting of -CH- and N;
- n<sub>1</sub> is an integer from 0 to 5;
- each X is independently selected from the group consisting of O, S, NH, N-alkyl, N-OH, N-O-alkyl and NCN;
- 25 R<sup>11</sup> and R<sup>12</sup> are independently selected from the group consisting of H, C<sub>1</sub>-C<sub>6</sub>alkyl, halo, cyano and nitro, wherein the alkyl is optionally substituted; or
- R<sup>11</sup> and R<sup>12</sup>, taken together with the atom to which they are attached, form a C<sub>3</sub>-C<sub>7</sub>cycloalkyl;
- E is selected from the group consisting of O, S, -CH<sub>2</sub>-, -CH(C<sub>1</sub>-C<sub>6</sub>alkyl), -N(H)-, -N(C<sub>1</sub>-C<sub>6</sub>alkyl)-, -CH<sub>2</sub>N(H)- and -N(H)CH<sub>2</sub>-;
- 30 R<sup>11a</sup> and R<sup>12a</sup> are independently selected from the group consisting of H, halogen, -OH, unsubstituted -O-(C<sub>1</sub>-C<sub>6</sub>alkyl), substituted -O-(C<sub>1</sub>-C<sub>6</sub>alkyl), unsubstituted -O-(cycloalkyl), substituted -O-(cycloalkyl), unsubstituted -NH(C<sub>1</sub>-C<sub>6</sub>alkyl), substituted -NH(C<sub>1</sub>-C<sub>6</sub>alkyl), -NH<sub>2</sub>, -SH, unsubstituted -S-(C<sub>1</sub>-C<sub>6</sub>alkyl), substituted -S-(C<sub>1</sub>-C<sub>6</sub>alkyl), unsubstituted C<sub>1</sub>-C<sub>6</sub>alkyl and substituted C<sub>1</sub>-C<sub>6</sub>alkyl; or

R<sup>11a</sup> and R<sup>12a</sup> taken together with the atom to which they are attached form a C<sub>3</sub>-C<sub>7</sub> ring system, wherein said ring system is optionally substituted;

each R<sup>13a</sup> is independently selected from the group consisting of H, C<sub>1</sub>-C<sub>6</sub>alkyl, substituted C<sub>1</sub>-C<sub>6</sub>alkyl, cycloalkyl, substituted cycloalkyl, OH, unsubstituted -O-(C<sub>1</sub>-C<sub>6</sub>alkyl), substituted -O-(C<sub>1</sub>-C<sub>6</sub>alkyl); or

R<sup>12a</sup> and R<sup>13a</sup> taken together with the atoms to which they are attached optionally form a 4 to 8 membered cycloalkyl or heterocyclic ring system, which ring system is optionally substituted;

R<sup>14a</sup>, R<sup>15a</sup>, R<sup>16a</sup> and R<sup>17a</sup> are independently selected from the group consisting of -H, halogen, trihalomethyl, -O-trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -OCF<sub>3</sub>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -S(O)<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -C(O)OR<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)C(O)OR<sup>3</sup>, -C(O)R<sup>3</sup>, -C(O)SR<sup>3</sup>, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkylthio, -O(CH<sub>2</sub>)<sub>n</sub>aryl, -O(CH<sub>2</sub>)<sub>n</sub>heteroaryl, -(CH<sub>2</sub>)<sub>0-5</sub>(aryl), -(CH<sub>2</sub>)<sub>0-5</sub>(heteroaryl), C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, -CH<sub>2</sub>(CH<sub>2</sub>)<sub>0-4</sub>-T<sup>2</sup>, an optionally substituted C<sub>1-4</sub> alkylcarbonyl, C<sub>1-4</sub> alkoxy, an amino optionally substituted by C<sub>1-4</sub> alkyl optionally substituted by C<sub>1-4</sub> alkoxy and a saturated or unsaturated three- to seven-membered carboxylic or heterocyclic group, wherein n is an integer ranging from 0 to 6, and the aryl, heteroaryl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, and C<sub>2</sub>-C<sub>6</sub> alkynyl are optionally substituted; or

R<sup>13a</sup> and R<sup>14a</sup> taken together with the atoms to which they are attached optionally form a 4 to 8 membered cycloalkyl or heterocyclic ring system, which ring system is optionally substituted;


R<sup>18a</sup> and R<sup>19a</sup> are independently selected from the group consisting of H, OH, halogen, NO<sub>2</sub>, unsubstituted -O-(C<sub>1</sub>-C<sub>6</sub>alkyl), substituted -O-(C<sub>1</sub>-C<sub>6</sub>alkyl), CH<sub>3</sub>, CH<sub>2</sub>F, CHF<sub>2</sub>, CF<sub>3</sub>, CN, C<sub>1</sub>-C<sub>6</sub>alkyl, substituted C<sub>1</sub>-C<sub>6</sub>alkyl, partially fluorinated C<sub>1</sub>-C<sub>6</sub>alkyl, per-fluorinated C<sub>1</sub>-C<sub>6</sub>alkyl, heteroalkyl, substituted heteroalkyl and -SO<sub>2</sub>(C<sub>1</sub>-C<sub>6</sub>alkyl); or

R<sup>18a</sup> and R<sup>19a</sup> together with the atom to which they are attached form a 3 to 6 membered cycloalkyl or heterocycle, each of which is optionally substituted with 1 to 4 halo, for example F;

W is selected from the group consisting of H, alkyl, alkenyl, alkynyl, -(CH<sub>2</sub>)<sub>0-5</sub>(five- to ten-membered cycloalkyl), -(CH<sub>2</sub>)<sub>0-5</sub>(aryl), -(CH<sub>2</sub>)<sub>0-5</sub>(heterocyclic) and -(CH<sub>2</sub>)<sub>0-5</sub>(heteroaryl), each of which is optionally substituted; and

$\text{//}$  is a single or double bond;

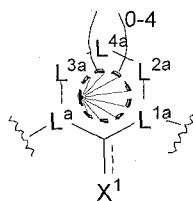
X<sup>1</sup> is selected from the group consisting of O, S, CH<sub>2</sub>, N-CN, N-O-alkyl, NH and N(C<sub>1</sub>-C<sub>6</sub>alkyl) when  $\text{//}$  is a double bond, or

$X^1$  is selected from the group consisting of H, halogen, trihaloalkyl, alkyl, alkenyl, alkynyl, CN, alkoxy, NH(alkyl) and alkyl-thio, when  is a single bond;

$L^a$  and  $L^{1a}$  are independently selected from the group consisting of -CH-, N, -C(halogen)- and -C( $C_1$ - $C_6$ alkyl)-;

5  $L^{2a}$  and  $L^{3a}$  are independently selected from the group consisting of CH,  $CH_2$ , N, O and S;

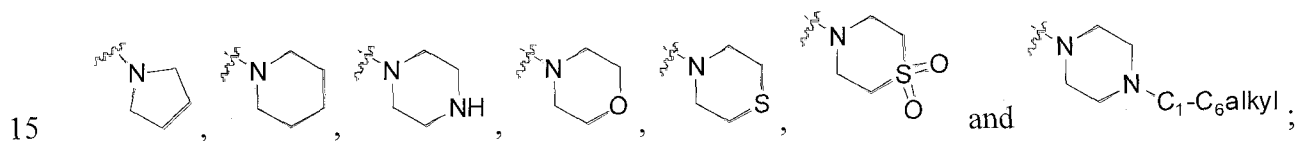
$L^{4a}$  is selected from the group consisting of absent, CH,  $CH_2$ , N, O and S; and the group



is aromatic or non-aromatic, provided that two O are not adjacent to each other;

10 K and  $K^1$  are independently selected from the group consisting of -C(O)-, -C(S)-, -C(NH)-, -C(NCN)- and -C( $R^{18a}R^{19a}$ )-;

U is selected from the group consisting of O, S,  $SO_2$ , NH, and N( $C_1$ - $C_6$ alkyl), wherein the  $C_1$ - $C_6$ alkyl is optionally substituted with a substituent selected from the group consisting of -OH, -alkoxy, amino, NH( $C_1$ - $C_6$ alkyl), N( $C_1$ - $C_6$ alkyl) $_2$ ,



$U^1$  is a ring system selected from the group consisting of cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl and substituted heteroaryl;

$E^1$  is selected from the group consisting of -N(H)-, -N( $C_1$ - $C_6$ alkyl)-, - $CH_2$ N(H)- and -N(H) $CH_2$ -;

20  $E^2$  is selected from the group consisting of -N(H)-, -N( $C_1$ - $C_6$ alkyl)-, - $CH_2$ N(H)- and -N(H) $CH_2$ -;

$X^2$  is selected from the group consisting of O, S, NH, NOH, NOME, NOEt and NCN; and

$n_2$  is 0, 1, 2, 3 or 4.

In one embodiment of the compounds according to the present invention D is an aromatic or heteroaromatic ring system, each of which is optionally substituted with 1 to 5 independently selected  $R^{38}$  groups, alternatively 1 to 3 independently selected  $R^{38}$  groups, and alternatively 1 or 2 independently selected  $R^{38}$  groups.

In another embodiment according to the present invention, D is substituted with one  $R^{38}$  group.

In another embodiment according to the present invention, D is a 5- or 6-membered aromatic or 5- or 6-membered heteroaromatic ring system, each of which is optionally

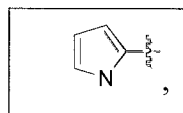
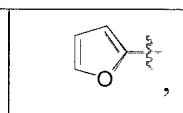
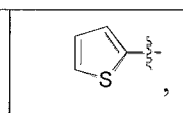
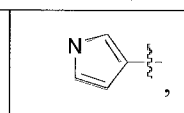
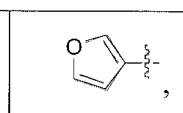
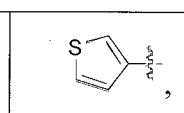
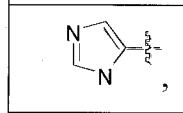
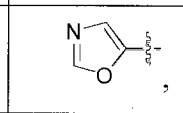
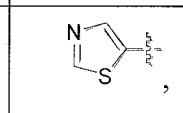
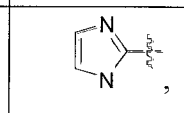
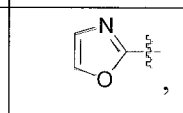
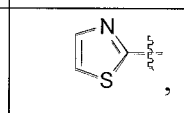
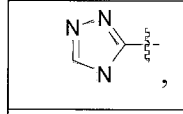
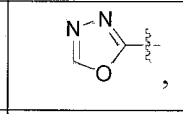
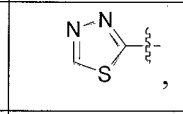
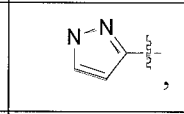
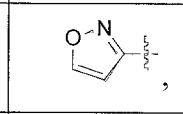
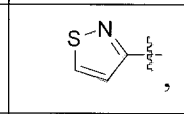
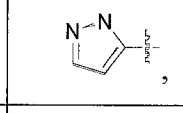
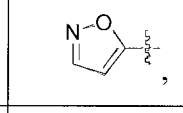
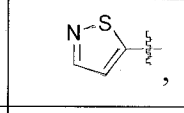
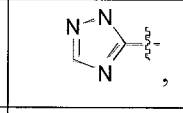
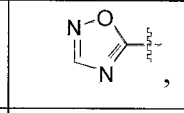
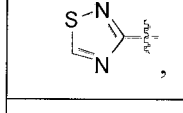
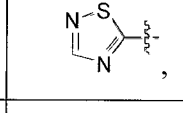
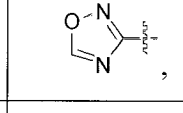
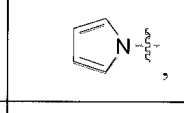
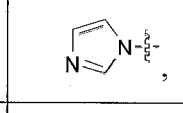
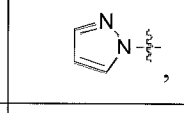
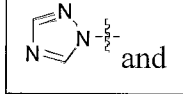
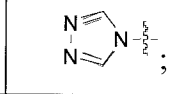
substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> groups.

In another embodiment according to the present invention, D is a 6-membered aromatic or 6-membered heteroaromatic ring system, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> groups.

In another embodiment according to the present invention, D is a 6-membered aromatic ring system, optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> groups.

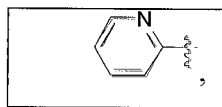
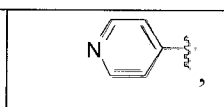
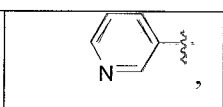
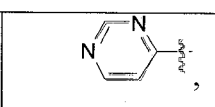
In another embodiment according to the present invention, D is a 6-membered heteroaromatic ring system, optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> groups.

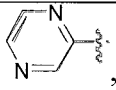
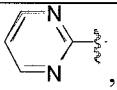
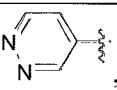
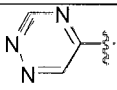
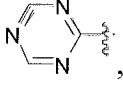
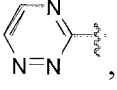
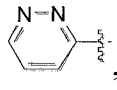
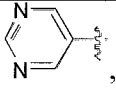
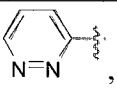
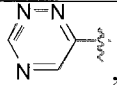
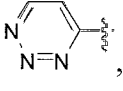
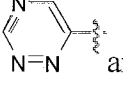
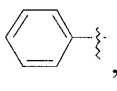
According to another embodiment of the present invention, D is selected from the group consisting of

					
					
					
					
					
 and					

wherein the members of said group are optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> groups.

According to another embodiment of the present invention, D is selected from the group consisting of

			
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	 and		

wherein the members of said group are optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> groups.

5 According to another embodiment of the present invention, D is phenyl, pyridyl, furanyl, imidazolyl, tetrahydropyridyl, thienyl, pyrazolyl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> groups.

10 In another embodiment according to the present invention, D is phenyl, optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> groups.

In another embodiment according to the present invention, D is pyridyl, optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> groups.

15 In another embodiment according to the present invention, D is phenyl, optionally substituted with one R<sup>38</sup>.

In another embodiment according to the present invention, D is pyridyl, optionally substituted with one R<sup>38</sup>.

20 In another embodiment according to the present invention, D is phenyl, substituted with one R<sup>38</sup>.

In another embodiment according to the present invention, D is pyridyl, substituted with one R<sup>38</sup>.

In another embodiment according to the present invention, D is imidazolyl, substituted with one R<sup>38</sup>.

25 In another embodiment of the present invention, each R<sup>38</sup> is independently selected from the group consisting of -C(O)NR<sup>36</sup>R<sup>39</sup>, -C(O)O-(CH<sub>2</sub>)<sub>n</sub>NR<sup>36</sup>R<sup>39</sup>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>S(O)<sub>j</sub>(C<sub>1</sub>-C<sub>6</sub>

alkyl),  $-(\text{CH}_2)_j\text{NR}^{39}(\text{CH}_2)_i[\text{O}(\text{CH}_2)_i]_x(\text{CH}_2)_j\text{R}^{99}$ ,  $-(\text{CH}_2)_j\text{NR}^{39}(\text{CH}_2)_n\text{R}^{36}$  and  $-\text{C}(\text{O})(\text{CH}_2)_j\text{NR}^{39}(\text{CH}_2)_n\text{R}^{36}$ .

In another embodiment of the present invention each  $\text{R}^{38}$  is independently selected from the group consisting of halo, optionally substituted  $\text{C}_1\text{-C}_6$  alkyl, -

5  $(\text{CH}_2)_j\text{NR}^{39}(\text{CH}_2)_i[\text{O}(\text{CH}_2)_i]_x(\text{CH}_2)_j\text{R}^{99}$ , and  $-(\text{CH}_2)_j\text{NR}^{39}(\text{CH}_2)_n\text{R}^{36}$ .

In another embodiment of the present invention,  $\text{R}^{36}$  is selected from the group consisting of H, -OH,  $\text{C}_1\text{-C}_6$  alkyl and  $-(\text{CH}_2)_n\text{A}^4\text{R}^{37}$ , for example,  $-\text{R}^{36}$  is  $(\text{CH}_2)_n\text{OR}^{37}$ , or  $-(\text{CH}_2)_n\text{SR}^{37}$ , wherein each n is an integer independently ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), wherein the  $\text{R}^{37}$  is selected from the group consisting

10 of H, optionally substituted  $\text{C}_1\text{-C}_6$  alkyl, optionally substituted  $\text{C}_2\text{-C}_6$  alkenyl, optionally substituted  $\text{C}_2\text{-C}_6$  alkynyl and optionally substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl.

In another embodiment of the present invention, each  $\text{R}^{38}$  is independently halo,  $\text{C}_1\text{-C}_6$ alkyl or  $-(\text{CH}_2)_j\text{NR}^{39}(\text{CH}_2)_n\text{R}^{36}$ .

In another embodiment of the present invention, each  $\text{R}^{38}$  is independently -

15  $(\text{CH}_2)_j\text{NR}^{39}(\text{CH}_2)_n\text{R}^{36}$ , wherein j is 1 and n is 2.

In another embodiment of the present invention each  $\text{R}^{38}$  is independently -  $(\text{CH}_2)_j\text{NH}(\text{CH}_2)_n\text{A}^4\text{R}^{37}$ .

In another embodiment of the present invention each  $\text{R}^{38}$  is independently -  $(\text{CH}_2)_j\text{NH}(\text{CH}_2)_n\text{OR}^{37}$ , wherein j is 1 or 2 and n is 2.

20 In another embodiment of the present invention each  $\text{R}^{38}$  is independently -  $(\text{CH}_2)\text{NH}(\text{CH}_2)_2\text{OR}^{37}$ , wherein  $\text{R}^{37}$  is optionally substituted  $\text{C}_1\text{-C}_6$  alkyl, for example  $-\text{CH}_3$ .

In another embodiment of the present invention each  $\text{R}^{38}$  is independently -  $(\text{CH}_2)\text{NH}(\text{CH}_2)_3\text{OR}^{37}$ , wherein  $\text{R}^{37}$  is optionally substituted  $\text{C}_1\text{-C}_6$  alkyl, for example  $-\text{CH}_3$ .

25 In another embodiment of the present invention each  $\text{R}^{38}$  is independently -  $(\text{CH}_2)_2\text{NH}(\text{CH}_2)_2\text{OR}^{37}$ , wherein  $\text{R}^{37}$  is optionally substituted  $\text{C}_1\text{-C}_6$  alkyl, for example  $-\text{CH}_3$ .

In another embodiment of the present invention each  $\text{R}^{38}$  is independently -  $(\text{CH}_2)_2\text{NH}(\text{CH}_2)_3\text{OR}^{37}$ , wherein  $\text{R}^{37}$  is optionally substituted  $\text{C}_1\text{-C}_6$  alkyl, for example  $-\text{CH}_3$ .

In another embodiment of the present invention, each  $\text{R}^{38}$  is independently -  $(\text{CH}_2)_j\text{NR}^{39}(\text{CH}_2)_i\text{S}(\text{O})_j(\text{C}_1\text{-C}_6 \text{ alkyl})$ , for example  $-(\text{CH}_2)\text{NH}(\text{CH}_2)_2\text{S}(\text{O})_2\text{CH}_3$ .

30 In another embodiment of the present invention, each  $\text{R}^{38}$  is independently -  $\text{C}(\text{O})(\text{CH}_2)_j\text{NR}^{39}(\text{CH}_2)_n\text{R}^{36}$ .

In another embodiment of the present invention, each  $\text{R}^{38}$  is independently -  $\text{C}(\text{O})\text{NR}^{39}(\text{CH}_2)_2\text{OR}^{37}$ .

In another embodiment of the present invention, each  $\text{R}^{38}$  is independently -

35  $\text{C}(\text{O})\text{NH}(\text{CH}_2)_2\text{OR}^{37}$ , wherein  $\text{R}^{37}$  is optionally substituted  $\text{C}_1\text{-C}_6$  alkyl, for example  $-\text{CH}_3$ .

In another embodiment of the present invention, each R<sup>38</sup> is independently -C(O)O-(CH<sub>2</sub>)<sub>n</sub>NR<sup>36</sup>R<sup>39</sup>.

In another embodiment of the present invention, each R<sup>38</sup> is independently -C(O)O-(CH<sub>2</sub>)<sub>n</sub>NR<sup>36</sup>R<sup>39</sup>, wherein R<sup>36</sup> and R<sup>39</sup> are each independently C<sub>1</sub>-C<sub>6</sub> alkyl, for example -CH<sub>3</sub>.

5 In another embodiment of the present invention, each R<sup>38</sup> is independently -C(O)O-(CH<sub>2</sub>)<sub>n</sub>NHR<sup>36</sup>R<sup>39</sup>, wherein R<sup>36</sup> and R<sup>39</sup> are each independently C<sub>1</sub>-C<sub>6</sub> alkyl, for example -CH<sub>3</sub>, and n is for example 2.

In another embodiment of the present invention each R<sup>38</sup> is independently - (CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>C<sub>3</sub>-C<sub>7</sub>cycloalkyl, for example -(CH<sub>2</sub>)NHC<sub>3</sub>cycloalkyl.

10 In another embodiment of the present invention each R<sup>38</sup> is independently selected from the group consisting of -(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-aryIP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> and -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-heteroaryIP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, wherein X<sup>1</sup> is for example O or S.

In another embodiment of the present invention each R<sup>38</sup> is independently -  
15 (CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>.

In another embodiment of the present invention each R<sup>38</sup> is independently -(CH<sub>2</sub>)<sub>1</sub>-<sub>3</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>.

In another embodiment of the present invention each R<sup>38</sup> is independently -  
(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>3</sub>alkyl)<sub>2</sub>.

20 In another embodiment of the present invention each R<sup>38</sup> is independently -(CH<sub>2</sub>)<sub>1</sub>-<sub>3</sub>P(=O)(C<sub>1</sub>-C<sub>3</sub>alkyl)<sub>2</sub>.

In another embodiment of the present invention each R<sup>38</sup> is independently -  
(CH<sub>2</sub>)<sub>n</sub>P(=O)(CH<sub>3</sub>)<sub>2</sub>.

In another embodiment of the present invention each R<sup>38</sup> is independently -(CH<sub>2</sub>)<sub>1</sub>-  
25 <sub>3</sub>P(=O)(CH<sub>3</sub>)<sub>2</sub>.

In another embodiment of the present invention each R<sup>38</sup> is independently -  
(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>.

In another embodiment of the present invention each R<sup>38</sup> is independently -  
(CH<sub>2</sub>)<sub>j</sub>NHCH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>.

30 In another embodiment of the present invention each R<sup>38</sup> is independently -(CH<sub>2</sub>)<sub>1</sub>-<sub>2</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>1-3</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>.

In another embodiment of the present invention each R<sup>38</sup> is independently -(CH<sub>2</sub>)<sub>1</sub>-  
<sub>2</sub>NH(CH<sub>2</sub>)<sub>1-3</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>.

In another embodiment of the present invention each R<sup>38</sup> is independently -(CH<sub>2</sub>)<sub>1</sub>-  
35 <sub>2</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>1-3</sub>P(=O)(C<sub>1</sub>-C<sub>3</sub>alkyl)<sub>2</sub>.

In another embodiment of the present invention each  $R^{38}$  is independently  $-(CH_2)_{1-2}NH(CH_2)_{1-3}P(=O)(C_1-C_3\text{alkyl})_2$ .

In another embodiment of the present invention each  $R^{38}$  is independently  $-(CH_2)_{1-2}NH(CH_2)_{1-3}P(=O)(CH_3)_2$ .

5 In another embodiment of the present invention each  $R^{38}$  is independently  $-(CH_2)_1NR^{39}(CH_2)_2P(=O)(C_1-C_6\text{alkyl})_2$ .

In another embodiment of the present invention each  $R^{38}$  is independently  $-(CH_2)_1NH(CH_2)_2P(=O)(C_1-C_6\text{alkyl})_2$ .

10 In another embodiment of the present invention each  $R^{38}$  is independently  $-(CH_2)_1NH(CH_2)_2P(=O)(C_1-C_3\text{alkyl})_2$ .

In another embodiment of the present invention each  $R^{38}$  is independently  $-(CH_2)_1NH(CH_2)_2P(=O)(CH_3)_2$ .

In another embodiment of the present invention each  $R^{38}$  is independently selected from the group consisting of  $-NR^{13}C(O)NR^{13}$ -aryl $IP(=O)(C_1-C_6\text{alkyl})_2$ ,  $-NR^{13}C(S)NR^{13}$ -aryl $IP(=O)(C_1-C_6\text{alkyl})_2$ ,  $-NR^{13}C(O)NR^{13}$ -heteroaryl $IP(=O)(C_1-C_6\text{alkyl})_2$  and  $-NR^{13}C(S)NR^{13}$ -heteroaryl $IP(=O)(C_1-C_6\text{alkyl})_2$ .

15 In another embodiment of the present invention each  $R^{38}$  is independently selected from the group consisting of  $-NR^{13}C(O)NR^{13}$ -aryl $IP(=O)(C_1-C_3\text{alkyl})_2$ ,  $-NR^{13}C(S)NR^{13}$ -aryl $IP(=O)(C_1-C_3\text{alkyl})_2$ ,  $-NR^{13}C(O)NR^{13}$ -heteroaryl $IP(=O)(C_1-C_3\text{alkyl})_2$  and  $-NR^{13}C(S)NR^{13}$ -heteroaryl $IP(=O)(C_1-C_3\text{alkyl})_2$ .

In another embodiment of the present invention, each  $R^{38}$  is independently selected from  $-(CH_2)_jNR^{39}(CH_2)_i[O(CH_2)_i]_x(CH_2)_jR^{99}$ , wherein  $R^{99}$  is selected from  $NH_2$  and  $-NR^{38}R^4$ .

In another embodiment of the present invention, each  $R^{38}$  is independently selected from  $-(CH_2)_jNR^{39}(CH_2)_i[O(CH_2)_i]_x(CH_2)_jR^{99}$ , wherein  $R^{99}$  is  $NH_2$ .

25 In another embodiment of the present invention, each  $R^{38}$  is independently selected from  $-(CH_2)_jNH(CH_2)_i[O(CH_2)_i]_x(CH_2)_jR^{99}$ , wherein  $R^{99}$  is  $NH_2$ .

In another embodiment of the present invention, each  $R^{38}$  is independently selected from  $-(CH_2)_1NH(CH_2)_{2-3}[O(CH_2)_2]_{2-3}(CH_2)_{0-1}R^{99}$ , wherein  $R^{99}$  is  $NH_2$ .

30 In another embodiment of the present invention, each  $R^{38}$  is independently selected from  $-(CH_2)_1NH(CH_2)_3[O(CH_2)_2]_3(CH_2)_1R^{99}$  and  $-(CH_2)_1NH(CH_2)_2[O(CH_2)_2]_2R^{99}$ , wherein  $R^{99}$  is  $NH_2$ .

In another embodiment of the present invention,  $R^{38}$  is  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein the  $-(CH_2)_n$ - group is optionally substituted with  $C_1-C_6\text{alkyl}$ , for example Me,  $R^{36}$  is  $-(CH_2)_{n3}A^4R^{37}$ , for example  $-(CH_2)_{n3}OR^{37}$  wherein each  $n3$  is an integer independently ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), wherein the  $R^{37}$  is optionally substituted  $C_1-C_6\text{alkyl}$ , and  $R^{39}$  is  $-C(O)-C_1-C_3\text{alkyl}$ , for example  $-C(O)-CH_3$ .



In another embodiment of the present invention, D is substituted with  $\text{anR}^{38}$  as described in an embodiment herein, and further substituted with halo or  $\text{C}_1\text{-C}_6$ alkyl.

In another embodiment of the present invention, D is phenyl or pyridinyl, and  $\text{R}^{38}$  is  $\text{C}_1\text{-C}_6$ alkyl,  $\text{-(CH}_2\text{)}_j\text{NR}^{39}\text{(CH}_2\text{)}_n\text{R}^{36}$   $\text{-(CH}_2\text{)}_j\text{NR}^{39}\text{CH}_2\text{(CH}_2\text{)}_n\text{P(=O)(C}_1\text{-C}_6\text{alkyl)}_2$ ,  $\text{-NR}^{13}\text{C(X}^1\text{)NR}^{13}$ -arylP(=O)( $\text{C}_1\text{-C}_6$ alkyl) $_2$  or  $\text{-NR}^{13}\text{C(X}^1\text{)NR}^{13}$ -heteroarylP(=O)( $\text{C}_1\text{-C}_6$ alkyl) $_2$ , wherein  $\text{X}^1$  is for example O or S.

In another embodiment of the present invention,  $\text{R}^{39}$  is H or  $\text{C}_1\text{-C}_6$ alkyl.

In another embodiment of the present invention,  $\text{R}^{39}$  is H.

In another embodiment of the present invention, D is a 5- or 6-membered aryl or a 5- or 6-membered heteroaryl, optionally substituted with one or two (alternatively one)  $\text{R}^{38}$ , wherein each said  $\text{R}^{38}$  is independently selected from the group consisting of halo,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{-C(O)NR}^{36}\text{R}^{39}$ ,  $\text{-C(O)O-(CH}_2\text{)}_n\text{NR}^{36}\text{R}^{39}$ ,  $\text{-(CH}_2\text{)}_j\text{NR}^{39}\text{(CH}_2\text{)}_i\text{S(O)}_j\text{(C}_1\text{-C}_6\text{ alkyl)}$ ,  $\text{-(CH}_2\text{)}_j\text{NR}^{39}\text{(CH}_2\text{)}_n\text{R}^{36}$  and  $\text{-C(O)(CH}_2\text{)}_j\text{NR}^{39}\text{(CH}_2\text{)}_n\text{R}^{36}$ , wherein each j is an integer independently selected from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), i is 2 or 3,  $\text{R}^{39}$  is H or  $\text{C}_1\text{-C}_6$ alkyl, and  $\text{R}^{36}$  is selected from the group consisting of H, -OH,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  $\text{-(CH}_2\text{)}_{n3}\text{(C}_6\text{-C}_{10}\text{ aryl)}$ ,  $\text{-(CH}_2\text{)}_{n3}\text{(5-10 membered heterocyclyl)}$  and  $\text{-(CH}_2\text{)}_{n3}\text{A}^4\text{R}^{37}$ , for example  $\text{-(CH}_2\text{)}_{n3}\text{OR}^{37}$  or  $\text{-(CH}_2\text{)}_{n3}\text{SR}^{37}$ , wherein each n3 is an independently selected integer ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), and  $\text{R}^{37}$  is H or  $\text{C}_1\text{-C}_6$ alkyl, for example,  $\text{C}_1\text{-C}_6$ alkyl, alternatively  $\text{C}_1\text{-C}_2$ alkyl.

According to another embodiment of the present invention, D is phenyl or pyridinyl (alternatively pyridinyl), optionally substituted with one or two (alternatively one)  $\text{R}^{38}$ , wherein each said  $\text{R}^{38}$  is independently selected from the group consisting of halo,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{-C(O)NR}^{36}\text{R}^{39}$ ,  $\text{-C(O)O-(CH}_2\text{)}_n\text{NR}^{36}\text{R}^{39}$ ,  $\text{-(CH}_2\text{)}_j\text{NR}^{39}\text{(CH}_2\text{)}_i\text{S(O)}_j\text{(C}_1\text{-C}_6\text{ alkyl)}$ ,  $\text{-(CH}_2\text{)}_j\text{NR}^{39}\text{(CH}_2\text{)}_n\text{R}^{36}$  and  $\text{-C(O)(CH}_2\text{)}_j\text{NR}^{39}\text{(CH}_2\text{)}_n\text{R}^{36}$ , wherein each j is an integer independently selected from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), i is 2 or 3,  $\text{R}^{39}$  is H or  $\text{C}_1\text{-C}_6$ alkyl, and  $\text{R}^{36}$  is selected from the group consisting of H, -OH,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  $\text{-(CH}_2\text{)}_{n3}\text{(C}_6\text{-C}_{10}\text{ aryl)}$ ,  $\text{-(CH}_2\text{)}_{n3}\text{(5-10 membered heterocyclyl)}$  and  $\text{-(CH}_2\text{)}_{n3}\text{A}^4\text{R}^{37}$ , for example  $\text{-(CH}_2\text{)}_{n3}\text{OR}^{37}$  or  $\text{-(CH}_2\text{)}_{n3}\text{SR}^{37}$ , wherein n3 is an integer ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), and  $\text{R}^{37}$  is H or  $\text{C}_1\text{-C}_6$ alkyl, for example,  $\text{C}_1\text{-C}_6$ alkyl, alternatively  $\text{C}_1\text{-C}_2$ alkyl.

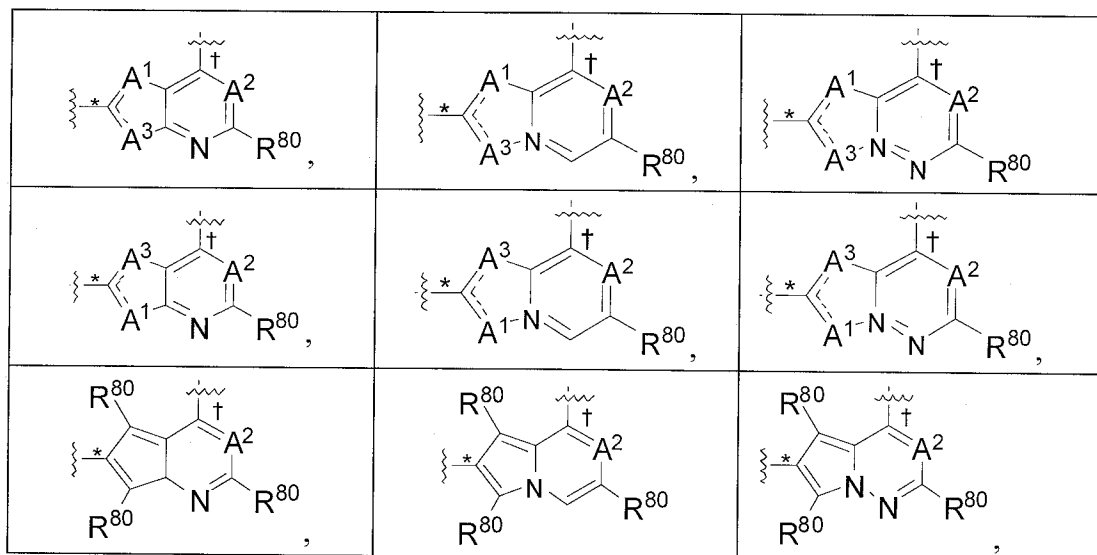
In another embodiment of the present invention, D is a 5- or 6-membered aryl or a 5- or 6-membered heteroaryl, optionally substituted with one or two (alternatively one)  $\text{R}^{38}$ , wherein each said  $\text{R}^{38}$  is independently selected from the group consisting of halo,  $\text{C}_1\text{-C}_6$  alkyl, -

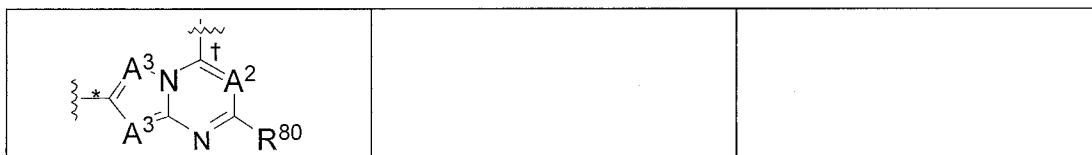
(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-arylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> and -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-heteroarylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, wherein X<sup>1</sup> is for example O or S, j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n3</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n3</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, for example -(CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup> or -(CH<sub>2</sub>)<sub>n3</sub>SR<sup>37</sup>, wherein n3 is an integer ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, for example, C<sub>1</sub>-C<sub>6</sub>alkyl, alternatively C<sub>1</sub>-C<sub>2</sub>alkyl.

According to another embodiment of the present invention, D is phenyl or pyridinyl (for example, pyridinyl), optionally substituted with one or two (for example, one) R<sup>38</sup>, wherein each said R<sup>38</sup> is independently selected from group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-arylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> and -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-heteroarylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, wherein X<sup>1</sup> is for example O or S, wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n</sub>A<sup>4</sup>R<sup>37</sup>, for example, -(CH<sub>2</sub>)<sub>n</sub>OR<sup>37</sup> or -(CH<sub>2</sub>)<sub>n</sub>SR<sup>37</sup>, wherein each n is an independently selected integer ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, for example, C<sub>1</sub>-C<sub>6</sub>alkyl, alternatively C<sub>1</sub>-C<sub>2</sub>alkyl.

According to another embodiment of the present invention, A<sup>4</sup> is O.

In another embodiment of the present invention, M is a structure selected from the group consisting of





wherein

\* represents the point of attachment to D;

† represents the point of attachment to Z;

- 5 A<sup>1</sup> is selected from the group consisting of -CH<sub>2</sub>-, -O-, -S-, -N(H)-, -N(C<sub>1</sub>-C<sub>6</sub> alkyl)-, -N-(Y-aryl)-, -N-OMe, -NCH<sub>2</sub>OMe and N-Bn;

Y is a bond or -(C(R<sup>x</sup>)(H))<sub>t</sub>-, wherein t is an integer from 1 to 6; and

R<sup>x</sup> at each occurrence is independently selected from the group consisting of H and C<sub>1</sub>-C<sub>6</sub> alkyl, wherein the C<sub>1</sub>-C<sub>6</sub> alkyl is optionally substituted;

- 10 A<sup>2</sup> is selected from the group consisting of N and CR, wherein R is selected from the group consisting of -H, halogen, -CN, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, -COOH and -C(O)Oalkyl, wherein the C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl and -C(O)Oalkyl are optionally substituted;

each A<sup>3</sup> is independently selected from the group consisting of CH, C-D and N, for example,

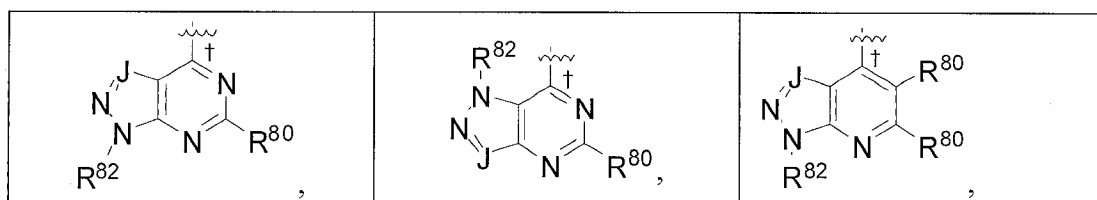
- 15 CH or N;

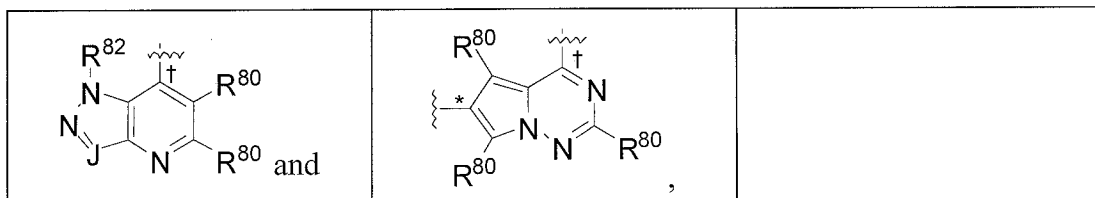
each R<sup>80</sup> is independently selected from the group consisting of H, halogen, NO<sub>2</sub>, cyano, OR<sup>83</sup>, N(R<sup>83</sup>)<sub>2</sub>, CO<sub>2</sub>R<sup>83</sup>, C(O)N(R<sup>83</sup>)<sub>2</sub>, SO<sub>2</sub>R<sup>83</sup>, SO<sub>2</sub>N(R<sup>83</sup>)<sub>2</sub>, NR<sup>83</sup>SO<sub>2</sub>R<sup>83</sup>, NR<sup>83</sup>C(O)R<sup>83</sup>, NR<sup>83</sup>CO<sub>2</sub>R<sup>83</sup>, -CO(CH<sub>2</sub>)<sub>1</sub>R<sup>83</sup>, -CONH(CH<sub>2</sub>)<sub>1</sub>R<sup>83</sup>, alkylaminoalkyl, alkylaminoalkynyl, C<sub>1</sub>-C<sub>6</sub>alkyl, substituted C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>3</sub>-C<sub>7</sub>cycloalkyl, substituted C<sub>3</sub>-C<sub>7</sub>cycloalkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, hydroxyalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, arylalkyl, substituted arylalkyl, heterocycloalkyl, and substituted heterocycloalkyl; and

- 20 each R<sup>83</sup> is independently selected from the group consisting of H, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heterocycloalkyl, and substituted heterocycloalkyl; or

25 two R<sup>83</sup> taken together with the N atom to which they are attached form a heterocyclic ring.

In another embodiment of the present invention, M is a structure selected from the group consisting of





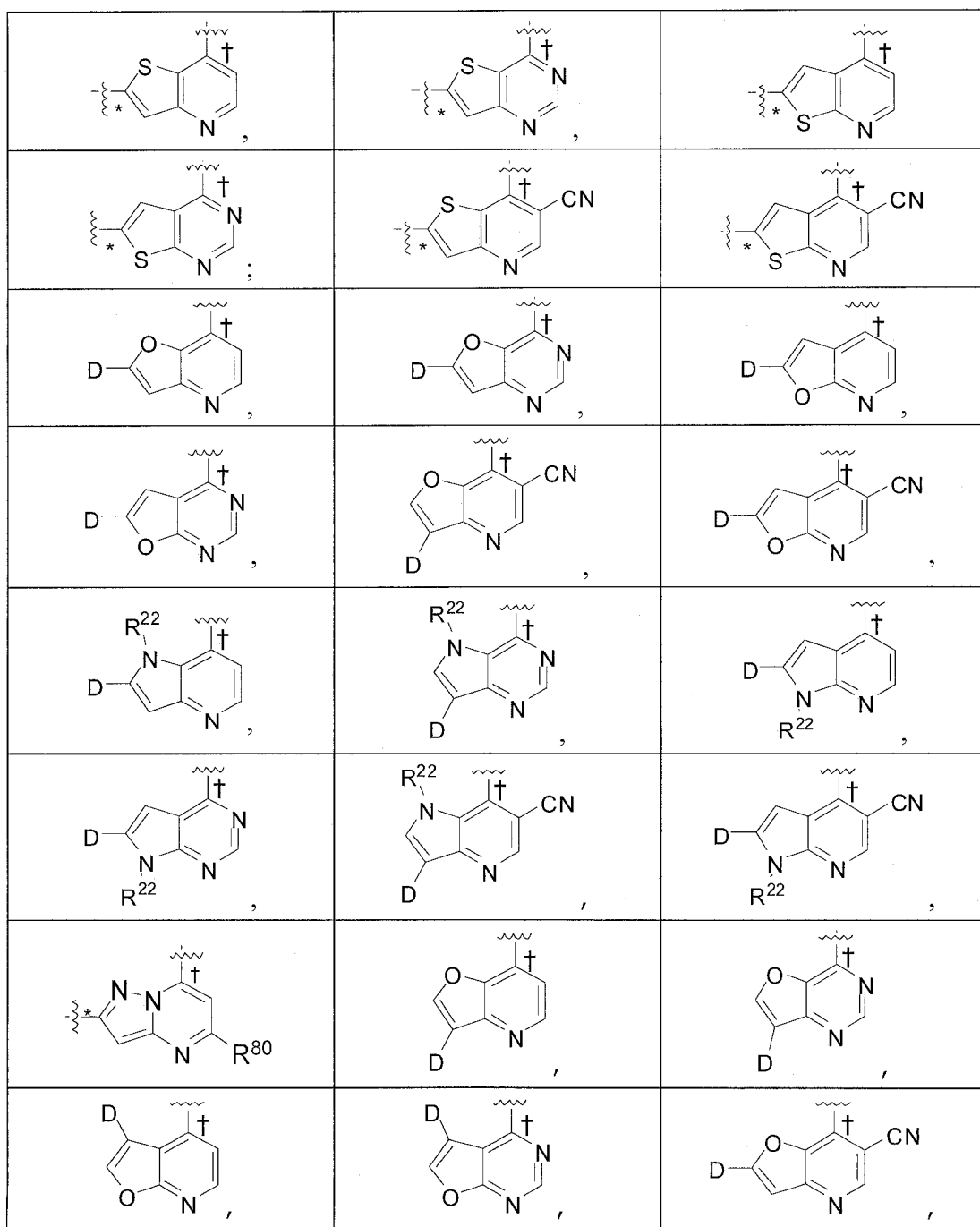
wherein

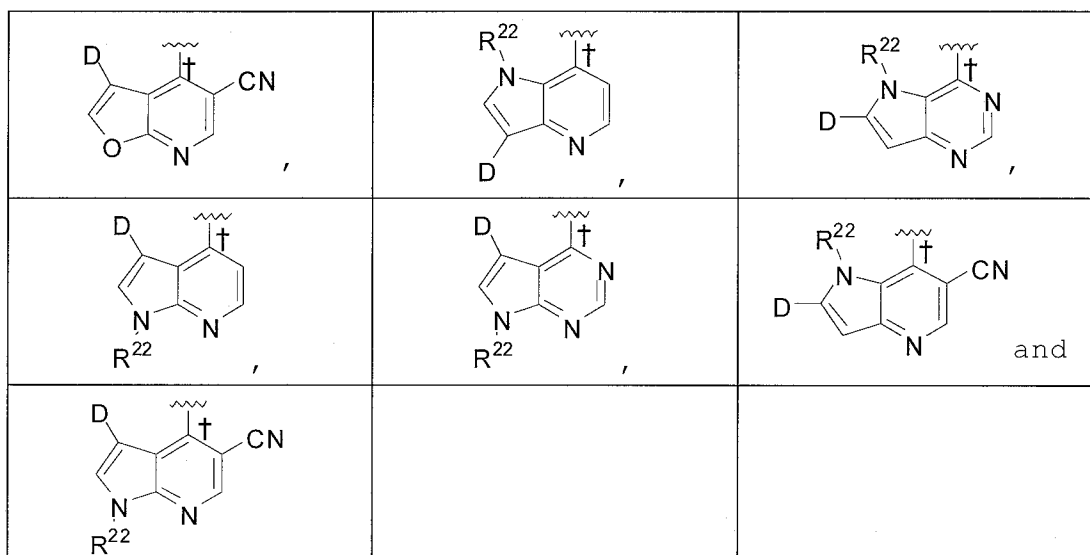
J is CR<sup>80</sup> or N;

R<sup>82</sup> is selected from the group consisting of H, C<sub>1</sub>-C<sub>6</sub>alkyl or substituted C<sub>1</sub>-C<sub>6</sub>alkyl, -Y-(aryl), -Y-(heteroaryl), -alkoxy and -CH<sub>2</sub>OMe;

5 wherein \*, †, R<sup>80</sup> and Y are as defined above.

In another embodiment of the present invention, M is a structure selected from the group consisting of



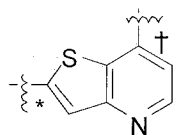


wherein

† is as defined above; and

R<sup>22</sup> is selected from the group consisting of -H, -C<sub>1</sub>-C<sub>6</sub>alkyl, -Y-aryl, alkoxy, -CH<sub>2</sub>-O-Me and -Bn.

5 According to another embodiment of the present invention, M is



In another embodiment of the present invention, A<sup>1</sup> is S.

In another embodiment of the present invention, A<sup>2</sup> is -CH- or -C(CN)-.

10 In another embodiment of the present invention, A<sup>3</sup> is -C(R<sup>q</sup>)- or N, wherein R<sup>q</sup> is selected from the group consisting of H, halogen, NO<sub>2</sub>, cyano, OR<sup>r</sup>, NR<sup>r</sup>R<sup>r</sup>, CO<sub>2</sub>R<sup>r</sup>, C(O)NR<sup>r</sup>R<sup>r</sup>, SO<sub>2</sub>R<sup>r</sup>, SO<sub>2</sub>NR<sup>r</sup>R<sup>r</sup>, NR<sup>r</sup>SO<sub>2</sub>R<sup>r</sup>, NR<sup>r</sup>C(O)R<sup>r</sup>, NR<sup>r</sup>CO<sub>2</sub>R<sup>r</sup>, -CO(CH<sub>2</sub>)<sub>0-4</sub>R<sup>r</sup>, -CONH(CH<sub>2</sub>)<sub>0-4</sub>R<sup>r</sup>, alkylaminoalkyl, alkylaminoalkynyl, C<sub>1</sub>-C<sub>6</sub>alkyl, substituted C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>3</sub>-C<sub>7</sub>cycloalkyl, substituted C<sub>3</sub>-C<sub>7</sub>cycloalkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, hydroxyalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, arylalkyl, substituted arylalkyl, heterocycloalkyl and substituted heterocycloalkyl; wherein each R<sup>r</sup> is independently selected from the group consisting of H, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heterocycloalkyl and substituted heterocycloalkyl.

20 According to another embodiment of the present invention, Z is selected from the group consisting of -O-, -S- and -NR<sup>5</sup>-, wherein R<sup>5</sup> is selected from the group consisting of H, an optionally substituted (C<sub>1</sub>-C<sub>5</sub>)acyl and C<sub>1</sub>-C<sub>6</sub> alkyl-O-C(O), wherein C<sub>1</sub>-C<sub>6</sub> alkyl is optionally substituted.

According to another embodiment of the present invention, Z is -O-.

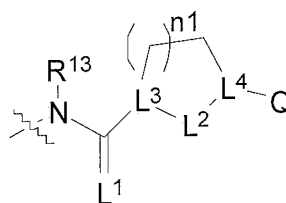
According to another embodiment of the present invention, Ar is a 6-membered aromatic or heteroaromatic ring system.

According to another embodiment of the present invention, Ar is a 6-membered aromatic ring system.

5 According to another embodiment of the present invention, Ar is selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, wherein each of said phenyl, pyrazine, pyridazine, pyrimidine and pyridine is optionally substituted with 0 to 4 R<sup>2</sup> groups.

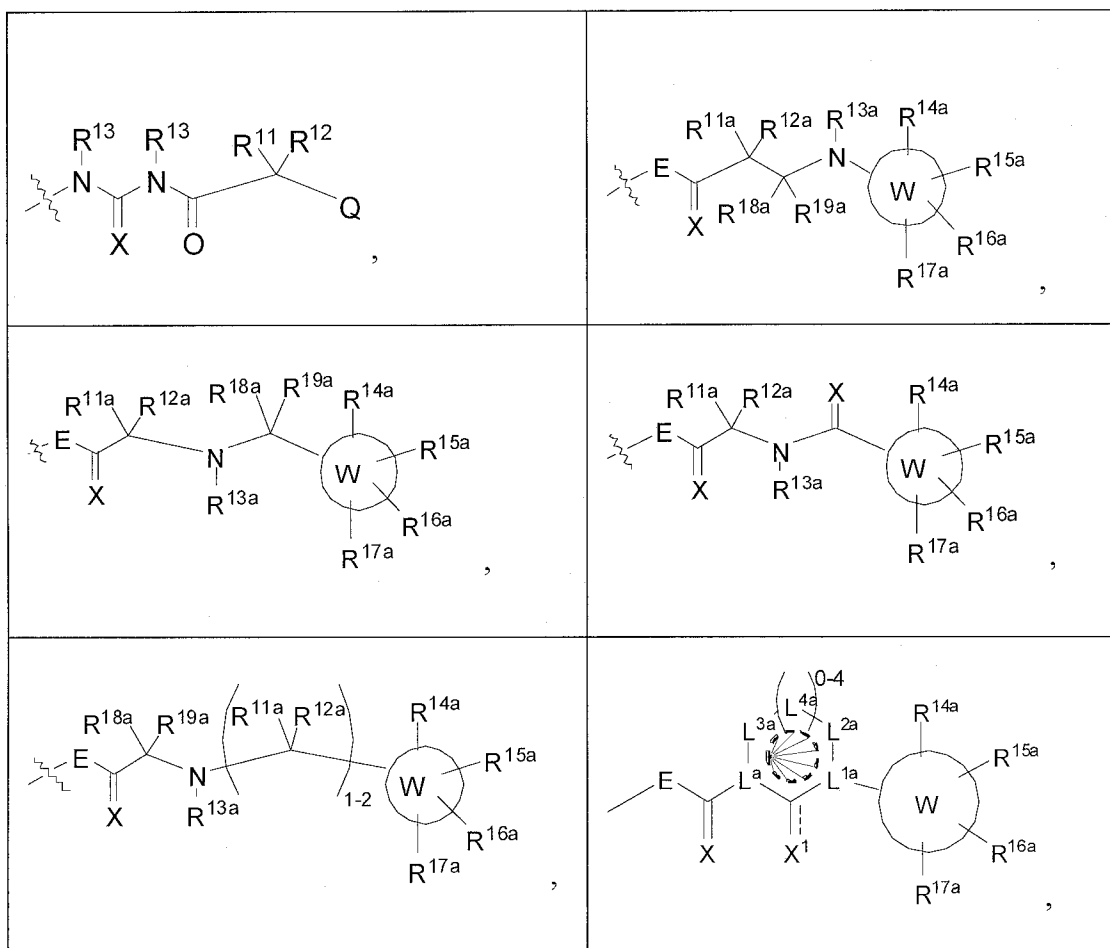
10 According to another embodiment of the present invention, Ar is phenyl, optionally substituted with 0 to 4 R<sup>2</sup> groups, for example, with between zero and four halo.

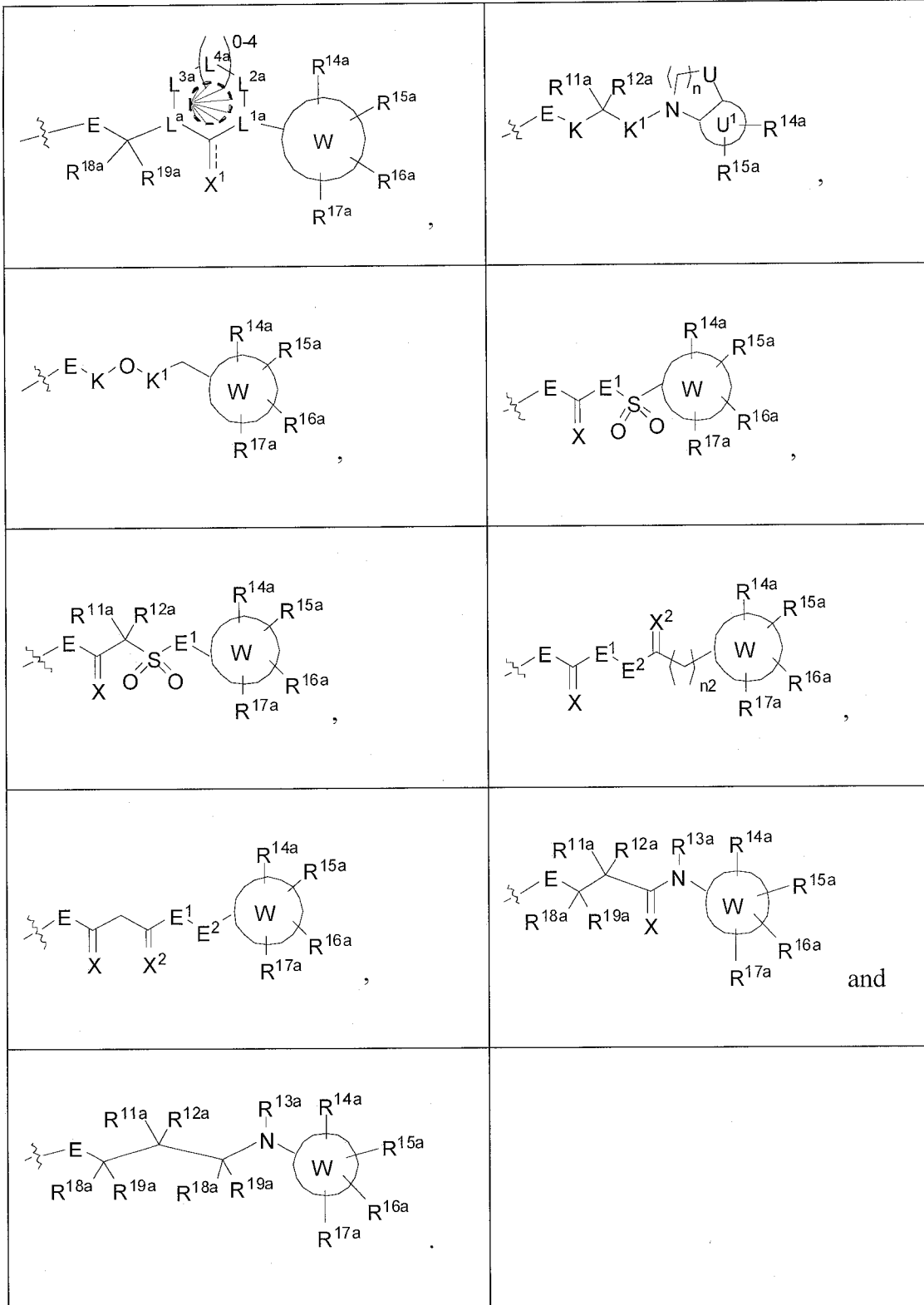
In another embodiment of the present invention, G is B-L-T.



In another embodiment of the present invention G is

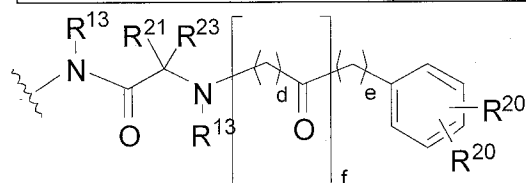
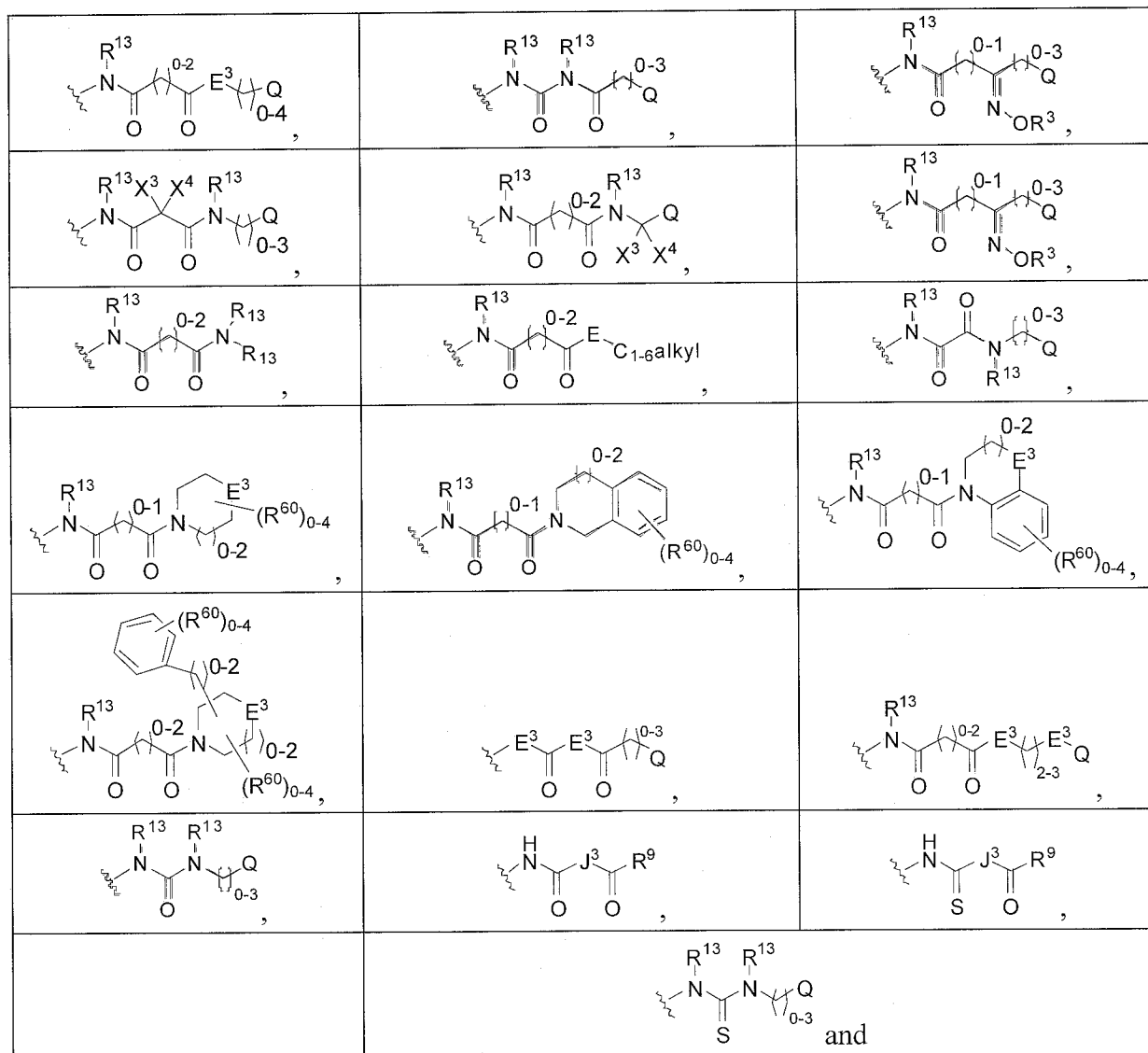
In another embodiment of the present invention G is selected from the group consisting of





In another embodiment of the compounds according to the present invention, G is selected from the group consisting of



wherein  $R^{13}$ ,  $R^{14}$ ,  $Q$ ,  $R^{60}$  and  $R^3$  are as defined above;

any methylene group is independently optionally substituted with  $R^{25}$ , wherein

$R^{25}$  is selected from the group consisting of halogen, trihalomethyl,  $-CN$ ,  $-NO_2$ ,  $-NH_2$ ,  $-OR^3$ , -

5  $NR^3, R^4$ ,  $-S(O)_{0-2}R^3$ ,  $-SO_2NR^3R^3$ ,  $-CO_2R^3$ ,  $-C(O)NR^3R^3$ ,  $-N(R^3)SO_2R^3$ ,  $-N(R^3)C(O)R^3$ , -

$N(R^3)CO_2R^3$ ,  $-C(O)R^3$ , an optionally substituted aryl, an optionally substituted arylalkyl, an

optionally substituted heteroarylalkyl, and an optionally substituted  $(C_1-C_6)$ alkyl, or

10 two  $R^{25}$ , together with the carbon or carbons to which they are attached, can combine to form a

three- to seven-membered alicyclic or heteroalicyclic, or

two  $R^{25}$ , on a single carbon can be oxo;

$R^9$  is selected from the group consisting of a  $C_{1-6}$  alkyl on which one or more hydrogen atoms

are optionally substituted by  $-R^{24}$ ,  $-T^1-R^{15}$ , or  $-NR^{16}R^{17}$ , a  $-N(R^{18})(R^{19})$  moiety and a saturated

or unsaturated three- to eight-membered carbocyclic or heterocyclic group which is optionally substituted by a C<sub>1-6</sub> alkyl, a C<sub>1-6</sub> alkoxy, a halogen atom, nitro, a trifluoromethyl, a C<sub>1-6</sub> alkoxy carbonyl, cyano, a cyano C<sub>1-6</sub> alkyl, a C<sub>1-6</sub> alkylthio, a phenoxy, an acetyl, or a saturated or unsaturated five- or six-membered heterocyclyl ring wherein, when the three- to eight-membered carbocyclic or heterocyclic group is substituted by two C<sub>1-6</sub> alkyl groups, the two alkyl groups may combine together to form an alkylene chain, or the three- to eight-membered carbocyclic or heterocyclic group may be a bicyclic group condensed with another saturated or unsaturated three- to eight-membered carbocyclic or heterocyclic group,

wherein

T<sup>1</sup> is selected from the group consisting of -O-, -S- and -NH-;

R<sup>24</sup> represents a saturated or unsaturated three- to eight-membered carbocyclic or heterocyclic group;

R<sup>15</sup>, R<sup>16</sup>, and R<sup>17</sup>, which may be the same or different, represent a C<sub>1-6</sub> alkyl or a saturated or unsaturated three- to eight-membered carbocyclic or heterocyclic group; wherein the three- to eight-membered carbocyclic or heterocyclic group represented by R<sup>24</sup>, R<sup>15</sup>, R<sup>16</sup>, and R<sup>17</sup> is optionally substituted by a C<sub>1-6</sub> alkyl, a C<sub>1-6</sub> alkoxy, a halogen atom, nitro, a trifluoromethyl, a C<sub>1-6</sub> alkoxy carbonyl, a cyano, a cyano C<sub>1-6</sub> alkyl, a C<sub>1-6</sub> alkylthio, a phenoxy, an acetyl, or a saturated or unsaturated five- or six-membered heterocyclyl ring; and wherein when the three- to eight-membered carbocyclic or heterocyclic group is substituted by two C<sub>1-6</sub> alkyl groups, the two alkyl groups may combine together to form an alkylene chain; and wherein the three- to eight-membered carbocyclic or heterocyclic group may be a bicyclic group condensed with another saturated or unsaturated three- to eight-membered carbocyclic or heterocyclic group; and

R<sup>18</sup> and R<sup>19</sup>, which may be the same or different, represent (1) a hydrogen atom, (2) a C<sub>1-6</sub> alkyl which is optionally substituted by a C<sub>1-6</sub> alkoxy, a C<sub>1-6</sub> alkylthio, or a saturated or unsaturated three- to eight-membered carbocyclic or heterocyclic group in which the three- to eight-membered carbocyclic or heterocyclic group is optionally substituted by a C<sub>1-6</sub> alkyl, a C<sub>1-6</sub> alkoxy, a halogen atom, nitro, a trifluoromethyl, a C<sub>1-6</sub> alkoxy carbonyl, cyano, a cyano C<sub>1-6</sub> alkyl, a C<sub>1-6</sub> alkylthio, a phenoxy, an acetyl, or a saturated or unsaturated five- or six-membered heterocyclyl ring and wherein when the three- to eight-membered carbocyclic or heterocyclic group is substituted by two C<sub>1-6</sub> alkyl groups, the two alkyl groups may combine together to form an alkylene chain, or the three- to eight-membered carbocyclic or heterocyclic group may be a bicyclic group condensed with another saturated or unsaturated three- to eight-membered carbocyclic or heterocyclic group, or (3) a saturated or unsaturated three- to eight-membered carbocyclic or heterocyclic group which is

optionally substituted by a C<sub>1-6</sub> alkyl, a C<sub>1-6</sub> alkoxy, a halogen atom, nitro, a trifluoromethyl, a C<sub>1-6</sub> alkoxy carbonyl, cyano, a cyano C<sub>1-6</sub> alkyl, a C<sub>1-6</sub> alkylthio, a phenoxy, an acetyl, or a saturated or unsaturated five- or six-membered heterocyclyl ring and in which, when the three to eight-membered carbocyclic or heterocyclic group is substituted by two C<sub>1-6</sub> alkyl groups, the two alkyl groups may combine together to form an alkylene chain, or the three- to eight-membered carbocyclic or heterocyclic group may be a bicyclic group condensed with another saturated or unsaturated three- to eight-membered carbocyclic or heterocyclic group;

X<sup>3</sup> and X<sup>4</sup> are each independently selected from the group consisting of -H, halogen, cyano, nitro, C<sub>1-6</sub> alkyl, or

X<sup>3</sup> and X<sup>4</sup> together with the atom to which they are attached form a C<sub>3-4</sub> cycloalkyl; each E<sup>3</sup> is independently selected from the group consisting of -O-, -N(R<sup>13</sup>)-, -CH<sub>2</sub>- and -S(O)<sub>0-2</sub>;

J<sup>2</sup> is selected from the group consisting of -O-, -N(R<sup>13</sup>)-, -CH<sub>2</sub>- and -C(=O)N(R<sup>13</sup>);

J<sup>3</sup> represents -C(R<sup>26</sup>)(R<sup>27</sup>)-, wherein

R<sup>26</sup> and R<sup>27</sup> are independently selected from the group consisting of a hydrogen atom, a C<sub>1-4</sub> alkyl, a C<sub>1-4</sub> alkoxy and -N(R<sup>12b</sup>), wherein

R<sup>12b</sup> is a hydrogen atom or a C<sub>1-4</sub> alkyl;

each V is independently selected from the group consisting of =N- and =C(H)-;

R<sup>21</sup> and R<sup>23</sup> are independently selected from the group consisting of H, halogen, -OH, unsubstituted -O-(C<sub>1-6</sub>alkyl), substituted -O-(C<sub>1-6</sub>alkyl), unsubstituted -O-(cycloalkyl), substituted -O-(cycloalkyl), unsubstituted -NH(C<sub>1-6</sub>alkyl), substituted -NH(C<sub>1-6</sub>alkyl), -NH<sub>2</sub>, -SH, unsubstituted -S-(C<sub>1-6</sub>alkyl), substituted -S-(C<sub>1-6</sub>alkyl), unsubstituted C<sub>1-6</sub>alkyl and substituted C<sub>1-6</sub>alkyl; or

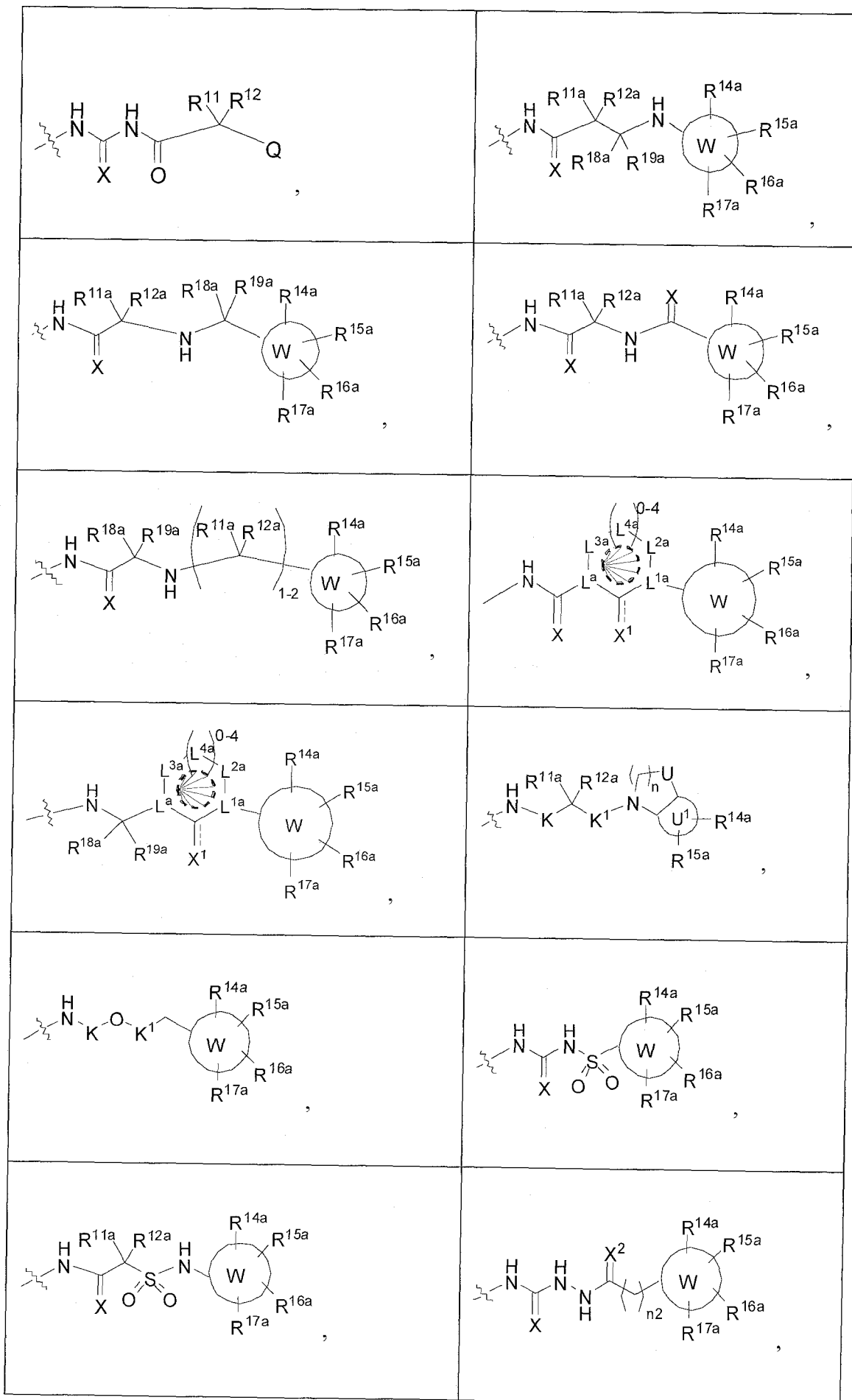
R<sup>21</sup> and R<sup>23</sup> taken together with the atom to which they are attached form a C<sub>3-7</sub> ring system, wherein said ring system is optionally substituted;

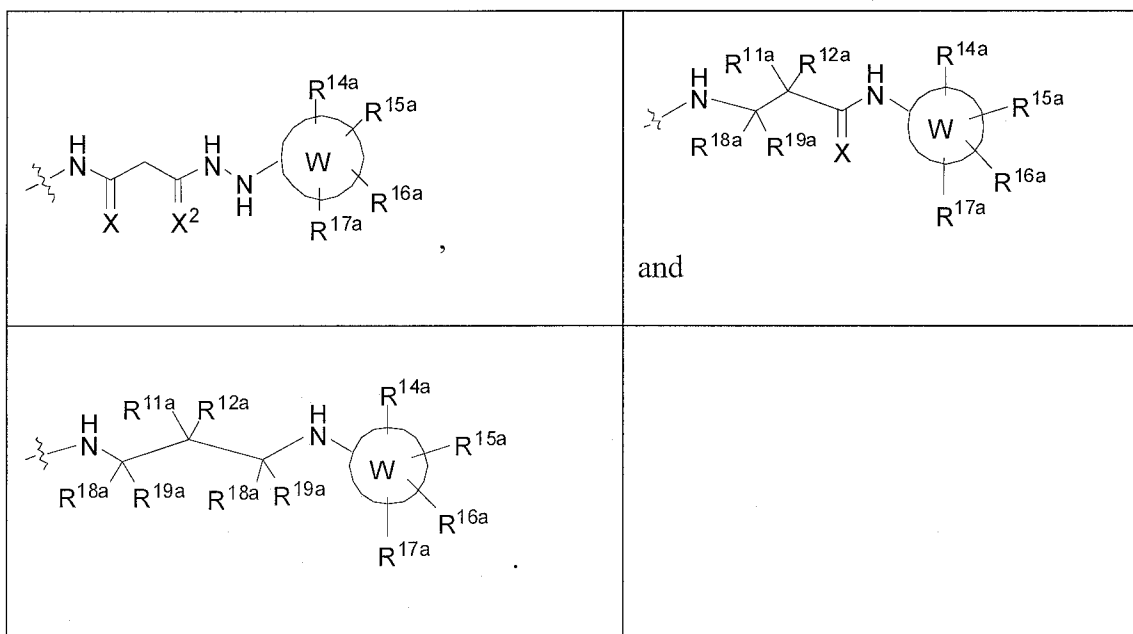
d is 0, 1, 2 or 3;

e is 0, 1, 2 or 3; and

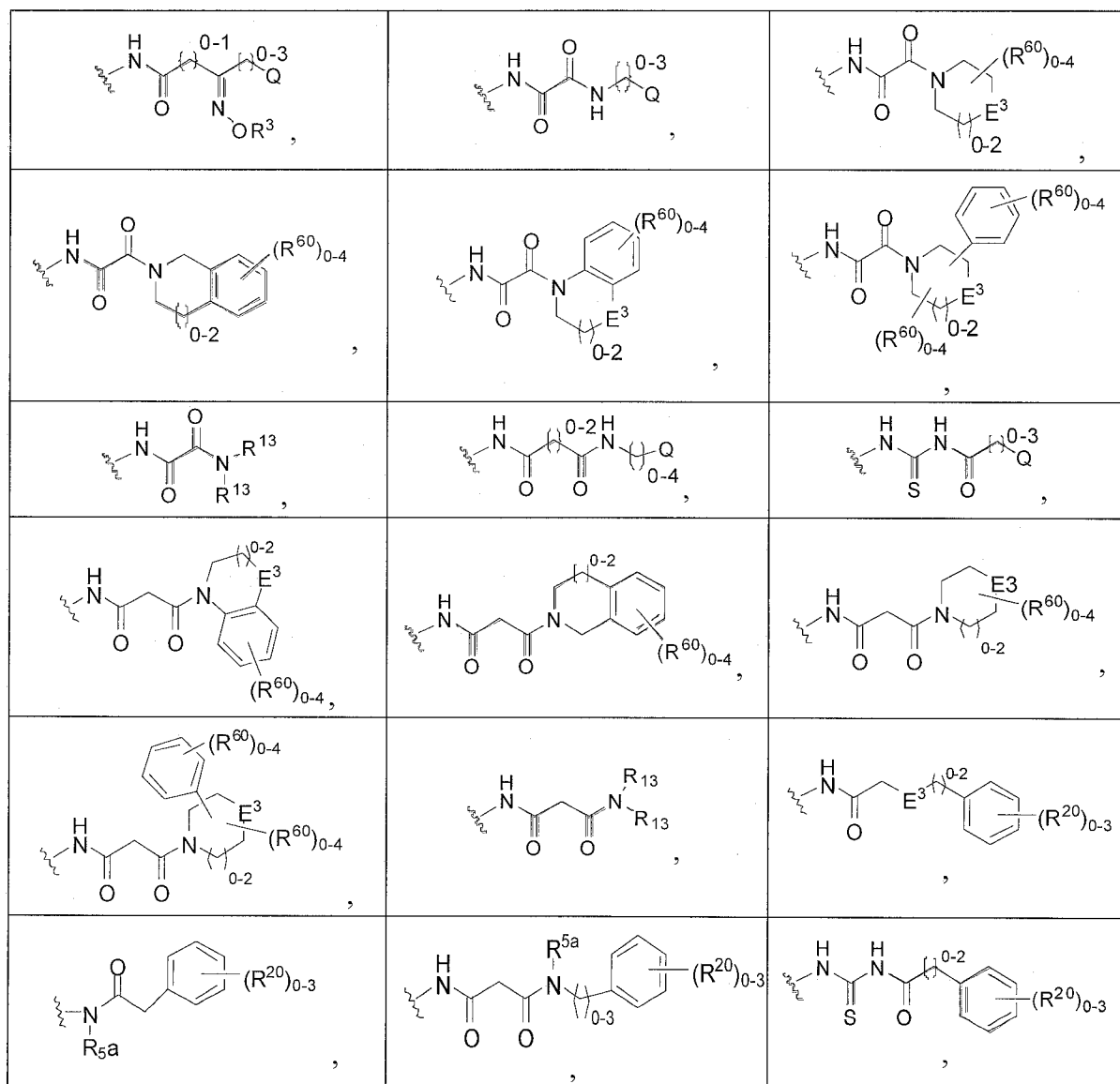
f is 0 or 1.

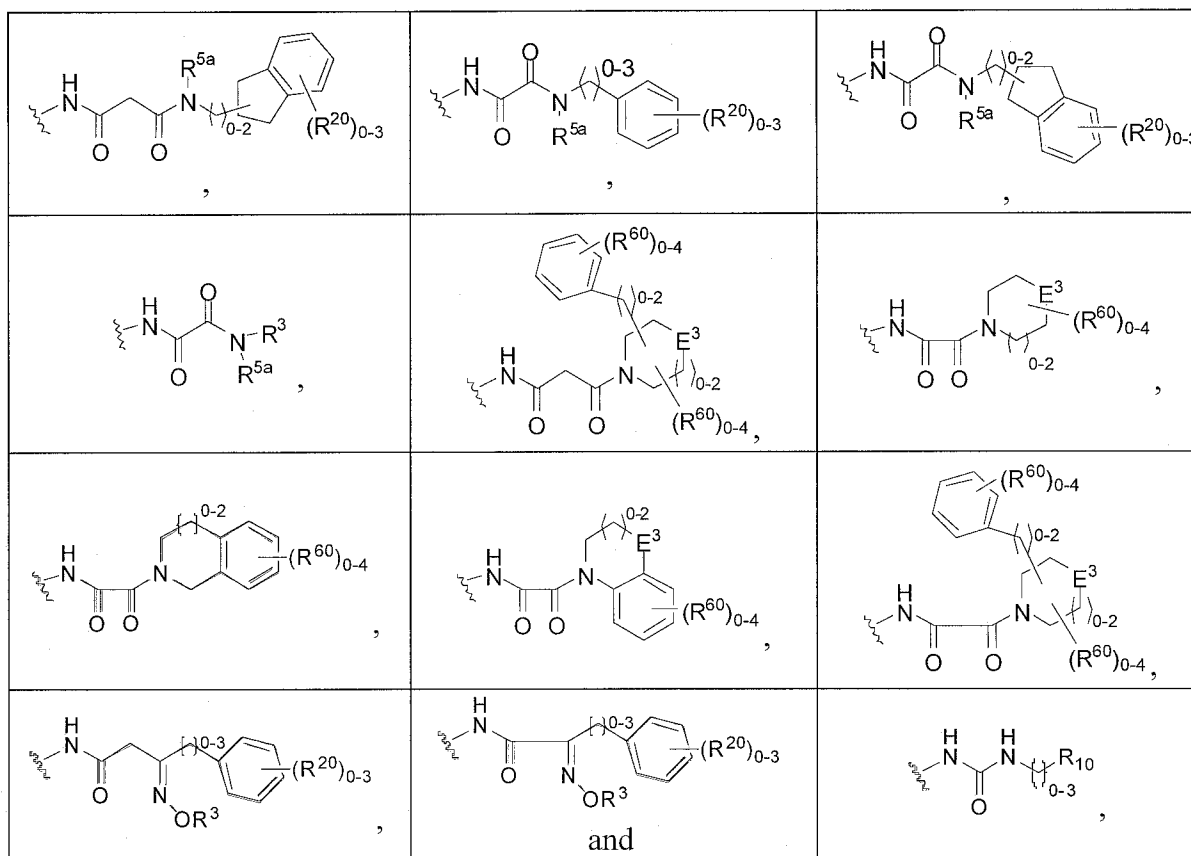
According to another embodiment of the present invention, G is selected from the group consisting of





In another embodiment of the present invention, G is selected from the group consisting of





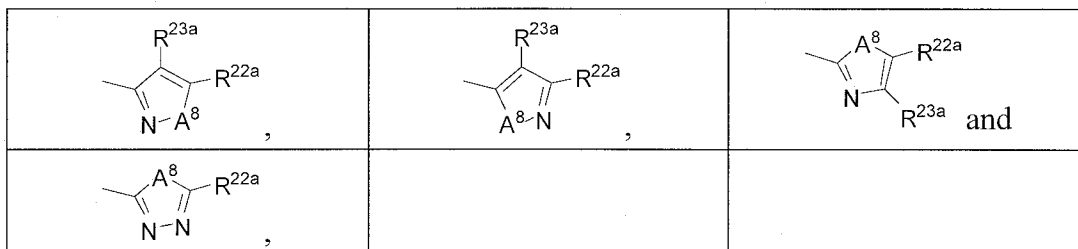
wherein each methylene in any of the above formulae, other than those in a depicted ring, is independently optionally substituted with R<sup>25</sup>;

R<sup>5a</sup> is -H or an optionally substituted (C<sub>1</sub>-C<sub>6</sub>)alkyl;

- 5 R<sup>10</sup> is an azolyl, wherein one or more hydrogen atoms are optionally substituted by a moiety selected from the group consisting of a halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> alkylthio, trihalomethyl, nitro, amino optionally independently substituted by one or two of C<sub>1-4</sub> alkyl, a C<sub>1-4</sub> alkoxy carbonyl C<sub>1-4</sub> alkyl, a C<sub>1-4</sub> alkyl carbonyl and a C<sub>3-5</sub> cyclic alkyl.

10 In another embodiment of the compounds according to the present invention, a methylene group between two carbonyl groups is mono- or di-substituted with either an optionally substituted (C<sub>1</sub>-C<sub>6</sub>)alkyl or an optionally substituted spirocycle.

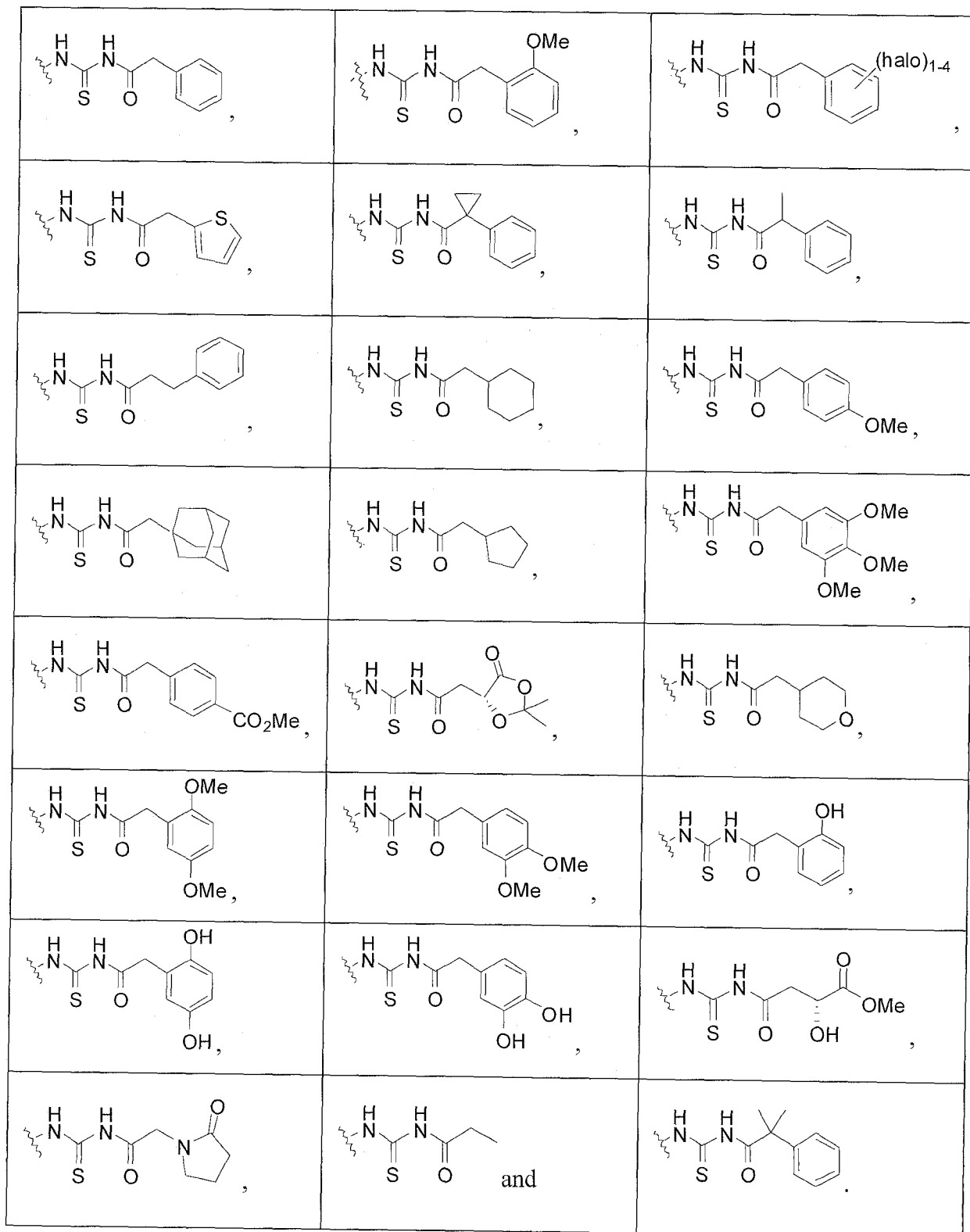
In another embodiment of the compounds according to the present invention, R<sup>10</sup> is selected from the group consisting of



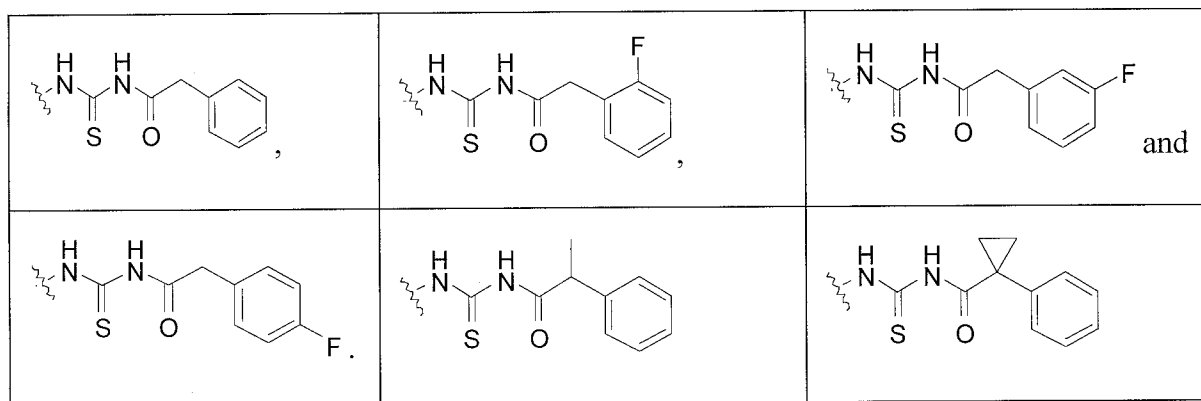
- 15 wherein A<sup>8</sup> is selected from the group consisting of -O-, -S- and -NH-; and

R<sup>22a</sup> and R<sup>23a</sup> are independently selected from the group consisting of -H, halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> alkylthio, trihalomethyl, nitro, amino optionally independently substituted by one or two of C<sub>1-4</sub> alkyl, a C<sub>1-4</sub> alkoxy carbonyl C<sub>1-4</sub> alkyl, a C<sub>1-4</sub> alkyl carbonyl and a C<sub>3-5</sub> cyclic alkyl.

