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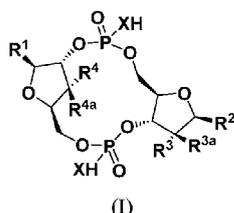
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(54) Title: CYCLIC DINUCLEOTIDES AS ANTICANCER AGENTS



(57) Abstract: The present invention is directed to compounds of the formula (I) wherein all substituents are defined herein, as well as pharmaceutically acceptable compositions comprising compounds of the invention and methods of using said compositions in the treatment of various disorders.



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CYCLIC DINUCLEOTIDES AS ANTICANCER AGENTS

CROSS-REFERENCE TO RELATED APPLICATIONS

This application claims the benefit of U.S. Provisional Application No.
5 62/552689, filed August 31, 2017, the disclosure of which is incorporated herein by
reference in its entirety.

FIELD OF THE INVENTION

The invention provides novel compounds, pharmaceutical compositions
10 comprising the compounds, and methods of using them, for example, for the treatment or
prophylaxis of certain cancers and to their use in therapy.

BACKGROUND OF THE INVENTION

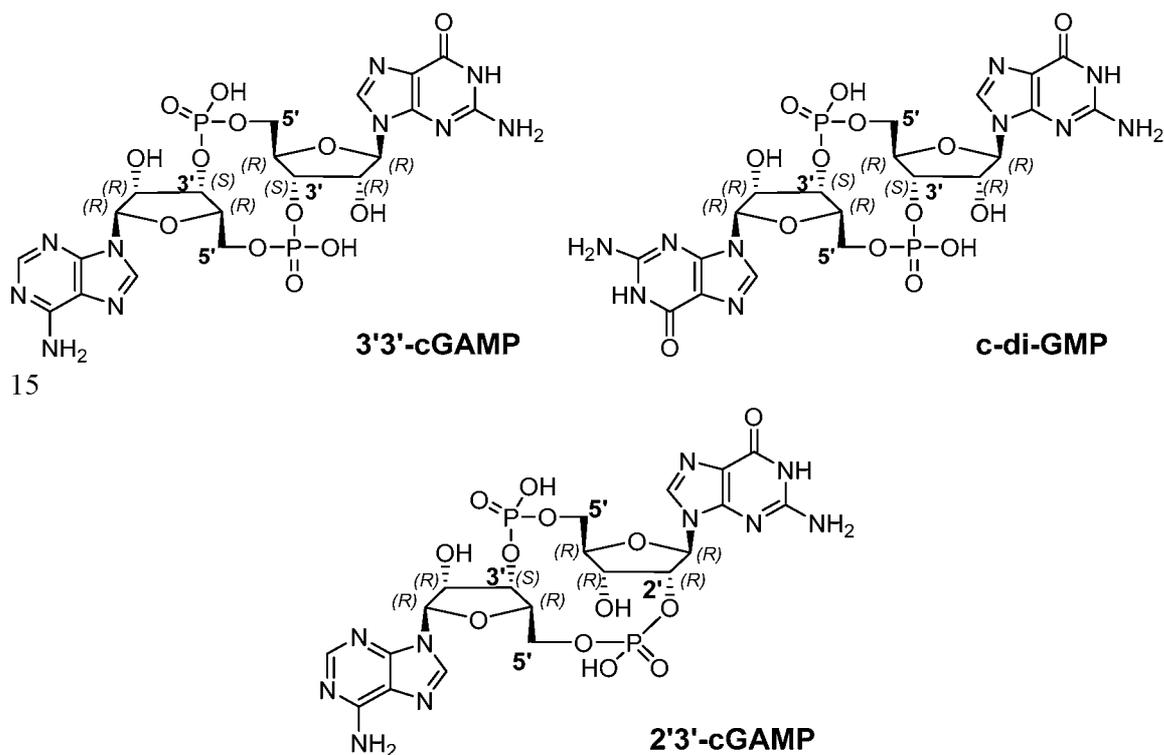
Immunotherapy is a rapidly expanding area of medical treatment in which a
15 patient's immune system is deliberately activated, suppressed or otherwise modulated for
a positive therapeutic effect. Immunotherapy agents include such things as cells,
antigens, antibodies, nucleic acids, proteins, peptides, naturally occurring ligands and
synthetically prepared molecules. Cytokines are small glycoprotein molecules known for
their role in causing immune response through complex signaling networks. Cytokines
20 have been explored as immunotherapy agents but their direct administration is hampered
by many factors including their short half-life in blood which can only be compensated
with frequent and often high doses. One highly promising approach is cytokine induction
in which the patient is treated with an immunomodulatory agent that triggers the
production of one or more therapeutically beneficial cytokines in their body.

25 One agent in the production of cytokines is the adaptor protein STING
(*ST*imulator of *I*nterferon *G*enes; also known as MPYS, TMEM173, MITA and ERIS).
STING is an intracellular receptor situated on the endoplasmic reticulum. The binding to
STING by an agonist activates a signaling pathway culminating in the induction of Type I
IFNs, which are secreted and protect the secreting and nearby cells. STING can be
30 activated by two different pathways, each involving a different type of cyclic dinucleotide
("CDN") agonist. In the first pathway, the agonist is an exogenous CDN used by bacterial
pathogens as a second messenger (Burdette *et al.* 2013). In the second pathway the

enzyme cyclic GMP-AMP synthase (cGAS) detects cytosolic DNA and, in response, synthesizes a CDN that functions as an endogenous STING agonist (Ablasser *et al.* 2013; Gao *et al.* 2013; Sun *et al.* 2013).

- Activation of STING results in up-regulation of IRF3 and NF- κ B pathways leading to induction of Interferon- β and other cytokines. STING is crucial for responses to cytosolic DNA of pathogen or host origin.

Two exogenous bacterial STING agonist CDNs are 3'3'-cGAMP and c-GMP. The endogenous STING agonist CDN made by cGAS is 2'3'-cGAMP. The bacterial CDNs are characterized by two 3'5' phosphodiester bridges, while the cGAS-produced CDN is characterized by one 2'5' and one 3'5' phosphodiester bridge. As a shorthand, the former CDNs are referred to as 3'3' CDNs and the latter as 2'3' CDNs. For historical reasons, 3'3' CDNs also are referred to as the "canonical" form and 2'3' CDNs are referred to as the "non-canonical" form.



In addition to protecting an organism against pathogen infection, STING activation has also been reported to be beneficial in the treatment of inflammatory diseases and, in an area of particular current interest, cancer. Administration of a synthetic

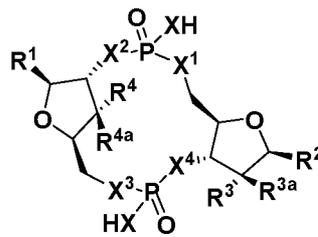
CDN in combination with the cancer vaccine STINGVAX demonstrated enhanced antitumor efficacy in multiple therapeutic models (Fu *et al.* 2015). Administration of STING agonists alone has been reported to show potent antitumor immune efficacy in a mouse model (Corrales *et al.* 2015a). For reviews on the role of STING in infection, inflammation, and/or cancer, see Ahn *et al.* 2015; Corrales *et al.* 2015b and 2016; and Barber 2015.

The present invention, therefore, provides novel cyclic dinucleotides which may be useful for the treatment of cancer.

10

SUMMARY OF THE INVENTION

There is provided a compound of formula (I)



15

(I)

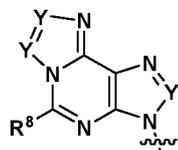
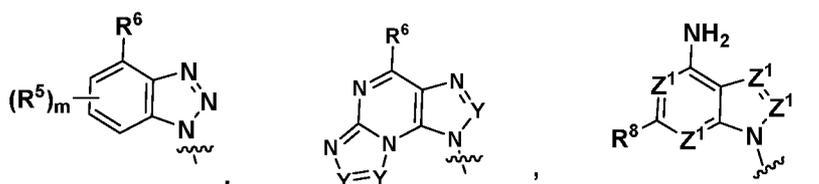
wherein

each X is independently O or S;

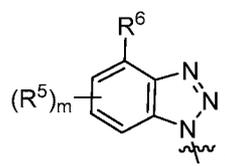
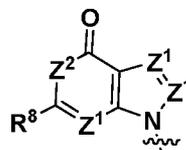
X¹, X², X³ and X⁴ are each independently O or NH;

R¹ and R² are independently

20



or



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

Z² is NR^b;

5 R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

10 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{a1} is H or C₁₋₃ alkyl;

R³ and R⁴ are independently H, CH₃, halogen, NH₂ or OH;

R^{3a} and R^{4a} are independently H, CH₃, halogen, NH₂ or OH; or

15 R³ and R^{3a} or R⁴ and R^{4a} may independently be taken together to form a 3-4 membered carbocycle; or

R³ and R^{3a} or R⁴ and R^{4a} may independently be taken together to form a C=CH₂ substituent;

20 R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{5a} is H or C₁₋₃ alkyl;

R⁶ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al}C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

R⁸ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al}C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

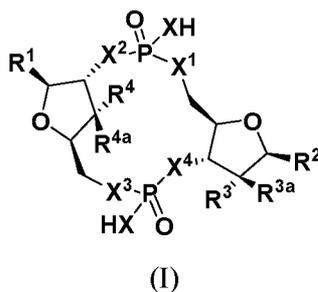
10 or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

In another aspect, there is provided a pharmaceutical composition comprising a compound of the invention or a pharmaceutically acceptable salt thereof and one or more pharmaceutically acceptable carriers, diluents or excipients.

In another aspect, there is provided a method of treating cancer which comprises administering to a subject in need thereof a therapeutically effective amount of an activator of STING (of Formula I).

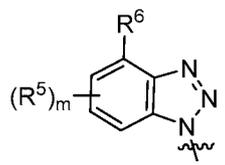
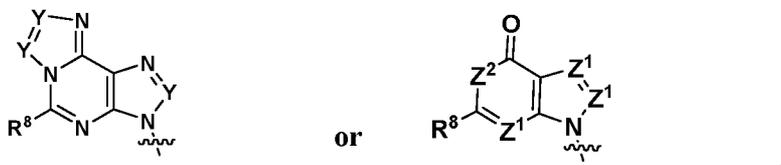
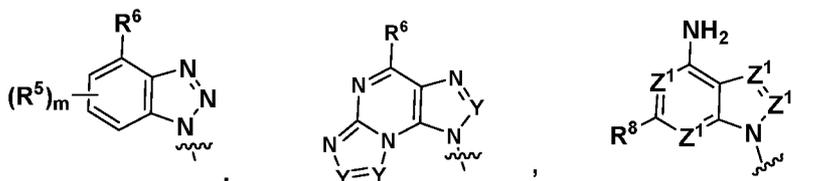
DETAILED DESCRIPTION OF THE INVENTION

In a first aspect of the present invention, there is provided a compound of formula (I)



wherein

25 each X is independently O or S;
 X¹, X², X³ and X⁴ are each independently O or NH;
 R¹ and R² are independently



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

5 Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

10 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{a1} is H or C₁₋₃ alkyl;

R³ and R⁴ are independently H, CH₃, halogen, NH₂ or OH;

R^{3a} and R^{4a} are independently H, CH₃, halogen, NH₂ or OH; or

15 R³ and R^{3a} or R⁴ and R^{4a} may independently be taken together to form a 3-4 membered carbocycle; or

R³ and R^{3a} or R⁴ and R^{4a} may independently be taken together to form a C=CH₂ substituent;

20 R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -

$\text{NR}^{\text{al}}\text{C}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{S}(\text{O})_2\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{S}(\text{O})_2\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{S}(\text{O})\text{R}^{\text{al}}$, $-\text{S}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{S}(\text{O})_2\text{R}^{\text{al}}$ or $\text{S}(\text{O})_2\text{NR}^{\text{al}}\text{R}^{\text{al}}$;

$\text{R}^{5\text{a}}$ is H or C_{1-3} alkyl;

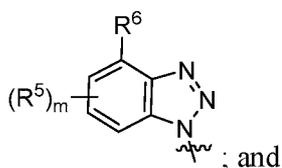
R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-\text{C}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{COOR}^{\text{al}}$,
 5 $\text{OC}(\text{O})\text{R}^{\text{al}}$, $-\text{OC}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{C}(\text{O})\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{COOR}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{C}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{S}(\text{O})_2\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{S}(\text{O})_2\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{S}(\text{O})\text{R}^{\text{al}}$, $-\text{S}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{S}(\text{O})_2\text{R}^{\text{al}}$ or $\text{S}(\text{O})_2\text{NR}^{\text{al}}\text{R}^{\text{al}}$;

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-\text{C}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{COOR}^{\text{al}}$, $-\text{OC}(\text{O})\text{R}^{\text{al}}$, $-\text{OC}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{C}(\text{O})\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{COOR}^{\text{al}}$,
 10 $\text{NR}^{\text{al}}\text{C}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{S}(\text{O})_2\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{S}(\text{O})_2\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{S}(\text{O})\text{R}^{\text{al}}$, $-\text{S}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{S}(\text{O})_2\text{R}^{\text{al}}$ or $\text{S}(\text{O})_2\text{NR}^{\text{al}}\text{R}^{\text{al}}$;

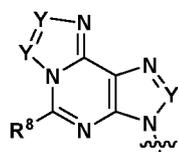
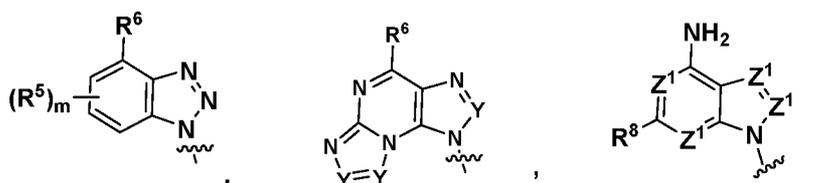
or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

In a second aspect of the invention, there is provided a compound of formula (I)
 15 wherein

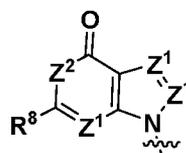
R^1 is



R^2 is



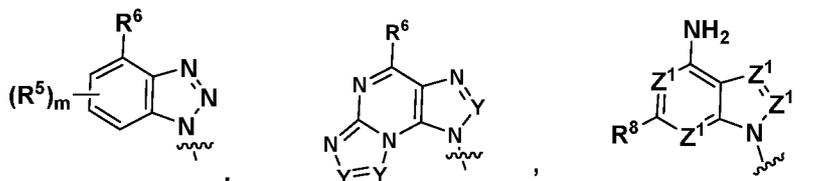
or



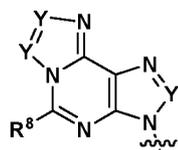
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In a third aspect of the invention, there is provided a compound of formula (I) wherein

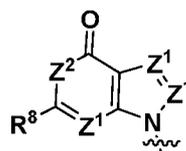
R¹ is



5

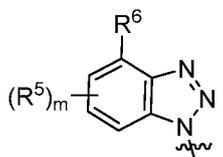


or



and

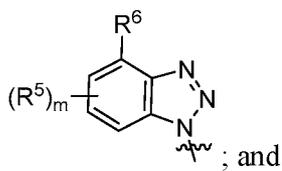
R² is



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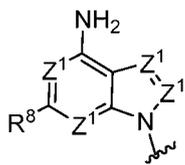
In a 4th aspect of the invention, there is provided a compound of formula (I) wherein

R¹ is



15

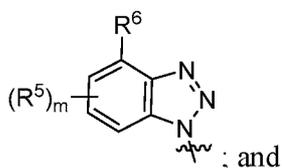
R² is



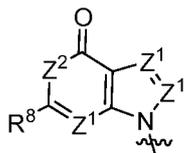
In a 5th aspect of the invention, there is provided a compound of formula (I)

wherein

5 R¹ is

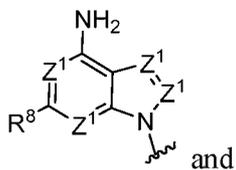


R² is

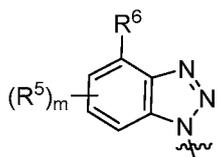


10 In a 6th aspect of the invention, there is provided a compound of formula I wherein

R¹ is

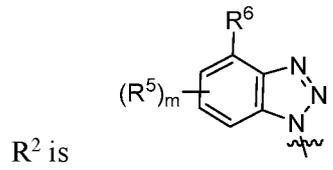
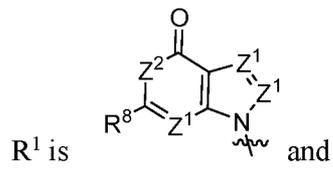


R² is



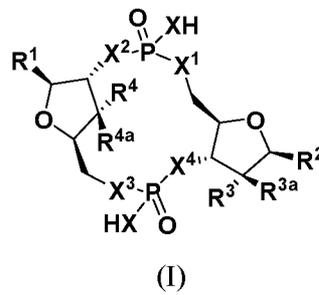
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In a 7th aspect of the invention, there is provided a compound of formula I wherein



In an 8th aspect of the invention, there is provided a compound of formula I

5



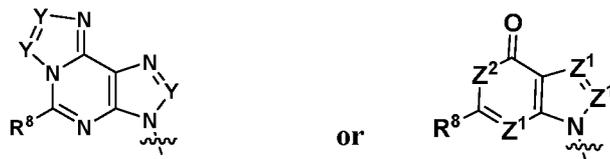
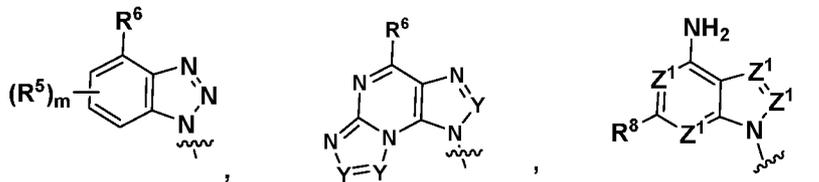
wherein

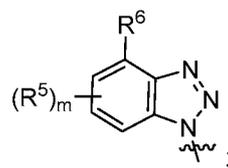
X is S;

X¹, X², X³ and X⁴ are each independently O or NH;

10

R¹ and R² are independently





with the proviso that one of R^1 and R^2 must be

Z^1 is N or CR^a ;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted
 5 with 0-6 R^5 , CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-$
 $OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-$
 $NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 ,
 $-C(O)R^{al}$, $-C(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

10 R^{al} is H or C_{1-3} alkyl;

R^3 is H, CH_3 , halogen, NH_2 or OH;

R^{3a} is H, CH_3 , halogen, NH_2 or OH; or

R^3 and R^{3a} may be taken together to form a 3-4 membered carbocycle; or

R^3 and R^{3a} may be taken together to form a $C=CH_2$ substituent;

15 R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

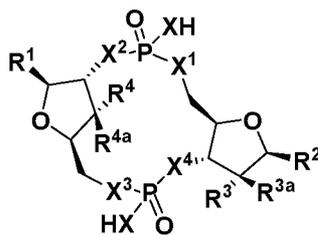
R^{5a} is H or C_{1-3} alkyl;

20 R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

25 R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

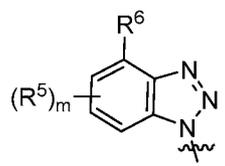
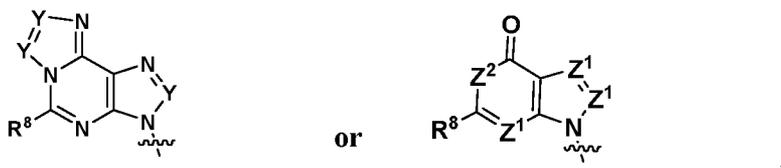
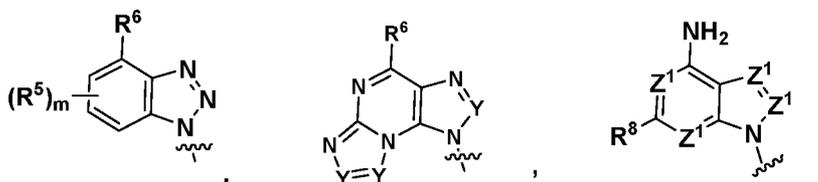
30 In a 9th aspect of the invention, there is provided a compound of formula I



(I)

wherein

- 5 X is O;
 X^1 , X^2 , X^3 and X^4 are each independently O or NH;
 R^1 and R^2 are independently



- 10 with the proviso that one of R^1 and R^2 must be

Z^1 is N or CR^a ;

Z^2 is NR^b ;

- R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, -
 15 $OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, -
 $NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^b is H, C₁₋₆ alkyl substituted with 0-6 R^5 , C₃₋₆ cycloalkyl substituted with 0-6 R^5 , -C(O) R^{a1} , -C(O)NR^{a1} R^{a1} , -S(O)₂ R^{a1} or S(O)₂NR^{a1} R^{a1} ;

R^{a1} is H or C₁₋₃ alkyl;

R^3 is H, CH₃, halogen, NH₂ or OH;

5 R^{3a} is H, CH₃, halogen, NH₂ or OH; or

R^3 and R^{3a} may be taken together to form a 3-4 membered carbocycle; or

R^3 and R^{3a} may be taken together to form a C=CH₂ substituent;

R^5 is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1} R^{a1} , -COOR^{a1}, -OC(O) R^{a1} , -OC(O)NR^{a1} R^{a1} , -NR^{a1} R^{a1} , -NR^{a1} C(O) R^{a1} , -NR^{a1}COOR^{a1}, -

10 NR^{a1}C(O)NR^{a1} R^{a1} , -NR^{a1}S(O)₂ R^{a1} , -NR^{a1}S(O)₂NR^{a1} R^{a1} , -S(O) R^{a1} , -S(O)NR^{a1} R^{a1} , -S(O)₂ R^{a1} or S(O)₂NR^{a1} R^{a1} ;

R^{5a} is H or C₁₋₃ alkyl;

R^6 is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1} R^{a1} , -COOR^{a1}, -OC(O) R^{a1} , -OC(O)NR^{a1} R^{a1} , -NR^{a1} R^{a1} , -NR^{a1} C(O) R^{a1} , -NR^{a1}COOR^{a1}, -

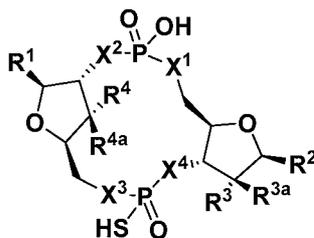
15 NR^{a1}C(O)NR^{a1} R^{a1} , -NR^{a1}S(O)₂ R^{a1} , -NR^{a1}S(O)₂NR^{a1} R^{a1} , -S(O) R^{a1} , -S(O)NR^{a1} R^{a1} , -S(O)₂ R^{a1} or S(O)₂NR^{a1} R^{a1} ;

R^8 is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1} R^{a1} , -COOR^{a1}, -OC(O) R^{a1} , -OC(O)NR^{a1} R^{a1} , -NR^{a1} R^{a1} , -NR^{a1} C(O) R^{a1} , -NR^{a1}COOR^{a1}, -

20 NR^{a1}C(O)NR^{a1} R^{a1} , -NR^{a1}S(O)₂ R^{a1} , -NR^{a1}S(O)₂NR^{a1} R^{a1} , -S(O) R^{a1} , -S(O)NR^{a1} R^{a1} , -S(O)₂ R^{a1} or S(O)₂NR^{a1} R^{a1} ;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

In a tenth aspect of the invention, there is provided a compound of the formula

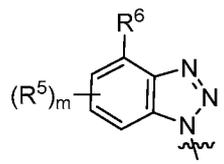
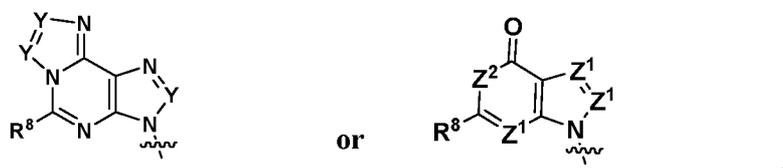
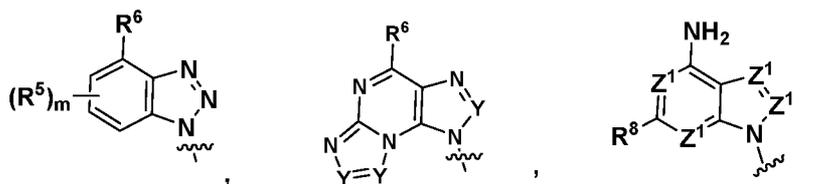


25

wherein

X^1 , X^2 , X^3 and X^4 are each independently O or NH;

R¹ and R² are independently



with the proviso that one of R¹ and R² must be

5 Z¹ is N or CR^a;

Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -

10 NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{a1} is H or C₁₋₃ alkyl;

R³ is H, CH₃, halogen, NH₂ or OH;

15 R^{3a} is H, CH₃, halogen, NH₂ or OH; or

R³ and R^{3a} may be taken together to form a 3-4 membered carbocycle; or

R³ and R^{3a} may be taken together to form a C=CH₂ substituent;

R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -

20 NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{5a} is H or C₁₋₃ alkyl;

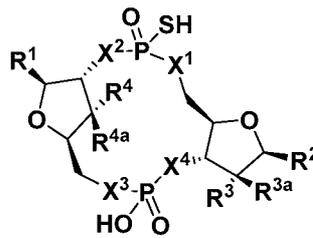
R⁶ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -

5 S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

R⁸ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

10 or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

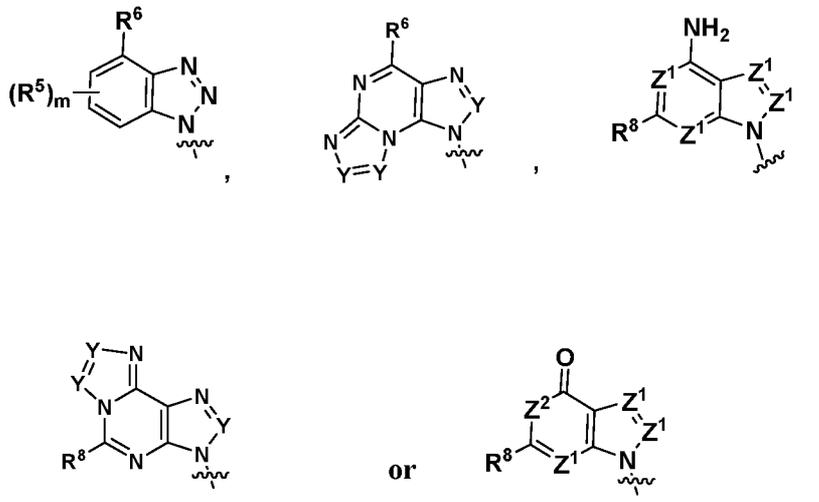
In an 11th aspect of the invention, there is provided a compound of the formula

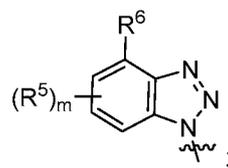


15 wherein

X¹, X², X³ and X⁴ are each independently O or NH;

R¹ and R² are independently





with the proviso that one of R^1 and R^2 must be

Z^1 is N or CR^a ;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted
 5 with 0-6 R^5 , CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-$
 $OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-$
 $NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 ,
 $-C(O)R^{al}$, $-C(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

10 R^{al} is H or C_{1-3} alkyl;

R^3 is H, CH_3 , halogen, NH_2 or OH;

R^{3a} is H, CH_3 , halogen, NH_2 or OH; or

R^3 and R^{3a} may be taken together to form a 3-4 membered carbocycle; or

R^3 and R^{3a} may be taken together to form a $C=CH_2$ substituent;

15 R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

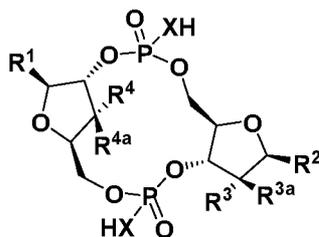
R^{5a} is H or C_{1-3} alkyl;

20 R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

25 R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

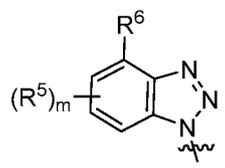
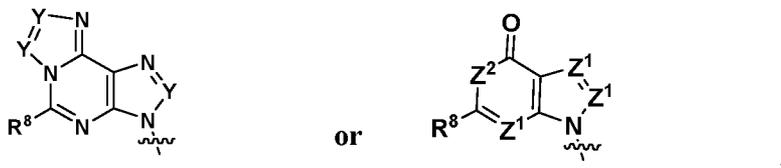
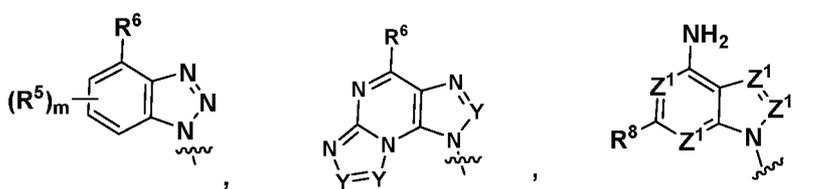
30 In a 12th aspect of the invention, there is provided a compound of the formula



wherein

each X is independently O or S;

5 R^1 and R^2 are independently



with the proviso that one of R^1 and R^2 must be

Z^1 is N or CR^a ;

10 Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

15 R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , $-C(O)R^{a1}$, $-C(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^{a1} is H or C_{1-3} alkyl;

R^3 is H, CH_3 , halogen, NH_2 or OH;

R^{3a} is H, CH_3 , halogen, NH_2 or OH; or

R^3 and R^{3a} may be taken together to form a 3-4 membered carbocycle; or

R^3 and R^{3a} may be taken together to form a $C=CH_2$ substituent;

- 5 R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

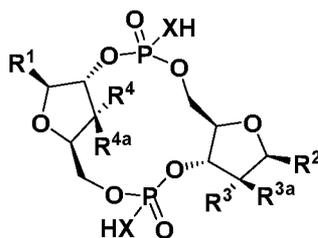
R^{5a} is H or C_{1-3} alkyl;

- 10 R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

- 15 R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

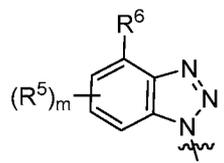
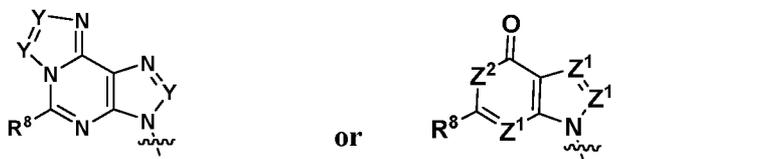
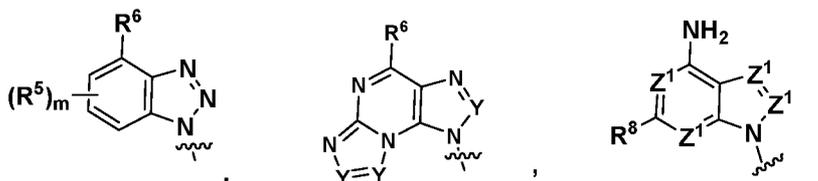
- 20 In a 13th aspect of the invention, there is provided a compound of the formula



wherein

X is S;

- 25 R^1 and R^2 are independently



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

5 Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

10 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{a1} is H or C₁₋₃ alkyl;

R³ is H, CH₃, halogen, NH₂ or OH;

R^{3a} is H, CH₃, halogen, NH₂ or OH; or

15 R³ and R^{3a} may be taken together to form a 3-4 membered carbocycle; or

R³ and R^{3a} may be taken together to form a C=CH₂ substituent;

R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -

20 S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{5a} is H or C₁₋₃ alkyl;

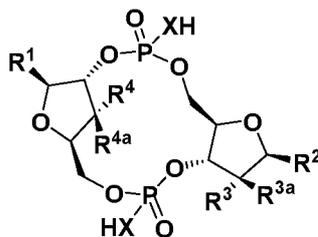
R⁶ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

5 R⁸ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

10

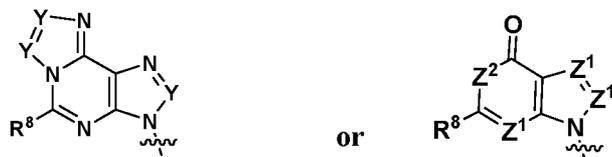
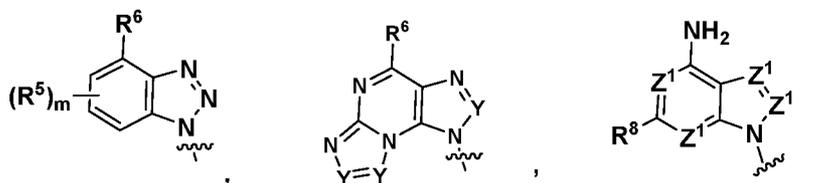
In a 14th aspect of the invention, there is provided a compound of the formula

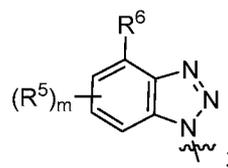


wherein

15 X is O;

R¹ and R² are independently





with the proviso that one of R^1 and R^2 must be

Z^1 is N or CR^a ;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted
 5 with 0-6 R^5 , CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-$
 $OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-$
 $NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;
 R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 ,
 $-C(O)R^{al}$, $-C(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

10 R^{al} is H or C_{1-3} alkyl;

R^3 is H, CH_3 , halogen, NH_2 or OH;

R^{3a} is H, CH_3 , halogen, NH_2 or OH; or

R^3 and R^{3a} may be taken together to form a 3-4 membered carbocycle; or

R^3 and R^{3a} may be taken together to form a $C=CH_2$ substituent;

15 R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

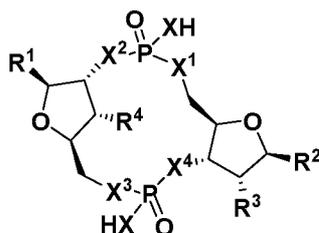
R^{5a} is H or C_{1-3} alkyl;

20 R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

25 R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

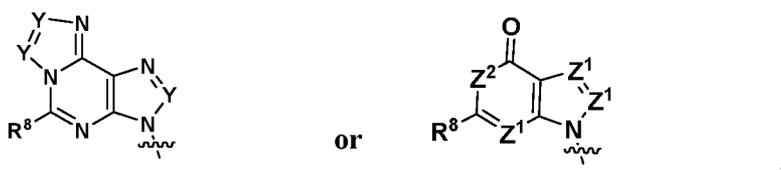
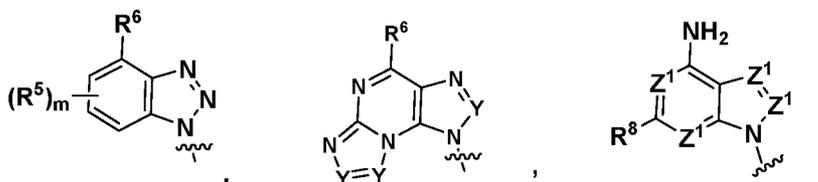
or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

30 In a 15th aspect of the invention, there is provided a compound of the formula



wherein

- 5 each X is independently O or S;
 X^1 , X^2 , X^3 and X^4 are each independently O or NH;
 R^1 and R^2 are independently



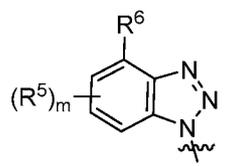
- 10 with the proviso that one of R^1 and R^2 must be

Z^1 is N or CR^a ;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, -

- 15 $OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;



R^b is H, C₁₋₆ alkyl substituted with 0-6 R^5 , C₃₋₆ cycloalkyl substituted with 0-6 R^5 , -C(O) R^{a1} , -C(O)NR^{a1} R^{a1} , -S(O)₂ R^{a1} or S(O)₂NR^{a1} R^{a1} ;

R^{a1} is H or C₁₋₃ alkyl;

R^3 and R^4 are independently H, CH₃, halogen, NH₂ or OH;

5 R^5 is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1} R^{a1} , -COOR^{a1}, -OC(O) R^{a1} , -OC(O)NR^{a1} R^{a1} , -NR^{a1} R^{a1} , -NR^{a1} C(O) R^{a1} , -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1} R^{a1} , -NR^{a1}S(O)₂ R^{a1} , -NR^{a1}S(O)₂NR^{a1} R^{a1} , -S(O) R^{a1} , -S(O)NR^{a1} R^{a1} , -S(O)₂ R^{a1} or S(O)₂NR^{a1} R^{a1} ;

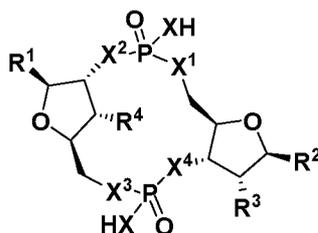
R^{5a} is H or C₁₋₃ alkyl;

10 R^6 is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1} R^{a1} , -COOR^{a1}, -OC(O) R^{a1} , -OC(O)NR^{a1} R^{a1} , -NR^{a1} R^{a1} , -NR^{a1} C(O) R^{a1} , -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1} R^{a1} , -NR^{a1}S(O)₂ R^{a1} , -NR^{a1}S(O)₂NR^{a1} R^{a1} , -S(O) R^{a1} , -S(O)NR^{a1} R^{a1} , -S(O)₂ R^{a1} or S(O)₂NR^{a1} R^{a1} ;

15 R^8 is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1} R^{a1} , -COOR^{a1}, -OC(O) R^{a1} , -OC(O)NR^{a1} R^{a1} , -NR^{a1} R^{a1} , -NR^{a1} C(O) R^{a1} , -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1} R^{a1} , -NR^{a1}S(O)₂ R^{a1} , -NR^{a1}S(O)₂NR^{a1} R^{a1} , -S(O) R^{a1} , -S(O)NR^{a1} R^{a1} , -S(O)₂ R^{a1} or S(O)₂NR^{a1} R^{a1} ;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

20 In a 16th aspect of the invention, there is provided a compound of the formula

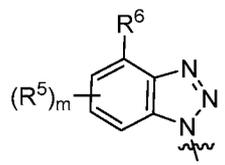
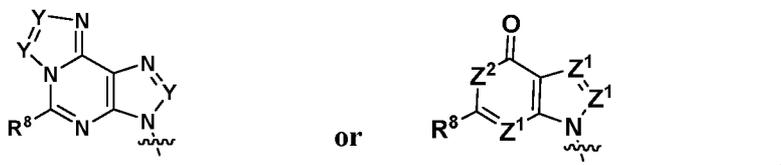
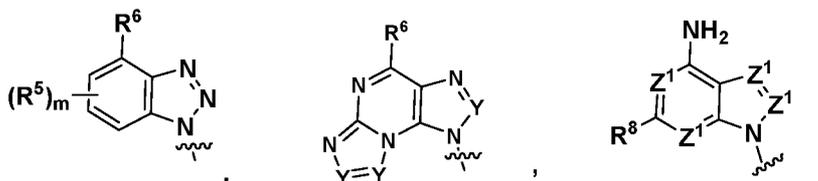


wherein

25 X is S;

X¹, X², X³ and X⁴ are each independently O or NH;

R¹ and R² are independently



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

5 Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

10 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{a1} is H or C₁₋₃ alkyl;

R³ and R⁴ are independently H, CH₃, halogen, NH₂ or OH;

15 R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{5a} is H or C₁₋₃ alkyl;

20 R⁶ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -

NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

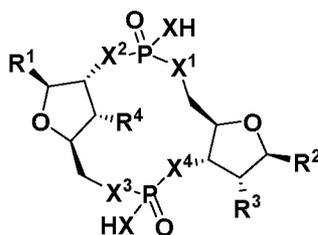
R⁸ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al},

5 NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

In a 17th aspect of the invention, there is provided a compound of the formula

10

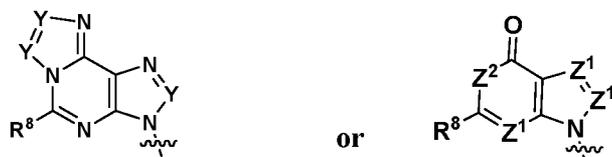
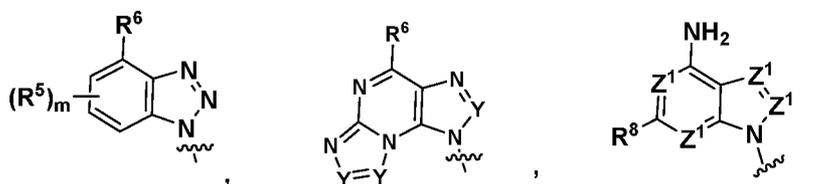


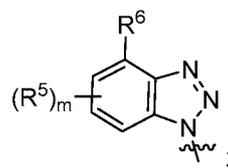
wherein

X is O;

15 X¹, X², X³ and X⁴ are each independently O or NH;

R¹ and R² are independently





with the proviso that one of R^1 and R^2 must be

Z^1 is N or CR^a ;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted
 5 with 0-6 R^5 , CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-$
 $OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-$
 $NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 ,
 $-C(O)R^{al}$, $-C(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

10 R^{al} is H or C_{1-3} alkyl;

R^3 and R^4 are independently H, CH_3 , halogen, NH_2 or OH;

R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 15 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

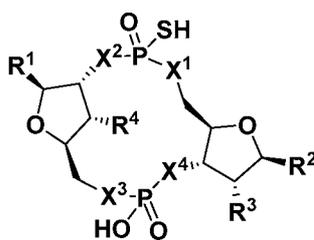
R^{5a} is H or C_{1-3} alkyl;

R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 20 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

25 or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

In an 18th aspect of the invention, there is provided a compound of the formula

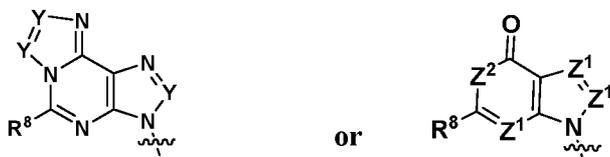
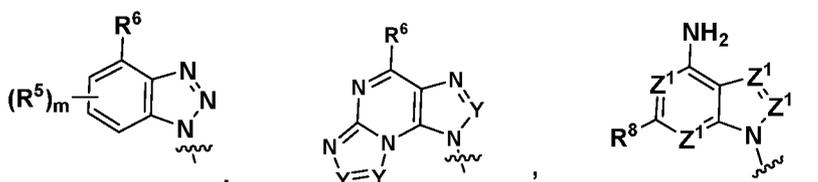


(I)

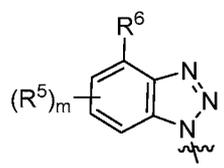
wherein

X¹, X², X³ and X⁴ are each independently O or NH;

5 R¹ and R² are independently



or



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

10 Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

15 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{a1} is H or C₁₋₃ alkyl;

R^3 and R^4 are independently H, CH_3 , halogen, NH_2 or OH;

R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $-S(O)_2NR^{al}R^{al}$;

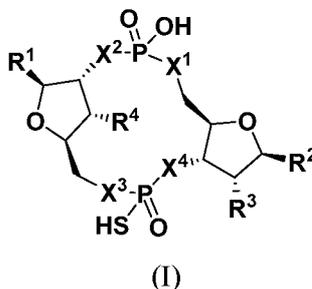
R^{5a} is H or C_{1-3} alkyl;

R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $-S(O)_2NR^{al}R^{al}$;

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $-S(O)_2NR^{al}R^{al}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

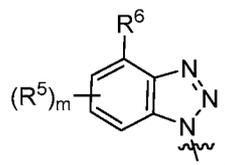
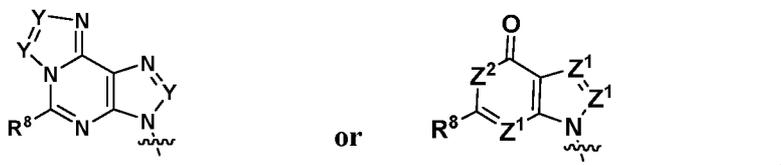
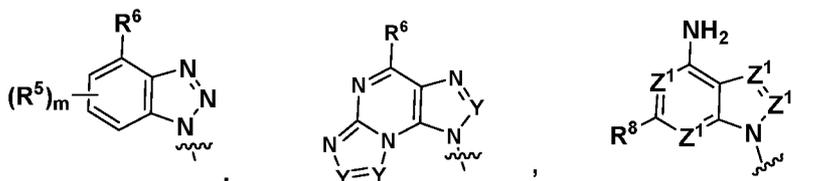
In a 19th aspect of the invention, there is provided a compound of the formula



wherein

X^1 , X^2 , X^3 and X^4 are each independently O or NH;

R^1 and R^2 are independently



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

5 Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

10 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{a1} is H or C₁₋₃ alkyl;

R³ and R⁴ are independently H, CH₃, halogen, NH₂ or OH;

15 R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{5a} is H or C₁₋₃ alkyl;

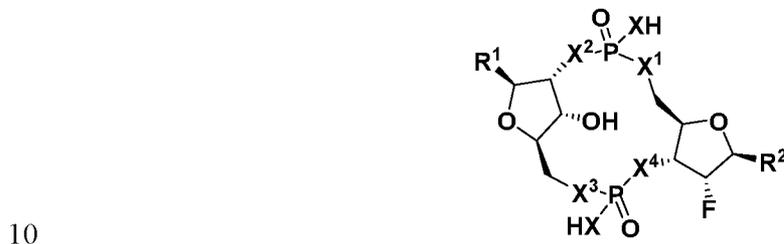
20 R⁶ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -

$\text{NR}^{\text{a1}}\text{C}(\text{O})\text{NR}^{\text{a1}}\text{R}^{\text{a1}}$, $-\text{NR}^{\text{a1}}\text{S}(\text{O})_2\text{R}^{\text{a1}}$, $-\text{NR}^{\text{a1}}\text{S}(\text{O})_2\text{NR}^{\text{a1}}\text{R}^{\text{a1}}$, $-\text{S}(\text{O})\text{R}^{\text{a1}}$, $-\text{S}(\text{O})\text{NR}^{\text{a1}}\text{R}^{\text{a1}}$, $-\text{S}(\text{O})_2\text{R}^{\text{a1}}$ or $\text{S}(\text{O})_2\text{NR}^{\text{a1}}\text{R}^{\text{a1}}$;

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-\text{C}(\text{O})\text{NR}^{\text{a1}}\text{R}^{\text{a1}}$, $-\text{COOR}^{\text{a1}}$, $-\text{OC}(\text{O})\text{R}^{\text{a1}}$, $-\text{OC}(\text{O})\text{NR}^{\text{a1}}\text{R}^{\text{a1}}$, $-\text{NR}^{\text{a1}}\text{R}^{\text{a1}}$, $-\text{NR}^{\text{a1}}\text{C}(\text{O})\text{R}^{\text{a1}}$, $-\text{NR}^{\text{a1}}\text{COOR}^{\text{a1}}$,
 5 $\text{NR}^{\text{a1}}\text{C}(\text{O})\text{NR}^{\text{a1}}\text{R}^{\text{a1}}$, $-\text{NR}^{\text{a1}}\text{S}(\text{O})_2\text{R}^{\text{a1}}$, $-\text{NR}^{\text{a1}}\text{S}(\text{O})_2\text{NR}^{\text{a1}}\text{R}^{\text{a1}}$, $-\text{S}(\text{O})\text{R}^{\text{a1}}$, $-\text{S}(\text{O})\text{NR}^{\text{a1}}\text{R}^{\text{a1}}$, $-\text{S}(\text{O})_2\text{R}^{\text{a1}}$ or $\text{S}(\text{O})_2\text{NR}^{\text{a1}}\text{R}^{\text{a1}}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

In a 20th aspect of the invention, there is provided a compound of the formula

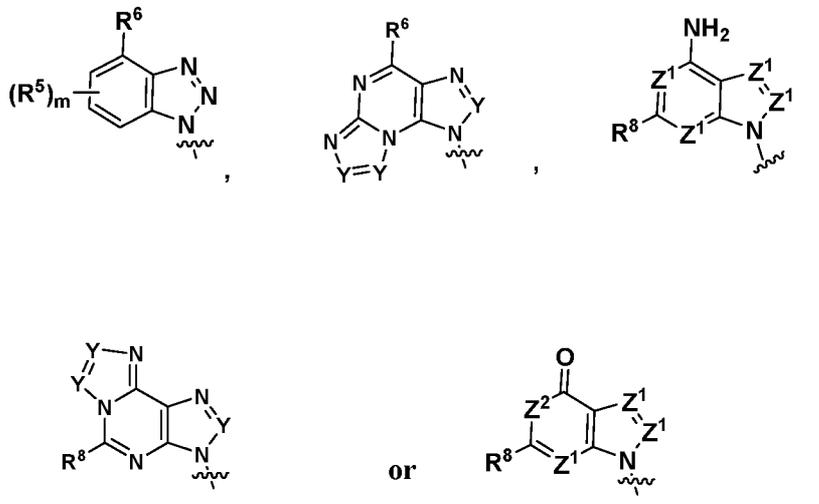


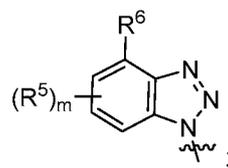
wherein

X is S;

X^1 , X^2 , X^3 and X^4 are each independently O or NH;

15 R^1 and R^2 are independently





with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted
 5 with 0-6 R⁵, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -
 OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, - NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -
 NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, - S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵,
 -C(O)R^{al}, -C(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

10 R^{al} is H or C₁₋₃ alkyl;

R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -
 OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, - NR^{al}COOR^{al}, -
 NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, - S(O)NR^{al}R^{al}, -
 S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

15 R^{5a} is H or C₁₋₃ alkyl;

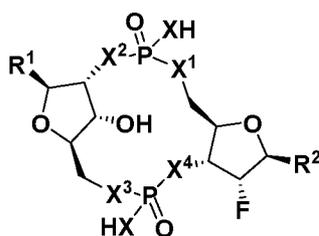
R⁶ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -
 OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, - NR^{al}COOR^{al}, -
 NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, - S(O)NR^{al}R^{al}, -
 S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

20 R⁸ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -
 OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, - NR^{al}COOR^{al}, -
 NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, - S(O)NR^{al}R^{al}, -
 S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

25

In a 21st aspect of the invention, there is provided a compound of the formula

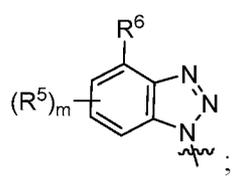
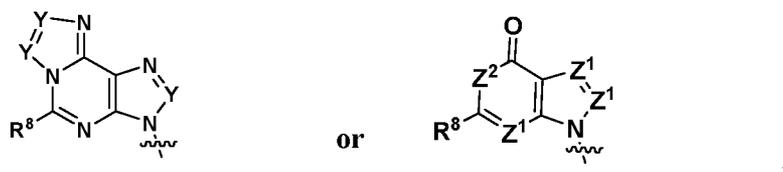
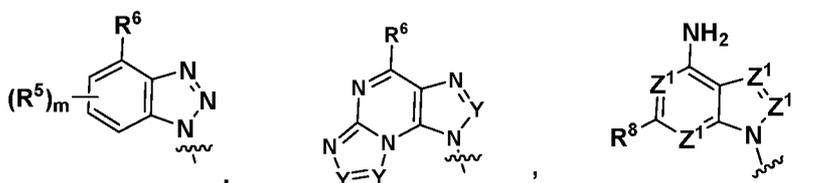


wherein

X is O;