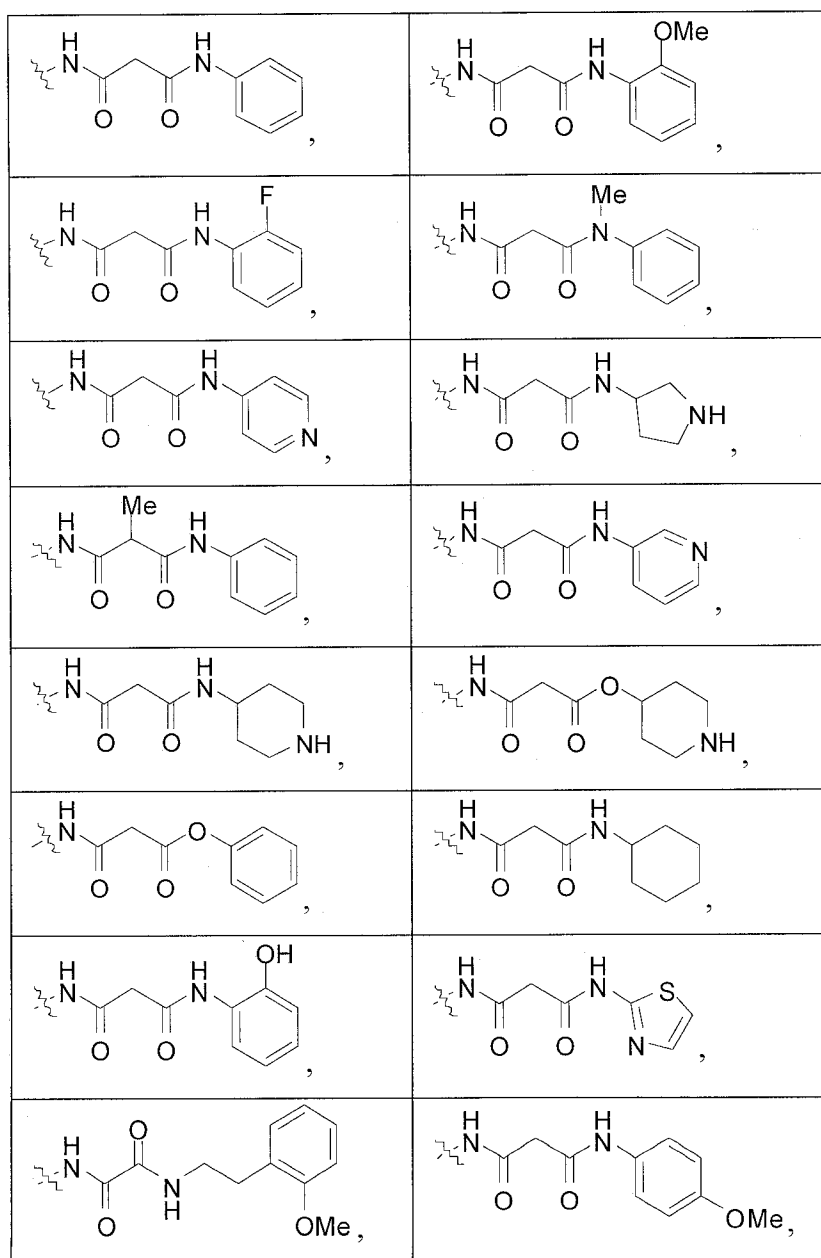
5 According to another embodiment of the present invention, G is selected from the group consisting of



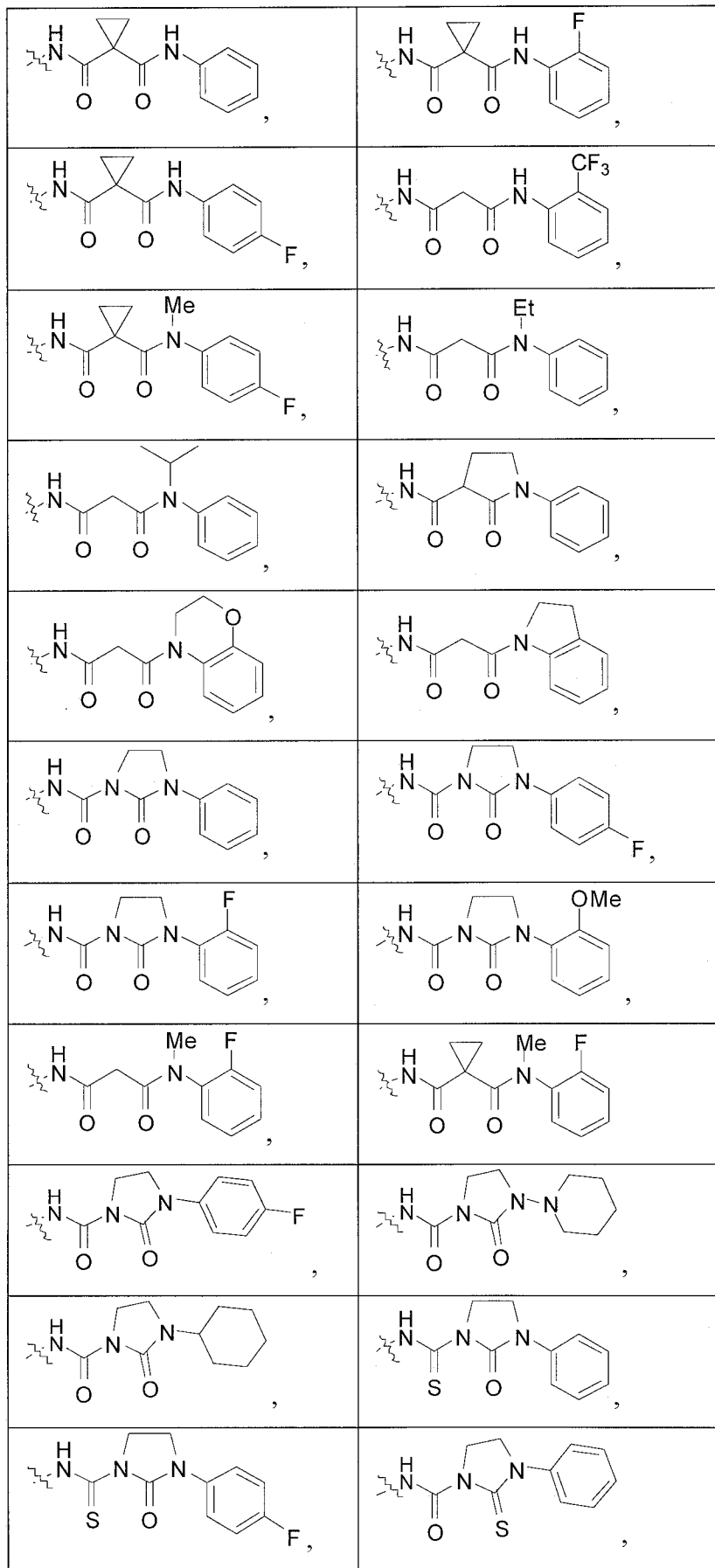
According to another embodiment of the present invention, G is selected from the group consisting of

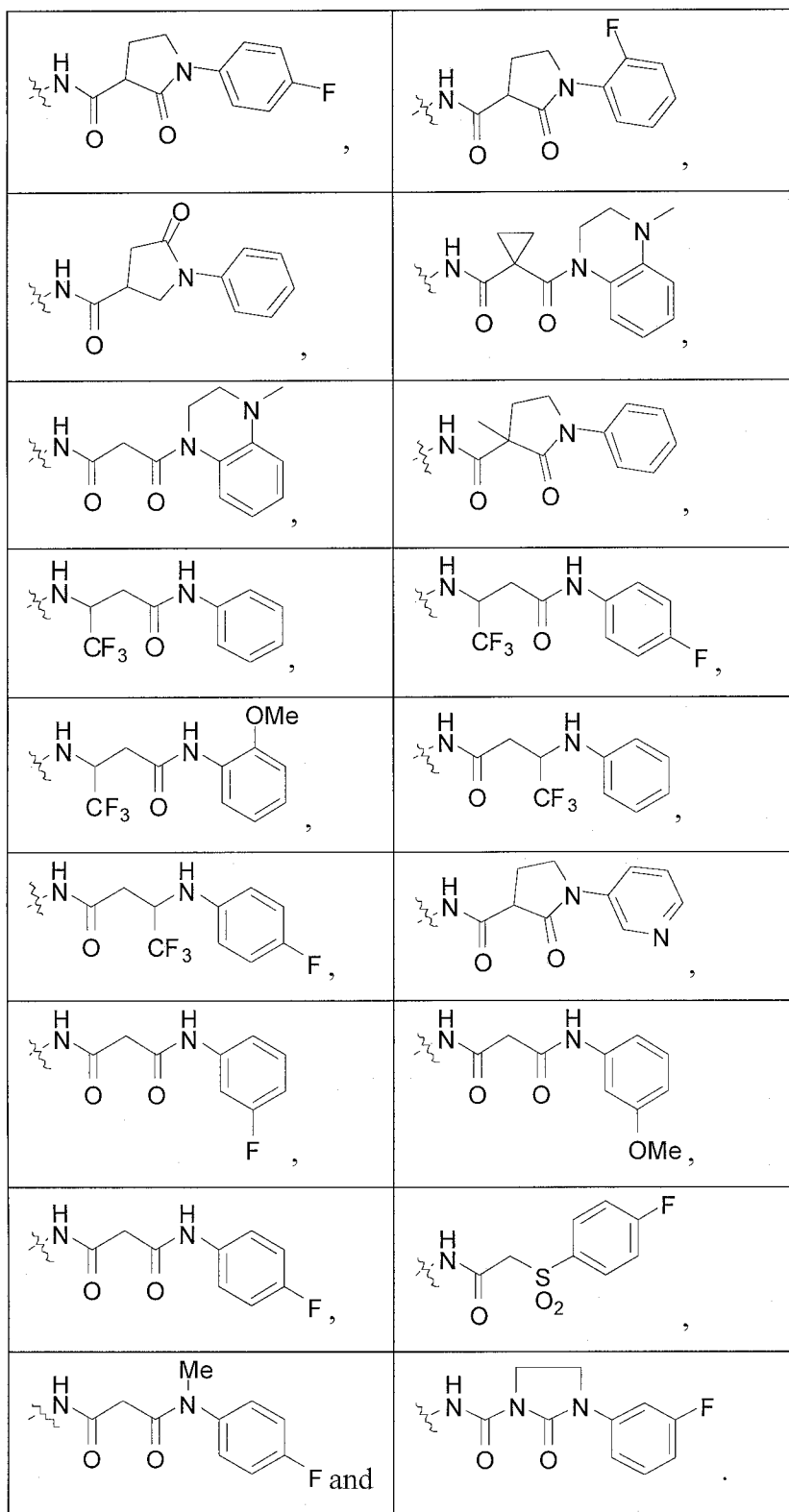


5 According to another embodiment of the present invention, G is selected from the group consisting of

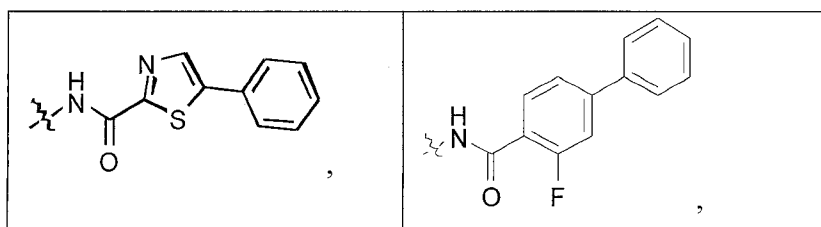


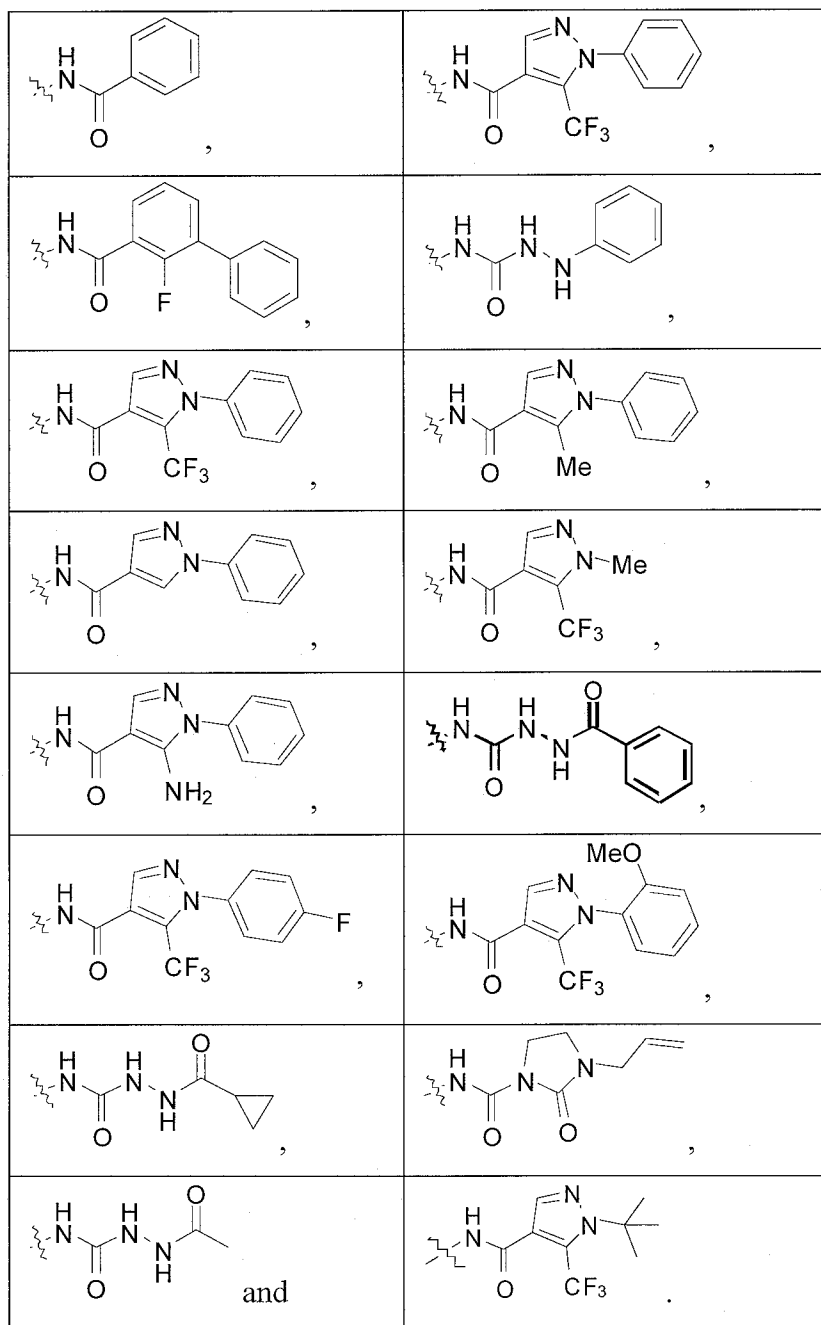




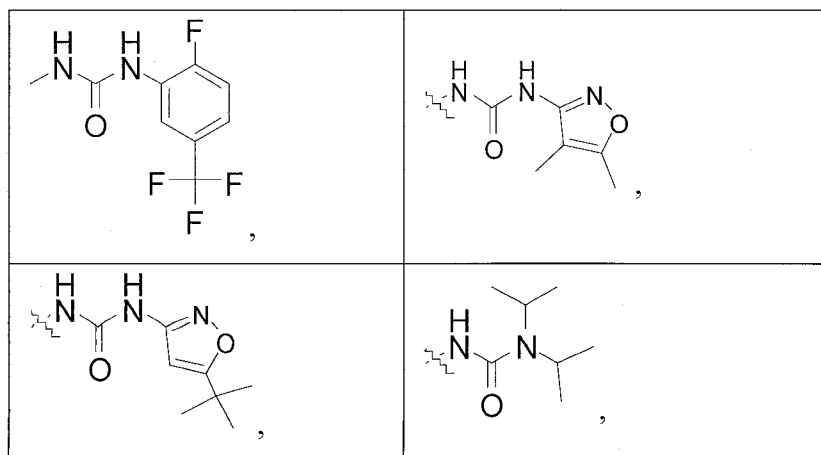


According to another embodiment of the present invention, G is selected from the group consisting of

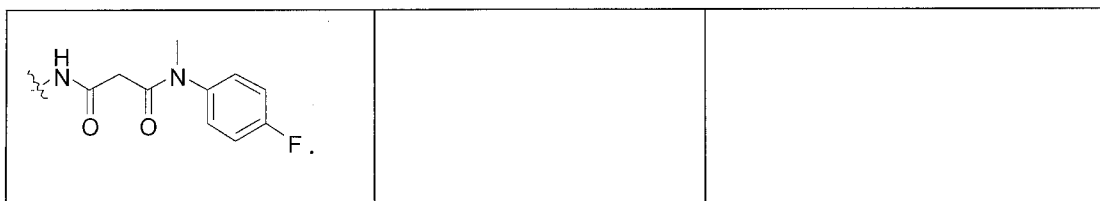




According to another embodiment of the present invention, G is selected from the group consisting of




According to another embodiment of the present invention, G is selected from the group consisting of

According to another embodiment of the present invention, any of E, E<sup>1</sup>, E<sup>2</sup> or E<sup>3</sup> are independently -NH-.

According to another embodiment of the present invention, one of R<sup>18a</sup> and R<sup>19a</sup> is -CF<sub>3</sub> and the other is -H.

According to another embodiment of the present invention, R<sup>11</sup> and R<sup>12</sup> are each -H.

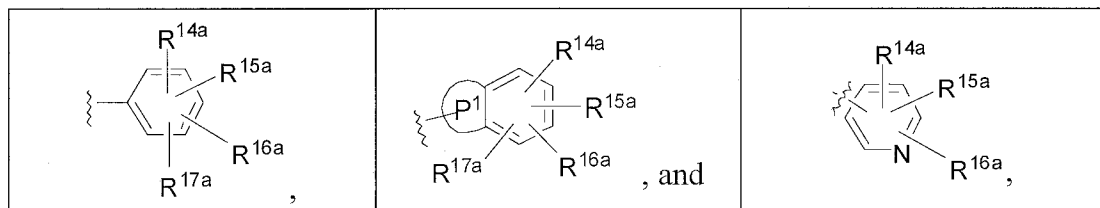
According to another embodiment of the present invention, X is S or O, for example, S.

According to another embodiment of the present invention, R<sup>13</sup> is H.

According to another embodiment of the present invention, R<sup>11</sup>, R<sup>12</sup> and R<sup>13</sup> are each -H.

According to another embodiment of the present invention, X is O, one of R<sup>18a</sup> and R<sup>19a</sup> is -CF<sub>3</sub> and the other is -H, and R<sup>11</sup>, R<sup>12</sup> and R<sup>13</sup> are each -H.

According to another embodiment of the present invention, W is selected from the group consisting of



wherein P<sup>1</sup> is a five- to seven-membered ring, including the two shared carbon atoms of the aromatic ring to which P<sup>1</sup> is fused, and wherein P<sup>1</sup> optionally contains between one and three heteroatoms.

According to another embodiment of the present invention, W is selected from the group consisting of phenyl, naphthyl, 1,2,3,4-tetrahydronaphthyl, indanyl, benzodioxanyl, benzofuranyl, phenazinyl, phenothiazinyl, phenoxazinyl, tetrahydroisoquinolyl, pyrrolyl, pyrazolyl, pyrazolidinyl, imidazolyl, imidazoliny, imidazolidinyl, tetrahydropyridinyl, pyridinyl, pyrazinyl, pyrimidinyl, pyridazinyl, oxazolyl, oxazoliny, oxazolidinyl, triazolyl, isoxazolyl, isoxazolidinyl, thiazolyl, thiazoliny, thiazolidinyl, isothiazolyl, isothiazolidinyl, indolyl, isoindolyl, indoliny, isoindoliny, octahydroindolyl, octahydroisoindolyl, quinolyl, isoquinolyl, benzimidazolyl, thiadiazolyl, benzopyranyl, benzothiazolyl, benzoxazolyl, furyl, thienyl, benzothieliyl, and oxadiazolyl; each optionally substituted.

According to another embodiment of the present invention, W is selected from the group consisting of phenyl, naphthyl, 1,2,3,4-tetrahydronaphthyl, indanyl, benzodioxanyl, benzofuranyl,

phenazinyl, phenothiazinyl, phenoxazinyl, tetrahydroisoquinolyl, pyrrolyl, pyrazolyl, pyrazolidinyl, imidazolyl, imidazoliny, imidazolidinyl, tetrahydropyridinyl, pyridinyl, pyrazinyl, pyrimidinyl, pyridazinyl, oxazolyl, oxazoliny, oxazolidinyl, triazolyl, isoxazolyl, isoxazolidinyl, thiazolyl, thiazoliny, thiazolidinyl, isothiazolyl, isothiazolidinyl, indolyl, isoindolyl, indoliny, isoindoliny, octahydroindolyl, octahydroisoindolyl, quinolyl, isoquinolyl, benzimidazolyl, thiadiazolyl, benzopyranyl, benzothiazolyl, benzoxazolyl, furyl, thienyl, benzothieliyl, and oxadiazolyl; each optionally substituted with one or more of R<sup>14a</sup>, R<sup>15a</sup>, R<sup>16a</sup> and R<sup>17a</sup>.

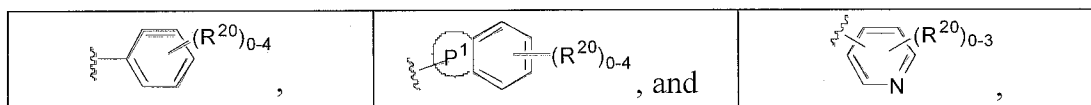
According to another embodiment of the present invention, W is phenyl, optionally substituted.

According to another embodiment of the present invention, W is phenyl, optionally substituted with one or more of R<sup>14a</sup>, R<sup>15a</sup>, R<sup>16a</sup> and R<sup>17a</sup>.

According to another embodiment of the present invention, W is substituted by a halogen and either an alkenyl or alkynyl.

According to another embodiment of the present invention W is phenyl substituted by a halogen and either an alkenyl or alkynyl.

In another embodiment of the compounds according to the present invention, Q is selected from the group consisting of



wherein P<sup>1</sup> is a five- to seven-membered ring, including the two shared carbon atoms of the aromatic ring to which P<sup>1</sup> is fused, and wherein P<sup>1</sup> optionally contains between one and three heteroatoms.

In another embodiment of the compounds according to the present invention, Q is selected from the group consisting of phenyl, naphthyl, 1,2,3,4-tetrahydronaphthyl, indanyl, benzodioxanyl, benzofuranyl, phenazinyl, phenothiazinyl, phenoxazinyl, tetrahydroisoquinolyl, pyrrolyl, pyrazolyl, pyrazolidinyl, imidazolyl, imidazoliny, imidazolidinyl, tetrahydropyridinyl, pyridinyl, pyrazinyl, pyrimidinyl, pyridazinyl, oxazolyl, oxazoliny, oxazolidinyl, triazolyl, isoxazolyl, isoxazolidinyl, thiazolyl, thiazoliny, thiazolidinyl, isothiazolyl, isothiazolidinyl, indolyl, isoindolyl, indoliny, isoindoliny, octahydroindolyl, octahydroisoindolyl, quinolyl, isoquinolyl, benzimidazolyl, thiadiazolyl, benzopyranyl, benzothiazolyl, benzoxazolyl, furyl, thienyl, benzothieliyl, and oxadiazolyl; each optionally substituted with between one and four of R<sup>20</sup>, wherein

According to another embodiment of the present invention, Q is phenyl, optionally substituted.

According to another embodiment of the present invention, Q is phenyl, optionally substituted with one or more of R<sup>20</sup>.

According to another embodiment of the present invention, Q is substituted by a halogen and either an alkenyl or alkynyl.

5 According to another embodiment of the present invention Q is phenyl substituted by a halogen and either an alkenyl or alkynyl.

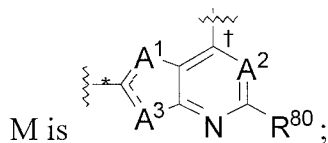
According to another embodiment of the present invention, R<sup>14a</sup> and R<sup>15a</sup> are both H, R<sup>16a</sup> is C<sub>2</sub>-C<sub>7</sub> alkenyl or C<sub>2</sub>-C<sub>6</sub> alkynyl and R<sup>17a</sup> is halogen, for example fluorine.

In another embodiment, L<sup>3</sup> and L<sup>4</sup> are independently -CH- or N.

10 In another embodiment of the present invention, R<sup>39</sup> is selected from the group consisting of H, C<sub>1</sub>-C<sub>6</sub>alkyl and C<sub>1</sub>-C<sub>6</sub>cycloalkyl

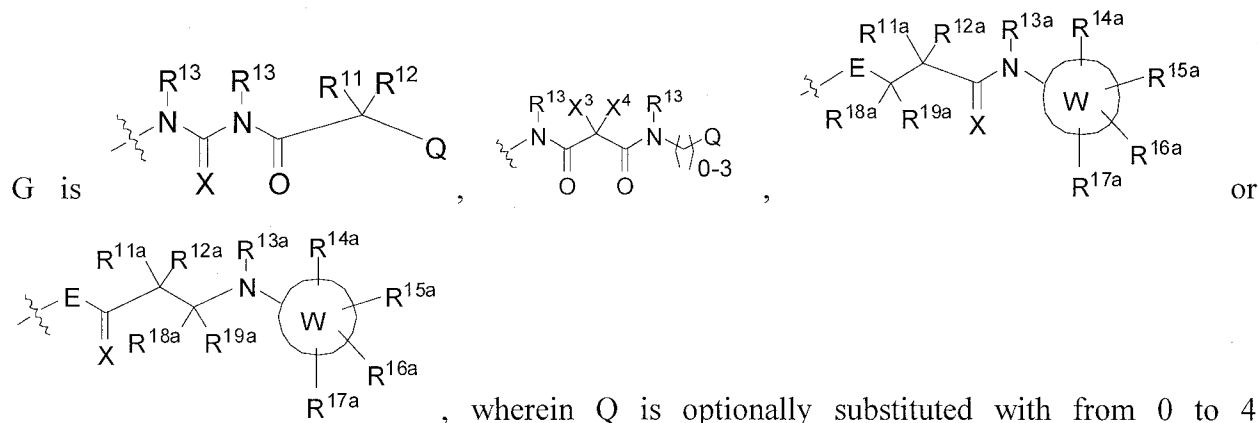
In another embodiment of the present invention,

D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> group;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-, for example, -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo; and

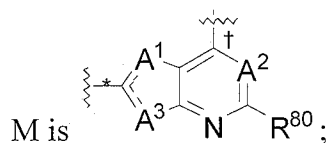


25 wherein Q is optionally substituted with from 0 to 4 (alternatively 0 to 2, alternatively 1) independently selected R<sup>20</sup>, wherein each R<sup>20</sup> is selected from, for example, halogen, trihalomethyl, alkoxy, optionally substituted C<sub>1</sub>-C<sub>6</sub>alkyl, optionally substituted C<sub>2</sub>-C<sub>6</sub>alkenyl or optionally substituted C<sub>2</sub>-C<sub>6</sub>alkynyl. In some embodiments, R<sup>20</sup> is

halogen. In some embodiments, Ar is phenyl optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo

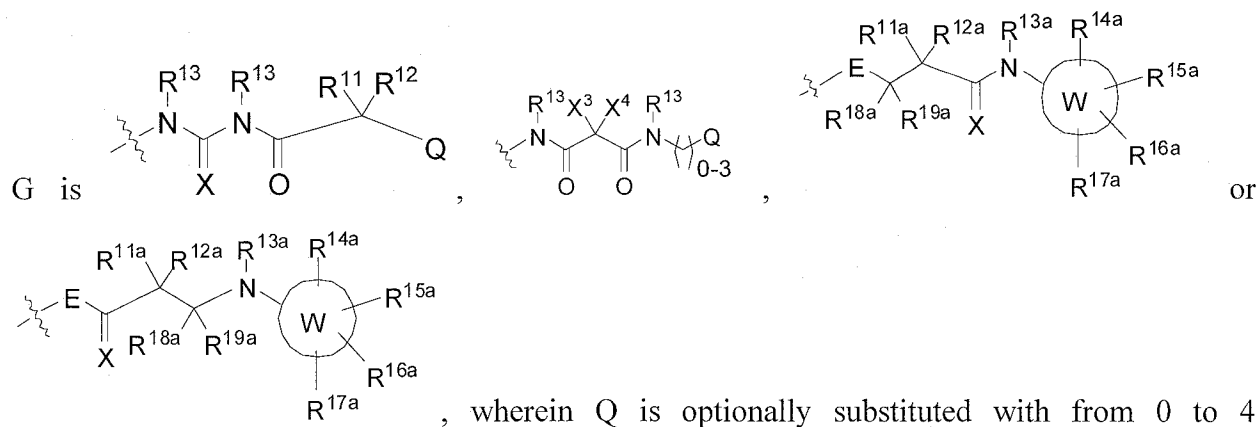
In another embodiment of the present invention,

D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> group, wherein each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -C(O)NR<sup>36</sup>R<sup>39</sup>, -C(O)O-(CH<sub>2</sub>)<sub>n</sub>NR<sup>36</sup>R<sup>39</sup>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>S(O)<sub>j</sub>(C<sub>1</sub>-C<sub>6</sub> alkyl), -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup> and -C(O)(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup> (for example -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>) wherein each j is an integer independently selected from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), i is 2 or 3, R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n</sub>A<sup>4</sup>R<sup>37</sup>, for example -(CH<sub>2</sub>)<sub>n</sub>OR<sup>37</sup> or -(CH<sub>2</sub>)<sub>n</sub>SR<sup>37</sup>, wherein each n is an independently selected integer ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, for example, C<sub>1</sub>-C<sub>6</sub>alkyl, alternatively C<sub>1</sub>-C<sub>2</sub>alkyl;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-, for example, -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo; and

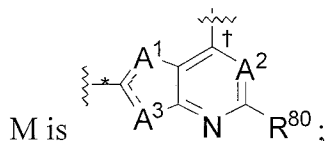




halogen. In some embodiments, Ar is phenyl optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo.

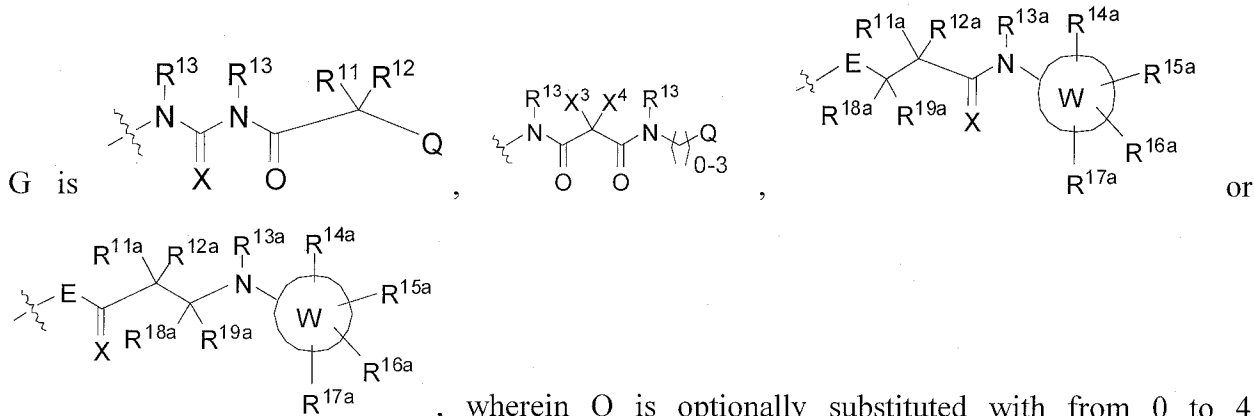
In another embodiment of the present invention,

D is phenyl or pyridinyl (for example pyridinyl), each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> group;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-, for example -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo; and



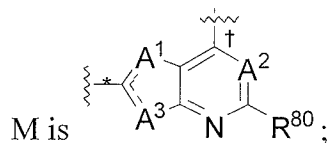
, wherein Q is optionally substituted with from 0 to 4 (alternatively 0 to 2, alternatively 1) independently selected R<sup>20</sup>, wherein each R<sup>20</sup> is selected from, for example, halogen, trihalomethyl, alkoxy, optionally substituted C<sub>1</sub>-C<sub>6</sub>alkyl, optionally substituted C<sub>2</sub>-C<sub>6</sub>alkenyl or optionally substituted C<sub>2</sub>-C<sub>6</sub>alkynyl. In some embodiments each R<sup>20</sup> is halogen. In some embodiments, Ar is phenyl optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo.

In another embodiment of the present invention,

D is phenyl or pyridinyl (for example pyridinyl), each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> group, wherein

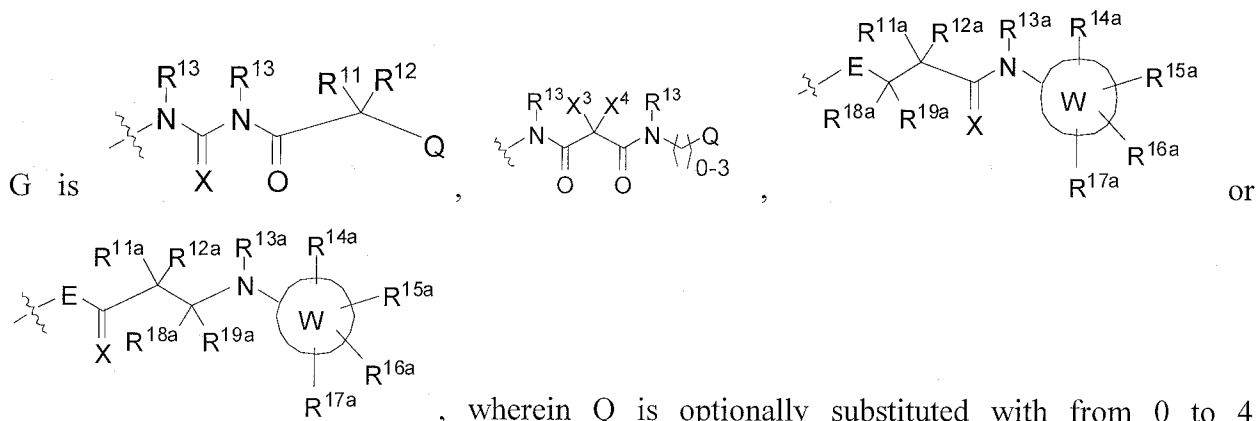
each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -C(O)NR<sup>36</sup>R<sup>39</sup>, -C(O)O-(CH<sub>2</sub>)<sub>n</sub>NR<sup>36</sup>R<sup>39</sup>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>S(O)<sub>j</sub>(C<sub>1</sub>-C<sub>6</sub>alkyl), (CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup> and -C(O)(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, (for example -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>) wherein each j is an integer independently selected from from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively

2 to 4, alternatively, 1 or 2), i is 2 or 3,  $R^{39}$  is H or  $C_1$ - $C_6$ alkyl, and  $R^{36}$  is selected from the group consisting of H, -OH,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_{10}$  cycloalkyl,  $-(CH_2)_{n3}(C_6$ - $C_{10}$  aryl),  $-(CH_2)_{n3}$ (5-10 membered heterocyclyl) and  $-(CH_2)_{n3}A^4R^{37}$ , for example,  $-(CH_2)_{n3}OR^{37}$  or  $-(CH_2)_{n3}SR^{37}$ , wherein  $n3$  is an integer ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), and  $R^{37}$  is H or  $C_1$ - $C_6$ alkyl, for example,  $C_1$ - $C_6$ alkyl, alternatively  $C_1$ - $C_2$ alkyl;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-, for example -O-;

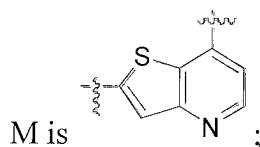
Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo; and



wherein Q is optionally substituted with from 0 to 4 (alternatively 0 to 2, alternatively 1) independently selected R<sup>20</sup>, wherein each R<sup>20</sup> is selected from, for example, halogen, trihalomethyl, alkoxy, optionally substituted  $C_1$ - $C_6$ alkyl, optionally substituted  $C_2$ - $C_6$ alkenyl or optionally substituted  $C_2$ - $C_6$ alkynyl. In some embodiments, R<sup>20</sup> is halogen. In some embodiments, Ar is phenyl optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo.

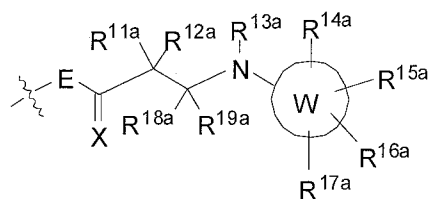
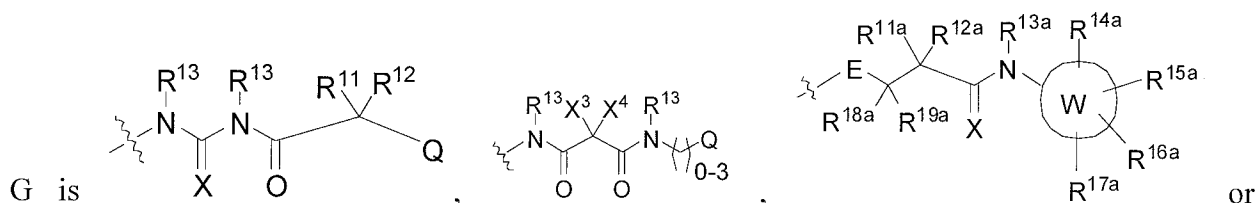
In another embodiment of the present invention,

D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> group;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-, for example -O-;

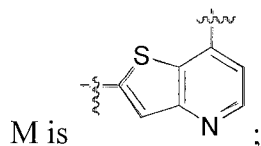
Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4  $R^2$  groups, for example with between zero and four halo; and



5 , wherein Q is optionally substituted with from 0 to 4 (alternatively 0 to 2, alternatively 1) independently selected  $R^{20}$ , wherein each  $R^{20}$  is selected from, for example, halogen, trihalomethyl, alkoxy, optionally substituted  $C_1$ - $C_6$ alkyl, optionally substituted  $C_2$ - $C_6$ alkenyl or optionally substituted  $C_2$ - $C_6$ alkynyl. In some embodiments,  $R^{20}$  is halogen. In some embodiments, Ar is phenyl optionally substituted with 0 to 4  $R^2$  groups, for  
10 example with between zero and four halo.

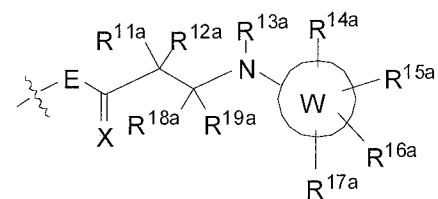
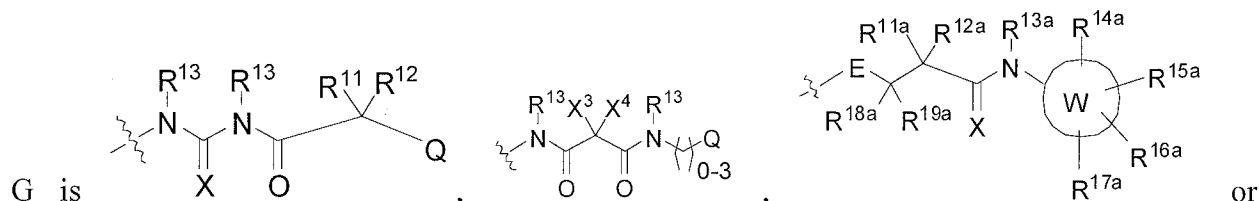
In another embodiment of the present invention,

D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected  $R^{38}$  groups, alternatively 1 to 3 independently selected  $R^{38}$  groups, and alternatively 1 or 2 independently selected  $R^{38}$  group, wherein  
15 each said  $R^{38}$  is independently selected from the group consisting of halo,  $C_1$ - $C_6$  alkyl,  $-C(O)NR^{36}R^{39}$ ,  $-C(O)O-(CH_2)_nNR^{36}R^{39}$ ,  $-(CH_2)_jNR^{39}(CH_2)_iS(O)_j(C_1-C_6$  alkyl),  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$  and  $-C(O)(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , (for example  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ ) wherein each j is an integer independently selected from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4,  
20 alternatively, 1 or 2), i is 2 or 3,  $R^{39}$  is H or  $C_1$ - $C_6$ alkyl, and  $R^{36}$  is selected from the group consisting of H, -OH,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_{10}$  cycloalkyl,  $-(CH_2)_{n3}(C_6-C_{10}$  aryl),  $-(CH_2)_{n3}(5-10$  membered heterocyclyl) and  $-(CH_2)_{n3}A^4R^{37}$ , for example  $-(CH_2)_{n3}OR^{37}$  or  $-(CH_2)_{n3}SR^{37}$ , wherein n3 is an integer ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), and  $R^{37}$  is H or  $C_1$ - $C_6$ alkyl, for example  $C_1$ - $C_6$ alkyl,  
25 alternatively  $C_1$ - $C_2$ alkyl;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N( $R^5$ )-, for example, -O-;

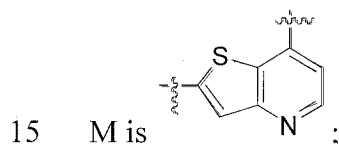
Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo; and



5 wherein Q is optionally substituted with from 0 to 4 (alternatively 0 to 2, alternatively 1) independently selected R<sup>20</sup>, wherein each R<sup>20</sup> is selected from, for example, halogen, trihalomethyl, alkoxy, optionally substituted C<sub>1</sub>-C<sub>6</sub>alkyl, optionally substituted C<sub>2</sub>-C<sub>6</sub>alkenyl or optionally substituted C<sub>2</sub>-C<sub>6</sub>alkynyl. In some embodiments, R<sup>20</sup> is halogen. In some embodiments, Ar is phenyl optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo.

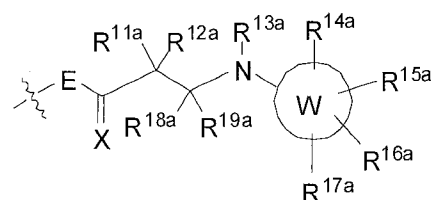
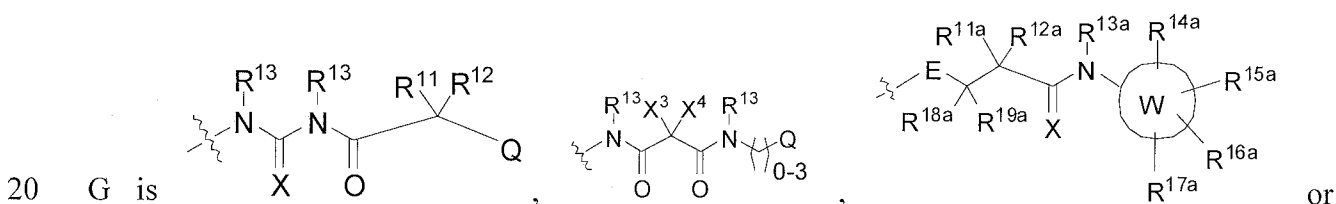
In another embodiment of the present invention,

D is phenyl or pyridinyl (for example pyridinyl), each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> group;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-, for example, -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo; and

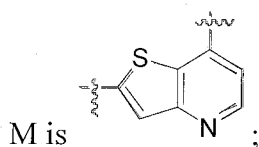


, wherein Q is optionally substituted with from 0 to 4

(alternatively 0 to 2, alternatively 1) independently selected R<sup>20</sup>, wherein each R<sup>20</sup> is selected from, for example, halogen, trihalomethyl, alkoxy, optionally substituted C<sub>1</sub>-C<sub>6</sub>alkyl, optionally substituted C<sub>2</sub>-C<sub>6</sub>alkenyl or optionally substituted C<sub>2</sub>-C<sub>6</sub>alkynyl. In some embodiments, R<sup>20</sup> is halogen. In some embodiments, Ar is phenyl optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo.

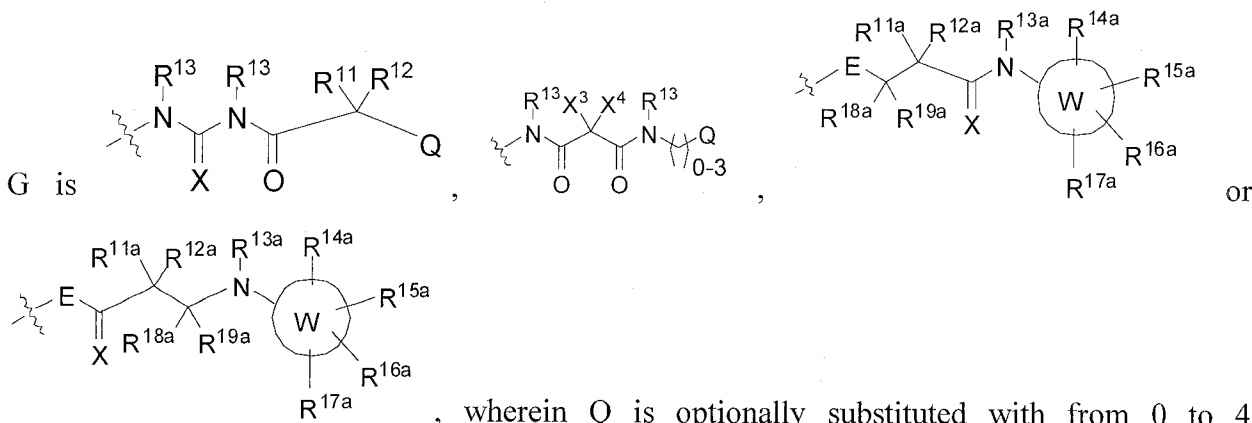
In another embodiment of the present invention,

D is phenyl or pyridinyl (for example pyridinyl), each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> group, wherein  
 10 each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -C(O)NR<sup>36</sup>R<sup>39</sup>, -C(O)O-(CH<sub>2</sub>)<sub>n</sub>NR<sup>36</sup>R<sup>39</sup>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>S(O)<sub>j</sub>(C<sub>1</sub>-C<sub>6</sub> alkyl), -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup> and -C(O)(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, (for example, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>) wherein each j is an integer independently selected from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4,  
 15 alternatively, 1 or 2), i is 2 or 3, R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n3</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n3</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, for example, -(CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup> or -(CH<sub>2</sub>)<sub>n3</sub>SR<sup>37</sup>, wherein n3 is an integer ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, for example, C<sub>1</sub>-C<sub>6</sub>alkyl,  
 20 alternatively C<sub>1</sub>-C<sub>2</sub>alkyl;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-, for example, -O-;

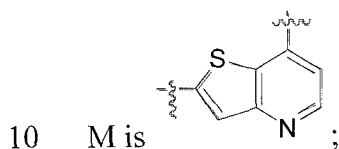
Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo; and  
 25



(alternatively 0 to 2, alternatively 1) independently selected  $R^{20}$ , wherein each  $R^{20}$  is selected from, for example, halogen, trihalomethyl, alkoxy, optionally substituted  $C_1$ - $C_6$ alkyl, optionally substituted  $C_2$ - $C_6$ alkenyl or optionally substituted  $C_2$ - $C_6$ alkynyl. In some embodiments,  $R^{20}$  is halogen. In some embodiments, Ar is phenyl optionally substituted with 0 to 4  $R^2$  groups, for example with between zero and four halo.

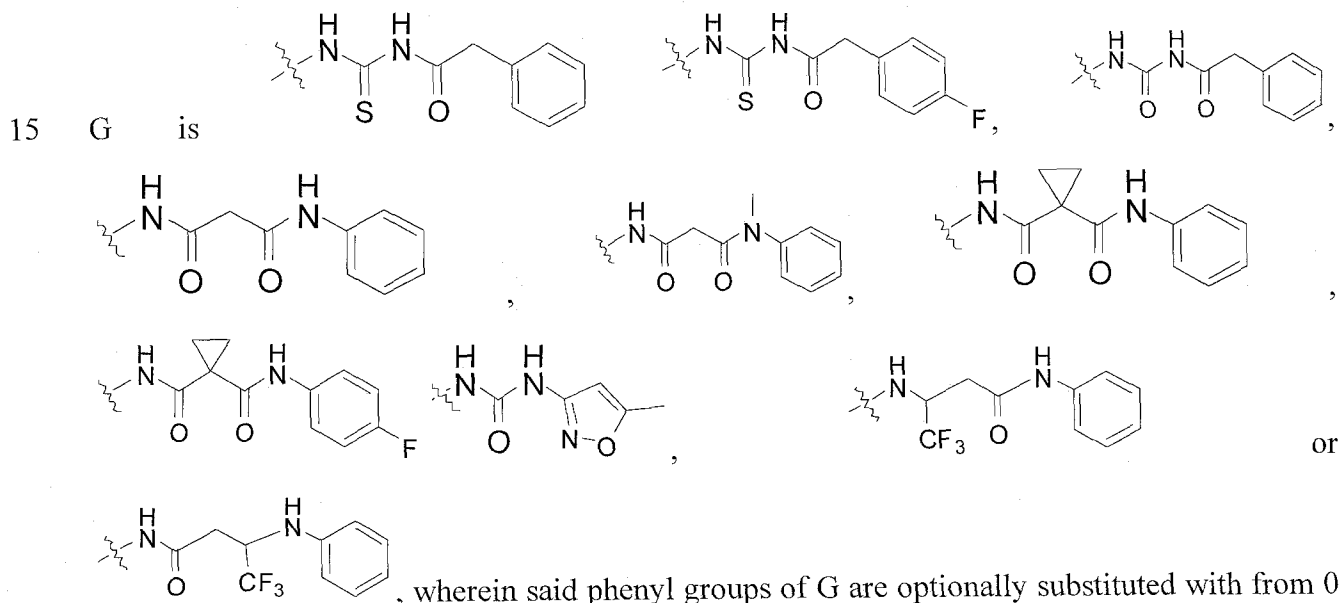
In another embodiment of the present invention,

D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected  $R^{38}$  groups, alternatively 1 to 3 independently selected  $R^{38}$  groups, and alternatively 1 or 2 independently selected  $R^{38}$  group;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-, for example, -O-;

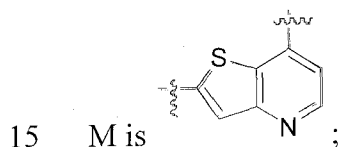
Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4  $R^2$  groups, for example with between zero and four halo; and



20 to 4 (alternatively 0 to 2, alternatively 1) independently selected  $R^{20}$ , wherein each  $R^{20}$  is selected from, for example, halogen, trihalomethyl, alkoxy, optionally substituted  $C_1$ - $C_6$ alkyl, optionally substituted  $C_2$ - $C_6$ alkenyl or optionally substituted  $C_2$ - $C_6$ alkynyl. In some embodiments,  $R^{20}$  is halogen. In some embodiments, Ar is phenyl optionally substituted with 0 to 4  $R^2$  groups, for example with between zero and four halo.

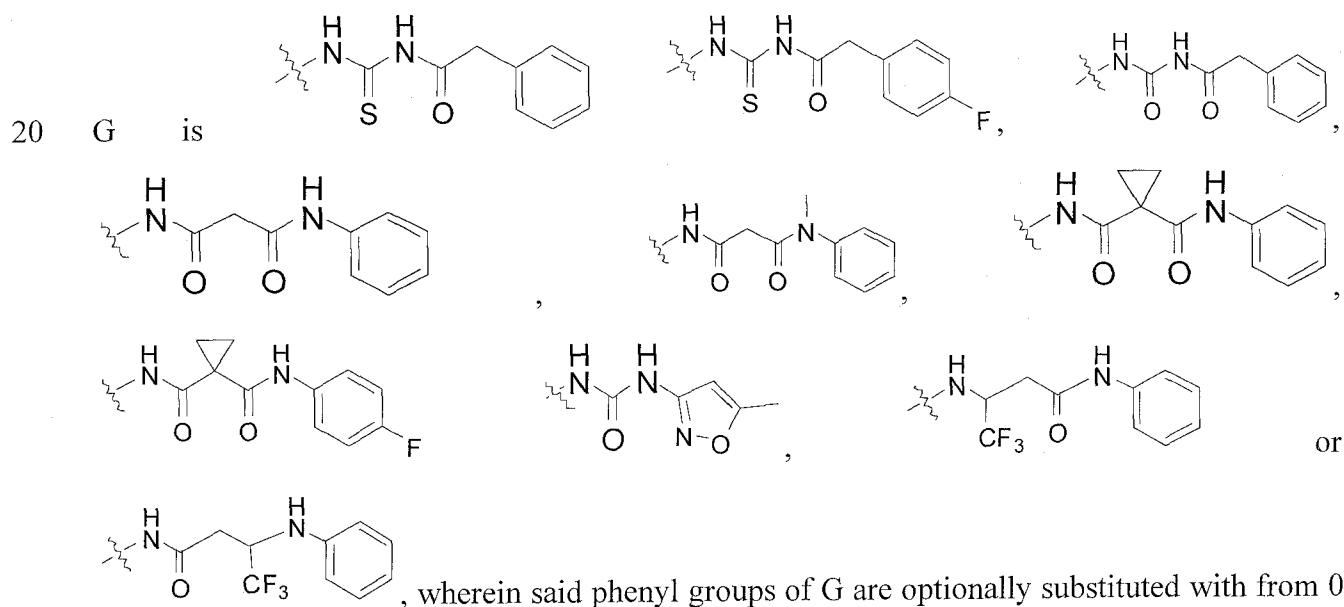
In another embodiment of the present invention,

D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected  $R^{38}$  groups, alternatively 1 to 3 independently selected  $R^{38}$  groups, and alternatively 1 or 2 independently selected  $R^{38}$  group, wherein each said  $R^{38}$  is independently selected from the group consisting of halo,  $C_1$ - $C_6$  alkyl, -  
 5  $C(O)NR^{36}R^{39}$ ,  $-C(O)O-(CH_2)_nNR^{36}R^{39}$ ,  $-(CH_2)_jNR^{39}(CH_2)_iS(O)_j(C_1-C_6\text{alkyl})$ ,  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$  and  $-C(O)(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , (for example,  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ ) wherein each j is an integer independently selected from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), i is 2 or 3,  $R^{39}$  is H or  $C_1$ - $C_6$ alkyl, and  $R^{36}$  is selected from the group  
 10 consisting of H, -OH,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_{10}$  cycloalkyl,  $-(CH_2)_{n3}(C_6-C_{10}$  aryl),  $-(CH_2)_{n3}$ (5-10 membered heterocyclyl) and  $-(CH_2)_{n3}A^4R^{37}$ , for example,  $-(CH_2)_{n3}OR^{37}$  or  $-(CH_2)_{n3}SR^{37}$ , wherein n3 is an integer ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), and  $R^{37}$  is H or  $C_1$ - $C_6$ alkyl, for example  $C_1$ - $C_6$ alkyl, alternatively  $C_1$ - $C_2$ alkyl;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-, for example, -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4  $R^2$  groups, for example with between zero and four halo; and

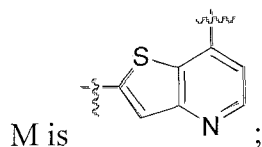


25 wherein said phenyl groups of G are optionally substituted with from 0 to 4 (alternatively 0 to 2, alternatively 1) independently selected  $R^{20}$ , wherein each  $R^{20}$  is selected from, for example, for example halogen, trihalomethyl, alkoxy, optionally substituted  $C_1$ - $C_6$ alkyl, optionally substituted  $C_2$ - $C_6$ alkenyl or optionally substituted  $C_2$ - $C_6$ alkynyl. In some

embodiments,  $R^{20}$  is halogen. In some embodiments, Ar is phenyl optionally substituted with 0 to 4  $R^2$  groups, for example with between zero and four halo.

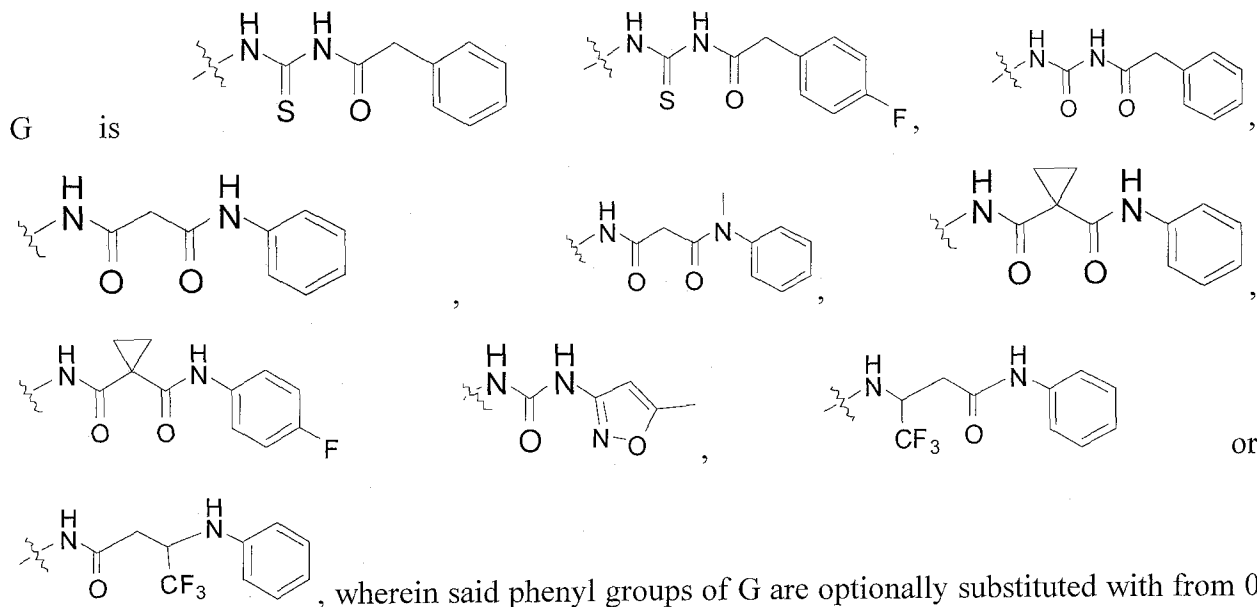
In another embodiment of the present invention,

D is phenyl or pyridyl (for example, pyridyl), each of which is optionally substituted with 1 to 5 independently selected  $R^{38}$  groups, alternatively 1 to 3 independently selected  $R^{38}$  groups, and alternatively 1 or 2 independently selected  $R^{38}$  group;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-, for example, -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4  $R^2$  groups, for example with between zero and four halo; and

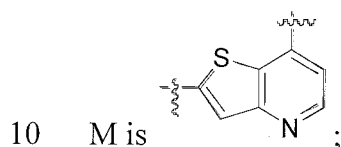


In another embodiment of the present invention,

D is phenyl or pyridyl (for example, pyridyl), each of which is optionally substituted with 1 to 5 independently selected  $R^{38}$  groups, alternatively 1 to 3 independently selected  $R^{38}$  groups, and alternatively 1 or 2 independently selected  $R^{38}$  group, wherein each said  $R^{38}$  is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -C(O)NR<sup>36</sup>R<sup>39</sup>, -C(O)O-(CH<sub>2</sub>)<sub>n</sub>NR<sup>36</sup>R<sup>39</sup>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>S(O)<sub>f</sub>(C<sub>1</sub>-C<sub>6</sub>alkyl), -

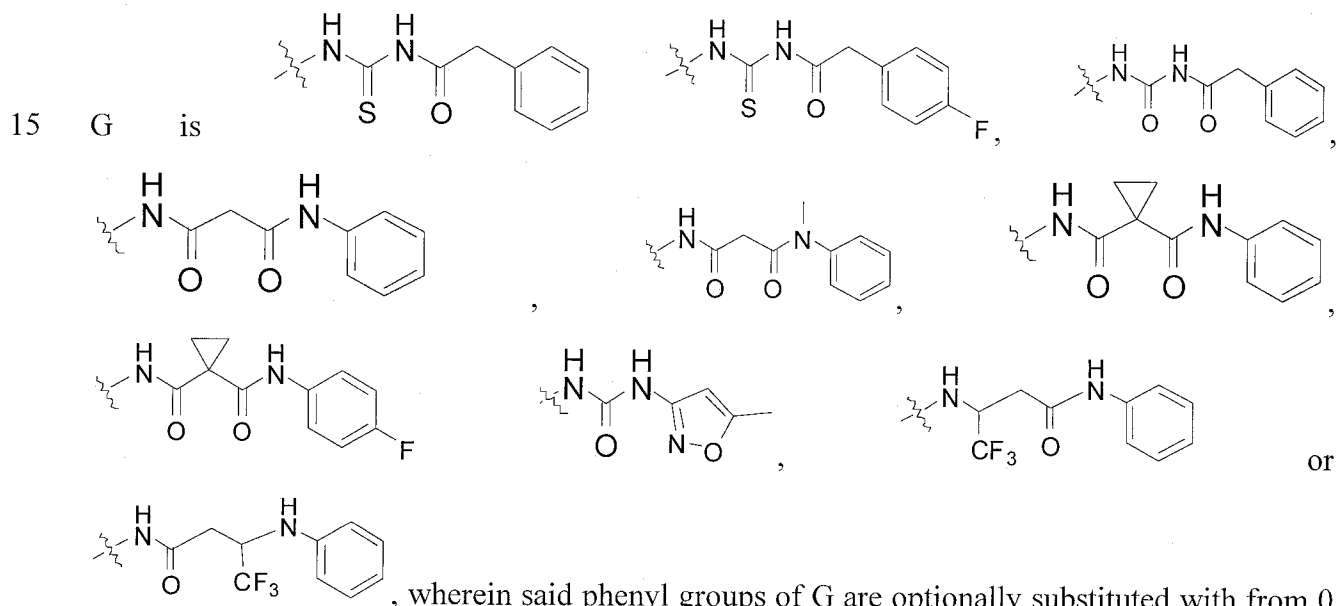


(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup> and -C(O)(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, (for example, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>)  
 wherein each j is an integer independently selected from 0 to 4 (alternatively 1 to 4, alternatively  
 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4,  
 alternatively, 1 or 2), i is 2 or 3, R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group  
 5 consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n3</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n3</sub>(5-10  
 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, for example, -(CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup> or -(CH<sub>2</sub>)<sub>n3</sub>SR<sup>37</sup>,  
 wherein n3 is an integer ranging from 0 to 6 (preferably 0 to 4, alternatively 0 to 2, alternatively  
 1 or 0, alternatively 0), and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, for example, C<sub>1</sub>-C<sub>6</sub>alkyl, alternatively C<sub>1</sub>-  
 C<sub>2</sub>alkyl;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-, for example, -O-;

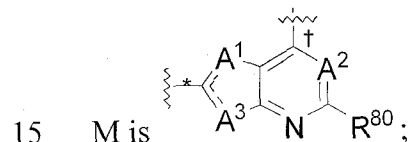
Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group  
 consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally  
 substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo; and



wherein said phenyl groups of G are optionally substituted with from 0  
 to 4 (alternatively 0 to 2, alternatively 1) independently selected R<sup>20</sup>, wherein each R<sup>20</sup> is  
 20 selected from, for example, halogen, trihalomethyl, alkoxy, optionally substituted C<sub>1</sub>-C<sub>6</sub>alkyl,  
 optionally substituted C<sub>2</sub>-C<sub>6</sub>alkenyl or optionally substituted C<sub>2</sub>-C<sub>6</sub>alkynyl. In some  
 embodiments, R<sup>20</sup> is halogen. In some embodiments, Ar is phenyl optionally substituted with 0  
 to 4 R<sup>2</sup> groups, for example with between zero and four halo.

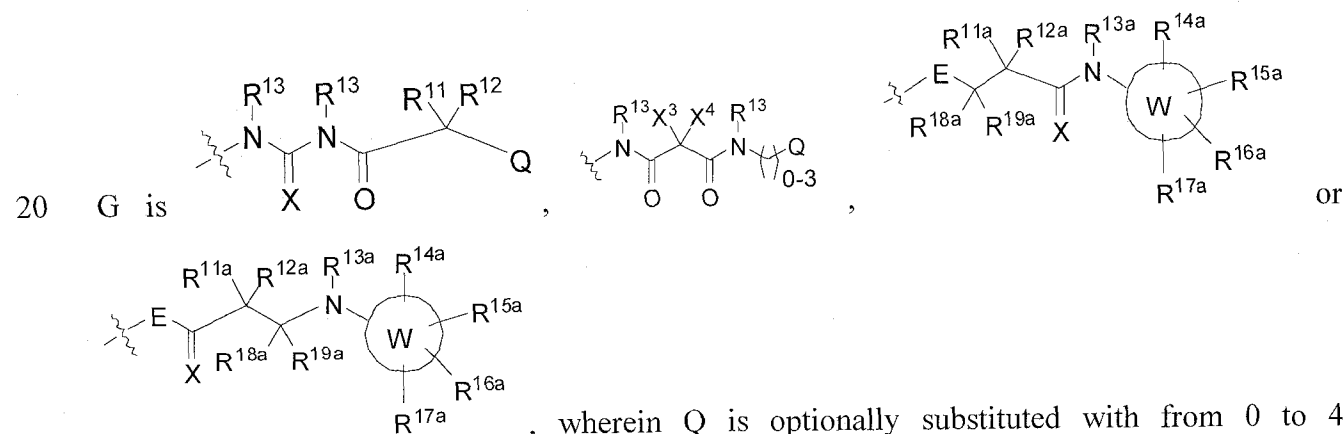
In another embodiment of the present invention,

D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> group, wherein each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, - (CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, - (CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-arylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> and -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-heteroarylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> (for example - (CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>), wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n3</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n3</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, for example, -(CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup> or -(CH<sub>2</sub>)<sub>n3</sub>SR<sup>37</sup>, wherein n3 is an integer ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, for example, C<sub>1</sub>-C<sub>6</sub>alkyl, alternatively C<sub>1</sub>-C<sub>2</sub>alkyl;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-, for example, -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo; and

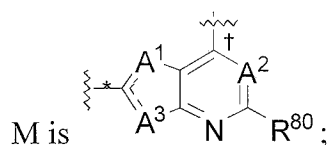


wherein Q is optionally substituted with from 0 to 4 (alternatively 0 to 2, alternatively 1) independently selected R<sup>20</sup>, wherein each R<sup>20</sup> is selected from, for example, halogen, trihalomethyl, alkoxy, optionally substituted C<sub>1</sub>-C<sub>6</sub>alkyl, optionally substituted C<sub>2</sub>-C<sub>6</sub>alkenyl or optionally substituted C<sub>2</sub>-C<sub>6</sub>alkynyl. In some embodiments, R<sup>20</sup> is halogen. In some embodiments, Ar is phenyl optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo.

In another embodiment of the present invention,

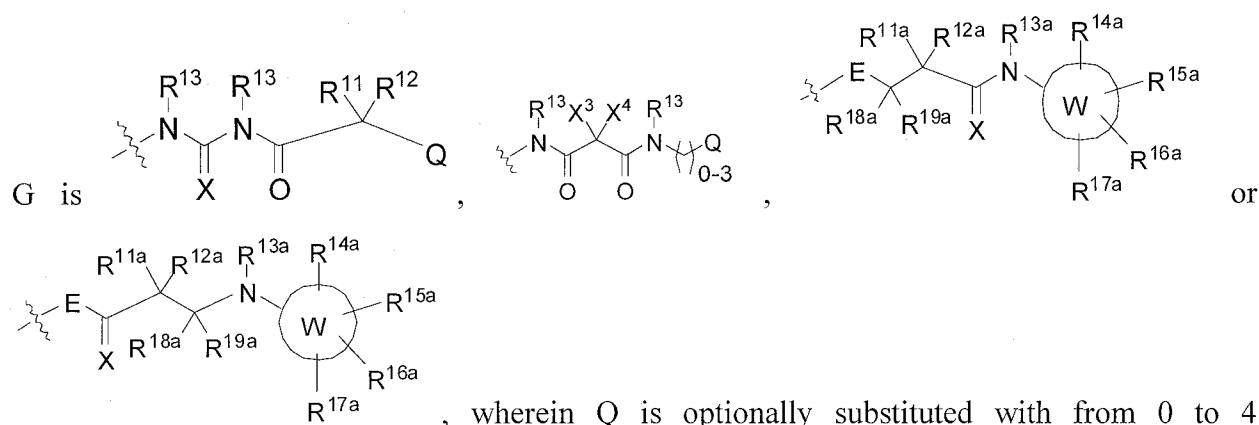
D is phenyl or pyridinyl (for example, pyridinyl), each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> group, wherein

5 each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-arylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> and -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-heteroarylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> (for example, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>), wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n3</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n3</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, for example, -(CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup> or -(CH<sub>2</sub>)<sub>n3</sub>SR<sup>37</sup>, wherein n3 is an integer ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, for example, C<sub>1</sub>-C<sub>6</sub>alkyl, 10 alternatively C<sub>1</sub>-C<sub>2</sub>alkyl;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-, for example, -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo; and 20

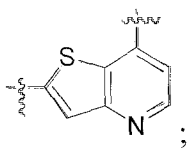


wherein Q is optionally substituted with from 0 to 4 (alternatively 0 to 2, alternatively 1) independently selected R<sup>20</sup>, wherein each R<sup>20</sup> is selected from, for example, for example halogen, trihalomethyl, alkoxy, optionally substituted C<sub>1</sub>-C<sub>6</sub>alkyl, optionally substituted C<sub>2</sub>-C<sub>6</sub>alkenyl or optionally substituted C<sub>2</sub>-C<sub>6</sub>alkynyl. In some 25 embodiments, R<sup>20</sup> is halogen. In some embodiments, Ar is phenyl optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo.

In another embodiment of the present invention,

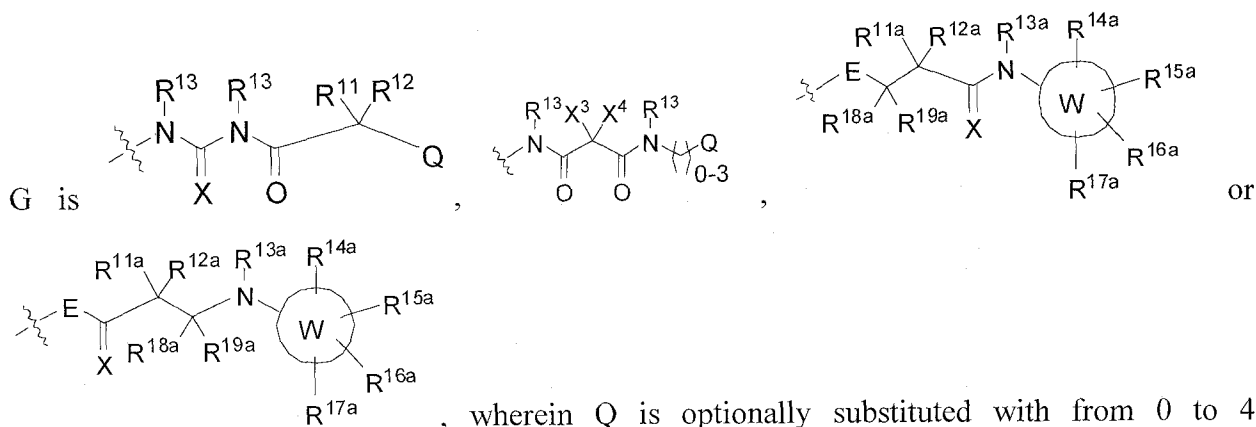
D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> group, wherein

5 each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-arylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> and -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-heteroarylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> (for example, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>), wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n3</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n3</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, for example, -(CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup> or -(CH<sub>2</sub>)<sub>n3</sub>SR<sup>37</sup>, wherein n3 is an integer ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, for example, C<sub>1</sub>-C<sub>6</sub>alkyl, 10 alternatively C<sub>1</sub>-C<sub>2</sub>alkyl;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-, for example, -O-;

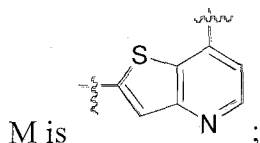
Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo; and 20



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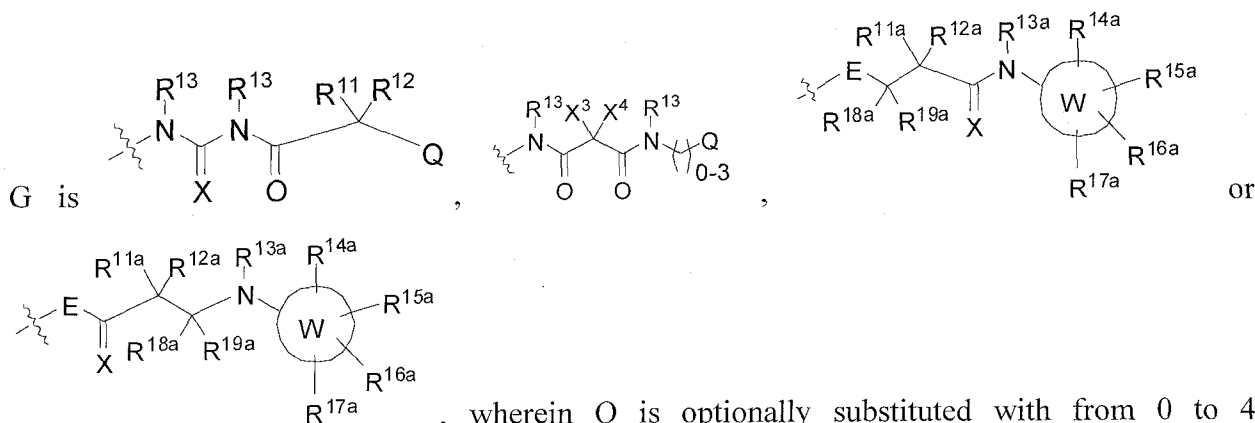
In another embodiment of the present invention,

D is phenyl or pyridinyl (for example, pyridinyl), each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> group, wherein each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-arylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> and -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-heteroarylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> (for example, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>), wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n3</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n3</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, for example, -(CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup> or -(CH<sub>2</sub>)<sub>n3</sub>SR<sup>37</sup>, wherein n3 is an integer ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, for example. C<sub>1</sub>-C<sub>6</sub>alkyl, alternatively C<sub>1</sub>-C<sub>2</sub>alkyl;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-, for example, -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo; and

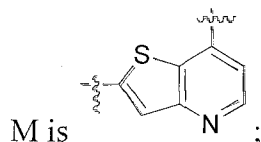


, wherein Q is optionally substituted with from 0 to 4 (alternatively 0 to 2, alternatively 1) independently selected R<sup>20</sup>, wherein each R<sup>20</sup> is selected from, for example, halogen, trihalomethyl, alkoxy, optionally substituted C<sub>1</sub>-C<sub>6</sub>alkyl, optionally substituted C<sub>2</sub>-C<sub>6</sub>alkenyl or optionally substituted C<sub>2</sub>-C<sub>6</sub>alkynyl. In some embodiments, R<sup>20</sup> is

halogen. In some embodiments, Ar is phenyl optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo.

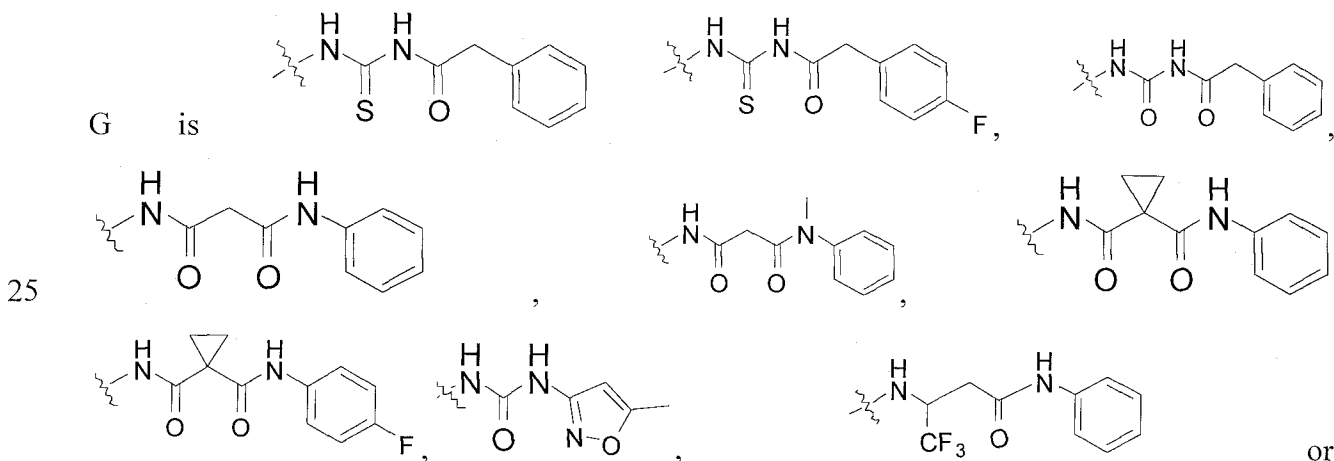
In another embodiment of the present invention,

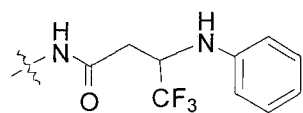
- 5 D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, alternatively 1 to 3 independently selected R<sup>38</sup> groups, and alternatively 1 or 2 independently selected R<sup>38</sup> group, wherein each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -  
 10 (CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-  
 arylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> and -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-heteroarylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> (for example, -  
 (CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>), wherein j is an integer from 0 to 4 (alternatively 1  
 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6,  
 alternatively 2 to 4, alternatively, 1 or 2), R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the  
 15 group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n3</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n3</sub>(5-  
 10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, for example, -(CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup> or -(CH<sub>2</sub>)<sub>n3</sub>SR<sup>37</sup>,  
 wherein n3 is an integer ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2,  
 alternatively 1 or 0, alternatively 0), and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, for example, C<sub>1</sub>-C<sub>6</sub>alkyl,  
 alternatively C<sub>1</sub>-C<sub>2</sub>alkyl;



- 20 Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-, for example, -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups, for example with between zero and four halo; and

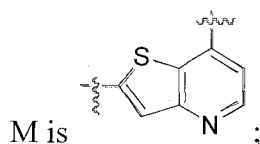




, wherein said phenyl groups of G are optionally substituted with from 0 to 4 (alternatively 0 to 2, alternatively 1) independently selected  $R^{20}$ , wherein each  $R^{20}$  is selected from, for example, halogen, trihalomethyl, alkoxy, optionally substituted  $C_1$ - $C_6$ alkyl, optionally substituted  $C_2$ - $C_6$ alkenyl or optionally substituted  $C_2$ - $C_6$ alkynyl. In some 5 embodiments,  $R^{20}$  is halogen. In some embodiments, Ar is phenyl optionally substituted with 0 to 4  $R^2$  groups, for example with between zero and four halo.

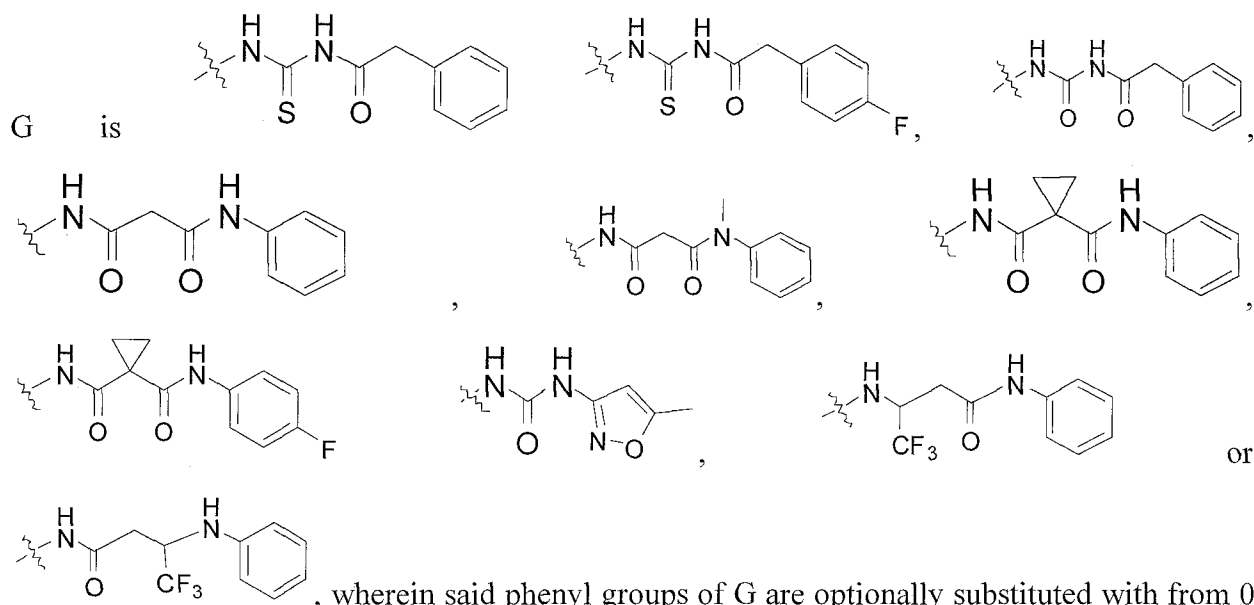
In another embodiment of the present invention,

D is phenyl or pyridinyl (for example, pyridinyl), each of which is optionally substituted with 1 10 to 5 independently selected  $R^{38}$  groups, alternatively 1 to 3 independently selected  $R^{38}$  groups, and alternatively 1 or 2 independently selected  $R^{38}$  group, wherein each said  $R^{38}$  is independently selected from the group consisting of halo,  $C_1$ - $C_6$  alkyl,  $-(CH_2)_nP(=O)(C_1-C_6alkyl)_2$ ,  $-(CH_2)_jNR^{39}CH_2(CH_2)_nP(=O)(C_1-C_6alkyl)_2$ ,  $-NR^{13}C(X^1)NR^{13}$ - 15 aryIP(=O)( $C_1$ - $C_6alkyl$ ) $_2$  and  $-NR^{13}C(X^1)NR^{13}$ -heteroaryIP(=O)( $C_1$ - $C_6alkyl$ ) $_2$  (for example,  $-(CH_2)_jNR^{39}CH_2(CH_2)_nP(=O)(C_1-C_6alkyl)_2$ ), wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2),  $R^{39}$  is H or  $C_1$ - $C_6$ alkyl, and  $R^{36}$  is selected from the group consisting of H, -OH,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_{10}$  cycloalkyl,  $-(CH_2)_{n3}(C_6-C_{10}$  aryl),  $-(CH_2)_{n3}$ (5- 20 10 membered heterocyclyl) and  $-(CH_2)_{n3}A^4R^{37}$ , for example,  $-(CH_2)_{n3}OR^{37}$  or  $-(CH_2)_{n3}SR^{37}$ , wherein n3 is an integer ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), and  $R^{37}$  is H or  $C_1$ - $C_6$ alkyl, for example,  $C_1$ - $C_6$ alkyl, alternatively  $C_1$ - $C_2$ alkyl;



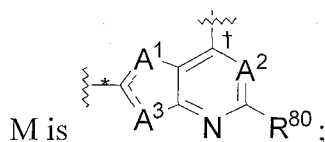
Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N( $R^5$ )-, for example, -O-;

25 Ar is a 6-membered aryl or 6-membered heteroaryl, for example selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, each of which is optionally substituted with 0 to 4  $R^2$  groups, for example with between zero and four halo; and



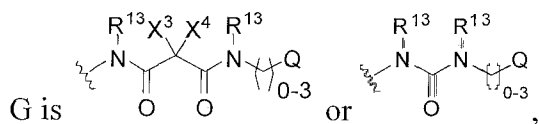
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10 In another embodiment of the present invention, D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 or 2 independently selected  $R^{38}$  groups;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N( $R^5$ )-;

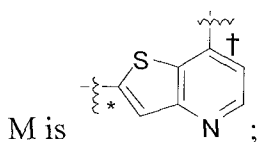
15 Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4  $R^2$  groups; and



wherein Q is optionally substituted with from 0 to 4 independently selected  $R^{20}$ .

In another embodiment of the present invention,

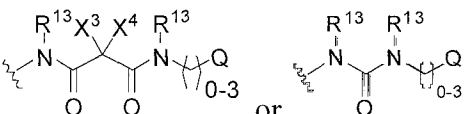
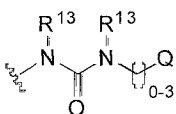
20 D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 or 2 independently selected  $R^{38}$  groups;





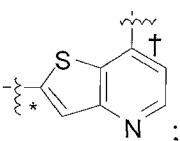
Z is -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and

G is  or , wherein Q is optionally substituted with from 0 to 4 independently selected R<sup>20</sup>.

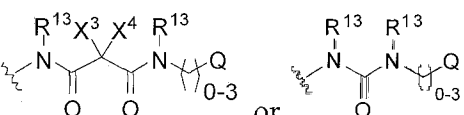
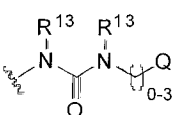
In another embodiment of the present invention,

D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 or 2 independently selected R<sup>38</sup> groups, wherein R<sup>38</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl or -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), and the -(CH<sub>2</sub>)<sub>n</sub>- group is optionally substituted with C<sub>1</sub>-C<sub>6</sub>alkyl (for example Me), R<sup>36</sup> is -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, for example -(CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup>, wherein each n3 is an integer independently ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), wherein the R<sup>37</sup> is optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, and R<sup>39</sup> is H or -C(O)-C<sub>1</sub>-C<sub>3</sub>alkyl (for example, -C(O)-CH<sub>3</sub>);

M is 

Z is -O-;

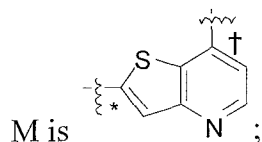
Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and

G is  or , wherein Q is optionally substituted with from 0 to 4 independently selected R<sup>20</sup>.

In another embodiment of the present invention,

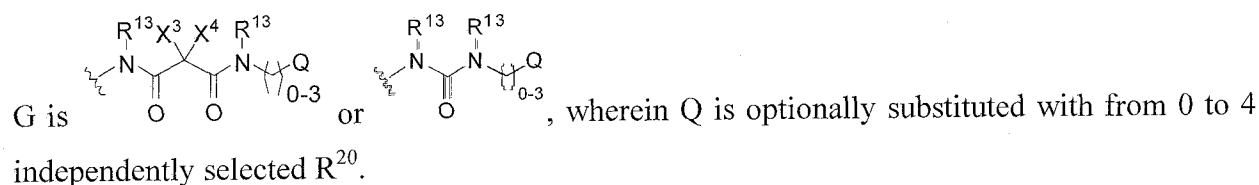
D is imidazolyl, pyridinyl or phenyl, each of which is optionally substituted with 1 or 2 independently selected R<sup>38</sup> groups, wherein R<sup>38</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl or -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), and the -(CH<sub>2</sub>)<sub>n</sub>- group is optionally substituted with C<sub>1</sub>-C<sub>6</sub>alkyl, for example Me, R<sup>36</sup> is -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, for example -(CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup> wherein each n3 is an integer independently ranging from 0 to 6

(alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), wherein the R<sup>37</sup> is optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, and R<sup>39</sup> is H or -C(O)-C<sub>1</sub>-C<sub>3</sub>alkyl (for example, -C(O)-CH<sub>3</sub>);



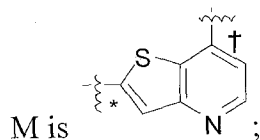
5 Z is -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and



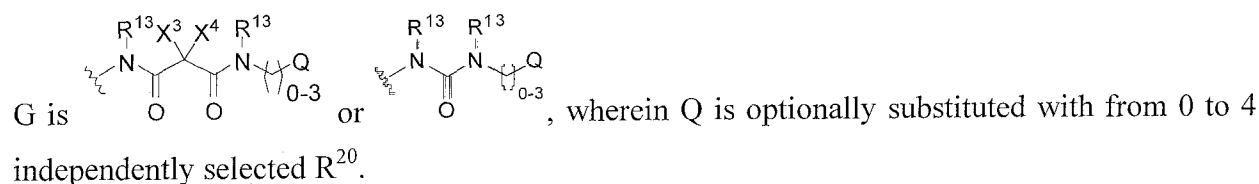
10 In another embodiment of the present invention,

D is imidazolyl substituted with C<sub>1</sub>-C<sub>6</sub>alkyl (for example Me) and -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), and R<sup>36</sup> is -(CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup> wherein each n<sub>3</sub> is an integer independently ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), wherein the R<sup>37</sup> is optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, and R<sup>39</sup> is H;



Z is -O-;

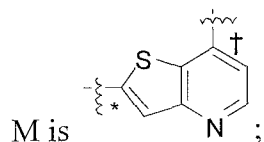
20 Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and



In another embodiment of the present invention,

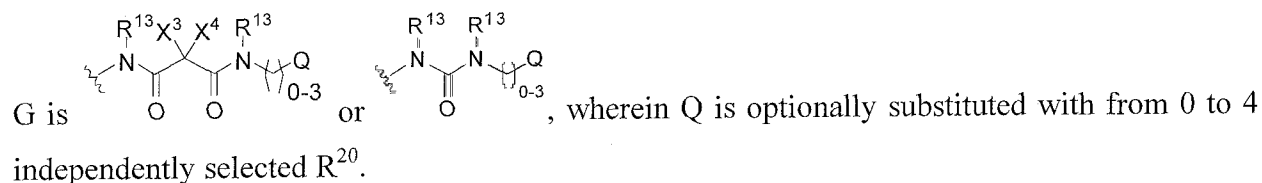
25 D is imidazolyl substituted on a nitrogen atom with C<sub>1</sub>-C<sub>6</sub>alkyl (for example Me) and on a carbon atom with -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), and R<sup>36</sup> is -(CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup> wherein each n<sub>3</sub> is an integer

independently ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), wherein the  $R^{37}$  is optionally substituted  $C_1$ - $C_6$  alkyl, and  $R^{39}$  is H;



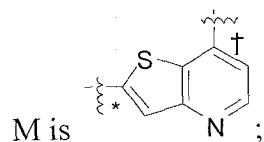
5 Z is -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4  $R^2$  groups; and



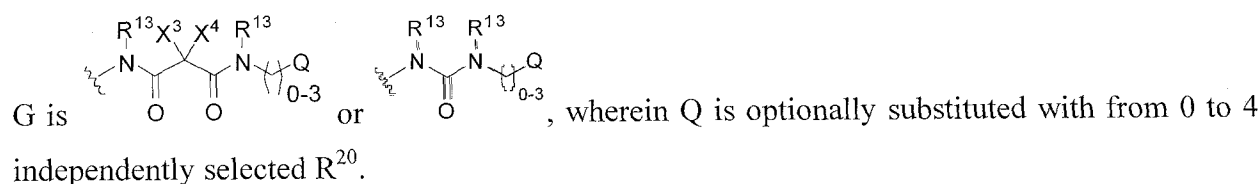
10 In another embodiment of the present invention,

D is imidazolyl substituted with  $C_1$ - $C_6$ alkyl (for example Me) and  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), and  $R^{36}$  is  $-(CH_2)_{n3}OR^{37}$  wherein each  $n3$  is an integer independently ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), wherein the  $R^{37}$  is optionally substituted  $C_1$ - $C_6$  alkyl, and  $R^{39}$  is H;



Z is -O-;

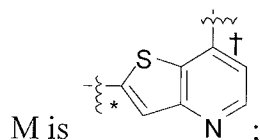
20 Ar is phenyl substituted with at least one halogen, for example, one F; and



In another embodiment of the present invention,

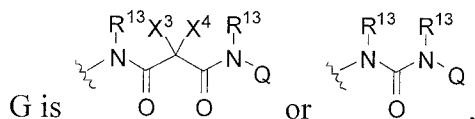
D is imidazolyl substituted with  $C_1$ - $C_6$ alkyl (for example Me) and  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), and  $R^{36}$  is  $-(CH_2)_{n3}OR^{37}$  wherein each  $n3$  is an integer independently ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0);

4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), wherein the R<sup>37</sup> is optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, and R<sup>39</sup> is H;



5 Z is -O-;

Ar is phenyl substituted with at least one halogen, for example, one F;



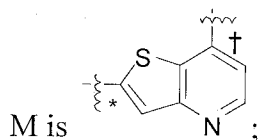
wherein

R<sup>13</sup> is H; and

10 Q is optionally substituted with from 0 to 4 independently selected R<sup>20</sup>.

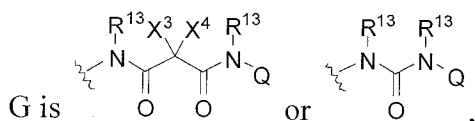
In another embodiment of the present invention,

D is imidazolyl substituted with C<sub>1</sub>-C<sub>6</sub>alkyl (for example Me) and -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), and R<sup>36</sup> is -  
 15 (CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup> wherein each n<sub>3</sub> is an integer independently ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), wherein the R<sup>37</sup> is optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, and R<sup>39</sup> is H;



20 Z is -O-;

Ar is phenyl substituted with at least one halogen, for example, one F;



wherein

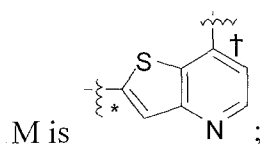
R<sup>13</sup> is H;

25 X<sup>3</sup> and X<sup>4</sup> are each H or taken together with the carbon to which they are attached are cyclopropyl; and

Q is cycloalkyl, heteroaryl or phenyl, optionally substituted with from 0 to 4 independently selected R<sup>20</sup>.

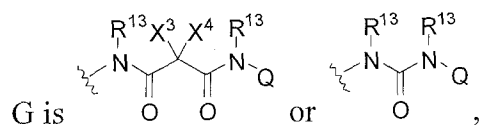
In another embodiment of the present invention,

D is imidazolyl substituted with  $C_1$ - $C_6$ alkyl (for example Me) and  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), and  $R^{36}$  is -  
 5  $(CH_2)_{n3}OR^{37}$  wherein each  $n3$  is an integer independently ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), wherein the  $R^{37}$  is optionally substituted  $C_1$ - $C_6$  alkyl (for example Me), and  $R^{39}$  is H;



10 Z is -O-;

Ar is phenyl substituted with at least one halogen, for example, one F;



wherein

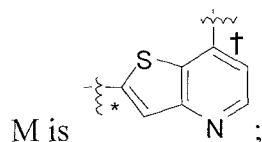
$R^{13}$  is H;

15  $X^3$  and  $X^4$  are each H or taken together with the carbon to which they are attach are cyclopropyl; and

Q is cyclopropyl, isoxazole or phenyl, optionally substituted with from 0 to 2 independently selected  $R^{20}$ , for example halogen (for example F),  $C_1$ - $C_6$ alkyl or  $-CF_3$ .

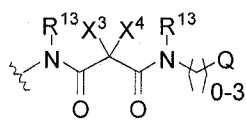
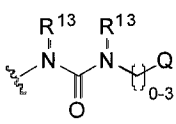
In another embodiment of the present invention,

20 D is pyridinyl substituted with  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), and  $R^{36}$  is  $-(CH_2)_{n3}OR^{37}$  wherein each  $n3$  is an integer independently ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), wherein the  $R^{37}$  is optionally substituted  $C_1$ - $C_6$  alkyl, and  
 25  $R^{39}$  is H;



Z is -O-;

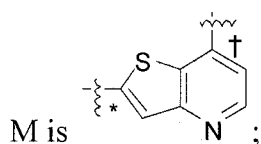
Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with  
 30 0 to 4  $R^2$  groups; and

G is  or , wherein Q is optionally substituted with from 0 to 4 independently selected R<sup>20</sup>.

In another embodiment of the present invention,

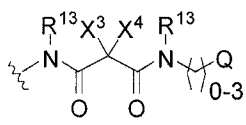
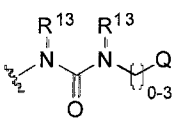
D is pyridinyl substituted with  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), and R<sup>36</sup> is  $-(CH_2)_{n3}OR^{37}$  wherein each n3 is an integer independently ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), wherein the R<sup>37</sup> is optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, and R<sup>39</sup> is H;

10



Z is -O-;

Ar is phenyl substituted with at least one halogen, for example, one F; and

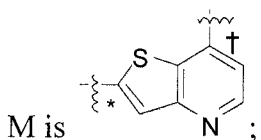
G is  or , wherein Q is optionally substituted with from 0 to 4 independently selected R<sup>20</sup>.

15

In another embodiment of the present invention,

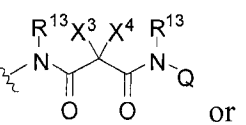
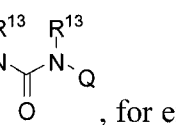
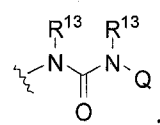
D is pyridinyl substituted with  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), and R<sup>36</sup> is  $-(CH_2)_{n3}OR^{37}$  wherein each n3 is an integer independently ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), wherein the R<sup>37</sup> is optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, and R<sup>39</sup> is H;

20



25 Z is -O-;

Ar is phenyl substituted with at least one halogen, for example, one F;

G is  or , for example, 

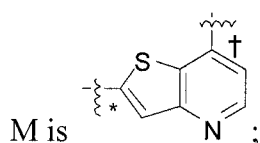
wherein

R<sup>13</sup> is H; and

Q is optionally substituted with from 0 to 4 independently selected R<sup>20</sup>.

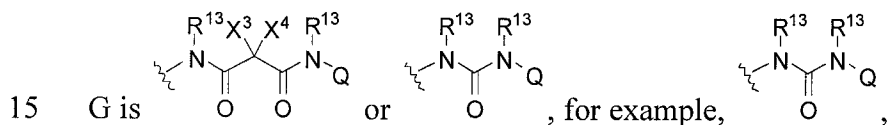
In another embodiment of the present invention,

- 5 D is pyridinyl substituted with  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), and R<sup>36</sup> is  $-(CH_2)_{n3}OR^{37}$  wherein each n3 is an integer independently ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), wherein the R<sup>37</sup> is optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, and
- 10 R<sup>39</sup> is H;



Z is -O-;

Ar is phenyl substituted with at least one halogen, for example, one F;



wherein

R<sup>13</sup> is H;

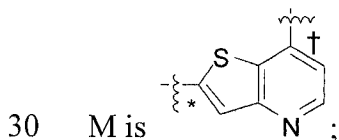
X<sup>3</sup> and X<sup>4</sup> are each H or taken together with the carbon to which they are attached are cyclopropyl;

and

- 20 Q is cycloalkyl, heteroaryl or phenyl, optionally substituted with from 0 to 4 independently selected R<sup>20</sup>.

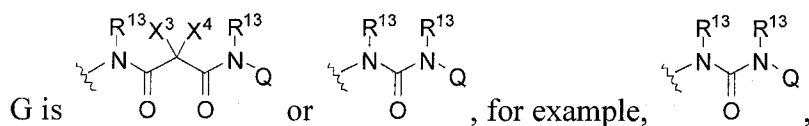
In another embodiment of the present invention,

- D is pyridinyl substituted with  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4 (alternatively 1 to 4, alternatively 1 or 2, alternatively 1), n is an integer from 0 to 6 (alternatively 2 to 6, alternatively 2 to 4, alternatively, 1 or 2), and R<sup>36</sup> is  $-(CH_2)_{n3}OR^{37}$  wherein each n3 is an integer independently ranging from 0 to 6 (alternatively 0 to 4, alternatively 0 to 2, alternatively 1 or 0, alternatively 0), wherein the R<sup>37</sup> is optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl (preferably Me), and R<sup>39</sup> is H;



Z is -O-;

Ar is phenyl substituted with at least one halogen, for example, one F;



wherein

5 R<sup>13</sup> is H or C<sub>1</sub>-C<sub>6</sub> alkyl;

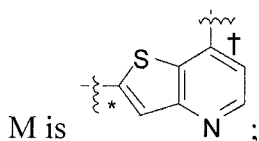
X<sup>3</sup> and X<sup>4</sup> are each H or taken together with the carbon to which they are attached are cyclopropyl; and

10 Q is cyclopropyl, cyclopentyl, cyclohexyl, pyridine or phenyl, optionally substituted with from 0 to 2 independently selected R<sup>20</sup>, for example halogen (for example F), C<sub>1</sub>-C<sub>6</sub>alkyl, -S(O)<sub>2</sub>(C<sub>1</sub>-C<sub>6</sub>)alkyl, -C(O)NH<sub>2</sub>, -C(O)(C<sub>1</sub>-C<sub>6</sub>)alkyl or -CF<sub>3</sub>.

In another embodiment of the present invention,

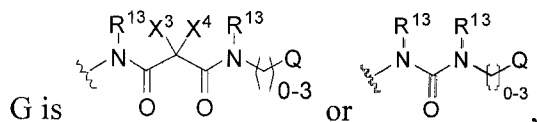
D is tetrahydropyridine substituted with -C(O)(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and R<sup>36</sup> is -(CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup> wherein n3 is an integer ranging from 0 to 6, wherein the R<sup>37</sup> is optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, and R<sup>39</sup> is H;

15



Z is -O-;

Ar is phenyl substituted with at least one halogen; and

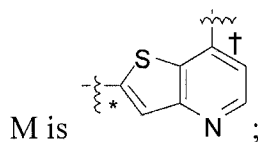


20 Q is cycloalkyl, heteroaryl or phenyl (for example cyclopropyl, phenyl or isoxazole), optionally substituted with from 0 to 4 independently selected R<sup>20</sup> (for example halogen, -CF<sub>3</sub> or -C<sub>1</sub>-C<sub>6</sub>alkyl).

In another embodiment of the present invention

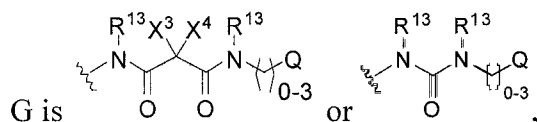
25 D is tetrahydropyridine substituted on nitrogen with -C(O)(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and R<sup>36</sup> is -(CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup> wherein n3 is an integer ranging from 0 to 6, wherein the R<sup>37</sup> is optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, and R<sup>39</sup> is H;





Z is -O-;

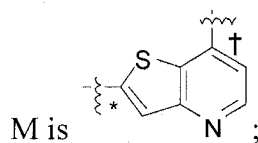
Ar is phenyl substituted with at least one halogen; and



- 5 Q is cycloalkyl, heteroaryl or phenyl (for example cyclopropyl, phenyl or isoxazole), optionally substituted with from 0 to 4 independently selected  $R^{20}$  (for example halogen,  $-CF_3$  or  $-C_1-C_6$ alkyl).

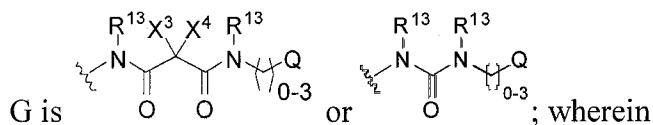
In another embodiment of the present invention,

- 10 D is phenyl substituted with  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and the  $-(CH_2)_n-$  group is optionally substituted with  $C_1-C_6$ alkyl,  $R^{36}$  is  $-(CH_2)_{n3}OR^{37}$ , wherein  $n3$  is an integer ranging from 0 to 6, the  $R^{37}$  is optionally substituted  $C_1-C_6$  alkyl, and  $R^{39}$  is H or  $-C(O)-C_1-C_3$ alkyl;



- 15 Z is -O-;

Ar is phenyl substituted with at least one halogen; and



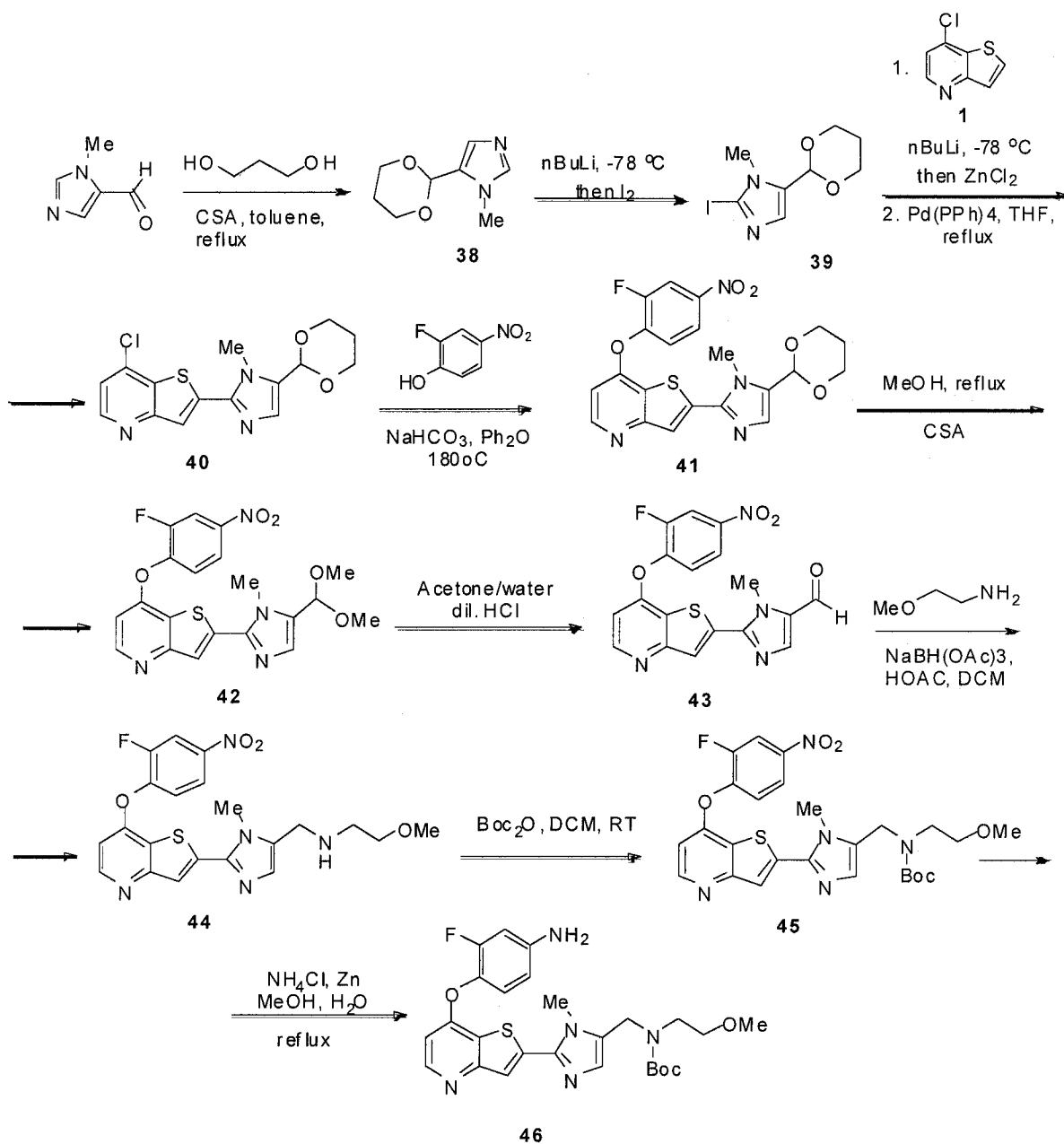
- 20 Q is phenyl or isoxazole optionally substituted with from 0 to 4 independently selected halogen or  $C_1-C_6$ alkyl;
- R<sup>13</sup> is H; and
- $X^3$  and  $X^4$  are each H or taken together with the carbon to which they are attached are cyclopropyl.

- 25 Certain compounds of above formulas may generally be prepared according to the following Schemes. Tautomers and solvates (e.g., hydrates) of the compounds of above formulas are also within the scope of the present invention. Methods of solvation are generally known in the art. Accordingly, the compounds of the present invention may be in the free, hydrate or salt form, and may be obtained by methods exemplified by the following schemes below.



## Particular examples

## Scheme 1



5 *tert*-Butyl (2-(7-(4-amino-2-fluorophenoxy)thieno[3,2-b]pyridin-2-yl)-1-methyl-1H-imidazol-5-yl)methyl(2-methoxyethyl)carbamate (**46**)

Step 1. 5-(1,3-Dioxan-2-yl)-1-methyl-1H-imidazole (**38**) [Shafiee A., Rastkary N., Jorjani M., Shafaghi B., *Arch.Pharm.Pharm.Med.Chem.* 2002, 2, 69-76]

10 To a solution of 1-methyl-1H-imidazole-5-carbaldehyde (2.9 g, 26.3 mmol) in toluene (20 mL) was added propane-1,3-diol (4.01 g, 52.7 mmol) and CSA (0.306g, 1.317 mmol) and the reaction mixture was heated to reflux with azeotropic removal of the evolved water for 24 hours. The reaction mixture was cooled to RT, diluted with DCM and washed with  $\text{NaHCO}_3$  solution.

It was then dried over Na<sub>2</sub>SO<sub>4</sub>, filtered and concentrated. Purification by column chromatography (80% EtOAc in Hexane to EtOAc) afforded **38** (2.53 g, 57% yield) as a yellow oil which solidified on standing to a yellow solid. MS (m/z): 169.2 (M+H).

Step 2. 5-(1,3-Dioxan-2-yl)-2-iodo-1-methyl-1H-imidazole (**39**).

5 To a solution of **38** (295 g, 1.754 mmol) in dry THF (10 mL) at -78°C was added n-BuLi (0.772 mL, 1.929 mmol, 2.5 M solution in hexanes) and the reaction mixture was stirred for 20 min. Iodine (445 mg, 1.754 mmol) in THF (2 mL) was slowly added dropwise while maintaining the temperature at -78°C and the reaction mixture was stirred for a further 30 min, and was quenched by the addition of water and then extracted with EtOAc. The organic phase was,  
10 washed with sodium thiosulfate solution, separated, dried over Na<sub>2</sub>SO<sub>4</sub>, filtered and concentrated. Purification by column chromatography (20% EtOAc/Hexane) afforded **39** (305 mg, 59% yield) as a white solid. MS (m/z): 294.1 (M+H).

Step 3. 2-(5-(1,3-Dioxan-2-yl)-1-methyl-1H-imidazol-2-yl)-7-chlorothieno[3,2-b]pyridine (**40**).

To a solution of 7-chlorothieno[3,2-b]pyridine (**1**) [Klemm, L. H.; Louris, J. N.; Boisvert,  
15 W.; Higgins, C.; Muchiri, D. R.; *J. Heterocyclic Chem.*, 22, **1985**, 1249-1252] (11.7 g, 69.0 mmol) in THF (300 mL) was added, at -78°C, a solution of n-BuLi (30.46 mL, 76 mmol, 2.5 M in hexanes) and the reaction mixture was stirred for 10 min. A solution of ZnCl<sub>2</sub> (76.15 mL, 76 mmol, 1.0 M in Et<sub>2</sub>O) was added and the mixture was stirred at RT for 10 min. Pd(PPh<sub>3</sub>)<sub>4</sub> (2.287 mg, 0.104 mmol) was added along with a solution of **39** (5.82 g, 19.79 mmol) in THF (20 mL)  
20 and the reaction mixture was heated to reflux under an atmosphere of N<sub>2</sub> gas for 4 hours. The reaction was then cooled to RT, and diluted with ammonium hydroxide and EtOAc. The organic phase was collected, dried over Na<sub>2</sub>SO<sub>4</sub>, filtered and concentrated. The resultant material was triturated with Et<sub>2</sub>O to afford the title compound **40** (5.79g, 87% yield) as a white solid. MS (m/z): 336.1 (M+H).

25 Step 4. 2-(5-(1,3-Dioxan-2-yl)-1-methyl-1H-imidazol-2-yl)-7-(2-fluoro-4-nitrophenoxy)thieno[3,2-b]pyridine. (**41**).

A mixture of **40** (5.9 g, 17.57 mmol), 2-fluoro-4-nitrophenol (5.52 g, 35.1 mmol) and NaHCO<sub>3</sub> (1.346 g, 16.02 mmol) in Ph<sub>2</sub>O (7 mL) was heated to 180°C for 4 hours. The reaction mixture was cooled to RT and diluted with DCM, filtered and concentrated. Purification of the  
30 residue by column chromatography (eluent EtOAc) afforded **41** (2.5 g, 31% yield) as a yellow solid. MS (m/z): 457.1 (M+H).

Step 5. 2-(5-(Dimethoxymethyl)-1-methyl-1H-imidazol-2-yl)-7-(2-fluoro-4-nitrophenoxy)thieno[3,2-b]pyridine (**42**).

To a solution of **41** (2.5 g, 5.48 mmol) in MeOH (200 mL) was added CSA (127 mg, 0.548  
35 mmol) and the reaction mixture was heated to reflux for 5 hours. It was then cooled to RT and

solid NaHCO<sub>3</sub> was added. The mixture was filtered and the filtrate was concentrated to dryness. The residual solid was dissolved in DCM, washed with water, dried over Na<sub>2</sub>SO<sub>4</sub>, filtered and concentrated. The resultant solid was triturated with Et<sub>2</sub>O to afford **42** (1.8 g, 74% yield) which was used without any further purification. MS (m/z): 445.1 (M+H).

5 Step 6. 2-(7-(2-Fluoro-4-nitrophenoxy)thieno[3,2-b]pyridin-2-yl)-1-methyl-1H-imidazole-5-carbaldehyde (**43**).

To a solution **42** (1.8 g, 4.05 mmol) in acetone (100 mL) and water (100 mL) was added diluted HCl (20 mL, 2M, 40.0 mmol) and the reaction mixture was stirred at RT overnight. It was then concentrated to dryness. The residual solid was dissolved in DCM, washed with water,  
10 dried over Na<sub>2</sub>SO<sub>4</sub>, filtered and concentrated. The resultant solid was triturated with Et<sub>2</sub>O to afford **43** (1.3 g, 81% yield), which used without additional purification. MS (m/z): 399.2 (M+H).

Step 7. N-((2-(7-(2-Fluoro-4-nitrophenoxy)thieno[3,2-b]pyridin-2-yl)-1-methyl-1H-imidazol-5-yl)methyl)-2-methoxyethanamine (**44**)

15 To a suspension of **43** (1.3 g, 3.26 mmol) in dry DCM (50 mL) at RT was added 2-methoxyethanamine (1.226 g, 16.32 mmol), acetic acid (0.98 g, 16.32 mmol) and sodium triacetoxyborohydride (3.46 g, 16.32 mmol), and the reaction mixture was stirred at RT for 24 hours. It was then diluted with additional DCM and washed with saturated NaHCO<sub>3</sub> solution, dried over Na<sub>2</sub>SO<sub>4</sub>, filtered and concentrated to dryness to afford **44** (1.5 g, 100% yield) as an  
20 yellow oil which was used crude in the next step with no additional purification. MS (m/z): 458.2 (M+H).

Step 8. *tert*-Butyl (2-(7-(2-fluoro-4-nitrophenoxy)thieno[3,2-b]pyridin-2-yl)-1-methyl-1H-imidazol-5-yl)methyl(2-methoxyethyl)carbamate (**45**)

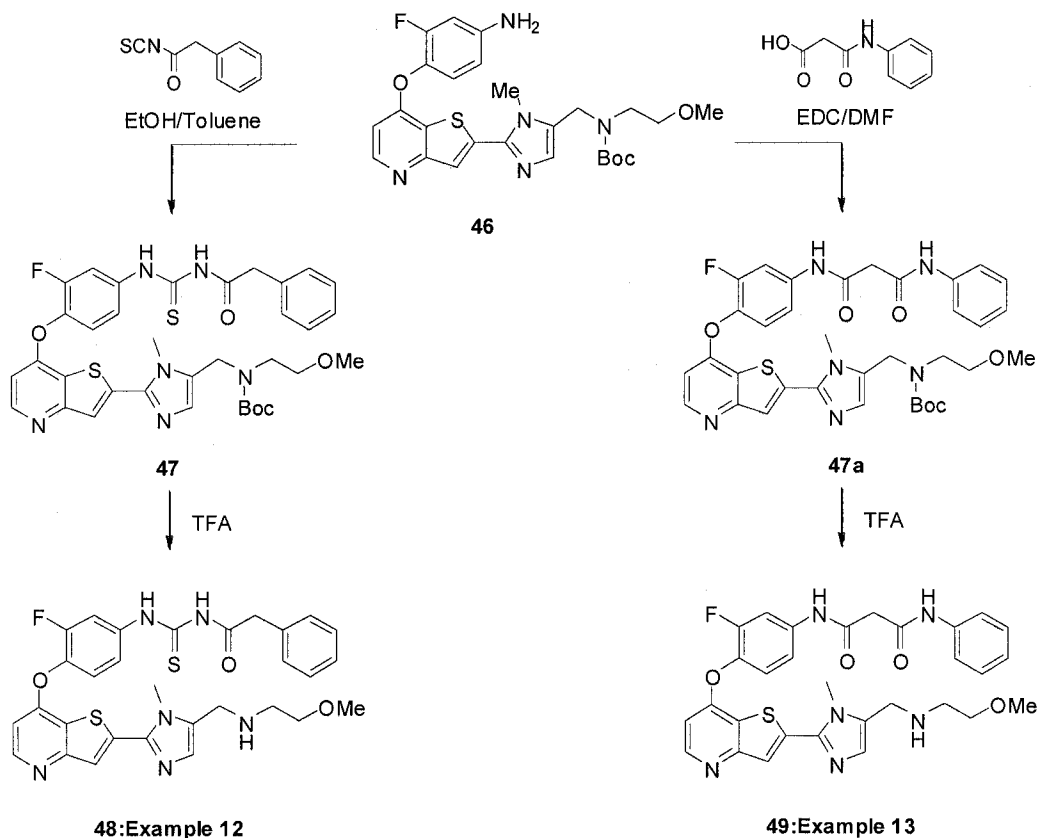
To a solution of **44** (1.5 g, 3.28 mmol) in DCM (50 mL) at RT was added Boc<sub>2</sub>O (1.073  
25 mg, 4.92 mmol) and the reaction mixture was stirred at RT overnight. The mixture was concentrated to dryness and the residue was purified by column chromatography (eluent EtOAc) to afford **45** (1.3 g, 71% yield) as a yellow solid. MS (m/z): 558.2 (M+H).

Step 9. *tert*-Butyl (2-(7-(4-amino-2-fluorophenoxy)thieno[3,2-b]pyridin-2-yl)-1-methyl-1H-imidazol-5-yl)methyl(2-methoxyethyl)carbamate (**46**).

30 To a solution of **45** (1.1 g, 0.717 mmol) in MeOH (30 mL) and water (10 mL) was added ammonium chloride (211 mg, 3.95 mmol) and zinc (1.61 g, 17.76 mmol) and the reaction mixture was heated to reflux for 24 hours. The reaction mixture was cooled to RT then concentrated to dryness. The residue was partitioned between DCM and water and the organic phase was collected, dried over Na<sub>2</sub>SO<sub>4</sub>, filtered and concentrated to afford the title compound

**46** (1.04 g, 100% yield), which was used crude in the next step with no additional purification. MS (m/z): 528.1 (M+H).

### Scheme 2



5

### Example 12

*N*-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenylcarbamothioyl)-2-phenylacetamide (**48**)

Step 10. *tert*-Butyl (2-(7-(2-fluoro-4-(3-(2-phenylacetyl)thioureido)phenoxy)thieno[3,2-b]pyridin-2-yl)-1-methyl-1H-imidazol-5-yl)methyl(2-methoxyethyl)carbamate (**47**).

To a solution of **46** (375 mg, 0.711 mmol) in a mixture of EtOH (5 mL) and toluene (5 mL) at RT was added phenylacetyl isothiocyanate (189 mg, 1.066 mmol) and the reaction mixture was stirred at RT for 3 hours. The mixture was concentrated to dryness then purified by column chromatography (eluent a gradient of 80% EtOAc in hexane to EtOAc), to afford **47** (400 mg, 80%) as a red solid. MS (m/z): 705.2 (M+H).

Step 11. *N*-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenylcarbamothioyl)-2-phenylacetamide (**48**)

To a solution of **47** (400 mg, 0.568 mmol) in toluene (10 mL) was added TFA (0.874 mL, 11.35 mmol) and the reaction mixture was stirred at RT overnight. The mixture was concentrated to dryness and the residue was purified by Gilson Reverse Phase HPLC (Aquasil

C<sub>18</sub>, elient a linear gradient of 35% MeOH in water to 95% MeOH in water with 0.05% of formic acid, 60 min run) to afford **48** as a white solid, (305 mg, 65% yield) as the TFA salt. MS (m/z): 605.3 (M+H).

### Example 13

5 N<sup>1</sup>-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N<sup>3</sup>-phenylmalonamide (49)

Step 1. tert-Butyl (2-(7-(2-fluoro-4-(3-oxo-3-(phenylamino)propanamido)phenoxy)thieno[3,2-b]pyridin-2-yl)-1-methyl-1H-imidazol-5-yl)methyl(2-methoxyethyl)carbamate (47a).

10 To a solution of **46** (333 mg, 0.631 mmol) in DMF (8 mL) at RT was added 3-oxo-3-(phenylamino)propanoic acid (226 mg, 2 eq, 1.262 mmol) and EDC (242 mg, 2 eq, 1.262 mmol), and the reaction mixture was stirred at RT for 24 hours. It was then concentrated to dryness then purified by column chromatography (eluent a gradient of 80% EtOAc in hexane to EtOAc), to afford **47a** (357 mg, 82% yield) as a white solid. MS (m/z): 689.4 (M+H).

15 Step 2. N<sup>1</sup>-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N<sup>3</sup>-phenylmalonamide (49).

To a solution of **47** (357 mg, 0.518 mmol) in toluene (20 mL) was added TFA (0.799 mL, 20 eq, 10.36 mmol) and the reaction mixture was stirred at RT for 5 hours. The mixture was concentrated to dryness and the residue was purified by Gilson Reverse Phase HPLC (Aquasil

20 C<sub>18</sub>, elient a linear gradient of 35% MeOH in water to 95% MeOH in water with 0.05% of formic acid, 60 min run) to afford **49** as a yellow solid (270 mg, 88% yield) as the TFA salt. Characterization of compound **49** is provided in the **Table 1**.

### Example 14

25 N<sup>1</sup>-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N<sup>3</sup>-methyl-N<sup>3</sup>-phenylmalonamide (50)

Title compound **50** was obtained similarly to the compound **49** starting from the compound **46** (scheme 2) and using 3-(methyl(phenyl)amino)-3-oxopropanoic acid [US 2007/0004675 A-1] instead of 3-oxo-3-(phenylamino)propanoic acid. Characterization of **50** is provided in the

30 **Table 1**.

### Example 15

N-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-phenylcyclopropane-1,1-dicarboxamide (51)

Title compound **51** was obtained similarly to the compound **49** starting from the compound **46** (scheme 2) and using 1-(phenylcarbamoyl)cyclopropanecarboxylic acid [US 2007/0004675 A-1] instead of 3-oxo-3-(phenylamino)propanoic acid. Characterization of **51** is provided in the **Table 1**.

5

#### Example 16

*N*-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-2-oxo-3-phenylimidazolidine-1-carboxamide (**52**)

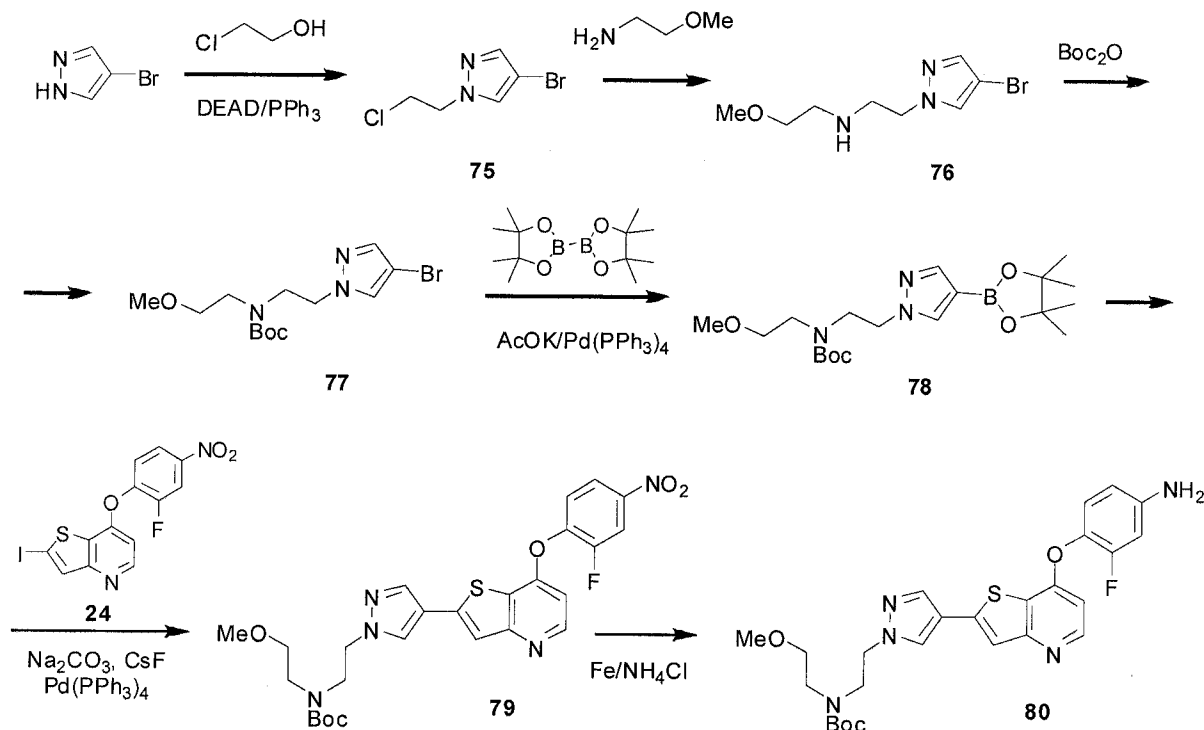
10 Title compound **52** was obtained similarly to the compound **49** starting from the compound **46** (scheme 2) and using 2-oxo-3-phenylimidazolidine-1-carbonyl chloride [US 2007/0004675 A-1] in the presence of Hunig's base in DCM instead of 3-oxo-3-(phenylamino)propanoic acid. Characterization of **52** is provided in the **Table 1**.



Table 1

Cpd. #	Ex. #	Structure	Characterization
49	13		<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm) 10.60 (s, 1H), 10.22 (s, 1H), 8.95 (s, 2H), 8.56 (d, J = 5.28 Hz, 1H), 8.12 (s, 1H), 7.90 (m, 1H), 7.60 (m, 2H), 7.49 (m, 3H), 7.31 (m, 3H), 7.05 (m, 1H), 6.74 (m, 1H), 4.35 (m, 1H), 3.93 (s, 3H), 3.60 (m, 2H), 3.51 (s, 2H), 3.31 (s, 3H), 3.21 (m, 2H). LCMS: 589.3 (M+H). (mono-formate salt) MS (m/z): 589.3 (M+H).
50	14		<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm) 10.29 (s, 1H), 8.50 (m, 1H), 8.49 (m, 1H), 8.17 (s, 2H), 7.90 (m, 2H), 7.76 (m, 1H), 7.46 (m, 10H), 3.91 (s, 1H), 3.90 (s, 3H), 3.77 (m, 2H), 3.38 (m, 4H), 2.71 (m, 4H). (mono-formate salt). MS (m/z): 603.3 (M+H).
51	15		<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm) 10.46 (s, 1H), 10.01 (s, 1H), 9.5 (s, 2H), 8.70 (m, 1H), 8.15 (m, 1H), 7.92 (m, 1H), 7.62 (m, 2H), 7.51 (m, 3H), 7.31 (m, 3H), 7.05 (m, 1H), 6.98 (m, 1H), 3.98 (s, 3H), 3.36 (m, 2H), 3.66 (m, 2H), 3.31 (s, 3H), 3.18 (m, 2H), 1.47 (s, 4H). (tris-trifluoroacetate salt). MS (m/z): 615.3 (M+H).
52	16		<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm) 10.51 (s, 1H), 8.51 (m, 1H), 8.21 (s, 1H), 7.89 (s, 1H), 7.86 (m, 1H), 7.61 (m, 2H), 7.47 (m, 5H), 7.16 (t, J = 7.04, 1H), 6.95 (s, 1H), 6.67 (m, 1H), 3.95 (s, 4H), 3.90 (s, 3H), 3.75 (s, 2H), 3.39 (m, 2H), 3.23 (s, 3H), 2.68 (m, 3H). (tris-trifluoroacetate salt) MS (m/z): 616.3 (M+H).

## Scheme 3



*tert*-Butyl 2-(4-(7-(4-amino-2-fluorophenoxy)thieno[3,2-*b*]pyridin-2-yl)-1H-pyrazol-1-yl)ethyl (2-methoxyethyl)carbamate (**80**)

5

### Step 1. 4-Bromo-1-(2-chloroethyl)-1H-pyrazole (**75**)

To a solution of 4-bromo-1H-pyrazole (5 g, 34.02 mmol), 2-chloroethanol (2.7 mL, 40.82 mmol) and PPh<sub>3</sub> (10.71 g, 40.82 mmol) and in THF (68 mL) at 0°C was added DEAD (6.4 mL, 40.8 mmol). The mixture was allowed to warm-up to room temperature and stirred overnight. It was then concentrated under reduced pressure, the residue was treated with ether and the resultant suspension was filtered. The filtrate was collected and concentrated under reduced pressure to afford the title compound **75** which was used in the next step without further purification. MS (m/z): 209.0 (M+H).

10

### Step 2. 2-(4-Bromo-1H-pyrazol-1-yl)-N-(2-methoxyethyl)ethanamine (**76**)

A solution of 2-methoxyethanamine (8.9 mL, 102.06 mmol) and chloride **75** (7.13 g, 34.02 mmol) in DMSO (20 mL) was heated at 60 °C 5h. The mixture was then cooled to room temperature, diluted with EtOAc, washed with aqueous sodium bicarbonate, water and brine. The organic phase was further extracted with 1N HCl and the acid extract was collected and basified with 2N NaOH (pH ~ 11). The basic aqueous solution was extracted with DCM, the DCM extract was dried over anhydrous sodium sulphate, and concentrated under reduced pressure to afford title compound **76** (8.44 g, 99%) as brown foam. MS (m/z): 248.04 (M+H).

20

### Step 3. *tert*-Butyl 2-(4-bromo-1H-pyrazol-1-yl)ethyl(2-methoxyethyl)carbamate (**77**)

A solution of **76** (8.44 g, 34.02 mmol) and Boc<sub>2</sub>O (8.91 g, 40.82 mmol) in THF (68 mL) was stirred overnight at room temperature. The reaction mixture was transferred onto a flash chromatography column and eluted with EtOAc/Hexane 1:3, to afford title compound **77** (4.2 g, 35%) as transparent syrup. MS (m/z): 349.08 (M+1).

5 Step 4. *tert*-Butyl 2-methoxyethyl(2-(4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1H-pyrazol-1-yl)ethyl) carbamate (**78**)

A mixture of **77** (369.3 mg, 1.06 mmol), bis(pinacolato)diboron (323.2 mg, 1.27 mmol), Pd(PPh<sub>3</sub>)<sub>4</sub> (61.3 mg, 0.05 mmol) and AcOK (312.3 mg, 3.18 mmol) in THF (2.1 mL) was heated to reflux overnight under nitrogen. It was then diluted with DCM, washed with water, dried over  
10 anhydrous sodium sulphate and concentrated under reduced pressure affording crude **78** (~1.06 mmol, 100% yield) that was used in the next step without further purification. MS (m/z): 396.2 (M+H).

Step 5: *tert*-Butyl 2-(4-(7-(2-fluoro-4-nitrophenoxy)thieno[3,2-b]pyridin-2-yl)-1H-pyrazol-1-yl)ethyl(2-methoxyethyl)carbamate (**79**)

15 A mixture of **78** (369.3 mg, 0.93 mmol), 7-(2-fluoro-4-nitrophenoxy)-2-iodothieno[3,2-b]pyridine (**24**) [US 2006/0287343 A1] (466.6 mg, 1.12 mmol), Pd(PPh<sub>3</sub>)<sub>4</sub> (54 mg, 0.05 mmol) and Na<sub>2</sub>CO<sub>3</sub> (305 mg, 2.8 mmol) in DME (1.9 mL) was heated to reflux overnight under nitrogen. It was then diluted with DCM, washed with water, dried over anhydrous sodium sulphate and concentrated under reduced pressure. The residue was purified by flash  
20 chromatography, eluents EtOAc/Hex 1:1, EtOAc, 5% MeOH in DCM affording title compound **79** (203 mg, 39%) as brown syrup. MS (m/z): 558.2 (100%) (M+H).

Step 6. *tert*-Butyl 2-(4-(7-(4-amino-2-fluorophenoxy)thieno[3,2-b]pyridin-2-yl)-1H-pyrazol-1-yl)ethyl (2-methoxyethyl)carbamate (**80**)

Starting from the nitro compound **79** and following the procedure described below for the  
25 synthesis of compound **126** (Scheme 6, step 4, example 49), title compound **80** was obtained in 100% yield. MS (m/z): 528.3 (100%) (M+H).

### Example 24

30 N-(3-Fluoro-4-(2-(1-(2-(2-methoxyethylamino)ethyl)-1H-pyrazol-4-yl)thieno[3,2-b]pyridin-7-yloxy)phenylcarbamothioyl)-2-phenylacetamide (**81**)

Title compound **81** was obtained similarly to the compound **48** (example 12) but starting from the amine **80** (scheme 3). Characterization of **81** is provided in the **Table 2**.

**Example 25**

N-(3-Fluoro-4-(2-(1-(2-(2-methoxyethylamino)ethyl)-1H-pyrazol-4-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide (**82**)

5 Title compound **82** was obtained similarly to the compound **51** (example 15) but starting from the amine **80** (scheme 3) and using 1-(4-fluorophenylcarbamoyl)cyclopropane-carboxylic acid instead of 1-(phenylcarbamoyl)cyclopropanecarboxylic acid. Characterization of **82** is provided in the **Table 2**.

10

**Example 26**

N-(3-Fluoro-4-(2-(1-(2-(2-methoxyethylamino)ethyl)-1H-pyrazol-4-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-phenylcyclopropane-1,1-dicarboxamide (**83**)

15 Title compound **83** was obtained similarly to the compound **51** (example 15) but starting from the amine **80** (scheme 3) and using 1-(phenylcarbamoyl)cyclopropanecarboxylic acid. Characterization of **83** is provided in the **Table 2**.

**Example 27**

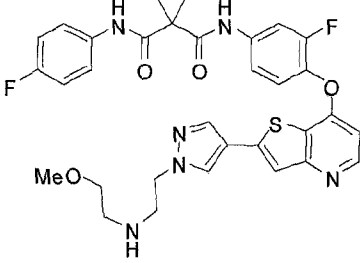
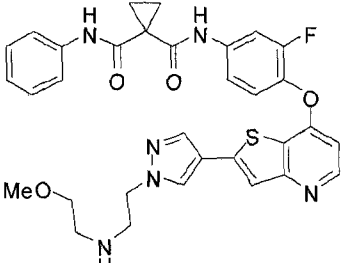
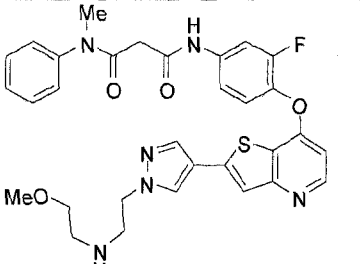
20 N<sup>1</sup>-(3-Fluoro-4-(2-(1-(2-(2-methoxyethylamino)ethyl)-1H-pyrazol-4-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N<sup>3</sup>-methyl-N<sup>3</sup>-phenylmalonamide (**84**)

Title compound **84** was obtained similarly to the compound **50** (example 14) but starting from the amine **80** (scheme 3) and using 3-(methyl(phenyl)amino)-3-oxopropanoic acid. Characterization of **84** is provided in the **Table 2**.

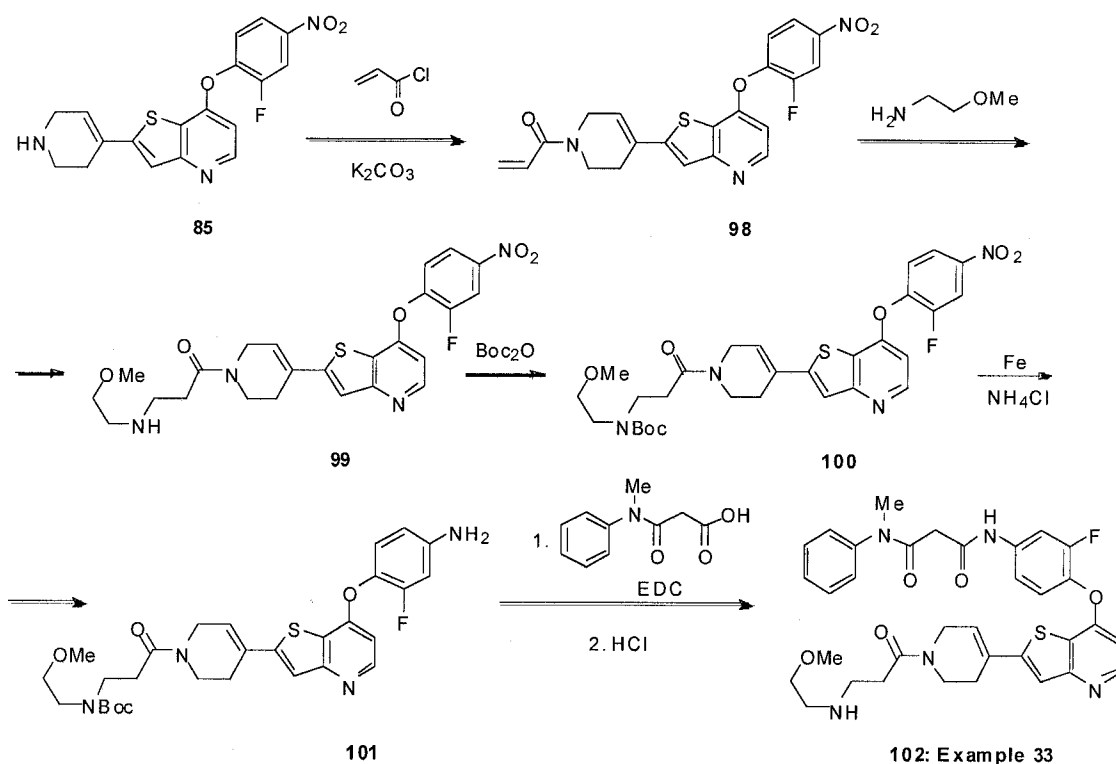
25

**Table 2**

Cpd. No.	Ex. No.	Structure	Characterization
<b>81</b>	<b>24</b>		<sup>1</sup> H-NMR (DMSO-D <sub>6</sub> , 400 MHz) 12.5 (br, 1H), 11.85 (br, 1H), 8.48 (d, J=5.5Hz, 1H), 8.41(s, 1H), 8.11(dd, J=0.6Hz, 1H), 8.07(d, J=12.13Hz, 1H), 7.75(s, 1H), 7.74-7.50 (m, 2H), 7.37-7.24 (m, 5H), 6.62 (dd, J=5.5Hz, J=0.8Hz, 1H), 4.45(t, J=6.26Hz, 2H), 3.83 (s, 2H), 3.59-3.53 (m, 3H), 3.36-3.33 (m, 3H), 3.29 (s, 3H), 3.04 (t, J=5.1Hz, 2H) (presumably a dihydrochloride salt). MS (m/z): 605.2 (M+1).

82	25		<sup>1</sup> H NMR (400 MHz, MeCN-d <sub>3</sub> ) δ (ppm): 10.11 (s, 1H), 8.85 (s, 1H), 8.56 (d, J = 6.5 Hz, 1H), 8.32 (s, 1H), 8.06 (s, 1H), 7.88 (dd, J = 12.7, 2.2 Hz, 1H), 7.83 (s, 1H), 7.56-7.53 (m, 2H), 7.53-7.43 (m, 1H), 7.38 (m, 1H), 7.13-7.08 (m, 2H), 6.88 (dd, J = 6.5, 0.8 Hz, 1H), 4.54 (dd, J = 6.3, 6.0 Hz, 2H), 3.63 (t, J = 5 Hz, 2H), 3.55 (m, 2H), 3.35 (s, 3H), 3.24 (m, 2H), 1.65-1.62 (m, 4H) (presumably bis-trifluoroacetate salt). MS (m/z): 633.2 (M+1).
83	26		<sup>1</sup> H NMR (400 MHz, CD <sub>3</sub> CN) δ (ppm): 10.06 (s, 1H), 8.86 (s, 1H), 8.56 (d, J = 6.4 Hz, 1H), 8.22 (s, 1H), 8.05 (s, 1H), 7.88 (dd, J = 12.9, 2.3 Hz, 1H), 7.82 (s, 1H), 7.56-7.54 (m, 2H), 7.46-7.34 (m, 4H), 7.17-7.13 (m, 1H), 6.87 (d, J = 6.4 Hz, 1H), 4.54 (dd, J = 5.5, 5.1 Hz, 2H), 3.63 (dd, J = 5.3, 4.9 Hz, 2H), 3.55 (dd, J = 5.3, 4.9 Hz, 2H), 3.35 (s, 3H), 3.24 (dd, J = 5.3, 4.7 Hz, 2H), 1.65-1.62 (m, 4H) di TFA salt. MS (m/z): 615.2 (M+1).
84	27		<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.37 (s, 1H), 8.79 (br, 1H), 8.51 (d, J = 5.7 Hz, 1H), 8.44 (s, 1H), 8.18 (d, J = 0.4 Hz, 1H), 7.82 (d, J = 11.3 Hz, 1H), 7.78 (s, 1H), 7.50-7.33 (m, 7H), 6.68 (d, J = 5.7 Hz, 1H), 4.51 (dd, J = 6.3, 6.1 Hz, 2H), 3.58 (dd, J = 5.3, 4.9 Hz, 2H), 3.48 (m, 2H), 3.31 (s, 3H), 3.23 (s, 2H), 3.21 (s, 3H), 3.18 (m, 2H) (presumably dihydrochloride salt). MS (m/z): 603.3 (M+1).

## Scheme 4



## Example 33

- 5  $N^1$ -(3-Fluoro-4-(2-(1-(3-(2-methoxyethylamino)propanoyl)-1,2,3,6-tetrahydropyridin-4-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)- $N^3$ -methyl- $N^3$ -phenylmalonamide (**102**)

Step 1. 1-(4-(7-(2-Fluoro-4-nitrophenoxy)thieno[3,2-b]pyridin-2-yl)-5,6-dihydropyridin-1(2H)-yl)prop-2-en-1-one (**98**)

- 10 Acryloyl chloride (131.3 mL, 1.62 mmol) was added to a suspension of 7-(2-fluoro-4-nitrophenoxy)-2-(1,2,3,6-tetrahydropyridin-4-yl)thieno[3,2-b]pyridine (**85**) [US 2007/0004675 A1] (150 mg, 0.40 mmol) and  $K_2CO_3$  (223.4 1.62 mmol) and the mixture was stirred overnight at room temperature. It was then filtered and concentrated under reduced pressure affording title compound **98** (172 mg, 100% yield) that was used in the next step without further purification.

- 15 MS (m/z): 426.1 (M+1)

Step 2. 1-(4-(7-(2-Fluoro-4-nitrophenoxy)thieno[3,2-b]pyridin-2-yl)-5,6-dihydropyridin-1(2H)-yl)-3-(2-methoxyethyl)propan-1-one (**99**)

- A solution of the compound **98** (171.0 mg, 0.4 mmol) and 2-methoxyethanamine (0.14mL, 1.62 mmol) in THF (98.1mL) was stirred overnight at room temperature. It was then diluted with DCM, washed with aqueous sodium bicarbonate and water. The organic phase was extracted with 1N HCl, the aqueous acidic phase was basified by addition of 1N NaOH (pH ~11) and

extracted with DCM. The DCM extract was dried over anhydrous sodium sulphate and concentrated under reduced pressure affording title compound **99** (89.0 mg, 45% yield) as cream foam. MS (m/z): 501.2 (M+1).

Step 3: tert-Butyl 3-(4-(7-(2-fluoro-4-nitrophenoxy)thieno[3,2-b]pyridin-2-yl)-5,6-dihydropyridin-1(2H)-yl)-3-oxopropyl(2-methoxyethyl)carbamate (**100**)

To a solution of compound **99** (89 mg, 0.178 mmol) in THF (1.778 mL) di-*tert*-butyl dicarbonate (46.6 mg, 0.213 mmol) was added. The reaction mixture was stirred at room temperature overnight, poured onto a silica gel column and eluted with 5% MeOH in CH<sub>2</sub>Cl<sub>2</sub>, affording title compound **100** (106 mg, 99% yield) as a red syrup. MS (m/z): 601.3 (M+1).

Step 4: tert-Butyl 3-(4-(7-(4-amino-2-fluorophenoxy)thieno[3,2-b]pyridin-2-yl)-5,6-dihydropyridin-1(2H)-yl)-3-oxopropyl(2-methoxyethyl)carbamate (**101**)

Starting from the nitro compound **100**, title compound **101** was obtained by following the same procedures as described below for the synthesis of compound **126** (Scheme 6, step 4). MS (m/z): 571.3 (M+1).

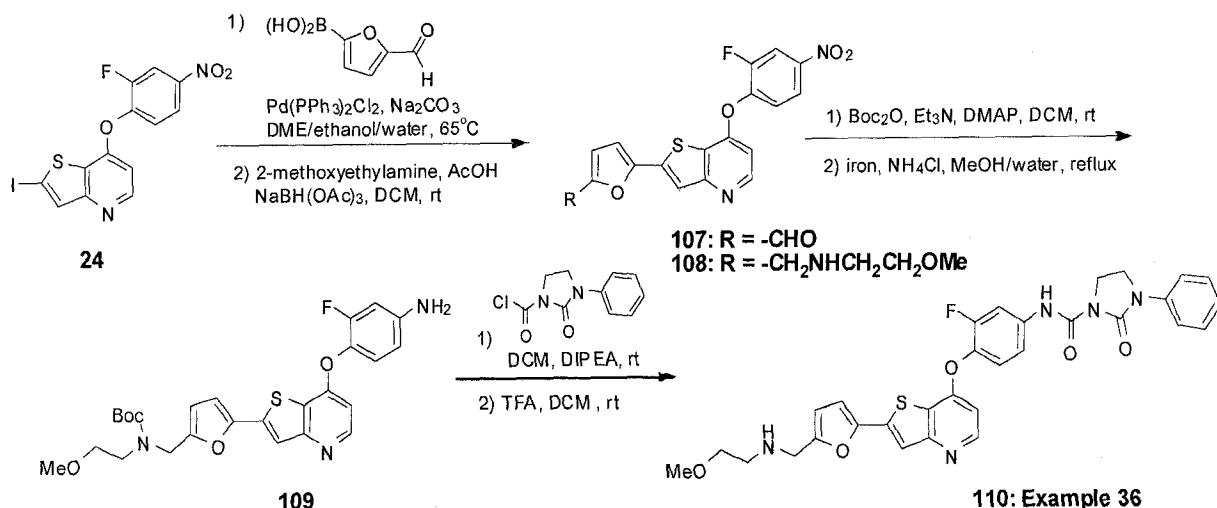
Steps 5 and 6. N<sup>1</sup>-(3-Fluoro-4-(2-(1-(3-(2-methoxyethylamino)propanoyl)-1,2,3,6-tetrahydropyridin-4-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N<sup>3</sup>-methyl-N<sup>3</sup>-phenylmalonamide (**102**)

Title compound **102** was obtained similarly to the compound **84** (example 27, Table 2)

<sup>1</sup>H NMR (400 MHz, CD<sub>3</sub>OD) δ (ppm): 8.72 (dd, J = 6.6, 1.6 Hz, 1H), 7.87 (dd, J = 12.5, 1.6 Hz, 1H), 7.68 (s, 1H), 7.52-7.36 (m, 7H), 7.12 (dd, J = 6.8, 1.6 Hz, 1H), 6.77-6.73 (m, 1H), 4.95-4.34 (m, 2H), 3.91 (t, J = 5.7 Hz, 0.9H), 3.82 (t, J = 5.7 Hz, 1.1 H), 3.69-3.66 (m, 2H), 3.43 (s, 3H), 3.38-3.35 (m, 2H), 3.34 (s, 2H), 3.33 (s, 3H), 3.28 (m, 2H), 2.98 (t, J = 6.0 Hz, 1.1H), 2.91 (t, J = 6.0 Hz, 0.9H), 2.84 (m, 1.1H), 2.74 (m, 0.9H) (presumably di-hydrochloride salt). MS (m/z): 646.3 (M+1).

25

## Scheme 5



**Example 36**

*N*-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)furan-2-yl)thieno[3,2-*b*]pyridin-7-yloxy)phenyl)-2-oxo-3-phenylimidazolidine-1-carboxamide (**110**)

5

Step 1. 5-(7-(2-Fluoro-4-nitrophenoxy)thieno[3,2-*b*]pyridin-2-yl)furan-2-carbaldehyde (**107**)

A stirred suspension of 7-(2-fluoro-4-nitrophenoxy)-2-iodothieno[3,2-*b*]pyridine (**24**) [US 2006/0287343 A1] (5.00 g, 12.01 mmol, scheme 4)], 5-formyl-2-furanboronic acid (2.19g, 15.19 mmol), Pd(PPh<sub>3</sub>)<sub>2</sub>Cl<sub>2</sub> (422 mg, 0.6 mmol), Na<sub>2</sub>CO<sub>3</sub> (8.53 g, 80.50 mmol) in a mixture of 10 DME/ethanol/water (60 mL/40 mL/40 mL) was degassed with nitrogen for 15 min, and heated at 65°C for five hours under nitrogen. The reaction mixture was allowed to cool to room temperature, and filtered. The cake was successively washed with water and AcOEt. The filtrate and washings were combined, extracted with AcOEt. The extract was successively washed with water, saturated solution of ammonium chloride, water and brine, and concentrated. The residue 15 was combined with the cake, absorbed on silica gel and subjected to flash column chromatography on silica gel (eluent AcOEt/DCM: 10/90 to 20/90, then MeOH/DCM: 5/95) followed by trituration with AcOEt, to afford aldehyde **107** (3.886 g, 84% yield) as a pale clay solid. MS (m/z): 385.0 (M+H).

Step 2. *N*-((5-(7-(2-fluoro-4-nitrophenoxy)thieno[3,2-*b*]pyridin-2-yl)furan-2-yl)methyl)-2-methoxyethanamine (**108**)

A suspension of **107** (2.00 g, 5.20 mmol), 2-methoxyethylamine (1.954 g, 26.02 mmol), NaBH(OAc)<sub>3</sub> (5.52 g, 26.02 mmol) and acetic acid (1.49 ml, 26.02 mmol) in anhydrous dichloromethane was stirred at room temperature under nitrogen for five days. The reaction mixture was then carefully quenched with a saturated solution of NaHCO<sub>3</sub> (pH 8-9), and 25 extracted with DCM. The extract was dried over anhydrous magnesium sulfate, filtered, and concentrated to afford the title compound **108** as a yellow-orange sticky oil. The material was used in the next step without further purification. MS (m/z): 444.2 (M+H).

Steps 3 and 4. *tert*-Butyl (5-(7-(4-amino-2-fluorophenoxy)thieno[3,2-*b*]pyridin-2-yl)furan-2-yl)methyl(2-methoxyethyl)carbamate (**109**)

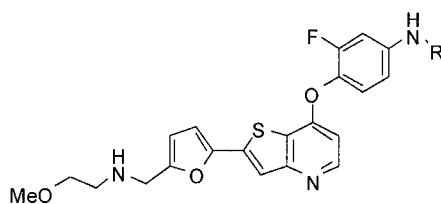
Title compound **109** was obtained in 2 steps from **108** as a yellow sticky foam, following 30 similar procedures as for the compound **45** (Scheme 1) and compound **126** (Scheme 6). MS (m/z): 514.3 (M+H).

Steps 5 and 6. *N*-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)furan-2-yl)thieno[3,2-*b*]pyridin-7-yloxy)phenyl)-2-oxo-3-phenylimidazolidine-1-carboxamide (**110**)



Title compound **110** was obtained in two steps according to procedures similar to ones used for the synthesis of compound **52** (example 16, Table 1) as an off-white solid  $^1\text{H}$  NMR (400 MHz, DMSO- $d_6$ )  $\delta$  (ppm): 10.59 (s, 1H), 8.50 (d,  $J = 5.5$  Hz, 1H), 7.86 (dd,  $J = 12.9, 2.3$  Hz, 1H), 7.77 (s, 1H), 7.67-7.61 (m, 2H), 7.50 (t,  $J = 8.7$  Hz, 1H), 7.48-7.40 (m, 3H), 7.18 (tt,  $J = 7.4, 1.1$  Hz, 1H), 7.09 (d,  $J = 3.1$  Hz, 1H), 6.64 (dd,  $J = 5.5, 1.0$  Hz, 1H), 6.47 (d,  $J = 3.5$  Hz, 1H), 4.02-3.91 (m, 4H), 3.78 (s, 2H), 3.40 (t,  $J = 5.7$  Hz, 2H), 3.24 (s, 3H), 2.71 (t,  $J = 5.7$  Hz, 2H), 2.26-2.06 (m, 1H). MS (m/z): 602.3 (M+H).

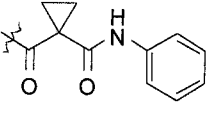
Compounds **111-113** (examples 37-39) were prepared in two steps from the amine **109** similarly to compounds **48** (scheme 2, example 12,) and **51** (Table 2). Characterization of compounds **111-113** (examples 37-39) is provided in the Table 3.



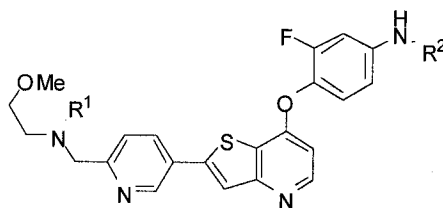
111-113: Examples 37-39

Table 3

Cpd	Ex.	R	Name	Characterization
111	37		<i>N</i> -(3-fluoro-4-(2-(5-(2-methoxyethylamino)methyl)furan-2-yl)thieno[3,2- <i>b</i> ]pyridin-7-yloxy)phenylcarbamot hiol)-2-phenylacetamide	$^1\text{H}$ NMR (400 MHz, DMSO- $d_6$ ) $\delta$ (ppm): 12.55-12.30 (m, 1H), 12.05-11.60 (m, 1H), 8.51 (d, $J = 5.5$ Hz, 1H), 8.02 (dd, $J = 12.3, 1.3$ Hz, 1H), 7.77 (s, 1H), 7.58-7.50 (m, 2H), 7.39-7.25 (m, 5H), 7.09 (d, $J = 3.1$ Hz, 1H), 6.65 (dd, $J = 5.5, 0.8$ Hz, 1H), 6.47 (d, $J = 3.3$ Hz, 1H), 3.83 (s, 2H), 3.78 (s, 2H), 3.40 (t, $J = 5.7$ Hz, 2H), 3.24 (s, 3H), 2.71 (t, $J = 5.7$ Hz, 2H), one NH is missing. MS (m/z): 591.2 (M+H).
112	38		<i>N</i> -(3-fluoro-4-(2-(5-(2-methoxyethylamino)methyl)furan-2-yl)thieno[3,2- <i>b</i> ]pyridin-7-yloxy)phenylcarbamot hiol)-2-(4-fluorophenyl)acetamide	$^1\text{H}$ NMR (400 MHz, DMSO- $d_6$ ) $\delta$ (ppm): 12.56-12.38 (m, 1H), 11.94-11.74 (m, 1H), 8.52 (d, $J = 5.5$ Hz, 1H), 8.02 (dd, $J = 12.3, 1.2$ Hz, 1H), 7.77 (s, 1H), 7.58-7.50 (m, 2H), 7.42-7.35 (m, 2H), 7.22-7.15 (m, 2H), 7.09 (d, $J = 3.3$ Hz, 1H), 6.65 (dd, $J = 5.5, 0.8$ Hz, 1H), 6.47 (d, $J = 3.3$ Hz, 1H), 3.83 (s, 2H), 3.78 (s, 2H), 3.40 (t, $J = 5.7$ Hz, 2H), 3.24 (s, 3H), 2.71 (t, $J = 5.7$ Hz, 2H), one NH is missing. MS (m/z): 609.2 (M+H).

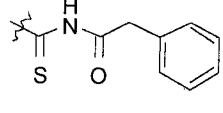
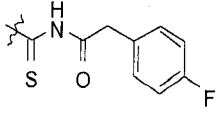
Cpd	Ex.	R	Name	Characterization
113	39		<i>N</i> -(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)furan-2-yl)thieno[3,2- <i>b</i> ]pyridin-7-yloxy)phenyl)- <i>N</i> -phenylcyclopropane-1,1-dicarboxamide	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 10.38 (s, 1H), 9.99 (s, 1H), 8.49 (d, <i>J</i> = 5.4 Hz, 1H), 8.17 (s, 1H), 7.90 (dd, <i>J</i> = 13.2, 2.2 Hz, 1H), 7.77 (s, 1H), 7.63 (dd, <i>J</i> = 8.6, 1.2 Hz, 2H), 7.52 (dd, <i>J</i> = 9.1, 1.9 Hz, 1H), 7.46 (t, <i>J</i> = 8.8 Hz, 1H), 7.34-7.27 (m, 2H), 7.12-7.04 (m, 2H), 6.60 (d, <i>J</i> = 5.5 Hz, 1H), 6.48 (d, <i>J</i> = 3.3 Hz, 1H), 3.79 (s, 2H), 3.41 (t, <i>J</i> = 5.7 Hz, 2H), 3.24 (s, 3H), 2.72 (t, <i>J</i> = 5.6 Hz, 2H), 2.08 (s, 1H), 1.52-1.44 (m, 4H). MS ( <i>m/z</i> ): 601.3 (M+H).

Compounds **114-115** (examples 40-41) were prepared starting from 5-bromopicolinaldehyde (Wang X., Rabbat P., O'Shea P., Tillyer R., Grabovski E.J.J., Reider P.S., *Tetrahedron Lett.* **2000**, *41*, 4335) and 7-(2-fluoro-4-nitrophenoxy)-2-iodothieno[3,2-*b*]pyridine (**24**) [US 2006/0287343 A1] according to the synthetic procedures similar to ones shown in the Scheme 5. Characterization of compounds **114-115** (examples 40-41) is provided in the Table 4.



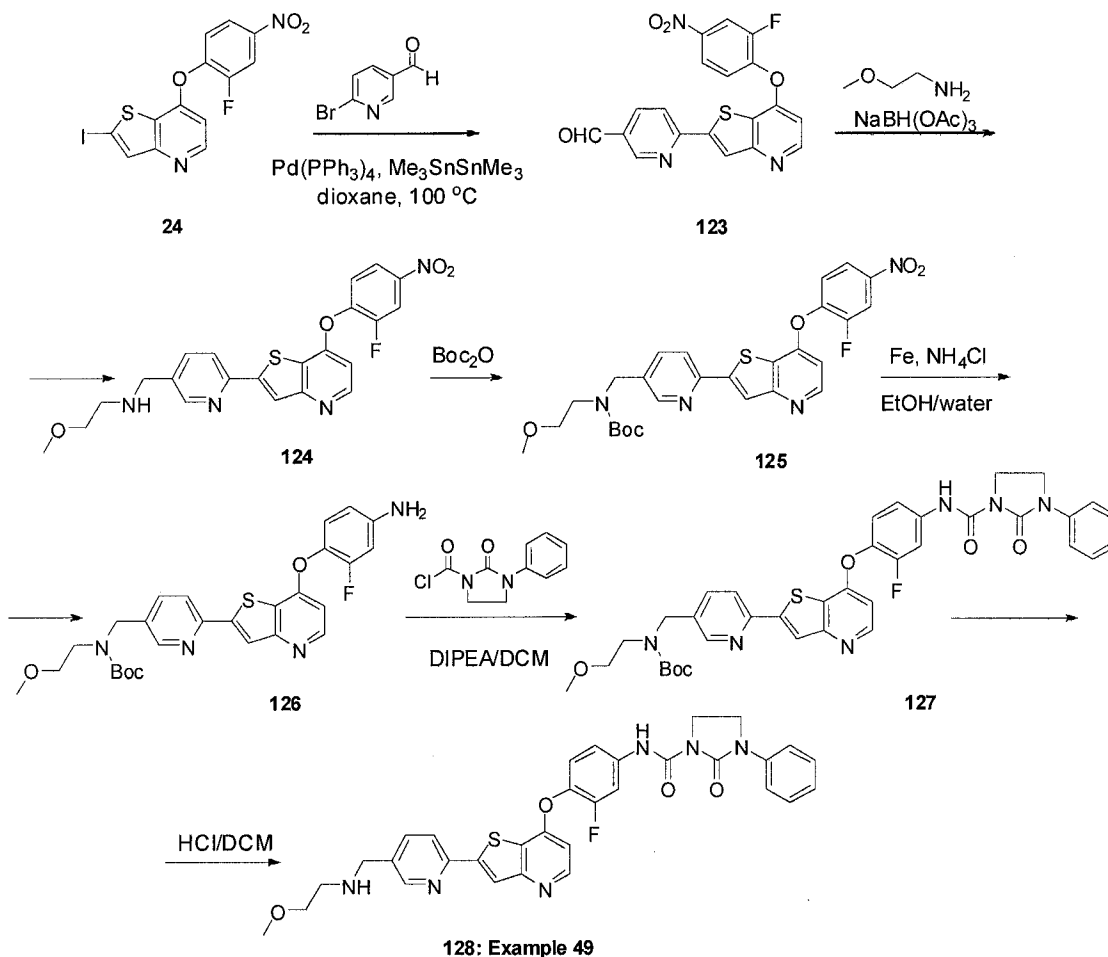
114-115: Examples 40-41

Table 4

Cpd	Ex.	R <sup>1</sup>	R <sup>2</sup>	Name	Characterization
114	40	H		<i>N</i> -(3-fluoro-4-(2-(6-((2-methoxyethylamino)methyl)pyridin-3-yl)thieno[3,2- <i>b</i> ]pyridin-7-yloxy)phenyl)carbamothioyl)-2-phenylacetamide	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ): 12.50 (bs, 1H), 11.84 (bs, 1H), 9.09 (d, <i>J</i> = 2.2 Hz, 1H), 8.55 (d, <i>J</i> = 5.3 Hz, 1H), 8.31 (dd, <i>J</i> = 8.1, 2.5 Hz, 1H), 8.23 (s, 1H), 8.13 (s, 1H), 8.02 (m, 1H), 7.59 (d, <i>J</i> = 8.4 Hz, 1H), 7.55 (m, 2H), 7.32-7.35 (m, 4H), 7.28 (m, 1H), 6.68 (bd, <i>J</i> = 5.5 Hz, 1H), 4.09 (s, 2H), 3.82 (s, 2H), 3.50 (m, 2H), 3.27 (s, 3H), 2.91 (m, 2H). MS ( <i>m/z</i> ): 602.3 (M+H).
115	41	H		<i>N</i> -(3-fluoro-4-(2-(6-((2-methoxyethylamino)methyl)pyridin-3-yl)thieno[3,2- <i>b</i> ]pyridin-7-yloxy)phenyl)carbamothioyl)-2-(4-fluorophenyl)acetami	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ): 12.47 (bs, 1H), 11.83 (bs, 1H), 9.13 (d, <i>J</i> = 2.2 Hz, 1H), 8.56 (d, <i>J</i> = 5.5 Hz, 1H), 8.34 (dd, <i>J</i> = 8.2, 2.5 Hz, 1H), 8.26 (s, 1H), 8.12 (s, 1H), 7.61 (d, <i>J</i> = 8.4 Hz, 1H), 7.55 (m, 2H), 7.55 (m, 2H), 7.35-7.39 (m, 2H), 7.15-7.20 (m, 2H), 6.69 (bd, <i>J</i> = 5.5 Hz, 1H), 4.21 (s,

Cpd	Ex.	R <sup>1</sup>	R <sup>2</sup>	Name	Characterization
				de	2H), 3.82 (s, 2H), 3.55 (m, 2H), 3.29 (s, 3H), 3.03 (m, 2H). MS (m/z): 620.3 (M+H).

## Scheme 6



## Example 49

- 5 N-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-  
10 yloxy)phenyl)-2-oxo-3-phenylimidazolidine-1-carboxamide (**128**)

Step 1. 6-(7-(2-Fluoro-4-nitrophenoxy)thieno[3,2-b]pyridin-2-yl)nicotinaldehyde (**123**)

To a solution of 7-(2-fluoro-4-nitrophenoxy)-2-iodothieno[3,2-b]pyridine (**24**) [US  
10 2006/0287343 A1] (6 g, 14.42 mmol) in dioxane (40 mL) were added 6-bromopyridine-3-  
carbaldehyde (3.22 g, 17.30 mmol), palladium tetrakis(triphenyl)phosphine (0.500 g, 0.433 mmol)  
and hexamethyldistannane (3.29 mL, 15.86 mmol). The mixture was heated at 100°C for 20h. It  
was then concentrated and adsorbed on silica gel, transferred onto a silica gel column and eluted  
with DCM/MeOH (100/0, 99/1, 98/2, 97/3) to afford title compound **123** (2.864 g, 50% yield).  
15 MS (m/z): 396.1 (M+H).

Step 2: N-((6-(7-(2-Fluoro-4-nitrophenoxy)thieno[3,2-b]pyridin-2-yl)pyridin-3-yl)methyl)-2-methoxyethanamine (124)

A mixture of **123** (700 mg, 1.77 mmol) and 2-methoxyethanamine (185  $\mu$ L, 160 mg, 2.12 mmol) in DCM (7 mL) was stirred at room temperature for 10 min. It was then treated with NaBH(OAc)<sub>3</sub> (526 mg, 2.48 mmol) and stirred at room temperature overnight. The reaction mixture was diluted with DCM (20 mL) and washed with saturated NaHCO<sub>3</sub> solution (20 mL). The organic phase was collected, dried over anhydrous Na<sub>2</sub>SO<sub>4</sub>, filtered and concentrated. The residue was purified by flash chromatography using the gradient 4-8% MeOH/DCM to afford **124** (675 mg, 65% yield). MS (m/z): 455.2 (M+H).

Step 3: tert-Butyl (6-(7-(2-fluoro-4-nitrophenoxy)thieno[3,2-b]pyridin-2-yl)pyridin-3-yl)methyl(2-methoxyethyl)carbamate (125)

A solution of **124** (470 mg, 1.03 mmol) and Boc anhydride (338 mg, 1.55 mmol) in THF (10 mL) was stirred at room temperature overnight. The reaction mixture was then concentrated and the residue was purified by flash chromatography using EtOAc as the eluent, to afford **125** (443 mg, 77% yield. MS (m/z): 555.2 (M+H).

Step 4: tert-Butyl (6-(7-(4-amino-2-fluorophenoxy)thieno[3,2-b]pyridin-2-yl)pyridin-3-yl)methyl(2-methoxyethyl)carbamate (126)

A solution of **125** (443 mg, 0.80 mmol) and NH<sub>4</sub>Cl (37 mg, 0.68 mmol) in 2:1 mixture of EtOH/water (10.5 mL) was treated with iron powder (380 mg, 6.79 mmol) and stirred at reflux for 1 hour. The reaction mixture was then filtered through a celite pad and concentrated to afford title compound **126** that was used without further purification (440 mg, 100% yield). MS (m/z): 525.2 (M+H).

Step 5. tert-Butyl (6-(7-(2-fluoro-4-(2-oxo-3-phenylimidazolidine-1-carboxamido)phenoxy)thieno[3,2-b]pyridin-2-yl)pyridin-3-yl)methyl(2-methoxyethyl)carbamate (127)

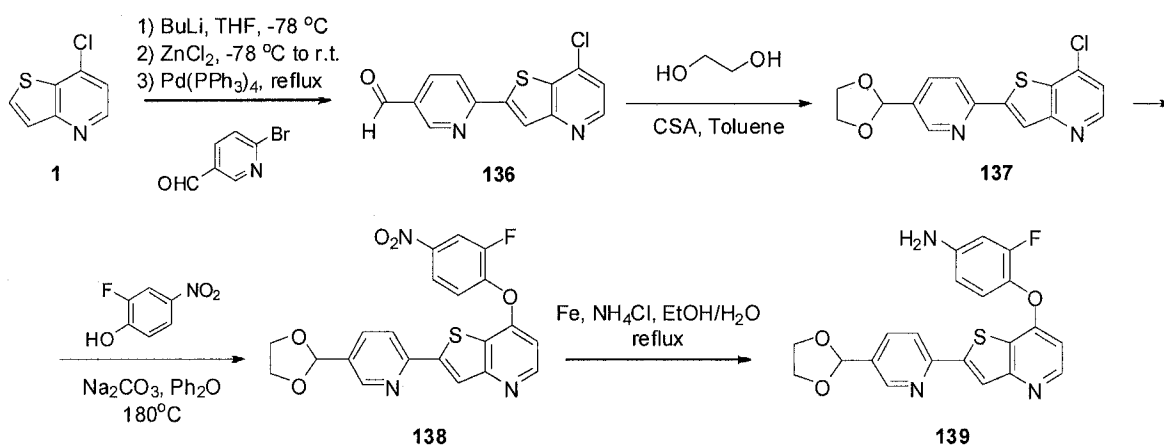
A solution of **126** (100 mg, 0.19 mmol) and iso-Pr<sub>2</sub>NEt (133  $\mu$ L, 99 mg, 0.76 mmol) in DCM (2 mL) was treated with 3-oxo-3-phenylimidazoline-1-carbonyl chloride (51 mg, 0.23 mmol) at 0°C and stirred at room temperature for 2 hrs. The reaction mixture was then concentrated and partitioned between EtOAc (5 mL) and NaHCO<sub>3</sub> saturated solution (5 mL). The organic phase was collected, dried over anhydrous Na<sub>2</sub>SO<sub>4</sub>, filtered and concentrated. The residue was purified by flash chromatography using a gradient 0-5% MeOH in EtOAc as an eluent, to afford **127** (61 mg, 44%). MS (m/z): 713.3 (M+H).

Step 6. N-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-2-oxo-3-phenylimidazolidine-1-carboxamide (128)

HCl gas was bubbled into a solution of **127** (61 mg, 0.08 mmol) in DCM. The flask was capped and the mixture was stirred at room temperature for 30 min. Formed precipitate was

collected by filtration and washed with DCM to afford **128** (52 mg, 84% yield), presumably as a trihydrochloride salt. <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 10.59 (s, 1H), 9.34 (br.s, 2H), 8.75 (s, 1H), 8.62 (d, J = 5.7 Hz, 1H), 8.43 (s, 1H), 8.38 (d, J = 8.5 Hz, 1H), 8.15 (dd, J = 8.2, 2.1 Hz, 1H), 7.86 (dd, J = 12.9, 2.4 Hz, 1H), 7.62 (d, J = 7.6 Hz, 2H), 7.4-7.6 (m, 4H), 7.17 (t, J = 7.3 Hz, 1H), 6.81 (d, J = 5.5 Hz, 1H), 4.25 (m, 2H), 3.95 (m, 4H), 3.62 (m, 2H), 3.29 (s, 3H), 3.13 (br.s, 2H). MS (m/z): 613.3 (M+H).

## Scheme 7



10 4-(2-(5-(1,3-Dioxolan-2-yl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)-  
3-fluoroaniline (**139**)

Step 1. 6-(7-Chlorothieno[3,2-b]pyridin-2-yl)nicotinaldehyde (**136**)

A solution of 7-chlorothieno[3,2-b]pyridine (**1**) (4.02 g, 23.70 mmol) in THF (150 mL) [Klemm, L. H.; Louris, J. N.; Boisvert, W.; Higgins, C.; Muchiri, D. R.; *J. Heterocyclic Chem.*, 22, 1985, 1249-1252] was cooled to -40°C in an acetonitrile/dry ice bath. *n*-BuLi (9.95 mL, 24.88 mmol, 2.5M in hexanes) was added by syringe, dropwise. The dark mixture was stirred for 15 min. Zinc chloride (24.88 mL, 24.88 mmol, 1M in ether) was added by syringe. The mixture was warmed to 0°C then tetrakis(triphenylphosphine) palladium (1.095 g, 0.948 mmol) was added. The dark mixture was stirred for 10 min and 6-bromopyridine-3-carbaldehyde (4.41 g, 23.70 mmol) was added. The mixture was heated to reflux and a precipitate formed rapidly. After 3 h, the reaction mixture was cooled down to r.t., quenched with 2 mL NH<sub>4</sub>Cl and left overnight. The solid was isolated by suction filtration, rinsed with small amount of THF and suspended in a mixture of water (200 mL) and EtOAc (100 mL), isolated by suction filtration and finally triturated with acetic acid (100 mL) and dried in vacuum to afford title compound **136** (4.95 g, 76% yield). <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 10.13 (s, 1H), 9.14 (d, J = 1.4

Hz, 1H), 8.70 (d, J = 5.1 Hz, 1H), 8.65 (s, 1H), 8.53 (d, J = 8.4 Hz, 1H), 8.39 (dd, J = 8.4, 2.1 Hz, 1H), 7.65 (d, J = 4.9 Hz, 1H). MS (m/z): 275.1 (M+H).

Step 1: 2-(5-(1,3-Dioxolan-2-yl)pyridin-2-yl)-7-chlorothieno[3,2-b]pyridine (137)

5 A suspension of **136** (2.69 g, 9.79 mmol), ethylene glycol (2.184 mL, 39.2 mmol), and (1R)-(-)-10-camphorsulfonic acid (0.227 g, 0.979 mmol) in toluene (150 mL) was heated to reflux with a Dean-Stark trap. After 3 h, the mixture was cooled down and filtered through celite (while still warm). The filtrate was washed with water, NaHCO<sub>3</sub> (aq., sat.), NaOH (aq) and brine. The solution was then dried over MgSO<sub>4</sub> and concentrated to afford compound **137** (2.77 g, 89% yield) as an off-white solid. MS (m/z): 319.1 (M+H).

10 Step 3: 2-(5-(1,3-dioxolan-2-yl)pyridin-2-yl)-7-(2-fluoro-4-nitrophenoxy)thieno[3,2-b]pyridine (138)

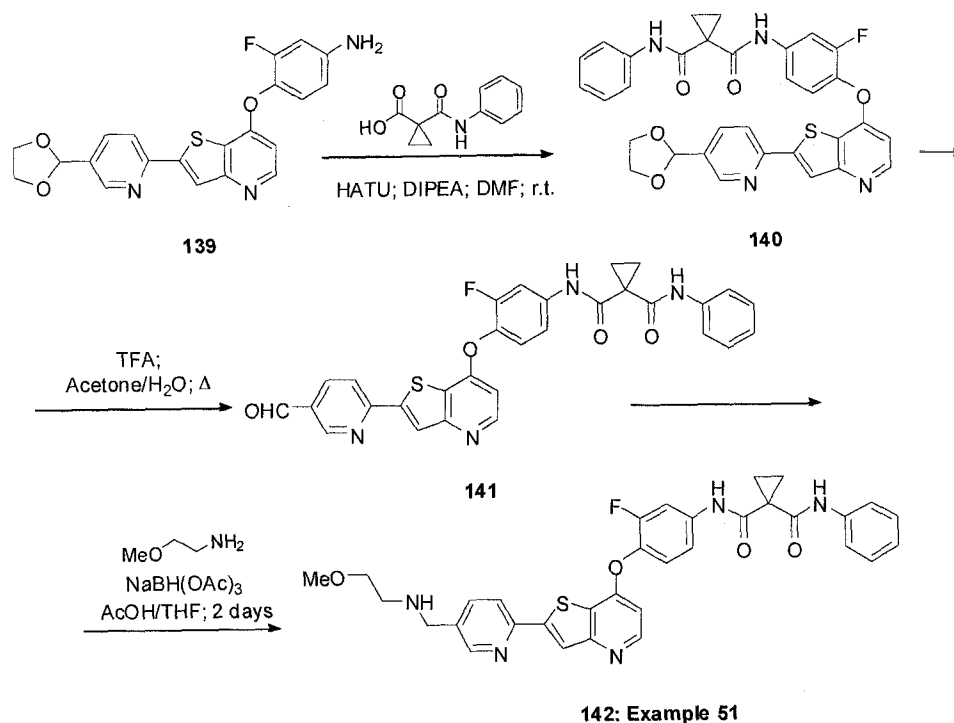
Following the procedure described above for the synthesis of compound **41** (scheme 1) but substituting compound **40** for compound **137**, title compound **138** was obtained in 72% yield.

<sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 8.68 (d, J = 1.8 Hz, 1H), 8.64 (d, J = 5.5 Hz, 1H), 8.49  
15 (dd, J = 10.4, 2.5 Hz, 1H), 8.47 (s, 1H), 8.35 (d, J = 8.4 Hz, 1H), 8.23-8.21 (m, 1H), 8.00 (dd, J = 8.2, 2.0 Hz, 1H), 7.73 (t, J = 8.5 Hz, 1H), 6.99 (d, J = 5.5 Hz, 1H), 5.89 (s, 1H), 4.12-4.06 (m, 2H), 4.04-3.98 (m, 2H). MS (m/z): 440.1 (M+H).

Step 4: 4-(2-(5-(1,3-Dioxolan-2-yl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)-3-fluoroaniline (139)

20 Following the procedure described above for the synthesis of compound **126** (Scheme 6) but substituting compound **125** for compound **138**, title compound **139** was obtained in 95% yield. <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 8.68 (d, J = 1.8 Hz, 1H), 8.50 (d, J = 5.5 Hz, 1H), 8.36 (s, 1H), 8.29 (d, J = 8.2 Hz, 1H), 7.96 (dd, J = 8.2, 2.0 Hz, 1H), 7.11 (t, J = 9.0 Hz, 1H), 6.60 (d, J = 5.3 Hz, 1H), 6.53 (dd, J = 13.1, 2.5 Hz, 1H), 6.44 (dd, J = 8.7, 1.9 Hz, 1H), 5.87  
25 (s, 1H), 5.55 (s, 2H), 4.11-4.07 (m, 2H), 4.00-3.97 (m, 2H). MS (m/z): 410.2 (M+H).

## Scheme 8



## Example 51

- 5 N-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-phenylcyclopropane-1,1-dicarboxamide (142)

Step 1. N-(4-(2-(5-(1,3-Dioxolan-2-yl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)-3-fluorophenyl)-N-phenylcyclopropane-1,1-dicarboxamide (140)

- 10 To aniline **139** (Scheme 7) (0.46 g, 1.1 mmol) in dry DMF (20 mL) was added acid 1-(phenylcarbamoyl)cyclopropanecarboxylic acid (0.46 g, 2.2 mmol), DIPEA (0.98 mL, 5.6 mmol) and HATU (1.07 g, 2.81 mmol) and the mixture was stirred at r.t. for 18 h. It was then partitioned between ethyl acetate and water; the organic phase was collected, washed with water, 1M NaOH, saturated NH<sub>4</sub>Cl, and brine, dried (MgSO<sub>4</sub>), filtered and concentrated. Silica gel
- 15 chromatography of the residue (eluent 2% methanol/ethyl acetate) afforded **140** (0.23 g, 34 % yield). <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 10.37 (s, 1H), 9.98 (s, 1H), 8.68 (s, 1H), 8.53 (d, J = 5.3 Hz, 1H), 8.40 (s, 1H), 8.31 (d, J = 8.2 Hz, 1H), 7.97 (dd, J = 8.2, 2.0 Hz, 1H), 7.90 (dd, J = 13.1, 2.0 Hz, 1H), 7.62 (d, J = 7.6, 2H), 7.53-7.46 (m, 2H), 7.30 (t, J = 7.4 Hz, 2H), 7.06 (t, J = 7.4 Hz, 1H), 6.66 (d, J = 5.3 Hz, 1H), 5.88 (s, 1H), 4.11-3.97 (m, 4H), 1.47 (br s, 4H). MS
- 20 (m/z): 597.2 (M+H).

Step 2. N-(3-Fluoro-4-(2-(5-formylpyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-phenylcyclopropane-1,1-dicarboxamide (141)

Compound **140** (0.22 g, 0.37 mmol) was dissolved in acetone (50 mL) to give a colorless solution. The reaction mixture was diluted with water (20 mL) and TFA (2 mL), and heated to reflux for 2 h. It was then cooled and concentrated. The precipitated product was isolated by suction filtration. A small amount of toluene (5 mL) was added to the wet solid, and the mixture was concentrated to remove water azeotropically. The residue was dried in vacuum to provide aldehyde **141** (0.21 g, 103 % yield). MS (m/z): 553.2 (M+H).

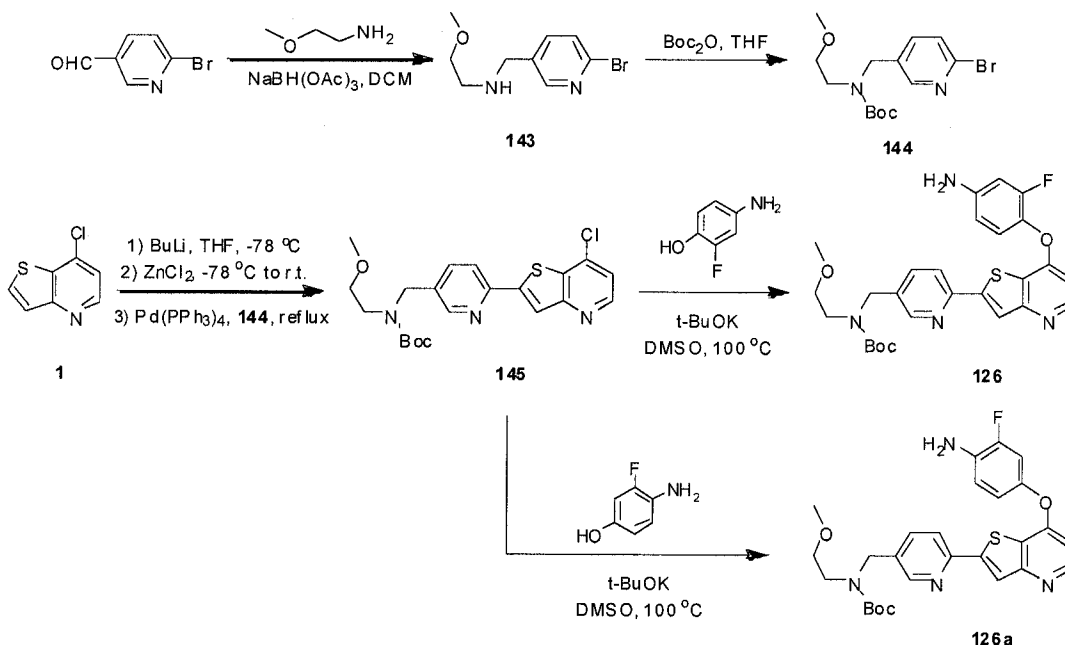
Step 3: N-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yl)oxy)phenyl)-N-phenylcyclopropane-1,1-dicarboxamide (**142**)

Aldehyde **141** (0.20 g, 0.362 mmol) and 2-methoxyethylamine (0.158 mL, 1.810 mmol) were dissolved in THF (50 mL) to give a colorless solution. Sodium trisacetoxyborohydride (0.384 g, 1.810 mmol) was added and the mixture was stirred at r.t. for 20 h. Additional 2-methoxyethylamine (0.158 mL, 1.810 mmol) and sodium trisacetoxyborohydride (0.384 g, 1.810 mmol) were added, and the mixture was stirred for a further 20 h. It was then concentrated, partitioned between water and dichloromethane. Organic phase was collected, washed with H<sub>2</sub>O, 1M NaOH, and brine, dried (MgSO<sub>4</sub>), filtered and concentrated. The residue was purified by Gilson Reverse Phase HPLC (Aquasil C<sub>18</sub>, 40-90% MeOH/water, 30 min, elutes ~20 min) and lyophilized, to afford title compound **142**. Starting material (50 mg) was also isolated.