5 X¹, X², X³ and X⁴ are each independently O or NH;

R¹ and R² are independently



with the proviso that one of R¹ and R² must be

10 Z¹ is N or CR^a;

Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -

15 NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{1a} is H or C_{1-3} alkyl;

R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{1a} , SR^{1a} , $-C(O)NR^{1a}R^{1a}$, $-COOR^{1a}$, $-OC(O)R^{1a}$, $-OC(O)NR^{1a}R^{1a}$, $-NR^{1a}R^{1a}$, $-NR^{1a}C(O)R^{1a}$, $-NR^{1a}COOR^{1a}$, $-NR^{1a}C(O)NR^{1a}R^{1a}$, $-NR^{1a}S(O)_2R^{1a}$, $-NR^{1a}S(O)_2NR^{1a}R^{1a}$, $-S(O)R^{1a}$, $-S(O)NR^{1a}R^{1a}$,

5 $S(O)_2R^{1a}$ or $S(O)_2NR^{1a}R^{1a}$;

R^{5a} is H or C_{1-3} alkyl;

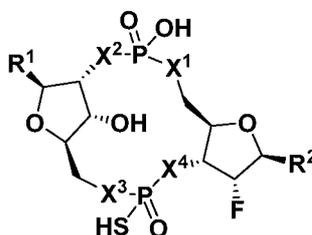
R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{1a} , SR^{1a} , $-C(O)NR^{1a}R^{1a}$, $-COOR^{1a}$, $-OC(O)R^{1a}$, $-OC(O)NR^{1a}R^{1a}$, $-NR^{1a}R^{1a}$, $-NR^{1a}C(O)R^{1a}$, $-NR^{1a}COOR^{1a}$, $-NR^{1a}C(O)NR^{1a}R^{1a}$, $-NR^{1a}S(O)_2R^{1a}$, $-NR^{1a}S(O)_2NR^{1a}R^{1a}$, $-S(O)R^{1a}$, $-S(O)NR^{1a}R^{1a}$,

10 $S(O)_2R^{1a}$ or $S(O)_2NR^{1a}R^{1a}$;

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{1a} , SR^{1a} , $-C(O)NR^{1a}R^{1a}$, $-COOR^{1a}$, $-OC(O)R^{1a}$, $-OC(O)NR^{1a}R^{1a}$, $-NR^{1a}R^{1a}$, $-NR^{1a}C(O)R^{1a}$, $-NR^{1a}COOR^{1a}$, $-NR^{1a}C(O)NR^{1a}R^{1a}$, $-NR^{1a}S(O)_2R^{1a}$, $-NR^{1a}S(O)_2NR^{1a}R^{1a}$, $-S(O)R^{1a}$, $-S(O)NR^{1a}R^{1a}$, $-S(O)_2R^{1a}$ or $S(O)_2NR^{1a}R^{1a}$;

15 or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

In the 22nd aspect of the invention, there is provided a compound of the formula

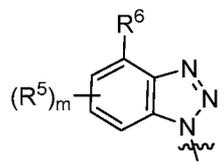
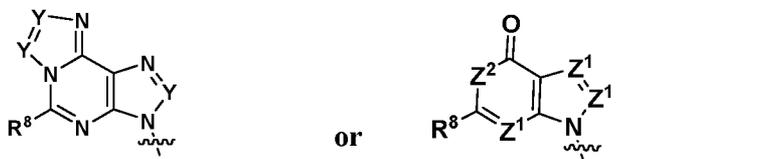
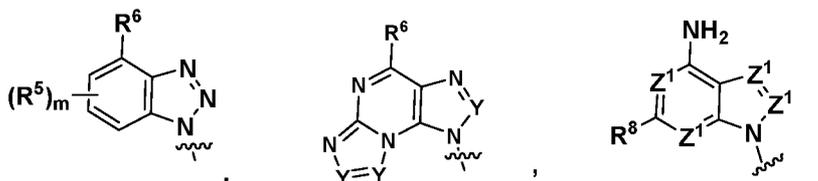


20

wherein

X^1 , X^2 , X^3 and X^4 are each independently O or NH;

R^1 and R^2 are independently



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

5 Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

10 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{al}, -C(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

R^{al} is H or C₁₋₃ alkyl;

15 R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

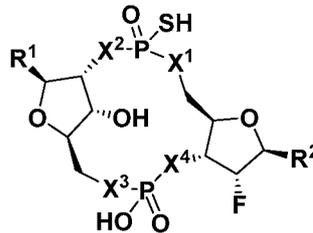
R^{5a} is H or C₁₋₃ alkyl;

20 R⁶ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

R⁸ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

5 or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

In a 23rd aspect of the invention, there is provided a compound of the formula

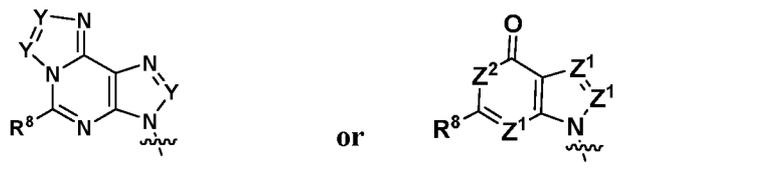
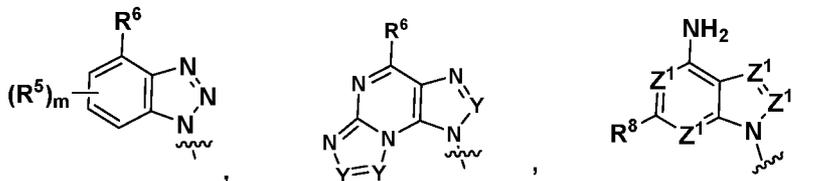


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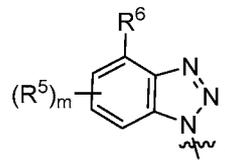
wherein

X¹, X², X³ and X⁴ are each independently O or NH;

R¹ and R² are independently



15



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-$

5 $NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , $-C(O)R^{a1}$, $-C(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^{a1} is H or C_{1-3} alkyl;

R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^{5a} is H or C_{1-3} alkyl;

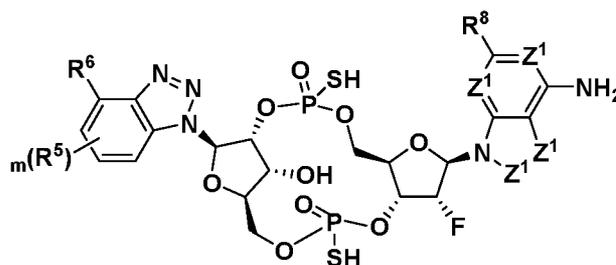
R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

In a 24th aspect of the invention, there is provided a compound of the formula

25



wherein

Z^1 is N or CR^a ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

5 R^{al} is H or C_{1-3} alkyl;

R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

10 R^{5a} is H or C_{1-3} alkyl;

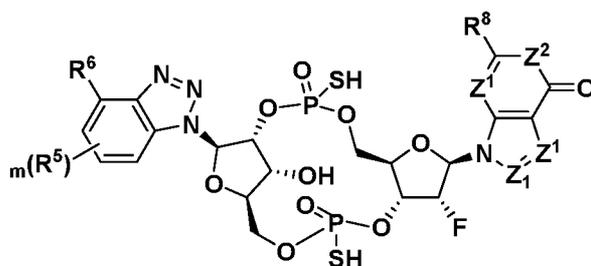
R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

15 R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

20

In a 25th aspect of the invention, there is provided a compound of the formula



25 wherein

Z^1 is N or CR^a ;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

5 R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , $-C(O)R^{a1}$, $-C(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^{a1} is H or C_{1-3} alkyl;

R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

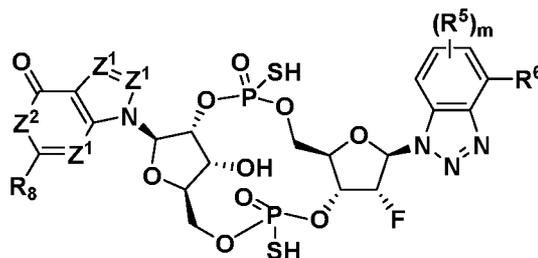
R^{5a} is H or C_{1-3} alkyl;

R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

In a 26th aspect of the invention, there is provided a compound of the formula



25

wherein

Z^1 is N or CR^a ;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

5 R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , $-C(O)R^{a1}$, $-C(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^{a1} is H or C_{1-3} alkyl;

R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

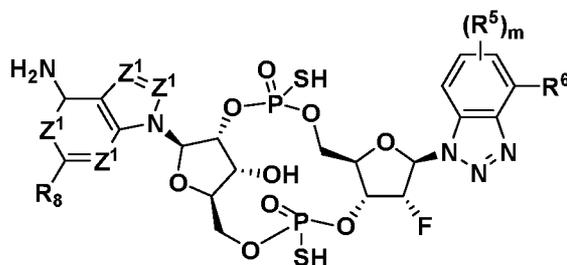
R^{5a} is H or C_{1-3} alkyl;

R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

In a 27th aspect of the invention, there is provided a compound of the formula



25 wherein

Z^1 is N or CR^a ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-$

OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al}C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -
NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

R^{al} is H or C₁₋₃ alkyl;

R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -
5 OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al}C(O)R^{al}, -NR^{al}COOR^{al}, -
NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -
S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

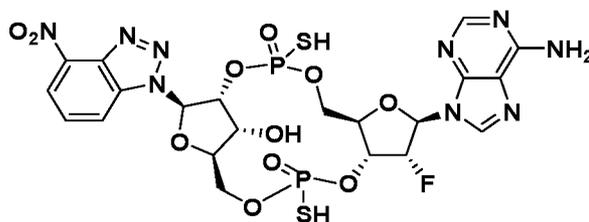
R^{5a} is H or C₁₋₃ alkyl;

R⁶ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -
10 OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al}C(O)R^{al}, -NR^{al}COOR^{al}, -
NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -
S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

R⁸ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -
OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al}C(O)R^{al}, -NR^{al}COOR^{al}, -
15 NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -
S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

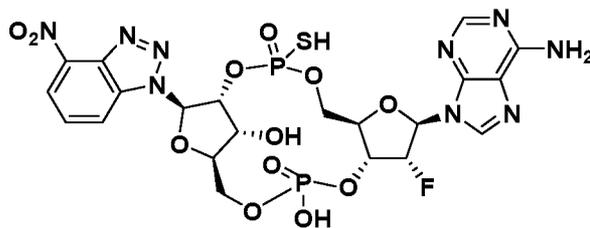
or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

20 In a 28th aspect of the invention, there is provided a compound of the formula



or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

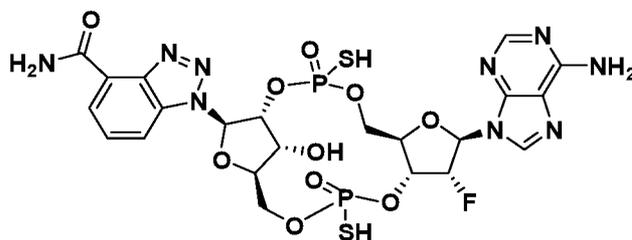
25 In a 29th aspect of the invention, there is provided a compound of the formula



or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

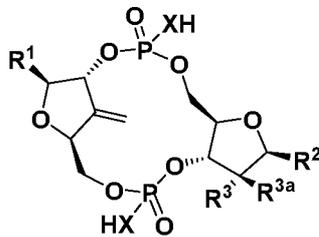
In a 30th aspect of the invention, there is provided a compound of the formula

5



or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

In a 31st aspect of the invention, there is provided a compound of the formula



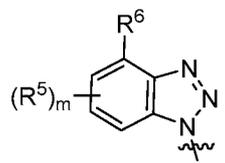
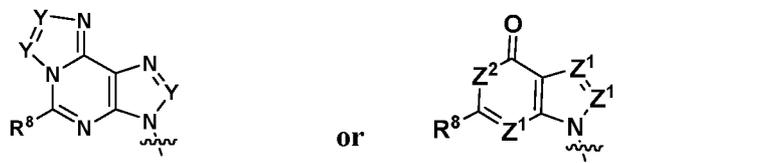
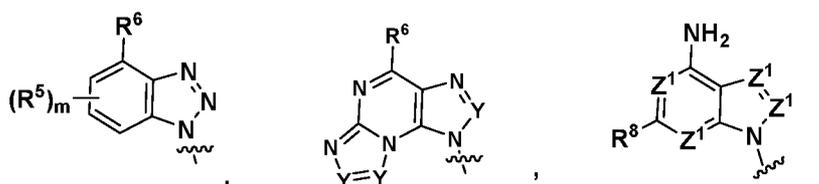
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(I)

wherein

X is O or S;

R¹ and R² are independently



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

5 Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

10 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{a1} is H or C₁₋₃ alkyl;

R³ is H, CH₃, halogen, NH₂ or OH;

R^{3a} is H, CH₃, halogen, NH₂ or OH; or

15 R³ and R^{3a} may be taken together to form a 3-4 membered carbocycle; or

R³ and R^{3a} may be taken together to form a C=CH₂ substituent;

R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -

20 S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{5a} is H or C₁₋₃ alkyl;

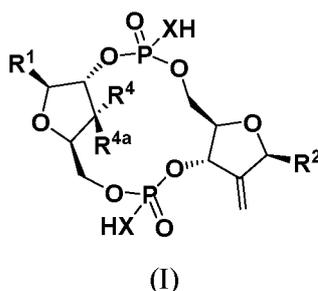
R⁶ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

5 R⁸ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

10

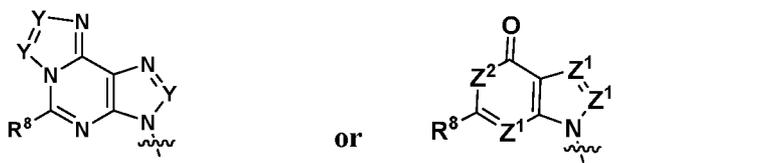
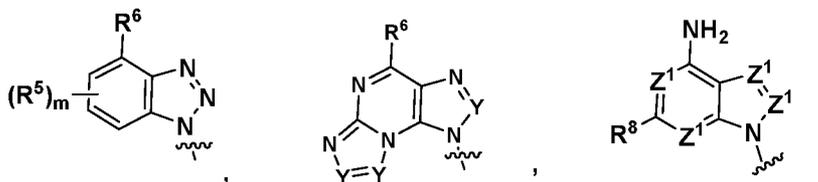
In a 32nd aspect of the invention, there is provided a compound of the formula

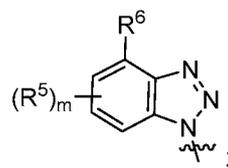


15 wherein

X is O or S;

R¹ and R² are independently





with the proviso that one of R^1 and R^2 must be

Z^1 is N or CR^a ;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted
 5 with 0-6 R^5 , CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-$
 $OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-$
 $NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 ,
 $-C(O)R^{al}$, $-C(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

10 R^{al} is H or C_{1-3} alkyl;

R^4 is H, CH_3 , halogen, NH_2 or OH;

R^{4a} is H, CH_3 , halogen, NH_2 or OH; or

R^4 and R^{4a} may be taken together to form a 3-4 membered carbocycle; or

R^4 and R^{4a} may be taken together to form a $C=CH_2$ substituent;

15 R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

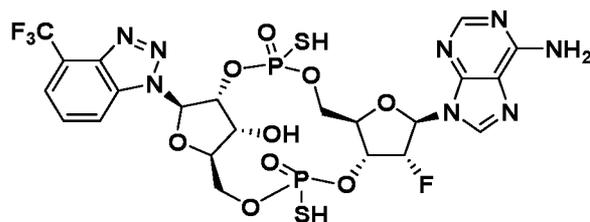
R^{5a} is H or C_{1-3} alkyl;

20 R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

25 R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

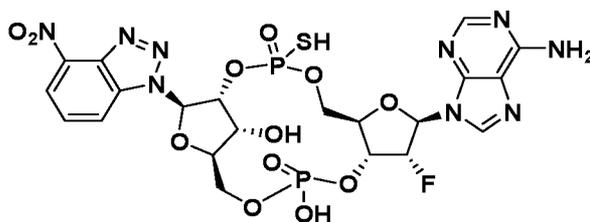
or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

30 In another aspect of the invention, there is provided a compound of the formula



or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

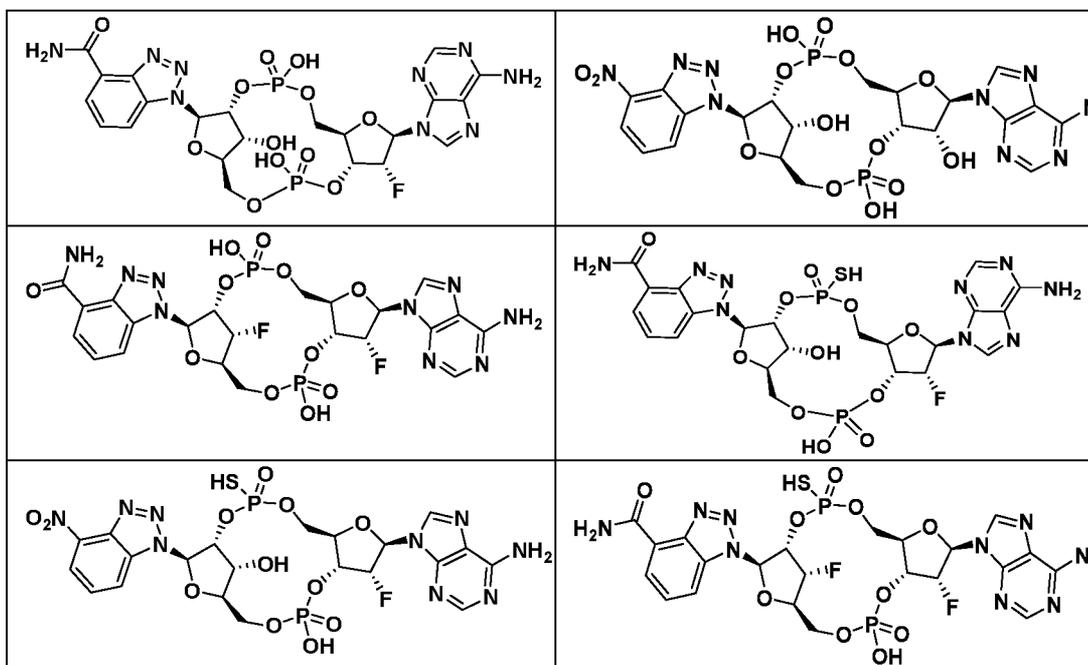
5 In another aspect of the invention within the scope of the prior aspects, there is provided a compound of the formula

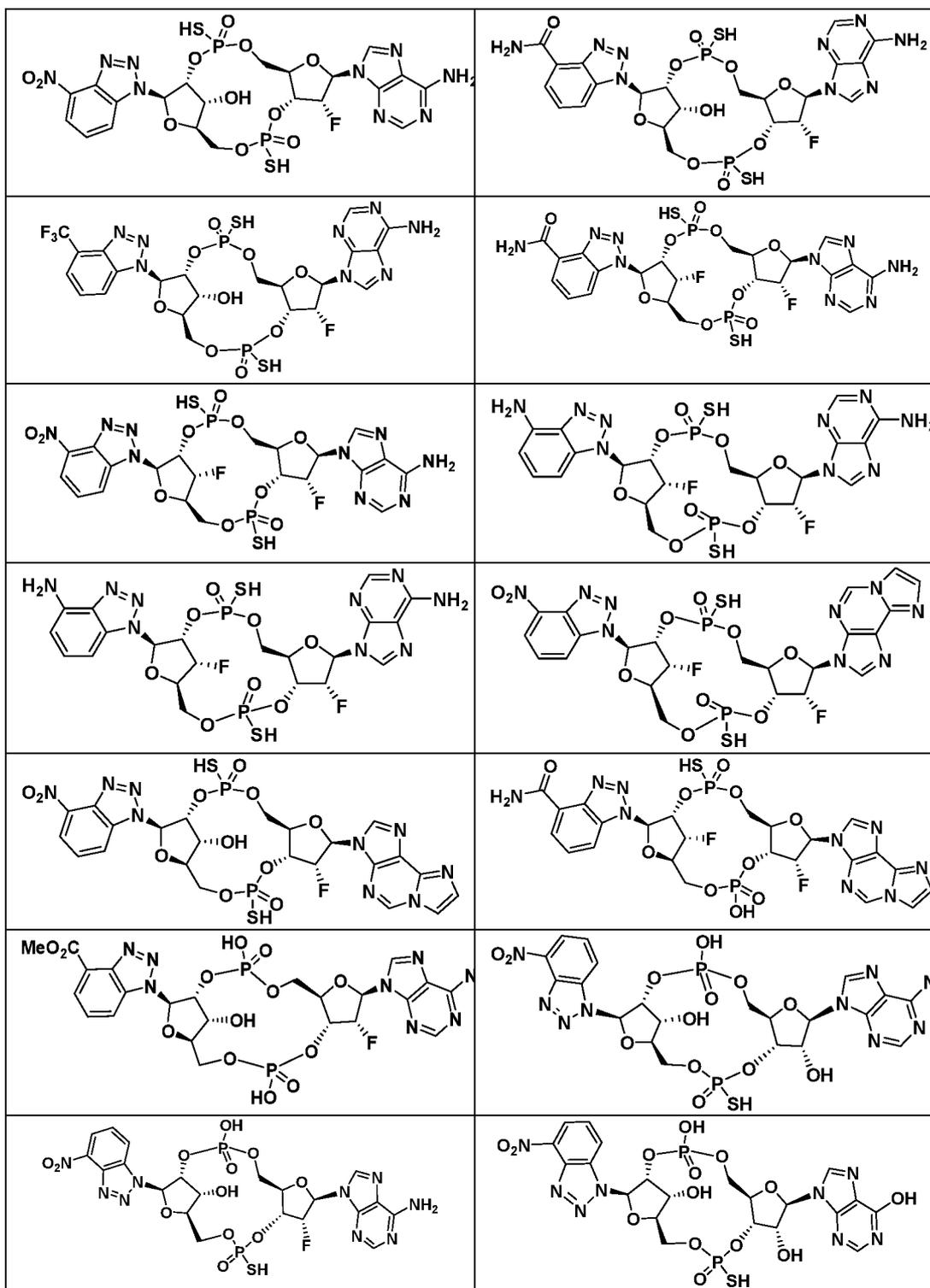


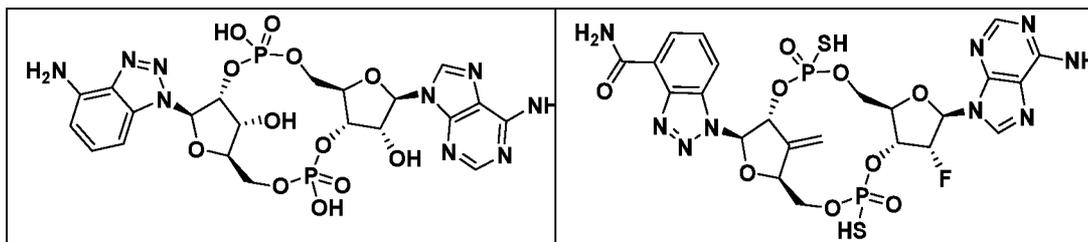
or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

10

In another aspect of the invention, there are provided compounds of the formula



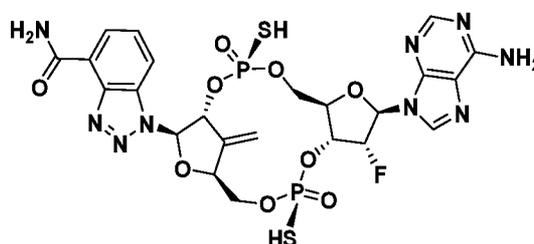




or a pharmaceutically acceptable salt or stereoisomer thereof.