The recovered starting material was re-subjected to the reaction conditions except in acetic acid (5 mL), with 1 mL methoxyethylamine and 0.030 g sodium trisacetoxyborohydride. After stirring for 5 min the mixture was concentrated. The residue was purified by Gilson Reverse Phase HPLC as before. The isolated product – title compound **142** was combined with that above (0.13 g, 59 % yield) as a colorless solid. <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 10.38 (s, 1H), 9.99 (s, 1H), 8.55 (s, 1H), 8.51 (d, J = 5.5 Hz, 1H), 8.31 (s, 1H), 8.22 (d, J = 9.4 Hz, 1H), 7.92-7.87 (m, 2H), 7.62 (d, J = 7.5 Hz, 2H), 7.52-7.43 (m, 2H), 7.34-7.27 (m, 2H), 7.08-7.04 (m, 1H), 6.64 (d, J = 5.5, 2H), 3.77 (s, 2H), 3.40 (t, J = 5.7 Hz, 2H), 3.23 (s, 3H), 2.64 (t, J = 5.7 Hz, 2H), 1.47 (s, 4H). MS (m/z): 612.3 (M+H).



## Scheme 9

Step 1. N-((6-Bromopyridin-3-yl)methyl)-2-methoxyethanamine (143)

To a solution of 6-bromopyridine-3-carbaldehyde (5 g, 26.9 mmol) in DCM (40 mL), was added 2-methoxyethylamine (2.80 mL, 32.3 mmol). After 10 min, sodium triacetoxyborohydride (7.98 g, 37.6 mmol) was added to the mixture and it was stirred at r.t for 17h. DCM (100 mL) water (50 mL) and NH<sub>4</sub>Cl (50 mL) were added to the reaction mixture. The organic phase was collected and the aqueous layer was extracted with DCM (3 x 100 mL). The combined organic solutions were washed with brine and concentrated under reduce pressure. The residue was purified by flash column chromatography, eluent 98/2 to 95/5 DCM/MeOH, to afford title 143 (2.958 g, 45% yield) as a brown oil. <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 8.31 (dd, J = 2.6, 0.6 Hz, 1H), 7.70 (dd, J = 8.2, 2.6 Hz, 1H), 7.58 (d, J = 8.4 Hz, 1H), 3.69 (s, 2H), 3.37 (t, J = 5.8 Hz, 2H), 3.22 (s, 3H), 2.60 (t, J = 5.8 Hz, 2H). MS (m/z): 245.1 (M+H).

Step 2. tert-Butyl(6-bromopyridin-3-yl)methyl(2-methoxyethyl) carbamate (144)

To a solution of 143 (13.072 g, 53.3 mmol) in THF (40 mL) was added di-tert-butyl dicarbonate (14.86 mL, 64.0 mmol). The mixture was stirred at r.t. for 16h and concentrated under reduce pressure. The residue was purified by flash column chromatography, eluent Hexane/EtOAc: 7/3, 6/4, 5/5, to afford title compound 144 (16.196 g, 88% yield) as a yellow oil. <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 8.26 (dd, J = 2.4, 0.8 Hz, 1H), 7.64-7.58 (m, 2H), 4.39 (s, 2H), 3.40-3.33 (m, 4H), 3.20 (s, 3H), 1.41-1.31 (m, 9H). MS (m/z): 345.2 (M+H).

Step 3. tert-Butyl (6-(7-chlorothieno[3,2-b]pyridin-2-yl)pyridin-3-yl)methyl(2-methoxyethyl)carbamate (145)

To a solution of 7-chlorothieno[3,2-b]pyridine (1) (8.84 g, 52.1 mmol) in THF (100 mL) at -78 °C was added n-butyllithium (20.86 mL, 52.1 mmol). After 30 min, zinc chloride (52.1 mL,

52.1 mmol) (1M in ether) was added at  $-78^{\circ}\text{C}$  and the reaction mixture was warmed to r.t. After 1h, palladium tetrakis(triphenylphosphine) (1.004 g, 0.869 mmol) and **144** (6 g, 17.38 mmol) in THF (25 mL) were added and the mixture was heated to reflux for 1h. It was then partitioned between saturated aqueous  $\text{NaHCO}_3$  solution and EtOAc. The organic layer was collected and the aqueous layer was extracted with EtOAc (3x100mL). The combined organic layers were washed with brine and evaporated under reduce pressure. The residue was purified by flash column chromatography, eluents Hexane/EtOAc: 5/5, 3/7, 0/10, to afford compound **145** (5.41 g, 72% yield).  $^1\text{H}$  NMR (400 MHz,  $\text{DMSO-d}_6$ )  $\delta$  (ppm): 8.65 (d,  $J = 5.1$  Hz, 1H), 8.52 (d,  $J = 1.6$  Hz, 1H), 8.39 (s, 1H), 8.27 (d,  $J = 8.0$  Hz, 1H), 7.80 (dd,  $J = 8.1, 2.1$  Hz, 1H), 7.58 (d,  $J = 5.1$  Hz, 1H), 4.48 (s, 2H), 3.43-3.35 (m, 4H), 3.22 (s, 3H), 1.43-1.33 (m, 9H). MS (m/z): 434.2 (M+H).

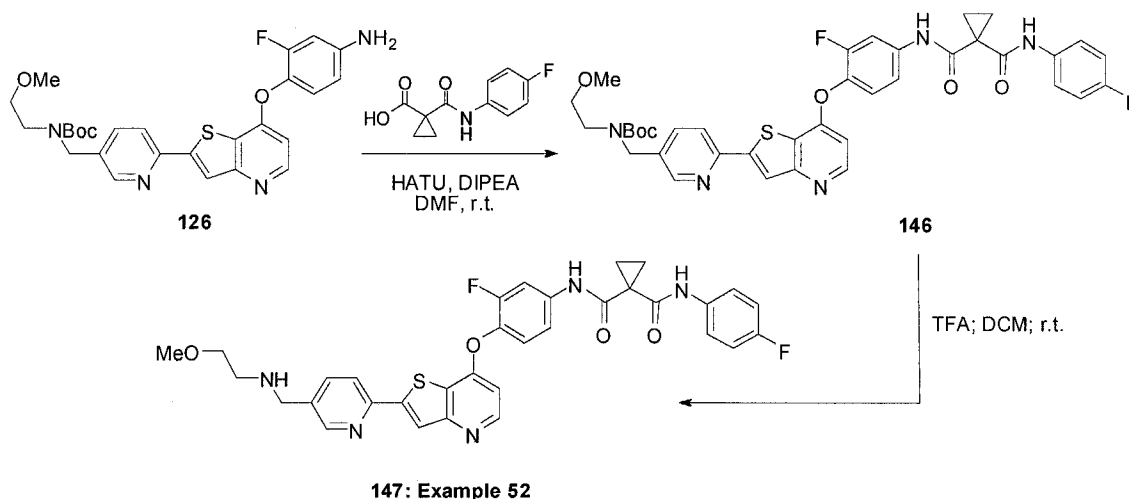
Step 4. *tert*-Butyl (6-(7-(4-amino-2-fluorophenoxy)thieno[3,2-b]pyridin-2-yl)pyridin-3-yl)methyl(2-methoxyethyl)carbamate (**126**)

To a solution of 4-amino-2-fluorophenol (1.933 g, 15.21 mmol) in DMSO (30 mL) was added potassium *tert*-butoxide (2.017 g, 17.97 mmol). After 30 min, chloride **145** (6 g, 13.83 mmol) was added and the reaction mixture was heated at  $100^{\circ}\text{C}$  for 45 min. The mixture was cooled down then poured in water (250 mL) at  $40-45^{\circ}\text{C}$  and stirred for 30 min. The precipitate was collected by filtration, washed with water (2 x 30 mL) and dried overnight. The crude solid was triturated with  $\text{Et}_2\text{O}$  (50 mL) for 1h, to afford title compound **126** (4.18 g, 58% yield) as a brown solid. MS (m/z): 525.2 (M+H).

Step 5. *tert*-Butyl (6-(7-(4-amino-3-fluorophenoxy)thieno[3,2-b]pyridin-2-yl)pyridin-3-yl)methyl(2-methoxyethyl)carbamate (**126a**)

To a solution of 4-amino-3-fluorophenol in DMSO (12 mL) was added potassium *tert*-butoxide (0.824 g, 7.34 mmol). After 30 min, intermediate **145** (2.451 g, 5.65 mmol) was added and the reaction mixture was heated at  $100^{\circ}\text{C}$  for 1.5h. It was then cooled down, poured in water (50 mL) at  $40-45^{\circ}\text{C}$  and stirred for 30 min. EtOAc (40 mL), DCM (40 mL) and water (40 ml) were added and pH was adjusted to 7 by addition of HCl. Solids were removed by filtration through a paper filter and the two phases were separated. The organic layer was collected, dried over anhydrous  $\text{Na}_2\text{SO}_4$ , filtered and concentrated. The residue was purified by flash column chromatography, eluent DCM/MeOH: 99/1, 98/2, 95/5, to afford intermediate **126a** (0.952 g, 32% yield). MS (m/z): 525.2 (M+H).

## Scheme 10



## Example 52

N-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide

Step 1: tert-Butyl (6-(7-(2-Fluoro-4-(1-(4-fluorophenylcarbamoyl)-cyclopropanecarboxamido)phenoxy)thieno[3,2-b]pyridin-2-yl)pyridin-3-yl)methyl(2-methoxyethyl)carbamate (146)

To aniline **126** (0.58 g, 1.1 mmol) and DIPEA (0.58 mL, 0.43 g, 3.3 mmol) in dry DMF (20 mL) was added 1-(4-fluorophenylcarbamoyl)cyclopropanecarboxylic acid (0.35 g, 1.5 mmol) and HATU (0.72 g, 1.9 mmol) and the mixture was stirred at r.t. for 18 h. It was then partitioned between ethyl acetate and water, the organic phase was washed with water, 1M NaOH, brine, dried (MgSO<sub>4</sub>), filtered, and concentrated. Silica gel chromatography (ethyl acetate) afforded title compound **146** (0.60 g, 74 % yield). <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 10.40 (s, 1H), 10.01 (s, 1H), 8.52-8.49 (m, 2H), 8.33 (s, 1H), 8.27-8.24 (m, 1H), 7.92-7.88 (m, 1H), 7.78 (dd, J = 8.2, 2.1 Hz, 1H) 7.65-7.60 (m, 2H), 7.52-7.42 (m, 2H), 7.14 (t, J = 8.8 Hz, 2H), 6.65 (d, J = 5.1 Hz 1H), 4.47 (s, 2H), 3.42-3.30 (m, 4H), 3.22 (s, 3H), 1.46-1.30 (m, 13H). MS (m/z): 730.1 (M+H).

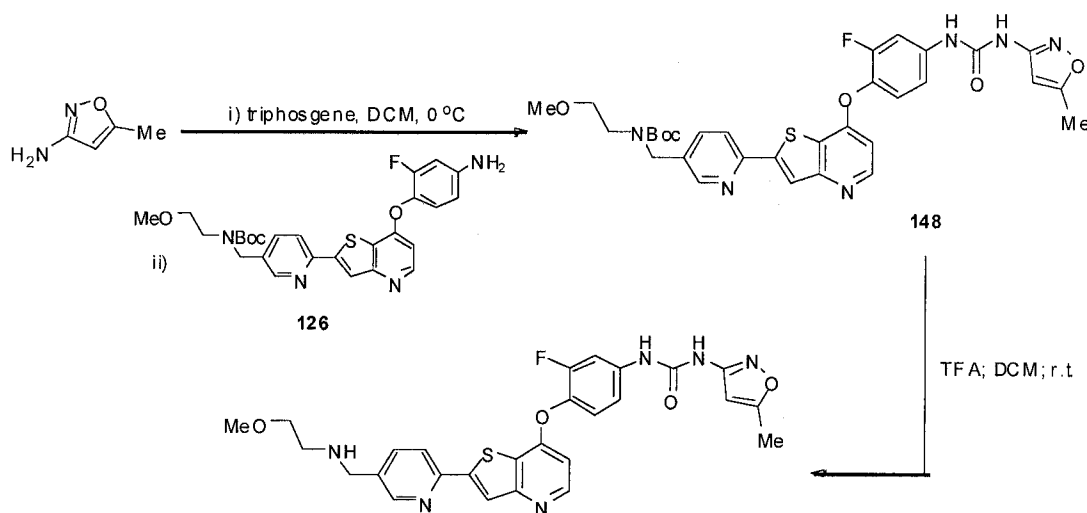
Step 2. N-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide (147)

To the compound **146** (0.59 g, 0.81 mmol) in dichloromethane (50 mL) was added TFA (3 mL). The solution was stirred for 18 h then concentrated. The residue was partitioned between dichloromethane and 1M NaOH, and filtered to remove insolubles. The organic phase was collected, washed with 1M NaOH, brine, dried (MgSO<sub>4</sub>), filtered, and concentrated to afford title compound **147** (0.35 g, 69 % yield). <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 10.40 (s, 1H),

10.01 (s, 1H), 8.55 (d, J = 1.6 Hz, 1H), 8.51 (d, J = 5.3 Hz, 1H), 8.31 (s, 1H), 8.22 (d, J = 8.0 Hz, 1H), 7.92-7.87 (m, 2H), 7.65-7.61 (m, 2H), 7.52-7.43 (m, 2H), 7.17-7.12 (m, 2H), 6.64 (d, J = 5.5 Hz, 1H), 3.77 (s, 2H), 3.40 (t, J = 5.7 Hz, 2H), 3.23 (s, 3H), 2.64 (t, J = 5.7 Hz, 2H), 1.46 (br s, 4H). MS (m/z): 630.1 (M+H).

5

## Scheme 11



149: Example 53

10

## Example 53

1-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(5-methylisoxazol-3-yl)urea

15 Step 1. tert-Butyl (6-(7-(2-fluoro-4-(3-(5-methylisoxazol-3-yl)ureido)phenoxy)-thieno[3,2-b]pyridin-2-yl)pyridin-3-yl)methyl(2-methoxyethyl)carbamate (148)

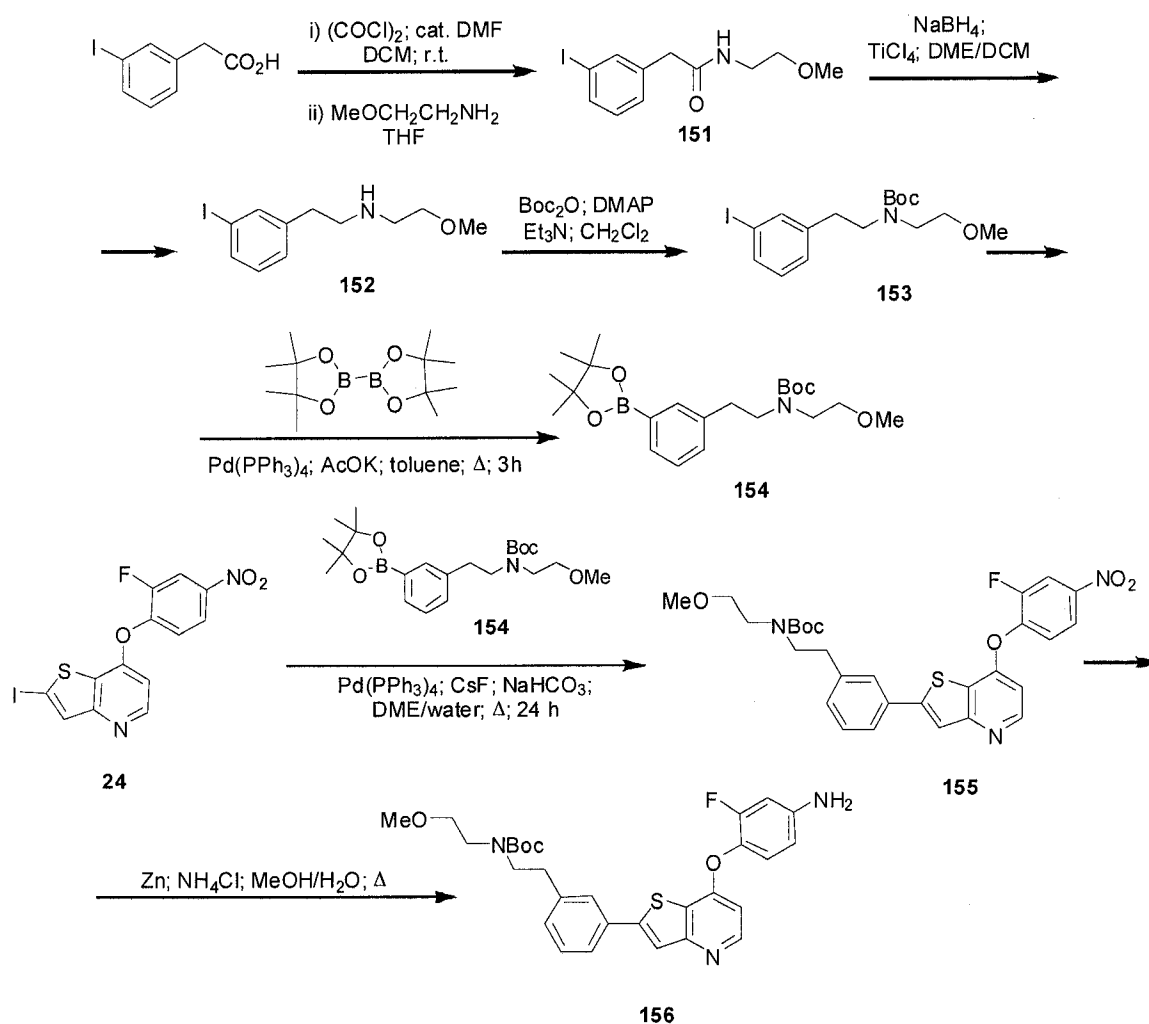
To a solution of triphosgene (1.00 g, 3.4 mmol) in dichloromethane (50 mL) at 0 °C was added 3-methyl-5-aminoisoxazole (1.0 g, 10.2 mmol). The mixture was warmed to r.t. and stirred for 1 h. DIPEA (3.6 mL, 20.4 mmol) was added to afford a carbamyl chloride suspension. Half of this suspension was added to a solution of aniline **126** (0.26 g, 0.50 mmol) in small portions. The mixture was heated to reflux for 2 h, then cooled. It was then washed with water, 1M NaOH, and brine, dried (MgSO<sub>4</sub>), filtered and concentrated. Silica gel chromatography (5 % methanol/ethyl acetate) of the residue provided **148** (0.28 g, 87% yield). MS (m/z): 649.2 (M+H).

20

Step 2: 1-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(5-methylisoxazol-3-yl)urea (149)

To compound **148** (0.27 g, 0.42 mmol) in dichloromethane (75 mL) was added TFA (3 mL). The solution was stirred for 18 h then concentrated. The residue was partitioned between dichloromethane and 1M NaOH, and filtered to remove insolubles. The organic phase was collected, washed with 1M NaOH, brine, dried (anhydrous MgSO<sub>4</sub>), filtered, and concentrated. The residue was triturated with ether to afford title compound **149** (0.10 g, 45 % yield). <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm) : 9.67 (s, 1H), 9.23 (s, 1H), 8.56 (d, J = 1.4 Hz, 1H), 8.51 (d, J = 5.3 Hz, 1H), 8.31 (s, 1H), 8.22 (d, J = 8.0 Hz, 1H), 7.88 (dd, J = 8.0, 2.0 Hz, 1H), 7.73 (dd, J = 12.9, 2.3 Hz, 1H), 7.46 (t, J = 9.0 Hz, 1H), 7.29-7.26 (m, 1H), 6.65 (d, J = 5.5 Hz, 1H), 6.55 (s, 1H), 3.77 (s, 2H), 3.40 (t, J = 5.7 Hz, 2H), 3.23 (s, 3H), 2.64 (t, J = 5.7 Hz, 2H), 2.36 (s, 3H). MS (m/z): 549.1 (M+H).

**Scheme 12**



*tert*-Butyl 3-(7-(4-Amino-2-fluorophenoxy)thieno[3,2-b]pyridin-2-yl)phenethyl(2-methoxyethyl)carbamate (**156**)

Step 1: 2-(3-Iodophenyl)-N-(2-methoxyethyl)acetamide (151)

To a solution of 3 iodophenylacetic acid (1.12 g, 4.3 mmol) in dichloromethane (50 mL) was added oxalyl chloride (0.75 mL, 8.6 mmol) and DMF (0.05 mL). The mixture was stirred for 1 h at room temperature and concentrated. The residue was dissolved in dry THF (40 mL) and 2-methoxyethylamine (2.0 mL, 23 mmol) was added. The mixture was stirred for 2 h and concentrated. The residue was partitioned between water and ethyl acetate, the organic phase was collected, washed with 1M HCl, water, saturated NaHCO<sub>3</sub>, brine, dried (MgSO<sub>4</sub>), filtered and concentrated to afford pure **151** (1.23 g, 89 %). <sup>1</sup>H NMR (400 MHz, CDCl<sub>3</sub>) δ (ppm): 7.64-7.61 (m, 2H), 7.26-7.24 (m, 1H), 7.10-7.06 (m, 1H), 5.81 (br s, 1H), 3.49 (s, 2H), 3.44-3.40 (m, 4H), 3.32 (s, 1H). MS (m/z): 320.1 (M+H).

Steps 2 and 3. tert-Butyl 3-iodophenethyl(2-methoxyethyl)carbamate. (153)

To TiCl<sub>4</sub> (1M in dichloromethane, 7.5 mL, 7.5 mmol) at r.t. was added sodium borohydride (0.60 g, 15 mmol) resulting in a dark blue solution. This was added to a solution of amide **151** (1.22 g, 3.8 mmol) in DME (70 mL) and the resulting dark mixture was stirred for 20 h. The mixture was concentrated, the residue partitioned between dichloromethane and NH<sub>4</sub>OH<sub>(aq)</sub>, and filtered. The filtrate was separated, the organic phase was washed with brine, dried (MgSO<sub>4</sub>), filtered and concentrated to afford crude amine **152**. This material was dissolved in dichloromethane (100 mL), and Boc<sub>2</sub>O (1.06 g, 4.8 mmol), DMAP (0.055 g, 0.63 mmol) and triethylamine (0.80 mL, 5.6 mmol) were added, and the mixture was stirred at r.t. for 3 h. It was then washed with water, saturated NaHCO<sub>3</sub>, brine, dried (MgSO<sub>4</sub>), filtered and concentrated. Silica gel chromatography (15 % ethyl acetate/hexanes) provided title compound **153** (0.95 g, 79 % yiled). MS (m/z): 305.9 (M-Boc+H).

Step 4. tert-Butyl 2-methoxyethyl(3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenethyl)carbamate (154)

Compound **153** (0.95 g, 2.3 mmol), bis(pinacolato)diboron (0.65 g, 2.6 mmol), potassium acetate (0.80 g, 8.2 mmol) and tetrakis(triphenylphosphine)palladium (0.20 g, 0.17 mmol) were suspended in toluene (75 mL). The mixture was degassed with an N<sub>2</sub> flow and heated under reflux for 3 h. The mixture was then cooled and the toluene was removed under reduced pressure. The residue was partitioned between water and ethyl acetate, the organic phase was collected, washed with brine and dried (MgSO<sub>4</sub>), filtered, and concentrated to afford title compound **154**, which was used in the next step with no additional purification.

Step 5. tert-Butyl 3-(7-(2-fluoro-4-nitrophenoxy)thieno[3,2-b]pyridin-2-yl)phenethyl(2-methoxyethyl)carbamate (155)

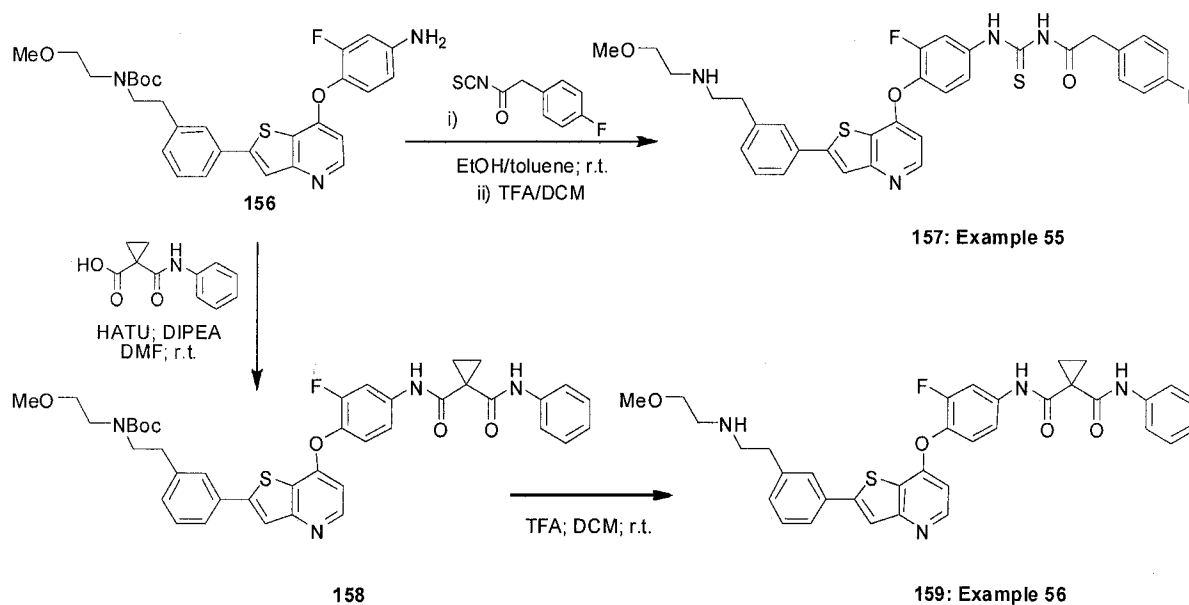
Iodothienopyridine **24** (scheme 4) (0.89 g, 2.1 mmol) and boronate **154** (2.3 mmol) were dissolved in dry DME (100 mL). Cesium fluoride (0.96 g, 6.3 mmol) and sodium bicarbonate (0.60 g, 7.1 mmol) were dissolved in water (5 ml each) and added to the reaction mixture. Tetrakis(triphenylphosphine)palladium (0.10 g, 0.086 mmol) was added, and the mixture was then heated to reflux for 18 h, and cooled. The mixture was partitioned between ethyl acetate and water, washed with brine, dried (MgSO<sub>4</sub>), filtered, and concentrated. Silica gel chromatography (25-75% ethyl acetate/hexanes) provided title compound **155** (0.44 g, 37 % yield). <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 8.60 (d, J = 5.3 Hz, 1H), 8.47 (dd, J = 10.6, 2.7 Hz, 1H), 8.22-8.18 (m, 1H), 8.10-8.06 (m, 1H), 7.75-7.67 (m, 3H), 7.43 (t, J = 7.8 Hz, 1H), 7.29-7.25 (m, 1H), 6.94 (d, J = 5.3 Hz, 1H), 3.45-3.25 (m, 6H), 3.23 (s, 3H), 2.83 (t, J = 7.2 Hz, 2H), 1.35-1.25 (m, 9H). MS (m/z): 568.3 (M + H).

Step 6. *tert*-Butyl 3-(7-(4-Amino-2-fluorophenoxy)thieno[3,2-b]pyridin-2-yl)phenethyl(2-methoxyethyl)carbamate (**156**)

To nitro compound **155** (0.44 g, 0.78 mmol) and zinc dust (0.65 g, 10 mmol) in methanol (50 mL) was added ammonium chloride (0.075 g, 1.4 mmol) in water (6 mL). The resulting mixture was heated to reflux for 2 h, then cooled, filtered through celite and concentrated. Silica gel chromatography (70% ethyl acetate/hexanes) afforded title compound **156** (0.36 g, 88% yield). MS (m/z): 538.3 (M+H).

20

## Scheme 13



**Example 55**

N-(3-Fluoro-4-(2-(3-(2-(2-methoxyethylamino)ethyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-(4-fluorophenyl)acetamide (**157**)

5 Steps 1 and 2. N-(3-Fluoro-4-(2-(3-(2-(2-methoxyethylamino)ethyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-(4-fluorophenyl)acetamide (**157**)

To a solution of **156** (0.17 g, 0.32 mmol) in 1:1 absolute ethanol/toluene (20 mL), p-fluorophenylacetyl isothiocyanate (0.11 g, 0.56 mmol) in 1:1 absolute ethanol/toluene (5 mL) was added and the reaction was allowed to stir for 2 h at r.t. The solvents were removed under reduced pressure and the residue was purified by chromatography on silica gel (75  
10 %EtOAc/hexane) to give the intermediate Boc-protected product [not shown in the scheme] as a white solid. This material was dissolved in dichloromethane (20 mL) and trifluoroacetic acid (3 mL) and stirred for 6 h at r.t. The mixture was then concentrated and the residue was purified by Gilson reverse phase HPLC (Aquasil C-18 column, 35 – 85% MeOH/H<sub>2</sub>O + HCO<sub>2</sub>H, 30 min.  
15 linear gradient elution) and lyophilized to afford title compound **157** (0.100 g, 50 % yield). <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 8.55 (d, J = 5.3 Hz, 1H), 8.24 (s, 1H), 8.06 (s, 1H), 8.03-8.00 (m, 1H), 7.76 (s, 1H), 7.73 (d, J = 7.8 Hz, 1H), 7.57-7.53 (m, 2H), 7.43 (t, J = 7.6 Hz, 1H), 7.40-7.35 (m, 2H), 7.32 (d, J = 7.6 Hz, 1H), 7.21-7.16 (m, 2H), 6.67 (d, J = 5.5 Hz, 1H), 3.84 (s, 2H), 3.43 (t, J = 5.5 Hz, 2H), 3.24 (s, 3H), 2.92-2.82 (m, 4H), 2.79 (t, J = 5.5 Hz, 2H)  
20 (presumably as a formate salt). MS (m/z): 633.2 (M+H).

**Example 56**

N-(3-Fluoro-4-(2-(3-(2-(2-methoxyethylamino)ethyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-phenylcyclopropane-1,1-dicarboxamide (**159**)

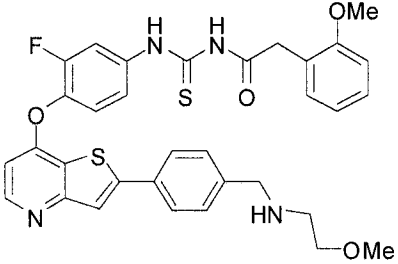
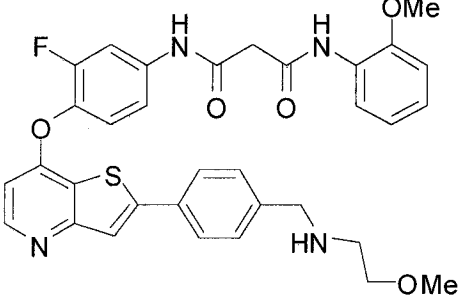
25 Step 1. tert-Butyl 3-(7-(2-Fluoro-4-(1-(phenylcarbamoyl)cyclopropanecarboxamido)phenoxy)-thieno[3,2-b]pyridin-2-yl)phenethyl(2-methoxyethyl)carbamate (**158**)

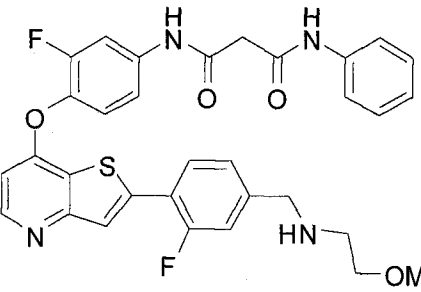
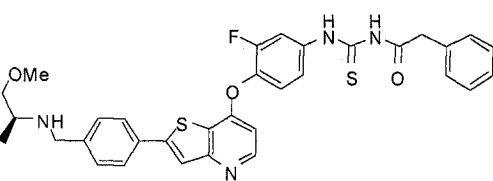
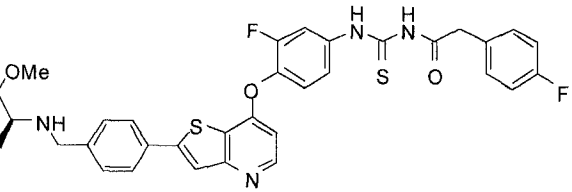
To aniline **156** (0.17 g, 0.32 mmol) in dry DMF (6 mL) was added 1-(phenylcarbamoyl)cyclopropanecarboxylic acid (0.22 g, 1.1 mmol), DIPEA (0.3 mL, 0.2 g, 1.5  
30 mmol), and HATU (0.50 g, 1.3 mmol) and the mixture was stirred at r.t. for 18 h. It was then partitioned between ethyl acetate and water, the organic phase was collected, washed with water, NaHCO<sub>3</sub> (aq), brine, dried (MgSO<sub>4</sub>), filtered, and concentrated. Silica gel chromatography (75% ethyl acetate/hexanes) provided title compound **158** (0.14 g, 62 % yield). MS (m/z): 725.3 (M+H).

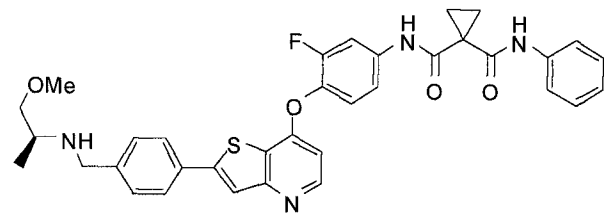
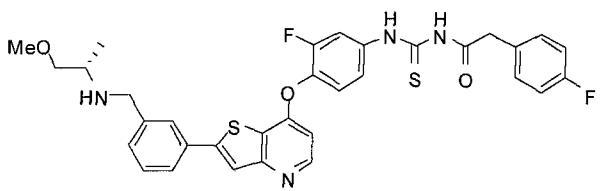
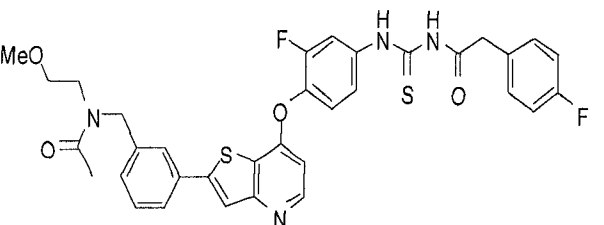


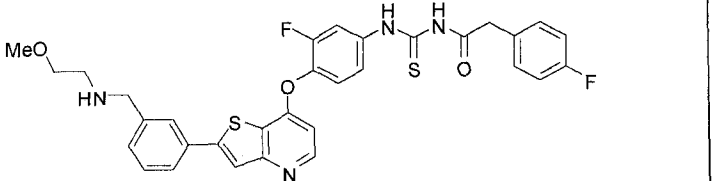
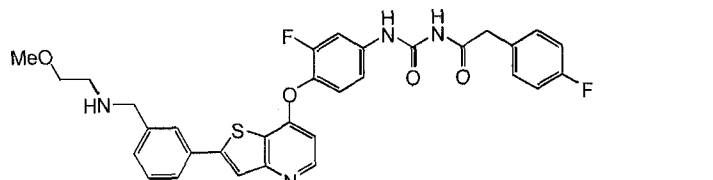
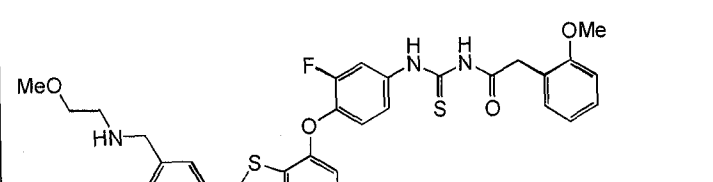
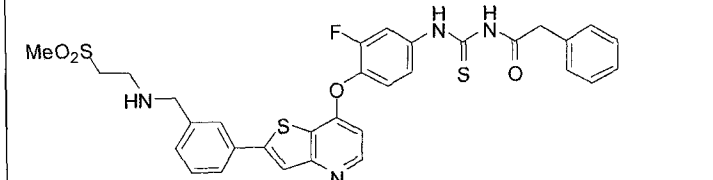
Step 2. N-(3-Fluoro-4-(2-(3-(2-(2-methoxyethylamino)ethyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-phenylcyclopropane-1,1-dicarboxamide (**159**)

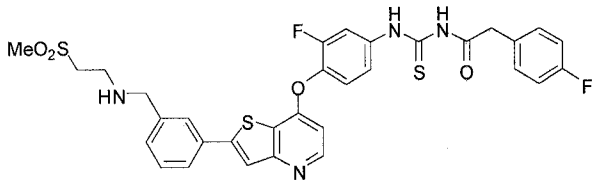
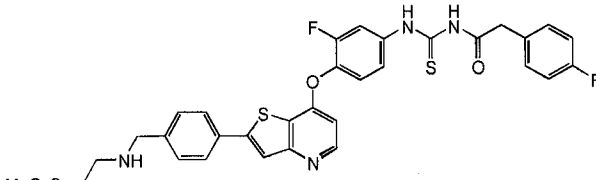
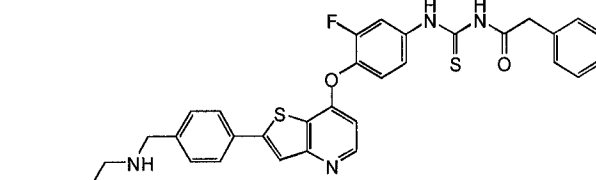
Compound **158** (0.14 g, 0.20 mmol) was dissolved in dichloromethane (20 mL) and trifluoroacetic acid (2 mL) and stirred for 6 h at r.t. The mixture was concentrated, purified by reverse phase HPLC (Aquasil C-18 column, 35 – 85 % MeOH/H<sub>2</sub>O + HCO<sub>2</sub>H, 30 min. linear gradient elution) and lyophilized to afford title compound **159** (0.080 g, 65 % yield). <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 10.37 (s, 1H), 9.98 (s, 1H), 8.50 (d, J = 5.3 Hz, 1H), 8.26 (s, 1H), 8.04 (s, 1H), 7.90 (d, J = 12.9 Hz, 1H), 7.76-7.74 (m, 1H), 7.72-7.68 (m, 1H), 7.63-7.60 (m, 2H), 7.53-7.39 (m, 3H), 7.32-7.27 (m, 3H), 7.08-7.03 (m, 1H), 6.59 (d, J = 5.5 Hz, 1H), 3.38 (t, J = 5.7 Hz, 2H), 3.22 (s, 3H); 2.84-2.78 (m, 4H); 2.72 (t, J = 5.7 Hz, 2H); 1.48-1.46 (m, 4H) (presumably as a formate salt). MS (m/z): 625.3 (M+H).

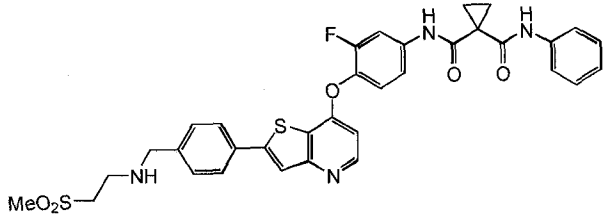
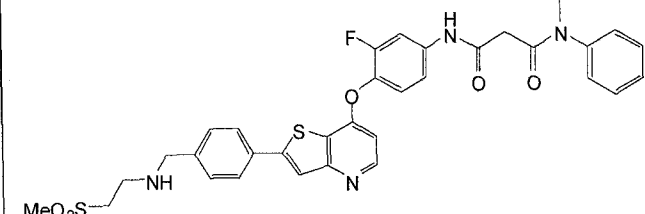
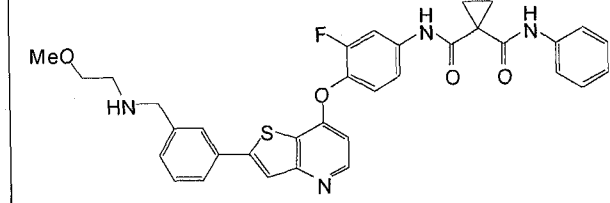
Cpd. #	Ex. #	Structure	Characterization
166	59	 <p>N-(3-fluoro-4-(2-(4-((2-methoxyethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-(2-methoxyphenyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm) 12.56 (s, 1H), 11.75 (s, 1H), 8.97 (s, 2H), 8.54 (d, J = 5.5, 1H), 8.14 (s, 1H), 8.04 (m, 1H), 7.99 (d, J = 8.4 Hz, 2H), 7.62 (d, J = 8.4 Hz, 2H), 7.55 (m, 2H), 7.22 (m, 2H), 6.98 (d, J = 8.0 Hz, 1H), 6.90 (m, 1H), 6.69 (d, J = 5.5 Hz, 1H), 4.2 (m, 2H), 3.70-3.60 (m, 4H), 3.59 (m, 2H), 3.30 (s, 3H), 3.11 (m, 2H) (presumably bis-trifluoroacetate salt). MS (m/z): 631.2 (M+H).
167	60	 <p>N1-(3-fluoro-4-(2-(4-((2-methoxyethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N3-(2-methoxyphenyl)malonamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm) 10.6 (s, 1H), 9.61 (s, 1H), 8.90 (s, 2H), 8.52 (m, 1H), 8.06 (m, 1H), 7.99 (m, 1H), 7.89 (m, 2H), 7.62 (d, J = 8.0 Hz, 2H), 7.47 (m, 2H), 7.06 (m, 2H), 6.90 (m, 1H), 6.68 (d, J = 5.5 Hz, 1H), 4.22 (m, 2H), 3.84 (s, 3H), 3.63 (s, 2H), 3.57 (m, 2H), 3.30 (m, 3H), 3.12 (m, 2H) (presumably bis-trifluoroacetate salt). MS (m/z): 615.3 (M+H).

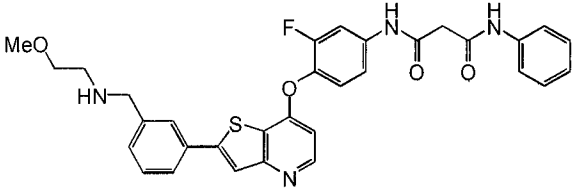
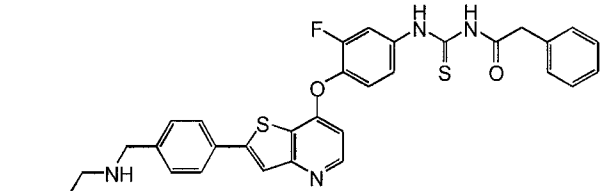
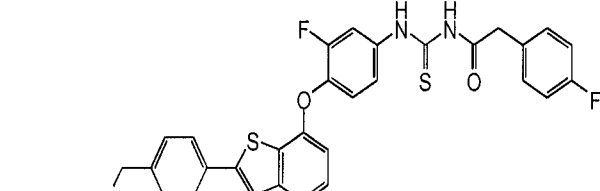
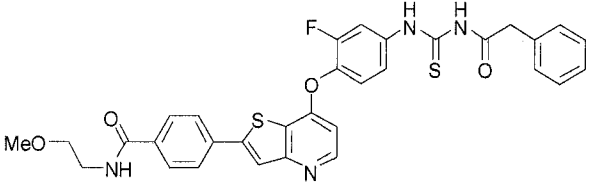
168	61	 <p>N1-(3-fluoro-4-(2-(2-fluoro-4-((2-methoxyethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N3-phenylmalonamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm) 10.59 (s, 1H), 10.21 (s, 1H), 8.51 (d, J = 5.3 Hz, 1H), 8.21 (s, 1H), 8.12 (s, 1H), 7.87 (m, 2H), 7.77 (m, 1H), 7.75 (m, 1H), 6.61 (d, J = 8.6 Hz, 3H), 7.45 (m, 2H), 7.33 (m, 2H), 7.05 (m, 1H), 6.65 (m, 1H), 4.0 (m, 2H), 3.6 (m, 3H), 3.33 (s, 3H), 2.80 (m, 2H), (presumably monoformate salt). MS (m/z): 603.3 (M+H).
170	63	 <p>(S)-N-(3-fluoro-4-(2-(4-((1-methoxypropan-2-ylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-phenylacetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 12.00-11.70 (m, 1H), 8.53 (d, J = 5.3 Hz, 1H), 8.04 (s, 1H), 8.02 (bd, J = 12.7 Hz, 1H), 7.84 (d, J = 8.2 Hz, 2H), 7.58-7.51 (m, 2H), 7.46 (d, J = 8.4 Hz, 2H), 7.39-7.26 (m, 5H), 6.65 (dd, J = 5.5, 0.8 Hz, 1H), 3.84 (s, 2H), 3.83 (d, J = 14.1 Hz, 1H), 3.75 (d, J = 14.1 Hz, 1H), 3.27 (dd, J = 9.3, 6.4 Hz, 1H), 3.24 (s, 3H), 3.19 (dd, J = 9.4, 5.5 Hz, 1H), 2.83-2.73 (m, 1H), 0.98 (d, J = 6.3 Hz, 3H), two NH are missing. MS (m/z): 615.3 (M+H).
171	64	 <p>(S)-N-(3-fluoro-4-(2-(4-((1-methoxypropan-2-ylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-(4-fluorophenyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm) : 8.53 (d, J = 5.5 Hz, 1H), 8.04 (s, 1H), 8.02 (bd, J = 12.0 Hz, 1H), 7.84 (d, J = 8.2 Hz, 2H), 7.59-7.51 (m, 2H), 7.47 (d, J = 8.4 Hz, 2H), 7.42-7.35 (m, 2H), 7.23-7.15 (m, 2H), 6.66 (dd, J = 5.4, 0.7 Hz, 1H), 3.84 (s, 2H), AB system (□ <sub>A</sub> = 3.83, □ <sub>B</sub> = 3.75, J <sub>AB</sub> = 14.2 Hz, 2H), 3.27 (dd, J = 9.3, 6.4 Hz, 1H), 3.24 (s, 3H), 3.19 (dd, J = 9.2, 5.5 Hz, 1H), 2.82-2.73 (m, 1H), 0.98 (d, J = 6.3 Hz, 3H), three NH are missing. MS (m/z): 633.2 (M+H).

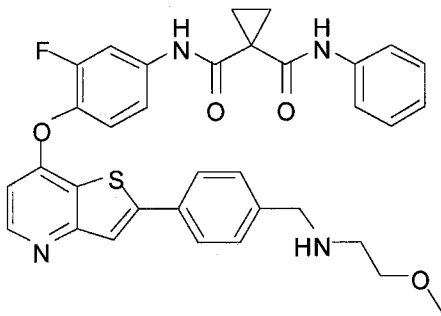
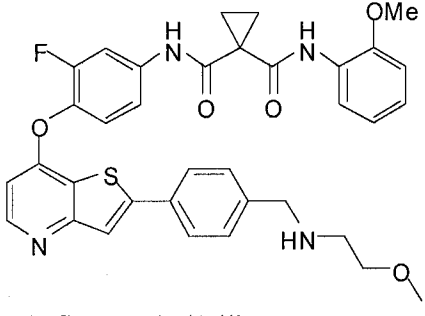
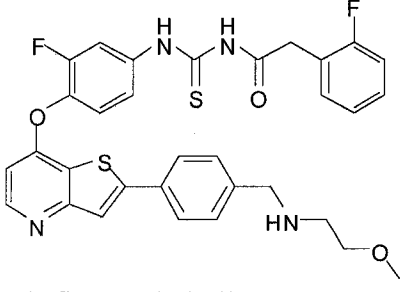
172	65	 <p>(S)-N-(3-fluoro-4-(2-(4-((1-methoxypropan-2-ylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-phenylcyclopropane-1,1-dicarboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.39 (s, 1H), 9.99 (s, 1H), 8.51 (d, J = 5.5 Hz, 1H), 8.15 (s, 1H), 8.05 (s, 1H), 7.91 (dd, J = 13.1, 2.3 Hz, 1H), 7.86 (d, J = 8.2 Hz, 2H), 7.65-7.60 (m, 2H), 7.55-7.44 (m, 4H), 7.34-7.28 (m, 2H), 7.07 (tt, J = 7.4, 1.2 Hz, 1H), 6.61 (dd, J = 5.4, 0.9 Hz, 1H), AB system (□ <sub>A</sub> = 3.90, □ <sub>B</sub> = 3.83, J = 14.0 Hz, 2H), one CH <sub>2</sub> is overlapped with peak of residual water, 3.26 (s, 3H), 2.92-2.82 (m, 1H), 1.52-1.43 (m, 4H), 1.03 (d, J = 6.5 Hz, 3H), one NH is missing. MS (m/z): 625.3 (M+H). (presumably mono-formate salt).
174	67	 <p>(S)-N-(3-fluoro-4-(2-(3-((1-methoxypropan-2-ylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-(4-fluorophenyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 8.54 (d, J = 5.3 Hz, 1H), 8.05 (s, 1H), 8.02 (d, J = 11.9 Hz, 1H), 7.86 (s, 1H), 7.76 (d, J = 7.4 Hz, 1H), 7.54 (bs, 2H), 7.49-7.34 (m, 4H), 7.19 (t, J = 8.9 Hz, 2H), 6.67 (d, J = 5.3 Hz, 1H), 3.90-3.74 (m, 4H), 3.32-3.16 (m, 5H), 2.79 (hex, J = 6.0 Hz, 1H), 0.99 (d, J = 6.5 Hz, 3H), three NH are missing. MS (m/z): 633.2 (M+H).
175	68	 <p>N-(3-fluoro-4-(2-(3-((N-(2-methoxyethyl)acetamido)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-(4-fluorophenyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, MeOH-d <sub>4</sub> ) δ (ppm): Mixture of rotamers, 12.46 (s, 1H), 11.83 (s, 1H), 8.53 (dd, J = 5.5, 2.0 Hz, 1H), 8.03 (s, 1H), 8.01 (dd, J = 12.3, 2.0 Hz, 1H), 7.79 (dd, J = 17.6, 8.4 Hz, 1H), 7.70 (d, J = 1.6 Hz, 1H), 7.57-7.49 (m, 2H), 7.45 (t, J = 7.6 Hz, 1H), 7.37 (dd, J = 8.8, 5.7 Hz, 2H), 7.28 (d, J = 7.6 Hz, 1H), 7.17 (t, J = 9.0 Hz, 2H), 6.66 (d, J = 5.5 Hz, 1H), 4.69 and 4.60 (2s, 2H), 3.82 (s, 2H), 3.48-3.41 (m, 4H), 3.21 and 3.19 (2s, 3H), 2.12 and 2.02 (2s, 3H). MS (m/z): 661.2 (M+H).

178	71	 <p>N-(3-fluoro-4-(2-(3-((2-methoxyethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenylcarbamothioyl)-2-(4-fluorophenyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, d <sub>6</sub> DMSO) δ (ppm): 8.54 (d, J = 5.2 Hz, 1H), 8.05 (s, 1H), 8.02 (d, J = 12.0 Hz, 1H), 7.85 (s, 1H), 7.77 (d, J = 7.2 Hz, 1H), 7.59-7.51 (m, 2H), 7.48-7.35 (m, 4H), 7.19 (t, J = 8.8 Hz, 2H), 6.67 (d, J = 5.2 Hz, 1H), 3.84 (s, 2H), 3.80 (s, 2H), 3.42 (t, J = 5.6 Hz, 2H), 3.24 (s, 3H), 2.68 (t, J = 5.6 Hz, 2H). MS (m/z): 619.2 (M+H)
179	72	 <p>N-(3-fluoro-4-(2-(3-((2-methoxyethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenylcarbamoyl)-2-(4-fluorophenyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, d <sub>6</sub> DMSO) δ (ppm): 11.07 (s, 1H), 10.63s, 1H), 8.51 (d, J = 5.6 Hz, 1H), 8.05 (s, 1H), 7.87 (bs, 1H), 7.83 (dd, J = 12.8, 2.4 Hz, 1H), 7.77 (d, J = 8.0 Hz, 1H), 7.52-7.40 (m, 4H), 7.39-7.34 (dd, J = 8.8, 5.6 Hz, 2H), 7.18 (t, J = 8.8 Hz, 2H), 6.63 (d, J = 5.6 Hz, 1H), 3.82 (s, 2H), 3.75 (s, 2H), 3.43 (t, J = 5.6 Hz, 2H), 3.25 (s, 3H), 2.70 (t, J = 5.6 Hz, 2H). MS (m/z): 603.2 (M+H).
180	73	 <p>N-(3-fluoro-4-(2-(3-((2-methoxyethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenylcarbamothioyl)-2-(2-methoxyphenyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, d <sub>6</sub> DMSO) δ (ppm): 12.56 (bs, 1H), 11.76 (bs, 1H), 8.54 (d, J = 5.2 Hz, 1H), 8.09-8.03 (m, 2H), 7.91 (s, 1H), 7.82 (d, J = 7.6 Hz, 1H), 7.59-7.43 (m, 4H), 7.28 (td, J = 7.8, 1.6 Hz, 1H), 7.23 (dd, J = 7.6, 1.6 Hz, 1H), 7.00 (d, J = 7.6 Hz, 1H), 6.94 (td, J = 7.6, 1.2 Hz, 1H), 6.69 (d, J = 5.2 Hz, 1H), 3.92 (s, 2H), 3.82 (s, 2H), 3.79 (s, 3H), 3.47 (t, J = 5.6 Hz, 2H), 3.26 (s, 3H), 2.81 (t, J = 5.6 Hz, 2H). MS (m/z): 631.4 (M+H).
181	74	 <p>N-(3-fluoro-4-(2-(3-((2-(methylsulfonyl)ethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenylcarbamothioyl)-2-phenylacetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 12.50 (s, 1H), 11.85 (s, 1H), 8.55 (d, J = 5.6 Hz, 1H), 8.07 (s, 1H), 8.03 (d, J = 13.6 Hz, 1H), 7.92 (s, 1H), 7.87-7.82 (m, 1H), 7.59-7.44 (m, 4H), 7.39-7.26 (m, 4H), 6.68 (d, J = 5.6 Hz, 1H), 3.95 (bs, 2H), 3.83 (s, 2H), 3.45-3.25 (m, 2H, hidden under water signal), 3.15-3.00 (m, 5H). MS (m/z): 649.4 (M+H).

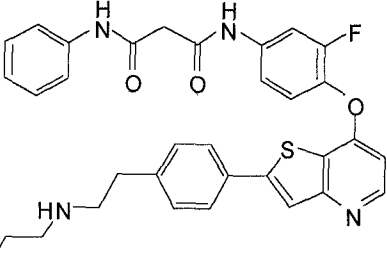
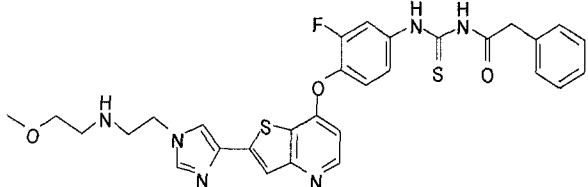
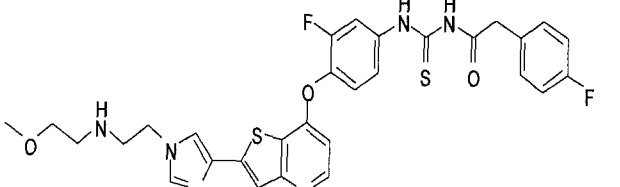
182	75	 <p>N-(3-fluoro-4-(2-(3-((2-(methylsulfonyl)ethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-(4-fluorophenyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 12.47 (s, 1H), 11.83 (s, 1H), 8.54 (d, J = 5.2 Hz, 1H), 8.06 (s, 1H), 8.02 (d, J = 12.4 Hz, 1H), 7.86 (s, 1H), 7.78 (d, J = 7.6 Hz, 1H), 7.59-7.51 (m, 2H), 7.47 (t, J = 7.6 Hz, 1H), 7.43 (s, 1H), 7.42-7.35 (m, 2H), 7.19 (t, J = 8.8 Hz, 2H), 6.67 (d, J = 5.2 Hz, 1H), 3.84 (s, 2H), 3.80 (s, 2H), 3.28 (t, J = 6.8 Hz, 2H), 3.04 (s, 3H), 2.93 (t, J = 6.8 Hz, 2H). MS (m/z): 667.2 (M+H).
183	76	 <p>N-(3-fluoro-4-(2-(4-((2-(methylsulfonyl)ethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-(4-fluorophenyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 12.47 (s, 1H), 11.84 (s, 1H), 8.53 (d, J = 5.2 Hz, 1H), 8.05 (s, 1H), 8.02 (d, J = 12.4 Hz, 1H), 7.86 (d, J = 8.0 Hz, 2H), 7.58-7.51 (m, 2H), 7.47 (d, J = 8.0 Hz, 2H), 7.41-7.35 (m, 2H), 7.22-7.15 (m, 2H), 6.66 (d, J = 5.2 Hz, 1H), 3.84 (s, 2H), 3.77 (s, 2H), 2.27 (t, J = 6.8 Hz, 2H), 3.03 (s, 3H), 2.92 (t, J = 6.8 Hz, 2H). MS (m/z): 667.2 (M+H).
184	77	 <p>N-(3-fluoro-4-(2-(4-((2-(methylsulfonyl)ethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-phenylacetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 12.50 (s, 1H), 11.85 (s, 1H), 8.53 (d, J = 5.4 Hz, 1H), 8.05 (s, 1H), 8.03 (d, J = 12.4 Hz, 1H), 7.86 (d, J = 8.4 Hz, 2H), 7.58-7.51 (m, 2H), 7.46 (d, J = 8.4 Hz, 2H), 7.39-7.26 (m, 5H), 6.66 (d, J = 5.4 Hz, 1H), 3.83 (s, 2H), 3.77 (s, 2H), 3.27 (t, J = 6.8 Hz, 2H), 3.03 (s, 3H), 2.92 (t, J = 6.8 Hz, 2H). MS (m/z): 649.2 (M+H).

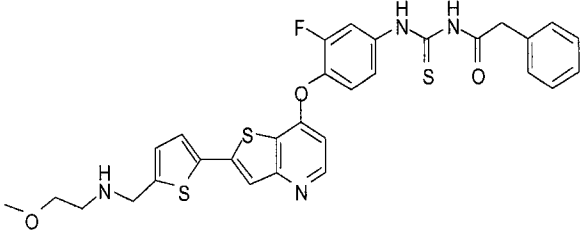
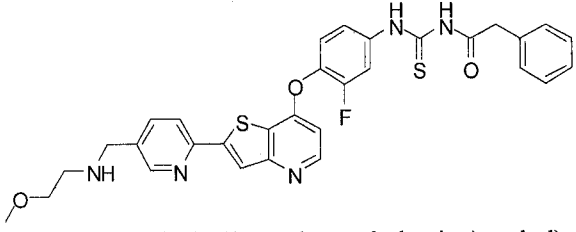
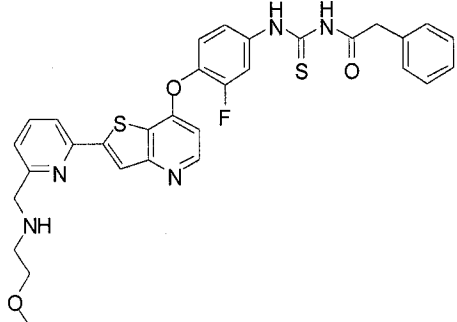
186	79	 <p>N-(3-fluoro-4-(2-(4-((2-(methylsulfonyl)ethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-phenylcyclopropane-1,1-dicarboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.45 (s, 1H), 10.00 (s, 1H), 9.65 (bs, 2H), 8.61 (d, J = 5.6 Hz, 1H), 8.18 (s, 1H), 8.03 (d, J = 8.4 Hz, 2H), 7.94 (dd, J = 13.2, 2.0 Hz, 1H), 7.72 (d, J = 8.4 Hz, 2H), 7.63 (dd, J = 8.4, 1.2 Hz, 1H), 7.55 (dd, J = 8.8, 2.0 Hz, 1H), 7.51 (t, J = 8.8 Hz, 1H), 7.31 (t, J = 7.2 Hz, 2H), 7.07 (t, J = 7.2 Hz, 1H), 6.76 (d, J = 5.6 Hz, 1H), 4.29 (t, J = 5.2 Hz, 2H), 3.67-3.60 (m, 2H), 3.44-3.34 (m, 2H), 3.15 (s, 3H), 1.53-1.45 (m, 4H) (presumably hydrochloride salt). MS (m/z): 659.2 (M+H).
187	80	 <p>N1-(3-fluoro-4-(2-(4-((2-(methylsulfonyl)ethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N3-methyl-N3-phenylmalonamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.31 (s, 1H), 8.50 (d, J = 5.6 Hz, 1H), 8.19 (s, 1H), 8.04 (s, 1H), 7.85 (d, J = 8.4 Hz, 2H), 7.80 (d, J = 12.8 Hz, 1H), 7.55-7.28 (m, 10H), 6.62 (d, J = 5.6 Hz, 1H), 3.77 (s, 2H), 3.27 (t, J = 6.8 Hz, 2H), 3.24-3.19 (m, 5H), 3.03 (s, 3H), 2.92 (t, J = 6.8 Hz, 2H) (presumably formate salt). MS (m/z): 647.2 (M+H).
192	85	 <p>N-(3-fluoro-4-(2-(3-((2-methoxyethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-phenylcyclopropane-1,1-dicarboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.41 (s, 1H), 9.97 (s, 1H), 8.54 (d, J = 5.6 Hz, 1H), 8.14 (s, 0.5H, formate), 8.08 (s, 1H), 8.06 (s, 1H), 7.96 (dt, J = 7.2, 1.6 Hz, 1H), 7.92 (dd, J = 13.2, 2.0 Hz, 1H), 7.66-7.44 (m, 6H), 7.31 (t, J = 8.0 Hz, 2H), 7.08 (t, J = 8.0 Hz, 1H), 6.65 (d, J = 5.6 Hz, 1H), 4.24 (s, 2H), 3.60 (t, J = 5.2 Hz, 2H), 3.32 (s, 3H), 3.13 (t, J = 5.2 Hz, 2H), 1.53-1.44 (m, 4H) (semi-formate salt). MS (m/z): 611.3 (M+H).

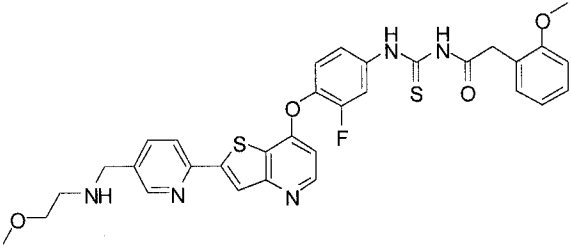
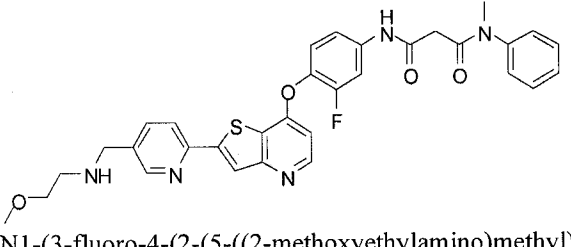
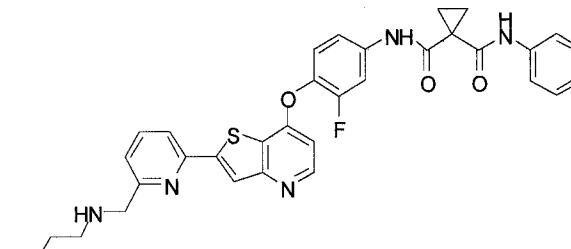
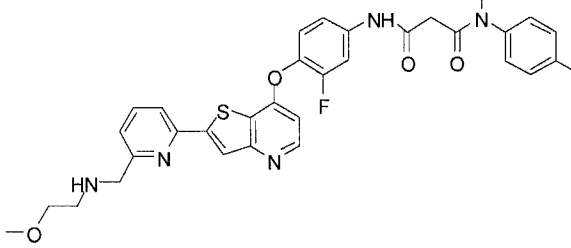
193	86	 <p>N1-(3-fluoro-4-(2-(3-((2-methoxyethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N3-phenylmalonamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.59 (s, 1H), 10.23 (s, 1H), 9.01 (bs, 2H), 8.54 (d, J = 5.6 Hz, 1H), 8.09 (s, 1H), 8.07 (s, 1H), 7.98 (dt, J = 7.2, 1.6 Hz, 1H), 7.90 (dd, J = 12.8, 2.4 Hz, 1H), 7.64-7.54 (m, 4H), 7.51 (t, J = 8.8 Hz, 1H), 7.45 (dd, J = 8.8, 2.4 Hz, 1H), 7.33 (t, J = 8.0 Hz, 2H), 7.07 (t, J = 7.2 Hz, 1H), 6.69 (d, J = 5.6 Hz, 1H), 4.30-4.24 (m, 2H), 3.61 (t, J = 5.6 Hz, 2H), 3.52 (s, 2H), 3.32 (s, 3H), 3.21-3.13 (m, 2H) (probably formate salt). MS (m/z): 585.3 (M+H).
194	87	 <p>N-(3-fluoro-4-(2-(4-((2-(methylthio)ethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-phenylacetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 12.51 (s, 1H), 11.86 (s, 1H), 8.90 (bs, 2H), 8.56 (d, J = 5.6 Hz, 1H), 8.16 (s, 1H), 8.06-7.99 (m, 3H), 7.63 (d, J = 8.4 Hz, 2H), 7.60-7.52 (m, 2H), 7.40-7.26 (m, 5H), 6.69 (dd, J = 5.2, 0.8 Hz, 1H), 4.28-4.23 (m, 2H), 3.84 (s, 2H), 3.22-3.14 (m, 2H), 2.76 (t, J = 7.2 Hz, 2H), 2.11 (s, 3H) (presumably formate salt). MS (m/z): 617.2 (M+H).
195	88	 <p>N-(3-fluoro-4-(2-(4-((2-(methylthio)ethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-(4-fluorophenyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 12.47 (s, 1H), 11.84 (s, 1H), 8.54 (d, J = 5.6 Hz, 1H), 8.14 (s, 1H), 8.10 (s, 1H), 8.02 (d, J = 14.0 Hz, 1H), 7.93 (d, J = 8.4 Hz, 2H), 7.58-7.52 (m, 4H), 7.41-7.35 (m, 2H), 7.22-7.15 (m, 2H), 6.67 (dd, J = 5.6, 0.8 Hz, 1H), 4.02 (s, 2H), 3.84 (s, 2H), 2.95 (t, J = 7.2 Hz, 2H), 2.68 (t, J = 7.2 Hz, 2H), 2.08 (s, 3H) (presumably formate salt). MS (m/z): 635.2 (M+H).
205	98	 <p>4-(7-(2-fluoro-4-(3-(2-phenylacetyl)thioureido)phenoxy)thieno[3,2-b]pyridin-2-yl)-N-(2-methoxyethyl)benzamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 12.50 (s, 1H), 11.85 (s, 1H), 8.67 (t, J = 5.2 Hz, 1H), 8.56 (d, J = 5.6 Hz, 1H), 8.20 (s, 1H), 8.06-7.94 (m, 5H), 7.59-7.52 (m, 2H), 7.39-7.33 (m, 4H), 7.33-7.26 (m, 1H), 6.70 (d, J = 5.6 Hz, 1H), 3.84 (s, 2H), 3.51-3.42 (m, 4H), 3.28 (s, 3H). MS (m/z): 615.2 (M+H).

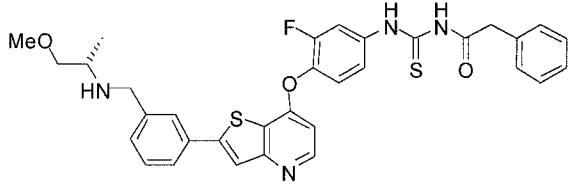
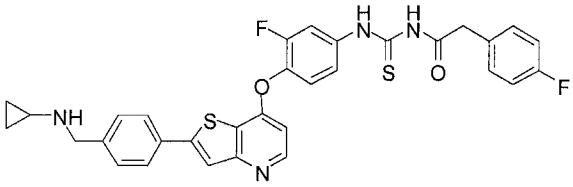
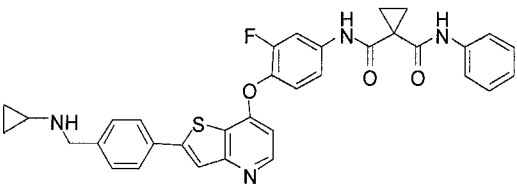
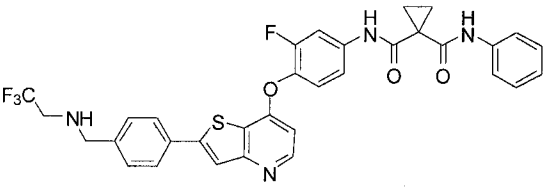
207	100	 <p>N-(3-fluoro-4-(2-(4-((2-methoxyethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-phenylcyclopropane-1,1-dicarboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.42 (s, 1H), 9.97 (s, 1H), 9.22 (s, 2H), 8.58 (d, J = 5.8 Hz, 1H), 8.14 (s, 1H), 7.99 (d, J = 8.4 Hz, 2H), 7.92 (dd, J = 13.1, 2.1 Hz, 1H), 7.67 (d, J = 8.6 Hz, 2H), 7.61 (dd, J = 8.6, 1.0 Hz, 2H), 7.53 (dd, J = 9.2, 2.3 Hz, 1H), 7.48 (t, J = 8.7 Hz, 1H), 7.29 (m, 2H), 7.05 (m, 1H), 6.72 (d, J = 5.6 Hz, 2H), 4.21 (t, J = 5.6 Hz, 2H), 3.61 (t, J = 5.1 Hz, 2H), 3.38 (s, 3H), 3.09 (m, 2H), 1.48 (m, 4H) (presumably hydro chloride salt). MS (m/z): 611.3 (M+H).
208	101	 <p>N-(3-fluoro-4-(2-(4-((2-methoxyethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-(2-methoxyphenyl)cyclopropane-1,1-dicarboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.28 (s, 1H), 10.12 (s, 1H), 9.22 (s, broad, 2H), 8.56 (d, J = 5.6 Hz, 1H), 8.15 (s, 1H), 8.04-7.97 (m, 3H), 7.86 (d, J = 13.5 Hz, 1H), 7.67 (d, J = 8.3 Hz, 2H), 7.56 (m, 2H), 7.05 (m, 2H), 6.91 (m, 1H), 6.69 (d, J = 5.6 Hz, 1H), 4.21 (t, 2H), 3.81 (s, 3H), 3.61 (t, 2H), 3.29 (s, 3H), 3.09 (m, 2H), 1.58 (m, 4H) (presumably hydro chloride salt). MS (m/z): 641.3 (M+H).
209	102	 <p>N-(3-fluoro-4-(2-(4-((2-methoxyethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamoithiyl)-2-(2-fluorophenyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 12.41 (s, 1H), 11.89 (s, 1H), 9.12 (s, broad, 2H), 8.59 (d, J = 5.6 Hz, 1H), 8.14 (s, 1H), 8.04-7.96 (m, 3H), 7.65 (d, J = 8.4 Hz, 2H), 7.54 (m, 2H), 7.38 (dt, J = 7.5, 1.6 Hz, 1H), 7.35-7.31 (m, 1H), 7.21-7.15 (m, 2H), 6.76 (d, J = 5.1 Hz, 1H), 4.20 (t, J = 5.3 Hz, 2H), 3.91 (s, 2H), 3.60-3.53 (m, 2H), 3.29 (s, 3), 3.10 (m, 4H) (presumably hydrochloride salt). MS (m/z): 619.1 (M+H).

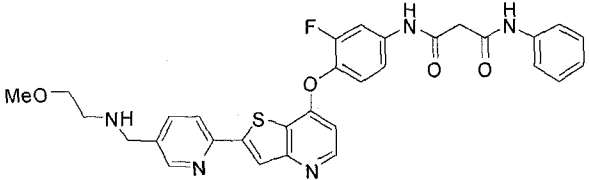
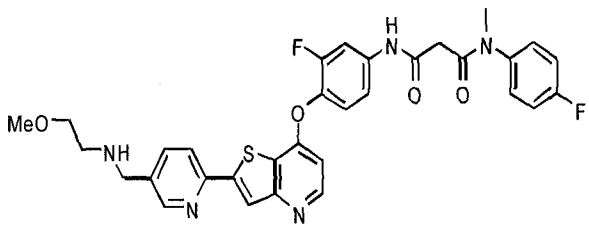
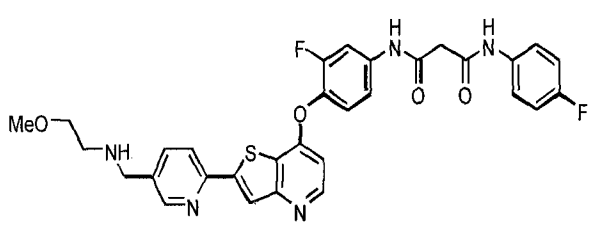
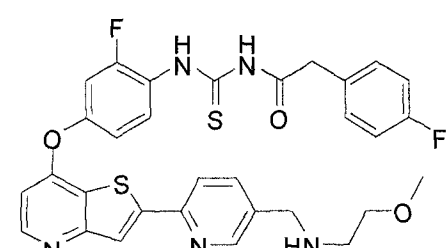


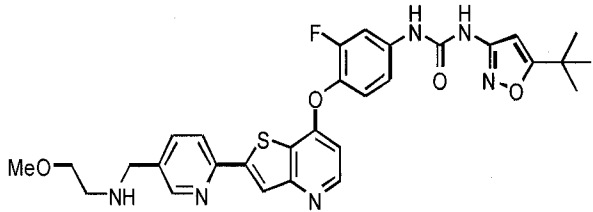
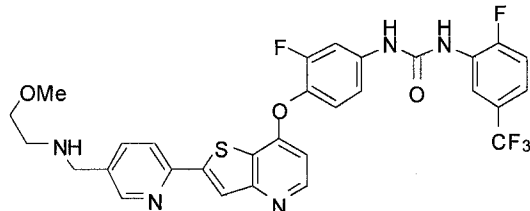
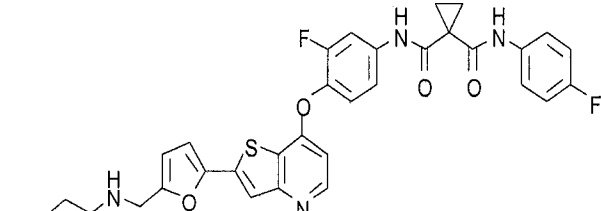
211	104	 <p data-bbox="384 479 1007 595">N1-(3-fluoro-4-(2-(4-(2-(2-methoxyethylamino)ethyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N3-phenylmalonamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.60 (s, 1H), 10.20 (s, 1H), 8.48 (d, J = 5.3 Hz, 1H), 8.00 (s, 1H), 7.88-7.10 (m, 3H), 7.58 (d, J = 7.6 Hz, 2H), 7.48 (t, J = 8.7 Hz, 1H), 7.42 (dd, J = 9.0, 1.8 Hz, 1H), 7.37 (d, J = 8.2 Hz, 2H), 7.31 (t, J = 7.6 Hz, 2H), 7.05 (t, J = 7.3 Hz, 1H), 6.61 (d, J = 5.3 Hz, 1H), 3.26 (s, 3H), 3.00-2.86 (m, 6H) (presumably formate salt). MS (m/z): 599.3 (M+H)
212	105	 <p data-bbox="384 981 975 1077">N-(3-fluoro-4-(2-(1-(2-(2-methoxyethylamino)ethyl)-1H-imidazol-4-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-phenylacetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 12.50 (s, 1H), 11.84 (s, 1H), 8.68 (s, br, 2H), 8.45 (d, J = 5.5 Hz, 1H), 8.02 (dd, J = 12.5, 2.4 Hz, 1H), 7.94 (d, J = 1.2 Hz, 1H), 7.81 (d, J = 1.2 Hz, 1H), 7.70 (s, 1H), 7.55-7.48 (m, 2H), 7.34-7.32 (m, 4H), 7.30-7.22 (m, 1H), 6.58 (dd, J = 5.5, 0.8 Hz, 1H), 4.34 (t, J = 6.0 Hz, 2H), 3.81 (s, 2H), 3.55 (t, J = 5.0 Hz, 1H), 3.34-3.30 (m, 1H), 3.15 (m, 4H) (presumably formate salt). MS (m/z): 605.3 (M+H).
213	106	 <p data-bbox="376 1541 999 1630">N-(3-fluoro-4-(2-(1-(2-(2-methoxyethylamino)ethyl)-1H-imidazol-4-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-(4-fluorophenyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 12.47 (s, 1H), 11.83 (s, 1H), 8.70 (s, br, 2H), 8.48 (d, J = 5.5 Hz, 1H), 8.02 (dd, J = 2.9, 2.2 Hz, 1H), 7.97 (d, J = 1.2 Hz, 1H), 7.84 (d, J = 1.2 Hz, 1H), 7.71 (s, 1H), 7.56-7.38 (m, 2H), 7.38-7.34 (m, H), 7.20-7.15 (m, 2H), 6.63 (dd, J = 5.7, 0.6 Hz, 1H), 4.35 (t, J = 6.0 Hz, 2H), 3.82 (s, 2H), 3.56 (t, J = 5.0 Hz, 2H), 3.44-3.41 (m, 2H), 3.31 (s, 3H), 3.15-3.12 (m, 2H) (presumably trifluoroacetic acid salt). MS (m/z): 623.2 (M+H).

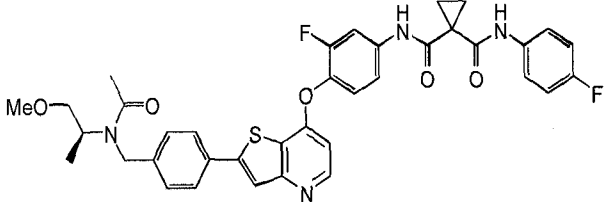
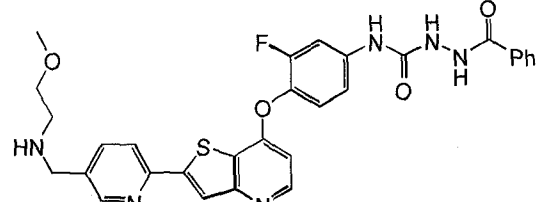
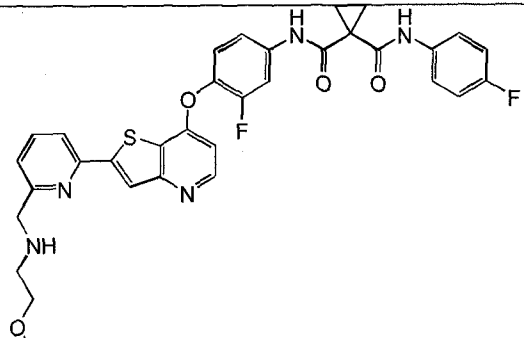
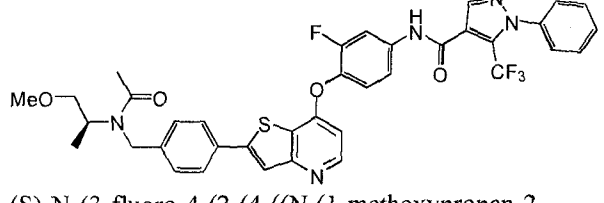
215	108	 <p>N-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)thiophen-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenylcarbamothioyl)-2-phenylacetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 12.49 (s, 1H), 11.84 (s, 1H), 9.03 (s br, 2H), 8.53 (d, J = 5.5 Hz, 1H), 8.02 (dd, J = 13.3, 2.0 Hz, 1H), 7.87 (s, 1H), 7.61 (d, J = 3.5 Hz, 1H), 7.54-53 (m, 2H), 7.35-7.32 (m, 5H), 7.29-7.26 (m, 1H), 6.68 (dd, J = 5.5, 0.8 Hz, 1H), 4.43 (t, J = 5.0 Hz, 2H), 3.81 (s, 2H), 3.57 (t, J = 5.1 Hz, 2H), 3.14-3.12 (m, 2H) (presumably trifluoroacetic acid salt). MS (m/z): 607.1 (M+H).
218	111	 <p>N-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl carbamothioyl)-2-phenylacetamide</p>	<sup>1</sup> H NMR (400 MHz, CH <sub>3</sub> CN-d <sub>3</sub> ) δ (ppm): 12.51 (s, 1H), 11.85 (s, 1H), 9.3 (br.s, 1H), 8.74 (d, J = 1.5 Hz, 1H), 8.61 (d, J = 5.7 Hz, 1H), 8.44 (s, 1H), 8.38 (d, J = 8.0 Hz, 1H), 8.14 (dd, J = 8.2, 1.9 Hz, 1H), 8.04 (d, J = 13.1 Hz, 1H), 7.56 (m, 2H), 7.25-7.35 (m, 5H), 6.77 (d, J = 5.2 Hz, 1H), 4.25 (m, 2H), 3.82 (s, 2H), 3.61 (m, 2H), 3.30 (s, 3H), 3.13 (m, 2H) (presumably HCl trisalt). MS (m/z): 602.2 (M+H).
219	112	 <p>N-(3-fluoro-4-(2-(6-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl carbamothioyl)-2-phenylacetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 12.53 (s, 1H), 11.87 (s, 1H), 9.48 (br.s, 2H), 8.69 (d, J = 5.9 Hz, 1H), 8.51 (s, 1H), 8.33 (d, J = 7.8 Hz, 1H), 8.06 (m, 2H), 7.60 (m, 3H), 7.2-7.4 (m, 7H), 6.87 (d, J = 5.7 Hz, 1H), 4.43 (s, 2H), 3.83 (s, 3H), 3.70 (m, 2H), 3.55 (s, 2H) (presumably HCl trisalt). MS (m/z): 602.2 (M+H).

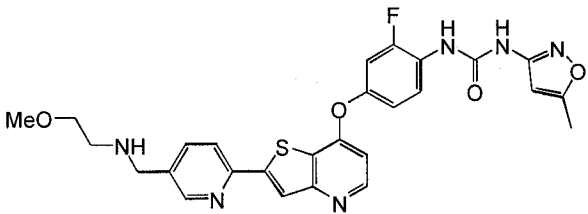
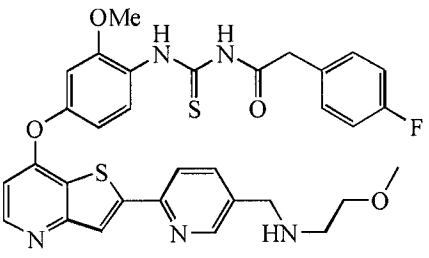
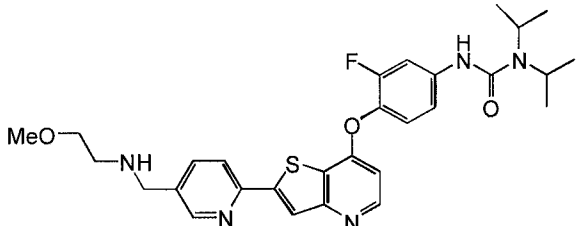
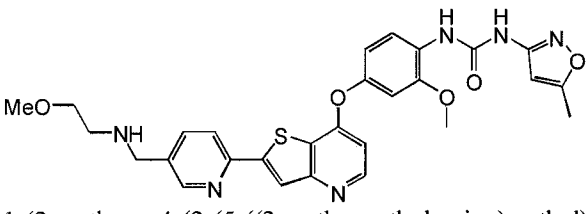
220	113	 <p>N-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-(2-methoxyphenyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 12.59 (s, 1H), 11.77 (s, 1H), 9.61 (br.s, 1H), 8.81 (s, 1H), 8.78 (d, J = 6.1 Hz, 1H), 8.49 (s, 1H), 8.45 (d, J = 8.6 Hz, 1H), 8.24 (d, J = 7.2 Hz, 1H), 8.13 (d, J = 12.1 Hz, 1H), 7.62 (s, 2H), 7.2-7.3 (m, 2H), 7.03 (d, J = 6.3 Hz, 1H), 6.98 (d, J = 8.0 Hz, 1H), 6.90 (t, J = 7.2 Hz, 1H), 4.26 (s, 2H), 3.6-4.0 (m, 4H), 3.77 (s, 3H), 3.29 (s, 3H), 3.12 (s, 2H) (presumably HCl trisalt). MS (m/z): 632.3 (M+H).
223	116	 <p>N1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N3-methyl-N3-phenylmalonamide</p>	<sup>1</sup> H NMR (400 MHz, MeOH-d <sub>4</sub> ) δ (ppm): 8.58 (d, J = 1.5 Hz, 1H), 8.46 (d, J = 5.4 Hz, 1H), 8.09 (s, 1H), 8.06 (s, 1H), 7.92 (dd, J = 8.2, 2.2 Hz, 1H), 7.75 (dd, J = 12.7, 2.2 Hz, 1H), 7.25-7.5 (m, 7H), 3.88 (s, 2H), 3.53 (t, J = 5.1 Hz, 2H), 3.35 (s, 3H), 3.34 (s, 2H), 2.81 (t, 2H) (presumably HCl salt). MS (m/z): 600.3 (M+H).
224	117	 <p>N-(3-fluoro-4-(2-(6-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-phenylcyclopropane-1,1-dicarboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.38 (s, 1H), 9.99 (s, 1H), 8.51 (d, J = 5.5 Hz, 1H), 8.35 (s, 1H), 8.21 (br.s, 0.6H), 8.12 (d, J = 7.9 Hz, 1H), 7.92 (m, 2H), 7.62 (d, J = 7.6 Hz, 2H), 7.46 (m, 3H), 7.30 (t, J = 7.7 Hz, 2H), 7.06 (t, J = 7.2 Hz, 1H), 6.61 (d, J = 5.3 Hz, 1H), 3.89 (s, 2H), 3.24 (s, 3H), 2.75 (t, J = 5.2 Hz, 2H), 1.47 (s, 4H) (presumably as formate salt). MS (m/z): 612.2 (M+H).
225	118	 <p>N1-(3-fluoro-4-(2-(6-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N3-(4-fluorophenyl)-N3-methylmalonamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.37 (s, 1H), 8.59 (d, J = 5.5 Hz, 1H), 8.43 (s, 1H), 8.21 (d, J = 7.8 Hz, 1H), 8.00 (t, J = 7.9 Hz, 1H), 7.88 (d, J = 13.7 Hz, 1H), 7.56 (m, 4H), 7.39 (m, 3H), 6.72 (d, J = 4.9 Hz, 1H), 3.95 (s, 2H), 3.52 (t, J = 5.7 Hz, 2H), 3.33 (s, 3H), 3.31 (s, 2H), 3.27 (s, 3H), 2.82 (t, J = 5.5 Hz, 3H). MS (m/z): 618.2 (M+H).

229	122	 <p>(S)-N-(3-fluoro-4-(2-(3-((1-methoxypropan-2-ylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-phenylacetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 8.54 (d, J = 5.5 Hz, 1H), 8.06 (s, 1H), 8.03-8.00 (m, 1H), 7.97 (s, 1H), 7.88-7.84 (m, 1H), 7.54-7.50 (m, 4H), 7.35-7.32 (m, 4H), 7.29-7.26 (m, 1H), 6.67 (d, J = 5.3 Hz, 1H), 4.11-4.02 (m, 2H), 3.82 (s, 2H), 3.40 (s, J = 5.5 Hz, 2H), 3.28 (s, 3H), 3.16-3.11 (m, 1H), 1.15 (d, J = 6.5 Hz, 3H). MS (m/z): 615.2 (M+H).
230	123	 <p>N-(4-(2-(4-((cyclopropylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)-3-fluorophenyl)carbamothioyl)-2-(4-fluorophenyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 12.48 (br s, 1H), 11.85 (br s, 1H), 8.53 (d, J = 5.5 Hz, 1H), 8.18 (s, 1H), 8.06 (s, 1H), 8.02 (d, J = 11.9 Hz, 1H), 7.86 (d, J = 8.4 Hz, 2H), 7.55-7.53 (m, 2H), 7.49 (d, J = 8.4 Hz, 2H), 7.40-7.36 (m, 2H), 7.21-7.16 (m, 2H), 6.65 (d, J = 5.3 Hz, 1H), 3.88 (s, 2H), 3.84 (s, 2H), 2.19 (septet, J = 3.7 Hz, 1H), 0.45-0.38 (m, 4H) (presumably formate salt). MS (m/z): 601.2 (M+H).
231	124	 <p>N-(4-(2-(4-((cyclopropylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)-3-fluorophenyl)-N-phenylcyclopropane-1,1-dicarboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.39 (s, 1H), 10.00 (s, 1H), 8.50 (d, J = 5.5 Hz, 1H), 8.12 (s, 1H), 7.99 (s, 1H), 7.91 (d, J = 12.9 Hz, 1H), 7.85-7.82 (m, 2H), 7.65-7.62 (m, 2H), 7.54-7.45 (m, 4H), 7.33-7.29 (m, 2H), 7.09-7.04 (m, 1H), 6.60 (d, J=5.5, 1H), 3.78 (s, 2H), 2.06 (sept, J=3.5, 1H), 0.39-0.27 (m, 4H) (presumably formate salt). MS (m/z): 593.2 (M+H).
233	126	 <p>N-(3-fluoro-4-(2-(4-((2,2,2-trifluoroethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-phenylcyclopropane-1,1-dicarboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.37 (s, 1H), 9.97 (s, 1H), 8.49 (d, J = 5.5 Hz, 1H), 8.03 (s, 1H), 7.90 (d, J = 13.3 Hz, 1H), 7.86-7.83 (m, 2H), 7.63-7.60 (m, 2H), 7.52-7.43 (m, 4H), 7.32-7.27 (m, 2H), 7.07-7.03 (m, 1H), 6.59 (d, J = 5.5 Hz, 1H), 3.84-3.82 (m, 2H), 3.27-3.15 (m, 2H), 3.02 (quint, J=6.7, 1H), 1.46 (br s, 4H). MS (m/z): 635.2 (M+H).

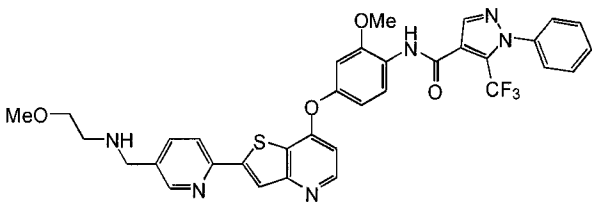
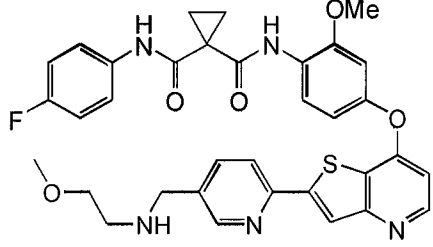
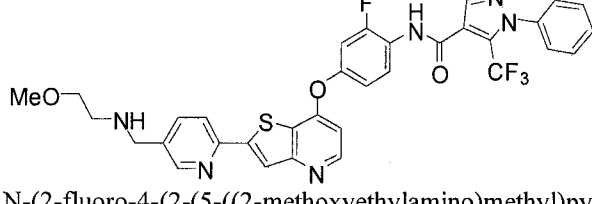
235	128	 <p>N1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N3-phenylmalonamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.64 (s, 1H), 10.26 (s, 1H), 8.57 (d, J = 1.4 Hz, 1H), 8.52 (d, J = 5.3 Hz, 1H), 8.32 (s, 1H), 8.23 (d, J = 8.0 Hz, 1H), 7.91 (s, 1H), 7.89-7.87 (m, 1H), 7.63-7.60 (m, 2H), 7.50 (t, J = 9.0 Hz, 1H), 7.45 (dd, J = 6.9, 0.8 Hz, 1H), 7.34-7.30 (m, 2H), 7.09-7.04 (m, 1H), 6.68 (dd, J = 5.3, 0.8 Hz, 1H), 3.78 (s, 2H), 3.52 (s, 2H), 3.41 (t, J = 5.7 Hz, 2H), 3.24 (s, 3H), 2.65 (t, J = 5.5 Hz, 2H). MS (m/z): 586.3 (M+H).
236	129	 <p>N1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N3-(4-fluorophenyl)-N3-methylmalonamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.28 (s, 1H), 8.58 (s, 1H), 8.52 (d, J = 5.3 Hz, 1H), 8.33 (s, 1H), 8.24 (d, J = 8.0 Hz, 1H), 8.15 (s, 1H), 7.91 (dd, J = 8.0, 2.0 Hz, 1H), 7.79 (dd, J = 12.9, 2.0 Hz, 1H), 7.49-7.43 (m, 3H), 7.33-7.27 (m, 3H), 6.66 (d, J = 5.3 Hz, 1H), 3.92 (s, 2H), 3.42 (t, J = 5.7 Hz, 2H), 3.25 (s, 3H), 3.23 (s, 2H), 3.19 (s, 3H), 2.69 (t, J = 5.5 Hz, 2H). MS (m/z): 618.3 (M+H).
237	130	 <p>N1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N3-(4-fluorophenyl)malonamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.61 (s, 1H); 10.32 (s, 1H); 8.57 (s, J=1.4, 1H); 8.52 (d, J=5.5, 1H); 8.33 (s, 1H); 8.23 (d, J=8.0, 1H); 7.91 (d, J=2.2, 1H); 7.89-7.86 (m, 1H); 7.66-7.60 (m, 2H); 7.51 (t, J=8.8, 1H); 7.44 (dd, J=9.0, 2.0, 1H); 7.20-7.14 (m, 2H); 6.68 (d, J=5.5, 1H); 3.78 (s, 2H); 3.51 (s, 2H); 3.41 (t, J=5.7, 2H); 3.24 (s, 3H); 2.65 (t, J=5.7, 2H). MS (m/z): 604.2 (M+H).
244	137	 <p>N-(2-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioyl)-2-(4-fluorophenyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 12.27 (s, 1H), 11.94 (s, 1H), 9.50 (s, 2H), 8.77 (s, 1H), 8.72 (m, 1H), 8.41 (m, 2H), 8.21 (m, 1H), 8.10 (m, 1H), 7.55 (m, 1H), 7.36 (m, 2H), 7.25 (m, 1H), 7.15 (m, 3H), 6.95 (m, 1H), 4.21 (m, 2H), 3.83 (s, 3H), 3.63 (m, 2H), 3.13 (m, 2H) (presumably trihydrochloride salt). MS (m/z): 620.1 (M+H).

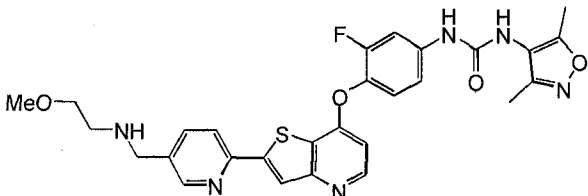
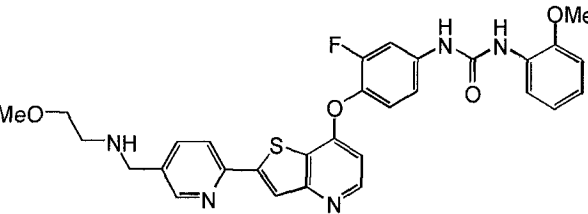
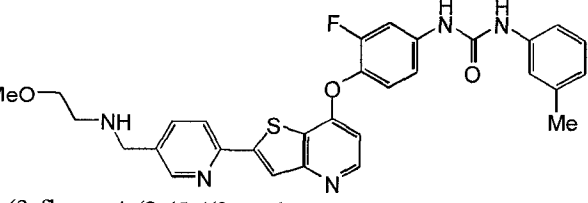
252	145	 <p>1-(5-tert-butylisoxazol-3-yl)-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<p><sup>1</sup>H NMR (DMSO-d<sub>6</sub>) d(ppm) 1H: 9.89 (s, 1H); 9.41 (s, 1H); 8.56 (s, 1H); 8.51 (d, J=5.5, 1H); 8.32 (s, 1H); 8.23 (d, J=8.0, 1H); 7.89 (dd, J=10.0, 1.8, 1H); 7.75 (dd, J=13.1, 2.3, 1H); 7.46 (t, J=9.0, 1H); 7.30-7.27 (m, 1H); 6.66 (d, J=5.3, 1H); 6.51 (s, 1H); 3.77 (s, 2H); 3.40 (t, J=5.7, 2H); 3.23 (s, 3H); 2.65 (t, J=5.5, 2H); 1.29 (s, 9H). LRMS(ESI): (calc.) 591.2 (found) 591.2 (MH)<sup>+</sup></p>
253	146	 <p>1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(2-fluoro-5-(trifluoromethyl)phenyl)urea</p>	<p><sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 9.60 (s, 1H), 9.07 (d, J = 2.7 Hz, 1H), 8.68 (d, J = 1.6 Hz, 1H), 8.59 (dd, J = 7.1, 2.3 Hz, 1H), 8.55 (d, J = 5.5 Hz, 1H), 8.41 (s, 1H), 8.34 (d, J = 8.2 Hz, 1H), 8.03 (dd, J = 8.1, 2.1 Hz, 1H), 7.79 (dd, J = 13.1, 2.5 Hz, 1H), 7.58-7.40 (m, 3H), 7.28 (bd, J = 8.6 Hz, 1H), 6.70 (d, J = 5.3 Hz, 1H), 4.13 (bs, 2H), 3.54 (t, J = 5.2 Hz, 2H), 3.30 (s, 3H), 3.08-12.96 (m, 2H), one NH is not observed (presumably trifluoroacetate salt). MS (m/z): 630.2 (M+H).</p>
254	147	 <p><i>N</i>-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)furan-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-<i>N</i>-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide</p>	<p><sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) □ (ppm) : 10.42 (s, 1H), 10.01 (s, 1H), 8.49 (d, J = 5.3 Hz, 1H), 8.15 (s, 1H, formate salt), 7.90 (dd, J = 13.3, 2.0 Hz, 1H), 7.77 (s, 1H), 7.68-7.60 (m, 2H), 7.54-7.43 (m, 2H), 7.20-7.11 (m, 2H), 7.10 (d, J = 3.3 Hz, 1H), 6.60 (d, J = 5.5 Hz, 1H), 6.50 (d, J = 3.3 Hz, 1H), 3.82 (s, 2H), one CH<sub>2</sub> is masked by water peak, 3.24 (s, 3H), 2.74 (t, J = 5.7 Hz, 2H), 1.51-1.43 (m, 4H), one NH is missing. MS (m/z): 619.2 (M+H).</p>

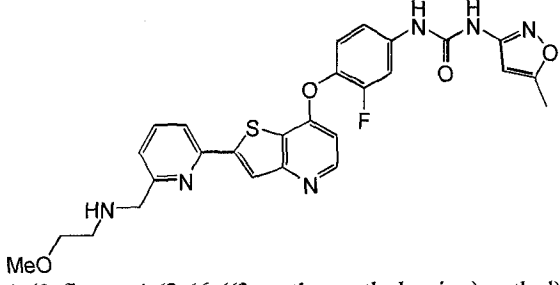
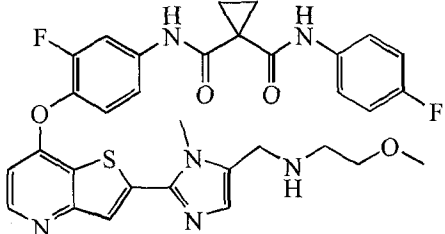
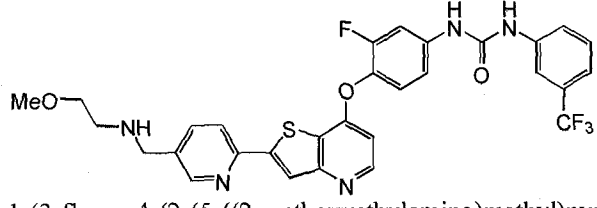
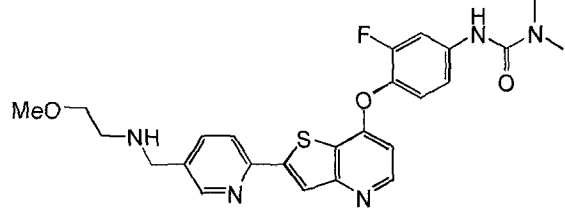
255	148	 <p>(S)-N-(3-fluoro-4-(2-(4-((N-(1-methoxypropan-2-yl)acetamido)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): mixture of rotamers, 10.42 (s, 1H), 10.02 (s, 1H), 8.53-8.47 (m, 1H), 8.06 and 8.02 (2s, 1H), 7.95-7.77 (m, 3H), 7.68-7.60 (m, 2H), 7.55-7.43 (m, 2H), 7.41 and 7.35 (2d, J = 8.2 Hz, 2H), 7.15 (t, J = 8.8 Hz, 2H), 6.60 (t, J = 5.3 Hz, 1H), 4.73-4.17 (m, 3H), 3.42-3.23 (m, 2H), 3.16 (s, 3H), 2.16 and 1.93 (2s, 3H), 1.53-1.42 (m, 4H), 1.09-1.00 (m, 3H). MS (m/z): 685.3 (M+H)
256	149	 <p>2-benzoyl-N-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)hydrazinecarboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 10.36 (br, 1H), 9.37 (br, 1H), 8.57-8.49 (m, 3H), 8.38 (s, 1H), 8.23 (dd, J = 8.2 Hz, 1H), 7.95-7.88 (m, 3H), 7.78(d, J = 12.9 Hz, 1H), 7.59-7.56 (m, 1H), 7.52-7.49 (m, 2H), 7.45-7.41 (m, 2H), 6.66 (d, J = 5.5 Hz, 1H), 3.78 (s, 2H), 3.41 (t, J = 5.7 Hz, 2H), 3.24 (s, 3H), 2.65 (t, J = 5.7 Hz, 2H), 2.28 (br, 1H). MS (m/z): 587.3 (M+H).
257	150	 <p>N-(3-fluoro-4-(2-(6-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 8.51 (d, J = 5.5 Hz, 1H), 8.32 (s, 1H), 8.11 (d, J = 7.7 Hz, 2H), 7.90 (m, 2H), 7.62 (m, 2H), 7.45 (m, 3H), 7.13 (t, J = 8.8 Hz, 2H), 6.61 (d, J = 5.1 Hz, 1H), 3.86 (s, 2H), 2.72 (m, 2H), 1.41 (br.s, 4H). MS (m/z): 630.3 (M+H).
258	151	 <p>(S)-N-(3-fluoro-4-(2-(4-((N-(1-methoxypropan-2-yl)acetamido)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-1-phenyl-5-(trifluoromethyl)-1H-pyrazole-4-carboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): mixture of rotamers, 10.92 (s, 1H), 8.52 (dd, J = 5.5, 3.5 Hz, 1H), 8.36 (s, 1H), 8.07 and 8.03 (2s, 1H), 7.96 (dd, J = 13.7, 2.0 Hz, 1H), 7.91 (d, J = 8.2 Hz, 1H), 7.82 (d, J = 8.2 Hz, 1H), 7.67-7.51 (m, 7H), 7.41 (d, J = 8.2 Hz, 1H), 7.36 (d, J = 8.2 Hz, 1H), 6.67 (t, J = 5.5 Hz, 1H), 4.74-4.16 (m, 3H), 3.42-3.24 (m, 2H), 3.16 (s, 3H), 2.16 and 1.93 (2s, 3H), 1.09-1.01 (m, 3H). MS (m/z): 718.3(M+H).

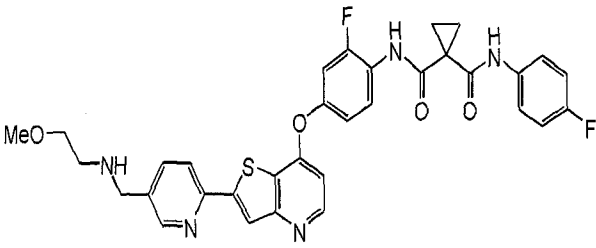
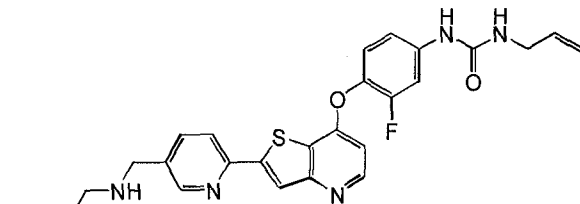
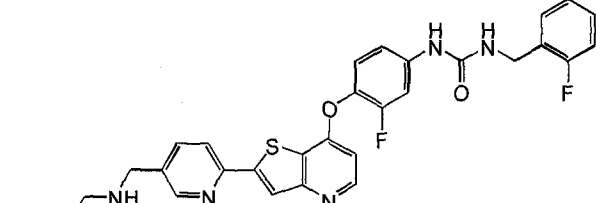
259	152	 <p>1-(2-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(5-methylisoxazol-3-yl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 9.92 (s, 1H), 9.02 (s, 1H), 8.57 (d, J = 1.4 Hz, 1H), 8.54 (d, J = 5.3 Hz, 1H), 8.32 (s, 1H), 8.26 (s, 1H), 8.24-8.17 (m, 2H), 7.89 (dd, J = 8.0 Hz, 1H), 7.44 (dd, J = 11.6, 2.7, 1H), 7.17-7.14 (m, 1H), 6.74 (d, J = 5.5 Hz, 1H), 6.54 (d, J = 1.0 Hz, 1H), 3.78 (s, 2H), 3.41 (t, J = 5.7 Hz, 2H), 3.24 (s, 3H), 2.65 (t, J = 5.7 Hz, 2H), 2.37 (s, 3H). MS (m/z): 549.1 (M+H).
260	153	 <p>2-(4-fluorophenyl)-N-(2-methoxy-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamothioylacetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 12.70 (s, 1H), 11.73 (s, 1H), 9.04 (s, 2H), 8.7 (s, 1H), 8.64 (d, J = 8.8 Hz, 1H), 8.56 (m, 1H), 8.41 (s, 1H), 8.36 (d, J = 8.2 Hz, 1H), 8.08 (m, 1H), 7.36 (m, 2H), 7.15 (m, 3H), 6.92 (m, 1H), 6.75 (m, 1H), 4.2 (m, 2H), 3.82 (m, 5H), 3.58 (m, 2H), 3.31 (s, 3H), 3.15 (m, 2H). MS (m/z): 632.1 (M+H).
261	154	 <p>3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-1,1-diisopropylurea</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 8.55 (s, 1H), 8.50 (d, J = 5.3 Hz, 1H), 8.41 (s, 1H), 8.30 (s, 1H), 8.21 (d, J = 8.8 Hz, 1H), 7.88 (dd, J = 8.0, 2.2 Hz, 1H), 7.70 (dd, J = 13.0, 2.3 Hz, 1H), 7.37-7.33 (m, 2H), 6.62 (dd, J = 5.3, 0.8 Hz, 1H), 3.83 (sept, J = 6.7 Hz, 2H), 3.76 (s, 2H), 3.39 (t, J = 5.7 Hz, 2H), 3.23 (s, 3H), 2.64 (t, J = 5.7 Hz, 2H), 1.25 (d, J = 6.7 Hz, 12H). MS (m/z): 552.2 (M+H).
262	155	 <p>1-(2-methoxy-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(5-methylisoxazol-3-yl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 10.01 (s, 1H), 8.76 (bs, 1H), 8.57 (d, J = 1.2 Hz, 1H), 8.51 (d, J = 5.6 Hz, 1H), 8.31 (s, 1H), 8.23 (d, J = 8.4 Hz, 1H), 8.20 (d, J = 8.8 Hz, 1H), 7.89 (dd, J = 8.4, 1.6 Hz, 1H), 7.10 (d, J = 2.8 Hz, 1H), 6.87 (dd, J = 8.8, 2.8 Hz, 1H), 6.67 (d, J = 5.6 Hz, 1H), 6.52 (s, 1H), 3.89 (s, 3H), 3.78 (s, 2H), 3.41 (t, J = 5.6 Hz, 2H), 3.24 (s, 3H), 2.65 (t, J = 5.6 Hz, 2H), 2.37 (s, 3H). MS (m/z): 561.1 (M+H).

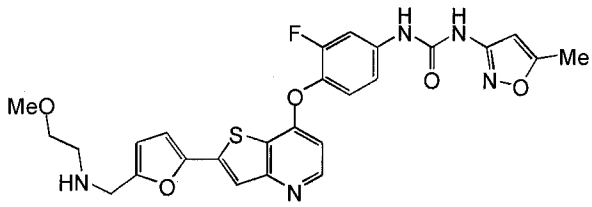
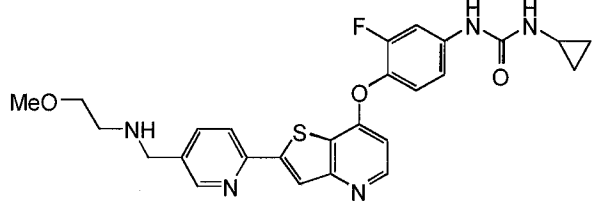
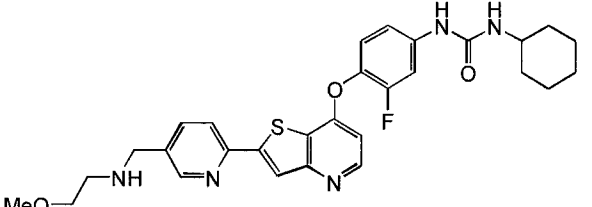


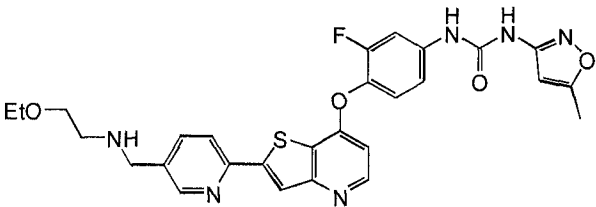
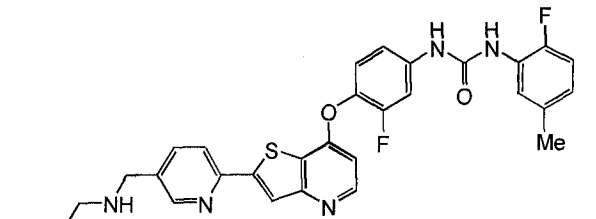
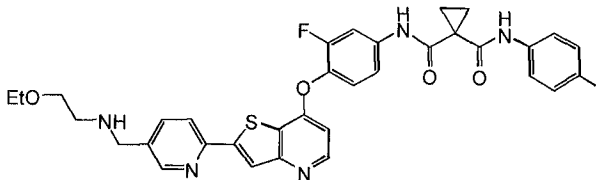
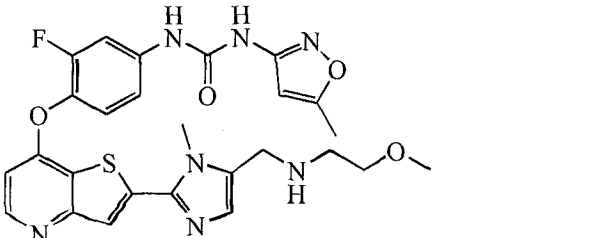
263	156	 <p>N-(2-methoxy-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-1-phenyl-5-(trifluoromethyl)-1H-pyrazole-4-carboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 9.86 (s, 1H), 8.60 (d, J = 1.4 Hz, 1H), 8.54 (d, J = 5.5 Hz, 1H), 8.35 (s, 1H), 8.31 (bs, 1H), 8.27 (d, J = 8.2 Hz, 1H), 7.94 (dd, J = 8.1, 2.1 Hz, 1H), 7.90 (bd, J = 8.8 Hz, 1H), 7.65-7.51 (m, 5H), 7.15 (d, J = 2.5 Hz, 1H), 6.91 (dd, J = 8.6, 2.5 Hz, 1H), 6.74 (d, J = 5.3 Hz, 1H), 3.93-3.81 (m, 5H), 3.45 (t, J = 5.6 Hz, 2H), 3.26 (s, 3H), 2.76 (bt, J = 5.1 Hz, 2H). MS (m/z): 675.2 (M+H).
264	157	 <p>N-(4-fluorophenyl)-N-(2-methoxy-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)cyclopropane-1,1-dicarboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 10.67 (s, 1H), 9.78 (s, 1H), 8.54 (d, J = 1.1 Hz, 1H), 8.50 (d, J = 5.5 Hz, 1H), 8.29 (s, 1H), 8.26-8.17 (m, 2H), 7.87 (dd, J = 8.0, 2.0 Hz, 1H), 7.59-7.56 (m, 2H), 7.21-7.16 (m, 2H), 7.12-7.09 (m, 1H), 6.84 (dd, J = 8.8, 2.5 Hz, 1H), 6.65 (d, J = 5.5 Hz, 1H), 3.82 (s, 3H), 3.76 (s, 2H), 3.29 (m, 2H), 3.22 (s, 3H), 2.64-2.62 (m, 2H), 1.61-1.56 (m, 4H). MS (m/z): 642.2 (M+H).
265	158	 <p>N-(2-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-1-phenyl-5-(trifluoromethyl)-1H-pyrazole-4-carboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 10.50 (s, 1H), 8.60-8.55 (m, 2H), 8.34 (s, 2H), 8.25 (d, J = 8.2 Hz, 1H), 7.90 (dd, J = 8.2, 2.2 Hz, 1H), 7.84 (t, J = 8.8 Hz, 1H), 7.65-7.52 (m, 5H), 7.47 (dd, J = 11.1, 2.6 Hz, 1H), 7.24-7.19 (m, 1H), 6.82 (d, J = 5.5 Hz, 1H), 3.79 (s, 2H), 3.41 (t, J = 5.7 Hz, 2H), 3.24 (s, 3H), 2.66 (t, J = 5.7 Hz, 2H). MS (m/z): 663.2 (M+H).

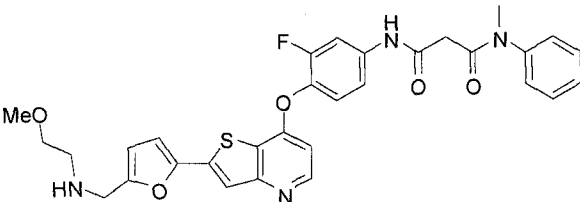
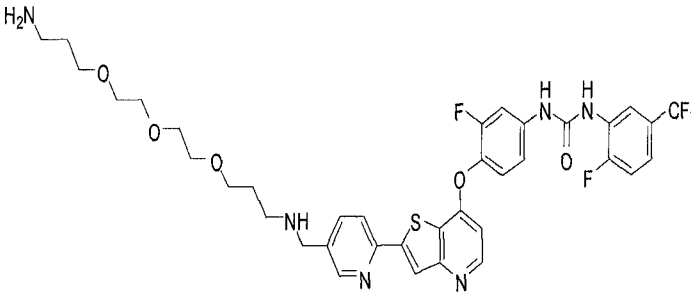
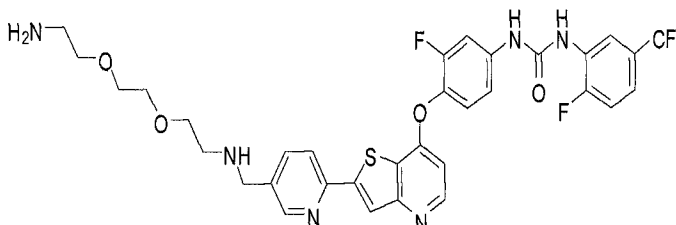
266	159	 <p>1-(3,5-dimethylisoxazol-4-yl)-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm) (ppm): 9.26 (s, 1H), 8.57 (d, J = 1.2 Hz, 1H), 8.52 (d, J = 5.6 Hz, 1H), 8.32 (s, 1H), 8.23 (d, J = 8.0 Hz, 1H), 7.91 (s, 1H), 7.89 (d, J = 2.0 Hz, 1H), 7.73 (dd, J = 13.2, 2.4 Hz, 1H), 7.43 (t, J = 8.8 Hz, 1H), 7.29 (d, J = 8.8 Hz, 1H), 6.65 (dd, J = 5.6, 0.8 Hz, 1H), 3.78 (s, 2H), 3.41 (t, J = 5.6 Hz, 2H), 3.24 (s, 3H), 2.65 (t, J = 5.6 Hz, 2H), 2.30 (s, 3H), 2.13 (s, 3H). MS (m/z): 563.2 (M+H).
267	160	 <p>1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(2-methoxyphenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) □ (ppm) (ppm): 9.69 (s, 1H), 8.57 (d, J = 1.2 Hz, 1H), 8.53 (d, J = 5.6 Hz, 1H), 8.33 (s, 1H), 8.33 (s, 1H), 8.24 (d, J = 8.0 Hz, 1H), 8.33 (dd, J = 8.0, 1.6 Hz, 1H), 7.90 (dd, J = 8.0, 2.0 Hz, 1H), 7.78 (dd, J = 13.2, 2.4 Hz, 1H), 7.45 (t, J = 9.2 Hz, 1H), 7.21 (d, J = 9.0 Hz, 1H), 7.40 (dd, J = 8.4, 1.6 Hz, 1H), 6.98 (td, J = 8.0, 1.6 Hz, 1H), 6.91 (td, J = 8.0, 1.6 Hz, 1H), 6.67 (d, J = 5.6 Hz, 1H), 3.90 (s, 3H), 3.78 (s, 2H), 3.41 (t, J = 5.6 Hz, 2H), 3.24 (s, 3H), 2.65 (t, J = 5.6 Hz, 2H). MS (m/z): 574.2 (M+H).
268	161	 <p>1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-m-tolylurea</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 9.68 (s, 1H), 9.31 (s, 1H), 8.64 (d, J = 1.6 Hz, 1H), 8.53 (d, J = 5.5 Hz, 1H), 8.36 (s, 1H), 8.28 (d, J = 8.2 Hz, 1H), 7.97 (dd, J = 8.2, 2.2 Hz, 1H), 7.79 (dd, J = 13.5, 2.5 Hz, 1H), 7.44 (t, J = 9.1 Hz, 1H), 7.34 (bs, 1H), 7.31-7.25 (m, 2H), 7.16 (t, J = 7.7 Hz, 1H), 6.80 (d, J = 7.4 Hz, 1H), 6.68 (dd, J = 5.5, 0.8 Hz, 1H), 3.99 (s, 2H), 3.49 (t, J = 5.4 Hz, 2H), 3.27 (s, 3H), 2.87 (t, J = 5.4 Hz, 2H), 2.28 (s, 3H). MS (m/z): 558.1 (M+H).

269	162	 <p>1-(3-fluoro-4-(2-(6-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(5-methylisoxazol-3-yl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 9.63 (s, 1H), 9.22 (s, 1H), 8.52 (d, J = 5.5 Hz, 1H), 8.36 (s, 1H), 8.15 (d, J = 7.4 Hz, 1H), 7.93 (t, J = 7.8 Hz, 1H), 7.74 (dd, J = 12.9, 2.5 Hz, 1H), 7.46 (t, J = 8.0 Hz, 2H), 7.27 (m, 1H), 6.64 (dd, J = 5.2, 0.8 Hz, 1H), 6.55 (s, 1H), 3.94 (s, 2H), 3.46 (t, J = 5.4 Hz, 2H), 3.25 (s, 3H), 2.81 (m, 2H), 2.37 (s, 3H). MS (m/z): 549.1 (M+H).
270	163	 <p>N-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 10.40 (s, 1H), 10.02 (s, 1H), 8.51 (d, J = 5.28 Hz, 1H), 7.89 (m, 2H), 7.63 (m, 2H), 7.48 (m, 2H), 7.15 (t, J = 8.80, 2H), 6.95 (s, 1H), 6.67 (d, J = 5.28 Hz, 1H), 3.91 (s, 3H), 3.76 (s, 2H), 3.40 (t, J = 5.68 Hz, 2H), 3.24 (s, 3H), 2.68 (t, J = 5.68 Hz, 2H), 1.46 (s, 4H). MS (m/z): 633.7 (M+H).
271	164	 <p>1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(3-(trifluoromethyl)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 9.24 (bs, 2H), 8.58 (d, J = 1.6 Hz, 1H), 8.53 (d, J = 5.5 Hz, 1H), 8.33 (s, 1H), 8.25 (d, J = 8.2 Hz, 1H), 8.02 (bs, 1H), 7.91 (dd, J = 8.2, 2.2 Hz, 1H), 7.77 (dd, J = 13.2, 2.4 Hz, 1H), 7.62 (bd, J = 8.6 Hz, 1H), 7.54 (t, J = 7.9 Hz, 1H), 7.47 (t, J = 9.1 Hz, 1H), 7.37-7.27 (m, 2H), 6.67 (dd, J = 5.4, 0.7 Hz, 1H), 3.81 (s, 2H), 3.42 (t, J = 5.6 Hz, 2H), 3.25 (s, 3H), 2.69 (t, J = 5.7 Hz, 2H). MS (m/z): 612.3 (M+H).
272	165	 <p>3-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-1,1-dimethylurea</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 8.65 (s, 1H); 8.57 (d, J=1.6, 1H); 8.51 (d, J=5.5, 1H); 8.32 (s, 1H); 8.23 (d, J=8.6, 1H); 7.90 (dd, J=8.2, 2.4, 1H); 7.74-7.71 (m, 1H); 7.40-7.37 (m, 2H); 6.64 (d, J=5.5, 1H); 3.79 (s, 2H); 3.41 (t, J=5.7, 2H); 3.24 (s, 3H); 2.95 (s, 6H); 2.67 (t, J=5.7, 2H). MS (m/z): 496.3 (M+H)

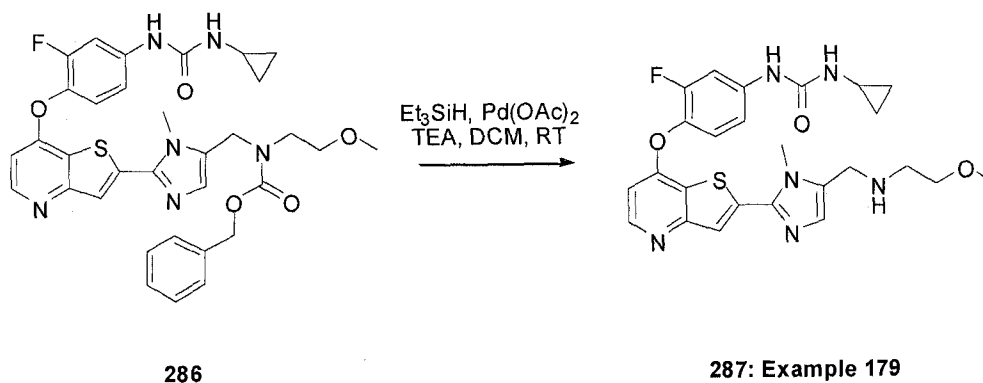
273	166	 <p data-bbox="375 448 1053 537">N-(2-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide</p>	<p data-bbox="1093 152 1412 584"><sup>1</sup>H NMR (400 MHz, DMSO-<i>d</i><sub>6</sub>) δ (ppm): 10.66 (s, 1H); 9.95 (s, 1H); 8.55-8.53 (m, 2H); 8.32 (s, 1H); 8.23-8.21 (m, 1H); 7.99 (t, J=8.8, 1H); 7.88 (dd, J=8.0, 2.2, 1H); 7.61-7.58 (m, 2H); 7.43-7.40 (m, 1H); 7.19-7.13 (m, 3H); 6.75 (d, J=5.3, 1H); 3.77 (s, 2H); 3.40 (t, J=5.7, 2H); 3.23 (s, 3H); 2.64 (t, J=5.3, 2H); 1.60-1.55 (m, 4H). MS (m/z): 630.3 (M+H)</p>
274	167	 <p data-bbox="375 940 1069 1030">1-allyl-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<p data-bbox="1093 584 1412 1176"><sup>1</sup>H NMR (400 MHz, DMSO-<i>d</i><sub>6</sub>) δ (ppm): 8.93 (s, 1H), 8.56 (d, 1H, J=1.3 Hz), 8.51 (d, 1H, J=5.5 Hz), 8.30 (s, 1H), 8.22 (d, 1H, J=8.0 Hz), 7.89 (dd, 1H, J=2.2 Hz, J=8.0 Hz), 7.72 (dd, 1H, J=2.6 Hz, J=13.5 Hz), 7.37 (t, 1H, J=9.2 Hz), 7.16 (m, 1H), 6.63 (d, 1H, J=5.9 Hz), 6.43 (m, 1H), 5.86 (m, 1H), 5.17 (dd, 1H, J=1.8 Hz, J=17.2 Hz), 5.08 (dd, 1H, J=1.6 Hz, J=10.2 Hz), 3.77 (s, 2H), 7.74 (t, 2H, J=5.5 Hz), 3.40 (t, 2H, J=5.7 Hz), 3.23 (s, 2H), 2.64 (t, 2H, J=5.6 Hz). MS (m/z): 508.3 (M+H).</p>
275	168	 <p data-bbox="375 1500 1069 1568">1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(2-fluorobenzyl)urea</p>	<p data-bbox="1093 1176 1412 1664"><sup>1</sup>H NMR (400 MHz, DMSO-<i>d</i><sub>6</sub>) δ (ppm): 9.03 (s, 1H), 8.56 (m, 1H), 8.50 (d, 1H, J=5.5 Hz), 8.31 (s, 1H), 8.22 (d, 1H, J=8.0 Hz), 7.89 (dd, 1H, J=2.2 Hz, J=8.0 Hz), 7.71 (dd, 1H, J=2.4 Hz, J=13.5 Hz), 7.1-7.4 (m, 6H), 6.81 (t, 1H, J=6.0 Hz), 6.63 (dd, 1H, J=1.0 Hz, J=5.5 Hz), 4.36 (d, 2H, J=6.0 Hz), 3.77 (s, 2H), 3.40 (t, 2H, J=5.5 Hz), 3.23 (s, 3H), 2.64 (t, 2H, J=5.6 Hz). MS (m/z): 576.3 (M+H).</p>

276	169	 <p>1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)furan-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(5-methylisoxazol-3-yl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 9.66 (s, 1H), 9.21 (s, 1H), 8.49 (d, J = 5.5 Hz, 1H), 7.77 (s, 1H), 7.74 (dd, J = 13.0, 2.4 Hz, 1H), 7.46 (t, J = 9.0 Hz, 1H), 7.31-7.25 (m, 1H), 7.09 (d, J = 3.3 Hz, 1H), 6.62 (d, J = 5.5 Hz, 1H), 6.56 (d, J = 1.0 Hz, 1H), 6.47 (d, J = 3.3 Hz, 1H), 3.78 (s, 2H), 3.40 (t, J = 5.7 Hz, 2H), 3.24 (s, 3H), 2.71 (t, J = 5.7 Hz, 2H), 2.37 (d, J = 0.8 Hz, 3H), one NH is missing. MS (m/z): 538.3 (M+H).
277	170	 <p>1-Cyclopropyl-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 8.80 (s, 1H); 8.57 (s, 1H); 8.51 (d, J=5.5, 1H); 8.31 (s, 1H); 8.23 (d, J=8.0, 1H); 7.89 (dd, J=8.0, 1.5, 1H); 7.73 (dd, J=13.5, 2.2, 1H); 7.38 (t, J=9.0, 1H); 7.20 (d, J=8.2, 1H); 6.66-6.62 (m, 2H); 3.78 (s, 2H); 3.41 (t, J=5.7, 2H); 3.24 (s, 3H); 2.65 (d, J=5.7, 2H); 2.57-2.51 (m, 1H); 0.66-0.62 (m, 2H); 0.44-0.41 (m, 2H). MS (m/z): 508.3 (M+H).
278	171	 <p>1-cyclohexyl-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 8.74 (s, 1H), 8.56 (d, 1H, J=0.6 Hz), 8.51 (d, 1H, J=5.2 Hz), 8.30 (s, 1H), 8.22 (d, 1H, J=7.8 Hz), 7.89 (dd, 1H, J=1.9 Hz, J=6.1 Hz), 7.36 (t, 1H, J=9.0 Hz), 7.12 (m, 1H), 6.63 (d, 1H, J=5.5 Hz), 6.26 (d, 1H, J=8.0 Hz), 3.79 (s, 2H), [3.44 (2H)], 3.23 (s, 3H), 2.66 (t, 2H, 5.5 Hz), 1.80 (m, 2H), 1.66 (m, 2H), 1.52 (m, 1H), 2.1-2.4 (m, 6H). MS (m/z): 550.4 (M+H).

279	172	 <p>1-(4-(2-(5-((2-ethoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)-3-fluorophenyl)-3-(5-methylisoxazol-3-yl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 9.77 (s, 1H); 9.35 (s, 1H); 9.00 (s, 2H); 8.73 (d, J=1.4, 1H); 8.55 (d, J=5.5, 1H); 8.43 (s, 1H); 8.38 (d, J=8.0, 1H); 8.08 (dd, J=8.2, 2.2, 1H); 7.75 (dd, J=13.1, 2.5, 1H); 7.47 (t, J=9.0, 1H); 7.31-7.28 (m, 1H); 6.70 (dd, J=5.5, 0.7, 1H); 6.56 (d, J=1.0, 1H); 4.28 (s, 2H); 3.63 (t, J=5.0, 2H); 3.50 (q, 7.0, 2H); 3.16 (br s, 2H); 2.38 (d, J=0.7, 3H); 1.16 (t, J=7.1, 3H). MS (m/z): 563.3 (M+H).
280	173	 <p>1-(4-(2-(5-((2-ethoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)-3-fluorophenyl)-3-(2-fluoro-5-methylphenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 9.45 (s, 1H), 8.97 (br,s,2H), 8.72 (d, 1H, (dd, 1H, J=J=1.4 Hz), 8.62 (d, 1H, J=2.3 Hz), 8.57 (d, 1H, J=5.5 Hz), 8.42 (s, H), 8.38 (d, 1H, J=8. Hz), 8.08 (dd, 1H, J=2.2 Hz, J=8.2 Hz), 7.93 (dd, 1H, J=2.0 Hz, J=7.8 Hz), 7.78 (dd, 1H, J=2.6 Hz, J=13.3 Hz), 7.46 (t, 1H, J=9.0 Hz), 7.24 (m, 1H), 7.12 (dd, 1H, J=8.4 Hz, J=11.1 Hz), 6.84 (m, 1H), 6.74 (d, 1H, J=5.5 Hz), 4.27 (m, 2H), [3.2-3.6 (9H)], 2.27 (s, 3H), 1.15 (t, 3H, J=7.0 Hz). MS (m/z): 590.4 (M+H).
281	173	 <p>N-(4-(2-(5-((2-Ethoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)-3-fluorophenyl)-N-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 10.41 (s, 1H); 10.02 (s, 1H); 8.57 (d, J=1.4, 1H); 8.52 (d, J=5.5, 1H); 8.32 (s, 1H); 8.21 (d, J=9.8, 1H); 7.94-7.88 (m, 2H); 7.67-7.62 (m, 2H); 7.54-7.44 (m, 2H); 7.17-7.12 (m, 2H); 6.65 (d, J=5.5, 1H); 3.79 (s, 2H); 3.44 (t, J=5.9, 2H); 3.41 (q, J=7.7, 2H); 2.66 (t, J=5.7, 2H); 1.10 (t, J=7.0, 3H). MS (m/z): 644.4 (M+H).
282	175	 <p>1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(5-methylisoxazol-3-yl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO- <i>d</i> <sub>6</sub> ) δ (ppm): 9.67 (s, 1H), 9.23 (s, 1H), 8.52 (d, J = 5.48 Hz, 1H), 7.89 (s, 1H), 7.73 (m, 1H), 7.46 (t, J = 8.99 Hz, 1H), 7.28 (m, 1H), 6.97 (s, 1H), 6.68 (m, 1H), 6.55 (s, 1H), 3.91 (s, 3H), 3.7 (s, 2H), 3.4- (m, 2H), 3.29 (s, 3H), 2.68 (t, J = 5.67 Hz, 2H), 2.37 (s, 3H). MS (m/z): 552.3 (M+H).

283	176	 <p>N1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)furan-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N3-methyl-N3-phenylmalonamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.30 (s, 1H), 8.48 (d, J = 5.5 Hz, 1H), 8.23 (s, 1H, formate salt), 7.80 (bd, J = 13.5 Hz, 1H), 7.76 (s, 1H), 7.52-7.28 (m, 7H), 7.09 (d, J = 3.3 Hz, 1H), 6.62 (d, J = 5.5 Hz, 1H), 6.47 (d, J = 3.3 Hz, 1H), 3.78 (s, 2H), one CH <sub>2</sub> is masked by water, 3.24 (s, 3H), 3.25-3.20 (m, 5H), 2.71 (t, J = 5.7 Hz, 2H), one NH is missing (as formate salt). MS (m/z): 589.3 (M+H).
284	177	 <p>1-(4-(2-(5-(15-Amino-6,9,12-trioxa-2-azapentadecyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)-3-fluorophenyl)-3-(2-fluoro-5-(trifluoromethyl)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.52 (s, 1H); 8.58 (d, J=1.6, 1H); 8.53 (d, J=5.5, 1H); 8.52-8.48 (m, 1H); 8.35 (s, 2H); 8.32 (s, 1H); 8.23 (d, J=8.0, 1H); 7.88 (dd, J=8.0, 1.8, 1H); 7.81 (dd, J=13.1, 2.4, 1H); 7.52-7.40 (m, 3H); 7.36-7.33 (m, 1H); 6.68 (d, J=5.3, 1H); 3.76 (s, 2H); 3.50-3.40 (m, ~12H, on top of water peak); 2.80 (t, J=7.4, 2H); 2.54 (t, J=7.1, 2H); 1.73 (quint, J=7.4, 2H); 1.68 (quint, J=7.4, 2H) (formate salt). MS (m/z): 775.5 (M+H).
285	178	 <p>1-(4-(2-(5-((2-(2-(2-Aminoethoxy)ethoxy)ethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)-3-fluorophenyl)-3-(2-fluoro-5-(trifluoromethyl)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.39 (s, 1H); 8.58 (d, J=1.6, 1H); 8.53 (d, J=5.5, 1H); 8.52-8.50 (m, 1H); 8.33 (s, 3H); 8.23 (d, J=8.0, 1H); 7.89 (dd, J=8.0, 1.8, 1H); 7.80 (dd, J=13.1, 2.4, 1H); 7.52-7.40 (m, 3H); 7.35-7.32 (m, 1H); 6.68 (d, J=5.5, 1H); 3.79 (s, 2H); 3.56-3.48 (m, ~8H, on top of water peak); 2.91 (t, J=5.3, 2H); 2.66 (t, J=5.6, 2H) (as formate salt). MS (m/z): 703.4 (M+H).

## Scheme 14



## Example 179

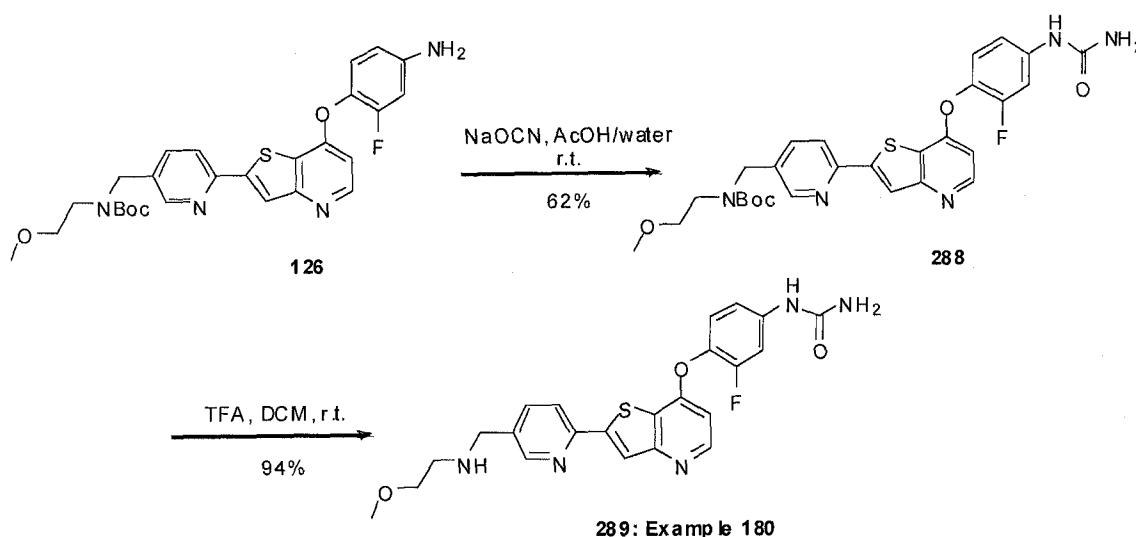
1-cyclopropyl-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea (**287**)

5

To a solution of the **286** (150 mg, 0.233 mmol, obtained similarly to compounds **47** or **47a**, scheme 2) in DCM (1 ml) was added triethylsilane (37.9 mg, 0.326 mmol, 1.4 eq.), TEA (3.3 mg, 0.0033 mmol, 0.14 eq.) and Pd(OAc)<sub>2</sub> (2.089 mg, 0.04 eq, 9.31 μM) and the reaction mixture was heated to reflux for 3 days. The reaction was stopped after 3 days (not complete) and the reaction mixture was extracted with EtOAc and water. The organic phase was collected, dried over Na<sub>2</sub>SO<sub>4</sub>, filtered and concentrated. Purification by column chromatography (30% MeOH in EtOAc) afforded the title compound **287** (21 mg, 18% yield) as a yellow solid. Characterization of compound **287** is provided in the Table 6.

15

## Scheme 15



## Example 180

1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea (**289**)

20



Step 1: tert-butyl (6-(7-(2-fluoro-4-ureidophenoxy)thieno[3,2-b]pyridin-2-yl)pyridin-3-yl)methyl(2-methoxyethyl)carbamate (288)

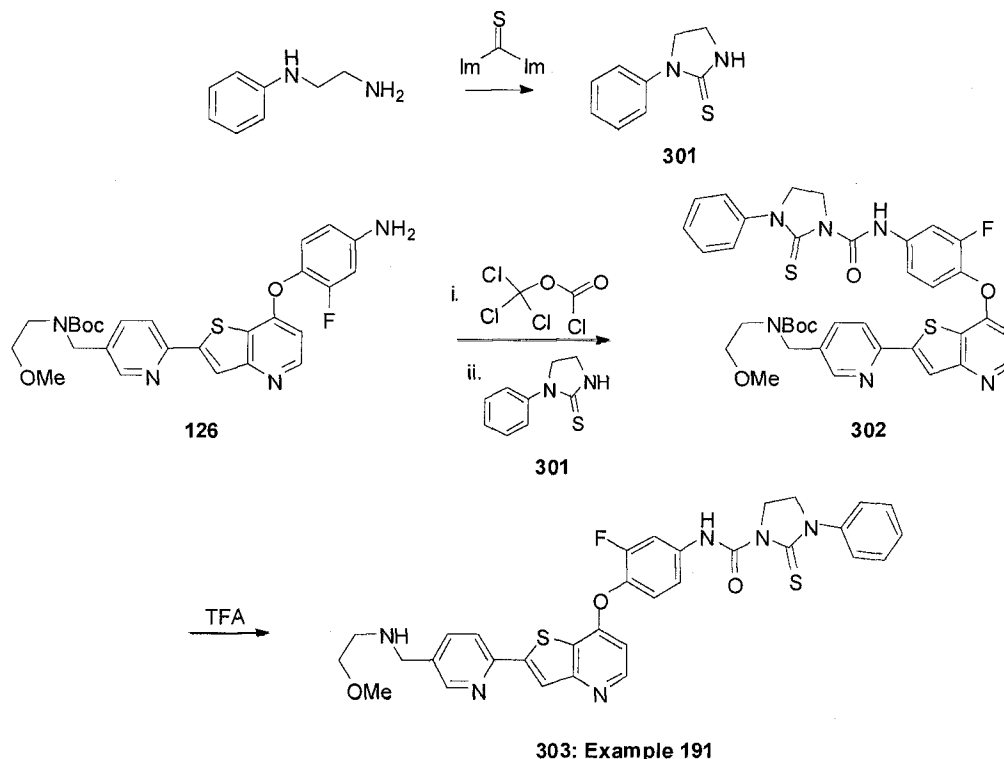
5 To a solution of compound **126** (3.0 g, 5.72 mmol) in AcOH (13.6 mL) at 0°C was added a solution of sodium cyanate (0.743 g, 11.44 mmol, 2 eq.) in water (5.2 mL). The mixture was stirred at r.t. for 20h. Water (100 mL) was added and the reaction mixture turned into a suspension. After 30 min, the solid was collected by filtration and the product cake was washed with water (2x 20 mL), dried in vacuum and purified by Biotage SP1 Flash Purification System  
10 (eluent a gradient EA/MeOH, 100/0 to 90/10) to afford **288** as a white solid (2.0 g, 3.52 mmol, 62% yield). MS (m/z): 568.4 (M+H).

Step 2: 1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridine-7-yloxy)phenyl)urea (289)

To a solution of compound **288** (0.33 g, 0.581 mmol) in DCM (11.6 mL) was added TFA  
15 (0.53 mL, 6.98 mmol, 12 eq.). The reaction mixture was stirred at r.t. for 24h, concentrated and the residue was purified by Biotage SP1 Flash Purification System (eluent a gradient DCM/MeOH/NH<sub>4</sub>OH, 95/5/0.1 to 9/1/0.2) to afford **289** as a white solid (0.256 g, 0.548 mmol, 94% yield). Characterization of compound **289** is provided in the Table 6.

20

Scheme 16



## Example 191

N-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-phenyl-2-thioxoimidazolidine-1-carboxamide (**303**)

5 Step 1. 1-phenylimidazolidine-2-thione (**301**)

1,1'-Thiocarbonyldiimidazole (4.51 g, 25.3 mmol) was added to a solution of N-phenylethylenediamine (3 mL, 23.02 mmol) in THF (230 mL) and the mixture was stirred for 2h at room temperature. DCM was added and the solution was washed with 1N HCl, dried over anhydrous sodium sulfate and concentrated under reduced pressure affording title compound **301**

10 (1.45 g, 8.13 mmol, 35.3 % yield). *m/z*: 179.1 (M+H)<sup>+</sup>

Step 2. tert-butyl (6-(7-(2-fluoro-4-(3-phenyl-2-thioxoimidazolidine-1-carboxamido)phenoxy)thieno[3,2-b]pyridin-2-yl)pyridin-3-yl)methyl(2-methoxyethyl)carbamate (**302**)

Diphosgene (0.023 ml, 0.191 mmol) was added in one portion to a solution of **126** (schemes 6 or 9) (0.200 g, 0.381 mmol) in THF (3.81 ml) and the reaction mixture stirred vigorously for 2 h. 1-Phenylimidazolidine-2-thione (**301**, 0.102 g, 0.572 mmol) and sodium hydride (60% in mineral oil) (0.046 g, 1.143 mmol) were added sequentially and the mixture was stirred at room temperature for an additional 1 h. The crude mixture was then suspended in EtOAc, washed with water, dried over anhydrous sodium sulfate and concentrated under reduced pressure. The residue was purified by preparative HPLC (column: Luna C18 (2), 5.0cm ID; gradient: 80% MeOH to 95% MeOH in water, 60 min) affording title compound **302** (0.068 g, 0.093 mmol, 24.5 % yield) as creamy solid. *m/z*: (M+1)<sup>+</sup> 729.4 (100%).

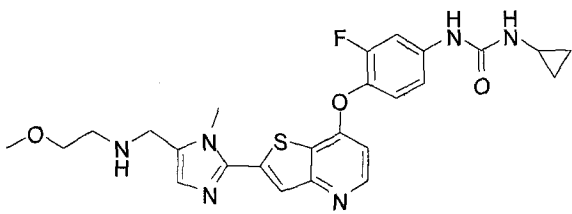
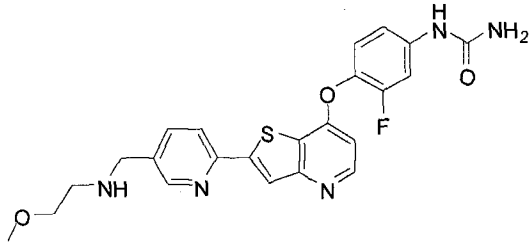
Step 2. N-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-phenyl-2-thioxoimidazolidine-1-carboxamide (**303**)

25 TFA (1 ml, 12.98 mmol) was added to a suspension of **302** (0.093 g, 0.128 mmol) in DCM (1.000 ml) and the mixture was stirred at room temperature for 2 h. The reaction mixture was then concentrated under reduced pressure, the residue was dissolved in DCM, washed with 1N NaOH solution, water, dried over anhydrous sodium sulfate and concentrated affording title compound **303** (0.0714 g, 0.109 mmol, 85 % yield) as white solid.

30

Table 6

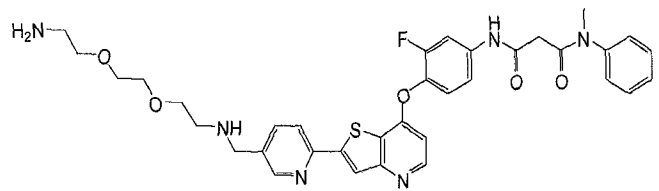
Cpd. No.	Ex. No.	Structure	Characterization
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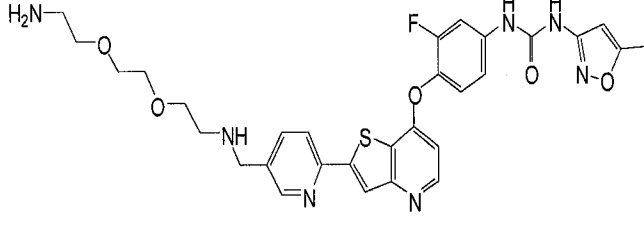
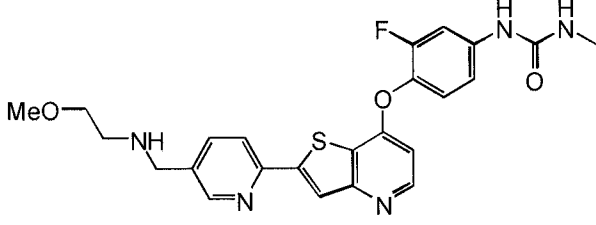
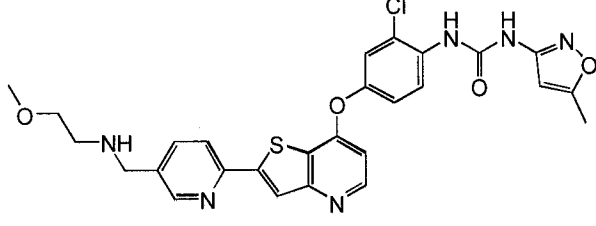
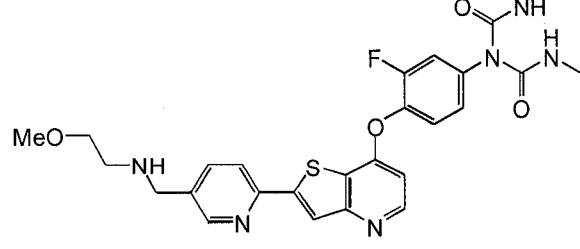
287	179	 <p>1-cyclopropyl-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 8.75 (bs, 1H), 8.69 (bs, 1H), 8.13 (d, J = 5.48 Hz, 1H), 7.59 (s, 1H), 7.32 (m, 1H), 6.96 (t, J = 9.19 Hz, 1H), 6.89 (s, 1H), 6.28 (m, 1H), 6.28 (m, 2H), 3.92 (bs, 2H), 3.54 (s, 3H), 3.23 (t, J = 5.09 Hz, 2H), 2.91 (s, 3H), 2.80 (m, 2H), 2.09 (m, 1H), 0.24 (m, 2H), 0.05 (m, 2H). LRMS(ESI): (calc.) 510.58 (found) 511.4 (MH) <sup>+</sup>
289	180	 <p>1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 8.97 (s, 1H); 8.68 (d, J=1.6, 1H); 8.52 (d, J=5.5, 1H); 8.39 (s, 1H); 8.33 (d, J=7.8, 1H); 8.02 (dd, J=8.2, 2.2, 1H); 7.73 (dd, J=14.2, 2.3, 1H); 7.37 (t, J=9.0, 1H); 7.17-7.15 (m, 1H); 6.65 (d, J=4.5, 1H); 6.05 (s, 2H); 4.14 (s, 2H); 3.54 (t, J=5.1, 2H); 3.29 (s, 3H); 3.03 (t, J=5.1, 2H). LRMS(ESI): (calc.) 467.5 (found) 468.3 (MH) <sup>+</sup>

Other compounds according to the present invention are shown in Table 7.

5

Table 7

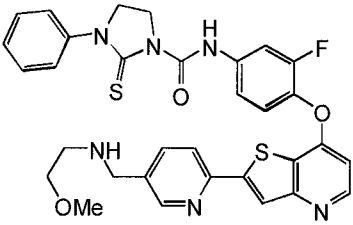
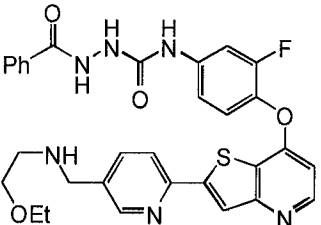
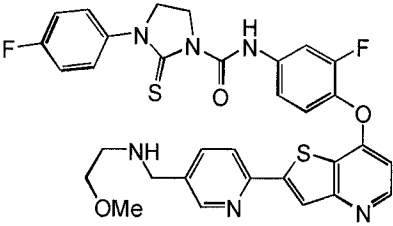
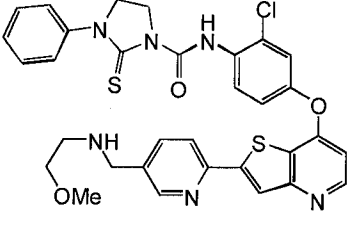
Cpd No.	Ex. No.	Structure	Characterization
293	183	 <p>N1-(4-(2-(5-((2-(2-(2-Aminoethoxy)ethoxy)ethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)-3-fluorophenyl)-N3-methyl-N3-phenylmalonamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 1H: 10.38 (s, 1H); 8.57 (d, J=1.6, 1H); 8.51 (d, J=5.5, 1H); 8.37 (s, 1H); 8.32 (s, 1H); 8.23 (d, J=8.0, 1H); 7.89 (dd, J=8.1, 2.1, 1H); 7.80 (d, J=13.2, 1H); 7.50-7.42 (m, 3H); 7.41-7.32 (m, 4H); 6.67 (d, J=5.3, 1H); 3.79 (s, 2H); 3.55-3.47 (m, 8H); 3.23-3.21 (m, 5H); 2.83 (t, J=5.5, 2H); 2.66 (t, J=5.7, 2H). MS (M/Z): (calc.) 673.3 (found) 673.4

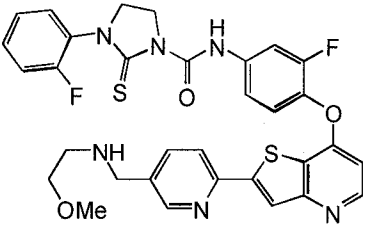
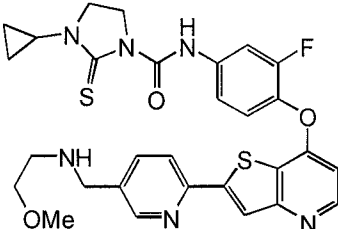
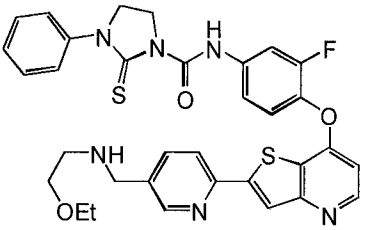
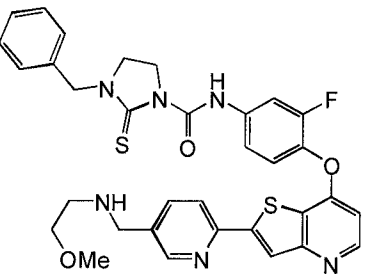
294	184	 <p>1-(4-(2-(5-((2-(2-(2-aminoethoxy)ethoxy)ethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)-3-fluorophenyl)-3-(5-methylisoxazol-3-yl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 1H: 10.66 (1H), 8.60 (s, 1H); 8.55-8.53 (m, 1H); 8.40-8.34 (m, 2H); 8.28-8.24 (m, 1H); 7.93-7.90 (m, 1H); 7.82-7.78 (m, 1H); 7.45-7.35 (m, 2H); 6.70-6.68 (m, 1H); 6.60-6.57 (m, 1H); 3.81 (s, 2H); 3.60-3.50 (m, 8H); 2.93-2.90 (m, 2H); 2.70-2.65 (m, 2H); 2.37 (s, 3H). MS (M/Z): (calc.) 622.2 (found) 622.4
298	188	 <p>1-(3-Fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-methylurea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 1H: 8.96 (s, 1H); 8.69 (d, J=1.4, 1H); 8.53 (d, J=5.3, 1H); 8.40 (s, 1H); 8.34 (d, J=8.2, 1H); 8.04 (dd, J=8.2, 2.0, 1H); 7.72 (dd, J=13.7, 2.5, 1H); 7.37 (t, J=9.2, 1H); 7.19-7.16 (m, 1H); 6.65 (d, J=5.4, 1H); 6.20 (q, J=4.6, 1H); 4.18 (s, 1H); 3.56 (t, J=5.3, 1H); 3.30 (s, 3H); 3.10-3.06 (m, 2H); 2.66 (d, J=4.5, 3H). MS: (calc.) 482.2 (found) 482.3 (MH) <sup>+</sup>
298a	188a	 <p>1-(2-chloro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(5-methylisoxazol-3-yl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 8.88 (s, 1H), 8.56 (s, 1H), 8.54 (d, 1H, J=5.3 Hz), 8.32 (s, 1H), 8.23 (m, 2H), 7.89 (d, 1H, J=8.2 Hz), 7.59 (d, 1H, J=2.9 Hz), 7.31 (dd, 1H, J=2.7 Hz, J=8.8 Hz), 6.74 (d, 1H, J=5.3 Hz), 5.97 (s, 1H), 3.78 (s, 2H), 3.42 (s, 2H), 3.24 (s, 3H), 2.65 (t, 2H, J=5.7 Hz), 2.17 (s, 3H) MS: (calc.) 564.1 (found) 565.3 (MH) <sup>+</sup>
299	189	 <p>3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)biuret</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 1H: 8.58-8.56 (m, 2H); 8.36 (s, 1H); 8.25 (d, J=8.0, 1H); 7.90 (dd, J=8.2, 1.8); 7.68 (q, J=4.5, 2H); 7.59-7.50 (m, 2H); 7.22-7.18 (m, 1H); 6.84 (d, J=5.3, 1H); 3.78 (s, 2H); 3.41 (t, J=5.7, 2H); 3.24 (s, 3H); 2.67 (d, J=4.5, 6H); 2.65 (t, J=5.7, 2H). MS: (calc.) 539.3 (found) 539.3 (MH) <sup>+</sup>

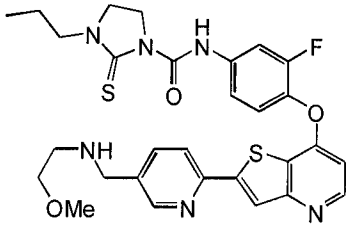
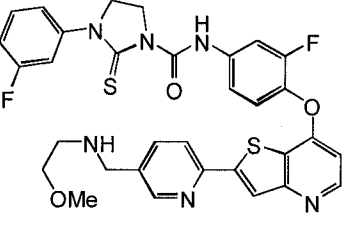
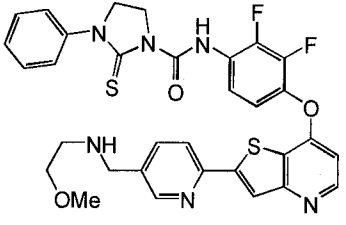
Other compounds according to the present invention are shown in Table 8.

Table 8

Cmpd. #	Ex. #	STRUCTURE	CHARACTERIZATION
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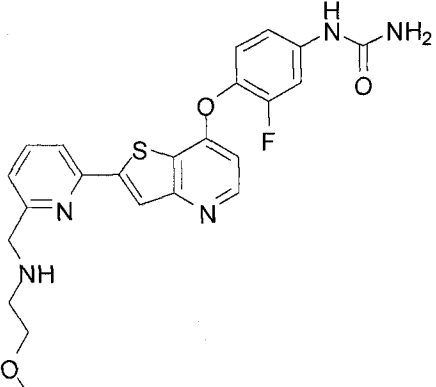
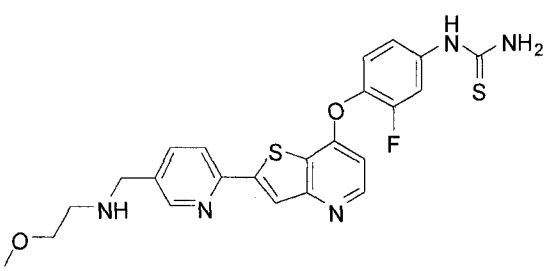
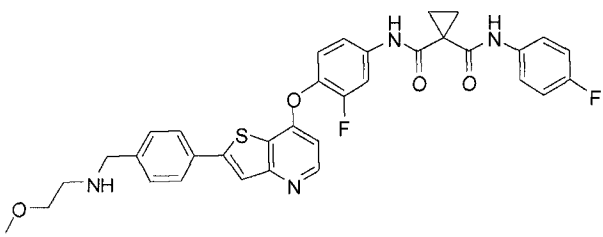
303	191	 <p>N-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-phenyl-2-thioxoimidazolidine-1-carboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) $\delta$ (ppm): 12.572 (s, 1H), 9.22 (br, 2H), 8.75 (d, J=2.0Hz, 1H), 8.57 (d, J=5.5Hz, 1H), 8.45 (s, 1H), 8.38 (d, J=8.4Hz, 1H), 8.13 (dd, J=2.1Hz, J=8.2Hz, 1H), 7.84 (dd, J=2.3Hz, J=11.7Hz, 1H), 7.55-7.50 (m, 4H), 7.42-7.38 (m, 2H), 6.75 (dd, J=0.8Hz, J=4.7Hz, 1H), 4.28-4.22 (m, 4H), 4.14-4.09 (m, 2H), 3.62 (t, J=4.9Hz, 2H), 3.32 (s, 3H), 3.17 (m, 2H). MS (m/z): (M+2)+2 /2 315.2 (73%), (M+1)+ 629.4 (100%).
304	192	 <p>2-benzoyl-N-(4-(2-(5-((2-ethoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)-3-fluorophenyl)hydrazinecarboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) $\delta$ (ppm): 10.36 (s, 1H), 9.42 (br, 1H), 8.63 (s, 1H), 8.53-8.48 (m, 2H), 8.35 (s, 1H), 8.27 (d, J=8.2Hz, 1H), 7.99-7.93 (m, 3H), 7.77 (d, J=13.7Hz, 1H), 7.61-7.36 (m, 5H), 6.67 (d, J=5.3Hz, 1H), 3.94 (s, 2H), 3.52-3.42 (m, 4H), 2.81 (m, 2H), 1.12 (t, J=7.0Hz, 3H). MS (m/z): (M+2)+2 /2 301.2 (100%), (M+1)+ 601.4 (64%).
305	193	 <p>N-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(4-fluorophenyl)-2-thioxoimidazolidine-1-carboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) $\delta$ (ppm): 12.52 (s, 1H), 8.57 (br, 1H), 8.53 (d, J=5.4Hz, 1H), 8.33 (s, 1H), 8.24 (d, J=8.0Hz, 1H), 7.9 (d, J=8.0Hz, 1H), 7.8 (dd, J=12.7 Hz, J=1.7 Hz, 1H), 7.57-7.50 (m, 3H), 7.38-7.34 (m, 3H), 6.7 (d, J=5.4Hz, 1H), 4.23 (dd, J=8.7Hz, J=7.1Hz, 1H), 4.09 (dd, J=8.7Hz, J=7.1Hz, 1H), 3.41 (t, J=3.41 Hz, 2H), 3.17 (s, 1H), 4.09 (t, J=3.41Hz, 2H). MS (m/z): (M+2)+2 /2 324.2 (73%), (M+1)+ 647.4 (100%)
306	194	 <p>N-(2-chloro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-phenyl-2-thioxoimidazolidine-1-carboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) $\delta$ (ppm): 12.40 (s, 1H), 8.56-8.54 (m, 2H), 8.32-8.28 (m, 2H), 8.23 (d, J=8.3Hz, 1H), 1.89 (dd, J=8.2Hz, J=2.2Hz, 1H), 7.62 (d, J=2.5Hz, 1H), 7.53-7.48 (m, 4H), 7.41-7.35 (m, 2H), 6.77 (d, J=2.5Hz, 1H), 4.25 (m, 2H), 4.12 (m, 2H), 3.78 (s, 2H), 5.49 (t, J=5.49Hz, 2H), 3.24 (s, 3H), 2.65 (t, J=5.49Hz, 2H). MS (m/z): (M+2)+2 /2 323.1 (58%), 324 (39%); (M+1)+ 645.4 (100%), 647.4 (48%).

307	195	 <p>N-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(2-fluorophenyl)-2-thioxoimidazolidine-1-carboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) $\delta$ (ppm): 12.39 (s, 1H), 8.78 (m, 1H), 8.53 (d, J=5.2Hz, 1H), 8.33 (s, 1H), 8.23 (dd, J=0.6Hz, J=8.2Hz, 1H), 7.90 (dd, J=2.1Hz, J=8.1Hz, 1H), 7.83 (dd, J=2.6Hz, J=12.7Hz, 1H), 7.60-7.49 (m, 3H), 7.46-7.34 (m, 3H), 6.7 (dd, J=0.9Hz, J=5.4Hz, 1H), 4.31 (m, 2H), 4.04 (m, 2H) 3.80 (s, 2H), 3.80 (s, 2H), 3.42 (t, J=5.6Hz, 2H), 3.25 (s, 3H), 2.68 (t, J=5.6Hz, 2H). MS (m/z): (M+2)+2 /2 324.2 (89%), (M+1)+ 647.4 (100%).
308	196	 <p>3-cyclopropyl-N-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-2-thioxoimidazolidine-1-carboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) $\delta$ (ppm): 12.60 (s, 1H), 8.56 (m, 1H), 8.52 (d, J=5.6Hz, 1H), 8.32 (s, 1H), 8.23 (dd, J=8.2Hz, J=0.8Hz, 1H), 7.89 (dd, J=7.7Hz, J=1.9Hz, 1H), 7.80 (dd J=12.8Hz, 2.3Hz, 1H), 7.51 (t, J=8.9Hz, 1H), 7.36-7.33 (m, 1H), 6.99 (dd, J=5.4Hz, J=0.8Hz, 1H), 4.02 (m, 2H), 3.77 (s, 2H), 3.61 (m, 2H), 3.41 (t, J=5.7Hz, 2H), 3.24 (s, 3H), 3.06-3.02 (m, 1H), 2.64 (t, J=5.7Hz, 2H), 0.87-0.84 (m 4H). MS (m/z): (M+2)+2 /2 297.2 (100%), (M+1)+ 593.3 (32%).
309	197	 <p>N-(4-(2-(5-((2-ethoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)-3-fluorophenyl)-3-phenyl-2-thioxoimidazolidine-1-carboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) $\delta$ (ppm): 12.57 (s, 1H), 8.57 (s, 1H), 8.53 (d, J=5.3Hz, 1H), 8.32 (s, 1H), 8.24 (d, J=7.5Hz, 1H), 7.91-7.82 (m, 2H), 7.54-7.51 (m, 5H), 7.41-7.37 (m, 2H), 6.7 (d, J=5.3Hz, 1H), 4.24 (m, 2H), 4.11 (m, 2H), 3.78 (s, 2H), 3.43 (q, J=5.8Hz, 2H), 3.39 (m, 2H), 2.65 (m, 2H), 1.11 (t, J=5.8Hz, 3H). MS (m/z): (M+2)+2 /2 322.3 (89%), (M+1)+ 643.4 (100%).
310	198	 <p>3-benzyl-N-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-2-thioxoimidazolidine-1-carboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) $\delta$ (ppm): 12.5 (s, 1H), 8.57 (dd, J=0.7Hz, J=2.1Hz, 1H), 8.53 (d, J=5.5Hz, 1H), 8.32 (s, 1H), 8.23 (dd, J=0.7Hz, J=8.2Hz, 1H), 7.89 (dd, J=2.2Hz, J=8.2Hz, 1H), 7.82 (dd, J=2.5Hz, J=12.7 Hz, 1H), 7.52 (t, J=9.1Hz, 1H), 7.42-7.32 (m, 6H), 6.70 (dd, J=0.7Hz J=5.5Hz, 1H), 4.89 (s, 2H), 4.09 (m, 2H), 3.78 (s, 2H), 3.64 (m, 2H), 3.41 (t, H=5.7Hz, 2H), 3.24 (s, 3H), 2.65 (t, J=5.7Hz, 2H). MS (m/z): (M+2)+2 /2 322.3 (100%), (M+1)+ 643.4 (51%).

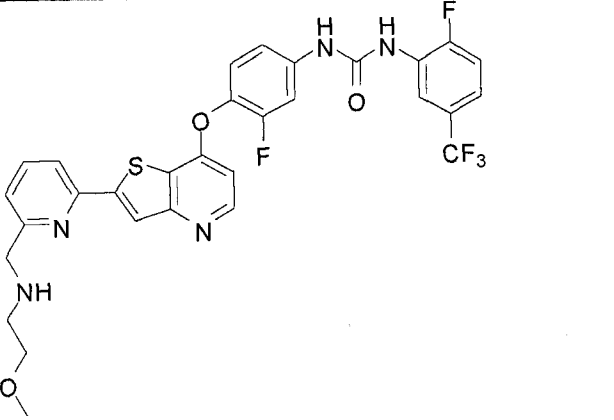
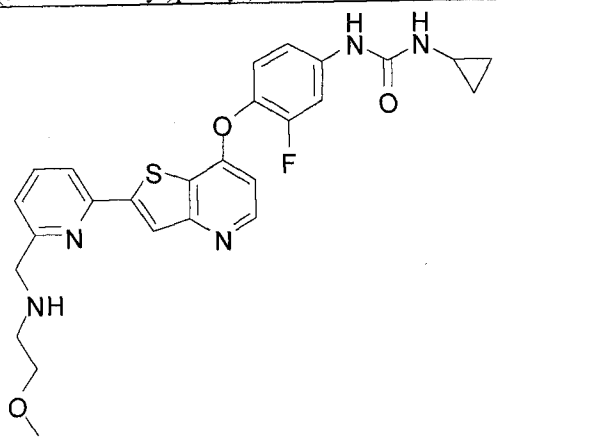
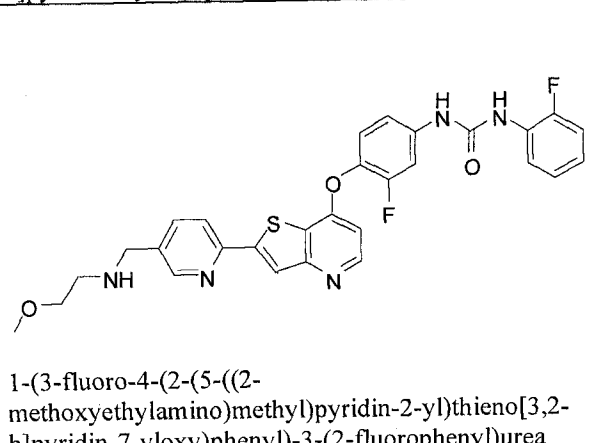
311	199	 <p data-bbox="391 497 1034 616">N-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-propyl-2-thioxoimidazolidine-1-carboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) $\delta$ (ppm): 12.52 (s, 1H), 8.57 (dd, J=0.7 Hz, J=2.0 Hz, 1H), 8.53 (d, J=5.4 Hz, 1H), 8.33 (s, 1H), 8.23 (dd, J=0.7 Hz, J=8.1 Hz, 1H), 7.90 (dd, 2.1Hz, 8.2Hz, 1H), 7.81 (dd, J=2.6Hz, J=12.7Hz, 1H), 7.51 (t, J=9.2Hz, 1H), 7.37-7.34 (m, 1H), 6.69 (dd, J=0.8Hz, J=5.4Hz, 1H), 4.07 (m, 2H), 3.78 (s, 2H), 3.73 (m, 2H), 3.58 (m, 2H), 3.41 (t, J=5.7Hz, 2H), 3.24 (s, 3H), 2.65 (t, J=5.7Hz, 2H), 1.66-1.61 (m, 2H), 0.94 (t, J=7.5Hz, 3H). MS (m/z): (M+2)+2 /2 298.2 (100%), (M+1)+ 595.4 (51%).
312	200	 <p data-bbox="427 1057 997 1176">N-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(3-fluorophenyl)-2-thioxoimidazolidine-1-carboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) $\delta$ (ppm): 12.48 (s, 1H), 8.57 (dd, J=0.7Hz, J=2.2Hz, 1H), 8.53 (d, J=8.53Hz, 1H), 8.33 (s, 1H), 8.24 (dd, J=0.7Hz, J=8.2Hz, 1H), 7.90 (dd, J=2.1Hz, J=8.2Hz, 1H), 7.83 (dd, J=2.5Hz, J=12.6Hz, 1H), 7.59-7.46 (m, 3H), 7.41-7.37 (m, 2H), 7.29-7.24 (m, 1H), 6.70 (dd, J=0.9Hz, J=5.5Hz, 1H), 4.24 (m, 2H), 4.12 (m, 2H), 3.78 (s, 2H), 3.41 (t, J=5.7Hz, 2H), 3.24 (s, 3H), 2.65 (t, J=5.7Hz, 2H). MS (m/z): (M+2)+2 /2 324.2 (100%), (M+1)+ 647.3 (46%).
313	201	 <p data-bbox="427 1536 997 1655">N-(2,3-difluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-phenyl-2-thioxoimidazolidine-1-carboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) $\delta$ (ppm): 12.62 (s, 1H), 8.57 (dd, J=0.6Hz, J=2.0Hz, 1H), 8.54 (d, J=5.5Hz, 1H), 8.35 (s, 1H), 8.24 (d, J=8.2Hz, 1H), 8.10-8.05 (m, 1H), 7.90 (dd, J=2.2Hz, J=8.2Hz, 1H), 7.54-7.51 (m, 4H), 7.44-7.38 (m, 2H), 6.83 (dd, J=0.8Hz, J=5.5Hz, 1H), 4.28-4.24 (m, 2H), 4.15-4.01 (m, 2H), 3.79 (s, 2H), 3.41 (t, J=5.8Hz, 2H), 3.24 (s, 3H), 2.66 (t, J=5.8Hz, 2H). MS (m/z): (M+2)+2 /2 324.2 (100%), (M+1)+ 647.3 (55%)

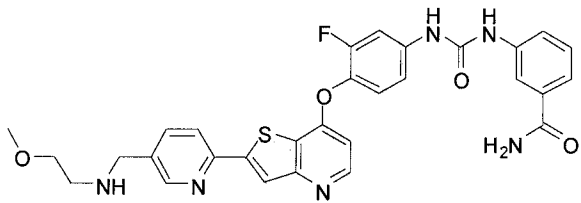
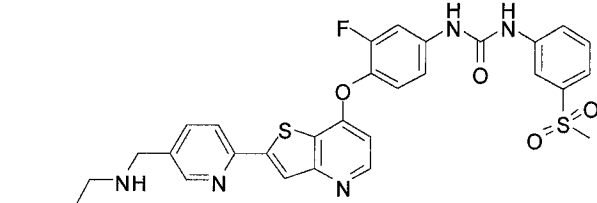
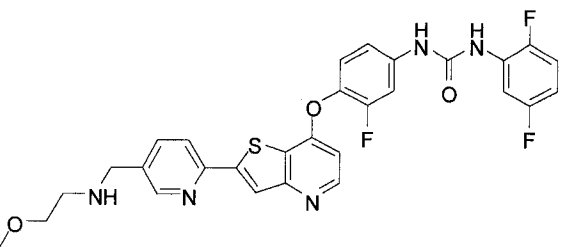
Other compounds according to the present invention are shown in Table 9.

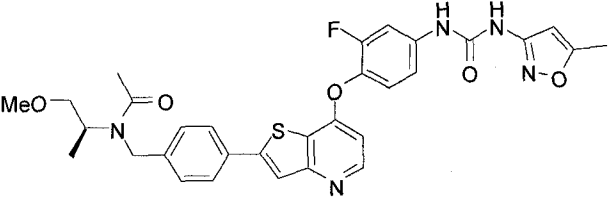
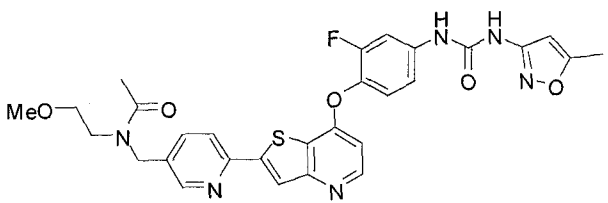
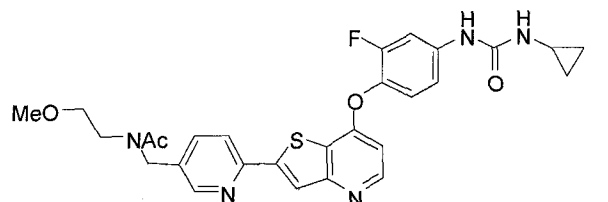
Table 9

Cpd. No.	Ex. No.	Structure	Characterization
318	204	 <p data-bbox="427 705 997 801">1-(3-fluoro-4-(2-(6-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<p data-bbox="1082 297 1412 694"><sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 9.44 (s, 1H), 8.49 (d, 1H, J=5.5 Hz), 8.32 (s, 1H), 8.27 (br.s, 2H), 8.11 (d, 1H, J=6.2 Hz), 7.90 (t, 2H, J=7.6 Hz), 7.73 (dd, 1H, J=2.2 Hz, J=13.7 Hz), 7.45 (d, 1H, J=8.0 Hz), 7.33 (t, 1H, J=9.0 Hz), 7.17 (d, 1H, J=9.0 Hz), 6.58 (d, 1H, J=5.1 Hz), 6.17 (s, 2H), 3.89 (s, 2H), 3.43 (s, 2H), 3.23 (s, 3H), 2.76 (br.s, 2H)</p> <p data-bbox="1082 728 1364 795">LRMS(ESI): (calc.) 467.1 (found) 468.3 (MH)<sup>+</sup></p>
319	205	 <p data-bbox="427 1153 997 1254">1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)thiourea</p>	<p data-bbox="1082 824 1412 1198"><sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 9.96 (s, 1H); 8.56 (d, J=1.6, 1H); 8.52 (d, J=5.5, 1H); 8.32 (s, 1H); 8.23 (d, J=7.8, 1H); 7.89 (dd, J=8.0, 2.0, 1H); 7.81 (dd, J=12.5, 2.0, 1H); 7.47 (t, J=9.0, 1H); 7.29-7.26 (m, 1H); 6.67 (d, J=4.7, 1H); 3.77 (s, 2H); 3.40 (t, J=5.7, 2H); 3.23 (s, 3H); 2.65 (t, J=5.5, 2H).</p> <p data-bbox="1082 1220 1364 1288">LRMS(ESI): (calc.) 483.1 (found) 484.3 (MH)<sup>+</sup></p>
320	206	 <p data-bbox="427 1590 1045 1713">N-(3-fluoro-4-(2-(4-((2-methoxyethylamino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N-(4-fluorophenyl)cyclopropane-1,1-dicarboxamide</p>	<p data-bbox="1082 1288 1412 1691"><sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 10.42(s, 1H), 10.01(s, 1H), 8.51(d, J = 5.6 Hz, 1H), 8.04(s, 1H), 7.91(dd, J = 2.4 and 13.6 Hz, 1H), 7.87-7.83(m, 2H), 7.65-7.61(m, 2H), 7.54-7.44(m, 4H), 7.19-7.12(m, 2H), 6.60(dd, J = 0.8 and 5.6 Hz, 1H), 3.81(s, 2H), 3.42(t, J = 5.6 Hz, 2H), 3.25(s, 3H), 2.70(t, J = 5.6 Hz, 2H), 1.50-1.43(m, 4H).</p> <p data-bbox="1082 1713 1364 1780">LRMS(ESI): (calc.) 628.2 (found) 629.5 (MH)<sup>+</sup></p>



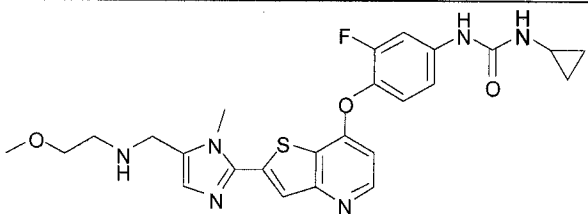
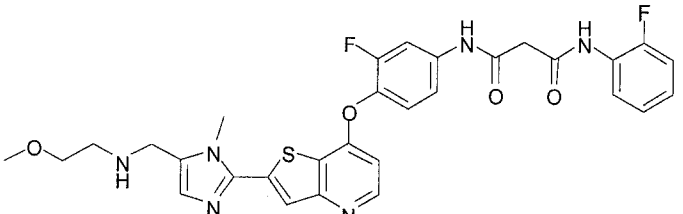
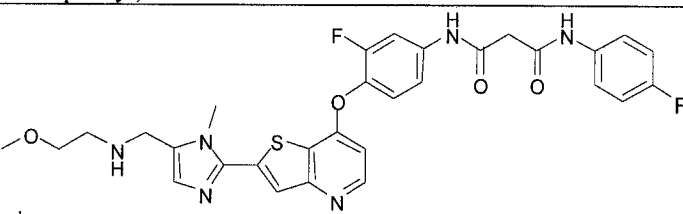
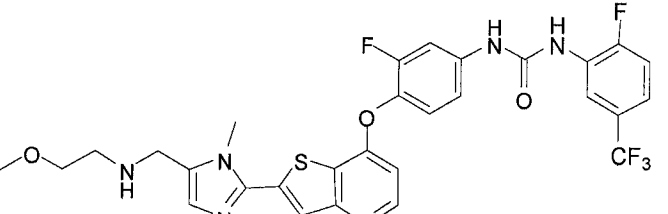
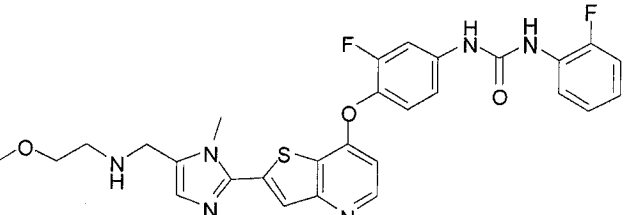
322	208	 <p>1-(3-fluoro-4-(2-(6-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(2-fluoro-5-(trifluoromethyl)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 9.50 (s, 1H), 9.00 (d, 1H, J=2.7 Hz), 8.57 (dd, 1H, J=2.2 Hz, J=7.3 Hz), 8.51 (d, 1H, J=5.5 Hz), 8.34 (s, 1H), 8.11 (d, 1H, J=7.6 Hz), 7.89 (t, 1H, J=7.8 Hz), 7.76 (dd, 1H, J=2.6 Hz, J=12.9 Hz), 7.4-7.6 (4H), 7.24 (m, 1H), 6.63 (d, 1H, J=5.5 Hz), 3.85 (s, 2H), 3.41 (t, 2H, J=5.5 Hz), 3.22 (s, 3H), 2.71 (t, 2H, J=5.5 Hz) LRMS(ESI): (calc.) 629.1 (found) 630.5 (MH) <sup>+</sup>
329	215	 <p>1-cyclopropyl-3-(3-fluoro-4-(2-(6-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 8.18 (d, 1H, J=5.3 Hz), 7.99 (s, 1H), 7.79 (d, 1H, J=7.6 Hz), 7.59 (t, 1H, J=7.6 Hz), 7.37 (d, 1H, J=15.3 Hz), 7.14 (d, 1H, J=7.4 Hz), 6.70 (t, 1H, J=9.0 Hz), 6.61 (d, 1H, J=8.8 Hz), 6.25 (d, 1H, J=4.9 Hz), 3.57 (d, 2H, J=6.5 Hz), 2.94 (s, 3H), 2.43 (m, 2H), 2.03 (m, 1H), 0.20 (d, 2H, J=5.1 Hz), 0.00 (s, 2H). LRMS(ESI): (calc.) 507.2 (found) 508.4 (MH) <sup>+</sup>
332	218	 <p>1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(2-fluorophenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 8.49 (s, 1H), 8.68 (s, 1H), 8.54 (s, 1H), 8.50 (d, 1H, J=5.4 Hz), 8.29 (s, 1H), 8.20 (d, 1H, J=8.3 Hz), 8.09 (t, 1H, J=8.2 Hz), 7.87 (dd, 1H, J=1.7 Hz, J=8.0 Hz), 7.75 (dd, 1H, J=2.6 Hz, J=13.1 Hz), 7.44 (t, 1H, J=9.0 Hz), 7.24 (m, 2H), 7.14 (t, 1H, J=7.8 Hz), 6.65 (d, 1H, J=5.5 Hz), 3.75 (s, 2H), 3.38 (t, 2H, J=5.7 Hz), 3.21 (s, 3H), 2.62 (t, 2H, J=5.7 Hz) LRMS(ESI): (calc.) 561.2 (found) 562.5 (MH) <sup>+</sup>

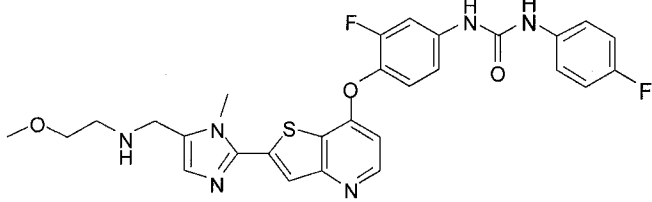
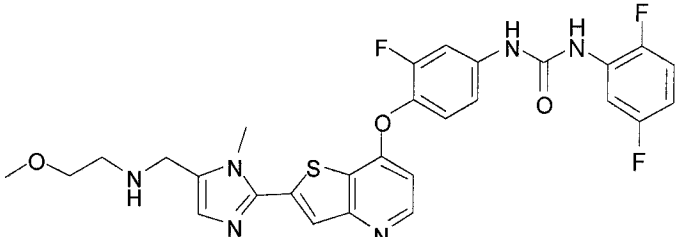
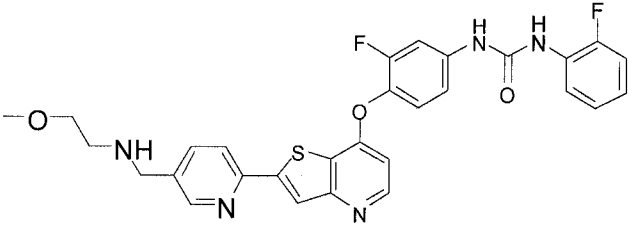
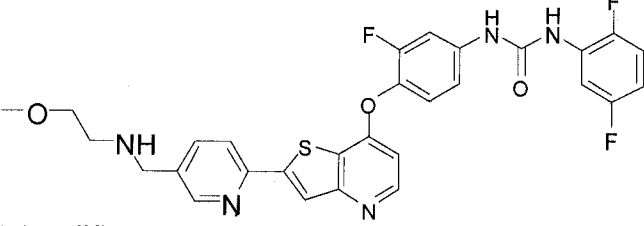
333	219	 <p>3-(3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)ureido)benzamide</p>	<p><sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 9.20 (s, 1H), 9.03 (s, 1H), 8.64 (d, J = 1.6 Hz, 1H), 8.54 (d, J = 5.3 Hz, 1H), 8.37 (s, 1H), 8.29 (d, J = 8.0 Hz, 1H), 8.03-7.89 (m, 3H), 7.78 (dd, J = 13.2, 2.4 Hz, 1H), 7.67-7.61 (m, 1H), 7.49 (d, J = 8.8 Hz, 1H), 7.45 (d, J = 9.2 Hz, 1H), 7.37 (t, J = 7.9 Hz, 1H), 7.36 (bs, 1H), 7.32-7.26 (m, 1H), 6.69 (d, J = 5.3 Hz, 1H), 3.98 (bs, 2H), 3.49 (t, J = 5.3 Hz, 2H), 3.27 (s, 3H), 2.92-2.83 (m, 2H), one NH is missing (probably due to signal overlap with the solvent signals)</p> <p>LRMS(ESI): (calc.) 586.64 (found) 587.5 (MH)<sup>+</sup></p>
336	222	 <p>1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(3-(methylsulfonyl)phenyl)urea</p>	<p><sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 9.29 (s, 1H), 9.21 (s, 1H), 8.57 (d, J = 1.8 Hz, 1H), 8.53 (d, J = 5.5 Hz, 1H), 8.33 (s, 1H), 8.24 (d, J = 8.2 Hz, 1H), 8.18 (t, J = 1.8 Hz, 1H), 7.90 (dd, J = 8.2, 2.0 Hz, 1H), 7.77 (dd, J = 13.2, 2.4 Hz, 1H), 7.70 (dt, J = 7.8, 1.7 Hz, 1H), 7.62-7.52 (m, 2H), 7.47 (t, J = 9.0 Hz, 1H), 7.31 (dd, J = 8.8, 1.6 Hz, 1H), 6.68 (d, J = 5.5 Hz, 1H), 3.79 (s, 2H), 3.41 (t, J = 5.6 Hz, 2H), 3.24 (s, 3H), 3.21 (s, 3H), 2.66 (t, J = 5.7 Hz, 2H), one NH is missing (probably due to signal overlap with the solvent signals)</p> <p>LRMS(ESI): (calc.) 621.7 (found) 622.4 (MH)<sup>+</sup></p>
337	223	 <p>1-(2,5-difluorophenyl)-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<p><sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 8.54 (s, 1H), 8.50 (d, 1H, J=5.3 Hz), 8.29 (s, 1H), 8.20 (d, 1H, J=8.0 Hz), 7.98 (m, 1H), 7.86 (d, 1H, J=8.0 Hz), 7.74 (d, 1H, J=13.1 Hz), 7.43 (t, 1H, J=9.0 Hz), 7.25 (m, 2H), 6.82 (m, 1H), 6.64 (d, 1H, J=5.3 Hz), 3.75 (s, 2H), [3.34 (2H)], 3.21 (s, 3H), 2.62 (br.s, 2H), 2.22 (br.s, 1H)</p> <p>LRMS(ESI): (calc.) 579.2 (found) 580.4 (MH)<sup>+</sup></p>

338	224	 <p>(S)-N-(4-(7-(2-fluoro-4-(3-(5-methylisoxazol-3-yl)ureido)phenoxy)thieno[3,2-b]pyridin-2-yl)benzyl)-N-(1-methoxypropan-2-yl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): mixture of rotamers, 9.64 (s, 1H), 9.18 (s, 1H), 8.54-8.48 (m, 1H), 8.06 and 8.02 (2s, 1H), 7.90 (d, J = 8.2 Hz, 1H), 7.81 (d, J = 8.2 Hz, 1H), 7.74 (dd, J = 13.0, 2.4 Hz, 1H), 7.47 (t, J = 8.9 Hz, 1H), 7.41 (d, J = 8.4 Hz, 1H), 7.35 (d, J = 8.2 Hz, 1H), 7.28 (bd, J = 8.8 Hz, 1H), 6.62 (t, J = 5.9 Hz, 1H), 6.58-6.52 (m, 1H), 4.74-4.16 (m, 3H), 3.42-3.23 (m, 2H), 3.16 (s, 3H), 2.54-2.47 (m, 3H), 2.16 and 1.93 (2s, 3H), 1.09-1.00 (m, 3H).  LRMS(ESI): (calc.) 603.66 (found) 604.5 (MH) <sup>+</sup>
339	225	 <p>N-((6-(7-(2-fluoro-4-(3-(5-methylisoxazol-3-yl)ureido)phenoxy)thieno[3,2-b]pyridin-2-yl)pyridin-3-yl)methyl)-N-(2-methoxyethyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 9.66 (s, 1H); 9.23 (s, 1H); 8.50-8.45 (m, 2H); 8.32 (s, 0.3H); 8.28 (s, 0.7H); 8.24 (d, J=8.0, 0.3H); 8.18 (d, J=8.0, 0.7H); 7.78-7.68 (m, 2H); 7.42 (t, J=9.0, 1H); 7.25-7.21 (m, 1H); 6.64-6.61 (m, 1H); 6.51 (s, 1H); 4.67 (s, 0.6H); 4.54 (s, 1.4H); 3.50-3.40 (m, 4H); 3.19 (s, 1.9H); 3.16 (s, 1.1H); 2.33 (s, 3H); 2.08 (s, 2.2H); 2.00 (s, 0.8H) (2.3:1 mixture of rotamers)  LRMS(ESI): (calc.) 591.2 (found) 591.3 (MH) <sup>+</sup>
340	226	 <p>N-((6-(7-(4-(3-cyclopropylureido)-2-fluorophenoxy)thieno[3,2-b]pyridin-2-yl)pyridin-3-yl)methyl)-N-(2-methoxyethyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 8.74 (s, 1H); 8.55-8.49 (m, 2H); 8.35 (s, 0.3H); 8.32 (s, 0.7H); 8.28 (d, J=8.6, 0.3H); 8.22 (d, J=0.7H, 0.7H); 7.80-7.68 (m, 2H); 7.38 (t, J=9.0, 1H); 7.24-7.19 (m, 1H); 6.66-6.56 (m, 2H); 4.71 (s, 0.6H); 4.59 (s, 1.4H); 3.53-3.41 (m, 4H); 3.24 (m, 2.2H); 3.20 (m, 0.8H); 2.57-2.50 (m, 1H); 2.13 (s, 2.2H); 2.05 (s, 0.8H); 0.67-0.63 (m, 2H); 0.41-0.40 (m, 2H). (3:1 mixture of rotamers)  LRMS(ESI): (calc.) 550.2 (found) 550.5 (MH) <sup>+</sup>

Other compounds according to the present invention are shown in Table 10.