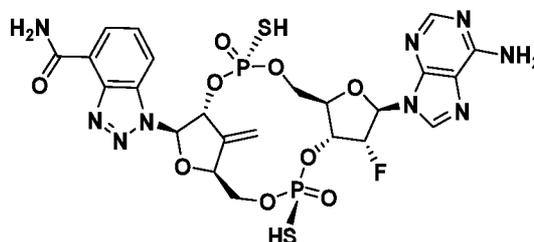
In another aspect of the invention, there are provided compounds of the formula

5



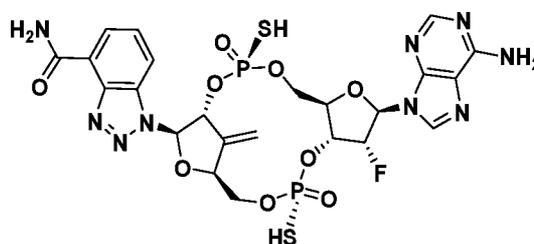
1-[(1R,3S,6R,8R,9R,10R,12S,15S,17R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-methylidene-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ ⁵,12 λ ⁵-diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide

10



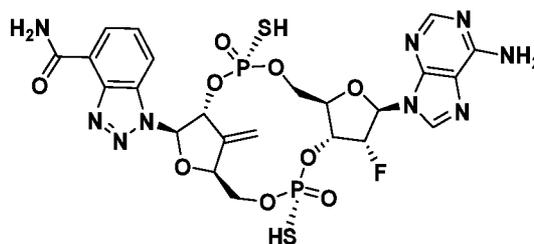
1-[(1R,3R,6R,8R,9R,10R,12S,15S,17R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-methylidene-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ ⁵,12 λ ⁵-diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide

15



1-[(1R,3S,6R,8R,9R,10R,12R,15S,17R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-methylidene-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamid

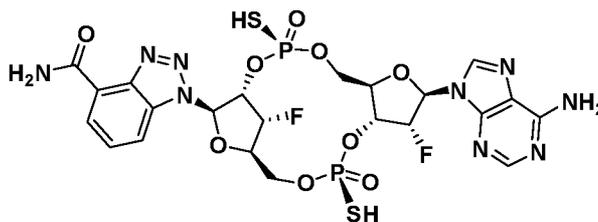
5



1-[(1R,3R,6R,8R,9R,10R,12R,15S,17R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-methylidene-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide.

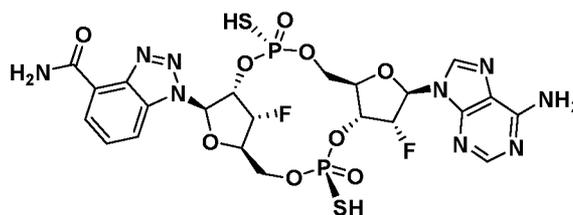
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In another aspect of the invention, there are provided compounds of the formula



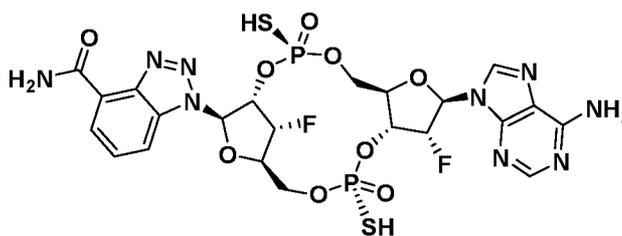
1-[(1S,3S,6R,8R,9R,10R,12S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide

15



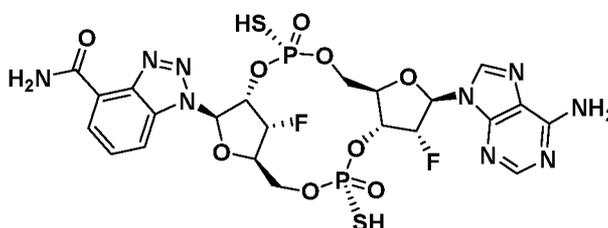
1-[(1S,3R,6R,8R,9R,10R,12S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide,

20



1-[(1S,3S,6R,8R,9R,10R,12R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3λ⁵,12λ⁵-diphosphatrylcyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide,

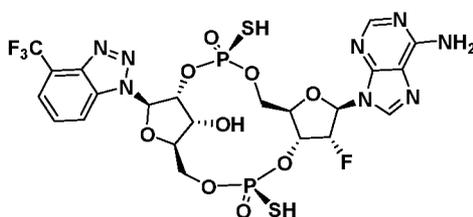
5



1-[(1S,3R,6R,8R,9R,10R,12R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3λ⁵,12λ⁵-diphosphatrylcyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide.

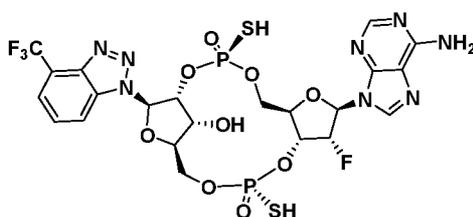
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In another aspect of the invention, there are provided compounds of the formula



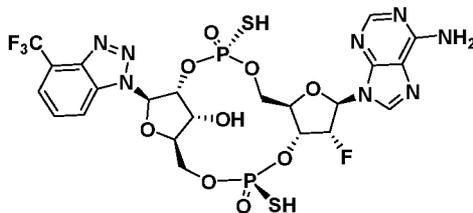
15

(1R,3S,6R,8R,9R,10R,12S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-disulfanyl-17-[4-(trifluoromethyl)-1H-1,2,3-benzotriazol-1-yl]-2,4,7,11,13,16-hexaoxa-3λ⁵,12λ⁵-diphosphatrylcyclo[13.2.1.0^{6,10}]octadecane-3,12-dione



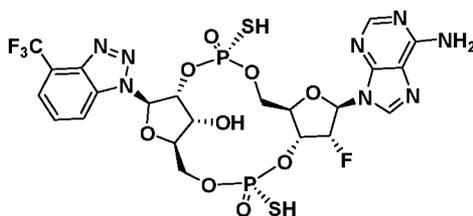
20

(1R,3S,6R,8R,9R,10R,12R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-disulfanyl-17-[4-(trifluoromethyl)-1H-1,2,3-benzotriazol-1-yl]-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione,



5

(1R,3R,6R,8R,9R,10R,12S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-disulfanyl-17-[4-(trifluoromethyl)-1H-1,2,3-benzotriazol-1-yl]-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione,



10

(1R,3R,6R,8R,9R,10R,12R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-disulfanyl-17-[4-(trifluoromethyl)-1H-1,2,3-benzotriazol-1-yl]-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione.

15

In another aspect, there is provided a compound selected from

1-[(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-3,12,18-trihydroxy-3,12-dioxo-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide,

20 (1R,6R,8R,9R,10S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-3,9,12,18-tetrahydroxy-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione,

1-[(1S,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-dihydroxy-3,12-dioxo-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide,

25 1-[(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-12,18-dihydroxy-3,12-dioxo-3-sulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide,

(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-17-(4-nitro-1H-benzo[d][1,2,3]triazole)-9-fluoro-18-hydroxy-3-sulfanyl-12-hydroxy-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione,

(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-17-(4-carboxamide-1H-benzo[d][1,2,3]triazole)-9, 18-difluoro-3-sulfanyl-12-hydroxy-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione,

(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione,

10 1-[(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide,

(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-disulfanyl-17-[4-(trifluoromethyl)-1H-1,2,3-benzotriazol-1-yl]-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione,

15 1-[(1S,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide,
or

20 (1S,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione

(1S,6R,8R,9R,10R,15R,17R,18R)-17-(4-amino-1H-1,2,3-benzotriazol-1-yl)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione

25 (1S,6R,8R,9R,10R,15R,17R,18R)-17-(4-amino-1H-1,2,3-benzotriazol-1-yl)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione (13);

30 (1S,6R,8R,9R,10R,15R,17R,18R)-9,18-difluoro-8-{3H-imidazo[2,1-f]purin-3-yl}-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione

(1R,6R,8R,9R,10R,15R,17R,18R)-9-fluoro-18-hydroxy-8-{3H-imidazo[2,1-f]purin-3-yl}-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione

1-[(1S,6R,8R,9R,10R,15R,17R,18R)-9,18-difluoro-12-hydroxy-8-{3H-imidazo[2,1-f]purin-3-yl}-3,12-dioxo-3-sulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide

Methyl 1-[(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-3,12,18-trihydroxy-3,12-dioxo-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxylate

10 1R,6R,8R,9R,10S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-3,9,12,18-tetrahydroxy-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-12-sulfanylidene-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-3-one (18)

(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-3,12,18-trihydroxy-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-12-sulfanylidene-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-3-one

(1R,6R,8R,9R,10S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-3,9,12,18-tetrahydroxy-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-12-sulfanylidene-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-3-one

(1R,6R,8R,9R,10S,15R,17R,18R)-17-(4-amino-1H-1,2,3-benzotriazol-1-yl)-8-(6-amino-9H-purin-9-yl)-3,9,12,18-tetrahydroxy-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione

1-[(1R,6R,8R,9R,10R,15S,17R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-methylidene-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide

25 or a pharmaceutically acceptable salt or stereoisomer thereof.

In another aspect, there is provided a compound selected from the exemplified examples within the scope of the first aspect, or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

In another aspect, there is provided a compound selected from any subset list of 30 compounds within the scope of any of the above aspects.

OTHER EMBODIMENTS OF THE INVENTION

In another embodiment, the invention provides a pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of at least one of the compounds of the invention or a stereoisomer, a tautomer, a pharmaceutically acceptable salt, or a solvate thereof.

5 In another embodiment, the invention provides a process for making a compound of the invention or a stereoisomer, a tautomer, a pharmaceutically acceptable salt, or a solvate thereof.

In another embodiment, the invention provides a method for the treatment and/or prophylaxis of various types of cancer, comprising administering to a patient in need of such treatment and/or prophylaxis a therapeutically effective amount of one or more
10 compounds of the invention, alone, or, optionally, in combination with another compound of the invention and/or at least one other type of therapeutic agent.

In another embodiment, the invention provides a method for the treatment and/or prophylaxis of various types of cancer, including small cell lung cancer, non-small cell
15 lung cancer, colorectal cancer, melanoma, renal cell carcinoma, head and neck cancer, Hodgkin's lymphoma, bladder cancer, esophageal carcinoma, gastric carcinoma, ovarian carcinoma, cervical carcinoma, pancreatic carcinoma, prostate carcinoma, breast cancers, urinary carcinoma, , brain tumors such as glioblastoma, non-Hodgkin's lymphoma, acute lymphatic leukemia (ALL), chronic lymphatic leukemia (CLL), acute myeloid leukemia
20 (AML), chronic myeloid leukemia (CML), hepatocellular carcinoma, multiple myeloma, gastrointestinal stromal tumors, mesothelioma, and other solid tumors or other hematological cancers

In another embodiment, the invention provides a method for the treatment and/or prophylaxis of various types of cancer, including without limitation, small cell lung
25 cancer, non-small cell lung cancer, colorectal cancer, melanoma, renal cell carcinoma, head and neck cancer, Hodgkin's lymphoma or bladder cancer.

In another embodiment, the invention provides a compound of the present invention for use in therapy.

In another embodiment, the invention provides a combined preparation of a
30 compound of the present invention and additional therapeutic agent(s) for simultaneous, separate or sequential use in therapy.

THERAPEUTIC APPLICATIONS

The cyclic dinucleotides of the invention induce Type I interferons and/or pro-inflammatory cytokines *in vitro* in human cells, animal cells and human blood. The cytokine-inducing activity of these CDNs requires the presence of STING, as confirmed
5 by *in vitro* experiments in human or animal cells.

The CDNs of the invention are agonists of the receptor STING.

The term "agonist" refers to any substance that activates a biologic receptor *in vitro* or *in vivo* to provoke a physiological response.

"STING" is an abbreviation of "stimulator of interferon genes", which is also
10 known as "endoplasmic reticulum interferon stimulator (ERIS)", "mediator of IRF3 activation (MITA)", "MPYS" or "transmembrane protein 173 (TM173)". STING is a transmembrane receptor protein that in humans is encoded by the gene TMEM173. Activation of STING by cyclic dinucleotides (CDN) leads to activation of the IRF3 and NF- κ B pathways and consequently, to induction of Type I interferons and of pro-
15 inflammatory cytokines, respectively.

Another object of the present invention is the cyclic dinucleotides of Formula (I), for use in a therapeutic treatment in humans or animals. In particular, the compounds of the present invention may be used for therapeutic or diagnostic applications in human or animal health.

20 The term "therapeutic agent" refers to one or more substances that are administered to a human or animal in order to achieve some kind of therapeutic effect in that human or animal, including to prevent, cure, or mitigate the effects of, infection or disease, and/or to otherwise improve the health of that human or animal.

The term "monotherapy" refers to the use of a single substance and/or strategy to
25 treat a human or animal in any clinical or medical context, as opposed to the use of multiple substances and/or strategies to treat a human or animal in the same clinical or medical context, regardless of whether the multiple substances and/or strategies are used sequentially in any order or concurrently.

The term "chemotherapeutic agent" herein refers to one or more chemical
30 substances that are administered to a human or animal in order to kill tumors, or slow or stop the growth of tumors, and/or slow or stop the division of cancerous cells and/or

prevent or slow metastasis. Chemotherapeutic agents are often administered to treat cancer, but are also indicated for other diseases.

The term "chemotherapy" refers to medical treatment of a human or animal with one or more chemotherapeutic agents (see definition above).

5 The term "chemoimmunotherapy" refers to the combined use, whether sequentially in any order or concurrently, of chemotherapy substances and/or strategies, and immunotherapy substances and/or strategies. Chemoimmunotherapy is often employed to treat cancer, but can also be employed to treat other diseases.

10 The term "immune system" refers to the ensemble, or to any one or more components, of the molecules, substances (e.g. bodily fluids), anatomic structures (e.g. cells, tissue and organs) and physiologic processes involved in preventing infection in the body, in protecting the body during infection or during disease, and/or in helping the body to recuperate after infection or disease. A complete definition of "immune system" is beyond the scope of this patent; however, this term should be understood by any ordinary practitioner in the field.

15 The term "immune agent" refers to any endogenous or exogenous substance that can interact with any one or more components of the immune system. The term "immune agent" includes antibodies, antigens, vaccines and their constituent components, nucleic acids, synthetic drugs, natural or synthetic organic compounds, cytokines, natural or modified cells, synthetic analogs thereof, and/or fragments thereof.

20 The term "antagonist" refers to any substance that inhibits, counteracts, downregulates, and/or desensitizes a biologic receptor *in vitro* or *in vivo* to provoke a physiological response.

25 The term "immunotherapy" refers to any medical treatment in which one or more components of a human's or animal's immune system is deliberately modulated in order to directly or indirectly achieve some therapeutic benefit, including systemic and/or local effects, and preventative and/or curative effects. Immunotherapy can involve administering one or more immune agents (see definition above), either alone or in any combination, to a human or animal subject by any route (e.g. orally, intravenously, dermally, by injection, by inhalation, etc.), whether systemically, locally or both.

30 "Immunotherapy" can involve provoking, increasing, decreasing, halting, preventing, blocking or otherwise modulating the production of cytokines, and/or

activating or deactivating cytokines or immune cells, and/or modulating the levels of immune cells, and/or delivering one or more therapeutic or diagnostic substances to a particular location in the body or to a particular type of cell or tissue, and/or destroying particular cells or tissue. Immunotherapy can be used to achieve local effects, systemic effects or a combination of both.

The term "immunosuppressed" describes the state of any human or animal subject whose immune system is functionally diminished, deactivated or otherwise compromised, or in whom one or more immune components is functionally diminished, deactivated or otherwise compromised.

"Immunosuppression" can be the cause, consequence or byproduct of disease, infection, exhaustion, malnutrition, medical treatment or some other physiologic or clinical state.

The terms "immunomodulating substance", "immunomodulatory substance", "immunomodulatory agent" and "immunomodulator", used here synonymously, refer to any substance that, upon administration to a human or animal, directly influences the functioning of the immune system of that human or animal. Examples of common immunomodulators include, but are not limited to, antigens, antibodies and small-molecule drugs.

The term "vaccine" refers to a biological preparation administered to a human or animal in order to elicit or enhance a specific immune system response and/or protection against one or more antigens in that human or animal.

The term "vaccination" refers to treatment of a human or animal with a vaccine or to the act of administering a vaccine to a human or animal.

The term "adjuvant" refers to a secondary therapeutic substance that is administered together (either sequentially in any order, or concurrently) with a primary therapeutic substance to achieve some kind of complimentary, synergic or otherwise beneficial effect that could not be achieved through use of the primary therapeutic substance alone. An adjuvant can be used together with a vaccine, chemotherapy, or some other therapeutic substance. Adjuvants can enhance the efficacy of the primary therapeutic substance, reduce the toxicity or side effects of the primary therapeutic substance, or provide some kind of protection to the subject that receives the primary

therapeutic substance, such as, but not limited to, improved functioning of the immune system.

In one embodiment, the cyclic dinucleotide of Formula (I) can be administered as immunotherapy to a human or an animal to induce *in vivo* production of one or more
5 cytokines that are therapeutically beneficial to that human or animal. This type of immunotherapy could be used alone or in combination with other treatment strategies, whether sequentially in any order, or concurrently. It could be used to prevent, cure, and/or mitigate the effects of infection or disease in that human or animal, and/or to modulate the immune system of that human or animal to achieve some other therapeutic
10 benefit.

In one particular embodiment, the cyclic dinucleotides of the present invention can be used for cytokine induction immunotherapy of immunosuppressed individuals.

In this example, a cyclic dinucleotide of Formula (I) would be administered to an immunosuppressed human or animal subject to induce *in vivo* production of one or more
15 cytokines that directly or indirectly enhance the immune system of that human or animal. Subjects that might benefit from such treatment include those suffering from autoimmune disorders, immune system deficiencies or defects, microbial or viral infections, infectious diseases, or cancer.

The present invention thus discloses a method for inducing cytokine in
20 immunosuppressed individuals, said method comprising administering to a patient in need thereof a cyclic dinucleotide of Formula (I) or a pharmaceutically acceptable salt or prodrug thereof.

In another embodiment, the cyclic dinucleotides of the present invention can be used for cytokine induction immunotherapy in combination with chemotherapy. In this
25 example, a cyclic dinucleotide of Formula (I) would be administered together with one or more chemotherapeutic agents, sequentially in any order or concomitantly, to a cancer patient to stop the growth of, shrink and/or destroy tumors in that patient. The chemoimmunotherapy resulting from the combination of cytokine induction, provided by the compound(s) of the present invention, and cytotoxicity, provided by the
30 chemotherapeutic agent(s), might be less toxic to the patient, cause fewer side effects in the patient and/or exhibit greater anti-tumor efficacy than would the chemotherapeutic agent(s) when used as monotherapy.

The present invention thus discloses a method for treating cancer, said method comprising administering to a patient in need thereof: a chemotherapeutic agent; and a cyclic dinucleotide of Formula (I) or a pharmaceutically acceptable salt or prodrug thereof.

5 Another object of the present invention is the cyclic dinucleotides of Formula (I) for use in the treatment of a bacterial infection, a viral infection or a cancer.

As used herein, "cancer" refers to the physiological condition in subjects that is characterized by unregulated or dysregulated cell growth or death. The term "cancer" includes solid tumors and blood-born tumors, whether malignant or benign.

10 In a preferred embodiment, the cancer is from the following group: small cell lung cancer, non-small cell lung cancer, colorectal cancer, melanoma, renal cell carcinoma, head and neck cancer, Hodgkin's lymphoma or bladder cancer.

The present invention thus discloses a method for treating a bacterial infection, a viral infection or a cancer, said method comprising administering to a patient in need
15 thereof a cyclic dinucleotide of Formula (I) or a pharmaceutically acceptable salt or prodrug thereof.

Another object of the present invention is the cyclic dinucleotides of Formula (I) for use in the treatment of a pathology that may be alleviated by the induction of an immune response via the STING pathway.

20 While it is possible that for use in therapy, a compound of formula (I) as well as pharmaceutically acceptable salts thereof may be administered as the compound itself, it is more commonly presented as a pharmaceutical composition.

Pharmaceutical compositions may be presented in unit dose forms containing a predetermined amount of active ingredient per unit dose. Preferred unit dosage
25 compositions are those containing a daily dose or sub-dose, or an appropriate fraction thereof, of an active ingredient. Such unit doses may therefore be administered more than once a day. Preferred unit dosage compositions are those containing a daily dose or sub-dose (for administration more than once a day), as herein above recited, or an appropriate fraction thereof, of an active ingredient.

30 Types of cancers that may be treated with the compounds of this invention include, but are not limited to, brain cancers, skin cancers, bladder cancers, ovarian cancers, breast cancers, gastric cancers, pancreatic cancers, prostate cancers, colorectal

cancers, blood cancers, lung cancers and bone cancers. Examples of such cancer types include neuroblastoma, intestinal carcinoma such as rectal carcinoma, colon carcinomas, familiar adenomatous polyposis carcinoma and hereditary non-polyposis colorectal cancer, esophageal carcinoma, labial carcinoma, larynx carcinoma, nasopharyngeal
5 cancers, oral cavity cancers, salivary gland carcinoma, peritoneal cancers, soft tissue sarcoma, urothelial cancers, sweat gland carcinoma, gastric carcinoma, adenocarcinoma, medullary thyroid carcinoma, papillary thyroid carcinoma, renal carcinoma, kidney parenchymal carcinoma, ovarian carcinoma, cervical carcinoma, uterine corpus carcinoma, endometrial carcinoma, pancreatic carcinoma, prostate carcinoma, testis
10 carcinoma, breast cancers including HER2 Negative, urinary carcinoma, melanoma, brain tumors such as glioblastoma, astrocytoma, meningioma, medulloblastoma and peripheral neuroectodermal tumors, Hodgkin's lymphoma, non-Hodgkin's lymphoma, Burkitt lymphoma, acute lymphatic leukemia (ALL), chronic lymphatic leukemia (CLL), acute myeloid leukemia (AML), chronic myeloid leukemia (CML), adult T-cell leukemia
15 lymphoma, diffuse large B-cell lymphoma (DLBCL), hepatocellular carcinoma, multiple myeloma, seminoma, osteosarcoma, chondrosarcoma, anal canal cancers, adrenal cortex carcinoma, chordoma, fallopian tube cancer, gastrointestinal stromal tumors, myeloproliferative diseases, mesothelioma, biliary tract cancers, Ewing sarcoma and other rare tumor types.

20 Compounds of the invention are useful for the treatment of certain types of cancer by themselves or in combination or co-administration with other therapeutic agents or radiation therapy. Thus, in one embodiment, the compounds of the invention are co-administered with radiation therapy or a second therapeutic agent with cytostatic or antineoplastic activity. Suitable cytostatic chemotherapy compounds include, but are not
25 limited to (i) antimetabolites; (ii) DNA-fragmenting agents, (iii) DNA-crosslinking agents, (iv) intercalating agents (v) protein synthesis inhibitors, (vi) topoisomerase I poisons, such as camptothecin or topotecan; (vii) topoisomerase II poisons, (viii) microtubule-directed agents, (ix) kinase inhibitors (x) miscellaneous investigational agents (xi) hormones and (xii) hormone antagonists. It is contemplated that compounds
30 of the invention may be useful in combination with any known agents falling into the above 12 classes as well as any future agents that are currently in development. In particular, it is contemplated that compounds of the invention may be useful in

combination with current Standards of Care as well as any that evolve over the foreseeable future. Specific dosages and dosing regimens would be based on physicians' evolving knowledge and the general skill in the art.

Further provided herein are methods of treatment wherein compounds of the invention are administered with one or more immuno-oncology agents. The immuno-oncology agents used herein, also known as cancer immunotherapies, are effective to enhance, stimulate, and/or up-regulate immune responses in a subject. In one aspect, the administration of a compound of the invention with an immuno-oncology agent has a synergistic effect in inhibiting tumor growth.

In one aspect, the compound(s) of the invention are sequentially administered prior to administration of the immuno-oncology agent. In another aspect, compound(s) of the invention are administered concurrently with the immunology-oncology agent. In yet another aspect, compound(s) of the invention are sequentially administered after administration of the immuno-oncology agent.

In another aspect, compounds of the invention may be co-formulated with an immuno-oncology agent.

Immuno-oncology agents include, for example, a small molecule drug, antibody, or other biologic molecule. Examples of biologic immuno-oncology agents include, but are not limited to, cancer vaccines, antibodies, and cytokines. In one aspect, the antibody is a monoclonal antibody. In another aspect, the monoclonal antibody is humanized or human.

In one aspect, the immuno-oncology agent is (i) an agonist of a stimulatory (including a co-stimulatory) receptor or (ii) an antagonist of an inhibitory (including a co-inhibitory) signal on T cells, both of which result in amplifying antigen-specific T cell responses (often referred to as immune checkpoint regulators).

Certain of the stimulatory and inhibitory molecules are members of the immunoglobulin super family (IgSF). One important family of membrane-bound ligands that bind to co-stimulatory or co-inhibitory receptors is the B7 family, which includes B7-1, B7-2, B7-H1 (PD-L1), B7-DC (PD-L2), B7-H2 (ICOS-L), B7-H3, B7-H4, B7-H5 (VISTA), and B7-H6. Another family of membrane bound ligands that bind to co-stimulatory or co-inhibitory receptors is the TNF family of molecules that bind to cognate TNF receptor family members, which includes CD40 and CD40L, OX-40, OX-40L,

CD70, CD27L, CD30, CD30L, 4-1BBL, CD137 (4-1BB), TRAIL/Apo2-L, TRAILR1/DR4, TRAILR2/DR5, TRAILR3, TRAILR4, OPG, RANK, RANKL, TWEAKR/Fn14, TWEAK, BAFFR, EDAR, XEDAR, TACI, APRIL, BCMA, LT β R, LIGHT, DcR3, HVEM, VEGI/TL1A, TRAMP/DR3, EDAR, EDA1, XEDAR, EDA2, 5 TNFR1, Lymphotoxin α /TNF β , TNFR2, TNF α , LT β R, Lymphotoxin α 1 β 2, FAS, FASL, RELT, DR6, TROY, NGFR.