Table 10

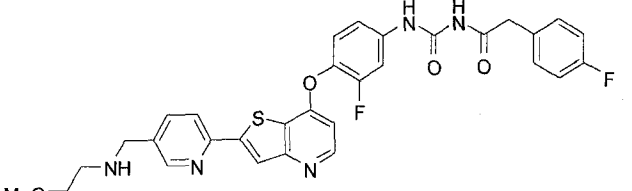
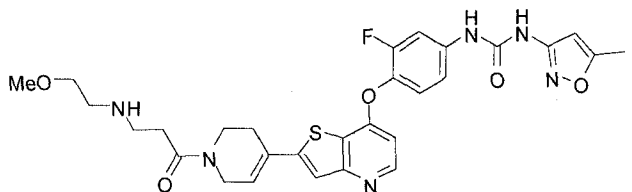
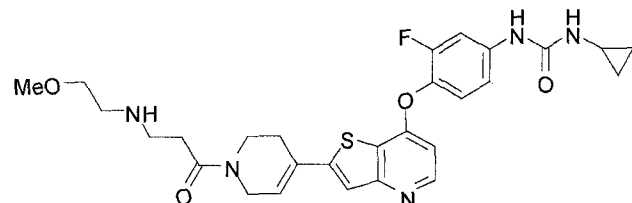
Cpd. No.	Ex. No.	Structure	Characterization
341	227	 <p>1-cyclopropyl-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	
342	228	 <p>N<sup>1</sup>-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N<sup>3</sup>-(2-fluorophenyl)malonamide</p>	
343	229	 <p>N<sup>1</sup>-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-N<sup>3</sup>-(4-fluorophenyl)malonamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): LRMS(ESI): (calc.) 606.2 (found) 607.5 (MH) <sup>+</sup>
344	230	 <p>1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(2-fluoro-5-(trifluoromethyl)phenyl)urea</p>	
345	231	 <p>1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(2-fluorophenyl)urea</p>	

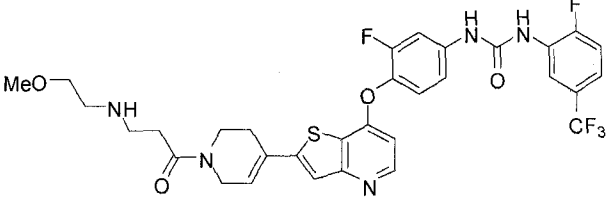
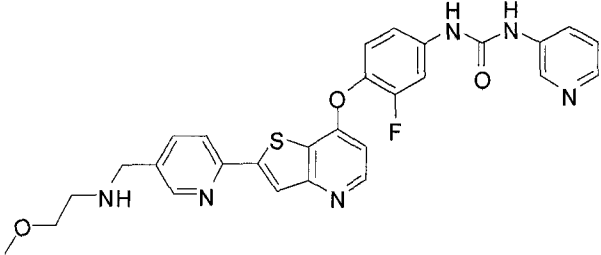
346	232	 <p>1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(4-fluorophenyl)urea</p>	
347	233	 <p>1-(2,5-difluorophenyl)-3-(3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)amino)urea</p>	
348	234	 <p>1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(2-fluorophenyl)urea</p>	
349	235	 <p>1-(2,5-difluorophenyl)-3-(3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)amino)urea</p>	

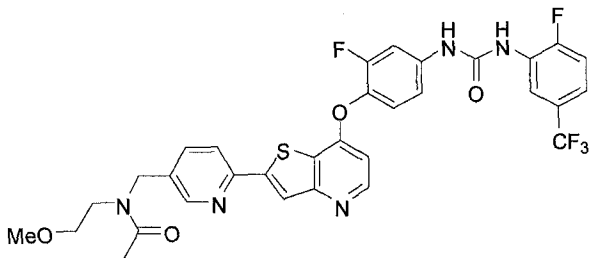
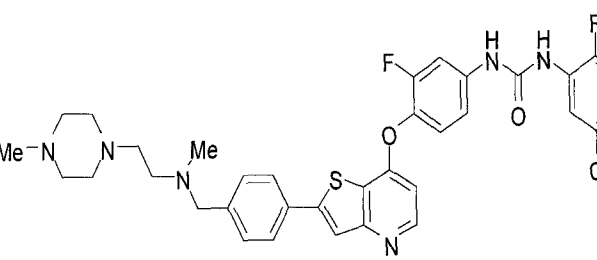
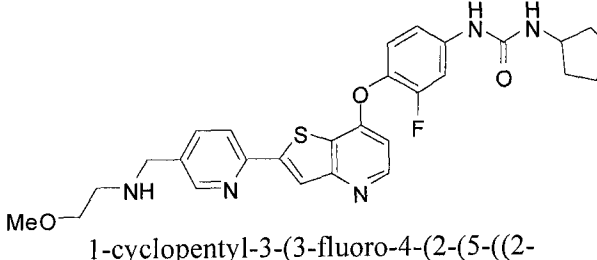
Other compounds according to the present invention are shown in Table 11.

Table 11

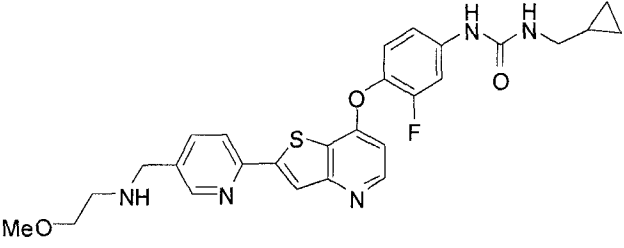
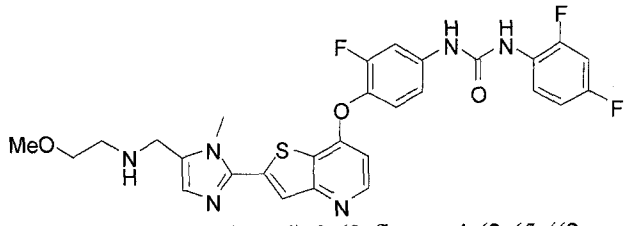
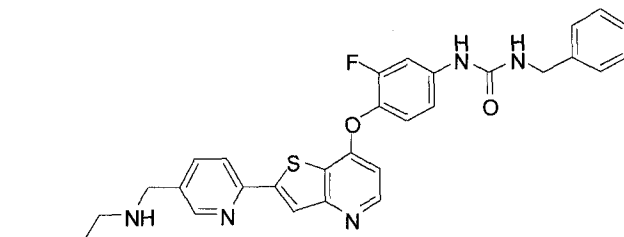
Cpd. No.	Ex. No.	Structure	Characterization

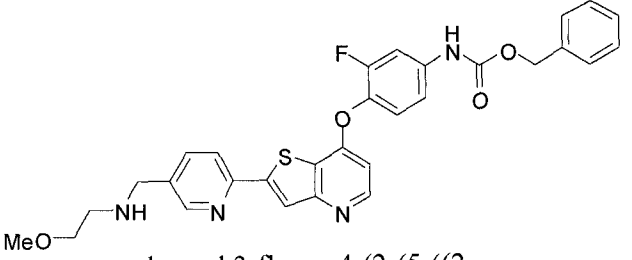
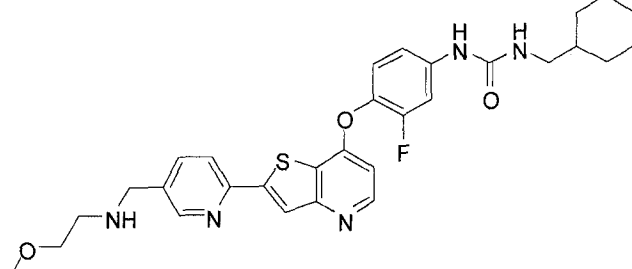
350	236	 <p>N-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)carbamoyl)-2-(4-fluorophenyl)acetamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 11.09(s, 1H), 10.64(s, 1H), 9.16(s, 1H), 8.72(s, 1H), 8.58(s, 1H), 8.43(s, 1H), 8.38(d, J = 8.0 Hz, 2H), 8.09(d, J = 7.6 Hz, 1H), 7.84(d, J = 12.4 Hz, 1H), 7.51-7.42(m, 2H), 7.41-7.32(m, 2H), 7.20-7.15(m, 2H), 6.72(d, J = 4.8 Hz, 1H), 4.28(s, 2H), 3.75(s, 2H), 3.62-3.58(m, 2H), 3.31(s, 3H), 3.22-3.12(m, 2H).  LRMS(ESI): (calc.) 603.6 (found) 604.4 (MH) <sup>+</sup>
351	237	 <p>1-(3-fluoro-4-(2-(1-(3-(2-methoxyethylamino)propanoyl)-1,2,3,6-tetrahydropyridin-4-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(5-methylisoxazol-3-yl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 9.72 (br, 1H), 9.41 (s, 1H), 8.47 (d, J=5.4Hz, 1H), 7.73 (dd, J=2.0Hz, J=12.9Hz, 1H), 7.57 (d, H=6.2Hz, 1H), 7.44 (t, J=8.9Hz, 1H), 7.27 (m, 1H), 6.62 (t, J=4.5Hz, 1H), 6.55 (d, J=1 Hz, 1H), 6.42 (m, 1H), 4.22-4.18 (m, 2H), 3.73-3.68 (m, 2H), 3.43-3.41 (m, 2H), 3.25 (s, 3H), 2.85-2.78 (m, 2H), 2.70 (m, 1H), 2.67-2.56 (m, 3H), 2.37 (d, J=0.8Hz, 3H)  LRMS(ESI): (calc.) 594.7 (found) 595.5 (MH) <sup>+</sup>
352	238	 <p>1-cyclopropyl-3-(3-fluoro-4-(2-(1-(3-(2-methoxyethylamino)propanoyl)-1,2,3,6-tetrahydropyridin-4-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 1H: 8.79 (br, 1H), 8.45 (d, J=6.0Hz, 1H), 7.71 (dd, J=2.3Hz, J=13.4Hz, 1H), 7.56 (d, J=7.1Hz, 1H), 7.35 (t, J=9.0Hz, 1H), 7.19 (d, J=9.0Hz, 1H), 6.63 (br, 1H), 6.58 (t, J=4.5Hz, 1H), 6.41 (m, 1H), 4.22-4.18 (m, 2H), 3.73-3.67 (m, 2H), 3.42-3.39 (m, 2H), 3.24 (s, 3H), 2.84-2.81 (m, 2H), 2.76-2.74 (m, 2H), 2.69 (m, 1H), 2.63-2.52 (m, 4H), 0.67-0.62 (m, 2H), 0.44-0.40 (m, 2H)  LRMS(ESI): (calc.) 553.7 (found) 554.5 (MH) <sup>+</sup>

353	239	 <p>1-(3-fluoro-4-(2-(1-(3-(2-methoxyethylamino)propanoyl)-1,2,3,6-tetrahydropyridin-4-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(2-fluoro-5-(trifluoromethyl)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.08 (br, 1H), 9.24 (br, 1H), 8.59 (dd, J=2.3Hz, J=7.3Hz, 1H), 8.47 (d, J=5.6Hz, 1H), 8.47 (d, J=5.6Hz, 1H), 7.77 (dd, J=2.2 Hz, J=13.0 Hz, 1H), 7.58 (d, J=3.4Hz, 1H), 7.54-7.41 (m, 3H), 7.27 (d, J=10.1Hz, 1H), 6.64 (t, J=5.0Hz, 1H), 6.43 (m, 1H), 4.20 (m, 2H), 3.75-3.67 (m, 2H), 3.55-3.52 (m, 2H), 3.28 (s, 3H), 3.07-3.01 (m, 4H), 2.81-2.72 (m, 3H), 2.62 (m, 1H) LRMS(ESI): (calc.) 675.7 (found) 676.5 (MH) <sup>+</sup>
354	240	 <p>1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(pyridin-3-yl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 9.24 (s, 1H), 9.03 (s, 1H), 8.58 (d, 1H, J=2.0 Hz), 8.53 (d, 1H, J=1.6 Hz), 8.48 (d, 1H, J=5.5 Hz), 8.27 (s, 1H), 8.18 (d, 1H, J=8.2 Hz), 8.10 (m, 1H), 7.91 (m, 1H), 7.85 (dd, 1H, J=2.2 Hz, J=8.0), 7.71 (dd, 1H, J=2.5 Hz, J=13.3 Hz), 7.41 (t, 1H, J=9.0 Hz), 7.30 (dd, 1H, J=5.1 Hz, J=8.2 Hz), 7.25 (m, 1H), 6.63 (d, 1H, J=5.1 Hz), 3.73 (s, 2H), [3.3 2H], 3.19 (s, 3H), 2.60 (t, 2H, J= 5.7 Hz) LRMS(ESI): (calc.) 544.2 (found) 545.5 (MH) <sup>+</sup>

355	241	 <p>N-((6-(7-(2-fluoro-4-(3-(2-fluoro-5-(trifluoromethyl)phenyl)ureido)phenoxy)thieno[3,2-b]pyridin-2-yl)pyridin-3-yl)methyl)-N-(2-methoxyethyl)acetamide</p>	<p><sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): mixture of rotamers; 9.52 (s, 1H), 9.02 and 9.01 (2s, 1H), 8.59 (dd, J = 7.2, 2.0 Hz, 1H), 8.56-8.49 (m, 2H), 8.37 and 8.34 (2s, 1H), 8.29 and 8.23 (2d, J = 8.0 Hz, 1H), 7.82-7.74 (m, 2H), 7.56-7.40 (m, 3H), 7.30-7.24 (m, 1H), 6.71-6.66 (m, 1H), 4.71 and 4.59 (2s, 2H), 3.53-3.38 (m, 4H), 3.24 and 3.21 (2s, 3H), 2.13 and 2.05 (2s, 3H).</p> <p>LRMS(ESI): (calc.) 671.16 (found) 672.5 (MH)<sup>+</sup></p>
356	242	 <p>1-(3-fluoro-4-(2-(4-((methyl(2-(4-methylpiperazin-1-yl)ethyl)amino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(2-fluoro-5-(trifluoromethyl)phenyl)urea</p>	<p><sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 9.49(s, 1H), 8.98(s, d, 1H, J=2.4Hz), 8.56(dd, 1H, J1=7.0Hz, J2=2.0Hz), 8.48(d, 1H, J=5.5Hz), 8.00(s, 1H), 7.81(d, 2H, J=8.2Hz), 7.74(dd, J1=2.4Hz, J2=12.9Hz), 7.49-7.39(m, 5H), 7.23(d, 1H, J=9.0Hz), 6.59(d, 1H, J=5.5Hz), 3.50(s, 2H), 2.50-2.28(m, 12H), 2.13(s, 3H), 2.11(s, 3H).</p> <p>LRMS(ESI): (calc.) 710.2 (found) 711.5 (MH)<sup>+</sup></p>
357	243	 <p>1-cyclopentyl-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<p><sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>) δ (ppm): 8.61 (s, 1H), 8.53 (d, 1H, J=1.6 Hz), 8.47(d, 1H, J=5.3 Hz), 8.27 (s, 1H), 8.18 (d, 1H, J=8.2 Hz), 7.85 (dd, 1H, J=2.1 Hz, J=8.2 Hz), 7.67 (dd, 1H, J=2.6 Hz, J=13.5 Hz), 7.32 (t, 1H, J=9.0 Hz), 7.09 (m, 1H), 6.59 (d, 1H, J=5.4 Hz), 6.28 (d, 1H, J=7.1 Hz)</p> <p>LRMS(ESI): (calc.) 535.2 (found) 536.4 (MH)<sup>+</sup></p>



358	244	 <p>1-(cyclopropylmethyl)-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): DMSO-d <sub>6</sub> 9.20 (s, 1H), 8.39 (s, 1H), 8.33 (d, 1H, J=5.3 Hz), 8.12 (s, 1H), 8.04 (d, 1H, J=8.2 Hz), 7.71 (dd, 1H, J=1.7 Hz, J=8.2 Hz), 7.55 (dd, 1H, J=2.2 Hz, J=13.7 Hz), 7.17 (t, 1H, J=9.2 Hz), 7.00 (d, 1H, J=8.6 Hz), 6.70 (m, 1H), 6.45 (d, 1H, J=5.4 Hz), 3.59 (s, 2H), 3.22 (t, 2H, 5.7 Hz), 3.05 (s, 3H), 2.79 (t, 2H, J=6.2 Hz), 1.54 (s, 1H), 0.76 (m, 1H), 0.23 (m, 2H), 0.01 (m, 2H) LRMS(ESI): (calc.) 521.2 (found) 522.4 (MH) <sup>+</sup>
359	245	 <p>1-(2,4-difluorophenyl)-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methylimidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.90 (s, 1H), 8.89 (s, 1H), 8.50 (d, J = 5.48 Hz, 1H), 7.98 (m, 1H), 7.95 (s, 1H), 7.72 (m, 1H), 7.41 (m, 1H), 7.28 - 7.20 (m, 3H), 7.04 (m, 1H), 6.68 (d, J = 5.28 Hz, 1H), 4.28 (s, 2H), 3.92 (s, 3H), 3.61 (m, 2H), 3.27 (s, 3H), 3.13 (m, 2H) LRMS(ESI): (calc.) 582.60 (found) 583.5 (MH) <sup>+</sup>
360	246	 <p>1-benzyl-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 9.0 (s, 1H), 8.57 (d, J=1.4Hz, 1H), 8.51 (d, J=5.6Hz, 1H), 8.31 (s, 1H), 8.23 (d, J=8.5Hz, 1H), 7.89 (dd, J=1.8Hz, J=8.1Hz, 1H), 7.73 (dd, J=2.6Hz, J=13.5Hz, 1H), 7.41- 7.24 (m, 5H), 7.24- 7.18 (m, 2H), 6.82-6.79 (m, 1H), 5.28 (d, J=5.28Hz, 1H), 4.32 (d, J=6.4Hz, 2H), 3.78 (s, 2H), 3.41 (t, J=5.8Hz, 2H), 3.26 (s, 3H), 2.65 (t, J=5.8Hz, 2H) LRMS(ESI): (calc.) 557.6 (found) 558.5 (MH) <sup>+</sup>

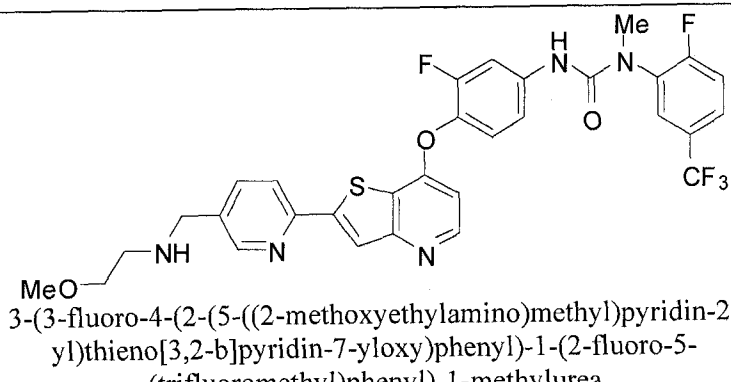
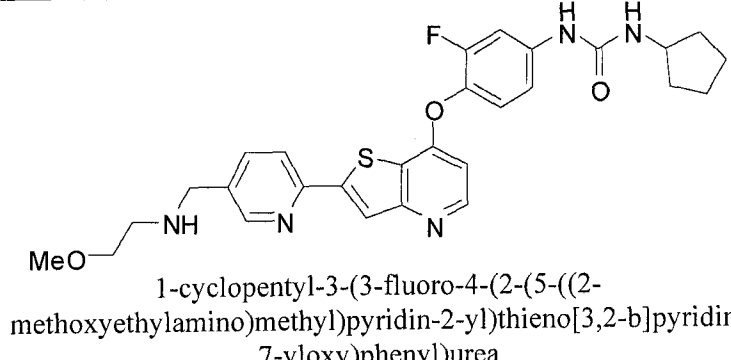
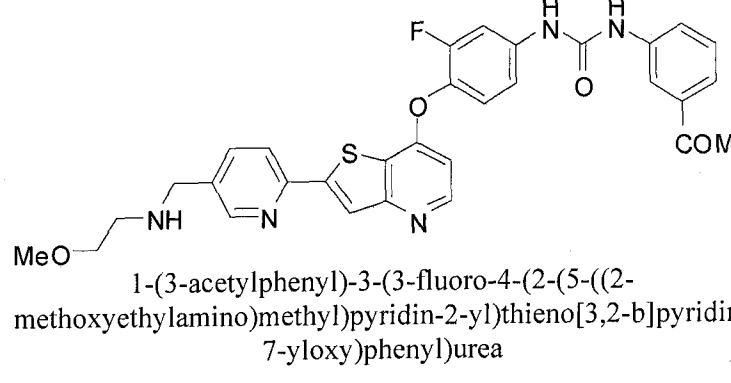
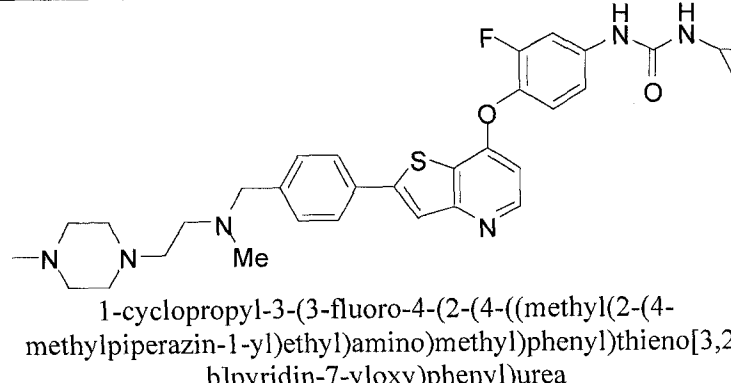
361	247	 <p>benzyl 3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenylcarbamate</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.2 (s, 1H), 8.57 (d, J=1.9Hz, 1H), 8.51 (d, J=5.5Hz, 1H), 8.32 (s, 1H), 8.23 (d, J=7.9Hz, 1H), 7.90 (dd, J=1.9Hz, J=8.1Hz, 1H), 7.66 (dd, J=8.3Hz, J=8.1Hz, 1H), 7.49-7.33 (m, 7H), 6.65 (dd, J=0.6Hz, J=5.5Hz, 1H), 5.19 (s, 2H), 3.79 (s, 2H), 3.41 (t, J=5.7Hz, 2H), 3.24 (s, 3H), 2.66 (t, J=5.7Hz, 2H) LRMS(ESI): (calc.) 558.6 (found) 559.4 (MH) <sup>+</sup>
362	248	 <p>1-(cyclohexylmethyl)-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): DMSO-d <sub>6</sub> 8.80 (s, 1H), 8.51 (s, 1H), 8.46 (d, 1H, J=5.3 Hz), 8.26 (s, 1H), 8.17 (d, 1H, J=8.0 Hz), 7.83 (d, 1H, J=7.9 Hz), 7.67 (d, 1H, J=13.5 Hz), 7.31 (t, 1H, J=9.0 Hz), 7.09 (d, 1H, J=8.4 Hz), 6.58 (d, 1H, J=5.0 Hz), 6.33 (m, 1H), 3.72 (s, 2H), 3.35 (t, 2H, J=5.3 Hz), 3.19 (s, 3H), 2.90 (t, 2H, J=5.6 Hz), 2.59 (t, 2H, J=5.3 Hz), 1.62 (m, 5H), 1.34 (m, 1H), 1.11 (m, 3H), 0.86 (m, 2H) LRMS(ESI): (calc.) 563.2 (found) 564.5 (MH) <sup>+</sup>

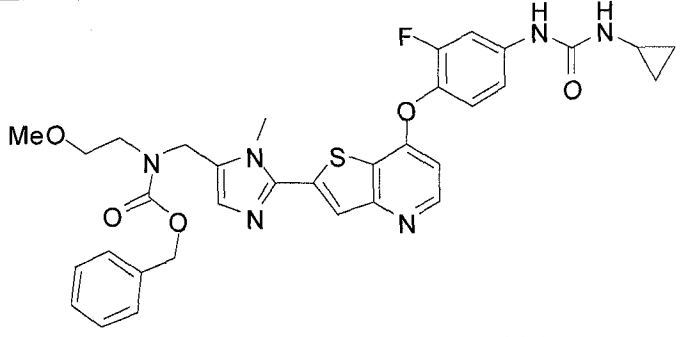
Other compounds according to the present invention are shown in Table 12.

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Table 12

Cpd. No.	Ex. No.	Structure
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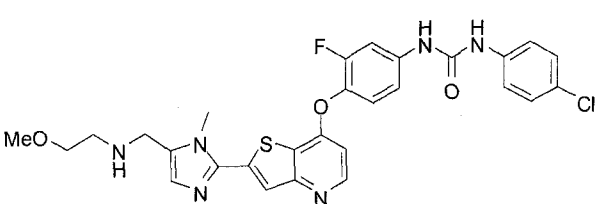
363	249	 <p>3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-1-(2-fluoro-5-(trifluoromethyl)phenyl)-1-methylurea</p>
364	250	 <p>1-cyclopentyl-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>
365	251	 <p>1-(3-acetylphenyl)-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>
366	252	 <p>1-cyclopropyl-3-(3-fluoro-4-(2-(4-((methyl(2-(4-methylpiperazin-1-yl)ethyl)amino)methyl)phenyl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>

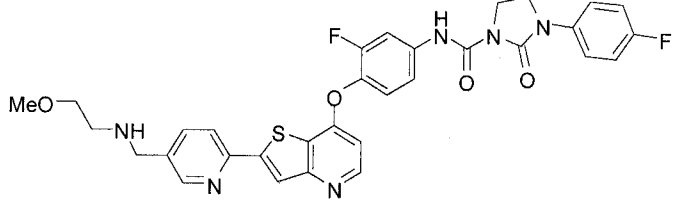
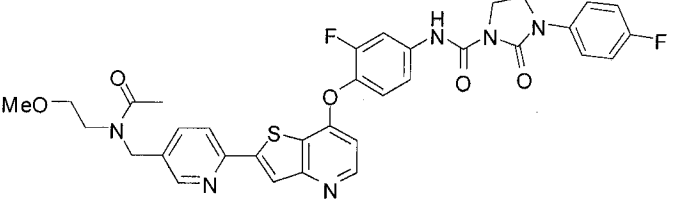
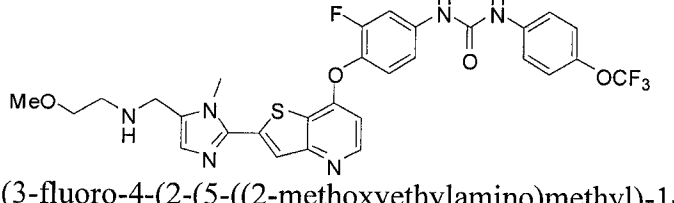
367	253	 <p>benzyl (2-(7-(4-(3-cyclopropylureido)-2-fluorophenoxy)thieno[3,2-b]pyridin-2-yl)-1-methyl-1H-imidazol-5-yl)methyl(2-methoxyethyl)carbamate</p>
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Other compounds according to the present invention are shown in Table 13.

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Table 13

Cpd. No.	Ex. No.	Structure	Characterization
368	254	 <p>1-(4-chlorophenyl)-3-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 9.27 (s, 1H), 9.11 (s, 1H), 8.48 (d, J = 5.48 Hz, 1H), 7.87 (s, 1H), 7.70 (m, 1H), 7.46 (d, J = 9 Hz, 2H), 7.41 (t, J = 7.82 Hz, 1H), 7.30 (d, J = 8.80 Hz, 2H), 7.21 (m, 1H), 6.95 (s, 1H), 6.65 (d, J = 5.28 Hz, 1H), 3.88 (s, 3H), 3.79 (s, 2H), 3.39 (m, 2H), 3.21 (s, 3H), 2.71 (m, 2H)  LRMS(ESI): (calc.) 581.06 (found) 581.4 (MH) <sup>+</sup>

369	255	 <p>N-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(4-fluorophenyl)-2-oxoimidazolidine-1-carboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 10.56 (s, 1H), 8.56 (d, J = 2.2 Hz, 1H), 8.53 (d, J = 5.5 Hz, 1H), 8.32 (s, 1H), 8.23 (d, J = 8.2 Hz, 1H), 7.90 (dd, J = 8.0, 2.0 Hz, 1H), 7.85 (dd, J = 12.9, 2.3 Hz, 1H), 7.69-7.61 (m, 2H), 7.50 (t, J = 8.7 Hz, 1H), 7.44 (dd, J = 9.0, 2.3 Hz, 1H), 7.33-7.24 (m, 2H), 6.68 (d, J = 5.3 Hz, 1H), 3.96 (bs, 4H), 3.78 (s, 2H), one CH <sub>2</sub> is masked by water, 3.33 (s, 3H), 2.65 (t, J = 5.7 Hz, 2H), one NH is missing.  LRMS(ESI): (calc.) 630.66 (found) 631.5 (MH) <sup>+</sup>
370	256	 <p>N-(3-fluoro-4-(2-(5-((N-(2-methoxyethyl)acetamido)methyl)pyridin-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(4-fluorophenyl)-2-oxoimidazolidine-1-carboxamide</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): mixture of rotamers, 10.56 (s, 1H), 8.58-8.46 (m, 2H), 8.40-8.20 (m, 2H), 7.90-7.74 (m, 2H), 7.70-7.60 (m, 2H), 7.55-7.42 (m, 2H), 7.29 (t, J = 8.9 Hz, 2H), 6.73-6.66 (m, 1H), 4.71 and 4.59 (2s, 2H), 3.96 (bs, 4H), 3.54-3.40 (m, 4H), 3.24 and 3.20 (2s, 3H), 2.13 and 2.05 (2s, 3H).  LRMS(ESI): (calc.) 672.7 (found) 673.3 (MH) <sup>+</sup>
371	257	 <p>1-(3-fluoro-4-(2-(5-((2-methoxyethylamino)methyl)-1-methyl-1H-imidazol-2-yl)thieno[3,2-b]pyridin-7-yloxy)phenyl)-3-(4-(trifluoromethoxy)phenyl)urea</p>	<sup>1</sup> H NMR (400 MHz, DMSO-d <sub>6</sub> ) δ (ppm): 9.12 (s, 1H), 0.02 (s, 1H), 8.48 (d, J = 5.48 Hz, 1H), 7.85 (s, 1H), 7.70 (m, 1H), 7.53 (d, J = 9.19 Hz, 2H), 7.41 (t, J = 8.99 Hz, 1H), 7.27 (m, 3H), 6.92 (s, 1H), 6.65 (d, J = 5.28 Hz, 1H), 3.87 (s, 3H), 3.73 (s, 2H), 3.34 (m, 2H), 3.20 (s, 3H), 2.62 (t, J = 5.67 Hz, 2H).  LRMS(ESI): (calc.) 630.6 (found) 632.5 (MH) <sup>+</sup>

### Pharmaceutical Compositions

In one embodiment, the invention provides pharmaceutical compositions comprising a compound according to the invention and a pharmaceutically acceptable carrier, excipient, or diluent. Compositions of the invention may be formulated by any method well known in the art

and may be prepared for administration by any route, including, without limitation, parenteral, oral, sublingual, transdermal, topical, intranasal, intratracheal, or intrarectal. In certain embodiments, compositions of the invention are administered intravenously in a hospital setting. In certain other embodiments, administration may be by, for example, the oral route.

5           The characteristics of the carrier will depend on the route of administration. As used herein, the term "pharmaceutically acceptable" means a non-toxic material that is compatible with a biological system such as a cell, cell culture, tissue, or organism, and that does not interfere with the effectiveness of the biological activity of the active ingredient(s). Thus, compositions according to the invention may contain, in addition to the inhibitor, diluents,  
10 fillers, salts, buffers, stabilizers, solubilizers, and other materials well known in the art. The preparation of pharmaceutically acceptable formulations is described in, e.g., Remington's Pharmaceutical Sciences, 18th Edition, ed. A. Gennaro, Mack Publishing Co., Easton, Pa., 1990.

          As used herein, the term "pharmaceutically acceptable salt(s)" refers to salts that retain the desired biological activity of the above-identified compounds and exhibit minimal or no  
15 undesired toxicological effects. Examples of such salts include, but are not limited to, salts formed with inorganic acids (for example, hydrochloric acid, hydrobromic acid, sulfuric acid, phosphoric acid, nitric acid, and the like), and salts formed with organic acids such as acetic acid, oxalic acid, tartaric acid, succinic acid, malic acid, ascorbic acid, benzoic acid, tannic acid, palmoic acid, alginic acid, polyglutamic acid, naphthalenesulfonic acid, naphthalenedisulfonic  
20 acid, methanesulfonic acid, p-toluenesulfonic acid and polygalacturonic acid. The compounds can also be administered as pharmaceutically acceptable quaternary salts known by those skilled in the art, which specifically include the quaternary ammonium salt of the formula --NR<sup>+</sup>Z<sup>-</sup>-, wherein R is hydrogen, alkyl, or benzyl, and Z is a counterion, including chloride, bromide, iodide, --O-alkyl, toluenesulfonate, methylsulfonate, sulfonate, phosphate, or carboxylate (such  
25 as benzoate, succinate, acetate, glycolate, maleate, malate, citrate, tartrate, ascorbate, benzoate, cinnamate, mandelate, benzyloate, and diphenylacetate).

          The active compound is included in the pharmaceutically acceptable carrier or diluent in an amount sufficient to deliver to a patient a therapeutically effective amount without causing serious toxic effects in the patient treated. The effective dosage range of the pharmaceutically  
30 acceptable derivatives can be calculated based on the weight of the parent compound to be delivered. If the derivative exhibits activity in itself, the effective dosage can be estimated as above using the weight of the derivative, or by other means known to those skilled in the art.

**Inhibition of VEGF Receptor Signaling and HGF Receptor Signaling**

In another embodiment the invention provides a method of inhibiting VEGF receptor signaling and HGF receptor signaling in a cell, comprising contacting a cell in which inhibition of VEGF receptor signaling and HGF receptor signaling is desired with an inhibitor of VEGF receptor signaling and HGF receptor signaling according to the invention. Because compounds of the invention inhibit VEGF receptor signaling and HGF receptor signaling, they are useful research tools for in vitro study of the role of VEGF receptor signaling and HGF receptor signaling in biological processes. In one example of this embodiment, the method causes an inhibition of cell proliferation of the contacted cells.

**ASSAY EXAMPLES****15 Inhibition of c-met and VEGF Activity**

The following protocols were used to assay the compounds of the invention.

**Assay Example 1****In Vitro Receptor Tyrosine Kinase Assays (c-Met/HGF receptor and VEGF receptor KDR)**

20 These tests measure the ability of compounds to inhibit the enzymatic activity of recombinant human c-Met/HGF receptor and VEGF receptor enzymatic activity.

A 1.3-kb cDNA corresponding to the intracellular domain of c-Met or c-Met IC (Genbank accession number NP000236-1 amino acid 1078 to 1337) is cloned into the BamHI/XhoI sites of the pBlueBacHis2A vector (Invitrogen) for the production of a histidine-tagged version of that enzyme. This construct is used to generate recombinant baculovirus using the Bac-N-Blue™ system according to the manufacturer's instructions (Invitrogen).

25 The c-Met IC protein is expressed in Hi-5 cells (*Trichoplusia Ni*) upon infection with recombinant baculovirus construct. Briefly, Hi-5 cells grown in suspension and maintained in serum-free medium (Sf900 II supplemented with gentamycin) at a cell density of about  $2 \times 10^6$  cells/ml are infected with the above-mentioned viruses at a multiplicity of infection (MOI) of 0.2 during 72 hours at 27°C with agitation at 120 rpm on a rotary shaker. Infected cells are harvested by centrifugation at 398g for 15 min. Cell pellets are frozen at -80°C until purification is performed.

35 All steps described in cell extraction and purification are performed at 4°C. Frozen Hi-5 cell pellets infected with the C-Met IC recombinant baculovirus are thawed and gently

resuspended in Buffer A (20mM Tris pH 8.0, 10% glycerol, 1µg/ml pepstatin, 2µg/ml Aprotinin and leupeptin, 50µg/ml PMSF, 50µg/ml TLCK and 10µM E64, 0.5mM DTT and 1mM Levamisole) using 3 ml of buffer per gram of cells. The suspension is Dounce homogenized after which it is centrifuged at 22500g, 30 min., 4oC. The supernatant (cell extract) is used as starting material for purification of c-Met IC.

The supernatant is loaded onto a QsepharoseFF column (Amersham Biosciences) equilibrated with Buffer B (20mM Tris pH 8.0, 10% glycerol) supplemented with 0.05M NaCl. Following a ten column volume (CV) wash with equilibration buffer, bound proteins are eluted with a 5 CV salt linear gradient spanning from 0.05 to 1M NaCl in Buffer B. Typically, the conductivity of selected fractions rank between 6.5 and 37 mS/cm. This Qsepharose eluate has an estimated NaCl concentration of 0.33M and is supplemented with a 5M NaCl solution in order to increase NaCl concentration at 0.5M and also with a 5M Imidazole (pH 8.0) solution to achieve a final imidazole concentration of 15mM. This material is loaded onto a HisTrap affinity column (GE Healthcare) equilibrated with Buffer C (50mM NaPO<sub>4</sub> pH 8.0, 0.5M NaCl, 10% glycerol) supplemented with 15mM imidazole. After a 10 CV wash with equilibration buffer and an 8 CV wash with buffer C + 40mM imidazole, bound proteins are eluted with an 8 CV linear gradient (15 to 500mM) of imidazole in buffer C. C-Met IC enriched fractions from this chromatography step are pooled based on SDS-PAGE analysis. This pool of enzyme undergoes buffer exchange using PD-10 column (GE Healthcare) against buffer D (25mM HEPES pH 7.5, 0.1M NaCl, 10% glycerol and 2mM β-mercaptoethanol). Final C-Met IC protein preparations concentrations are about 0.5 mg/ml with purity approximating 80%. Purified c-Met IC protein stocks are supplemented with BSA at 1mg/ml, aliquoted and frozen at -80oC prior to use in enzymatic assay.

In the case of VEGF receptor KDR a 1.6-kb cDNA corresponding to the catalytic domain of VEGFR2 or KDR (Genbank accession number AF035121 amino acid 806 to 1356) is cloned into the Pst I site of the pDEST20 Gateway vector (Invitrogen) for the production of a GST-tagged version of that enzyme. This construct is used to generate recombinant baculovirus using the Bac-to-Bac™ system according to the manufacturer's instructions (Invitrogen).

The GST-VEGFR2806-1356 protein is expressed in Sf9 cells (*Spodoptera frugiperda*) upon infection with recombinant baculovirus construct. Briefly, Sf9 cells grown in suspension and maintained in serum-free medium (Sf900 II supplemented with gentamycin) at a cell density of about 2 X 10<sup>6</sup> cells/ml are infected with the above-mentioned viruses at a multiplicity of infection (MOI) of 0.1 during 72 hours at 27oC with agitation at 120 rpm on a rotary shaker. Infected cells are harvested by centrifugation at 398g for 15 min. Cell pellets are frozen at -80oC until purification is performed.



All steps described in cell extraction and purification are performed at 4°C. Frozen Sf9 cell pellets infected with the GST-VEGFR2806-1356 recombinant baculovirus are thawed and gently resuspended in Buffer A (PBS pH 7.3 supplemented with 1 µg/ml pepstatin, 2 µg/ml Aprotinin and leupeptin, 50 µg/ml PMSF, 50 µg/ml TLCK and 10 µM E64 and 0.5 mM DTT) using 3 ml of buffer per gram of cells. Suspension is Dounce homogenized and 1% Triton X-100 is added to the homogenate after which it is centrifuged at 22500g, 30 min., 4°C. The supernatant (cell extract) is used as starting material for purification of GST-VEGFR2806-1356.

The supernatant is loaded onto a GST-agarose column (Sigma) equilibrated with PBS pH 7.3. Following a four column volume (CV) wash with PBS pH 7.3 + 1% Triton X-100 and 4 CV wash with buffer B (50 mM Tris pH 8.0, 20% glycerol and 100 mM NaCl), bound proteins are step eluted with 5 CV of buffer B supplemented with 5 mM DTT and 15 mM glutathione. GST-VEGFR2806-1356 enriched fractions from this chromatography step are pooled based on U.V. trace i.e. fractions with high O.D.280. Final GST-VEGFR2806-1356 protein preparations concentrations are about 0.7 mg/ml with purity approximating 70%. Purified GST-VEGFR2806-1356 protein stocks are aliquoted and frozen at -80°C prior to use in enzymatic assay.

Inhibition of c-Met/HGF receptor and VEGFR/KDR is measured in a DELFIATM assay (Perkin Elmer). The substrate poly(Glu4,Tyr) is immobilized onto black high-binding polystyrene 96-well plates. The coated plates are washed and stored at 4 °C. During the assay, enzymes are pre-incubated with inhibitor and Mg-ATP on ice in polypropylene 96-well plates for 4 minutes, and then transferred to the coated plates. The subsequent kinase reaction takes place at 30 °C for 10-30 minutes. ATP concentrations in the assay are 10 µM for C-Met (5X the Km) and 0.6 µM for VEGFR/KDR (2X the Km). Enzyme concentration is 25 nM (C-Met) or 5 nM (VEGFR/KDR). After incubation, the kinase reactions are quenched with EDTA and the plates are washed. Phosphorylated product is detected by incubation with Europium-labeled anti-phosphotyrosine MoAb. After washing the plates, bound MoAb is detected by time-resolved fluorescence in a Gemini SpectraMax reader (Molecular Devices). Compounds are evaluated over a range of concentrations and IC50's (concentration of compounds giving 50% inhibition of enzymatic activity) are determined. The results are shown in Table 2, columns B and C

## Assay Example 2

### Inhibition of c-Met phosphorylation in MKN45 cells

The following assay is used to determine inhibition of c-Met phosphorylation.

The c-Met receptor is expressed in numerous cancer cell lines derived from tumors of epithelial origin. In MKN45 gastric carcinoma cells the c-Met gene is amplified, resulting in several-fold overexpression of the receptor and its constitutive activation. For this reason

constitutively high levels of ERK1/2 are also detected in these cells, independently of HGF-added stimulation (Smolen GA, Sordella R, Muir B, Mohapatra G, Barmettler A, Archibald H, et al. Amplification of MET may identify a subset of cancers with extreme sensitivity to the selective tyrosine kinase inhibitor PHA-665752. *Proc Natl Acad Sci U S A* 2006). We have developed a sensitive method to follow c-Met phosphorylation in these cells. In previous studies with earlier generation c-Met inhibitors, we established that the IC<sub>50</sub>s for the inhibition of c-Met phosphorylation were identical using this novel ELISA approach and standard western blot procedure, with antibodies directed against the activating autocatalysis tyrosine residues of c-MET (Tyr Y1230-34-35).

Cell treatments: MKN45 cells are seeded into wells of 96-well plates at a density of 3x10<sup>4</sup> cells/well in RPMI medium supplemented with 10% FBS. HA-TPR-RON expressing 293T (clone 18) cells are seeded into wells of 96-well plates at a density of 3x10<sup>4</sup> cells/well in DMEM medium supplemented with 10% FBS. Cells are grown for 48 h prior to treatments with compounds of interest. Inhibitors are added to the medium in triplicate wells at the indicated doses. After 3 h of treatment, media is aspirated and cells are lysed by one freeze-thaw cycle in 50 µL/well hypotonic lysis buffer (25 mM HEPES pH 7.5, 10mM NaCl with 1 mM **4-(2-aminoethyl)benzenesulfonyl fluoride hydrochloride**, 200 µM sodium orthovanadate, 1 mM sodium fluoride, 10 µg/mL of leupeptin, 10 µg/mL of aprotinin/mL, 1 µg/mL of pepstatin and 50µg/mL **Na-p-tosyl-L-lysine chloromethyl ketone hydrochloride**).

Detection of phosphorylated c-Met by direct ELISA: Lysate samples (5µL) from wells of treatment plates are transferred to 80 µL of binding buffer (25 mM HEPES pH 7.5, 200mM NaCl) in wells of high binding white polystyrene 96-well plates (Corning). After an overnight protein binding incubation at 4 °C, lysates are aspirated and wells are blocked for 1h at 37 °C in TBST supplemented with 5% BSA. Plates are incubated with the primary antibodies anti-phospho-Tyrosine (Millipore, 4G10) diluted 1/15000 in TBST supplemented with 5% BSA for 1 h at room temperature. Plates are washed 3 times on a plate washer (SkanWasher, Molecular Devises), and incubated with the reporter antibody anti-rabbit -horseradish peroxidase (Sigma) diluted 1/15000 in TBST supplemented with 5% BSA, for 1 h at room temperature. Plates are washed 3 times with TBST using on a plate washer and subsequently incubated with chemiluminescent substrate solution (ECL, Roche). Luminescence signal is captured on a Polar Star Optima apparatus (BMG LabTech).

Average values of the triplicate samples are used to prepare IC<sub>50</sub> curves using a 4-parameter fit model. These curves are calculated using, for example, GraFit 5.0 software. For assay standardization purpose, an internal control is included on each experimental test plate.

The results are shown in Table 2, column F.

### Assay Example 3

#### Inhibition of c-MET dependent motility

5           Activation of the c-Met receptor by its ligand HGF induces signal transduction pathways implicated in the regulation of cell migration. The prostate carcinoma cells DU145 have been shown to express high levels of the c-Met receptor and respond to HGF in cell based assays by cell scattering (Miura H, Nishimura K, Tsujimura A, Matsumiya K, Matsumoto K, Nakamura T, et al. Effects of hepatocyte growth factor on E-cadherin-mediated cell-cell adhesion in DU145 prostate cancer cells. *Urology* 2001;58(6):1064-9). The A549 cells are lung carcinoma cells that have also been shown to express high levels of c-Met, and exhibit motility upon stimulation with HGF in the context of wound healing cell based assays (Nakamura T, Matsumoto K, Kiritoshi A, Tano Y, Nakamura T. Induction of hepatocyte growth factor in fibroblasts by tumor-derived factors affects invasive growth of tumor cells: in vitro analysis of tumor-stromal interactions. *Cancer Res* 1997;57(15):3305 – 13).

15           **Scatter assays in DU145.** The scatter assay is performed as described previously (Miura H, Nishimura K, Tsujimura A, Matsumiya K, Matsumoto K, Nakamura T, et al. Effects of hepatocyte growth factor on E-cadherin-mediated cell-cell adhesion in DU145 prostate cancer cells. *Urology* 2001;58(6):1064-9) for DU145 prostate carcinoma cells with the indicated modifications. In brief, DU145 cells (ATCC) are seeded in 24-well plates at a density of  $7 \times 10^3$  cells/well in MEM medium complemented with 10% FBS and cultured for 48 h, to allow the formation of small compact colonies of cells. Inhibitors are subsequently added at a range of doses (0.00032- 10  $\mu$ M) for 3 h. Cells are then stimulated to migrate by the addition of HGF (in the form of conditioned medium from 293T cells over-expressing the human HGF gene) and the culture is continued for another 24 h. The  $IC_{50}$  values is defined as the last dose that created an inhibitory effect on scattering. For the purpose of standardization a control is carried on every test plates for the DU145 scattering assays. The results are shown in Table 2, column E.

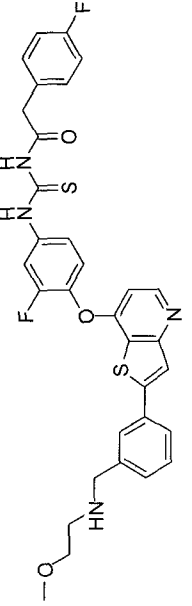
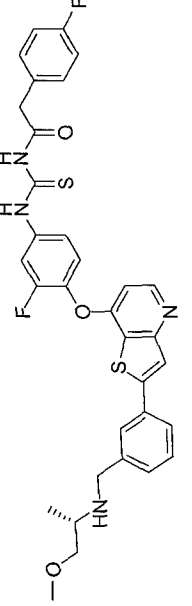
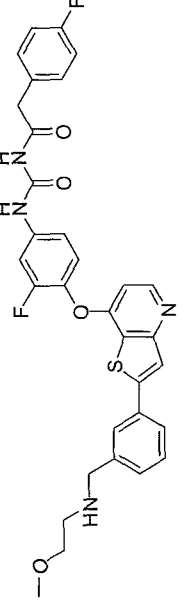
25           **Wound healing assay in A549 cells.** A549 cells (ATCC) are seeded in DMEM low glucose medium complemented with 10% FBS into 24-well plates at a density of  $7.5 \times 10^4$  cells/well and grown to confluence (48 h). Inhibitors were added to the medium at a range of doses (0.00032- 10  $\mu$ M) for 3 h at which point a gap is introduced by scraping cells with a P1000 pipette tip. Cells are then stimulated to migrate by the addition of HGF (in the form of conditioned medium from 293T cells over-expressing the human HGF gene) and the culture is continued for 24 h. The  $IC_{50}$  values are defined as the last dose that inhibited gap closing by

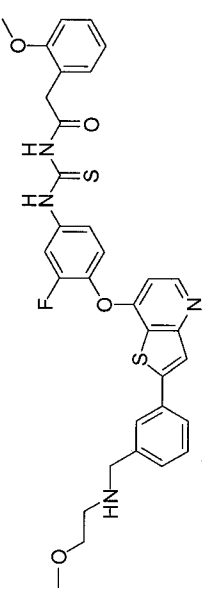
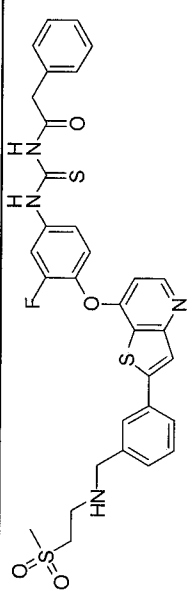
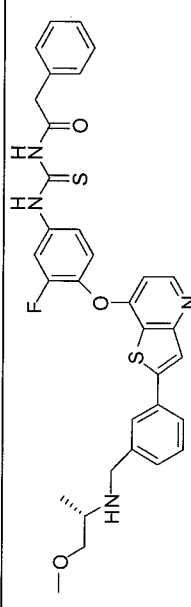
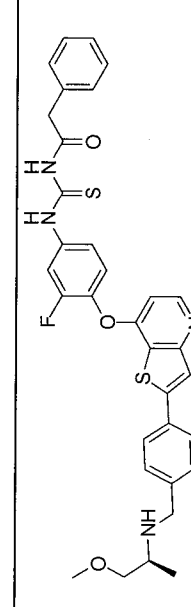
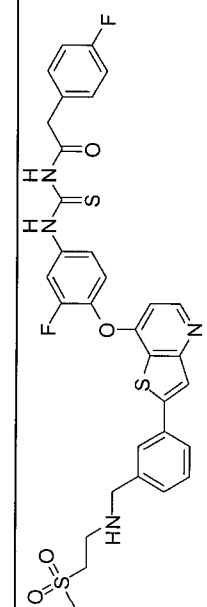
more than 25%. For the purpose of standardization, a control is carried on every assay plates. The results are shown in Table 2, column D.

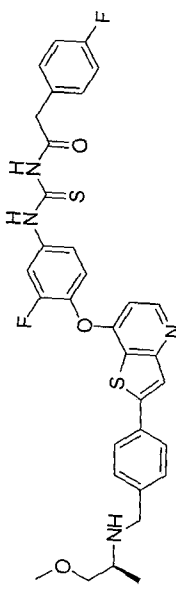
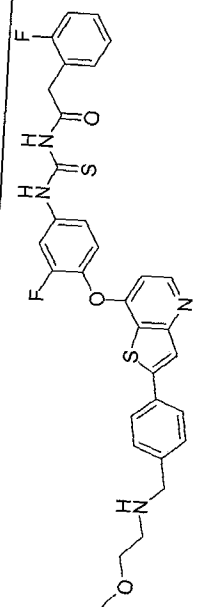
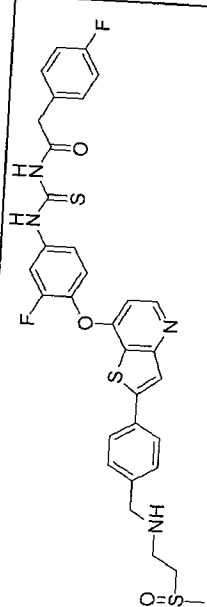
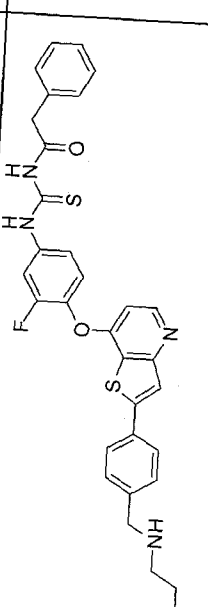
### **BIOLOGICAL ASSAY RESULTS**

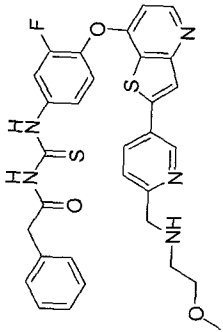
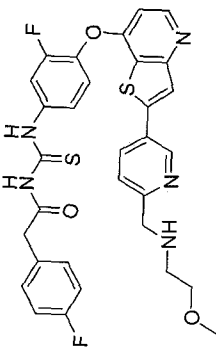
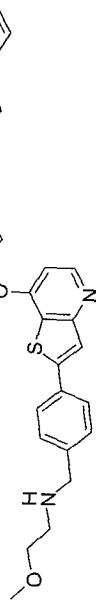
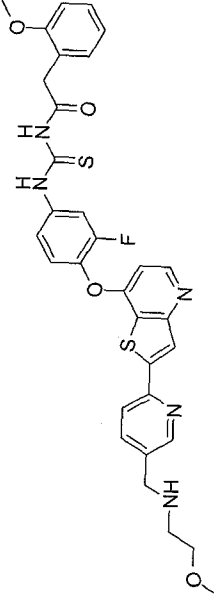
- 5 The activities of some of the compounds according to the invention measured by the above assays are displayed in Table 2. In the table, "a" indicates inhibitory activity at a concentration of less than 250 nanomolar; "b" indicates inhibitory activity at a concentration  $\geq 250$  but  $< 500$  nanomolar, "c" indicates inhibitory activity at  $\geq 500$  but  $< 1000$  nanomolar; and "d" indicates inhibitory activity  $\geq 1000$  nanomolar.

TABLE 2

A	B	C	D	E	F
Structure	CMET IC50 (µM)	VEGFR IC50 (µM)	A549 WOUND_ HEALING IC50 (µM)	DU145 SCATT. INHIB IC50 (µM)	CMET ELISA IN MKN45 IC50 (µM)
	a	a	b	b	a
	a	a	b	a	a
	a	b	d	b	b

	a	a	b	b	b	a
	a	a	d	d	d	a
	a	a	b	b	b	a
	a	a	b	b	b	a
	a	a	d	d	d	a

	a	a	b	b	a
	a	a	b	b	a
	a	a	b	b	a
	a	a	b	b	a

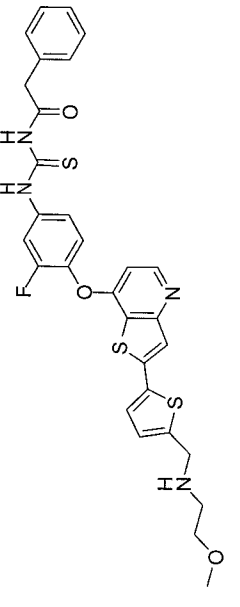
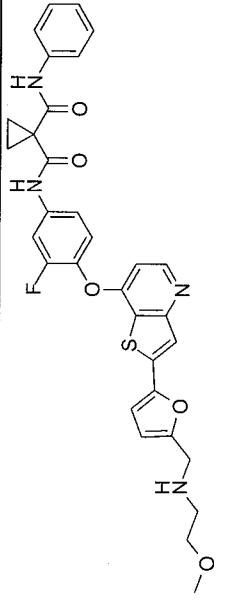
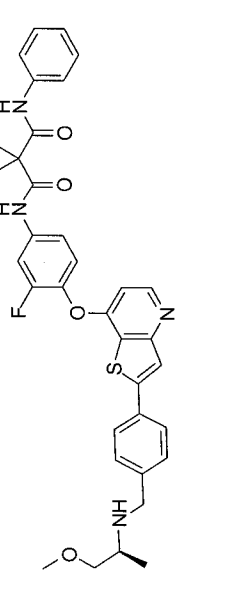
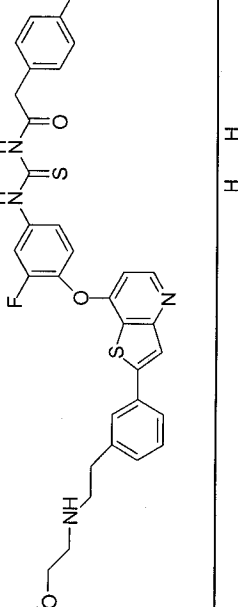
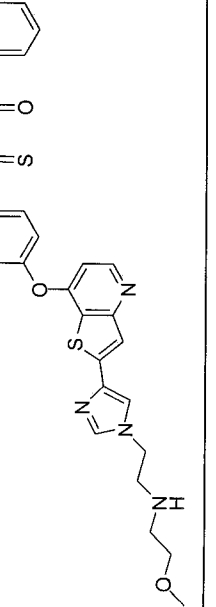
	a	b	b	b	a
	a	a	b	a	a
	a	a	a	a	a
	a	a	b	b	a

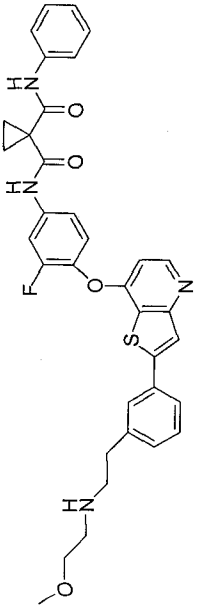
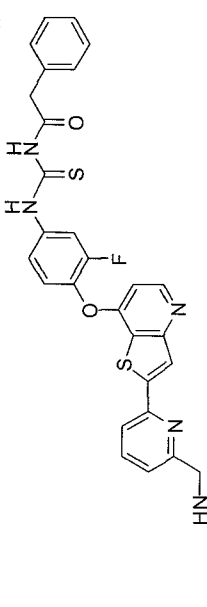
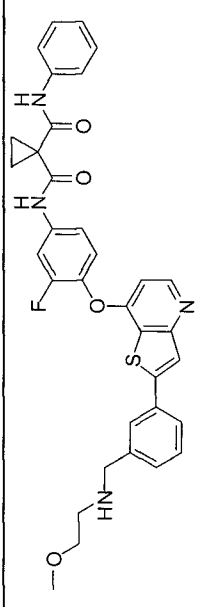
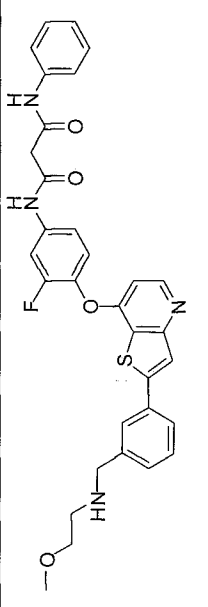
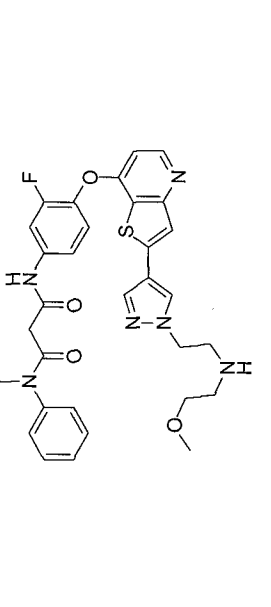


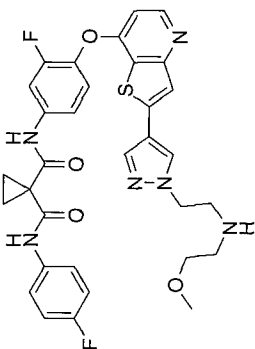
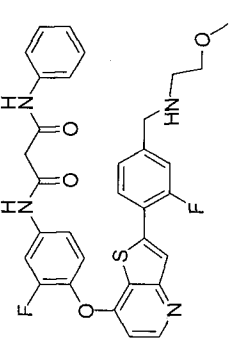
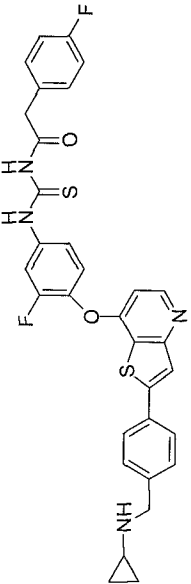
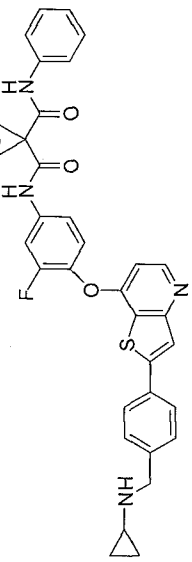
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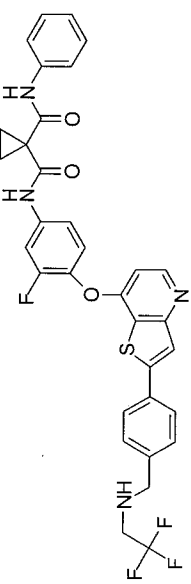
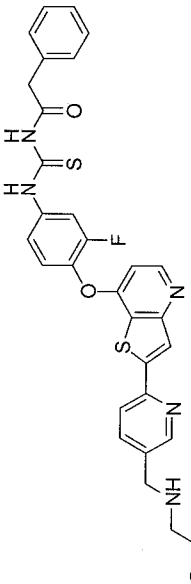
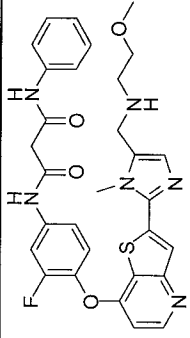
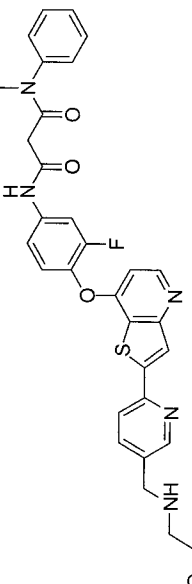
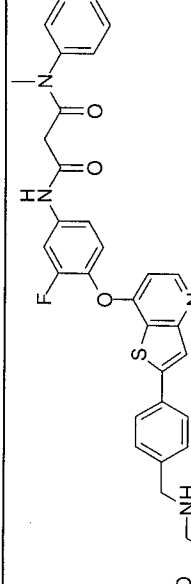
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	a	a	d	b	a	a

	a	a	d	b	a
	a	a	b	b	a
	a	a	a	a	a
	a	a	b	a	a
	a	a	a	a	a

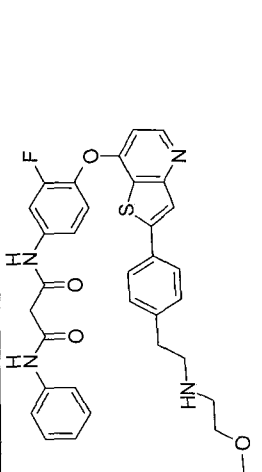
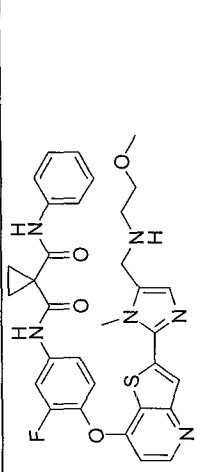
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	a	a	a	a	a	a	a
	a	b	d	a	a	a	a
	a	b	b	a	a	a	a
	a	a	b	a	a	a	a

<p>a</p>	
<p>a</p>	
<p>a</p>	
<p>a</p>	

	a	a	a	a	a	a
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	a	b	b	a	a	a
	a	b	b	a	a	a
	a	b	b	a	a	a



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a	b	a	a	a	a	a	a	a	a

	<p>a</p>	<p>a</p>	<p>a</p>	<p>a</p>	<p>a</p>
	<p>a</p>	<p>a</p>	<p>a</p>	<p>a</p>	<p>A</p>
	<p>a</p>	<p>a</p>	<p>a</p>	<p>a</p>	<p>a</p>
	<p>a</p>	<p>a</p>	<p>a</p>	<p>a</p>	<p>a</p>

	B	a
d	b	b

#### Assay Example 4

##### In Vivo Solid Tumor Disease Model

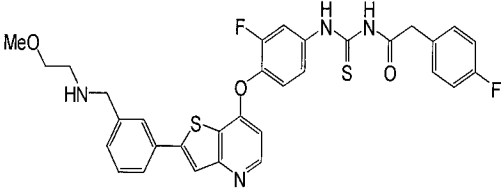
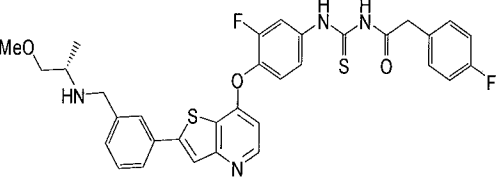
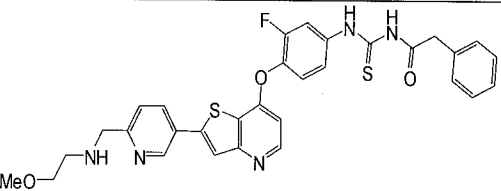
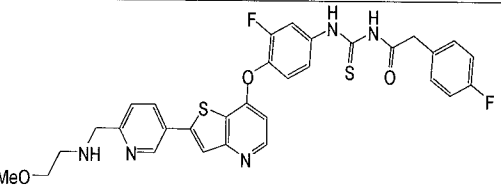
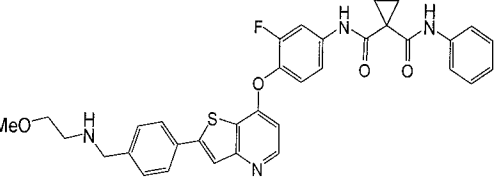
5 This test measures the capacity of compounds to inhibit solid tumor growth.

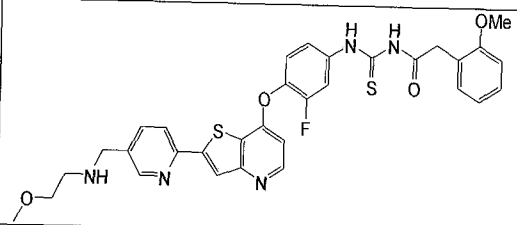
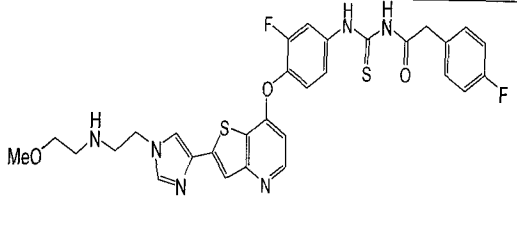
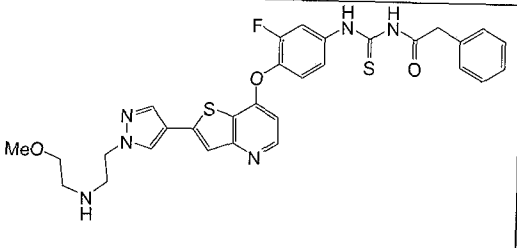
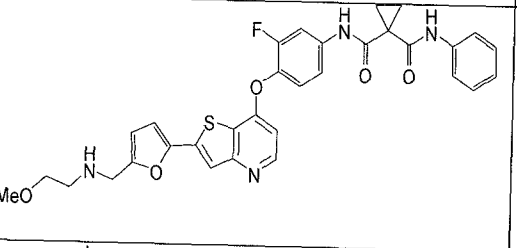
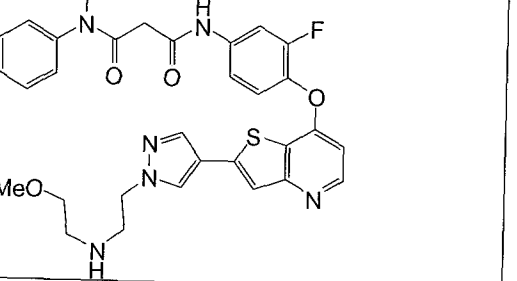
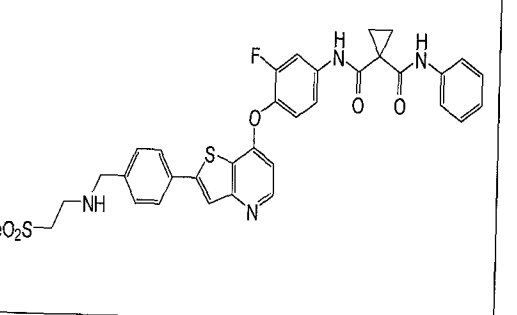
Tumor xenografts are established in the flank of female athymic CD1 mice (Charles River Inc.), by subcutaneous injection of  $1 \times 10^6$  U87, A431 or SKLMS cells/mouse. Once established, tumors are then serially passaged s.c. in nude mice hosts. Tumor fragments from these host animals are used in subsequent compound evaluation experiments. For compound evaluation experiments  
10 female nude mice weighing approximately 20g are implanted s.c. by surgical implantation with tumor fragments of ~30 mg from donor tumors. When the tumors are approximately 100 mm<sup>3</sup> in size (~7-10 days following implantation), the animals are randomized and separated into treatment and control groups. Each group contains 6-8 tumor-bearing mice, each of which is ear-tagged and followed individually throughout the experiment.

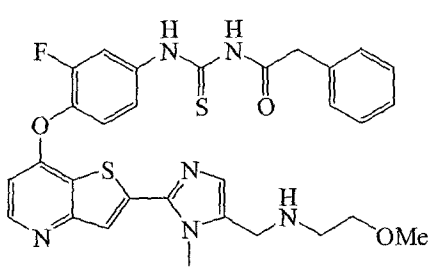
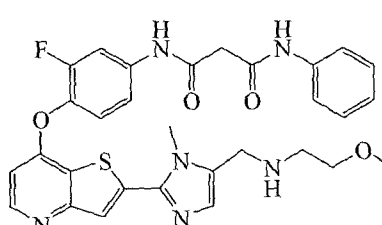
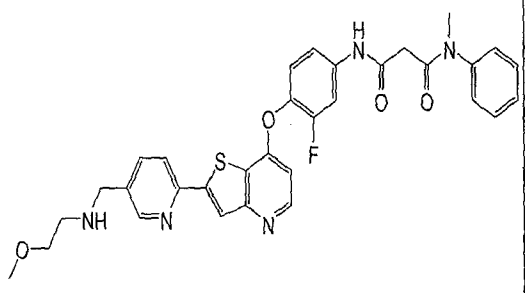
15 Mice are weighed and tumor measurements are taken by calipers three times weekly, starting on Day 1. These tumor measurements are converted to tumor volume by the well-known formula  $(L+W/4)^2 \times \pi/3$ . The experiment is terminated when the control tumors reach a size of approximately 1500 mm<sup>3</sup>. In this model, the change in mean tumor volume for a compound treated group / the change in mean tumor volume of the control group (non-treated or vehicle treated) x 100  
20  $(\Delta T / \Delta C)$  is subtracted from 100 to give the percent tumor growth inhibition (%TGI) for each test compound. In addition to tumor volumes, body weight of animals is monitored twice weekly for up to 3 weeks. The results are shown in Table 3. In the table, "A" indicates tumor growth inhibition of less than 25%; "B" indicates tumor growth inhibition of  $\geq 25\%$  but  $< 50\%$ ; "C" indicates tumor growth inhibition of  $\geq 50\%$  but  $< 75\%$ ; and "D" indicates tumor growth inhibition of  $\geq 75\%$ .

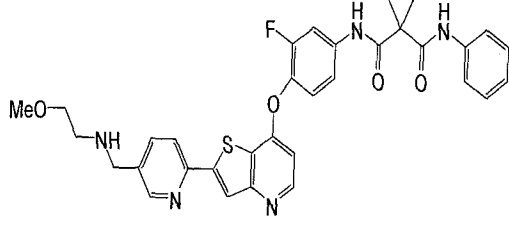
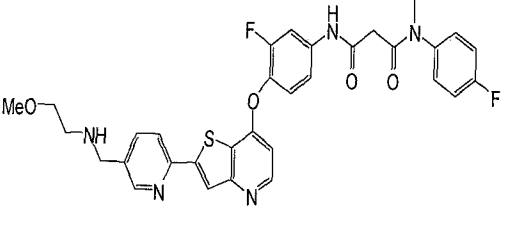
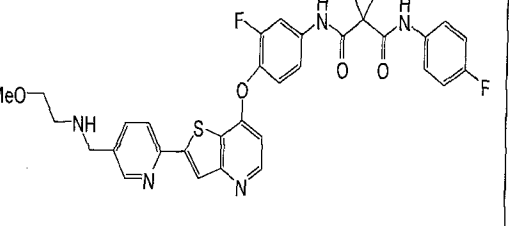
25

Table 3. *In vivo* efficacy of selected compounds dosed orally daily using PEG 400/0.1 N HCl in saline (40/60) as a vehicle

Structure	Dosage (mg/kg)	Tumor type	Duration of experiment (days)	Tumor Growth Inhibition (%)
	20	MNNG HOS	6	A
		MKN45	7	C
	20	MKN45	7	B
	20	MKN45	8	A
	20	MKN45	8	B
	20	MKN45	8	D

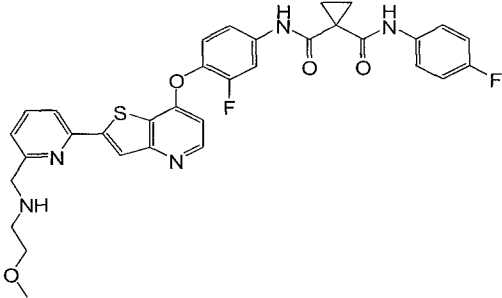
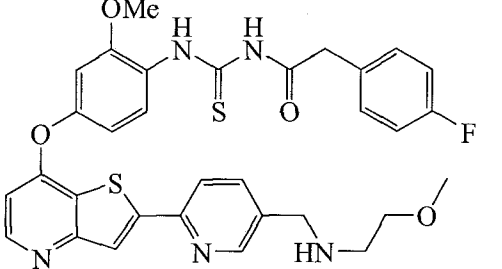
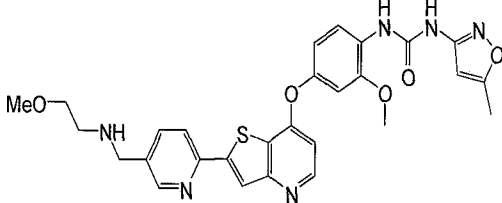
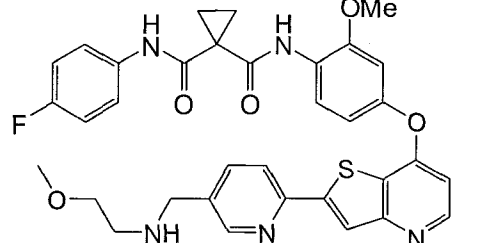
	20	MKN45	8	B
	20	U87MG	12	A
	20	U87MG	10	B
	20	SKLMS40	13	C
	40	MKN45	14	A
	20	U87MG	10	C

	20	MKN45	13	C
		A549	12	B
		SKLMS40	13	A
	40	MKN45	14	B
	20		13	B
	20	MKN45	13	C
		A549	12	C
		U87MG	12	B
		SKLMS40	13	A

	20	MKN45	13	D
		A549	12	C
		U87MG	12	D
		SKLMS40	13	C
	20	MKN45	13	B
		A549	12	A
	20	U87MG	12	D
		SKLMS40	13	D
		MDAMB231	13	D



	15	H1437	16	A
	20	U87MG	13	D
		SKLMS	15	D
		Panc-1	13	D
	20	HCT116	13	C
	20	Panc-1	13	D
	20	Panc-1	13	A

	20	U87MG	13	D
	20	SKLMS40	15	B
	20	SKLMS40	15	D
	20	SKLMS40	15	B

### Assay Example 5

#### In vivo colloidal neovascularization (CNV) model

- 5 This test measures the capacity of compounds to inhibit CNV progression. CNV is the main cause of severe vision loss in patients suffering from age-related macular degeneration (AMD).
- Male Brown-Norway rats (Japan Clea Co., Ltd.) were used in these studies.
- Rats were anesthetized by intraperitoneal injection of pentobarbital, and the right pupil was dilated with 0.5% tropicamide and 0.5% phenylephrine hydrochloride. The right eye received 6
- 10 laser burns between retinal vessels using a slit lamp delivery system of Green laser Photocoagulator (Nidex Inc., Japan), and microscope slide glass with Healon™ (AMO Inc) used as a contact lens.

The laser power was 100 or 200 mW for 0.1 second and spot diameter was 100  $\mu$ m. At the time of laser burn, bubble production was observed, which is an indication of rupture of Bruch's membrane which is important for CNV generation.

Rats were divided into the groups based on their body weight using SAS software (SAS institute Japan, R8.1) after laser irradiation (Day0). After animals were anesthetized, and the right pupil dilated (as above mentioned), the right eye of the animal received the compound or vehicle by intravitreal injection (5 or 10  $\mu$ L/eye) at doses of 30 and/or 100 nmol/eye on Day1 and/or Day3 and/or Day7. The compounds were dissolved or suspended in CBS, PBS, or other adequate vehicles before injection.

On Day10, the animals were anesthetized with ether, and high molecular weight fluorescein isothiocyanate (FITC)-dextran (SIGMA,  $2 \times 10^6$  MW) was injected via a tail vein (20mg/rat). About 30 min after FITC-dextran injection, animals were euthanized by ether or carbon dioxide, and the eyes were removed and fixed with 10% formaline neutral buffer solution. After over 1 hour of fixation, RPE-choroid-sclera flat mounts were obtained by removing cornea, lens and retina from the eyeballs. The flat mounts were mounted in 50% glycerol on a microscope slide, and the portion burned by laser was photographed using a fluorescence microscope (Nikon Corporation, excitation filter:465-495nm, absorption filter:515-555nm). The CNV area was obtained by measurement of hyper-fluorescence area observed on the photograph using Scion image.

The average CNV area of 6 burns was used as an individual value of CNV area, and the average CNV area of compound treated group was compared with that of the vehicle-treated group. Results with some compounds of the present invention are shown in Table 4 and are indicated as % of inhibition of CNV progression ("A" indicates greater than or equal to 30% inhibition, and "B" indicates  $\geq 10\%$  to  $< 30\%$  inhibition).

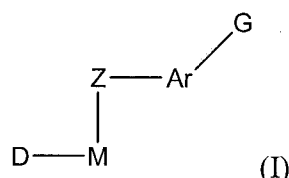
Table 4

Cpd No. (Ex No.)	% Inhibition of CNV Progression
13(49)	A
116(223)	B
80(187)	A
14(50)	B

146(253)	A
145(252)	B
148(255)	A
161(268)	B
162(269)	A
163(270)	A
167(274)	A
170(277)	A
173(280)	A
177(284)	A

What is Claimed is:

1. A compound of Formula (I):



and N-oxides, hydrates, solvates, pharmaceutically acceptable salts, prodrugs and complexes

5 thereof, and racemic and scalemic mixtures, diastereomers and enantiomers thereof, wherein,

D is selected from the group consisting of an aromatic, heteroaromatic, cycloalkyl or heterocyclic ring system, each of which is optionally substituted with 1 to 5 independently selected  $R^{38}$ ;

M is an optionally substituted fused heterocyclic moiety;

10 Z is selected from the group consisting of covalent bond, -O-, -O-CH<sub>2</sub>-, -CH<sub>2</sub>-O-, -S(O)<sub>0-2</sub>-, -CH<sub>2</sub>-, -N(R<sup>5</sup>)-, -N(R<sup>5</sup>)-CH<sub>2</sub>- and -CH<sub>2</sub>-N(R<sup>5</sup>)-;

Ar is a 5 to 7 membered cycloalkyl, aromatic, heterocyclic or heteroaromatic ring system, any of which is optionally substituted with 0 to 4  $R^2$  groups; and

G is a group B-L-T, wherein

B is selected from the group consisting of absent, -N(R<sup>13</sup>)-, -N(SO<sub>2</sub>R<sup>13</sup>)-, -O-, -S(O)<sub>0-2</sub> and -C(=O)-;

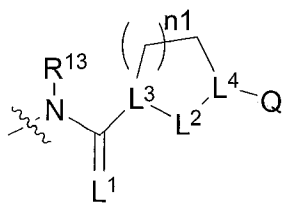
15 L is selected from the group consisting of absent, -C(=S)N(R<sup>13</sup>)-, -C(=NR<sup>14</sup>)N(R<sup>13</sup>)-, -SO<sub>2</sub>N(R<sup>13</sup>)-, -SO<sub>2</sub>-, -C(=O)N(R<sup>13</sup>)-, -N(R<sup>13</sup>)-, -C(=O)C<sub>1-2</sub>alkyl-N(R<sup>13</sup>)-, -N(R<sup>13</sup>)C<sub>1-2</sub>alkyl-C(=O)-, -C(=O)C<sub>0-1</sub>alkyl-C(=O)N(R<sup>13</sup>)-, -C<sub>0-4</sub>alkylene, -C(=O)C<sub>0-1</sub>alkyl-C(=O)OR<sup>3</sup>-, -C(=NR<sup>14</sup>)-C<sub>0-1</sub>alkyl-C(=O)-, -C(=O)-, -C(=O)C<sub>0-1</sub>alkyl-C(=O)- and an optionally substituted four to six-membered heterocyclyl containing between one and three annular heteroatoms including at least one

20 nitrogen, wherein an alkyl group of the aforementioned L group is optionally substituted; and

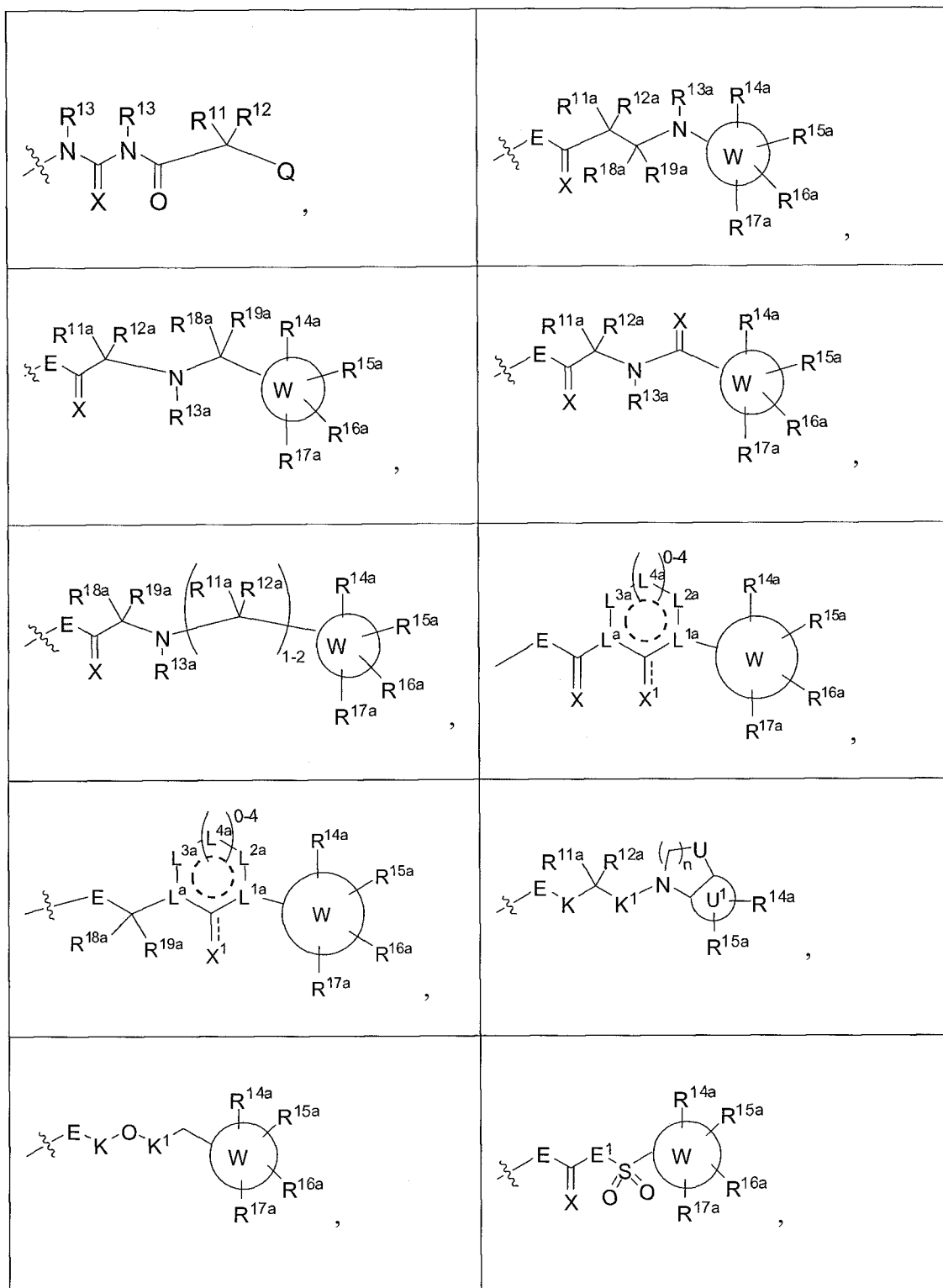
T is selected from the group consisting of -H, -R<sup>13</sup>, -C<sub>0-5</sub>alkyl, -C<sub>0-5</sub>alkyl-Q, -O-C<sub>0-5</sub>alkyl-Q, -C<sub>0-5</sub>alkyl-O-Q, -N(R<sup>13</sup>)-C<sub>0-5</sub>alkyl-Q, -C<sub>0-5</sub>alkyl-SO<sub>2</sub>-C<sub>0-5</sub>alkyl-Q, -C(=O)-C<sub>0-5</sub>alkyl-Q, -C(=S)-C<sub>0-5</sub>alkyl-Q, -C(=NR<sup>14</sup>)-C<sub>0-5</sub>alkyl-Q, -C<sub>0-5</sub>alkyl-N(R<sup>13</sup>)-Q, -C(=O)-N(R<sup>13</sup>)-C<sub>0-5</sub>alkyl-Q, -C(=S)-N(R<sup>13</sup>)-C<sub>0-5</sub>alkyl-Q, -C(=NR<sup>14</sup>)-N(R<sup>13</sup>)-C<sub>0-5</sub>alkyl-Q, -(C<sub>0-5</sub>alkyl-C(O))<sub>0-1</sub>-C<sub>0-5</sub>alkyl-Q wherein

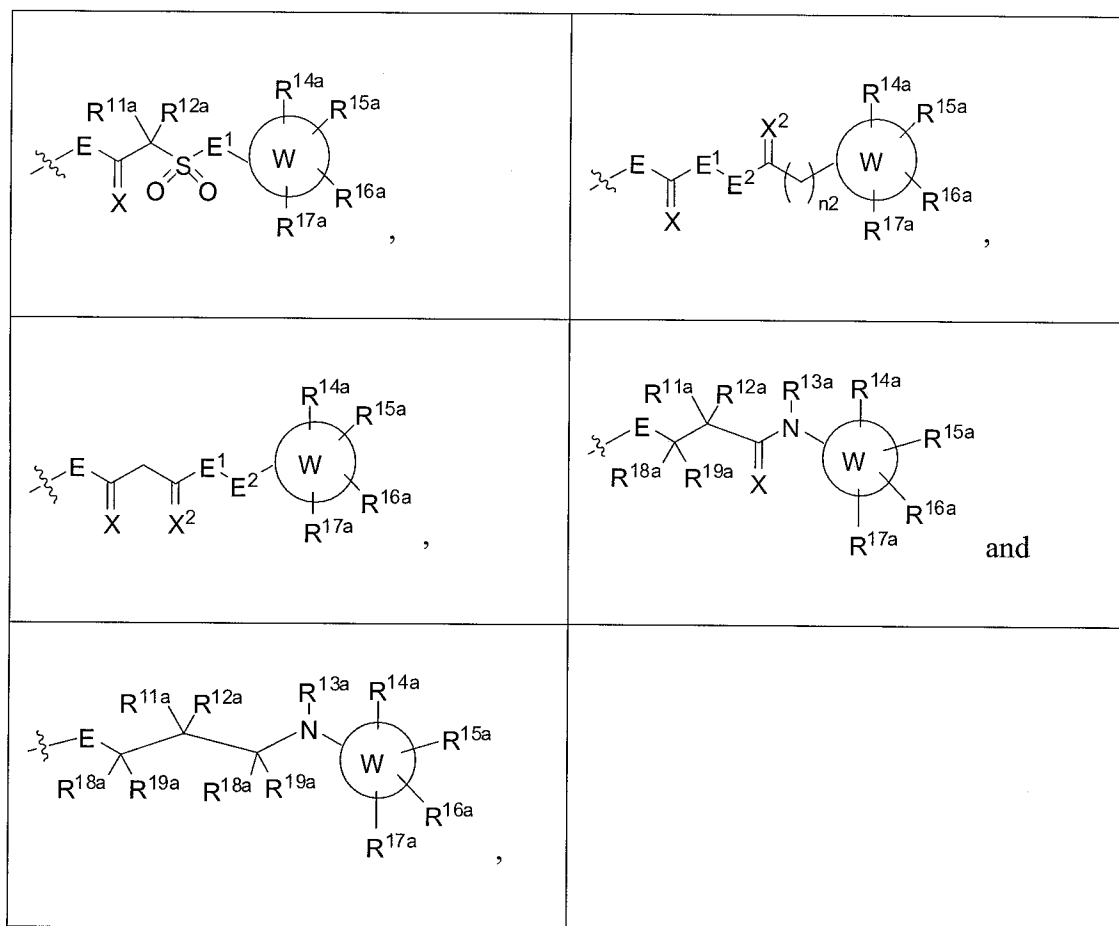
25 each C<sub>0-5</sub>alkyl is optionally substituted;

or G is a group



or G is selected from the group consisting of:





wherein

each R<sup>38</sup> is independently selected from the group consisting of halo, optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, -C(O)NR<sup>36</sup>R<sup>39</sup>, -C(O)O-(CH<sub>2</sub>)<sub>n</sub>NR<sup>36</sup>R<sup>39</sup>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>S(O)<sub>j</sub>(C<sub>1</sub>-C<sub>6</sub> alkyl), -  
 5 (CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, -C(O)(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, -(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -  
 (CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-arylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> and -  
 NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-heteroarylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>[O(CH<sub>2</sub>)<sub>i</sub>]<sub>x</sub>(CH<sub>2</sub>)<sub>j</sub>R<sup>99</sup>, -  
 (CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>SO<sub>(0-2)</sub>(CH<sub>2</sub>)<sub>i</sub>[O(CH<sub>2</sub>)<sub>i</sub>]<sub>j</sub>(CH<sub>2</sub>)<sub>j</sub>R<sup>99</sup>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>j</sub>R<sup>100</sup>

wherein each j is an integer independently ranging from 0 to 4, n is an integer ranging from 0 to 6, x

10 is an integer ranging from 1-6, each i is an integer independently ranging from 1 to 3, and the -  
 (CH<sub>2</sub>)<sub>i</sub>- and -(CH<sub>2</sub>)<sub>n</sub>- moieties of the foregoing R<sup>38</sup> groups are optionally substituted, and  
 optionally include a carbon-carbon double or triple bond where n is an integer between 2 and 6;

R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n</sub>(C<sub>6</sub>-C<sub>10</sub>  
 aryl), -(CH<sub>2</sub>)<sub>n</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n</sub>A<sup>4</sup>R<sup>37</sup>, wherein each n is an integer  
 15 independently ranging from 0 to 6, A<sup>4</sup> is selected from the group consisting of O, S, SO, SO<sub>2</sub>,  
 and the alkyl, cycloalkyl, aryl and heterocyclyl moieties of the foregoing R<sup>36</sup> groups are

optionally substituted, with the proviso that when  $R^{36}$  and  $R^{39}$  are both attached to the same nitrogen, then  $R^{36}$  and  $R^{39}$  are not both bonded to the nitrogen directly through an oxygen; each  $R^{37}$  and  $R^{41}$  is independently selected from H, -O-C<sub>1</sub>-C<sub>6</sub> alkyl, -O-C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -O-(CH<sub>2</sub>)<sub>n</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -O-(CH<sub>2</sub>)<sub>n</sub>(5-10 membered heterocyclyl), optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, optionally substituted C<sub>2</sub>-C<sub>6</sub> alkenyl, optionally substituted C<sub>2</sub>-C<sub>6</sub> alkynyl, optionally substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, optionally substituted -O-(CH<sub>2</sub>)<sub>n</sub>A<sup>4</sup>-C<sub>1</sub>-C<sub>6</sub> alkyl, optionally substituted -O-(CH<sub>2</sub>)<sub>n</sub>A<sup>4</sup>-C<sub>2</sub>-C<sub>6</sub> alkenyl, optionally substituted -O-(CH<sub>2</sub>)<sub>n</sub>A<sup>4</sup>-C<sub>2</sub>-C<sub>6</sub> alkynyl and optionally substituted -O-(CH<sub>2</sub>)<sub>n</sub>A<sup>4</sup>-C<sub>3</sub>-C<sub>10</sub>cyclaoalkyl;

$R^{39}$  is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, -C(O)-C<sub>1</sub>-C<sub>6</sub>alkyl, -SO<sub>2</sub>-C<sub>1</sub>-C<sub>6</sub>alkyl, -C(O)-O-C<sub>1</sub>-C<sub>6</sub>alkyl-aryl and a protecting group used to protect secondary amino groups, with the proviso that when  $R^{36}$  and  $R^{39}$  are both attached to the same nitrogen, then  $R^{36}$  and  $R^{39}$  are not both bonded to the nitrogen directly through an oxygen;

each  $R^{40}$  is independently selected from H, C<sub>1</sub>-C<sub>10</sub> alkyl, -(CH<sub>2</sub>)<sub>n</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), C<sub>3</sub>-C<sub>10</sub> cycloalkyl, and -(CH<sub>2</sub>)<sub>n</sub>(5-10 membered heterocyclyl), wherein n is an integer ranging from 0 to 6;

$R^{99}$  at each occurrence is independently selected from the group consisting of -H, halogen, trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -S(O)<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -C(O)OR<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, P(=O)(OH)<sub>2</sub>, -P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -SO<sub>3</sub>H -C(O)R<sup>3</sup>, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkylthio, -O(CH<sub>2</sub>)<sub>0-6</sub>aryl, -O(CH<sub>2</sub>)<sub>0-6</sub>heteroaryl, -(CH<sub>2</sub>)<sub>0-5</sub>(aryl), -(CH<sub>2</sub>)<sub>0-5</sub>(heteroaryl), -, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, -CH<sub>2</sub>(CH<sub>2</sub>)<sub>0-4</sub>-T<sup>2</sup>, wherein the aryl, heteroaryl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, and C<sub>2</sub>-C<sub>6</sub> alkynyl are optionally substituted;

$R^{100}$  is a 12 to 24-membered optionally substituted heteroalicyclic macrocycle containing 4 to 8 oxygen atoms,;

$R^5$  is selected from the group consisting of H, an optionally substituted (C<sub>1</sub>-C<sub>5</sub>)acyl and C<sub>1</sub>-C<sub>6</sub> alkyl-O-C(O), wherein C<sub>1</sub>-C<sub>6</sub> alkyl is optionally substituted;

$R^2$  at each occurrence is independently selected from the group consisting of -H, halogen, trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -S(O)<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -C(O)OR<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkylthio, -O(CH<sub>2</sub>)<sub>0-6</sub>aryl, -O(CH<sub>2</sub>)<sub>0-6</sub>heteroaryl, -(CH<sub>2</sub>)<sub>0-5</sub>(aryl), -(CH<sub>2</sub>)<sub>0-5</sub>(heteroaryl), C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, -CH<sub>2</sub>(CH<sub>2</sub>)<sub>0-4</sub>-T<sup>2</sup>, wherein the aryl, heteroaryl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, and C<sub>2</sub>-C<sub>6</sub> alkynyl are optionally substituted;

T<sup>2</sup> is selected from the group consisting of -OH, -OMe, -OEt, -NH<sub>2</sub>, -NHMe, -NMe<sub>2</sub>, -NHEt and -NEt<sub>2</sub>;



each  $R^3$  is independently selected from the group consisting of -H and  $R^4$ ;

$R^4$  is selected from the group consisting of a ( $C_1$ - $C_6$ )alkyl, an aryl, a lower arylalkyl, a heterocyclyl and a lower heterocyclylalkyl, each of which is optionally substituted, or

5  $R^3$  and  $R^4$ , taken together with a common nitrogen to which they are attached, form an optionally substituted five- to seven-membered heterocyclyl, the optionally substituted five- to seven-membered heterocyclyl optionally containing at least one additional annular heteroatom selected from the group consisting of N, O, S and P;

each  $R^{13}$  is independently selected from the group consisting of -H, halogen, trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -S(O)<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -C(O)OR<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, -C(O)SR<sup>3</sup>, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkylthio, -O(CH<sub>2</sub>)<sub>0-6</sub>aryl, -O(CH<sub>2</sub>)<sub>0-6</sub>heteroaryl, -(CH<sub>2</sub>)<sub>0-5</sub>(aryl), -(CH<sub>2</sub>)<sub>0-5</sub>(heteroaryl), -(CH<sub>2</sub>)<sub>0-5</sub>(cycloalkyl), C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, -CH<sub>2</sub>(CH<sub>2</sub>)<sub>0-4</sub>-T<sup>2</sup>, an optionally substituted C<sub>1-4</sub> alkylcarbonyl, and a saturated or unsaturated three- to seven-membered carboxylic or heterocyclic group, wherein the aryl, heteroaryl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, and C<sub>2</sub>-C<sub>6</sub> alkynyl are optionally substituted;

15 two  $R^{13}$ , together with the atom or atoms to which they are attached, can combine to form a heteroalicyclic optionally substituted with between one and four of  $R^{60}$ , wherein the heteroalicyclic can have up to four annular heteroatoms, and the heteroalicyclic can have an aryl or heteroaryl fused thereto, in which case the aryl or heteroaryl is optionally substituted with an additional one to four of  $R^{60}$ ;

20  $R^{14}$  is selected from the group -H, -NO<sub>2</sub>, -NH<sub>2</sub>, -N(R<sup>3</sup>)R<sup>4</sup>, -CN, -OR<sup>3</sup>, an optionally substituted ( $C_1$ - $C_6$ )alkyl, an optionally substituted heteroalicycylalkyl, an optionally substituted aryl, an optionally substituted arylalkyl and an optionally substituted heteroalicyclic,

25  $R^{60}$  is selected from the group consisting of -H, halogen, trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, an optionally substituted ( $C_1$ - $C_6$ )alkyl, an optionally substituted aryl, an optionally substituted heteroarylalkyl and an optionally substituted arylalkyl; or

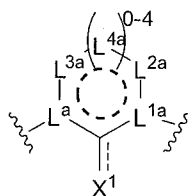
two  $R^{60}$ , when attached to a non-aromatic carbon, can be oxo;

30 Q is  $C_1$ - $C_6$ alkyl or a three- to ten-membered ring system, optionally substituted with between zero and four of  $R^{20}$ ;

each  $R^{20}$  is independently selected from the group consisting of -H, halogen, trihalomethyl, -O-trihalomethyl, oxo, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -OCF<sub>3</sub>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -S(O)<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -C(O)OR<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)C(O)OR<sup>3</sup>, -C(O)R<sup>3</sup>, -C(O)SR<sup>3</sup>,

- C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkylthio, -O(CH<sub>2</sub>)<sub>0-6</sub>aryl, -O(CH<sub>2</sub>)<sub>0-6</sub>heteroaryl, -(CH<sub>2</sub>)<sub>0-5</sub>(aryl), -(CH<sub>2</sub>)<sub>0-5</sub>(heteroaryl), C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, -CH<sub>2</sub>(CH<sub>2</sub>)<sub>0-4</sub>-T<sup>2</sup>, an optionally substituted C<sub>1-4</sub> alkylcarbonyl, C<sub>1-4</sub> alkoxy, an amino optionally substituted by C<sub>1-4</sub> alkyl optionally substituted by C<sub>1-4</sub> alkoxy and a saturated or unsaturated three- to seven-membered carboxylic or heterocyclic group and wherein the aryl, heteroaryl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, and C<sub>2</sub>-C<sub>6</sub> alkynyl are optionally substituted;
- L<sup>1</sup> is selected from the group consisting of O, S and N(R<sup>14</sup>);
- L<sup>2</sup> is selected from the group consisting of -C(O)-, -C(S)-, -C(NH)-, >C=N(C<sub>1</sub>-C<sub>6</sub> alkyl) and -CH<sub>2</sub>-;
- L<sup>3</sup> is selected from the group consisting of -CH-, -C(C<sub>1</sub>-C<sub>6</sub> alkyl)- and N;
- 10 L<sup>4</sup> is selected from the group consisting of -CH- and N;
- n1 is an integer from 0 to 5;
- each X is independently selected from the group consisting of O, S, NH, N-alkyl, N-OH, N-O-alkyl and NCN;
- R<sup>11</sup> and R<sup>12</sup> are independently selected from the group consisting of H, C<sub>1</sub>-C<sub>6</sub>alkyl, halo, cyano and nitro, wherein the alkyl is optionally substituted; or
- 15 R<sup>11</sup> and R<sup>12</sup>, taken together with the atom to which they are attached, form a C<sub>3</sub>-C<sub>7</sub>cycloalkyl;
- E is selected from the group consisting of O, S, -CH<sub>2</sub>-, -CH(C<sub>1</sub>-C<sub>6</sub>alkyl), -N(H)-, -N(C<sub>1</sub>-C<sub>6</sub>alkyl)-, -CH<sub>2</sub>N(H)- and -N(H)CH<sub>2</sub>-;
- R<sup>11a</sup> and R<sup>12a</sup> are independently selected from the group consisting of H, halogen, -OH, unsubstituted -O-(C<sub>1</sub>-C<sub>6</sub>alkyl), substituted -O-(C<sub>1</sub>-C<sub>6</sub>alkyl), unsubstituted -O-(cycloalkyl), substituted -O-(cycloalkyl), unsubstituted -NH(C<sub>1</sub>-C<sub>6</sub>alkyl), substituted -NH(C<sub>1</sub>-C<sub>6</sub>alkyl), -NH<sub>2</sub>, -SH, unsubstituted -S-(C<sub>1</sub>-C<sub>6</sub>alkyl), substituted -S-(C<sub>1</sub>-C<sub>6</sub>alkyl), unsubstituted C<sub>1</sub>-C<sub>6</sub>alkyl and substituted C<sub>1</sub>-C<sub>6</sub>alkyl; or
- 20 R<sup>11a</sup> and R<sup>12a</sup> taken together with the atom to which they are attached form a C<sub>3</sub>-C<sub>7</sub> ring system, wherein said ring system is optionally substituted;
- each R<sup>13a</sup> is independently selected from the group consisting of H, C<sub>1</sub>-C<sub>6</sub>alkyl, substituted C<sub>1</sub>-C<sub>6</sub>alkyl, cycloalkyl, substituted cycloalkyl, OH, unsubstituted -O-(C<sub>1</sub>-C<sub>6</sub>alkyl), substituted -O-(C<sub>1</sub>-C<sub>6</sub>alkyl); or
- R<sup>12a</sup> and R<sup>13a</sup> taken together with the atoms to which they are attached optionally form a 4 to 8 membered cycloalkyl or heterocyclic ring system, which ring system is optionally substituted;
- 30 R<sup>14a</sup>, R<sup>15a</sup>, R<sup>16a</sup> and R<sup>17a</sup> are independently selected from the group consisting of -H, halogen, trihalomethyl, -O-trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -OCF<sub>3</sub>, -NR<sup>3</sup>R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -S(O)<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -C(O)OR<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)C(O)OR<sup>3</sup>, -C(O)R<sup>3</sup>,

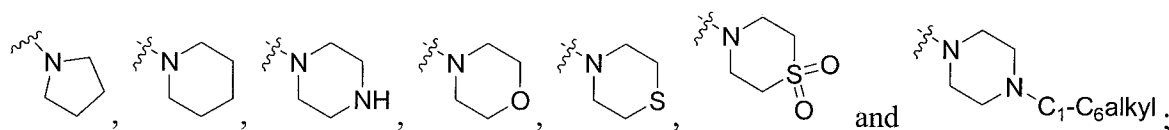
- C(O)SR<sup>3</sup>, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkylthio, -O(CH<sub>2</sub>)<sub>n</sub>aryl, -O(CH<sub>2</sub>)<sub>n</sub>heteroaryl, -(CH<sub>2</sub>)<sub>0-5</sub>(aryl), -(CH<sub>2</sub>)<sub>0-5</sub>(heteroaryl), C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, -CH<sub>2</sub>(CH<sub>2</sub>)<sub>0-4</sub>-T<sup>2</sup>, an optionally substituted C<sub>1-4</sub> alkylcarbonyl, C<sub>1-4</sub> alkoxy, an amino optionally substituted by C<sub>1-4</sub> alkyl optionally substituted by C<sub>1-4</sub> alkoxy and a saturated or unsaturated three- to seven-membered carboxylic or heterocyclic group, wherein n is an integer ranging from 0 to 6, and the aryl, heteroaryl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, and C<sub>2</sub>-C<sub>6</sub> alkynyl are optionally substituted; or
- R<sup>13a</sup> and R<sup>14a</sup> taken together with the atoms to which they are attached optionally form a 4 to 8 membered cycloalkyl or heterocyclic ring system, which ring system is optionally substituted;
- R<sup>18a</sup> and R<sup>19a</sup> are independently selected from the group consisting of H, OH, halogen, NO<sub>2</sub>, unsubstituted -O-(C<sub>1</sub>-C<sub>6</sub>alkyl), substituted -O-(C<sub>1</sub>-C<sub>6</sub>alkyl), CH<sub>3</sub>, CH<sub>2</sub>F, CHF<sub>2</sub>, CF<sub>3</sub>, CN, C<sub>1</sub>-C<sub>6</sub>alkyl, substituted C<sub>1</sub>-C<sub>6</sub>alkyl, partially fluorinated C<sub>1</sub>-C<sub>6</sub>alkyl, per-fluorinated C<sub>1</sub>-C<sub>6</sub>alkyl, heteroalkyl, substituted heteroalkyl and -SO<sub>2</sub>(C<sub>1</sub>-C<sub>6</sub>alkyl); or
- R<sup>18a</sup> and R<sup>19a</sup> together with the atom to which they are attached form a 3 to 6 membered cycloalkyl or heterocycle, each of which is optionally substituted with 1 to 4 halo;
- W is selected from the group consisting of H, alkyl, alkenyl, alkynyl, -(CH<sub>2</sub>)<sub>0-5</sub>(five- to ten-membered cycloalkyl), -(CH<sub>2</sub>)<sub>0-5</sub>(aryl), -(CH<sub>2</sub>)<sub>0-5</sub>(heterocyclic) and -(CH<sub>2</sub>)<sub>0-5</sub>(heteroaryl), each of which is optionally substituted; and
- $\text{---}$  is a single or double bond;
- X<sup>1</sup> is selected from the group consisting of O, S, CH<sub>2</sub>, N-CN, N-O-alkyl, NH and N(C<sub>1</sub>-C<sub>6</sub>alkyl) when  $\text{---}$  is a double bond, or
- X<sup>1</sup> is selected from the group consisting of H, halogen, trihaloalkyl, alkyl, alkenyl, alkynyl, CN, alkoxy, NH(alkyl) and alkyl-thio, when  $\text{---}$  is a single bond;
- L<sup>a</sup> and L<sup>1a</sup> are independently selected from the group consisting of -CH-, N, -C(halogen)- and -C(C<sub>1</sub>-C<sub>6</sub>alkyl)-;
- L<sup>2a</sup> and L<sup>3a</sup> are independently selected from the group consisting of CH, CH<sub>2</sub>, N, O and S;
- L<sup>4a</sup> is selected from the group consisting of absent, CH, CH<sub>2</sub>, N, O and S; and
- the group



is aromatic or non-aromatic, provided that two O are not adjacent to each other;

K and K<sup>1</sup> are independently selected from the group consisting of -C(O)-, -C(S)-, -C(NH)-, -C(NCN)- and -C(R<sup>18a</sup>R<sup>19a</sup>)-;

U is selected from the group consisting of O, S, SO<sub>2</sub>, NH, and N(C<sub>1</sub>-C<sub>6</sub>alkyl), wherein the C<sub>1</sub>-C<sub>6</sub>alkyl is optionally substituted with a substituent selected from the group consisting of -OH, -alkoxy, amino, NH(C<sub>1</sub>-C<sub>6</sub>alkyl), N(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>,



U<sup>1</sup> is a ring system selected from the group consisting of cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl and substituted heteroaryl;

E<sup>1</sup> is selected from the group consisting of -N(H)-, -N(C<sub>1</sub>-C<sub>6</sub>alkyl)-, -CH<sub>2</sub>N(H)- and -N(H)CH<sub>2</sub>-;

E<sup>2</sup> is selected from the group consisting of -N(H)-, -N(C<sub>1</sub>-C<sub>6</sub>alkyl)-, -CH<sub>2</sub>N(H)- and -N(H)CH<sub>2</sub>-;

X<sup>2</sup> is selected from the group consisting of O, S, NH, NOH, NOME, NOEt and NCN; and

n<sub>2</sub> is 0, 1, 2, 3 or 4.

2. The compound according to claim 1, wherein D is an aromatic or heteroaromatic ring system, each of which is optionally substituted with 1 or 2 independently selected R<sup>38</sup> groups.

3. The compound according to claim 1 or claim 2, wherein each R<sup>38</sup> is independently selected from the group consisting of -C(O)NR<sup>36</sup>R<sup>39</sup>, -C(O)O-(CH<sub>2</sub>)<sub>n</sub>NR<sup>36</sup>R<sup>39</sup>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>S(O)<sub>j</sub>(C<sub>1</sub>-C<sub>6</sub>alkyl), -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>[O(CH<sub>2</sub>)<sub>i</sub>]<sub>x</sub>(CH<sub>2</sub>)<sub>j</sub>R<sup>99</sup>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup> and -C(O)(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>.

4. The compound according to claim 1 or claim 2, wherein each R<sup>38</sup> is independently selected from the group consisting of halo, optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>[O(CH<sub>2</sub>)<sub>i</sub>]<sub>x</sub>(CH<sub>2</sub>)<sub>j</sub>R<sup>99</sup>, and -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>.

5. The compound according to claim 1 or claim 2, wherein each R<sup>38</sup> is independently selected from the group consisting of -(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-arylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> and -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-heteroarylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>.

6. The compound according to claim 5, wherein X<sup>1</sup> is O or S.

7. The compound according to claim 1 or claim 2, wherein  $R^{38}$  is  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein the  $-(CH_2)_n-$  group is optionally substituted with  $C_1$ - $C_6$ alkyl,  $R^{36}$  is  $-(CH_2)_{n3}A^4R^{37}$ , wherein each  $n3$  is an integer independently ranging from 0 to 6,  $R^{37}$  is optionally substituted  $C_1$ - $C_6$  alkyl, and  $R^{39}$  is  $-C(O)-C_1-C_3$ alkyl.

5

8. The compound according to claim 1, wherein D is a 5- or 6-membered aryl or a 5- or 6-membered heteroaryl, optionally substituted with one or two  $R^{38}$ , wherein each said  $R^{38}$  is independently selected from the group consisting of halo,  $C_1$ - $C_6$  alkyl,  $-C(O)NR^{36}R^{39}$ ,  $-C(O)O-(CH_2)_nNR^{36}R^{39}$ ,  $-(CH_2)_jNR^{39}(CH_2)_iS(O)_j(C_1-C_6$  alkyl),  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$  and -

10  $C(O)(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein each  $j$  is an integer independently selected from 0 to 4,  $n$  is an integer from 0 to 6,  $i$  is 2 or 3,  $R^{39}$  is H or  $C_1$ - $C_6$ alkyl, and  $R^{36}$  is selected from the group consisting of H,  $-OH$ ,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_{10}$  cycloalkyl,  $-(CH_2)_{n3}(C_6-C_{10}$  aryl),  $-(CH_2)_{n3}(5-10$  membered heterocyclyl) and  $-(CH_2)_{n3}A^4R^{37}$ , wherein each  $n3$  is an independently selected integer ranging from 0 to 6, and  $R^{37}$  is H or  $C_1$ - $C_6$ alkyl.

15

9. The compound according to claim 8, wherein D is phenyl or pyridinyl

10. The compound according to claim 1, wherein D is a 5- or 6-membered aryl or a 5- or 6-membered heteroaryl, optionally substituted with one or two  $R^{38}$ , wherein each said  $R^{38}$  is

20 independently selected from the group consisting of halo,  $C_1$ - $C_6$  alkyl,  $-(CH_2)_nP(=O)(C_1-C_6$ alkyl) $_2$ ,  $-(CH_2)_jNR^{39}CH_2(CH_2)_nP(=O)(C_1-C_6$ alkyl) $_2$ ,  $-NR^{13}C(X^1)NR^{13}$ -arylP(=O)( $C_1$ - $C_6$ alkyl) $_2$  and  $-NR^{13}C(X^1)NR^{13}$ -heteroarylP(=O)( $C_1$ - $C_6$ alkyl) $_2$ , wherein  $X^1$  is O or S,  $j$  is an integer from 0 to 4,  $n$  is an integer from 0 to 6,  $R^{39}$  is H or  $C_1$ - $C_6$ alkyl, and  $R^{36}$  is selected from the group consisting of H,  $-OH$ ,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_{10}$  cycloalkyl,  $-(CH_2)_{n3}(C_6-C_{10}$  aryl),  $-(CH_2)_{n3}(5-10$  membered heterocyclyl) and  $-(CH_2)_{n3}A^4R^{37}$ , wherein  $n3$  is an integer ranging from 0 to 6, and  $R^{37}$  is H or  $C_1$ - $C_6$ alkyl.

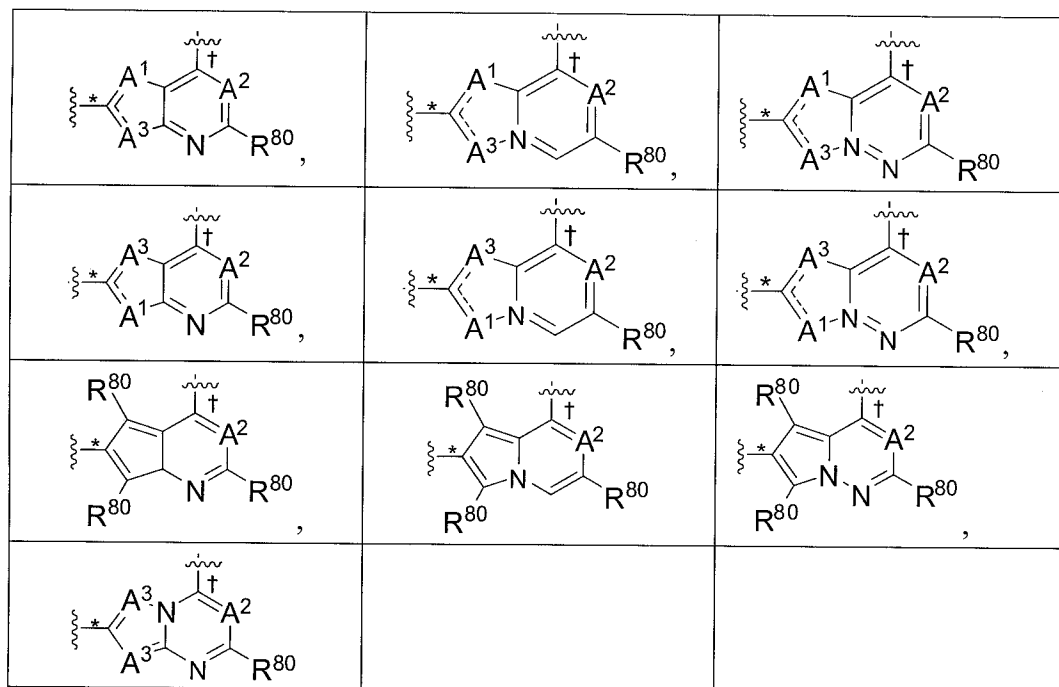
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11. The compound according to claim 10, wherein D is phenyl or pyridinyl.

12. The compound according to any of claims 1 to 11, wherein M is a structure selected from the

30

group consisting of



wherein

\* represents the point of attachment to D;

† represents the point of attachment to Z;

- 5  $A^1$  is selected from the group consisting of  $-CH_2-$ ,  $-O-$ ,  $-S-$ ,  $-N(H)-$ ,  $-N(C_1-C_6 \text{ alkyl})-$ ,  $-N-(Y\text{-aryl})-$ ,  $-N-OMe$ ,  $-NCH_2OMe$  and  $N-Bn$ ;

Y is a bond or  $-(C(R^x)(H))_t-$ , wherein t is an integer from 1 to 6; and

$R^x$  at each occurrence is independently selected from the group consisting of H and  $C_1-C_6$  alkyl, wherein the  $C_1-C_6$  alkyl is optionally substituted;

- 10  $A^2$  is selected from the group consisting of N and CR, wherein R is selected from the group consisting of  $-H$ , halogen,  $-CN$ ,  $C_1-C_6$  alkyl,  $C_2-C_6$  alkenyl,  $C_2-C_6$  alkynyl,  $-COOH$  and  $-C(O)Oalkyl$ , wherein the  $C_1-C_6$  alkyl,  $C_2-C_6$  alkenyl,  $C_2-C_6$  alkynyl and  $-C(O)Oalkyl$  are optionally substituted;

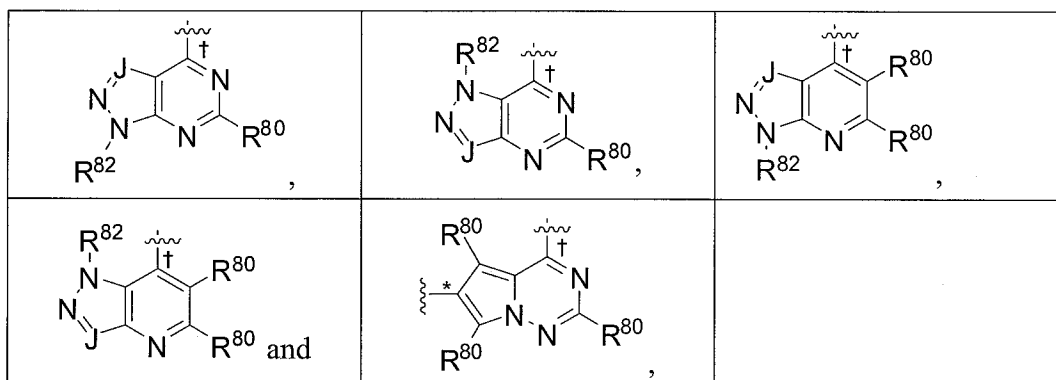
each  $A^3$  is independently selected from the group consisting of CH, C-D and N;

- 15 each  $R^{80}$  is independently selected from the group consisting of H, halogen,  $NO_2$ , cyano,  $OR^{83}$ ,  $N(R^{83})_2$ ,  $CO_2R^{83}$ ,  $C(O)N(R^{83})_2$ ,  $SO_2R^{83}$ ,  $SO_2N(R^{83})_2$ ,  $NR^{83}SO_2R^{83}$ ,  $NR^{83}C(O)R^{83}$ ,  $NR^{83}CO_2R^{83}$ ,  $-CO(CH_2)_1R^{83}$ ,  $-CONH(CH_2)_1R^{83}$ , alkylaminoalkyl, alkylaminoalkynyl,  $C_1-C_6$ alkyl, substituted  $C_1-C_6$ alkyl,  $C_3-C_7$ cycloalkyl, substituted  $C_3-C_7$ cycloalkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, hydroxyalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, arylalkyl, substituted arylalkyl, heterocycloalkyl, and substituted heterocycloalkyl; and
- 20

each  $R^{83}$  is independently selected from the group consisting of H, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heteroaryl, substituted heteroaryl, heterocycloalkyl, and substituted heterocycloalkyl; or two  $R^{83}$  taken together with the N atom to which they are attached form a heterocyclic ring.

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13. The compound according to any of claims 1 to 11, wherein M is a structure selected from the group consisting of



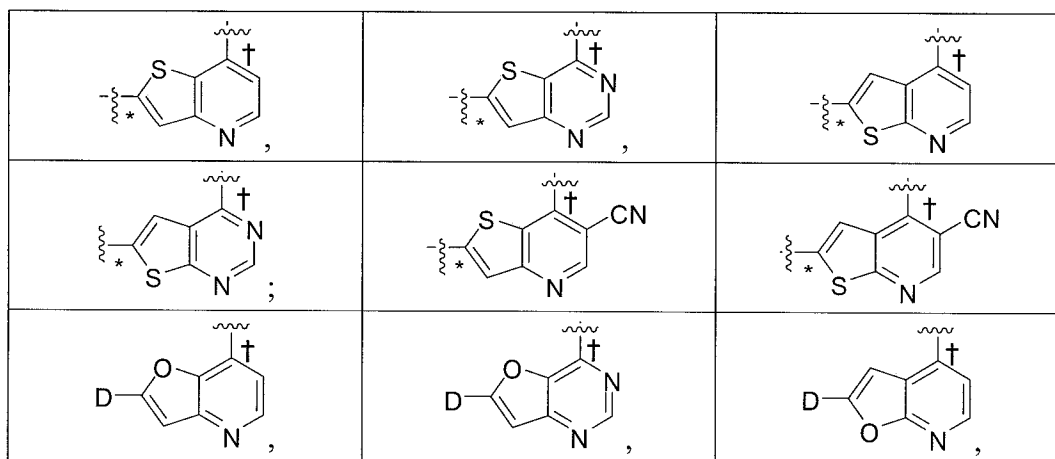
wherein

J is  $CR^{80}$  or N;

- 10  $R^{82}$  is selected from the group consisting of H,  $C_1$ - $C_6$ alkyl or substituted  $C_1$ - $C_6$ alkyl, -Y-(aryl), -Y-(heteroaryl), -alkoxy and - $CH_2OMe$ ;  
wherein \*, †,  $R^{80}$  and Y are as defined above.

14. The compound according to any of claims 1 to 11, wherein M is a structure selected from the group consisting of

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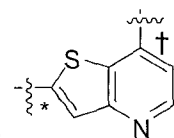



wherein

† is as defined above; and

R<sup>22</sup> is selected from the group consisting of -H, -C<sub>1</sub>-C<sub>6</sub>alkyl, -Y-aryl, alkoxy, -CH<sub>2</sub>-O-Me and -Bn.

5 15. The compound according to any of claims 1 to 11, wherein M is





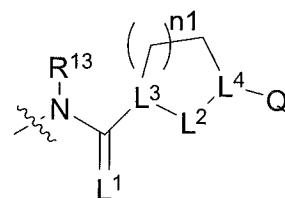
16. The compound according to any of claims 1 to 15, wherein Z is selected from the group consisting of -O-, -S- and -NR<sup>5</sup>-, wherein R<sup>5</sup> is selected from the group consisting of H, an optionally substituted (C<sub>1</sub>-C<sub>5</sub>)acyl and C<sub>1</sub>-C<sub>6</sub> alkyl-O-C(O), wherein C<sub>1</sub>-C<sub>6</sub> alkyl is optionally substituted.

17. The compound according to claim 16, wherein Z is -O-.

18. The compound according to any of claims 1 to 17, wherein Ar is a 6-membered aromatic or heteroaromatic ring system.

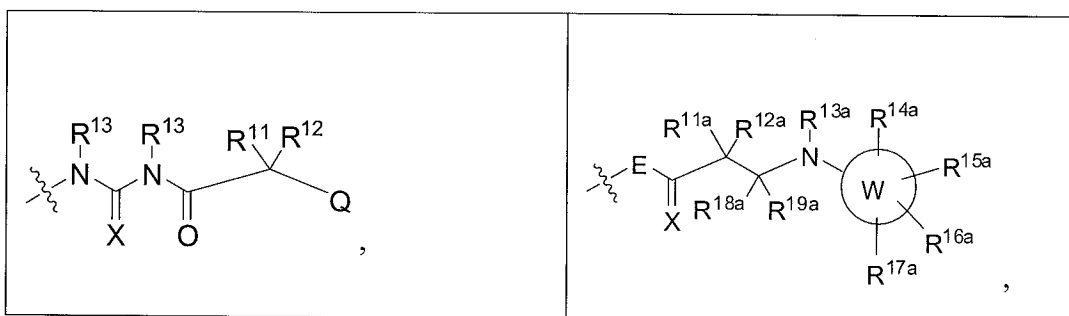
19. The compound according to claim 18, wherein Ar is selected from the group consisting of phenyl, pyrazine, pyridazine, pyrimidine and pyridine, wherein each of said phenyl, pyrazine, pyridazine, pyrimidine and pyridine is optionally substituted with 0 to 4 R<sup>2</sup> groups.

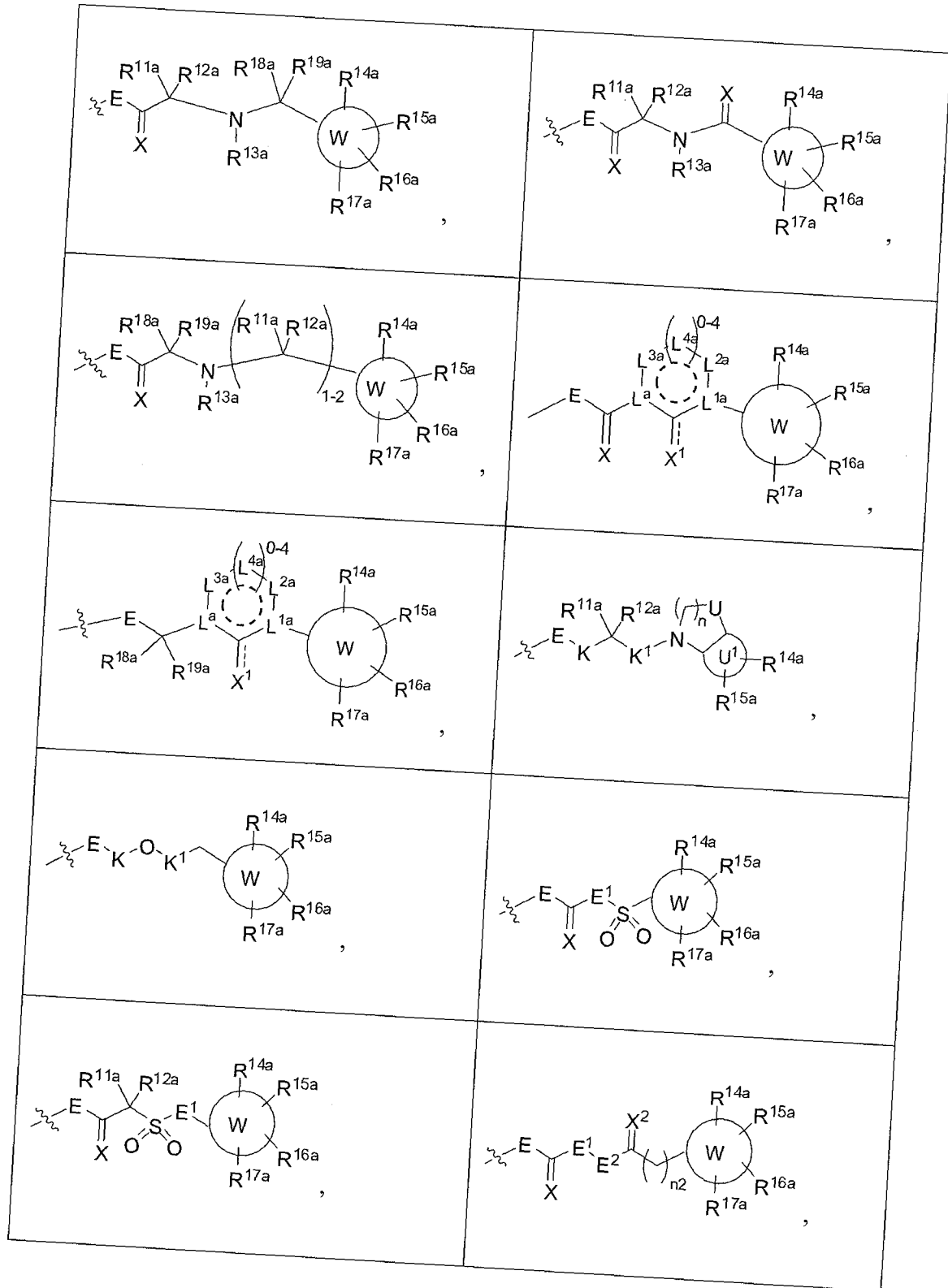
20. The compound according to any of claims 1 to 19, wherein G is B-L-T.

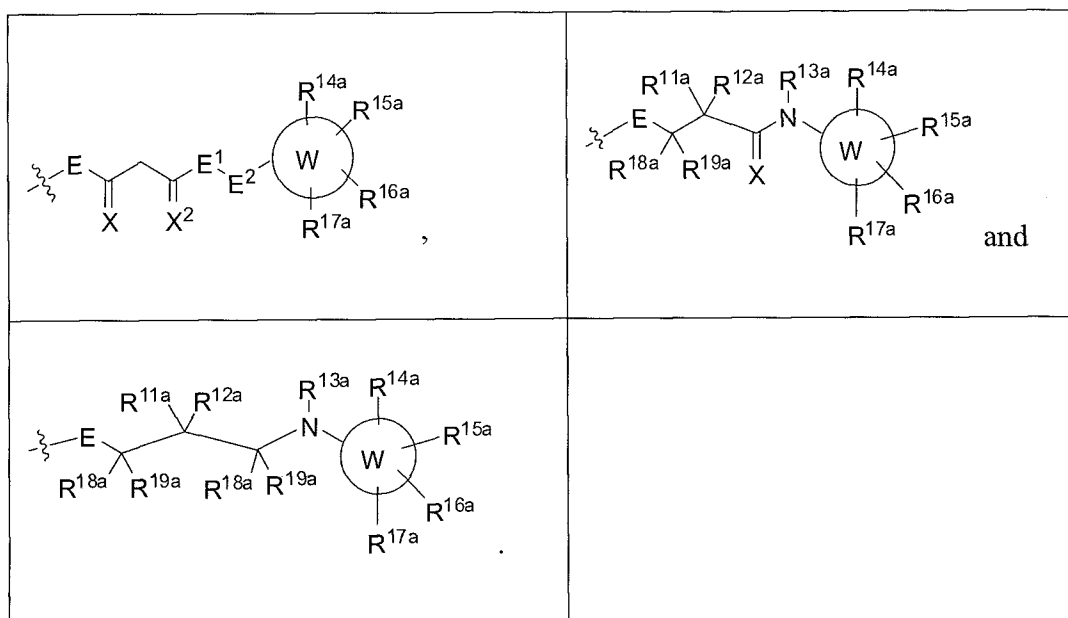


21. The compound according to any of claims 1 to 19, wherein G is a group

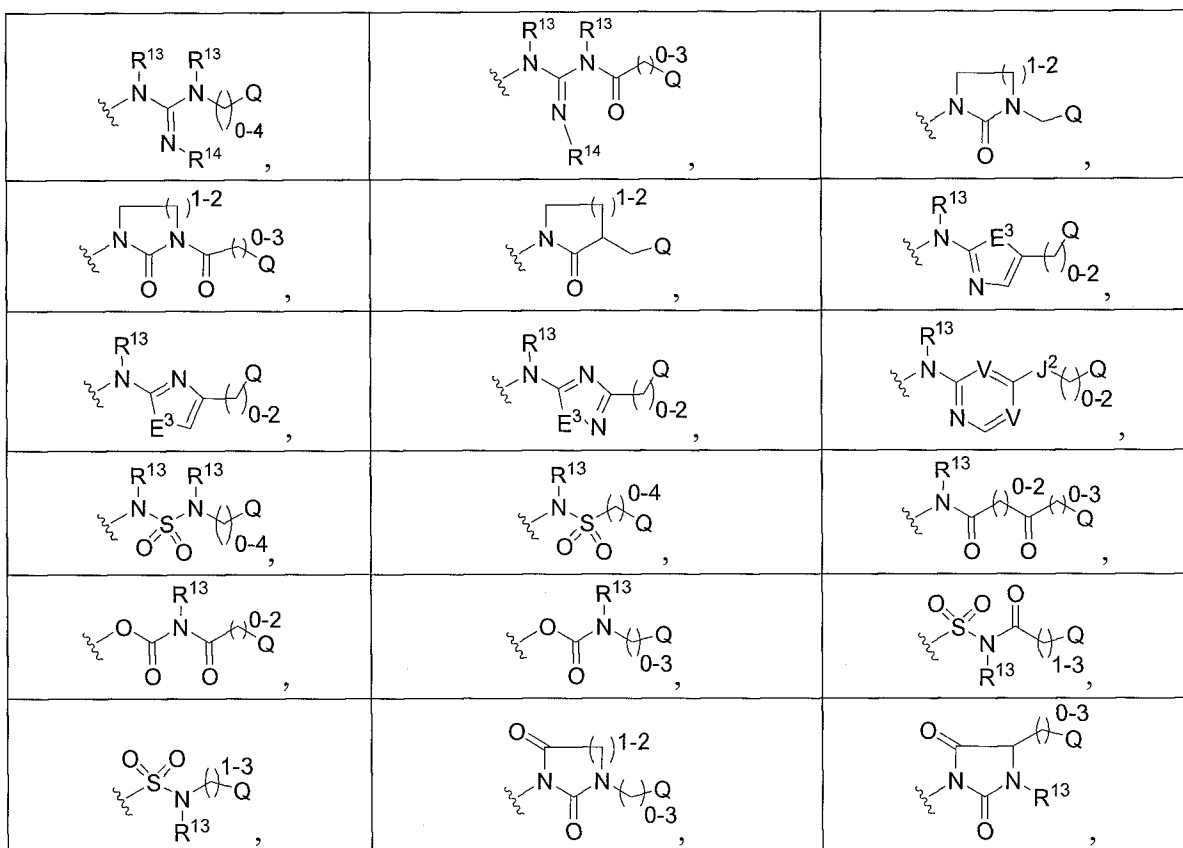
22. The compound according to any of claims 1 to 19, wherein G is selected from the group consisting of

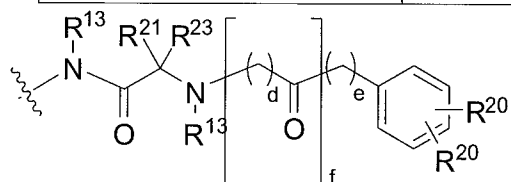
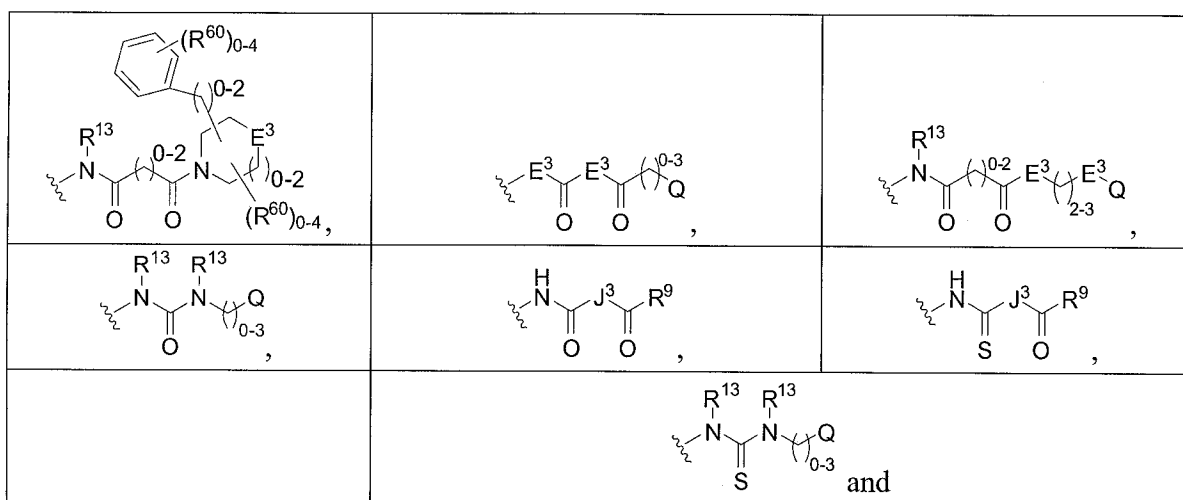






23. The compound according to any of claims 1 to 19, wherein G is selected from the group consisting of



wherein

any methylene group is independently optionally substituted with R<sup>25</sup>, wherein

R<sup>25</sup> is selected from the group consisting of halogen, trihalomethyl, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -OR<sup>3</sup>, -NR<sup>3</sup>, R<sup>4</sup>, -S(O)<sub>0-2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -N(R<sup>3</sup>)SO<sub>2</sub>R<sup>3</sup>, -N(R<sup>3</sup>)C(O)R<sup>3</sup>, -N(R<sup>3</sup>)CO<sub>2</sub>R<sup>3</sup>, -C(O)R<sup>3</sup>, an optionally substituted aryl, an optionally substituted arylalkyl, an optionally substituted heteroarylalkyl, and an optionally substituted (C<sub>1</sub>-C<sub>6</sub>)alkyl, or

two R<sup>25</sup>, together with the carbon or carbons to which they are attached, can combine to form a three- to seven-membered alicyclic or heteroalicyclic, or

two R<sup>25</sup>, on a single carbon can be oxo;

R<sup>9</sup> is selected from the group consisting of a C<sub>1-6</sub> alkyl on which one or more hydrogen atoms are optionally substituted by -R<sup>24</sup>, -T<sup>1</sup>-R<sup>15</sup>, or -NR<sup>16</sup>R<sup>17</sup>, a -N(R<sup>18</sup>)(R<sup>19</sup>) moiety and a saturated or unsaturated three- to eight-membered carbocyclic or heterocyclic group which is optionally substituted by a C<sub>1-6</sub> alkyl, a C<sub>1-6</sub> alkoxy, a halogen atom, nitro, a trifluoromethyl, a C<sub>1-6</sub> alkoxy carbonyl, cyano, a cyano C<sub>1-6</sub> alkyl, a C<sub>1-6</sub> alkylthio, a phenoxy, an acetyl, or a saturated or unsaturated five- or six-membered heterocyclyl ring wherein, when the three- to eight-membered carbocyclic or heterocyclic group is substituted by two C<sub>1-6</sub> alkyl groups, the two alkyl groups may combine together to form an alkylene chain, or the three- to eight-membered carbocyclic or heterocyclic group may be a bicyclic group condensed with another saturated or unsaturated three- to eight-membered carbocyclic or heterocyclic group,

wherein

T<sup>1</sup> is selected from the group consisting of -O-, -S- and -NH-;

R<sup>24</sup> represents a saturated or unsaturated three- to eight-membered carbocyclic or heterocyclic group;

R<sup>15</sup>, R<sup>16</sup>, and R<sup>17</sup>, which may be the same or different, represent a C<sub>1-6</sub> alkyl or a saturated or

5 unsaturated three- to eight-membered carbocyclic or heterocyclic group; wherein the three- to eight-membered carbocyclic or heterocyclic group represented by R<sup>24</sup>, R<sup>15</sup>, R<sup>16</sup>, and R<sup>17</sup> is

optionally substituted by a C<sub>1-6</sub> alkyl, a C<sub>1-6</sub> alkoxy, a halogen atom, nitro, a trifluoromethyl, a C<sub>1-6</sub> alkoxy carbonyl, a cyano, a cyano C<sub>1-6</sub> alkyl, a C<sub>1-6</sub> alkylthio, a phenoxy, an acetyl, or a

10 saturated or unsaturated five- or six-membered heterocyclyl ring; and wherein when the three- to eight-membered carbocyclic or heterocyclic group is substituted by two C<sub>1-6</sub> alkyl groups, the

two alkyl groups may combine together to form an alkylene chain; and wherein the three- to eight-membered carbocyclic or heterocyclic group may be a bicyclic group condensed with

another saturated or unsaturated three- to eight-membered carbocyclic or heterocyclic group; and

R<sup>18</sup> and R<sup>19</sup>, which may be the same or different, represent (1) a hydrogen atom, (2) a C<sub>1-6</sub> alkyl

15 which is optionally substituted by a C<sub>1-6</sub> alkoxy, a C<sub>1-6</sub> alkylthio, or a saturated or unsaturated three- to eight-membered carbocyclic or heterocyclic group in which the three- to eight-

membered carbocyclic or heterocyclic group is optionally substituted by a C<sub>1-6</sub> alkyl, a C<sub>1-6</sub> alkoxy, a halogen atom, nitro, a trifluoromethyl, a C<sub>1-6</sub> alkoxy carbonyl, cyano, a cyano C<sub>1-6</sub>

alkyl, a C<sub>1-6</sub> alkylthio, a phenoxy, an acetyl, or a saturated or unsaturated five- or six-membered

20 heterocyclyl ring and wherein when the three- to eight-membered carbocyclic or heterocyclic group is substituted by two C<sub>1-6</sub> alkyl groups, the two alkyl groups may combine together to

form an alkylene chain, or the three- to eight-membered carbocyclic or heterocyclic group may be a bicyclic group condensed with another saturated or unsaturated three- to eight-membered

carbocyclic or heterocyclic group, or (3) a saturated or unsaturated three- to eight-membered

25 carbocyclic or heterocyclic group which is optionally substituted by a C<sub>1-6</sub> alkyl, a C<sub>1-6</sub> alkoxy, a halogen atom, nitro, a trifluoromethyl, a C<sub>1-6</sub> alkoxy carbonyl, cyano, a cyano C<sub>1-6</sub> alkyl, a C<sub>1-6</sub>

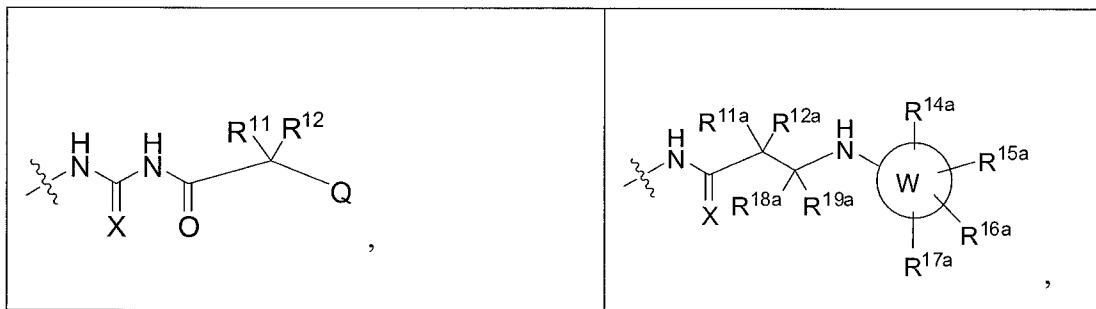
alkylthio, a phenoxy, an acetyl, or a saturated or unsaturated five- or six-membered heterocyclyl ring and in which, when the three to eight-membered carbocyclic or heterocyclic group is

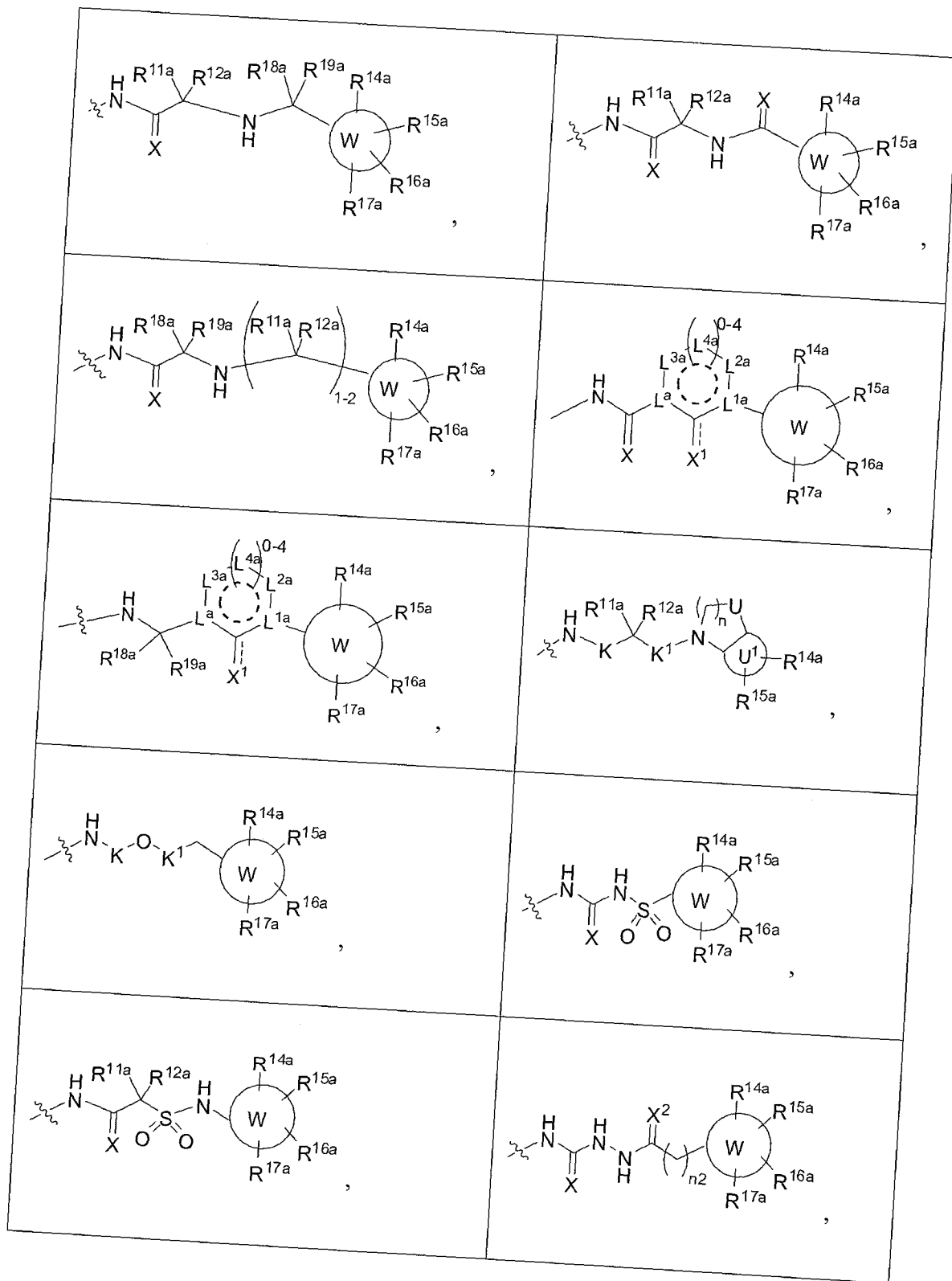
substituted by two C<sub>1-6</sub> alkyl groups, the two alkyl groups may combine together to form an

30 alkylene chain, or the three- to eight-membered carbocyclic or heterocyclic group may be a bicyclic group condensed with another saturated or unsaturated three- to eight-membered carbocyclic or heterocyclic group;

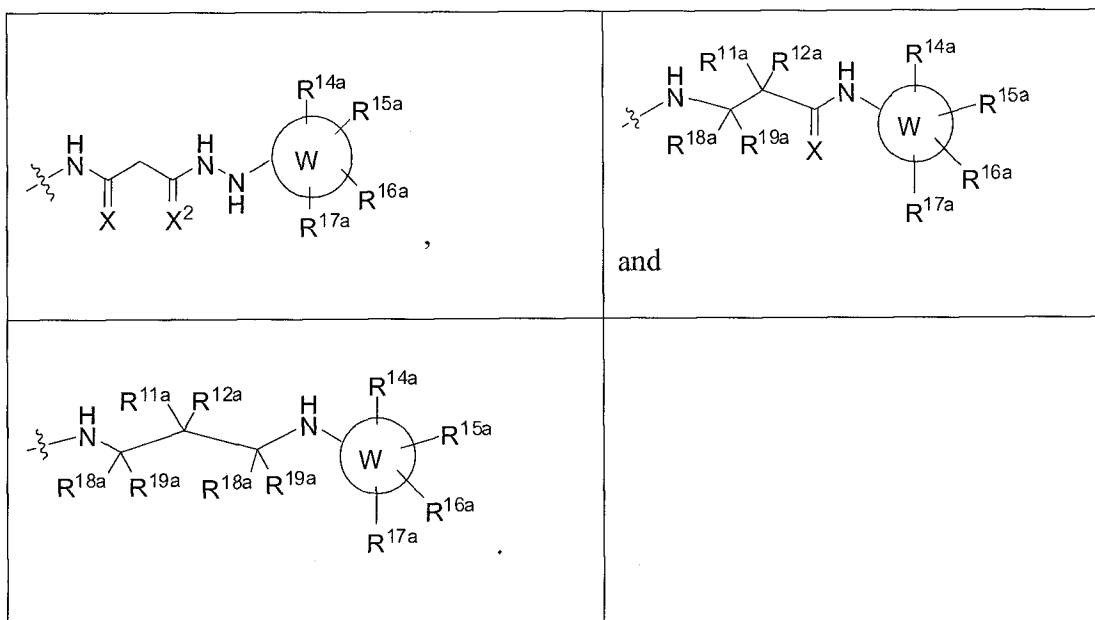
- $X^3$  and  $X^4$  are each independently selected from the group consisting of -H, halogen, cyano, nitro,  $C_1$ - $C_6$  alkyl, or
- $X^3$  and  $X^4$  together with the atom to which they are attached form a  $C_3$ - $C_4$  cycloalkyl;
- each  $E^3$  is independently selected from the group consisting of -O-, -N( $R^{13}$ )-, -CH<sub>2</sub>- and -S(O)<sub>0-2</sub>;
- 5  $J^2$  is selected from the group consisting of -O-, -N( $R^{13}$ )-, -CH<sub>2</sub>- and -C(=O)N( $R^{13}$ );
- $J^3$  represents -C( $R^{26}$ )( $R^{27}$ )-, wherein
- $R^{26}$  and  $R^{27}$  are independently selected from the group consisting of a hydrogen atom, a  $C_{1-4}$  alkyl, a  $C_{1-4}$  alkoxy and -N( $R^{12b}$ ), wherein
- $R^{12b}$  is a hydrogen atom or a  $C_{1-4}$  alkyl;
- 10 each V is independently selected from the group consisting of =N- and =C(H)-;
- $R^{21}$  and  $R^{23}$  are independently selected from the group consisting of H, halogen, -OH, unsubstituted -O-( $C_1$ - $C_6$ alkyl), substituted -O-( $C_1$ - $C_6$ alkyl), unsubstituted -O-(cycloalkyl), substituted -O-(cycloalkyl), unsubstituted -NH( $C_1$ - $C_6$ alkyl), substituted -NH( $C_1$ - $C_6$ alkyl), -NH<sub>2</sub>, -SH, unsubstituted -S-( $C_1$ - $C_6$ alkyl), substituted -S-( $C_1$ - $C_6$ alkyl), unsubstituted  $C_1$ - $C_6$ alkyl and
- 15 substituted  $C_1$ - $C_6$ alkyl; or
- $R^{21}$  and  $R^{23}$  taken together with the atom to which they are attached form a  $C_3$ - $C_7$  ring system, wherein said ring system is optionally substituted;
- d is 0, 1, 2 or 3;
- e is 0, 1, 2 or 3; and
- 20 f is 0 or 1.

24. The compound according to any of claims 1 to 19, wherein G is selected from the group consisting of

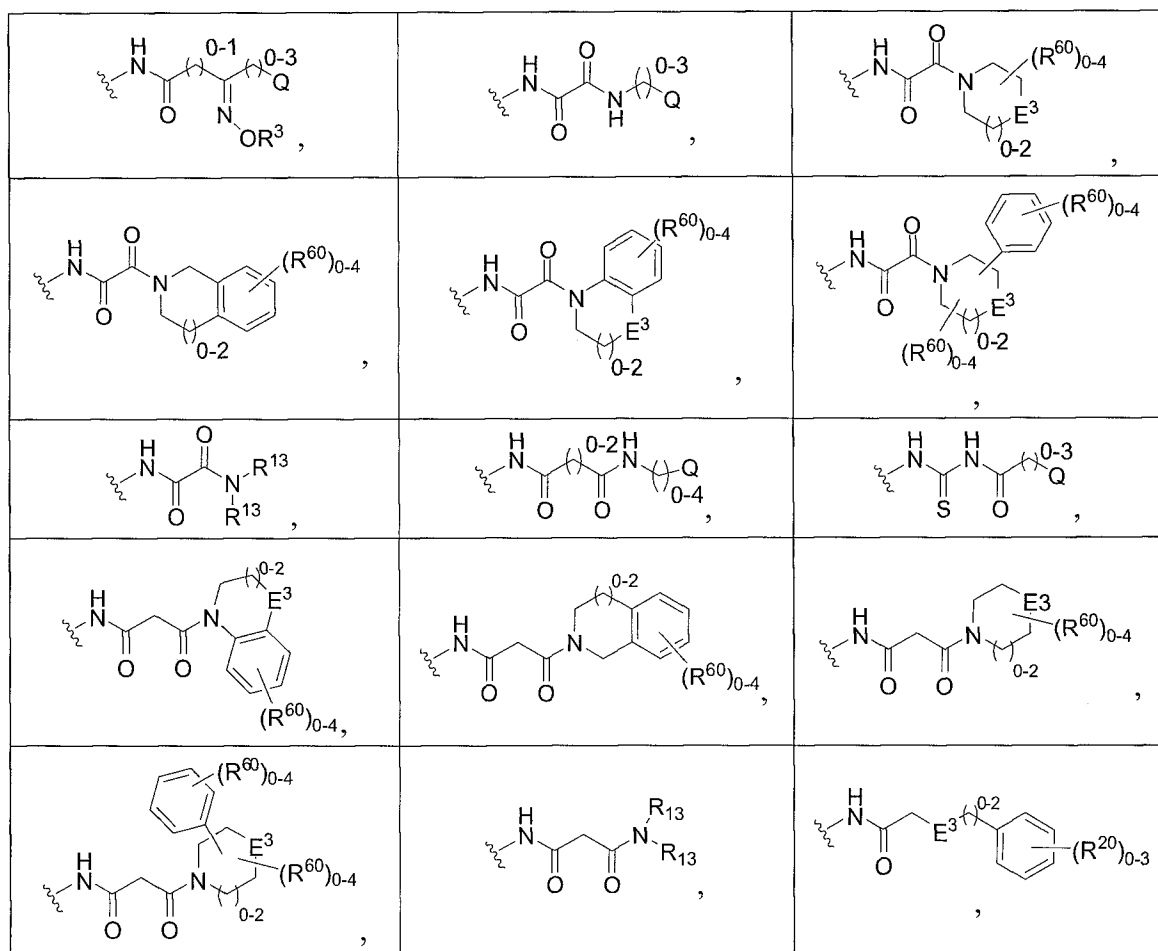


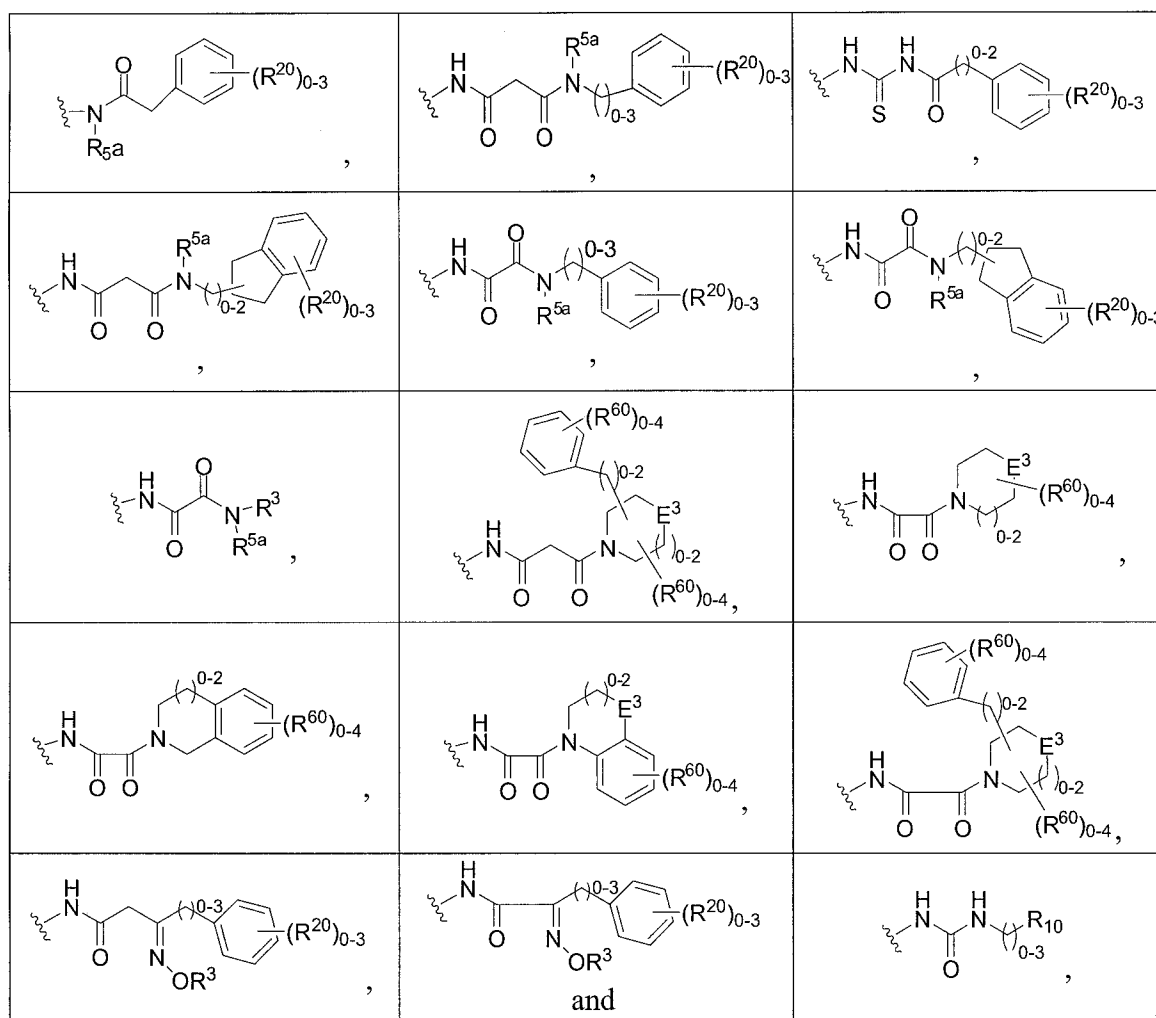






25. The compound according to any of claims 1 to 19, wherein G is selected from the group consisting of

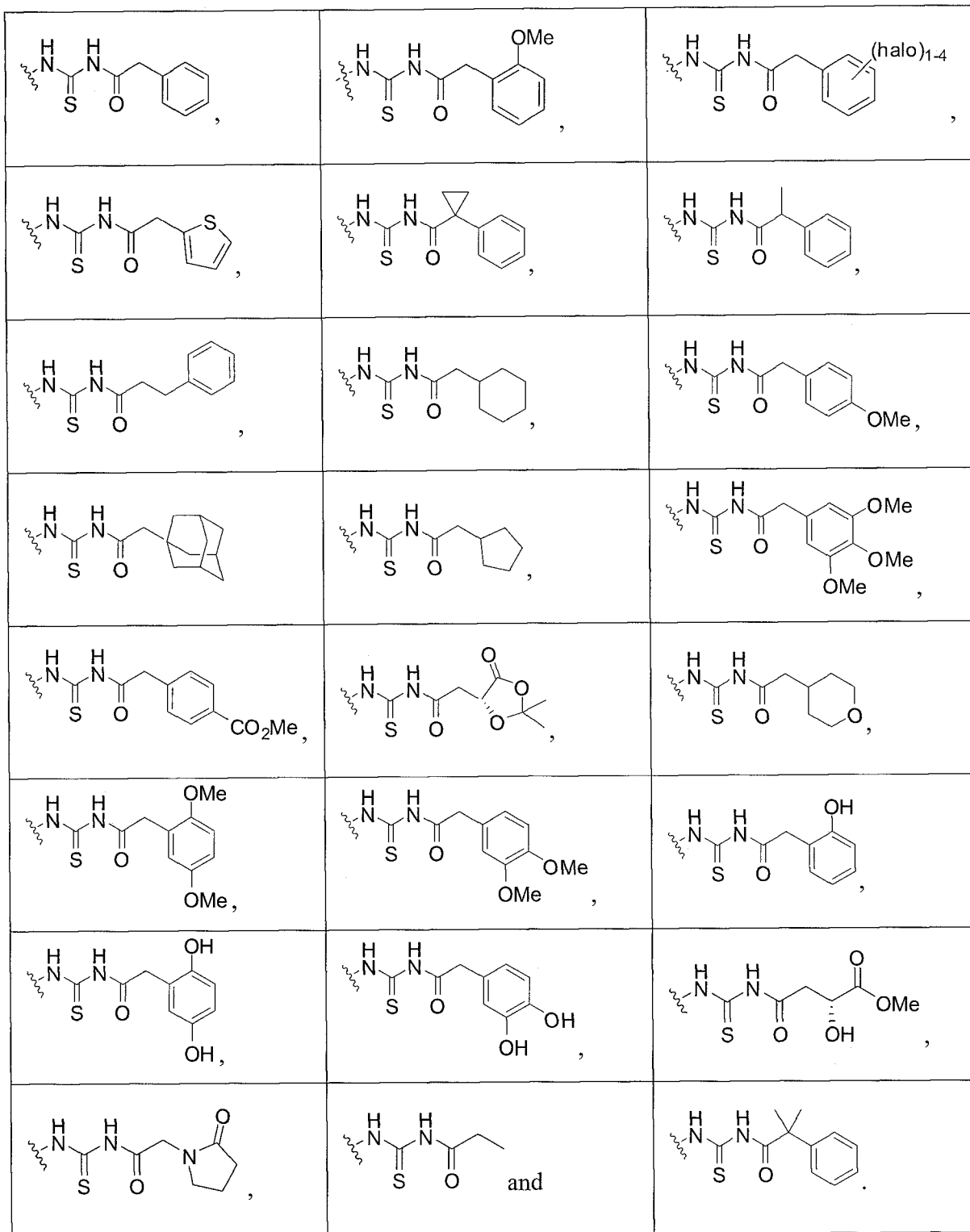




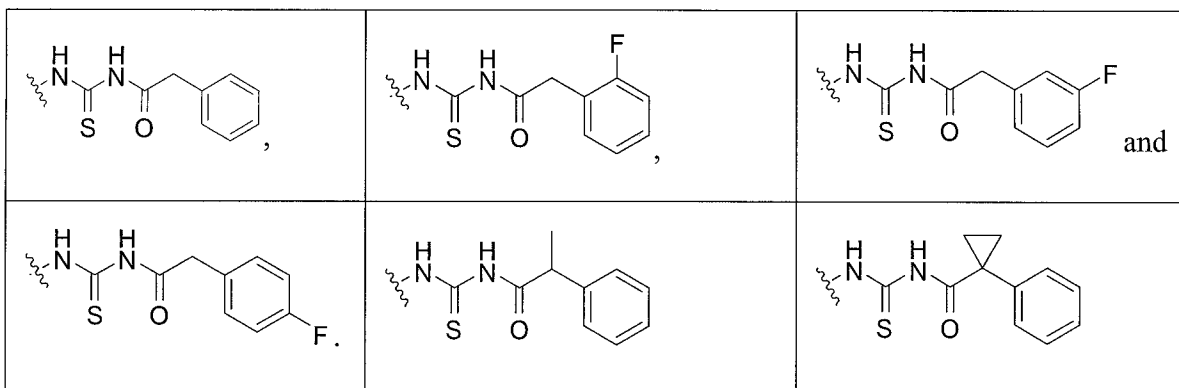
wherein each methylene in any of the above formulae, other than those in a depicted ring, is independently optionally substituted with  $R^{25}$ ;

$R^{5a}$  is -H or an optionally substituted ( $C_1$ - $C_6$ )alkyl;

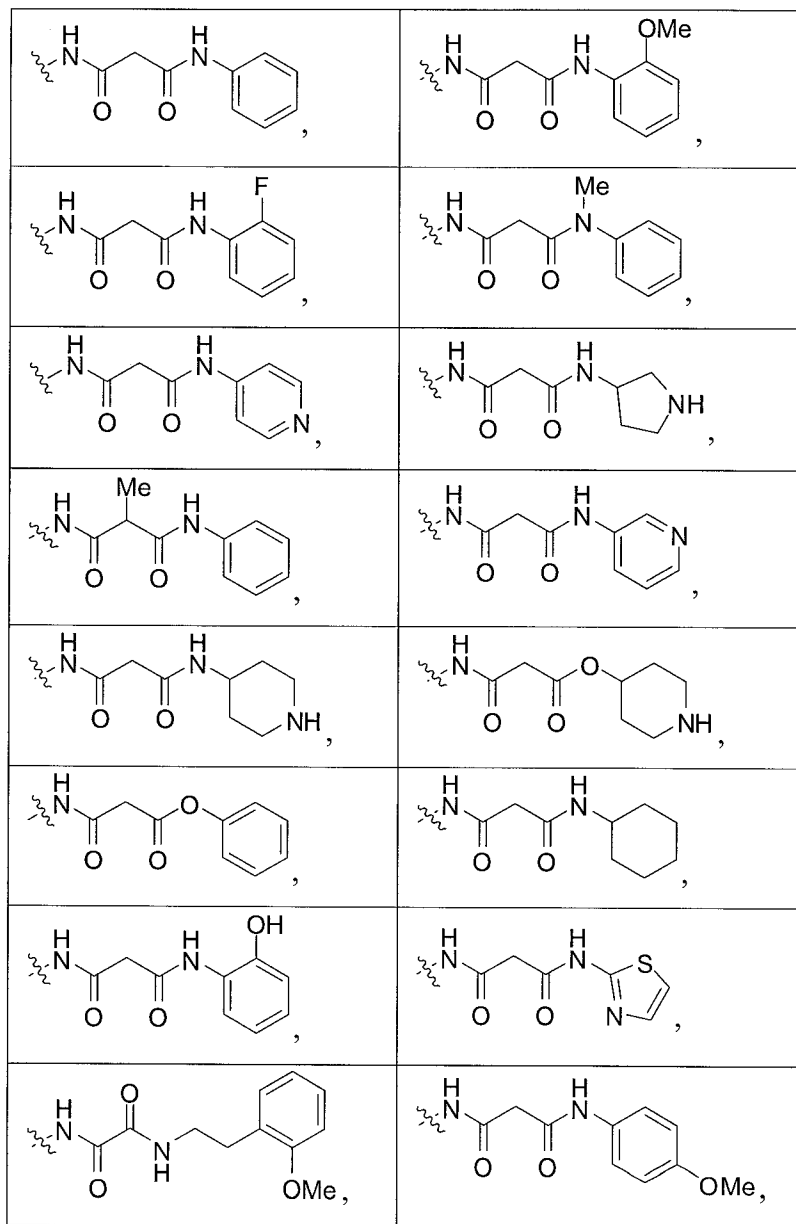
- 5  $R^{10}$  is an azolyl, wherein one or more hydrogen atoms are optionally substituted by a moiety selected from the group consisting of a halogen,  $C_{1-4}$  alkyl,  $C_{1-4}$  alkoxy,  $C_{1-4}$  alkylthio, trihalomethyl, nitro, amino optionally independently substituted by one or two of  $C_{1-4}$  alkyl, a  $C_{1-4}$  alkoxy carbonyl  $C_{1-4}$  alkyl, a  $C_{1-4}$  alkyl carbonyl and a  $C_{3-5}$  cyclic alkyl.
- 10 26. The compound according to any of claims 1 to 19, wherein G is selected from the group consisting of

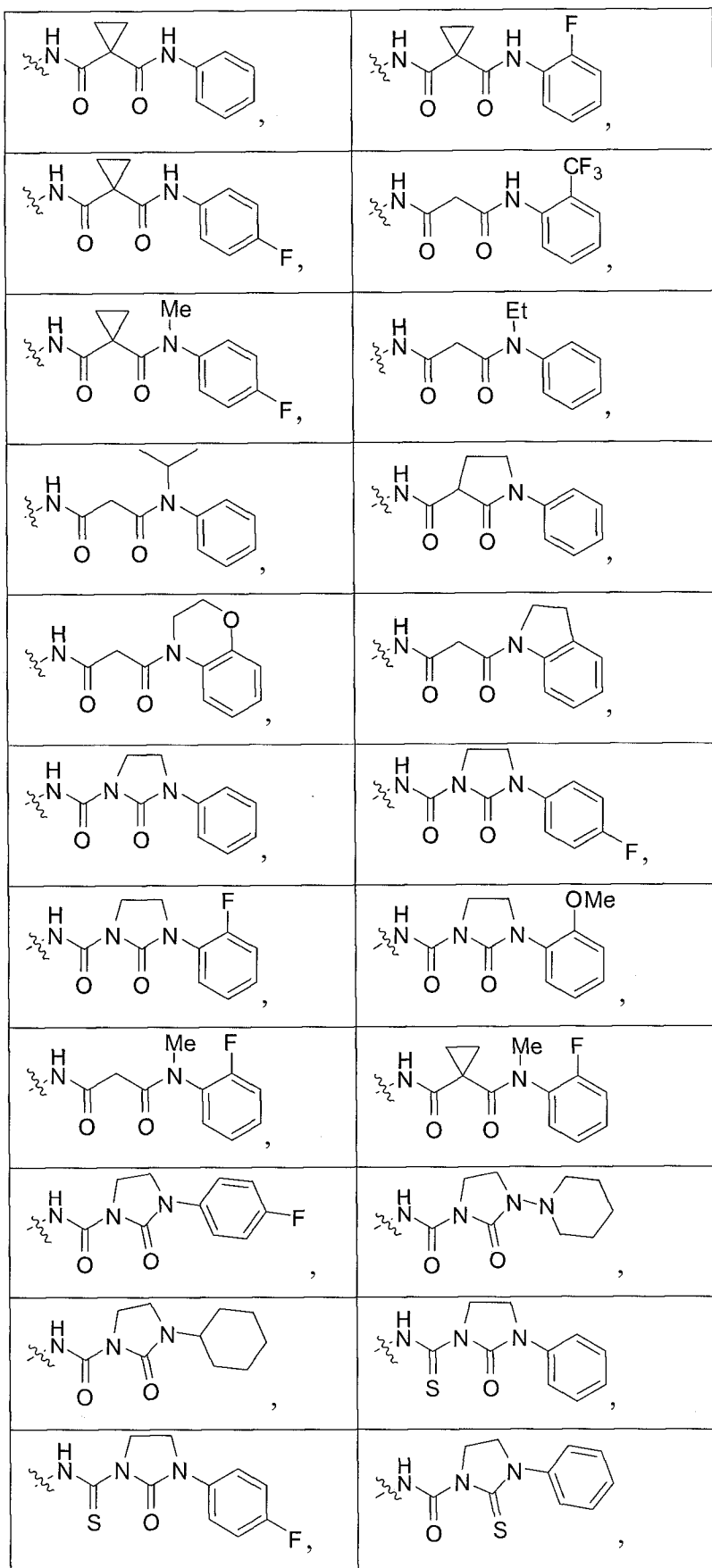


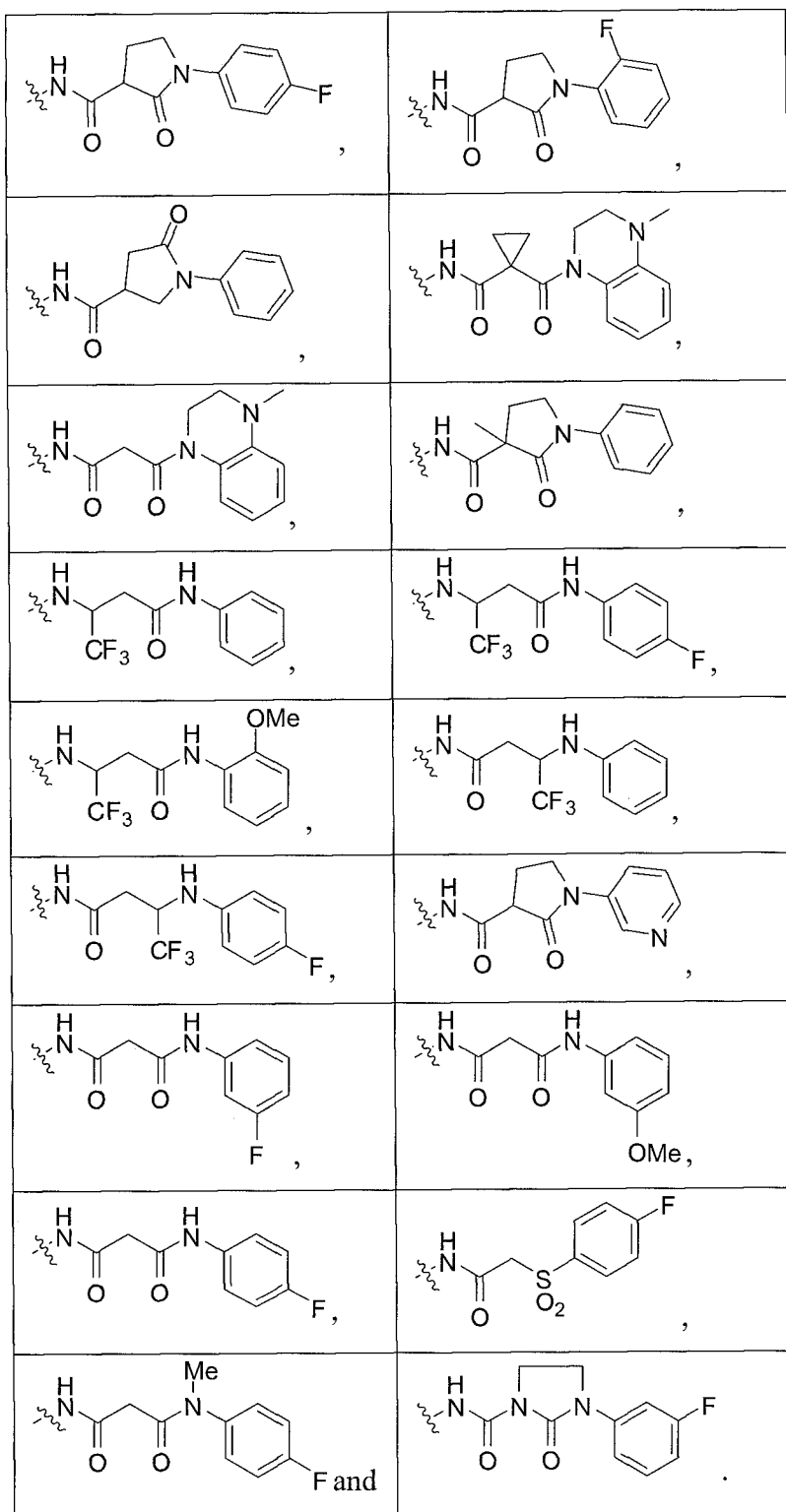
27. The compound according to any of claims 1 to 19, wherein G is selected from the group consisting of