In one aspect, T cell responses can be stimulated by a combination of a compound of the invention and one or more of (i) an antagonist of a protein that inhibits T cell activation (e.g., immune checkpoint inhibitors) such as CTLA-4, PD-1, PD-L1, PD-L2, 10 LAG-3, TIM-3, Galectin 9, CEACAM-1, BTLA, CD69, Galectin-1, TIGIT, CD113, GPR56, VISTA, 2B4, CD48, GARP, PD1H, LAIR1, TIM-1, and TIM-4, and (ii) an agonist of a protein that stimulates T cell activation such as B7-1, B7-2, CD28, 4-1BB (CD137), 4-1BBL, ICOS, ICOS-L, OX40, OX40L, GITR, GITRL, CD70, CD27, CD40, DR3 and CD28H.

15 Other agents that can be combined with compounds of the invention for the treatment of cancer include antagonists of inhibitory receptors on NK cells or agonists of activating receptors on NK cells. For example, compounds of the invention can be combined with antagonists of KIR, such as lirilumab.

Yet other agents for combination therapies include agents that inhibit or deplete 20 macrophages or monocytes, including but not limited to CSF-1R antagonists such as CSF-1R antagonist antibodies including RG7155 (WO11/70024, WO11/107553, WO11/131407, WO13/87699, WO13/119716, WO13/132044) or FPA-008 (WO11/140249; WO13169264; WO14/036357).

In another aspect, compounds of the invention can be used with one or more of 25 agonistic agents that ligate positive costimulatory receptors, blocking agents that attenuate signaling through inhibitory receptors, antagonists, and one or more agents that increase systemically the frequency of anti-tumor T cells, agents that overcome distinct immune suppressive pathways within the tumor microenvironment (e.g., block inhibitory receptor engagement (e.g., PD-L1/PD-1 interactions), deplete or inhibit Tregs (e.g., using 30 an anti-CD25 monoclonal antibody (e.g., daclizumab) or by ex vivo anti-CD25 bead depletion), inhibit metabolic enzymes such as IDO, or reverse/prevent T cell anergy or

exhaustion) and agents that trigger innate immune activation and/or inflammation at tumor sites.

In one aspect, the immuno-oncology agent is a CTLA-4 antagonist, such as an antagonistic CTLA-4 antibody. Suitable CTLA-4 antibodies include, for example,
5 YERVOY (ipilimumab) or tremelimumab.

In another aspect, the immuno-oncology agent is a PD-1 antagonist, such as an antagonistic PD-1 antibody. The PD-1 antibody can be selected from Opdivo (nivolumab), Keytruda (pembrolizumab), PDR001 (Novartis; see WO2015/112900),
10 MEDI-0680 (AMP-514) (AstraZeneca; see WO2012/145493), REGN-2810 (Sanofi/Regeneron; see WO2015/112800), JS001 (Taizhou Junshi), BGB-A317 (Beigene; see WO2015/35606), INCSHR1210 (SHR-1210) (Incyte/Jiangsu Hengrui Medicine; see WO2015/085847), TSR-042 (ANB001) (Tesara/AnaptysBio; see WO2014/179664),
GLS-010 (Wuxi/Harbin Gloria Pharmaceuticals), AM-0001 (Armo/Ligand), or STI-1110 (Sorrento; see WO2014/194302). The immuno-oncology agent may also include

15 pidilizumab (CT-011), though its specificity for PD-1 binding has been questioned.

Another approach to target the PD-1 receptor is the recombinant protein composed of the extracellular domain of PD-L2 (B7-DC) fused to the Fc portion of IgG1, called AMP-224

In one aspect,

20 In another aspect, the immuno-oncology agent is a PD-L1 antagonist, such as an antagonistic PD-L1 antibody. The PD-L1 antibody can be selected from Tecentriq (atezolizumab), durvalumab, avelumab, STI-1014 (Sorrento; see WO2013/181634), or CX-072 (CytomX; see WO2016/149201)..

In another aspect, the immuno-oncology agent is a LAG-3 antagonist, such as an
25 antagonistic LAG-3 antibody. Suitable LAG3 antibodies include, for example, BMS-986016 (WO10/19570, WO14/08218), or IMP-731 or IMP-321 (WO08/132601, WO09/44273).

In another aspect, the immuno-oncology agent is a CD137 (4-1BB) agonist, such as an agonistic CD137 antibody. Suitable CD137 antibodies include, for example,
30 urelumab and PF-05082566 (WO12/32433).

In another aspect, the immuno-oncology agent is a GITR agonist, such as an agonistic GITR antibody. Suitable GITR antibodies include, for example, BMS-986153, BMS-986156, TRX-518 (WO06/105021, WO09/009116) and MK-4166 (WO11/028683).

In another aspect, the immuno-oncology agent is an IDO antagonist. Suitable IDO antagonists include, for example, INCB-024360 (WO2006/122150, WO07/75598, WO08/36653, WO08/36642), indoximod, or NLG-919 (WO09/73620, WO09/1156652, WO11/56652, WO12/142237).

5 In another aspect, the immuno-oncology agent is an OX40 agonist, such as an agonistic OX40 antibody. Suitable OX40 antibodies include, for example, MEDI-6383 or MEDI-6469.

In another aspect, the immuno-oncology agent is an OX40L antagonist, such as an antagonistic OX40 antibody. Suitable OX40L antagonists include, for example, RG-7888
10 (WO06/029879).

In another aspect, the immuno-oncology agent is a CD40 agonist, such as an agonistic CD40 antibody. In yet another embodiment, the immuno-oncology agent is a CD40 antagonist, such as an antagonistic CD40 antibody. Suitable CD40 antibodies include, for example, lucatumumab or dacetuzumab.

15 In another aspect, the immuno-oncology agent is a CD27 agonist, such as an agonistic CD27 antibody. Suitable CD27 antibodies include, for example, varlilumab.

In another aspect, the immuno-oncology agent is MGA271 (to B7H3)
(WO11/109400).

The combination therapy is intended to embrace administration of these
20 therapeutic agents in a sequential manner, that is, wherein each therapeutic agent is administered at a different time, as well as administration of these therapeutic agents, or at least two of the therapeutic agents, in a substantially simultaneous manner. Substantially simultaneous administration can be accomplished, for example, by administering to the subject a single dosage form having a fixed ratio of each therapeutic
25 agent or in multiple, single dosage forms for each of the therapeutic agents. Sequential or substantially simultaneous administration of each therapeutic agent can be effected by any appropriate route including, but not limited to, oral routes, intravenous routes, intratumoral routes, intramuscular routes, and direct absorption through mucous membrane tissues. The therapeutic agents can be administered by the same route or by
30 different routes. For example, a first therapeutic agent of the combination selected may be administered by intravenous injection while the other therapeutic agents of the combination may be administered orally. Alternatively, for example, all therapeutic

agents may be administered orally or all therapeutic agents may be administered by intravenous injection. Combination therapy also can embrace the administration of the therapeutic agents as described above in further combination with other biologically active ingredients and non-drug therapies (*e.g.*, surgery or radiation treatment.) Where
5 the combination therapy further comprises a non-drug treatment, the non-drug treatment may be conducted at any suitable time so long as a beneficial effect from the co-action of the combination of the therapeutic agents and non-drug treatment is achieved. For example, in appropriate cases, the beneficial effect is still achieved when the non-drug treatment is temporally removed from the administration of the therapeutic agents,
10 perhaps by days or even weeks.

The present invention may be embodied in other specific forms without departing from the spirit or essential attributes thereof. This invention encompasses all combinations of preferred aspects of the invention noted herein. It is understood that any and all embodiments of the present invention may be taken in conjunction with any other
15 embodiment or embodiments to describe additional embodiments. It is also understood that each individual element of the embodiments is its own independent embodiment. Furthermore, any element of an embodiment is meant to be combined with any and all other elements from any embodiment to describe an additional embodiment.

20 PHARMACEUTICAL COMPOSITIONS AND DOSING

The invention also provides pharmaceutically acceptable compositions which comprise a therapeutically effective amount of one or more of the compounds of Formula I, formulated together with one or more pharmaceutically acceptable carriers (additives) and/or diluents, and optionally, one or more additional therapeutic agents described
25 above. As described in detail below, the pharmaceutical compositions of the present invention may be specially formulated for administration in solid or liquid form, including those adapted for the following: (1) oral administration, for example, drenches (aqueous or non-aqueous solutions or suspensions), tablets, *e.g.*, those targeted for buccal, sublingual, and systemic absorption, boluses, powders, granules, pastes for application to
30 the tongue; (2) parenteral administration, for example, by subcutaneous, intramuscular, intratumoral, intravenous or epidural injection as, for example, a sterile solution or suspension, or sustained release formulation; (3) topical application, for example, as a

cream, ointment, or a controlled release patch or spray applied to the skin; or intratumorally.

The phrase "pharmaceutically acceptable" is employed herein to refer to those compounds, materials, compositions, and/or dosage forms which are, within the scope of sound medical judgment, suitable for use in contact with the tissues of human beings and animals without excessive toxicity, irritation, allergic response, or other problem or complication, commensurate with a reasonable benefit/risk ratio.

The phrase "pharmaceutically acceptable carrier" as used herein means a pharmaceutically acceptable material, composition or vehicle, such as a liquid or solid filler, diluent, excipient, manufacturing aid (e.g., lubricant, talc magnesium, calcium or zinc stearate, or steric acid), or solvent encapsulating material, involved in carrying or transporting the subject compound from one organ, or portion of the body, to another organ, or portion of the body. Each carrier must be "acceptable" in the sense of being compatible with the other ingredients of the formulation and not injurious to the patient.

Formulations of the present invention include those suitable for oral, intratumoral, nasal, topical (including buccal and sublingual), rectal, vaginal and/or parenteral administration. The formulations may conveniently be presented in unit dosage form and may be prepared by any methods well known in the art of pharmacy. The amount of active ingredient which can be combined with a carrier material to produce a single dosage form will vary depending upon the patient being treated and the particular mode of administration. The amount of active ingredient which can be combined with a carrier material to produce a single dosage form will generally be that amount of the compound which produces a therapeutic effect. Generally, out of one hundred percent, this amount will range from about 0.1 percent to about ninety-nine percent of active ingredient, preferably from about 5 percent to about 70 percent, most preferably from about 10 percent to about 30 percent.

In certain embodiments, a formulation of the present invention comprises an excipient selected from the group consisting of cyclodextrins, celluloses, liposomes, micelle forming agents, e.g., bile acids, and polymeric carriers, e.g., polyesters and polyanhydrides; and a compound of the present invention. In certain embodiments, an aforementioned formulation renders orally bioavailable a compound of the present invention.

Methods of preparing these formulations or compositions include the step of bringing into association a compound of the present invention with the carrier and, optionally, one or more accessory ingredients. In general, the formulations are prepared by uniformly and intimately bringing into association a compound of the present invention with liquid carriers, or finely divided solid carriers, or both, and then, if necessary, shaping the product.

Formulations of the invention suitable for oral administration may be in the form of capsules, cachets, pills, tablets, lozenges (using a flavored basis, usually sucrose and acacia or tragacanth), powders, granules, or as a solution or a suspension in an aqueous or non-aqueous liquid, or as an oil-in-water or water-in-oil liquid emulsion, or as an elixir or syrup, or as pastilles (using an inert base, such as gelatin and glycerin, or sucrose and acacia) and/or as mouth washes and the like, each containing a predetermined amount of a compound of the present invention as an active ingredient. A compound of the present invention may also be administered as a bolus, electuary or paste.

Pharmaceutical compositions of this invention suitable for parenteral administration comprise one or more compounds of the invention in combination with one or more pharmaceutically acceptable sterile isotonic aqueous or non-aqueous solutions, dispersions, suspensions or emulsions, or sterile powders which may be reconstituted into sterile injectable solutions or dispersions just prior to use, which may contain sugars, alcohols, antioxidants, buffers, bacteriostats, solutes which render the formulation isotonic with the blood of the intended recipient or suspending or thickening agents.

In some cases, in order to prolong the effect of a drug, it is desirable to slow the absorption of the drug from subcutaneous, intratumoral or intramuscular injection. This may be accomplished by the use of a liquid suspension of crystalline or amorphous material having poor water solubility. The rate of absorption of the drug then depends upon its rate of dissolution which, in turn, may depend upon crystal size and crystalline form. Alternatively, delayed absorption of a parenterally administered drug form is accomplished by dissolving or suspending the drug in an oil vehicle.

Injectable depot forms are made by forming microencapsuled matrices of the subject compounds in biodegradable polymers such as polylactide-polyglycolide.

Depending on the ratio of drug to polymer, and the nature of the particular polymer employed, the rate of drug release can be controlled. Examples of other biodegradable polymers include poly(orthoesters) and poly(anhydrides). Depot injectable formulations are also prepared by entrapping the drug in liposomes or microemulsions which are
5 compatible with body tissue.

When the compounds of the present invention are administered as pharmaceuticals, to humans and animals, they can be given per se or as a pharmaceutical composition containing, for example, 0.1 to 99% (more preferably, 10 to 30%) of active ingredient in combination with a pharmaceutically acceptable carrier.

10 Regardless of the route of administration selected, the compounds of the present invention, which may be used in a suitable hydrated form, and/or the pharmaceutical compositions of the present invention, are formulated into pharmaceutically acceptable dosage forms by conventional methods known to those of skill in the art.

Actual dosage levels of the active ingredients in the pharmaceutical compositions
15 of this invention may be varied so as to obtain an amount of the active ingredient which is effective to achieve the desired therapeutic response for a particular patient, composition, and mode of administration, without being toxic to the patient.

The selected dosage level will depend upon a variety of factors including the activity of the particular compound of the present invention employed, or the ester, salt or
20 amide thereof, the route of administration, the time of administration, the rate of excretion or metabolism of the particular compound being employed, the rate and extent of absorption, the duration of the treatment, other drugs, compounds and/or materials used in combination with the particular compound employed, the age, sex, weight, condition, general health and prior medical history of the patient being treated, and like factors well
25 known in the medical arts.

A physician or veterinarian having ordinary skill in the art can readily determine and prescribe the effective amount of the pharmaceutical composition required. For example, the physician or veterinarian could start doses of the compounds of the invention employed in the pharmaceutical composition at levels lower than that required
30 in order to achieve the desired therapeutic effect and gradually increase the dosage until the desired effect is achieved.

In general, a suitable daily dose of a compound of the invention will be that amount of the compound which is the lowest dose effective to produce a therapeutic effect. Such an effective dose will generally depend upon the factors described above. Generally, oral, intravenous, intracerebroventricular and subcutaneous doses of the compounds of this invention for a patient will range from about 0.01 to about 50 mg per kilogram of body weight per day.

While it is possible for a compound of the present invention to be administered alone, it is preferable to administer the compound as a pharmaceutical formulation (composition).

10

DEFINITIONS

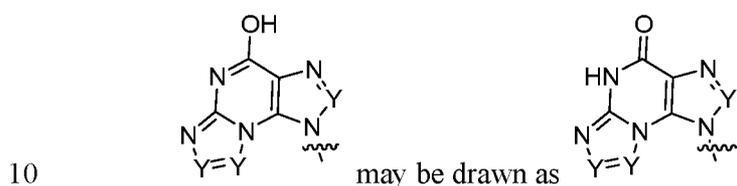
Unless specifically stated otherwise herein, references made in the singular may also include the plural. For example, “a” and “an” may refer to either one, or one or more.

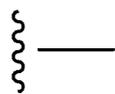
Unless otherwise indicated, any heteroatom with unsatisfied valences is assumed to have hydrogen atoms sufficient to satisfy the valences.

Throughout the specification and the appended claims, a given chemical formula or name shall encompass all stereo and optical isomers and racemates thereof where such isomers exist. Unless otherwise indicated, all chiral (enantiomeric and diastereomeric) and racemic forms are within the scope of the invention. Many geometric isomers of C=C double bonds, C=N double bonds, ring systems, and the like can also be present in the compounds, and all such stable isomers are contemplated in the present invention. Cis- and trans- (or *E*- and *Z*-) geometric isomers of the compounds of the present invention are described and may be isolated as a mixture of isomers or as separated isomeric forms. The present compounds can be isolated in optically active or racemic forms. Optically active forms may be prepared by resolution of racemic forms or by synthesis from optically active starting materials. All processes used to prepare compounds of the present invention and intermediates made therein are considered to be part of the present invention. When enantiomeric or diastereomeric products are prepared, they may be separated by conventional methods, for example, by chromatography or fractional crystallization. Depending on the process conditions the end products of the present invention are obtained either in free (neutral) or salt form. Both

25
30

the free form and the salts of these end products are within the scope of the invention. If so desired, one form of a compound may be converted into another form. A free base or acid may be converted into a salt; a salt may be converted into the free compound or another salt; a mixture of isomeric compounds of the present invention may be separated
 5 into the individual isomers. Compounds of the present invention, free form and salts thereof, may exist in multiple tautomeric forms, in which hydrogen atoms are transposed to other parts of the molecules and the chemical bonds between the atoms of the molecules are consequently rearranged. It should be understood that all tautomeric forms, insofar as they may exist, are included within the invention. For purposes of clarity,

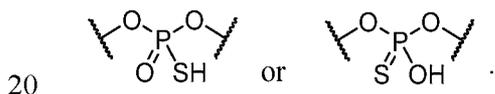


For purposes of clarity and in accordance with standard convention in the art, the

 symbol is used in formulas and tables to show the bond that is the point of attachment of the moiety or substituent to the core/nucleus of the structure.

15 Additionally, for purposes of clarity, where a substituent has a dash (-) that is not between two letters or symbols; this is used to indicate a point of attachment for a substituent. For example, -CONH₂ is attached through the carbon atom.

Additionally, for purposes of clarity, when there is no substituent shown at the end of a solid line, this indicates that there is a methyl (CH₃) group connected to the bond.

Additionally, the phosphorothioate group can be drawn as either



The term “counter ion” is used to represent a negatively charged species such as chloride, bromide, hydroxide, acetate, and sulfate or a positively charged species such as sodium (Na⁺), potassium (K⁺), ammonium (R_nNH_m⁺ where n=0-4 and m=0-4) and the like.

25 The term “electron withdrawing group” (EWG) refers to a substituent which polarizes a bond, drawing electron density towards itself and away from other bonded atoms. Examples of EWGs include, but are not limited to, CF₃, CF₂CF₃, CN, halogen,

haloalkyl, NO₂, sulfone, sulfoxide, ester, sulfonamide, carboxamide, alkoxy, alkoxyether, alkenyl, alkynyl, OH, C(O)alkyl, CO₂H, phenyl, heteroaryl, -O-phenyl, and -O-heteroaryl. Preferred examples of EWG include, but are not limited to, CF₃, CF₂CF₃, CN, halogen, SO₂(C₁₋₄ alkyl), CONH(C₁₋₄ alkyl), CON(C₁₋₄ alkyl)₂, and heteroaryl.

5 More preferred examples of EWG include, but are not limited to, CF₃ and CN.

As used herein, the term "amine protecting group" means any group known in the art of organic synthesis for the protection of amine groups which is stable to an ester reducing agent, a disubstituted hydrazine, R₄-M and R₇-M, a nucleophile, a hydrazine reducing agent, an activator, a strong base, a hindered amine base and a cyclizing agent.

10 Such amine protecting groups fitting these criteria include those listed in Wuts, P. G. M. and Greene, T.W. *Protecting Groups in Organic Synthesis*, 4th Edition, Wiley (2007) and *The Peptides: Analysis, Synthesis, Biology*, Vol. 3, Academic Press, New York (1981), the disclosure of which is hereby incorporated by reference. Examples of amine protecting groups include, but are not limited to, the following: (1) acyl types such as
15 formyl, trifluoroacetyl, phthalyl, and p-toluenesulfonyl; (2) aromatic carbamate types such as benzyloxycarbonyl (Cbz) and substituted benzyloxycarbonyls, 1-(p-biphenyl)-1-methylethoxycarbonyl, and 9-fluorenylmethyloxycarbonyl (Fmoc); (3) aliphatic carbamate types such as *tert*-butyloxycarbonyl (Boc), ethoxycarbonyl, diisopropylmethoxycarbonyl, and allyloxycarbonyl; (4) cyclic alkyl carbamate types such
20 as cyclopentyloxycarbonyl and adamantyloxycarbonyl; (5) alkyl types such as triphenylmethyl and benzyl; (6) trialkylsilane such as trimethylsilane; (7) thiol containing types such as phenylthiocarbonyl and dithiasuccinoyl; and (8) alkyl types such as triphenylmethyl, methyl, and benzyl; and substituted alkyl types such as 2,2,2-trichloroethyl, 2-phenylethyl, and *t*-butyl; and trialkylsilane types such as
25 trimethylsilane.

As referred to herein, the term "substituted" means that at least one hydrogen atom is replaced with a non-hydrogen group, provided that normal valencies are maintained and that the substitution results in a stable compound. Ring double bonds, as
30 C=C, C=N, or N=N).

In cases wherein there are nitrogen atoms (*e.g.*, amines) on compounds of the present invention, these may be converted to N-oxides by treatment with an oxidizing

agent (*e.g.*, mCPBA and/or hydrogen peroxides) to afford other compounds of this invention. Thus, shown and claimed nitrogen atoms are considered to cover both the shown nitrogen and its N-oxide (N→O) derivative.

5 When any variable occurs more than one time in any constituent or formula for a compound, its definition at each occurrence is independent of its definition at every other occurrence. Thus, for example, if a group is shown to be substituted with 0-3 R, then said group may optionally be substituted with up to three R groups, and at each occurrence R is selected independently from the definition of R. Also, combinations of substituents and/or variables are permissible only if such combinations result in stable compounds.

10 When a bond to a substituent is shown to cross a bond connecting two atoms in a ring, then such substituent may be bonded to any atom on the ring. When a substituent is listed without indicating the atom in which such substituent is bonded to the rest of the compound of a given formula, then such substituent may be bonded via any atom in such substituent. Combinations of substituents and/or variables are permissible only if such
15 combinations result in stable compounds.

The present invention is intended to include all isotopes of atoms occurring in the present compounds. Isotopes include those atoms having the same atomic number but different mass numbers. By way of general example and without limitation, isotopes of hydrogen include deuterium and tritium. The isotopes of hydrogen can be denoted as ¹H (hydrogen), ²H (deuterium) and ³H (tritium). They are also commonly denoted as D for
20 deuterium and T for tritium. In the application, CD₃ denotes a methyl group wherein all of the hydrogen atoms are deuterium. Isotopes of carbon include ¹³C and ¹⁴C. Isotopically-labeled compounds of the invention can generally be prepared by conventional techniques known to those skilled in the art or by processes analogous to
25 those described herein, using an appropriate isotopically-labeled reagent in place of the non-labeled reagent otherwise employed.

As used herein, “pharmaceutically acceptable salts” refer to derivatives of the disclosed compounds wherein the parent compound is modified by making acid or base salts thereof. Examples of pharmaceutically acceptable salts include, but are not limited
30 to, mineral or organic acid salts of basic groups such as amines; and alkali or organic salts of acidic groups such as carboxylic acids. The pharmaceutically acceptable salts include the conventional non-toxic salts or the quaternary ammonium salts of the parent

compound formed, for example, from non-toxic inorganic or organic acids. For example, such conventional non-toxic salts include those derived from inorganic acids such as hydrochloric, hydrobromic, sulfuric, sulfamic, phosphoric, and nitric; and the salts prepared from organic acids such as acetic, propionic, succinic, glycolic, stearic, lactic, malic, tartaric, citric, ascorbic, pantoic, maleic, hydroxymaleic, phenylacetic, glutamic, benzoic, salicylic, sulfanilic, 2-acetoxybenzoic, fumaric, toluenesulfonic, methanesulfonic, ethane disulfonic, oxalic, and isethionic, and the like.

The pharmaceutically acceptable salts of the present invention can be synthesized from the parent compound that contains a basic or acidic moiety by conventional chemical methods. Generally, such salts can be prepared by reacting the free acid or base forms of these compounds with a stoichiometric amount of the appropriate base or acid in water or in an organic solvent, or in a mixture of the two; generally, nonaqueous media like ether, ethyl acetate, ethanol, isopropanol, or acetonitrile are preferred. Lists of suitable salts are found in *Remington: The Science and Practice of Pharmacy*, 22nd Edition, Allen, L. V. Jr., Ed.; Pharmaceutical Press, London, UK (2012), the disclosure of which is hereby incorporated by reference.

In addition, compounds of formula I may have prodrug forms. Any compound that will be converted *in vivo* to provide the bioactive agent (*i.e.*, a compound of formula D) is a prodrug within the scope and spirit of the invention. Various forms of prodrugs are well known in the art. For examples of such prodrug derivatives, see:

- a) Bundgaard, H., ed., *Design of Prodrugs*, Elsevier (1985), and Widder, K. et al., eds., *Methods in Enzymology*, 112:309-396, Academic Press (1985);
- b) Bundgaard, H., Chapter 5, "Design and Application of Prodrugs," *A Textbook of Drug Design and Development*, pp. 113-191, Krosgaard-Larsen, P. et al., eds., Harwood Academic Publishers (1991);
- c) Bundgaard, H., *Adv. Drug Deliv. Rev.*, 8:1-38 (1992);
- d) Bundgaard, H. et al., *J. Pharm. Sci.*, 77:285 (1988);
- e) Kakeya, N. et al., *Chem. Pharm. Bull.*, 32:692 (1984); and
- f) Rautio, J (Editor). *Prodrugs and Targeted Delivery (Methods and Principles in Medicinal Chemistry)*, Vol 47, Wiley-VCH, 2011.