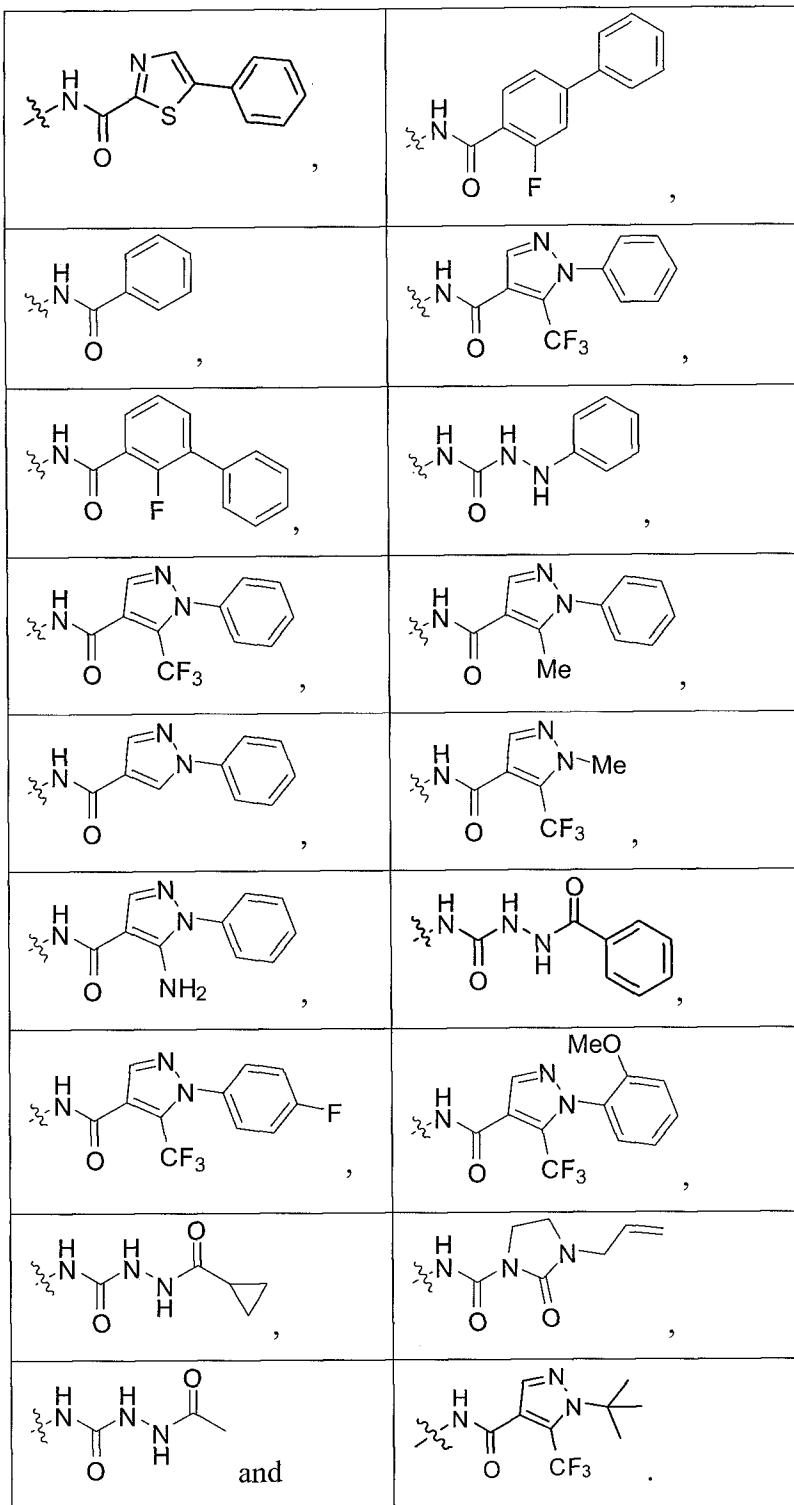
28. The compound according to any of claims 1 to 19, wherein G is selected from the group consisting of



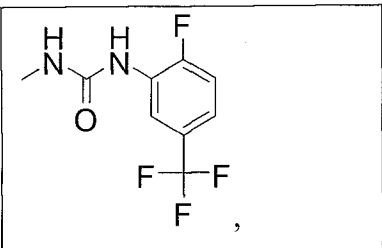
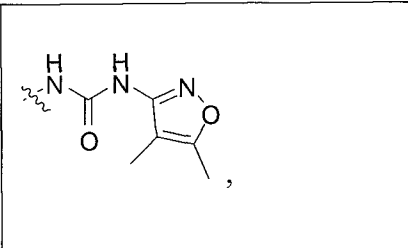
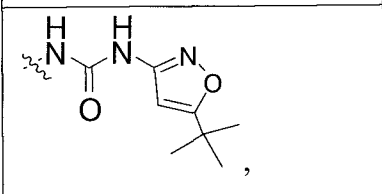
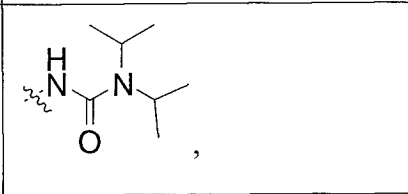
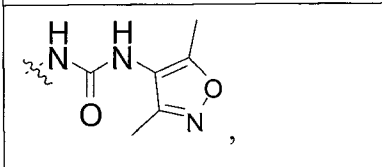
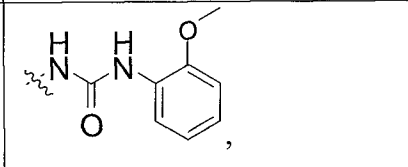
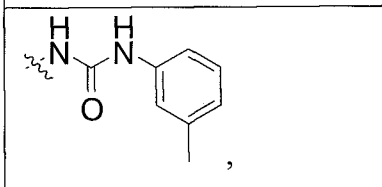
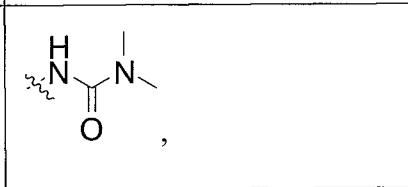
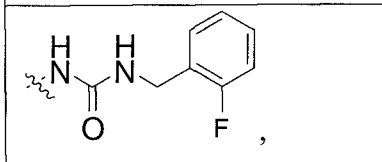
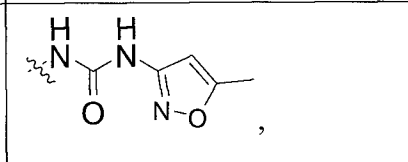
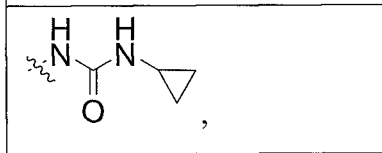
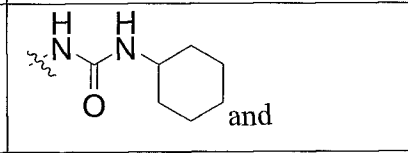
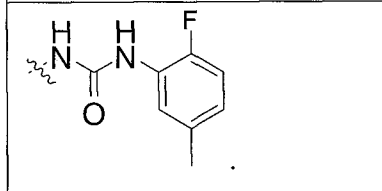




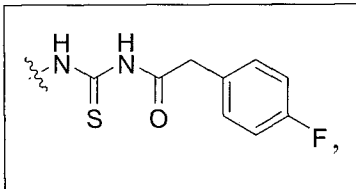
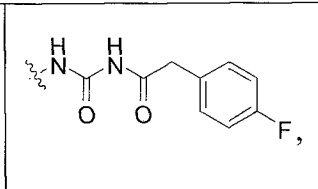
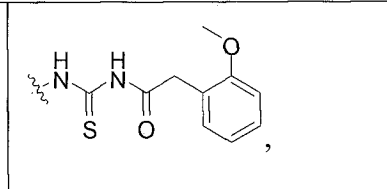
29. The compound according to any of claims 1 to 19, wherein G is selected from the group consisting of



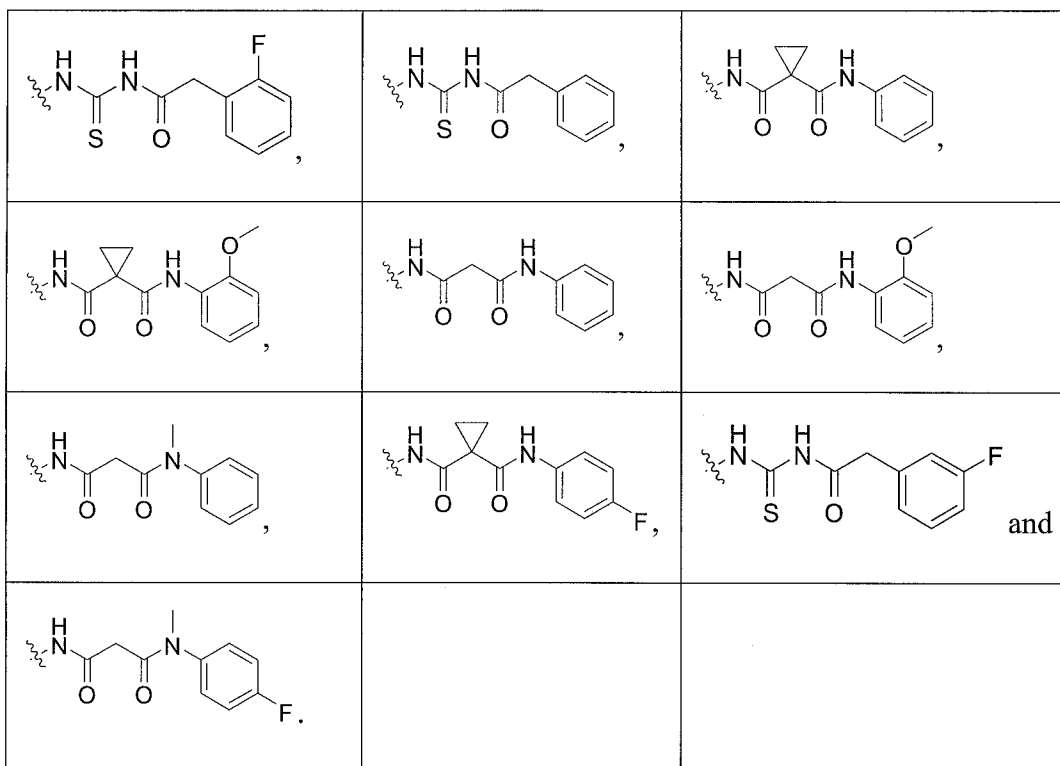
30. The compound according to any of claims 1 to 19, wherein G is selected from the group consisting of

	
	
	
	
	
	 and
	

31. The compound according to any of claims 1 to 19, wherein G is selected from the group consisting of

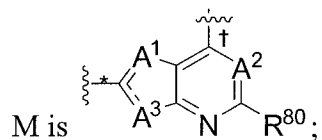
		
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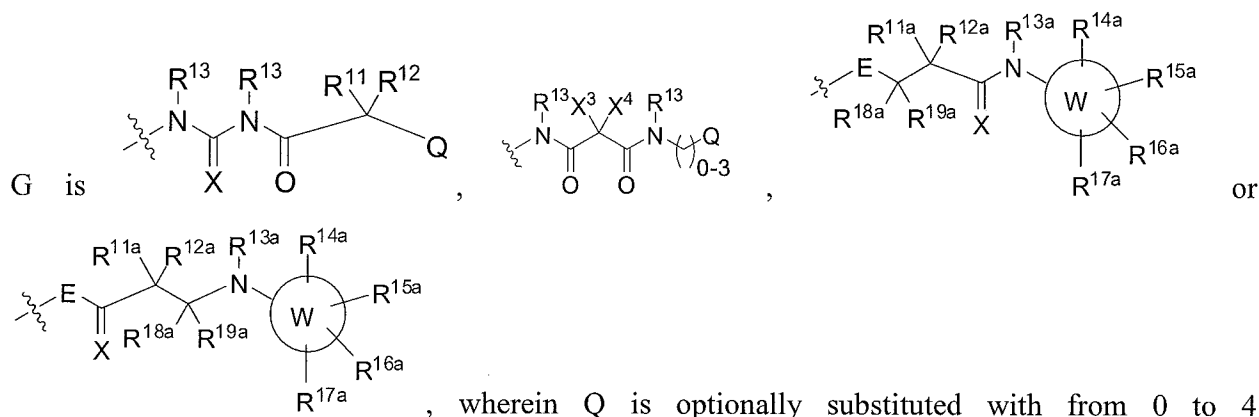
32. The compound according to claim 1, wherein

D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-;

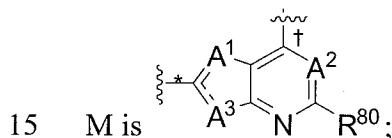
Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and



5 33. The compound according to claim 1, wherein

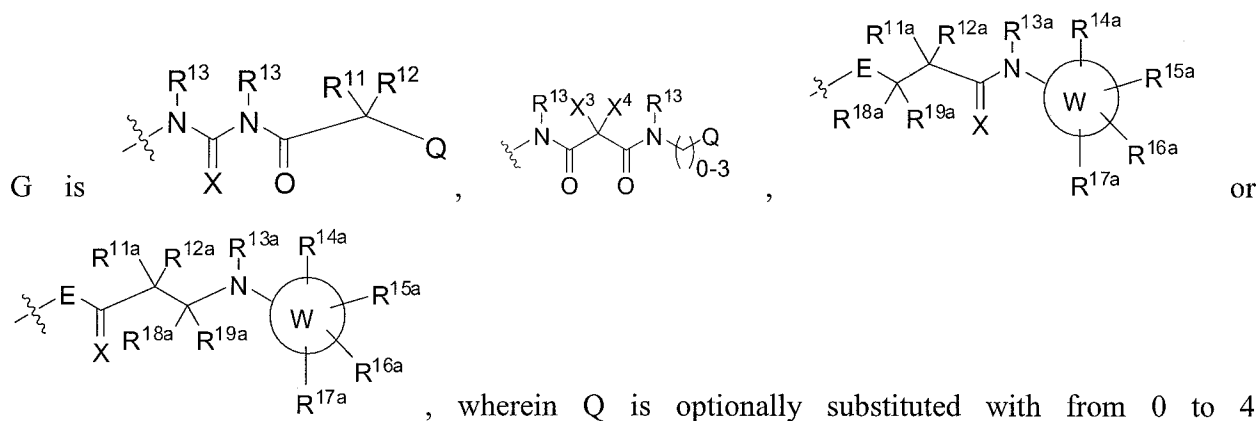
D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, wherein

each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -C(O)NR<sup>36</sup>R<sup>39</sup>, -C(O)O-(CH<sub>2</sub>)<sub>n</sub>NR<sup>36</sup>R<sup>39</sup>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>S(O)<sub>j</sub>(C<sub>1</sub>-C<sub>6</sub> alkyl), -  
 10 (CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup> and -C(O)(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup> wherein each j is an integer independently selected from 0 to 4, n is an integer from 0 to 6, i is 2 or 3, R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n</sub>A<sup>4</sup>R<sup>37</sup>, wherein each n is an independently selected integer ranging from 0 to 6, and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl;

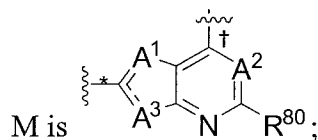


Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-;

Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and

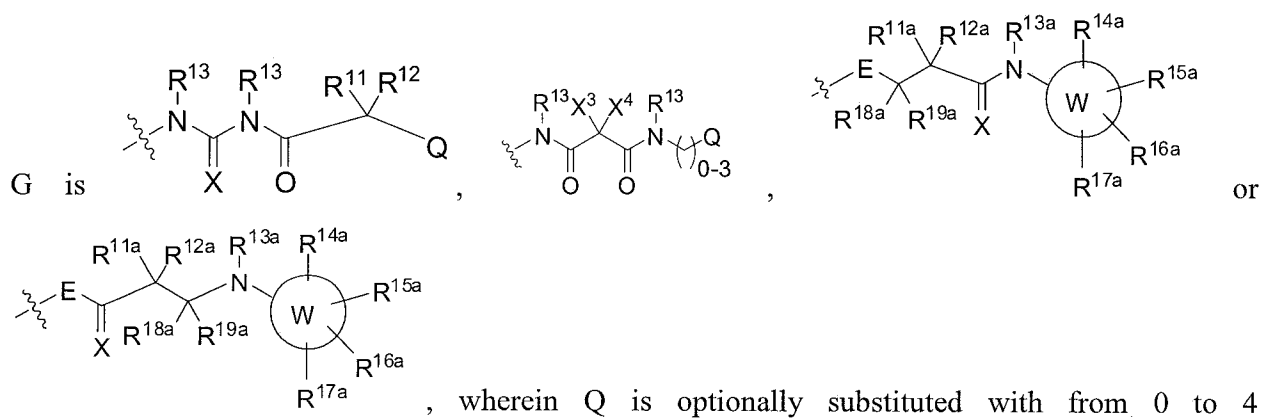


- 5 34. The compound according to claim 1, wherein D is phenyl or pyridinyl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups;



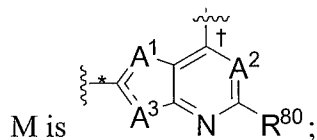
Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-;

- 10 Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and



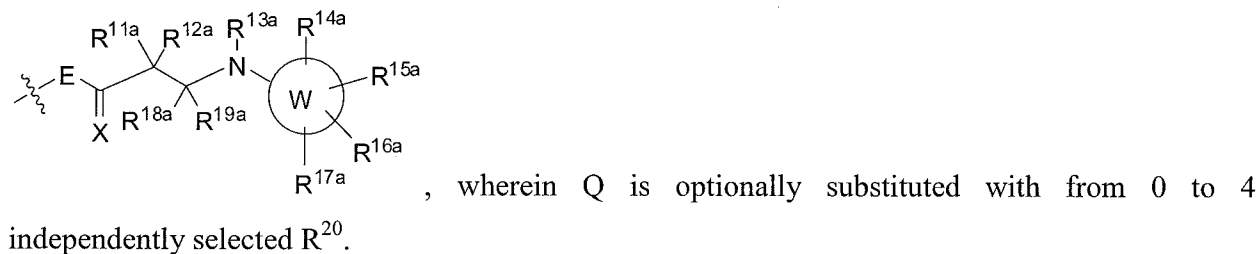
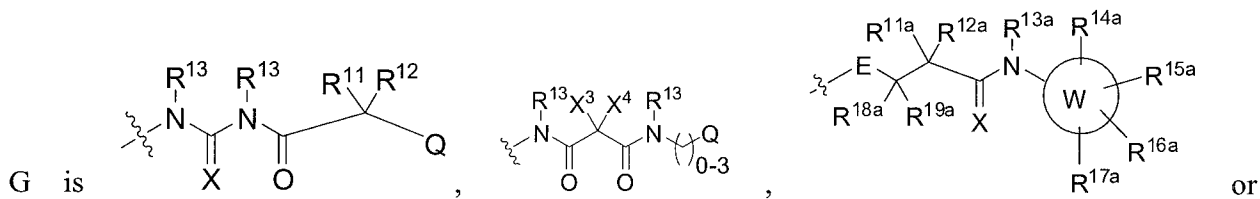
- 15 35. The compound according to claim 1, wherein D is phenyl or pyridinyl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, wherein

each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -C(O)NR<sup>36</sup>R<sup>39</sup>, -C(O)O-(CH<sub>2</sub>)<sub>n</sub>NR<sup>36</sup>R<sup>39</sup>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>S(O)<sub>j</sub>(C<sub>1</sub>-C<sub>6</sub>alkyl), (CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup> and -C(O)(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, wherein each j is an integer independently selected from from 0 to 4, n is an integer from 0 to 6, i is 2 or 3, R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n3</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n3</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, wherein n3 is an integer ranging from 0 to 6 and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl;

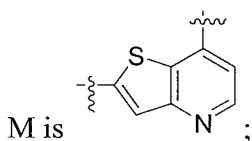


Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-;

Ar is a 6-membered aryl or 6-membered heteroaryl each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and

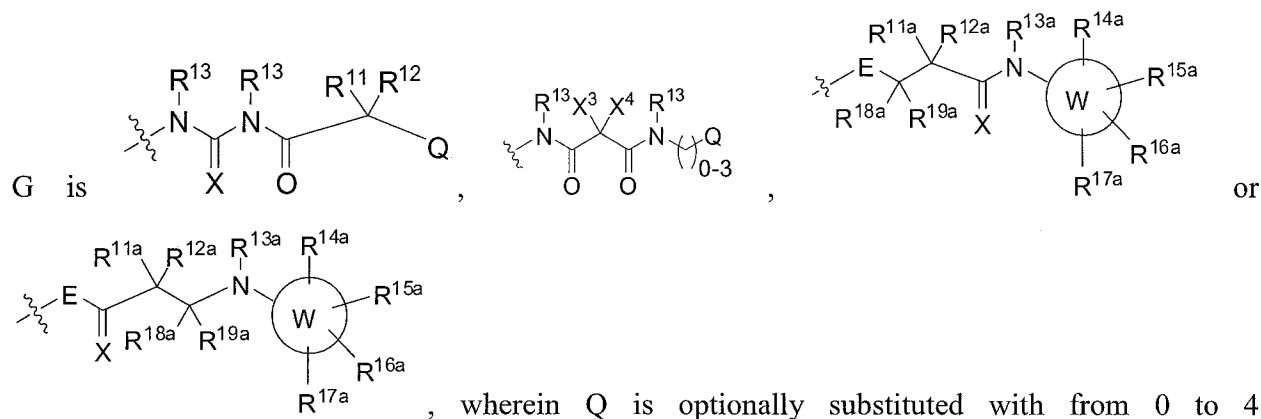


36. The compound according to claim 1, wherein D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-;

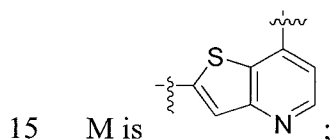
Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and



5 37. The compound according to claim 1, wherein

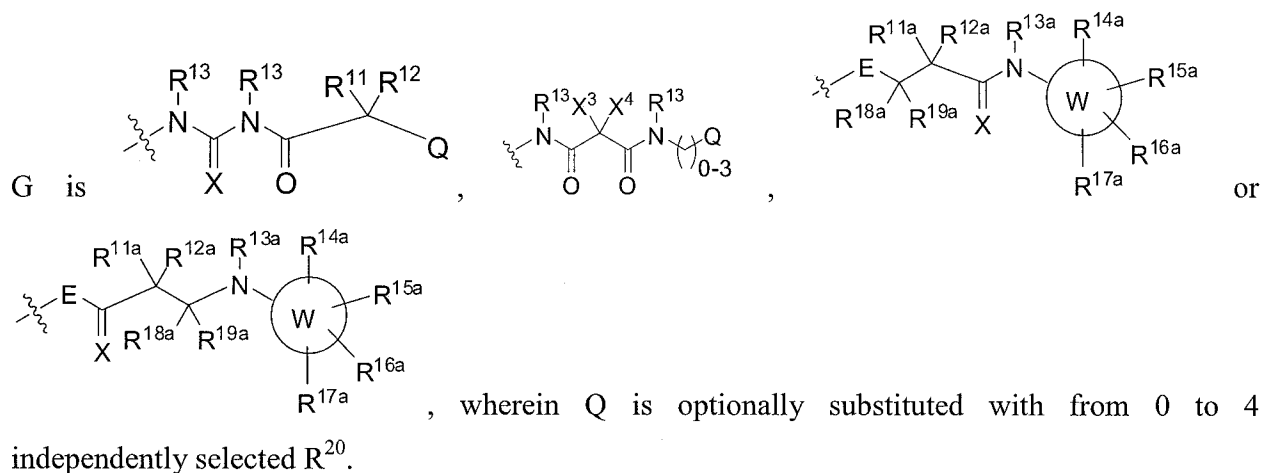
D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, wherein

each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -C(O)NR<sup>36</sup>R<sup>39</sup>, -C(O)O-(CH<sub>2</sub>)<sub>n</sub>NR<sup>36</sup>R<sup>39</sup>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>S(O)<sub>j</sub>(C<sub>1</sub>-C<sub>6</sub> alkyl), -  
 10 (CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup> and -C(O)(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, wherein each j is an integer independently selected from 0 to 4, n is an integer from 0 to 6, i is 2 or 3, R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n3</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n3</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, wherein n3 is an integer ranging from 0 to 6, and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl;

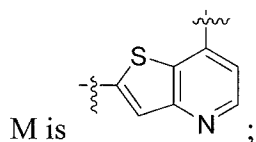


Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-

Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and

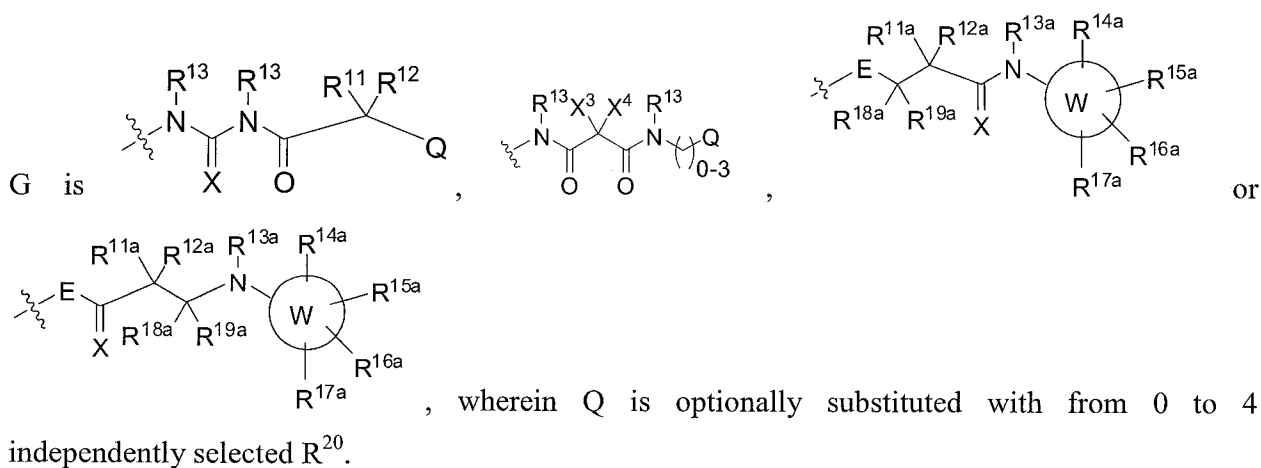


- 5 38. The compound according to claim 1, wherein D is phenyl or pyridinyl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups,;



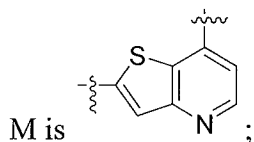
Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-;

- 10 Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and



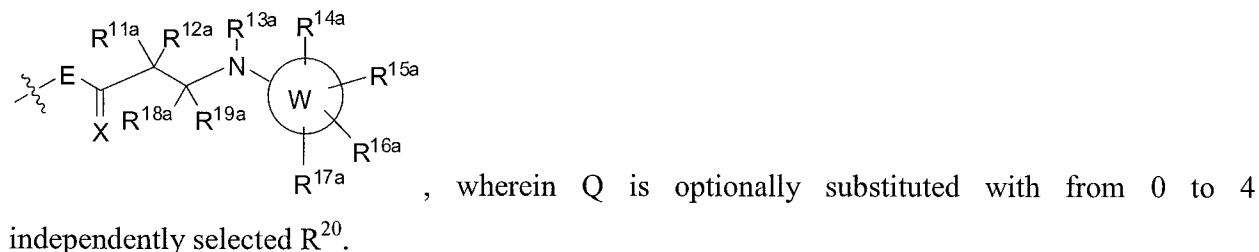
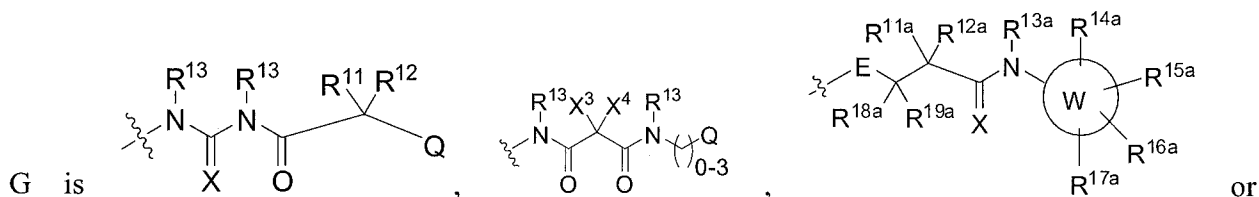
- 15 39. The compound according to claim 1, wherein D is phenyl or pyridinyl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, wherein

each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -C(O)NR<sup>36</sup>R<sup>39</sup>, -C(O)O-(CH<sub>2</sub>)<sub>n</sub>NR<sup>36</sup>R<sup>39</sup>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>S(O)<sub>j</sub>(C<sub>1</sub>-C<sub>6</sub> alkyl), -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup> and -C(O)(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, wherein each j is an integer independently selected from 0 to 4, n is an integer from 0 to 6, i is 2 or 3, R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n3</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n3</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, wherein n3 is an integer ranging from 0 to 6, and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl;

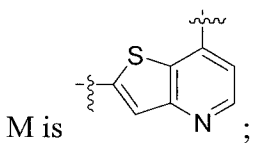


Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-;

Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and

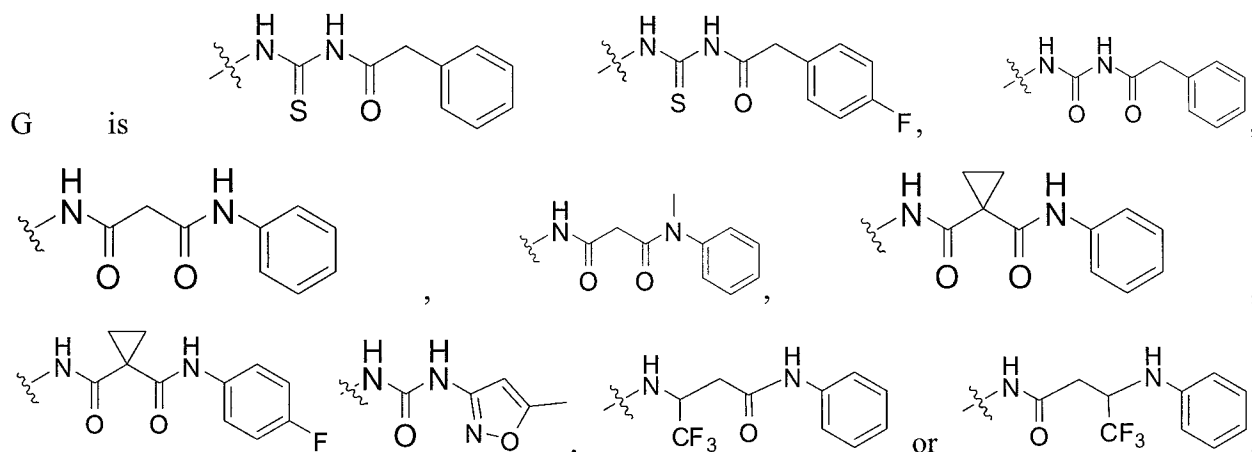


40. The compound according to claim 1, wherein D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-;

Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and



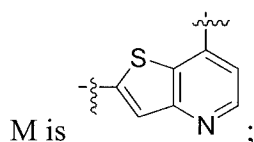
wherein phenyl groups of G are optionally substituted with from 0 to 4 independently selected  $R^{20}$ .

5

41. The compound according to claim 1, wherein

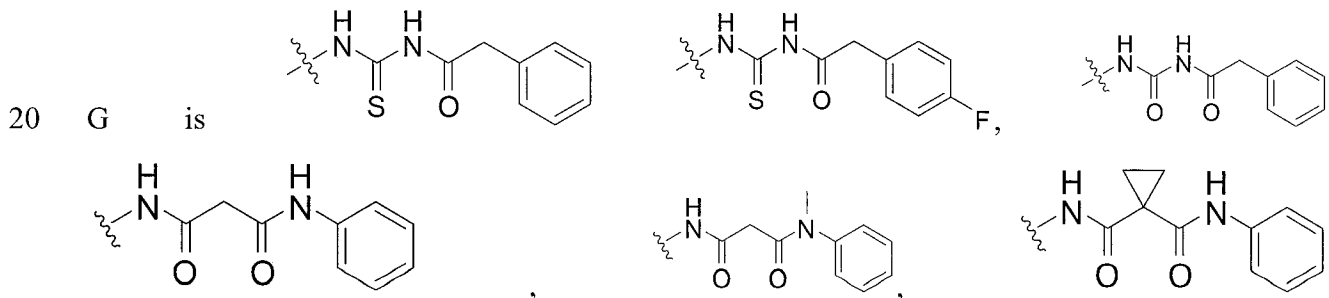
D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected  $R^{38}$  groups, wherein

each said  $R^{38}$  is independently selected from the group consisting of halo,  $C_1$ - $C_6$  alkyl, -  
 10  $C(O)NR^{36}R^{39}$ ,  $-C(O)O-(CH_2)_nNR^{36}R^{39}$ ,  $-(CH_2)_jNR^{39}(CH_2)_iS(O)_j(C_1-C_6\text{alkyl})$ ,  
 $(CH_2)_jNR^{39}(CH_2)_nR^{36}$  and  $-C(O)(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein each j is an integer  
 independently selected from 0 to 4, n is an integer from 0 to 6, i is 2 or 3,  $R^{39}$  is H or  $C_1$ - $C_6$ alkyl,  
 and  $R^{36}$  is selected from the group consisting of H, -OH,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_{10}$  cycloalkyl, -  
 15  $(CH_2)_{n3}(C_6-C_{10}$  aryl),  $-(CH_2)_{n3}(5-10$  membered heterocyclyl) and  $-(CH_2)_{n3}A^4R^{37}$ , wherein n3 is  
 an integer ranging from 0 to 6, and  $R^{37}$  is H or  $C_1$ - $C_6$ alkyl;

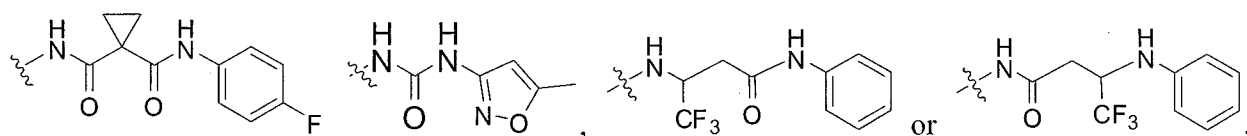


Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N( $R^5$ )-;

Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0  
 to 4  $R^2$  groups; and



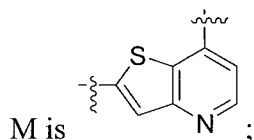




wherein phenyl groups of G are optionally substituted with from 0 to 4 independently selected R<sup>20</sup>.

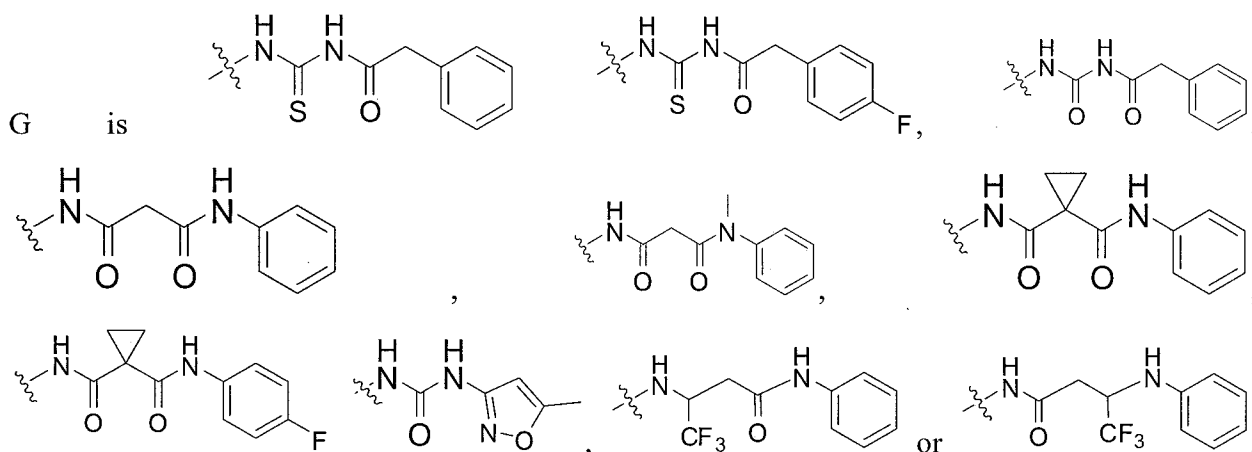
42. The compound according to claim 1, wherein

5 D is phenyl or pyridyl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-;

10 Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and

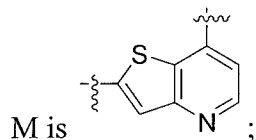


wherein phenyl groups of G are optionally substituted with from 0 to 4 independently selected R<sup>20</sup>.

15 43. The compound according to claim 1, wherein D is phenyl or pyridyl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, wherein

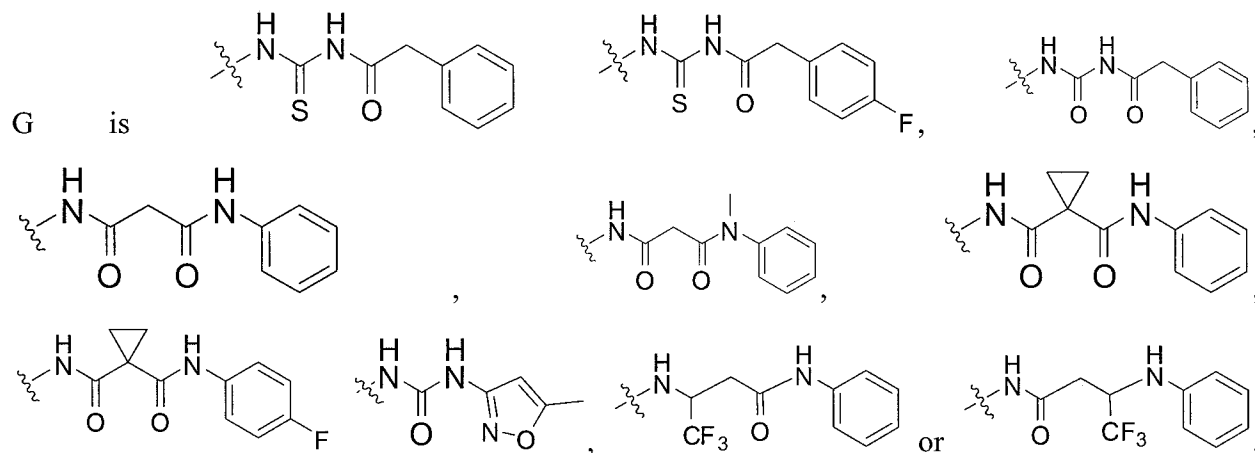
20 each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -C(O)NR<sup>36</sup>R<sup>39</sup>, -C(O)O-(CH<sub>2</sub>)<sub>n</sub>NR<sup>36</sup>R<sup>39</sup>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>i</sub>S(O)<sub>j</sub>(C<sub>1</sub>-C<sub>6</sub>alkyl), -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup> and -C(O)(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, wherein each j is an integer independently selected from 0 to 4, n is an integer from 0 to 6, i is 2 or 3, R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -

$(\text{CH}_2)_{n3}(\text{C}_6\text{-C}_{10} \text{ aryl})$ ,  $-(\text{CH}_2)_{n3}(\text{5-10 membered heterocyclyl})$  and  $-(\text{CH}_2)_{n3}\text{A}^4\text{R}^{37}$ , wherein  $n3$  is an integer ranging from 0 to 6, and  $\text{R}^{37}$  is H or  $\text{C}_1\text{-C}_6$ alkyl;



Z is  $-\text{O}-$ ,  $-\text{S}-$ ,  $-\text{SO}-$ ,  $-\text{SO}_2-$ ,  $-\text{CH}_2\text{O}-$ ,  $-\text{OCH}_2-$ ,  $-\text{CH}_2-$  or  $-\text{N}(\text{R}^5)-$ ;

5 Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4  $\text{R}^2$  groups; and

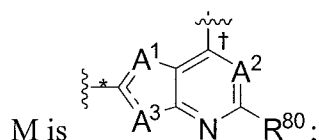


10 wherein phenyl groups of G are optionally substituted with from 0 to 4 independently selected  $\text{R}^{20}$ .

44. The compound according to claim 1, wherein

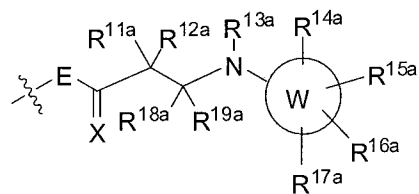
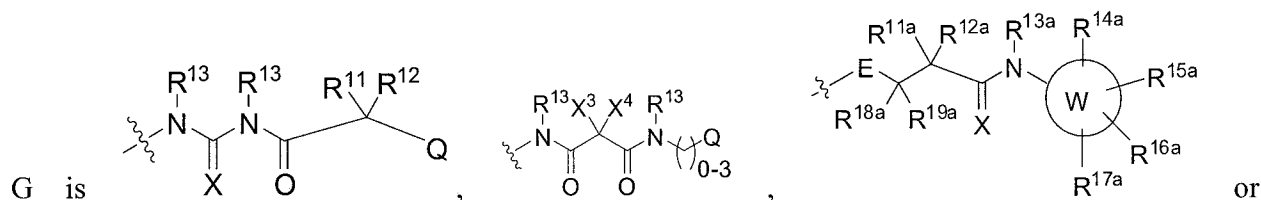
D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected  $\text{R}^{38}$  groups, wherein

15 each said  $\text{R}^{38}$  is independently selected from the group consisting of halo,  $\text{C}_1\text{-C}_6$  alkyl,  $-(\text{CH}_2)_n\text{P}(=\text{O})(\text{C}_1\text{-C}_6\text{alkyl})_2$ ,  $-(\text{CH}_2)_j\text{NR}^{39}\text{CH}_2(\text{CH}_2)_n\text{P}(=\text{O})(\text{C}_1\text{-C}_6\text{alkyl})_2$ ,  $-\text{NR}^{13}\text{C}(\text{X}^1)\text{NR}^{13}$ -aryl $\text{P}(=\text{O})(\text{C}_1\text{-C}_6\text{alkyl})_2$  and  $-\text{NR}^{13}\text{C}(\text{X}^1)\text{NR}^{13}$ -heteroaryl $\text{P}(=\text{O})(\text{C}_1\text{-C}_6\text{alkyl})_2$ , wherein  $j$  is an integer from 0 to 4,  $n$  is an integer from 0 to 6,  $\text{R}^{39}$  is H or  $\text{C}_1\text{-C}_6$ alkyl, and  $\text{R}^{36}$  is selected from the group consisting of H,  $-\text{OH}$ ,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  $-(\text{CH}_2)_{n3}(\text{C}_6\text{-C}_{10} \text{ aryl})$ ,  $-(\text{CH}_2)_{n3}(\text{5-10 membered heterocyclyl})$  and  $-(\text{CH}_2)_{n3}\text{A}^4\text{R}^{37}$ , wherein  $n3$  is an integer ranging from 0 to 6, and  $\text{R}^{37}$  is H or  $\text{C}_1\text{-C}_6$ alkyl;



Z is  $-\text{O}-$ ,  $-\text{S}-$ ,  $-\text{SO}-$ ,  $-\text{SO}_2-$ ,  $-\text{CH}_2\text{O}-$ ,  $-\text{OCH}_2-$ ,  $-\text{CH}_2-$  or  $-\text{N}(\text{R}^5)-$ ;

Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and

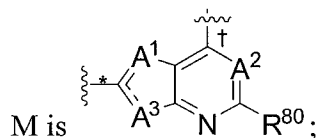


5 wherein Q is optionally substituted with from 0 to 4 independently selected R<sup>20</sup>.

45. The compound according to claim 1, wherein

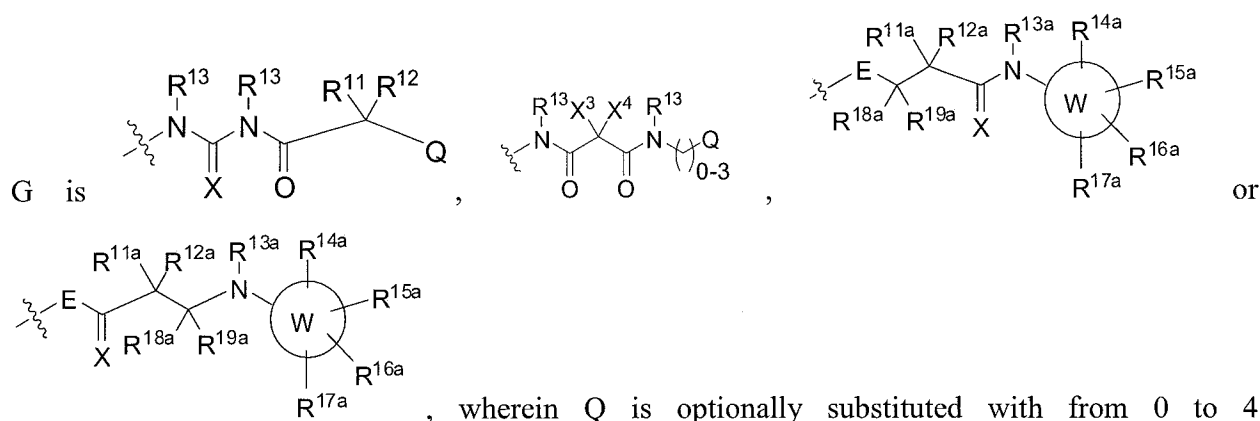
D is phenyl or pyridinyl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, wherein

10 each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-arylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> and -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-heteroarylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, wherein j is an integer from 0 to 4, n is an integer from 0 to 6, R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n3</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -  
 15 (CH<sub>2</sub>)<sub>n3</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, wherein n3 is an integer ranging from 0 to 6, and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-

20 Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and

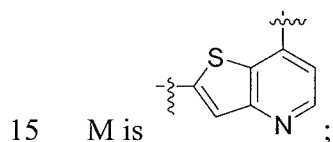


, wherein Q is optionally substituted with from 0 to 4 independently selected R<sup>20</sup>.

5 46. The compound according to claim 1, wherein

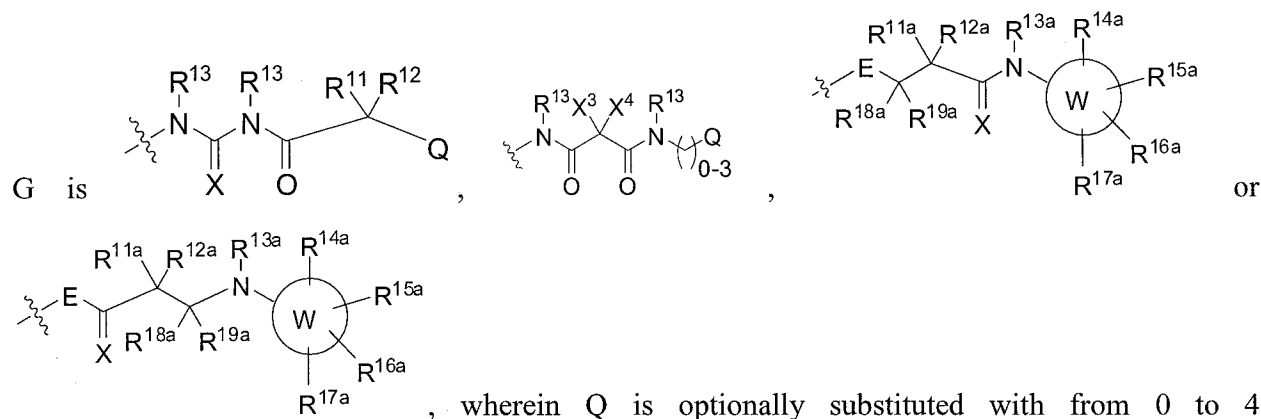
D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, wherein

each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-  
 10 arylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> and -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-heteroarylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, wherein j is an integer from 0 to 4, n is an integer from 0 to 6, R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n3</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n3</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, wherein n3 is an integer ranging from 0 to 6, and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-

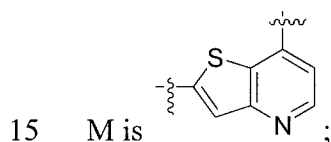
Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and



5 47. The compound according to claim 1, wherein

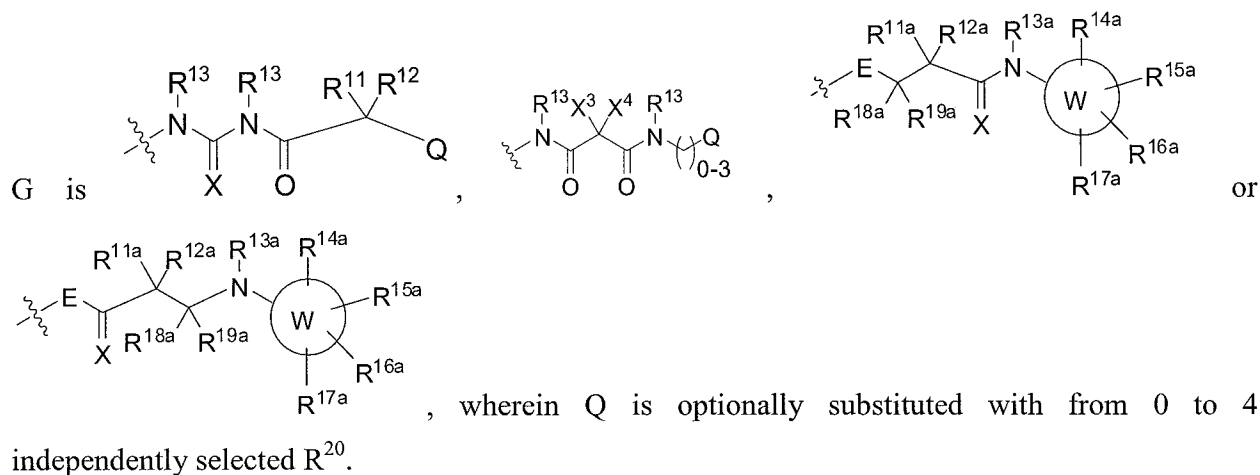
D is phenyl or pyridinyl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, wherein

each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-arylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> and -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-heteroarylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, wherein j is an integer from 0 to 4, n is an integer from 0 to 6, R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n3</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n3</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, wherein n3 is an integer ranging from 0 to 6, and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-;

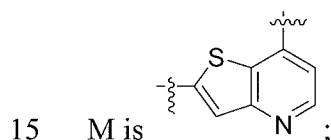
Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and



5 48. The compound according to claim 1, wherein

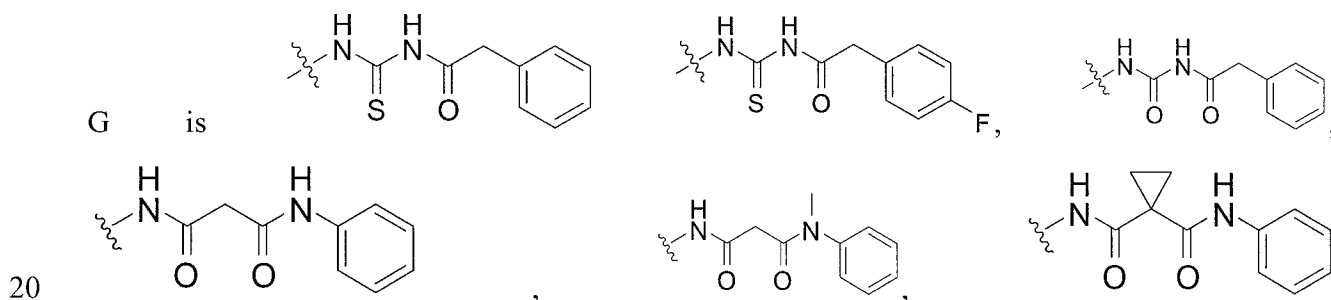
D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 to 5 independently selected R<sup>38</sup> groups, wherein

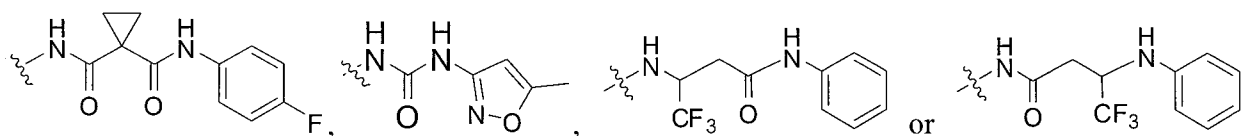
each said R<sup>38</sup> is independently selected from the group consisting of halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>CH<sub>2</sub>(CH<sub>2</sub>)<sub>n</sub>P(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-arylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub> and -NR<sup>13</sup>C(X<sup>1</sup>)NR<sup>13</sup>-heteroarylP(=O)(C<sub>1</sub>-C<sub>6</sub>alkyl)<sub>2</sub>, wherein j is an integer from 0 to 4, n is an integer from 0 to 6, R<sup>39</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl, and R<sup>36</sup> is selected from the group consisting of H, -OH, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n3</sub>(C<sub>6</sub>-C<sub>10</sub> aryl), -(CH<sub>2</sub>)<sub>n3</sub>(5-10 membered heterocyclyl) and -(CH<sub>2</sub>)<sub>n3</sub>A<sup>4</sup>R<sup>37</sup>, wherein n3 is an integer ranging from 0 to 6, and R<sup>37</sup> is H or C<sub>1</sub>-C<sub>6</sub>alkyl;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-;

Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4 R<sup>2</sup> groups; and

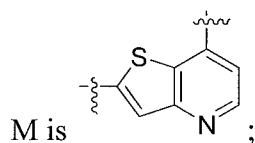




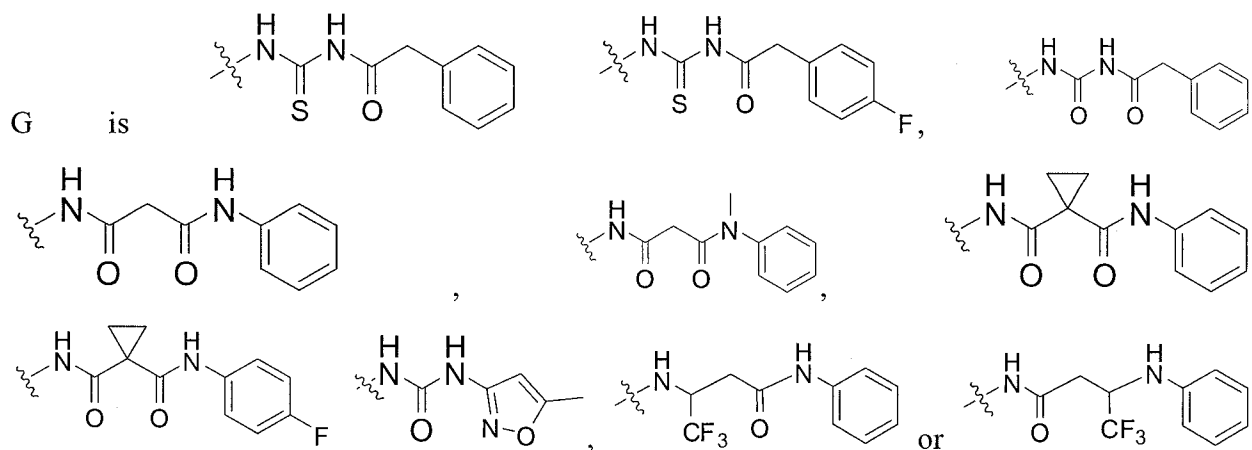
wherein phenyl groups of G are optionally substituted with from 0 to 4 independently selected  $R^{20}$ .

49. The compound according to claim 1, wherein

- 5 D is phenyl or pyridinyl, each of which is optionally substituted with 1 to 5 independently selected  $R^{38}$  groups, wherein
- each said  $R^{38}$  is independently selected from the group consisting of halo,  $C_1$ - $C_6$  alkyl,  $-(CH_2)_nP(=O)(C_1-C_6\text{alkyl})_2$ ,  $-(CH_2)_jNR^{39}CH_2(CH_2)_nP(=O)(C_1-C_6\text{alkyl})_2$ ,  $-NR^{13}C(X^1)NR^{13}$ -aryl $P(=O)(C_1-C_6\text{alkyl})_2$  and  $-NR^{13}C(X^1)NR^{13}$ -heteroaryl $P(=O)(C_1-C_6\text{alkyl})_2$ , wherein j is an
- 10 integer from 0 to 4, n is an integer from 0 to 6,  $R^{39}$  is H or  $C_1$ - $C_6$ alkyl, and  $R^{36}$  is selected from the group consisting of H, -OH,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_{10}$  cycloalkyl,  $-(CH_2)_{n3}(C_6-C_{10}$  aryl),  $-(CH_2)_{n3}(5-10$  membered heterocyclyl) and  $-(CH_2)_{n3}A^4R^{37}$ , wherein n3 is an integer ranging from 0 to 6, and  $R^{37}$  is H or  $C_1$ - $C_6$ alkyl;



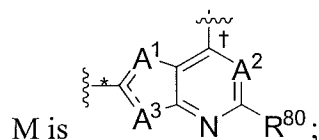
- 15 Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N( $R^5$ )-;
- Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4  $R^2$  groups; and



- 20 wherein phenyl groups of G are optionally substituted with from 0 to 4 independently selected  $R^{20}$ .

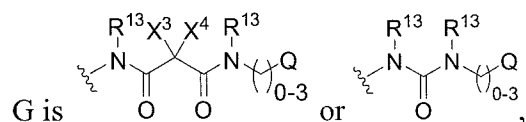
50. The compound according to claim 1, wherein

D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 or 2 independently selected  $R^{38}$  groups;



Z is -O-, -S-, -SO-, -SO<sub>2</sub>-, -CH<sub>2</sub>O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>- or -N(R<sup>5</sup>)-;

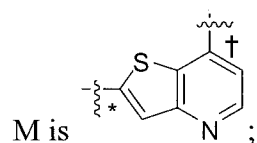
5 Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4  $R^2$  groups; and



wherein Q is optionally substituted with from 0 to 4 independently selected  $R^{20}$ .

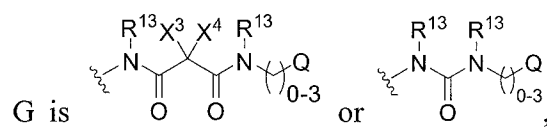
10 51. The compound according to claim 1, wherein

D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 or 2 independently selected  $R^{38}$  groups;



Z is -O-;

15 Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4  $R^2$  groups; and

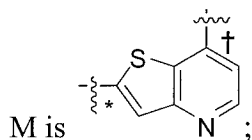


wherein Q is optionally substituted with from 0 to 4 independently selected  $R^{20}$ .

20 52. The compound according to claim 1, wherein

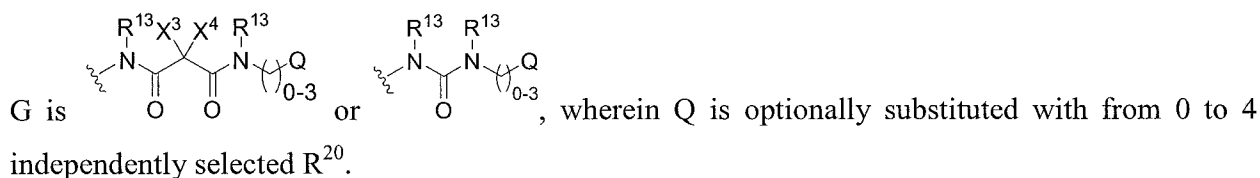
D is a 5- or 6-membered aryl or a 5- or 6- membered heteroaryl, each of which is optionally substituted with 1 or 2 independently selected  $R^{38}$  groups, wherein  $R^{38}$  is  $C_1$ - $C_6$ alkyl or  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and the  $-(CH_2)_n-$  group is optionally substituted with  $C_1$ - $C_6$ alkyl,  $R^{36}$  is  $-(CH_2)_{n3}A^4R^{37}$ , wherein n3 is an integer ranging from 0 to 6, wherein the  $R^{37}$  is optionally substituted  $C_1$ - $C_6$  alkyl, and  $R^{39}$  is H or  $-C(O)-C_1-C_3$ alkyl;





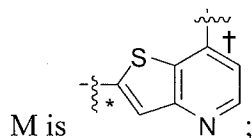
Z is -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4  $R^2$  groups; and



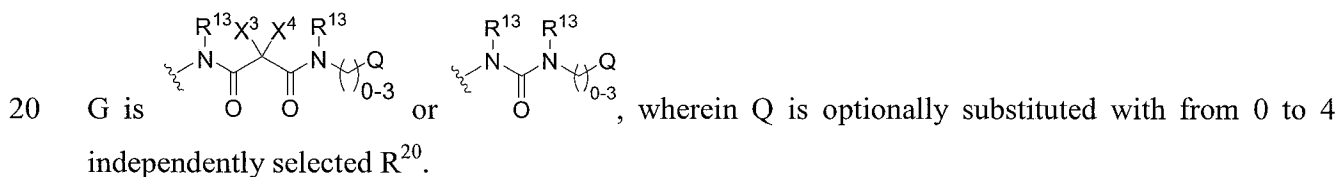
53. The compound according to claim 1, wherein,

D is imidazolyl, pyridinyl or phenyl, each of which is optionally substituted with 1 or 2 independently selected  $R^{38}$  groups, wherein  $R^{38}$  is  $C_1$ - $C_6$ alkyl or  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and the  $-(CH_2)_n-$  group is optionally substituted with  $C_1$ - $C_6$ alkyl,  $R^{36}$  is  $-(CH_2)_{n3}A^4R^{37}$ , wherein  $n3$  is an integer ranging from 0 to 6, wherein the  $R^{37}$  is optionally substituted  $C_1$ - $C_6$  alkyl, and  $R^{39}$  is H or  $-C(O)-C_1-C_3$ alkyl;



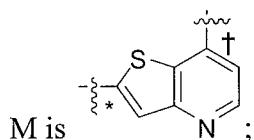
Z is -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4  $R^2$  groups; and



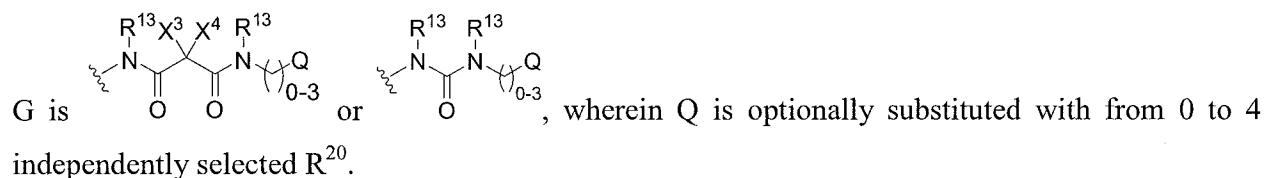
54. The compound according to claim 1, wherein

D is imidazolyl substituted with  $C_1$ - $C_6$ alkyl and  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and  $R^{36}$  is  $-(CH_2)_{n3}OR^{37}$  wherein  $n3$  is an integer ranging from 0 to 6, wherein the  $R^{37}$  is optionally substituted  $C_1$ - $C_6$  alkyl, and  $R^{39}$  is H;



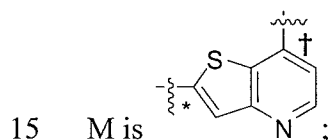
Z is -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4  $R^2$  groups; and



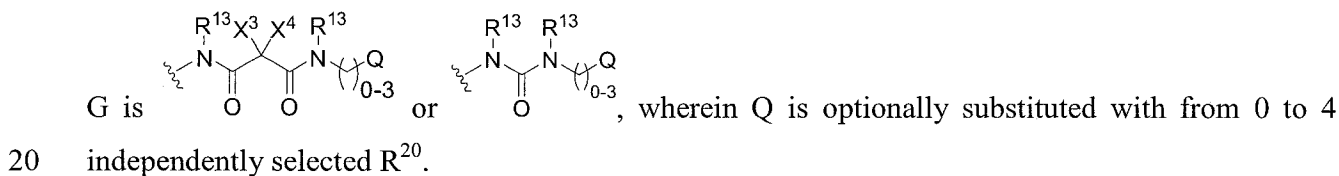
55. The compound according to claim 1, wherein

D is imidazolyl substituted on a nitrogen atom with  $C_1$ - $C_6$ alkyl and on a carbon atom with  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and  $R^{36}$  is  $-(CH_2)_{n3}OR^{37}$  wherein n3 is an integer ranging from 0 to 6, wherein the  $R^{37}$  is optionally substituted  $C_1$ - $C_6$  alkyl, and  $R^{39}$  is H;



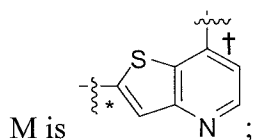
Z is -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4  $R^2$  groups; and



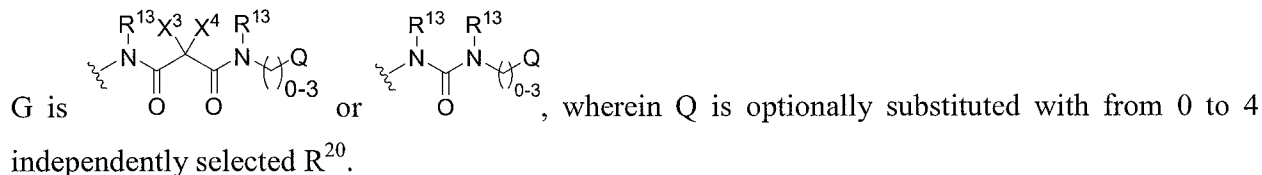
56. The compound according to claim 1, wherein

D is imidazolyl substituted with  $C_1$ - $C_6$ alkyl and  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and  $R^{36}$  is  $-(CH_2)_{n3}OR^{37}$  wherein n3 is an integer ranging from 0 to 6, wherein the  $R^{37}$  is optionally substituted  $C_1$ - $C_6$  alkyl, and  $R^{39}$  is H;



Z is -O-;

Ar is phenyl substituted with at least one halogen; and

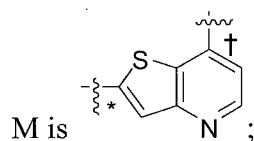


5

57. The compound according to claim 1, wherein

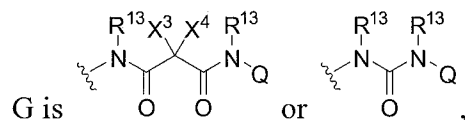
D is imidazolyl substituted with C<sub>1</sub>-C<sub>6</sub>alkyl and -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and R<sup>36</sup> is -(CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup> wherein n3 is an integer ranging from 0 to 6, wherein the R<sup>37</sup> is optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, and R<sup>39</sup> is H;

10



Z is -O-;

Ar is phenyl substituted with at least one halogen;



15

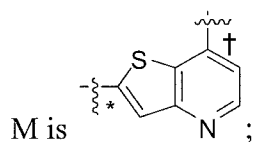
wherein

R<sup>13</sup> is H; and

Q is optionally substituted with from 0 to 4 independently selected R<sup>20</sup>.

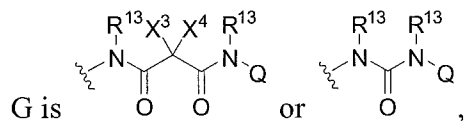
20 58. The compound according to claim 1, wherein

D is imidazolyl substituted with C<sub>1</sub>-C<sub>6</sub>alkyl and -(CH<sub>2</sub>)<sub>j</sub>NR<sup>39</sup>(CH<sub>2</sub>)<sub>n</sub>R<sup>36</sup>, wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and R<sup>36</sup> is -(CH<sub>2</sub>)<sub>n3</sub>OR<sup>37</sup> wherein n3 is an integer ranging from 0 to 6, wherein the R<sup>37</sup> is optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl, and R<sup>39</sup> is H;



Z is -O-;

Ar is phenyl substituted with at least one halogen;



5 wherein

$R^{13}$  is H;

$X^3$  and  $X^4$  are each H or taken together with the carbon to which they are attached are cyclopropyl;

and

Q is cycloalkyl, heteroaryl or phenyl, optionally substituted with from 0 to 4 independently selected

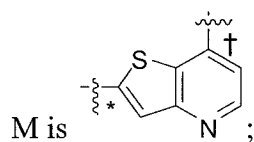
10  $R^{20}$ .

59. The compound according to claim 1, wherein

D is imidazolyl substituted with  $C_1$ - $C_6$ alkyl and  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from

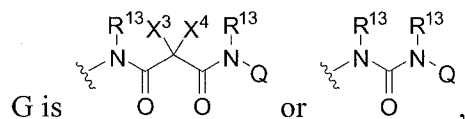
0 to 4, n is an integer from 0 to 6, and  $R^{36}$  is  $-(CH_2)_{n3}OR^{37}$  wherein n3 is an integer ranging from

15 0 to 6, wherein the  $R^{37}$  is optionally substituted  $C_1$ - $C_6$  alkyl, and  $R^{39}$  is H;



Z is -O-;

Ar is phenyl substituted with at least one halogen;



20

wherein

$R^{13}$  is H;

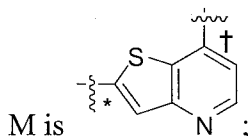
$X^3$  and  $X^4$  are each H or taken together with the carbon to which they are attached are cyclopropyl;

and

25 Q is cyclopropyl, isoxazole or phenyl, optionally substituted with from 0 to 2 independently selected halogen,  $C_1$ - $C_6$ alkyl or  $-CF_3$ .

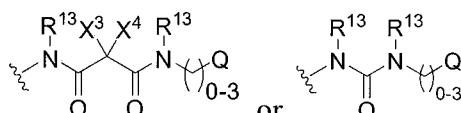
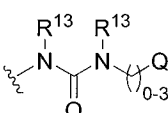
60. The compound according to claim 1, wherein,

D is pyridinyl substituted with  $-(\text{CH}_2)_j\text{NR}^{39}(\text{CH}_2)_n\text{R}^{36}$ , wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and  $\text{R}^{36}$  is  $-(\text{CH}_2)_{n3}\text{OR}^{37}$  wherein n3 is an integer ranging from 0 to 6, wherein the  $\text{R}^{37}$  is optionally substituted  $\text{C}_1\text{-C}_6$  alkyl, and  $\text{R}^{39}$  is H;



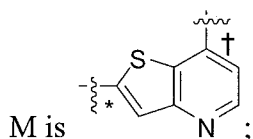
Z is -O-;

Ar is a 6-membered aryl or 6-membered heteroaryl, each of which is optionally substituted with 0 to 4  $\text{R}^2$  groups; and

G is  or , wherein Q is optionally substituted with from 0 to 4 independently selected  $\text{R}^{20}$ .

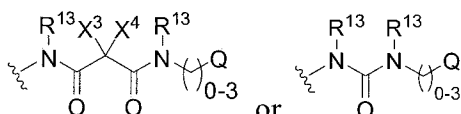
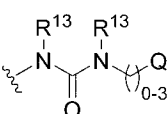
61. The compound according to claim 1, wherein

D is pyridinyl substituted with  $-(\text{CH}_2)_j\text{NR}^{39}(\text{CH}_2)_n\text{R}^{36}$ , wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and  $\text{R}^{36}$  is  $-(\text{CH}_2)_{n3}\text{OR}^{37}$  wherein n3 is an integer ranging from 0 to 6, wherein the  $\text{R}^{37}$  is optionally substituted  $\text{C}_1\text{-C}_6$  alkyl, and  $\text{R}^{39}$  is H;



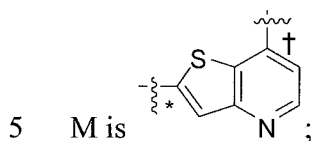
Z is -O-;

Ar is phenyl substituted with at least one halogen; and

G is  or , wherein Q is optionally substituted with from 0 to 4 independently selected  $\text{R}^{20}$ .

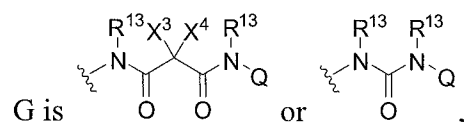
62. The compound according to claim 1, wherein

D is pyridinyl substituted with  $-(\text{CH}_2)_j\text{NR}^{39}(\text{CH}_2)_n\text{R}^{36}$ , wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and  $\text{R}^{36}$  is  $-(\text{CH}_2)_{n3}\text{OR}^{37}$  wherein n3 is an integer ranging from 0 to 6, wherein the  $\text{R}^{37}$  is optionally substituted  $\text{C}_1\text{-C}_6$  alkyl, and  $\text{R}^{39}$  is H;



Z is -O-;

Ar is phenyl substituted with at least one halogen



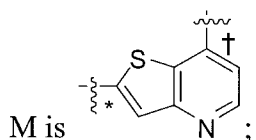
wherein

10  $\text{R}^{13}$  is H; and

Q is optionally substituted with from 0 to 4 independently selected  $\text{R}^{20}$ .

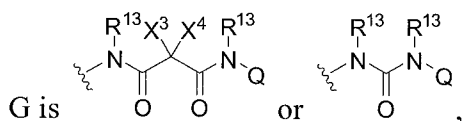
63. The compound according to claim 1, wherein

15 D is pyridinyl substituted with  $-(\text{CH}_2)_j\text{NR}^{39}(\text{CH}_2)_n\text{R}^{36}$ , wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and  $\text{R}^{36}$  is  $-(\text{CH}_2)_{n3}\text{OR}^{37}$  wherein n3 is an integer ranging from 0 to 6, wherein the  $\text{R}^{37}$  is optionally substituted  $\text{C}_1\text{-C}_6$  alkyl, and  $\text{R}^{39}$  is H;



Z is -O-;

20 Ar is phenyl substituted with at least one halogen;



wherein

$\text{R}^{13}$  is H;

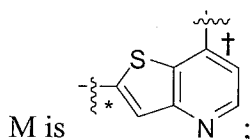
$\text{X}^3$  and  $\text{X}^4$  are each H or taken together with the carbon to which they are attached are cyclopropyl;

25 and

Q is cycloalkyl, heteroaryl or phenyl, optionally substituted with from 0 to 4 independently selected  $R^{20}$ .

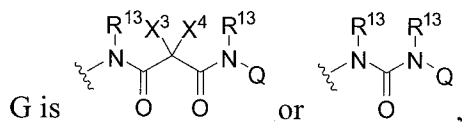
64. The compound according to claim 1, wherein

- 5 D is pyridinyl substituted with  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and  $R^{36}$  is  $-(CH_2)_{n3}OR^{37}$  wherein n3 is an integer ranging from 0 to 6, wherein the  $R^{37}$  is optionally substituted  $C_1$ - $C_6$  alkyl, and  $R^{39}$  is H;



- 10 Z is -O-;

Ar is phenyl substituted with at least one halogen;



wherein

$R^{13}$  is H or  $C_1$ - $C_6$  alkyl;

- 15  $X^3$  and  $X^4$  are each H or taken together with the carbon to which they are attached are cyclopropyl; and

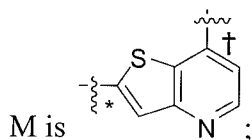
Q is cyclopropyl, cyclopentyl, cyclohexyl, pyridine or phenyl, optionally substituted with from 0 to 2 independently selected halogen,  $C_1$ - $C_6$ alkyl,  $-S(O)_2(C_1-C_6)alkyl$ ,  $-C(O)NH_2$ ,  $-C(O)(C_1-C_6)alkyl$  or  $-CF_3$ .

20

65. The compound according to claim 1, wherein

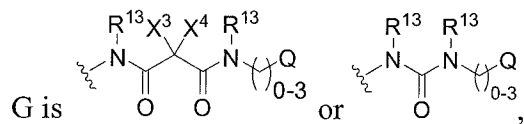
D is tetrahydropyridine substituted with  $-C(O)(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and  $R^{36}$  is  $-(CH_2)_{n3}OR^{37}$  wherein n3 is an integer ranging from 0 to 6, wherein the  $R^{37}$  is optionally substituted  $C_1$ - $C_6$  alkyl, and  $R^{39}$  is H;

25



Z is -O-;

Ar is phenyl substituted with at least one halogen; and



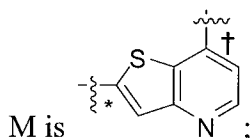
Q is cycloalkyl, heteroaryl or phenyl, optionally substituted with from 0 to 4 independently selected  $R^{20}$ .

5

66. The compound according to claim 1, wherein

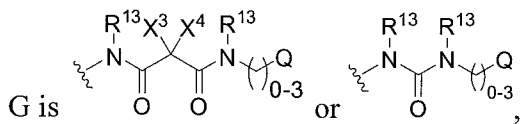
D is tetrahydropyridine substituted on nitrogen with  $-C(O)(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and  $R^{36}$  is  $-(CH_2)_{n3}OR^{37}$  wherein n3 is an integer ranging from 0 to 6, wherein the  $R^{37}$  is optionally substituted  $C_1$ - $C_6$  alkyl, and  $R^{39}$  is H;

10



Z is -O-;

Ar is phenyl substituted with at least one halogen; and



15 Q is cycloalkyl, heteroaryl or phenyl, optionally substituted with from 0 to 4 independently selected  $R^{20}$ .

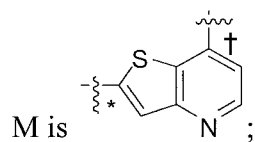
67. The compound according to claim 65 or 66, wherein Q is cyclopropyl, phenyl or isoxazole

20 68. The compound according to claim 65, 66 or 67, wherein  $R^{20}$  is halogen,  $-CF_3$  or  $-C_1$ - $C_6$ alkyl.

69. The compound according to claim 1, wherein,

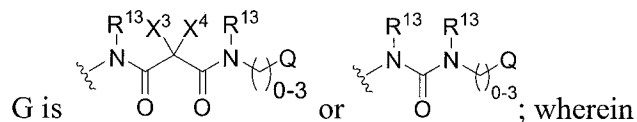
25 D is phenyl substituted with  $-(CH_2)_jNR^{39}(CH_2)_nR^{36}$ , wherein j is an integer from 0 to 4, n is an integer from 0 to 6, and the  $-(CH_2)_n$ - group is optionally substituted with  $C_1$ - $C_6$ alkyl,  $R^{36}$  is  $-(CH_2)_{n3}OR^{37}$ , wherein n3 is an integer ranging from 0 to 6, the  $R^{37}$  is optionally substituted  $C_1$ - $C_6$  alkyl, and  $R^{39}$  is H or  $-C(O)$ - $C_1$ - $C_3$ alkyl;





Z is -O-;

Ar is phenyl substituted with at least one halogen; and



- 5 Q is phenyl or isoxazole optionally substituted with from 0 to 4 independently selected halogen or C<sub>1</sub>-C<sub>6</sub>alkyl;
- R<sub>13</sub> is H; and
- X<sup>3</sup> and X<sup>4</sup> are each H or taken together with the carbon to which they are attached are cyclopropyl.
- 10 70. A composition comprising a compound according to any of claims 1 to 69 and a pharmaceutically acceptable carrier.
71. A method of inhibiting kinase activity, the method comprising contacting the kinase with a compound according to any of claims 1 to 69 or a composition thereof.
- 15 72. A method inhibiting angiogenesis, the method comprising administering to a patient in need thereof an effective amount of a compound according to any of claims 1 to 69 or a composition thereof.
- 20 73. A method of treating a disease responsive to inhibition of kinase activity, the method comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to any of claims 1 to 69 or a composition thereof.
74. A method of treating a cell proliferative disease, the method comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to any of claims 1 to 49 or a composition thereof.
- 25

75. A method of treating an ophthalmic disease, condition or disorder, the method comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to any of claims 1 and 50 to 69 or a composition thereof.

**INTERNATIONAL SEARCH REPORT**

International application No.  
PCT/CA2008/001538

<p>A. CLASSIFICATION OF SUBJECT MATTER                  IPC: <b>C07D 495/04</b> (2006.01) , <b>A61K 31/00</b> (2006.01) , <b>A61K 31/4365</b> (2006.01) , <b>A61P 27/02</b> (2006.01) , <b>A61P 35/00</b> (2006.01) , <b>A61P 9/00</b> (2006.01)                  According to International Patent Classification (IPC) or to both national classification and IPC</p>													
<p>B. FIELDS SEARCHED</p> <p>Minimum documentation searched (classification system followed by classification symbols)  <b>C07D 495/04</b> (2006.01)</p> <p>Documentation searched other than minimum documentation to the extent that such documents are included in the fields searched</p> <p>Electronic database(s) consulted during the international search (name of database(s) and, where practicable, search terms used)                  STN (structure); Scopus and West (thieno*pyridin*, VEGF, HGF, kinase, tyrosine)</p>													
<p>C. DOCUMENTS CONSIDERED TO BE RELEVANT</p> <table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:10%;">Category*</th> <th style="width:60%;">Citation of document, with indication, where appropriate, of the relevant passages</th> <th style="width:30%;">Relevant to claim No.</th> </tr> </thead> <tbody> <tr> <td align="center">X</td> <td>CA 2,611,370 (SAAVEDRA et al.) 20 November 2006 (20-11-2006) entire document cited in the application</td> <td>1-12, 14-25, 28, 31-75</td> </tr> <tr> <td align="center">X</td> <td>CA 2,571,680 (BORZILLERI et al.) 12 January 2006 (12-01-2006) entire document</td> <td>1-14, 16-20, 22-30, 32-35, 44, 45, 50, 70-75</td> </tr> <tr> <td align="center">X</td> <td>US 2007/0197537 (BLAKE et al.) 23 August 2007 (23-08-2007) par. [0015], [0023]; examples 76, 77, 98-101, 108, 112-114, 128-144, 146-163, 170-172, 175, 176</td> <td>1-12, 14-28, 31-53, 70-75</td> </tr> </tbody> </table>		Category*	Citation of document, with indication, where appropriate, of the relevant passages	Relevant to claim No.	X	CA 2,611,370 (SAAVEDRA et al.) 20 November 2006 (20-11-2006) entire document cited in the application	1-12, 14-25, 28, 31-75	X	CA 2,571,680 (BORZILLERI et al.) 12 January 2006 (12-01-2006) entire document	1-14, 16-20, 22-30, 32-35, 44, 45, 50, 70-75	X	US 2007/0197537 (BLAKE et al.) 23 August 2007 (23-08-2007) par. [0015], [0023]; examples 76, 77, 98-101, 108, 112-114, 128-144, 146-163, 170-172, 175, 176	1-12, 14-28, 31-53, 70-75
Category*	Citation of document, with indication, where appropriate, of the relevant passages	Relevant to claim No.											
X	CA 2,611,370 (SAAVEDRA et al.) 20 November 2006 (20-11-2006) entire document cited in the application	1-12, 14-25, 28, 31-75											
X	CA 2,571,680 (BORZILLERI et al.) 12 January 2006 (12-01-2006) entire document	1-14, 16-20, 22-30, 32-35, 44, 45, 50, 70-75											
X	US 2007/0197537 (BLAKE et al.) 23 August 2007 (23-08-2007) par. [0015], [0023]; examples 76, 77, 98-101, 108, 112-114, 128-144, 146-163, 170-172, 175, 176	1-12, 14-28, 31-53, 70-75											
<p><input checked="" type="checkbox"/> Further documents are listed in the continuation of Box C.      <input checked="" type="checkbox"/> See patent family annex.</p> <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%; vertical-align: top;"> <p>* Special categories of cited documents :</p> <p>“A” document defining the general state of the art which is not considered to be of particular relevance</p> <p>“E” earlier application or patent but published on or after the international filing date</p> <p>“L” document which may throw doubts on priority claim(s) or which is cited to establish the publication date of another citation or other special reason (as specified)</p> <p>“O” document referring to an oral disclosure, use, exhibition or other means</p> <p>“P” document published prior to the international filing date but later than the priority date claimed</p> </td> <td style="width:50%; vertical-align: top;"> <p>“T” later document published after the international filing date or priority date and not in conflict with the application but cited to understand the principle or theory underlying the invention</p> <p>“X” document of particular relevance; the claimed invention cannot be considered novel or cannot be considered to involve an inventive step when the document is taken alone</p> <p>“Y” document of particular relevance; the claimed invention cannot be considered to involve an inventive step when the document is combined with one or more other such documents, such combination being obvious to a person skilled in the art</p> <p>“&amp;” document member of the same patent family</p> </td> </tr> </table>		<p>* Special categories of cited documents :</p> <p>“A” document defining the general state of the art which is not considered to be of particular relevance</p> <p>“E” earlier application or patent but published on or after the international filing date</p> <p>“L” document which may throw doubts on priority claim(s) or which is cited to establish the publication date of another citation or other special reason (as specified)</p> <p>“O” document referring to an oral disclosure, use, exhibition or other means</p> <p>“P” document published prior to the international filing date but later than the priority date claimed</p>	<p>“T” later document published after the international filing date or priority date and not in conflict with the application but cited to understand the principle or theory underlying the invention</p> <p>“X” document of particular relevance; the claimed invention cannot be considered novel or cannot be considered to involve an inventive step when the document is taken alone</p> <p>“Y” document of particular relevance; the claimed invention cannot be considered to involve an inventive step when the document is combined with one or more other such documents, such combination being obvious to a person skilled in the art</p> <p>“&amp;” document member of the same patent family</p>										
<p>* Special categories of cited documents :</p> <p>“A” document defining the general state of the art which is not considered to be of particular relevance</p> <p>“E” earlier application or patent but published on or after the international filing date</p> <p>“L” document which may throw doubts on priority claim(s) or which is cited to establish the publication date of another citation or other special reason (as specified)</p> <p>“O” document referring to an oral disclosure, use, exhibition or other means</p> <p>“P” document published prior to the international filing date but later than the priority date claimed</p>	<p>“T” later document published after the international filing date or priority date and not in conflict with the application but cited to understand the principle or theory underlying the invention</p> <p>“X” document of particular relevance; the claimed invention cannot be considered novel or cannot be considered to involve an inventive step when the document is taken alone</p> <p>“Y” document of particular relevance; the claimed invention cannot be considered to involve an inventive step when the document is combined with one or more other such documents, such combination being obvious to a person skilled in the art</p> <p>“&amp;” document member of the same patent family</p>												
<p>Date of the actual completion of the international search</p> <p>31 October 2008 (31-10-2008)</p>	<p>Date of mailing of the international search report</p> <p>20 November 2008 (20-11-2008)</p>												
<p>Name and mailing address of the ISA/CA</p> <p>Canadian Intellectual Property Office                  Place du Portage I, C114 - 1st Floor, Box PCT                  50 Victoria Street                  Gatineau, Quebec K1A 0C9                  Facsimile No.: 001-819-953-2476</p>	<p>Authorized officer</p> <p><b>Samantha Drouin 819- 934-2324</b></p>												

**INTERNATIONAL SEARCH REPORT**International application No.  
PCT/CA2008/001538**Box No. II Observations where certain claims were found unsearchable (Continuation of item 2 of the first sheet)**

This international search report has not been established in respect of certain claims under Article 17(2)(a) for the following reasons :

1.  Claim Nos. : 71-75

because they relate to subject matter not required to be searched by this Authority, namely :

Although claims 71-75 are directed to a method of treatment of the human or animal body, the search has been carried out and based on the alleged effects of the compounds and compositions thereof.

2.  Claim Nos. : 1-75

because they relate to parts of the international application that do not comply with the prescribed requirements to such an extent that no meaningful international search can be carried out, specifically :

The claims define an extremely large number of compounds. The subject matter so lacks support and disclosure under PCT Articles 5 and 6, that a complete search on the whole scope cannot be performed. The search under PCT Article 17(2)(a) has therefore been limited to the compounds which appear to be supported and disclosed, namely the compounds of the examples. In this regard, it is noted that *all* compounds defined in claim 13 fall entirely outside the present search.

3.  Claim Nos. :

because they are dependent claims and are not drafted in accordance with the second and third sentences of Rule 6.4(a).

**Box No. III Observations where unity of invention is lacking (Continuation of item 3 of first sheet)**

This International Searching Authority found multiple inventions in this international application, as follows :

1.  As all required additional search fees were timely paid by the applicant, this international search report covers all searchable claims.

2.  As all searchable claims could be searched without effort justifying additional fees, this Authority did not invite payment of additional fees.

3.  As only some of the required additional search fees were timely paid by the applicant, this international search report covers only those claims for which fees were paid, specifically claim Nos. :

4.  No required additional search fees were timely paid by the applicant. Consequently, this international search report is restricted to the invention first mentioned in the claims; it is covered by claim Nos. :

**Remark on Protest**  The additional search fees were accompanied by the applicant's protest and, where applicable, the payment of a protest fee.

The additional search fees were accompanied by the applicant's protest but the applicable protest fee was not paid within the time limit specified in the invitation.

No protest accompanied the payment of additional search fees.

## INTERNATIONAL SEARCH REPORT

International application No.  
PCT/CA2008/001538

## C (Continuation). DOCUMENTS CONSIDERED TO BE RELEVANT

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X	WO 07/054831 (SAAVEDRA et al.) 18 May 2007 (18-05-2007) par. [0012]-[0016]; examples	1-12, 14-20, 22-27, 31-50, 70-75
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International application No.  
**PCT/CA2008/001538**

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