Compounds containing a carboxy group can form physiologically hydrolyzable esters that serve as prodrugs by being hydrolyzed in the body to yield formula I

compounds *per se*. Such prodrugs are preferably administered orally since hydrolysis in many instances occurs principally under the influence of the digestive enzymes.

Parenteral administration may be used where the ester *per se* is active, or in those instances where hydrolysis occurs in the blood. Examples of physiologically

5 hydrolyzable esters of compounds of formula I include C₁₋₆alkyl, C₁₋₆alkylbenzyl, 4-methoxybenzyl, indanyl, phthalyl, methoxymethyl, C₁₋₆ alkanoyloxy-C₁₋₆alkyl (*e.g.*, acetoxymethyl, pivaloyloxymethyl or propionyloxymethyl), C₁₋₆alkoxycarbonyloxy-C₁₋₆alkyl (*e.g.*, methoxycarbonyl-oxymethyl or ethoxycarbonyloxymethyl, glycyloxymethyl, phenylglycyloxymethyl, (5-methyl-2-oxo-
10 1,3-dioxolen-4-yl)-methyl), and other well known physiologically hydrolyzable esters used, for example, in the penicillin and cephalosporin arts. Such esters may be prepared by conventional techniques known in the art.

Preparation of prodrugs is well known in the art and described in, for example, King, F.D., ed., *Medicinal Chemistry: Principles and Practice*, The Royal Society of
15 Chemistry, Cambridge, UK (2nd edition, reproduced, 2006); Testa, B. et al., *Hydrolysis in Drug and Prodrug Metabolism. Chemistry, Biochemistry and Enzymology*, VCHA and Wiley-VCH, Zurich, Switzerland (2003); Wermuth, C.G., ed., *The Practice of Medicinal Chemistry*, 3rd edition, Academic Press, San Diego, CA (2008).

The term “solvate” means a physical association of a compound of this invention
20 with one or more solvent molecules, whether organic or inorganic. This physical association includes hydrogen bonding. In certain instances the solvate will be capable of isolation, for example when one or more solvent molecules are incorporated in the crystal lattice of the crystalline solid. The solvent molecules in the solvate may be present in a regular arrangement and/or a non-ordered arrangement. The solvate may comprise either
25 a stoichiometric or nonstoichiometric amount of the solvent molecules. “Solvate” encompasses both solution-phase and isolable solvates. Exemplary solvates include, but are not limited to, hydrates, ethanolates, methanolates, and isopropanolates. Methods of solvation are generally known in the art.

As used herein, the term “patient” refers to organisms to be treated by the methods
30 of the present invention. Such organisms preferably include, but are not limited to, mammals (*e.g.*, murines, simians, equines, bovines, porcines, canines, felines, and the like), and most preferably refers to humans.

As used herein, the term "effective amount" means that amount of a drug or pharmaceutical agent, i.e., a compound of the invention, that will elicit the biological or medical response of a tissue, system, animal or human that is being sought, for instance, by a researcher or clinician. Furthermore, the term "therapeutically effective amount" means any amount which, as compared to a corresponding subject who has not received such amount, results in improved treatment, healing, prevention, or amelioration of a disease, disorder, or side effect, or a decrease in the rate of advancement of a disease or disorder. An effective amount can be administered in one or more administrations, applications or dosages and is not intended to be limited to a particular formulation or administration route. The term also includes within its scope amounts effective to enhance normal physiological function

As used herein, the term "treating" includes any effect, e.g., lessening, reducing, modulating, ameliorating or eliminating, that results in the improvement of the condition, disease, disorder, and the like, or ameliorating a symptom thereof.

As used herein, the term "pharmaceutical composition" refers to the combination of an active agent with a carrier, inert or active, making the composition especially suitable for diagnostic or therapeutic use *in vivo* or *ex vivo*.

Examples of bases include, but are not limited to, alkali metals (e.g., sodium) hydroxides, alkaline earth metals (e.g., magnesium), hydroxides, ammonia, and compounds of formula NW_4^+ , wherein W is C₁₋₄ alkyl, and the like.

For therapeutic use, salts of the compounds of the present invention are contemplated as being pharmaceutically acceptable. However, salts of acids and bases that are non-pharmaceutically acceptable may also find use, for example, in the preparation or purification of a pharmaceutically acceptable compound.

METHODS OF PREPARATION

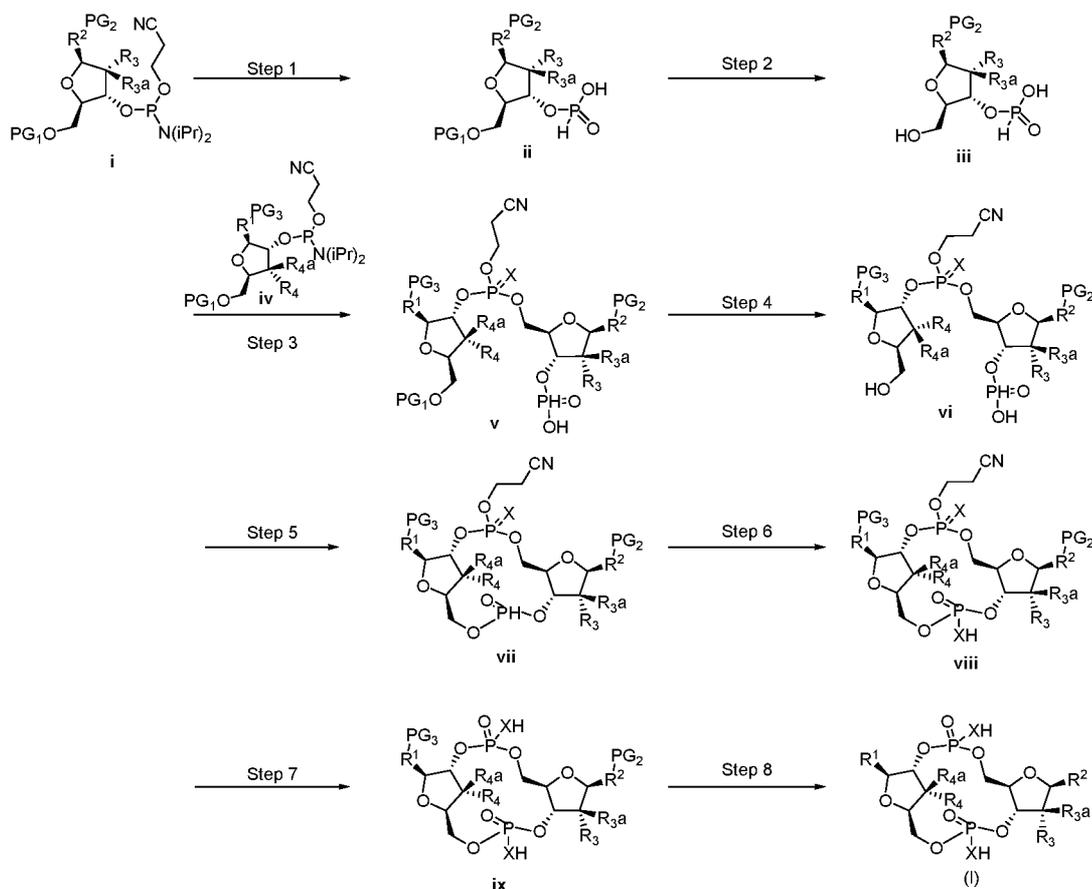
The compounds of the present invention can be prepared in a number of ways well known to one skilled in the art of organic synthesis. The compounds of the present invention can be synthesized using the methods described below, together with synthetic methods known in the art of synthetic organic chemistry, or variations thereon as appreciated by those skilled in the art. Preferred methods include, but are not limited to,

those described below. All references cited herein are hereby incorporated by reference in their entirety.

The compounds of this invention may be prepared using the reactions and techniques described in this section. The reactions are performed in solvents appropriate to the reagents and materials employed and are suitable for the transformations being effected. Also, in the description of the synthetic methods described below, it is to be understood that all proposed reaction conditions, including choice of solvent, reaction atmosphere, reaction temperature, duration of the experiment and work up procedures, are chosen to be the conditions standard for that reaction, which should be readily recognized by one skilled in the art. It is understood by one skilled in the art of organic synthesis that the functionality present on various portions of the molecule must be compatible with the reagents and reactions proposed. Such restrictions to the substituents that are compatible with the reaction conditions will be readily apparent to one skilled in the art and alternate methods must then be used. This will sometimes require a judgment to modify the order of the synthetic steps or to select one particular process scheme over another in order to obtain a desired compound of the invention. It will also be recognized that another major consideration in the planning of any synthetic route in this field is the judicious choice of the protecting group used for protection of the reactive functional groups present in the compounds described in this invention. An authoritative account describing the many alternatives to the trained practitioner is Greene and Wuts (*Protective Groups In Organic Synthesis*, Fourth Edition, Wiley and Sons, 2007).

Compounds with general Formula (I) and Formula (II) may be prepared by reference to the methods illustrated in the following Schemes. As shown therein, the end product is a compound having the same structural formula as Formula (I) and Formula (II). It will be understood that any compound of Formula (I) and Formula (II) may be produced by the schemes by the suitable selection of reagents with appropriate substitution. Solvents, temperatures, pressures, and other reaction conditions may readily be selected by one of ordinary skill in the art. Starting materials are commercially available or readily prepared by one of ordinary skill in the art. Constituents of compounds are as defined herein or elsewhere in the specification.

Scheme 1



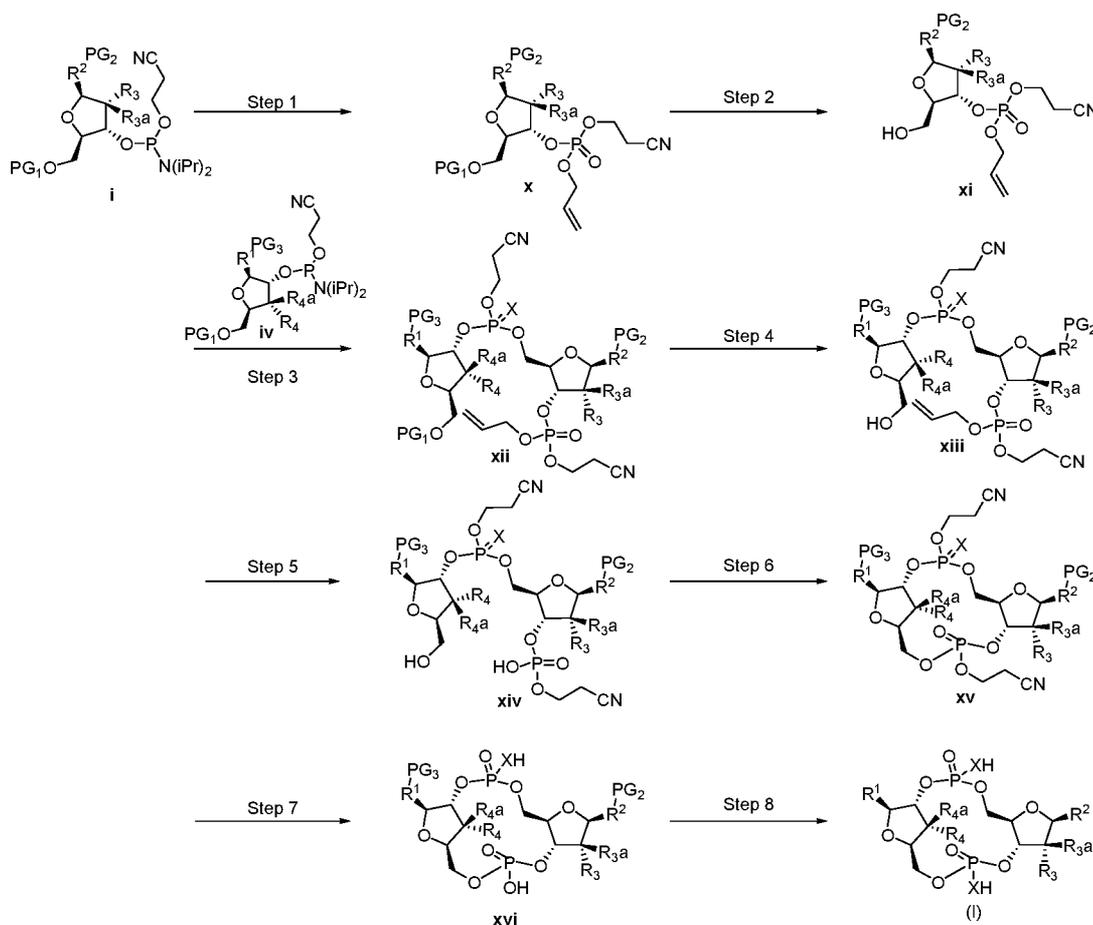
Method 1

One method for preparation of examples of the present disclosure is described in Scheme 1. The method starts from a ribo-nucleoside (**i**), wherein the nucleobase (R¹ or R²) is appropriately protected (PG₂ or PG₃), such as with a benzoyl group, and the 5'-hydroxy group is appropriately protected (PG₁), such as with a DMTr ether, and the 3'-position is a phosphoramidite functionality. In step 1, treatment with appropriate reagents, such as pyridine trifluoroacetate followed by butylamine, affords the H-phosphonate (**ii**). Subsequent removal of the 5'-OH protecting group in step 2, under acidic conditions (PG₁ = DMTr) affords compounds of formula **iii**. The resulting compound of formula **iii** may be reacted with a fully protected 2'-phosphoramidite (**iv**) in step 3 and then immediately thiolated, for example with DDTT (X = S), to provide compounds of formula **v**. Alternatively, treatment with an oxidant such as t-butyl hydroperoxide affords compounds of formula **v** where X = O. Removal of the 5'-protecting group from the second ribo-nucleoside in step 4, under acidic conditions (PG₁

- = DMTr) provides compounds of formula **vi**. Treatment of compounds **vi** with an appropriate cyclization reagent in step 5, such as DMOCP provides compounds of formula **vii**. This material may then be immediately thiolated with an appropriate reagent, such as 3H-1,2-benzodithiol-3-one to afford compounds of formula **viii** in step 6.
- 5 Compounds of formula **viii** may be treated with an appropriate reagent to remove the protecting groups of the nucleobase, for example $\text{NH}_4\text{OH}/\text{MeOH}$ (PG_2 and $\text{PG}_3 = \text{benzoyl}$) to afford compounds of formula **ix**. Compounds of formula **(I)** may be prepared in step 8 by removal of the remaining protecting group from the 3'-OH of compounds **ix** with, for example fluoride anion, where $\text{PG}_4 = \text{a silyl protecting group}$.

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Scheme 2



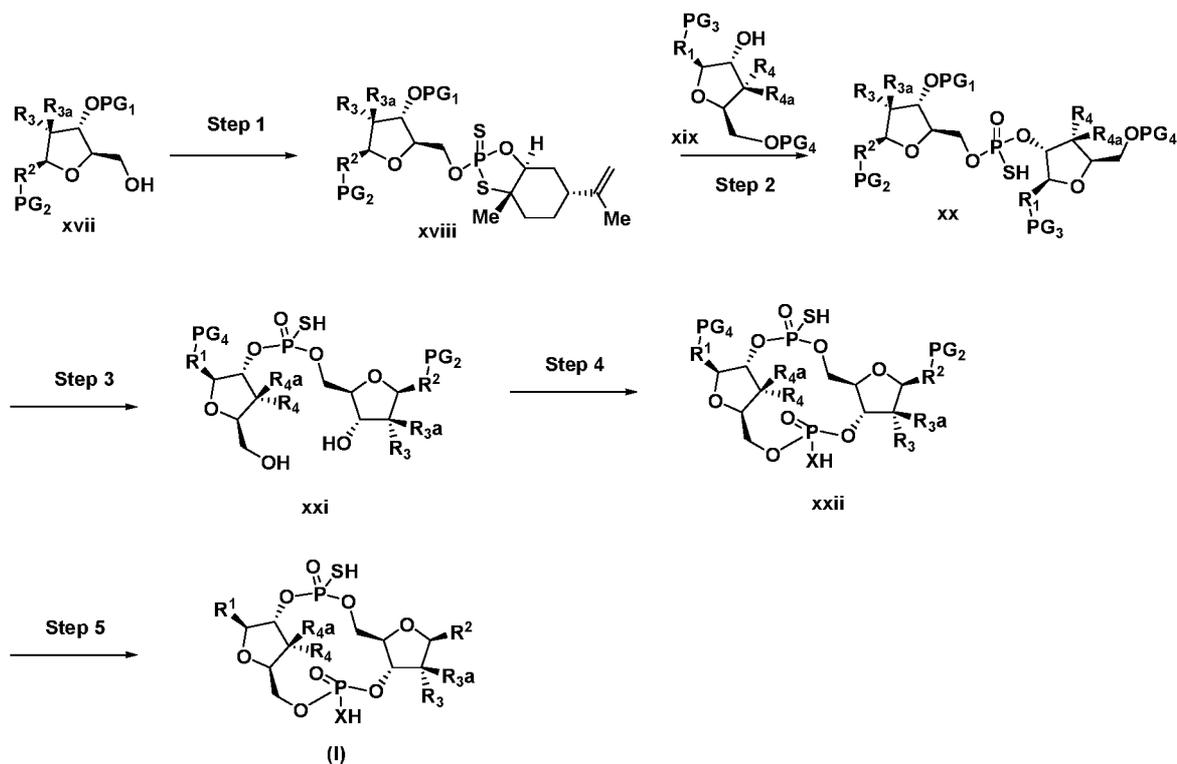
Method 2

Another method for the preparation of examples of the present disclosure is described in Scheme 2. The sequence starts from a modified ribo-nucleoside (**i**), wherein the nucleobase (R^1 or R^2) is appropriately protected (PG_2 or PG_3), such as with a benzoyl group, and the 5'-hydroxy group is appropriately protected (PG_1), such as with a DMTr ether, and the 3'-position is a phosphoramidite functionality. In step 1, treatment with prop-2-en-1-ol, followed by immediate oxidation ($X = O$), for example, with 2-butanone peroxide, affords the phosphodiester (**x**). Subsequent removal of the 5'-OH protecting group in step 2, under acidic conditions ($PG_1 = DMTr$) affords compounds of formula **xi**. The resulting compound of formula **xi** may be reacted with a fully protected 2'-phosphoramidite (**i**) in step 3 followed by oxidation, for example, with 2-butanone peroxide to provide compounds of formula **xii** ($X = O$) or may be treated, for example with DDTT, to provide additional compounds of formula **xii** ($X = S$). Removal of the 5'-protecting group from the second ribo-nucleoside in step 4, under acidic conditions ($PG_1 = DMTr$) provides compounds of formula **xiii**. Removal of the allyl protecting group with an appropriate reagent in step 5, such as NaI or $Pd(PPh_3)_4$, provides compounds of formula **xiv**. Treatment of compounds **xiv** with an appropriate cyclization reagent in step 6, such as 1-(mesitylsulfonyl)-3-nitro-1H-1,2,4-triazole, provides compounds of formula **xv**. Compounds of formula **xv** may be treated with an appropriate reagent, such as t-butylamine, to remove the 2-cyanoethyl groups and provides compounds of formula **xvi**. Additional steps to remove remaining protecting groups may be necessary (step 8). For example, treatment with $NH_4OH/MeOH$ to remove alkyl or phenyl carbonyl groups and treatment with fluoride ion where silyl protecting groups have been employed affords compounds of formula (**I**).

25 *Method 3*

Alternatively, an additional method for the preparation of examples of the present disclosure is described in Scheme 3.

Scheme 3



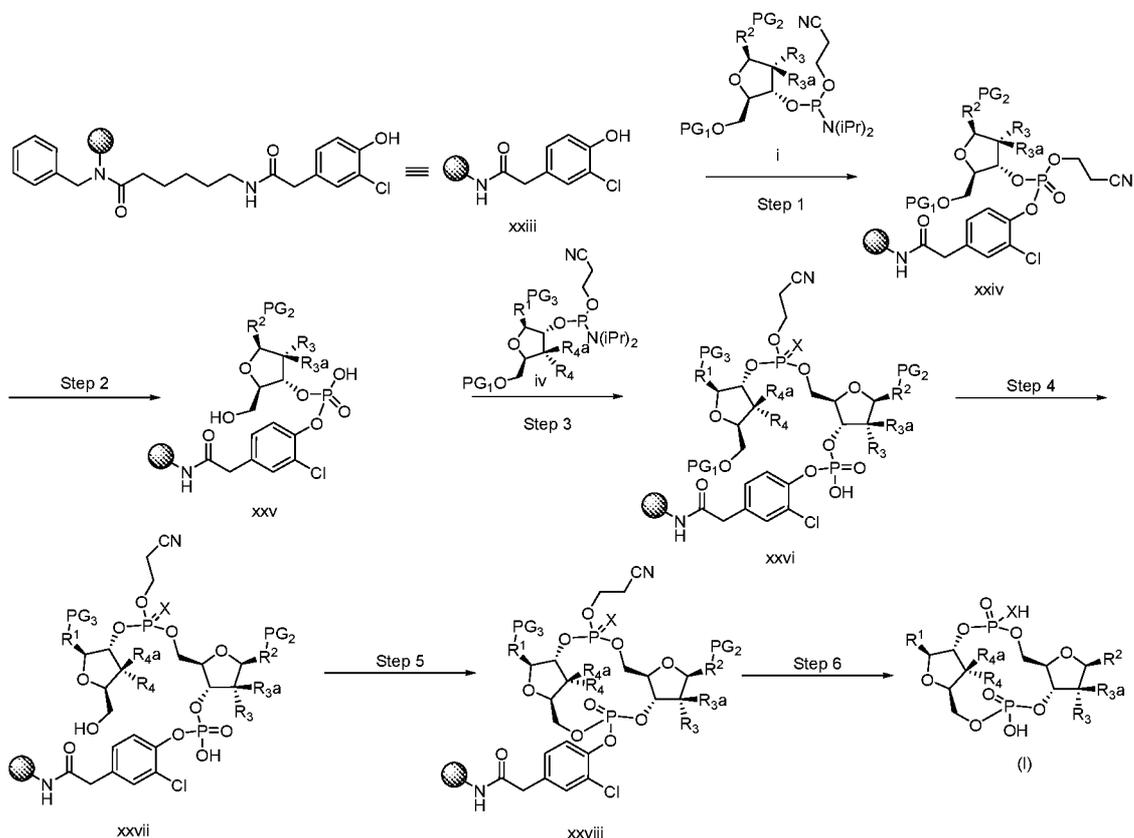
The method starts from an appropriately substituted natural or modified nucleoside (xvii), wherein the nucleobase (R^2) is appropriately protected (PG = protecting group), such as with a benzoyl group. In Step 1, treatment of xvii with an appropriate organophosphorus (V) reagent, for example one of those listed in Table 1, in an appropriate solvent (such as acetonitrile or dimethylformamide), with an appropriate base (for example DBU) affords compounds of formula xviii. Treatment with an appropriately protected alcohol (for example xix) in Step 2, in an appropriate solvent (for example acetonitrile or dimethylformamide) in the presence of a base (for example DBU) affords compounds of formula xx. In Step 3, both protecting groups (PG_1 and PG_4) may be removed under conditions known to one skilled in the art to afford alcohol diol (xxi). Compounds of formula xxi may be treated in Step 4 with an appropriate cyclization reagent (for example diphenyl phosphite) followed by oxidation with, for example, *t*-butylhydroperoxide ($X = O$) or sulfurization with, for example DDTT ($X = S$) to provide compounds of formula xxii. In Step 5, any additional protecting groups may be removed to afford compounds of general formula (I).

Method 4

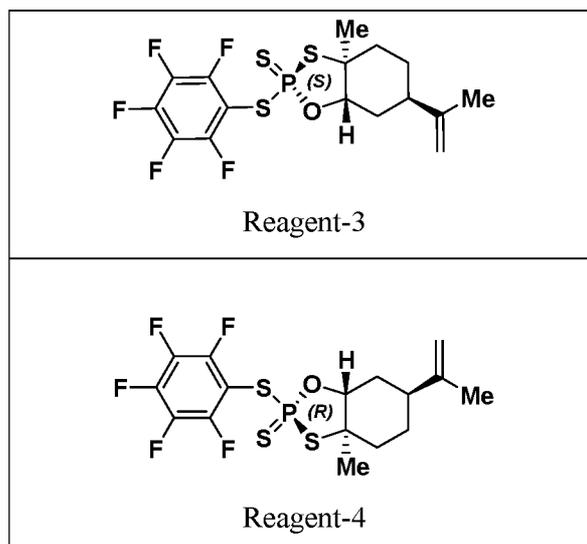
Alternatively, an additional method for the preparation of examples of the present disclosure is described in Scheme 4.

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Scheme 4



- The method starts from 2-(3-chloro-4-hydroxyphenyl)acetic acid polystyrene support resin (**xxiii**) and a ribo-nucleoside (**i**), wherein the nucleobase (R^1 or R^2) is appropriately protected (PG_2 or PG_3), such as with a benzoyl group, and the 5'-hydroxy group is appropriately protected (PG_1), such as with a DMTr ether, and the 3'-position is a phosphoramidite functionality. In Step 1, ribo-nucleoside (**i**) is loaded onto resin (**xxiii**) with an appropriate reagent (for example 1H-tetrazole), in an appropriate solvent (such as acetonitrile), and then immediately oxidized, for example with a reagent such as t-butyl hydroperoxide, to provide resin **xxiv**. Subsequent removal of the cyanoethyl group with an appropriate reagent (for example a 1:1 mixture of Et_3N /pyridine) and the 5'-OH
- 10 support resin (**xxiii**) and a ribo-nucleoside (**i**), wherein the nucleobase (R^1 or R^2) is appropriately protected (PG_2 or PG_3), such as with a benzoyl group, and the 5'-hydroxy group is appropriately protected (PG_1), such as with a DMTr ether, and the 3'-position is a phosphoramidite functionality. In Step 1, ribo-nucleoside (**i**) is loaded onto resin (**xxiii**) with an appropriate reagent (for example 1H-tetrazole), in an appropriate solvent (such as acetonitrile), and then immediately oxidized, for example with a reagent such as t-butyl hydroperoxide, to provide resin **xxiv**. Subsequent removal of the cyanoethyl group with an appropriate reagent (for example a 1:1 mixture of Et_3N /pyridine) and the 5'-OH
- 15 support resin (**xxiii**) and a ribo-nucleoside (**i**), wherein the nucleobase (R^1 or R^2) is appropriately protected (PG_2 or PG_3), such as with a benzoyl group, and the 5'-hydroxy group is appropriately protected (PG_1), such as with a DMTr ether, and the 3'-position is a phosphoramidite functionality. In Step 1, ribo-nucleoside (**i**) is loaded onto resin (**xxiii**) with an appropriate reagent (for example 1H-tetrazole), in an appropriate solvent (such as acetonitrile), and then immediately oxidized, for example with a reagent such as t-butyl hydroperoxide, to provide resin **xxiv**. Subsequent removal of the cyanoethyl group with an appropriate reagent (for example a 1:1 mixture of Et_3N /pyridine) and the 5'-OH



EXAMPLES

The invention is further defined in the following Examples. It should be understood that the Examples are given by way of illustration only. From the above discussion and the Examples, one skilled in the art can ascertain the essential characteristics of the invention, and without departing from the spirit and scope thereof, can make various changes and modifications to adapt the invention to various uses and conditions. As a result, the invention is not limited by the illustrative examples set forth hereinbelow, but rather is defined by the claims appended hereto.

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Abbreviations

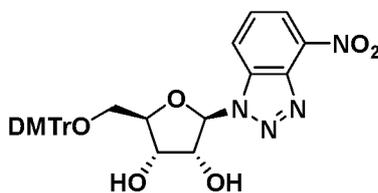
The following abbreviations may be used in the example section below and elsewhere herein:

Abbreviation	Full Name
Ac	acetyl
ACN	acetonitrile
aq.	aqueous
DCM	dichloromethane
DDTT	((dimethylamino-methylidene)amino)-3H-1,2,4-dithiazoline-3-thione
DMSO	dimethylsulfoxide

Abbreviation	Full Name
DMOCP	2-chloro-5,5-dimethyl-1,3,2-dioxaphosphorinane 2-oxide
DMTr	4,4'-dimethoxytrityl
EtOAc	ethyl acetate
Et ₃ N or TEA	triethylamine
EtOH	ethanol
HPLC	high-performance liquid chromatography
iPr	isopropyl
MeOH	methanol
RT	room temperature
satd. or sat'd	saturated
TBS	tButyldimethylsilyl
TFA	Trifluoroacetic acid
tr	retention time

Intermediates

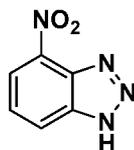
Intermediate I-1:



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I-1

Preparation of Intermediate I-1a



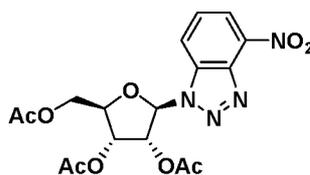
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1-1a

1H-benzo[d][1,2,3]triazole (5 g, 42.0 mmol) in conc. H₂SO₄ (150 mL) was cooled to 0 °C. Potassium nitrate (8.49 g, 84 mmol) was added in small portions over 20 min.

Then the reaction was heated to 60 °C for 1.5 h. The mixture was cooled to room temperature, and then poured onto 100 g of ice. After warming to room temperature, the solid was collected and washed with water (3 x 10 mL). The solid was treated with 50 mL of saturated aqueous NaHCO₃, and stirred for 5 min. The resulting solid was
 5 collected and washed with water (3 x 10 mL), hexane (3 x 10 mL), and then dried under vacuum to provide **Intermediate I-1a** (5.82 g, 84% yield). LCMS: *m/z* 165.00 (M+H), ¹H NMR (499 MHz, CHLOROFORM-*d*) δ 13.10 (br s, 1H), 8.55 (d, *J*=8.2 Hz, 1H), 8.49 (dd, *J*=7.8, 0.7 Hz, 1H), 7.62 (t, *J*=8.1 Hz, 1H).

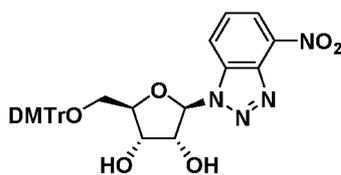
10 Preparation of Intermediate I-1b



I-1b

15 To a solution of (2S,3R,4R,5R)-5-(acetoxymethyl)tetrahydrofuran-2,3,4-triyl triacetate (10 g, 31.4 mmol) and **Intermediate I-1a** (5.16 g, 31.4 mmol) in 50 mL of DCM, was added perchlorostannane (1.471 mL, 12.57 mmol) dropwise. The reaction mixture was stirred at room temperature for 16 h. To the reaction was slowly added 300 mL of saturated aqueous NaHCO₃. The mixture was then extracted with DCM (3 x 300
 20 mL). The combined organic layers were washed with brine, dried over Na₂SO₄ and concentrated. The residue was purified on silica eluting with 0-50% EtOAc/hexane to give the desired **Intermediate I-1b** (5.7 g, 43%). LCMS: *m/z* 422.85 (M+H), ¹H NMR (499 MHz, DMSO-*d*₆) δ 8.52 (d, *J*=8.4 Hz, 1H), 8.39 (d, *J*=7.6 Hz, 1H), 7.89 (t, *J*=7.9 Hz, 1H), 6.97 (d, *J*=3.0 Hz, 1H), 6.15 (dd, *J*=5.4, 3.0 Hz, 1H), 5.76 - 5.71 (m, 1H), 4.59 -
 25 4.55 (m, 1H), 4.34 (dd, *J*=12.3, 3.2 Hz, 1H), 4.13 (dd, *J*=12.5, 4.6 Hz, 1H), 2.14 (s, 6H), 1.86 (s, 3H).

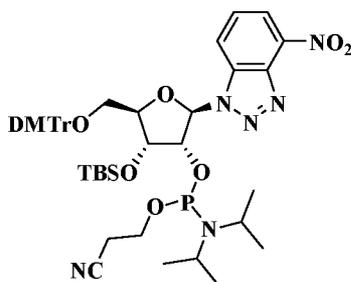
Preparation of Intermediate I-1:



I-1

Ammonia was bubbled through a solution of **Intermediate I-1b** (4 g, 9.47 mmol) in 30 mL of MeOH for 15 min, and then the mixture was stirred at room temperature for 16 h. The reaction mixture was then concentrated. The residue was then azeotroped with 5 mL of pyridine, and then dissolved in 20 mL of pyridine. DMTr-Cl (3.85 g, 11.36 mmol) was added and the reaction was stirred at room temperature for 6 h. The reaction was then quenched with 1 mL of MeOH and stirred for an additional 10 minutes. The mixture was then concentrated *in vacuo* and the residue was purified on silica eluting with 0-100% EtOAc/Hexane to give **Intermediate I-1** (3.7 g, 5.56 mmol, 58.7 % yield).

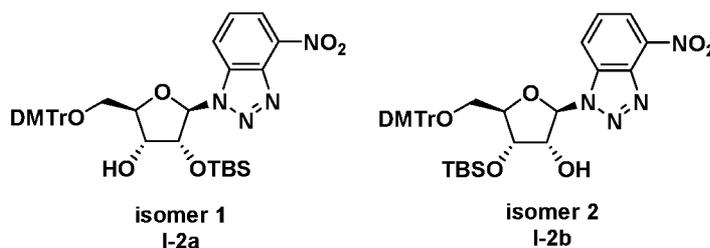
Intermediate I-2:



I-2

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Preparation of Intermediates I-2a and I-2b:

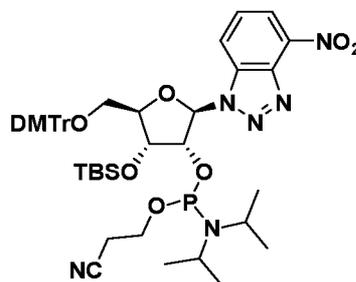


To a solution of **Intermediate I-1** (3.7 g, 6.18 mmol) in 25 mL of dry pyridine was added 1*H*-imidazole (1.26 g, 18.54 mmol), followed by the dropwise addition of tert-butylchlorodimethylsilane (0.978 g, 6.49 mmol). The reaction was stirred at room

temperature for 6 h, and then quenched with 1 mL of MeOH, and stirring was continued for an additional 10 min. The reaction mixture was then concentrated and the residue was purified on silica gel (0-60% EtOAc/Hexane) to give two isomers: **Intermediate I-2a** (1.6 g, 2.244 mmol, 36.3 % yield), ¹H NMR (499 MHz, CHLOROFORM-d) δ 9.26 - 9.18 (m, 1H), 8.28 (s, 1H), 7.48 (d, *J*=7.3 Hz, 2H), 7.39 - 7.29 (m, 6H), 7.27 - 7.22 (m, 1H), 7.09 - 7.05 (m, 1H), 6.88 - 6.83 (m, 4H), 6.74 (d, *J*=7.0 Hz, 1H), 6.67 (d, *J*=4.9 Hz, 1H), 4.67 (t, *J*=5.0 Hz, 1H), 4.34 - 4.31 (m, 1H), 4.27 - 4.22 (m, 1H), 3.81 (d, *J*=0.9 Hz, 6H), 3.57 - 3.47 (m, 2H), 2.70 (d, *J*=5.0 Hz, 1H), 0.92 - 0.87 (m, 9H), 0.07 - 0.04 (m, 3H), 0.02 - -0.02 (m, 3H) and **Intermediate I-2b** (2.1 g, 2.95 mmol, 47.7 % yield) ¹H NMR (499 MHz, CHLOROFORM-d) δ 8.28 (d, *J*=7.5 Hz, 1H), 8.23 (d, *J*=8.2 Hz, 1H), 7.58 (t, *J*=7.8 Hz, 1H), 7.20 - 7.09 (m, 9H), 6.73 - 6.68 (m, 4H), 6.43 (d, *J*=2.4 Hz, 1H), 5.15 - 5.11 (m, 1H), 4.91 - 4.87 (m, 1H), 4.33 - 4.29 (m, 1H), 3.78 (d, *J*=2.6 Hz, 6H), 3.41 (dd, *J*=10.8, 2.7 Hz, 1H), 3.12 - 3.07 (m, 2H), 2.07 (s, 1H), 1.55 (s, 12H), 1.29 (t, *J*=7.2 Hz, 1H), 0.91 (s, 9H), 0.12 (s, 3H), 0.02 - -0.04 (m, 3H).

15

Preparation of Intermediate I-2:



I-2

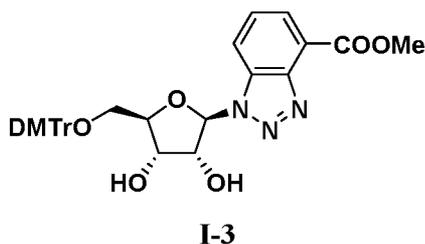
To a solution of **Intermediate I-2b** (2.1 g, 2.95 mmol) in anhydrous DCM (20 mL) was added a 1.0 M solution of 1H-imidazole-4,5-dicarbonitrile (2.062 mL, 2.062 mmol) in acetonitrile, followed by the dropwise addition of 3-((bis(diisopropylamino)phosphanyl)oxy) propanenitrile (1.065 g, 3.53 mmol). After the addition was complete, the mixture was stirred at room temperature for 16 h. The mixture was then diluted with 100 mL of DCM, washed with saturated aqueous NaHCO₃, dried over MgSO₄, and then concentrated to dryness. The residue was purified by silica gel column chromatography (0-40% EtOAc/hexane/with 0.5% Et₃N) to afford

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Intermediate I-2 as a mixture of diastereomers (1.8 g, 1.971 mmol, 66.9 % yield). m/z 830.0 (M+H), (hydrolyzed on LCMS with TFA in the mobile phase).

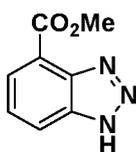
Intermediate I-3:

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Preparation of Intermediate I-3a

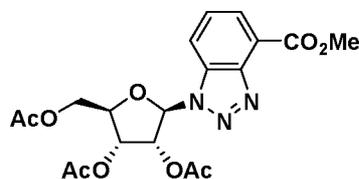
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To methyl 2,3-diaminobenzoate (3 g, 18.1 mmol) in acetic acid (50 mL) was added sodium nitrite (1.25 g, 18.1 mmol) in small portions. The resulting mixture was stirred at room temperature for 16 h. The mixture was then concentrated and the residue was stirred in 50 mL of water for 5 min. The solid was collected and washed with water (10 mL x 3), ether (5 mL x 2), and then dried *in vacuo* to give **Intermediate I-3a** (2.52 g, 79 % yield). $^1\text{H NMR}$ (499 MHz, DMSO- d_6) δ 8.40 (d, $J=8.2$ Hz, 1H), 8.15 (d, $J=7.3$ Hz, 1H), 7.54 (t, $J=7.8$ Hz, 1H), 4.00 (s, 3H). m/z 178.4 (M+H) as an off white solid, which was used in the next step without further purification.

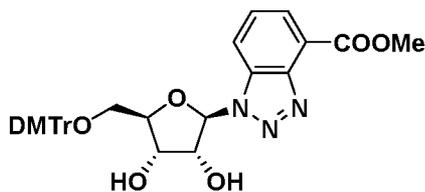
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Preparation of Intermediate I-3b

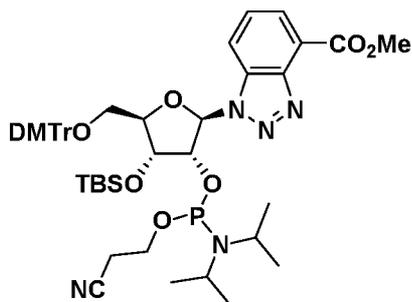
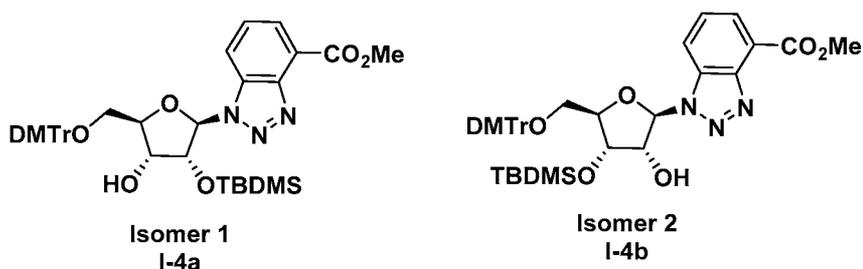


I-3b

To a solution of (2S,3R,4R,5R)-5-(acetoxymethyl)tetrahydrofuran-2,3,4-triyl triacetate (4.49 g, 14.11 mmol) and **Intermediate I-3a** (2.5 g, 14.11 mmol) in 50 mL of ACN was added perchlorostannane (1.65 mL, 14.1 mmol) dropwise. The reaction was stirred at room temperature for 6 h. To the reaction was slowly added 200 mL of NaHCO₃. The mixture was then extracted with EtOAc (150 mL x 3). The combined organic layers were washed with brine, dried over Na₂SO₄ and concentrated. The residue was purified on silica (0-100% EtOAc/Hexane) to give **Intermediate I-3b** (4.57 g, 10.50 mmol, 74.4 % yield). ¹H NMR (499 MHz, CHLOROFORM-d) δ 8.17 (dd, *J*=7.3, 0.9 Hz, 1H), 7.91 (dd, *J*=8.2, 0.9 Hz, 1H), 7.64 (dd, *J*=8.4, 7.3 Hz, 1H), 6.49 (d, *J*=4.0 Hz, 1H), 6.23 (dd, *J*=5.3, 4.1 Hz, 1H), 5.81 (t, *J*=5.3 Hz, 1H), 4.60 - 4.54 (m, 1H), 4.45 - 4.39 (m, 1H), 4.24 (dd, *J*=12.3, 4.3 Hz, 1H), 4.13 (s, 3H), 2.18 (s, 3H), 2.14 (s, 3H), 2.01 (s, 3H), *m/z* 436.5 (M+H).

15 **Preparation of Intermediate I-3:****I-3**

To a solution of **Intermediate I-3b** (5.5 g, 12.63 mmol) in MeOH (50 mL) was added sodium methanolate (2.53 mL, 2.53 mmol). The reaction was stirred at room temperature for 2h. To the resulting mixture was added 2 g of H⁺ Dowex 50 resin and the mixture was stirred at room temperature for 20 min. The suspension was filtered and the filtrate was concentrated to dryness. The residue was taken up in 5 mL of pyridine and then concentrated to dryness (2x). The resulting material was suspended in 30 mL of dry pyridine and DMTr-Cl (5.14 g, 15.16 mmol) was added. The reaction was then stirred at room temperature overnight. The reaction was then treated with 1 mL of MeOH and stirred for an additional 10 min. The solvent was removed under reduced pressure and the resulting residue was purified on a silica gel column eluting with 0-100% EtOAc in Hexane to give **Intermediate I-3** (2.5 g, 4.09 mmol, 32.4 % yield). *m/z* 612.0 (M+H).

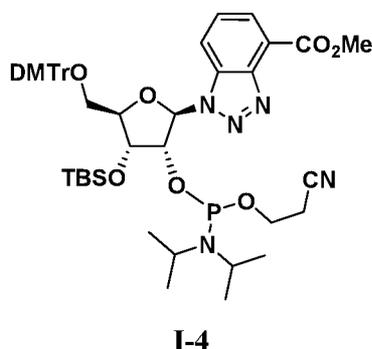
Intermediate I-4:**I-4****5 Preparation of Intermediate I-4a and I-4b****Isomer 1
I-4a****Isomer 2
I-4b**

To a solution of **Intermediate I-3** (2.5 g, 4.09 mmol) in dry pyridine (10 mL) was
 10 added 1H-imidazole (0.84 g, 12.26 mmol), followed by the dropwise addition of tert-
 butylchlorodimethylsilane (1.08 g, 7.2 mmol) in DCM (5 mL). The reaction was stirred
 at room temperature for 5 h, and then additional tert-butylchlorodimethylsilane (0.68 g,
 4.50 mmol) was added. The reaction was stirred for another 3 h. The reaction was then
 quenched with MeOH (2 mL), and stirred for 10 min. The mixture was concentrated and
 15 the residue was then purified by silica gel column chromatography eluting with 0-100%
 EtOAc in hexane to give two isomers. The first eluting isomer, **Intermediate I-4a** (0.8 g,
 1.102 mmol, 27.0 % yield). LCMS, $[M+H]^+ = 726.6$: $^1\text{H NMR}$ (499 MHz,
 CHLOROFORM- d) δ 8.11 (d, $J=7.3$ Hz, 1H), 8.06 (d, $J=8.3$ Hz, 1H), 7.41 - 7.29 (m,
 4H), 7.28 - 7.18 (m, 7H), 6.78 - 6.75 (m, 4H), 6.33 (d, $J=5.0$ Hz, 1H), 5.34 - 5.32 (m, 1H),
 20 4.49 - 4.45 (m, 1H), 4.35 - 4.32 (m, 1H), 4.13 (s, 3H), 3.79 (d, $J=1.1$ Hz, 6H), 3.46 (dd,
 $J=10.7, 3.2$ Hz, 1H), 3.32 (dd, $J=10.7, 4.3$ Hz, 1H), 2.78 (d, $J=4.4$ Hz, 1H), 1.56 (s, 14H),
 1.40 - 1.21 (m, 1H), 0.89 (s, 9H), 0.96 - 0.81 (m, 1H), 0.05 - 0.02 (m, 3H), 0.03 (s, 15H),
 -0.11 (s, 3H), and the second eluting isomer, **Intermediate I-4b** (2.0 g, 2.76 mmol, 42.1

% yield). LCMS, $[M+H]^+ = 726.7$: $^1\text{H NMR}$ (499 MHz, CHLOROFORM- d) δ 8.15 (dd, $J=7.3, 0.9$ Hz, 1H), 8.07 (dd, $J=8.4, 0.9$ Hz, 1H), 7.57 (dd, $J=8.2, 7.3$ Hz, 1H), 7.29 – 7.26 (m, 2H), 7.29 (s, 3H), 7.18 – 7.12 (m, 7H), 6.71 – 6.65 (m, 4H), 6.41 (d, $J=2.1$ Hz, 1H), 5.09 – 5.06 (m, 1H), 4.90 – 4.87 (m, 1H), 4.33 – 4.27 (m, 1H), 4.12 (s, 3H), 4.17 – 4.11 (m, 1H), 3.76 (s, 3H), 3.76 (s, 3H), 3.32 (dd, $J=10.7, 2.6$ Hz, 1H), 3.11 – 3.05 (m, 2H), 2.07 (s, 1H), 1.56 (s, 7H), 1.29 (t, $J=7.2$ Hz, 2H), 0.95 – 0.84 (m, 1H), 0.89 (s, 9H), 0.11 (s, 3H), -0.02 (s, 3H).

Preparation of Intermediate I-4:

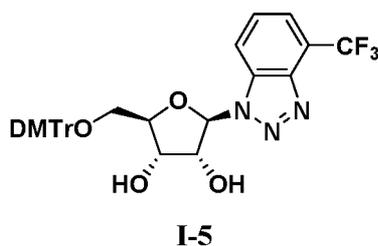
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Intermediate I-4 was prepared from **I-4b** by following the procedure provided for the preparation of **Intermediate I-2** to give **Intermediate I-4** (81 % yield). m/z 843.5 (M+H).

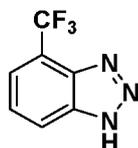
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Intermediate I-5:



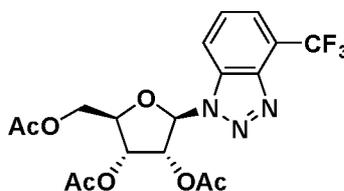
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Preparation of Intermediate I-5a



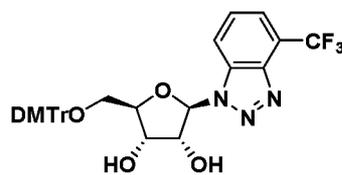
I-5a

To a solution of 2-nitro-6-(trifluoromethyl)aniline (5 g, 24.26 mmol) in MeOH (100 mL) was added palladium on carbon (10% by weight) (0.52 g, 0.49 mmol), and the reaction was stirred under a 25 psi atmosphere of hydrogen for 2 h. The reaction mixture was then filtered through celite and the filtrate was concentrated. The resulting residue was dissolved in 150 mL of acetic acid and sodium nitrite (1.67 g, 24.3 mmol) was added slowly in small portions. The reaction was stirred at room temperature for 3 h. The reaction mixture was then concentrated. To the resulting residue was added 100 mL of water and the mixture was stirred for 5 minutes. The resulting solid was collected and washed with water (30 mL x 3) followed by hexane (10 mL x 2) and then dried to give **Intermediate I-5a** (3.96 g, 21.16 mmol, 87 % yield). ¹H NMR (499 MHz, CHLOROFORM-d) δ 12.63 - 12.35 (Bbr. s, 1H), 8.44 - 8.15 (m, 1H), 7.83 (d, *J*=7.3 Hz, 1H), 7.65 - 7.52 (t, 1H).

15 **Preparation of Intermediate I-5b****I-5b**

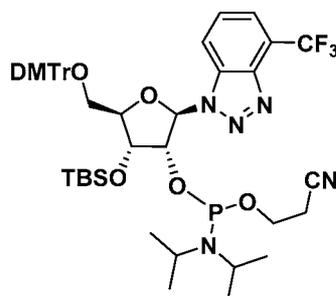
Intermediate I-5b was prepared from **Intermediate I-5a** and (2*S*,3*R*,4*R*,5*R*)-5-(acetoxymethyl)tetrahydrofuran-2,3,4-triyl triacetate by following the procedure for the preparation of **Intermediate I-1b** to afford the desired product (58 % yield). ¹H NMR (499 MHz, CHLOROFORM-d) δ 7.90 (d, *J*=8.4 Hz, 1H), 7.75 (d, *J*=7.2 Hz, 1H), 7.66 (t, *J*=7.7 Hz, 1H), 6.50 (d, *J*=3.8 Hz, 1H), 6.26 (t, *J*=4.4 Hz, 1H), 5.83 - 5.80 (m, 1H), 4.58 (br d, *J*=5.3 Hz, 1H), 4.42 (dd, *J*=12.5, 3.0 Hz, 1H), 4.24 (dd, *J*=12.5, 4.0 Hz, 1H), 2.20 - 2.05 (m, 6H), 1.98 (s, 3H).

Preparation of Intermediate I-5:

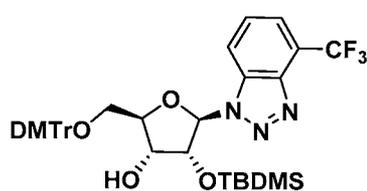
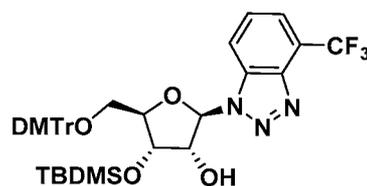


I-5

Intermediate I-5 was prepared from **Intermediate I-5b** by following the procedure described for the preparation of **Intermediate I-1** to give the desired product (59 % yield).

Intermediate I-6:

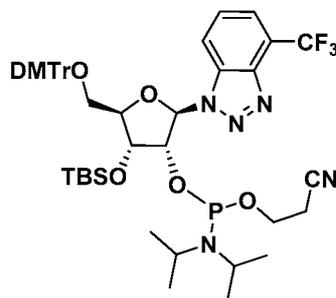
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Preparation of Intermediate I-6a and I-6bIsomer 1
I-6aIsomer 2
I-6b

15 To a solution of **Intermediate I-5** (1.8 g, 2.90 mmol) in 15 mL of dry pyridine was added 1H-imidazole (0.591 g, 8.69 mmol), followed by dropwise addition of tert-butylchlorodimethylsilane (0.480 g, 3.19 mmol) in 5 mL of DCM. The reaction was stirred at room temperature for 5 h. The reaction was then quenched with MeOH (2 mL), and stirred for 10 min. The mixture was concentrated and the residue was then purified

by silica gel column chromatography eluting with 0-100% EtOAc in hexane to give two isomers. The first eluting isomer, **Intermediate I-6a** (0.62 g, 29.1 % yield). LCMS, $[M+H]^+ = 736.6$: $^1\text{H NMR}$ (499 MHz, CHLOROFORM- d) δ 8.06 (d, $J=8.4$ Hz, 1H), 7.68 (d, $J=7.2$ Hz, 1H), 7.39 - 7.29 (m, 2H), 7.28 - 7.18 (m, 8H), 6.79 - 6.74 (m, 4H), 6.33 (d, $J=5.0$ Hz, 1H), 5.35 - 5.29 (m, 1H), 4.47 (br d, $J=4.7$ Hz, 1H), 4.35 (d, $J=3.3$ Hz, 1H), 3.79 (d, $J=1.7$ Hz, 7H), 3.47 (dd, $J=10.7, 3.0$ Hz, 1H), 3.33 (dd, $J=10.7, 4.0$ Hz, 1H), 2.76 (d, $J=4.3$ Hz, 1H), 0.89 (s, 9H), 0.08 - 0.04 (m, 3H), -0.09 (s, 3H), and the second eluting isomer, **Intermediate I-6b** (0.98 g, 46.0 % yield). LCMS, $[M+H]^+ = 736.6$: $^1\text{H NMR}$ (499 MHz, CHLOROFORM- d) δ 8.06 (d, $J=8.5$ Hz, 1H), 7.73 - 7.69 (m, 1H), 7.56 (t, $J=7.7$ Hz, 1H), 7.32 (t, $J=6.5$ Hz, 1H), 7.28 - 7.25 (m, 2H), 7.20 - 7.13 (m, 7H), 6.73 - 6.68 (m, 4H), 6.41 (d, $J=2.3$ Hz, 1H), 5.08 - 5.05 (m, 1H), 4.90 - 4.86 (m, 1H), 3.77 (d, $J=2.3$ Hz, 6H), 3.37 (dd, $J=10.8, 2.7$ Hz, 1H), 3.11 (dd, $J=10.7, 5.0$ Hz, 2H), 0.90 (s, 9H), 0.11 (s, 3H), 0.02 - -0.05 (m, 3H).

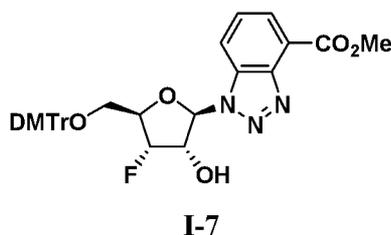
15 Preparation of Intermediate I-6:



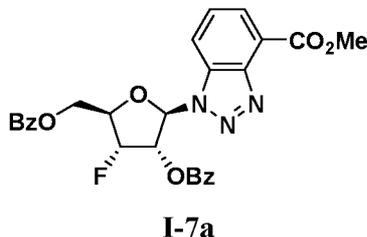
I-6

Intermediate I-6 was prepared from **I-6b** by following the procedure provided for the preparation of **Intermediate I-2**.

Intermediate I-7:



Preparation of Intermediate I-7a

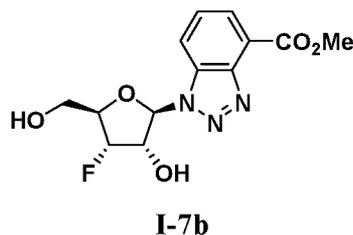


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To a suspension of **Intermediate I-3a** (1.5 g, 8.47 mmol) and ((2R,3R,4S)-5-acetoxy-4-(benzyloxy)-3-fluorotetrahydrofuran-2-yl)methyl benzoate (3.41 g, 8.47 mmol) in anhydrous CH₃CN (30 mL) at room temperature was added tin(IV) chloride (0.994 mL, 8.47 mmol) dropwise. The resulting solution was stirred for 16 h. The reaction was then treated with saturated aqueous NaHCO₃ and extracted with EtOAc (50 mL x 3). The organic layers were combined and washed with water, and then brine. The organic layer was then dried over Na₂SO₄, filtered and concentrated. The resulting residue was purified by silica gel chromatography (0% to 60% EtOAc/hexane) to give **Intermediate I-7a** (4.0 g, 7.70 mmol, 91 % yield). *m/z* 520.1 (M+H) ¹H NMR (400 MHz, METHANOL-d₄) δ 8.18 - 8.12 (d, 1H), 8.10 (d, 2H), 8.05- 8.00 (d, 1H), 7.84 (m, 2H), 7.68 - 7.61 (m, 1H), 7.60 - 7.54 (m, 2H), 7.53 - 7.36 (m, 4H), 7.02 - 6.90 (m, 1H), 6.71 - 6.53 (m, 1H), 6.03 - 5.74 (m, 1H), 5.09 - 4.91 (m, 1H), 4.83 - 4.71 (m, 1H), 4.61 - 4.51 (m, 1H), 4.02 (s, 3H).

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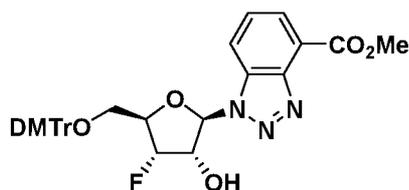
Preparation of Intermediate I-7b



To a solution of **Intermediate I-7a** (4.6 g, 8.85 mmol) in MeOH (50 mL) was added sodium methanolate (3.54 mL, 1.771 mmol), and the reaction was stirred at room temperature for 2 h. H⁺ Dowex 50 resin (2 g) was added and the mixture was stirred for 5 30 min, and then filtered. The filtrate was concentrated and then purified using silica gel column chromatography (0-10% MeOH/DCM) to give **Intermediate I-7b** (2.4 g, 7.71 mmol, 87 % yield). *m/z* 312.1 (M+H). ¹H NMR (499 MHz, METHANOL-d₄) δ 8.41 (dd, *J*=8.4, 0.9 Hz, 1H), 8.17 (d, *J*=7.1 Hz, 1H), 7.71 (dd, *J*=8.4, 7.3 Hz, 1H), 6.52 - 6.49 (m, 1H), 5.31 - 5.17 (m, 2H), 4.07 (s, 3H), 3.85 - 3.77 (m, 2H), 3.37 (s, 1H).

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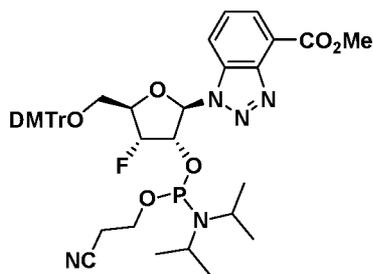
Preparation of Intermediate I-7



I-7

15 To a solution of **Intermediate I-7b** (2.4 g, 7.71 mmol) in pyridine (20 mL) was added 4,4'-(chloro(phenyl)methylene)bis(methoxybenzene) (3.14 g, 9.25 mmol) and the reaction mixture was stirred at RT for 4 h. Methanol (1 mL) was added and the reaction mixture was stirred at RT for 10 min. The reaction mixture was then concentrated *in vacuo* and the residue was purified by flash chromatography over 40 g of silica gel eluting with 0-100% 20 EtOAc/Hexanes to afford **Intermediate I-7** (3.2 g, 67.6 % yield). LCMS [M+H]⁺ = 614.

Preparation of Intermediate I-8:

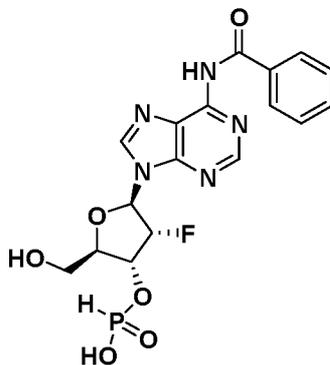


I-8

Intermediate I-8 was prepared from **Intermediate I-7** by following the procedure described for the preparation of **Intermediate I-2**. LCMS, $[M+H]^+ = 814.1$.

Preparation of Intermediate I-9:

5



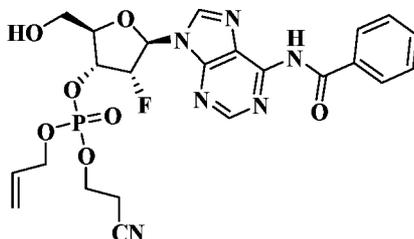
I-9

A solution of (2R,3R,4R,5R)-5-(6-benzamido-9H-purin-9-yl)-2-((bis(4-methoxyphenyl)(phenyl)methoxy)methyl)-4-fluorotetrahydrofuran-3-yl 2-cyanoethyl
 10 diisopropylphosphoramidite (Sigma-Aldrich, 2 g, 2.3 mmol) in ACN (5 mL) was treated with water (0.05 mL, 2.7 mmol), followed by pyridine trifluoroacetate (0.53 g, 2.7 mmol). The colorless solution was stirred for 10 min. and then concentrated *in vacuo* to afford a light pink foam. The resulting solid was dissolved in MeCN (5 mL) and concentrate to dryness. The resulting material was again dissolved in MeCN (5 mL). A solution of
 15 DBU (2.75 mL, 18.3 mmol) in ACN (6 mL) and nitromethane (1 mL, 18.3 mmol.) was prepared. To this DBU solution was added the ACN solution from above in one portion and the mixture was stirred for 20 min. The reaction was then poured into a 15 wt% aqueous solution of KH_2PO_4 (25 mL) and 2-MeTHF (20 mL) and agitated. The aqueous layer was extracted with 2-MeTHF (20 mL) and the combined organic layers were
 20 washed with a 15 wt% aqueous solution of KH_2PO_4 (2 x 20 mL), then a solution of brine (20 mL). The organic layer was dried over sodium sulfate, filtered and concentrated *in vacuo*. The resulting gel was dried by azeotropic distillation with 2-MeTHF (30-40 mL/g total, charged in 8-10 mL amounts). The crude material was then dissolved in DCM (20 mL). Methanol (1 mL.) was added, followed by dichloroacetic acid (0.8 mL, 10.8 mmol).
 25 The reaction was stirred for 3 h. To this mixture was added pyridine (2 mL, 27 mmol.) and then the mixture was concentrated *in vacuo* to a gel-like residue. Dimethoxy ethane

(10 mL) was added and a white solid precipitated. The solids were collected by filtration and re-suspended in DME (2.5 mL/g) and agitated carefully with a spatula on the filter. The solids were again filtered and the process was repeated two more times to afford **Intermediate I-9** as a white powder. (1 g, 72%).

5

Preparation of Intermediate I-10:



I-10

10

(2R,3R,4R,5R)-5-(6-benzamido-9H-purin-9-yl)-2-((bis(4-methoxyphenyl)(phenyl)methoxy)methyl)-4-fluorotetrahydrofuran-3-yl (2-cyanoethyl) diisopropylphosphoramidite (5g, 5.71 mmol), was azeotroped with 5 mL of dry acetonitrile. Then 0.2 g of 4Å molecular sieves and acetonitrile (15 mL) were added. To this mixture was added prop-2-en-1-ol (0.663 g, 11.42 mmol) and the mixture was stirred at room temperature for 30 min. To the reaction mixture was added 1H-tetrazole (0.800 g, 11.42 mmol) and the reaction was stirred at room temperature for an additional 30 min. To the reaction was then added 2-hydroperoxy-2-((2-hydroperoxybutan-2-yl)peroxy)butane (2.400 g, 11.42 mmol) and stirring was continued for 30 min. The reaction was then filtered through celite and the filtrate was concentrated. The residue was dissolved in DCM (15 mL) and 2,2-dichloroacetic acid (4.42 g, 34.2 mmol) was added dropwise. After stirring for 30 min, the reaction mixture was treated with saturated aqueous NaHCO₃, and then extracted with DCM (30 mL x 3). The combined organic layers were dried over Na₂SO₄ and then concentrated *in vacuo*. The residue was purified on silica gel (0-10% MeOH/DCM) to give **Intermediate I-10** (2.86 g, 5.23 mmol, 92 % yield) *m/z* 547.2 (M+H).

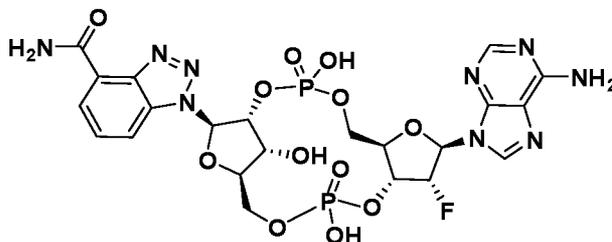
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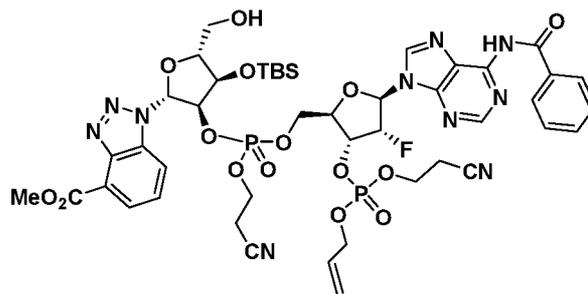
Example 1

1-[(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-3,12,18-trihydroxy-3,12-dioxo-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide

5



Preparation of Example 1A:



10

1A

A mixture of **Intermediate I-10** (177 mg, 0.324 mmol), 1H-tetrazole (50 mg, 0.71 mmol) in dry ACN (5 mL) was concentrated to dryness (repeated two times).

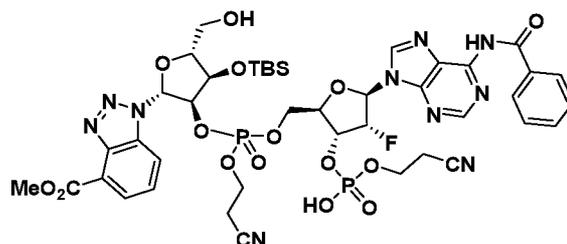
Intermediate I-4 (300 mg, 0.324 mmol) was dissolved in ACN (5 mL) and concentrated to dryness (repeated two times). Then 4Å molecular sieves (0.5 g) and acetonitrile (6 mL) were added to **Intermediate I-4**, and this solution was then added to **Intermediate I-10** in dry ACN (2 mL). The reaction was stirred at room temperature for 90 minutes and then 2-hydroperoxy-2-((2-hydroperoxybutan-2-yl)peroxy)butane (272 mg) was then added. The reaction was left stirring for 30 min. The reaction was then filtered through celite and concentrated under reduced pressure. The residue was dissolved in DCM (5 mL) and then 2,2-dichloroacetic acid (0.321 mL, 3.89 mmol) was added dropwise. The reaction mixture was stirred for 30 minutes and then neutralized with saturated aqueous NaHCO₃. The reaction mixture was extracted with DCM (30 mL x 3). The combined

20

organic layers were dried over Na_2SO_4 , filtered and concentrated. The crude product, **Example 1A**, was used directly in the next step. m/z 1085.6 (M+H).

Preparation of Example 1B:

5

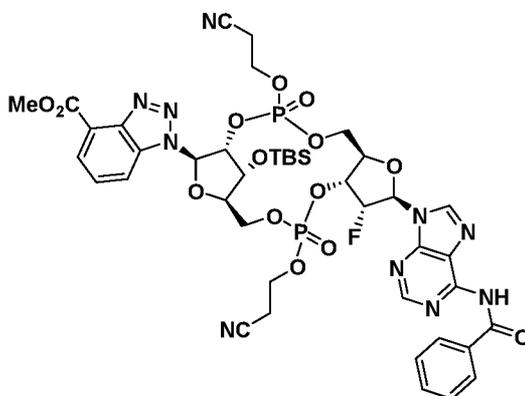


1B

To a solution of crude **Example 1A** (0.326 g, 0.3 mmol) in acetone (10 mL) was added sodium iodide (0.225 g, 1.500 mmol). The mixture was stirred at 50 °C for 2 hrs.

10 The mixture was then concentrated to dryness and the residue was purified by silica gel column chromatography, eluting with 0-40% MeOH in DCM to give **Example 1B** (100 mg, 32% yield, three steps). LCMS (ES, m/z): 1045.5 [M+H].

15 Preparation of Example 1C:

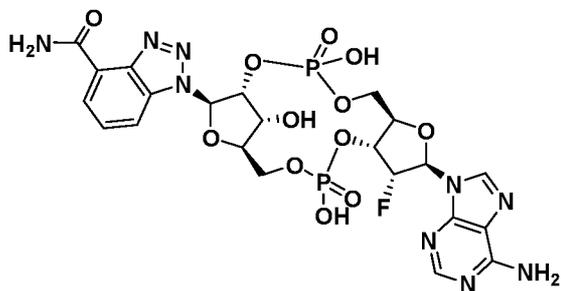


1C

20 To a solution of 1-(mesitylsulfonyl)-3-nitro-1H-1,2,4-triazole (142 mg, 0.478 mmol) in pyridine (5 mL) was added a solution of **Example 1B** (100 mg, 0.096 mmol) in pyridine (2 mL) dropwise. The mixture was stirred at room temperature overnight. The

mixture was concentrated under reduced pressure and the residue was then purified by silica gel column chromatography eluting with 0-100% EtOAc in Hexane to give the product, **Example 1C** (70 mg, 71% yield). LCMS (ES, m/z): 1027.5 [M+H]⁺

5 Preparation of Example 1:



Example 1

10 **Example 1C** (70 mg, 0.086 mmol) was dissolved in 7 N ammonia/MeOH (3 mL) and then heated at 50 °C for 3 h. The mixture was then concentrated to dryness under a stream of nitrogen. The resulting solid was suspended in triethylamine trihydrofluoride (1 mL) and heated at 37 °C for 3 h. To the reaction was added a 2M ammonia acetate solution (2 mL) and stirring was continued for 20 min. The mixture was then filtered and

15 purified by Preparative HPLC chromatography (Conditions: Column: Xselect RP Prep C18 OBD, Column, 5µm, 19 X150mm, Flow rate: 20.0 mL/min, Mobile Phase: A: 100 mM NH₄OAc (pH 4.7); B: Acetonitrile) to provide **Example 1** (13 mg, 23% yield). *m/z*: 688.1 (M+H). ¹H NMR (400 MHz, METHANOL-d₄) δ 8.36 (d, *J*=8.29 Hz, 1H), 8.27 (s, 1H), 8.21 (s, 1H), 7.93 (d, *J*=7.32 Hz, 1H), 7.41 (t, *J*=7.85 Hz, 1H), 6.65 (d, *J*=8.39 Hz, 1H), 6.37 (d, *J*=14.50 Hz, 1H), 5.82 (d, *J*=3.80 Hz, 1H), 5.58-5.71 (m, 1H), 5.08-5.29 (m, 1H), 4.69 (d, *J*=4.29 Hz, 1H), 4.37-4.49 (m, 1H), 4.25-4.36 (m, 2H), 4.11 (dd, *J*=1.80, 11.85 Hz, 1H), 3.49-3.72 (m, 2H).

20

Examples 2 and 3, shown in Table 2 below, were prepared according to

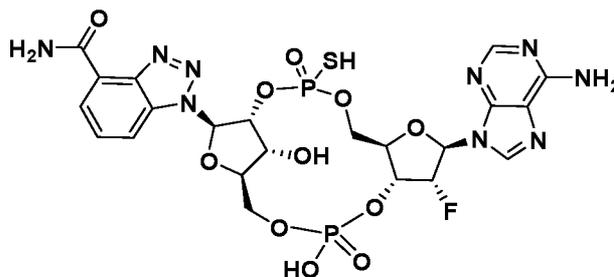
25 procedures analogous to those outlined in **Example 1** above, using the appropriate nucleoside monomers described as **Intermediates** or as obtained from commercial sources.

Table 2

EX.	Structure	Name	Mass [M+H] ⁻
2		(1R,6R,8R,9R,10S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-3,9,12,18-tetrahydroxy-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-2,4,7,11,13,16-hexaoxa-3λ ⁵ ,12λ ⁵ -diphosphatricyclo[13.2.1.0 ⁶ , ¹⁰]octadecane-3,12-dione	687.8
3		1-[(1S,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-dihydroxy-3,12-dioxo-2,4,7,11,13,16-hexaoxa-3λ ⁵ ,12λ ⁵ -diphosphatricyclo[13.2.1.0 ⁶ , ¹⁰]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide	690.2

Examples 4-1 and 4-2

- 5 1-[(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-12,18-dihydroxy-3,12-dioxo-3-sulfanyl-2,4,7,11,13,16-hexaoxa-3λ⁵,12λ⁵-diphosphatricyclo[13.2.1.0⁶,¹⁰]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide

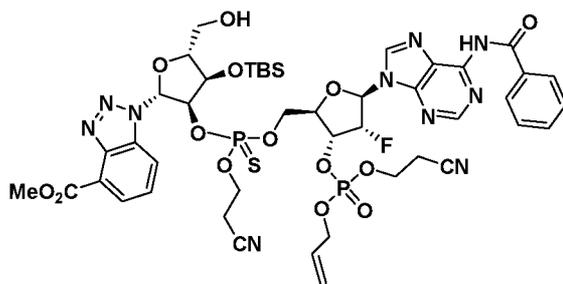


10

Diastereomer 1 (4-1)

Diastereomer 2 (4-2)

Preparation of Example 4A:



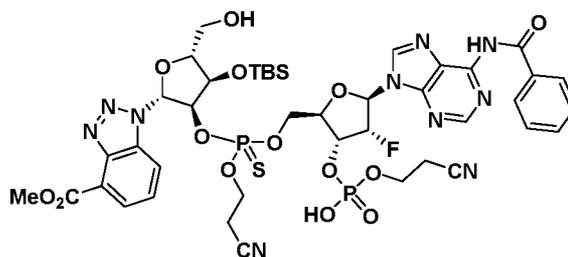
4A

A mixture of **Intermediate I-10**, (177 mg, 0.324 mmol) and 1H-tetrazole (50 mg, 0.71 mmol) was dissolved in dry acetonitrile (5 mL) and concentrated to dryness (repeat two times). The resulting material was then dissolved in acetonitrile (6 mL).

Intermediate I-4 (300 mg, 0.324 mmol) was dissolved in acetonitrile (5 mL) and concentrated to dryness (repeat two times). **Intermediate I-4** was then treated with 4Å molecular sieves (0.5 g) and acetonitrile (6 mL) was added. This mixture was then added to the solution of **Intermediate I-10** and the reaction was stirred at room temperature for 90 minutes. (E)-N,N-dimethyl-N'-(3-thioxo-3H-1,2,4-dithiazol-5-yl)formimidamide (266 mg) was then added into the reaction mixture. The reaction was stirred for an additional 30 minutes. The reaction was then filtered through celite and concentrated to dryness. The residue was dissolved in DCM (5 mL) and 2, 2-dichloroacetic acid (0.321 mL, 3.89 mmol) was added dropwise. The reaction mixture was stirred for 30 min. The mixture was then neutralized with saturated aqueous NaHCO₃ and extracted with DCM (30 mL x 3). The combined organic layers were dried over Na₂SO₄ and concentrated. The crude product, **Example 4A** (mixture of two diastereomers) was used directly in the next step. *m/z*: 1101.6 (M+H).

20

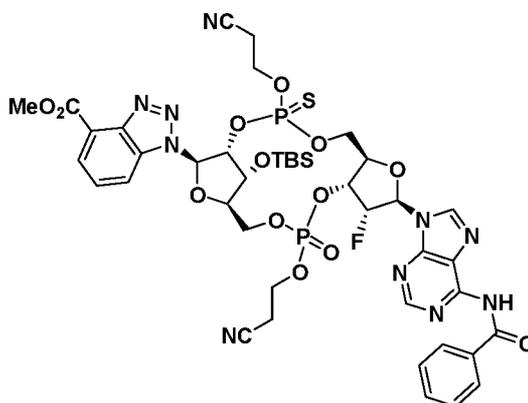
Preparation of Example 4B:



4B

Example 4B (mixture of two diastereomers) was prepared by following the procedure for preparation of **Example 1B**. (95 mg, 30% yield, three steps). LCMS (ES, m/z): 1061.1 [M+H]⁺

5 Preparation of Example 4C:

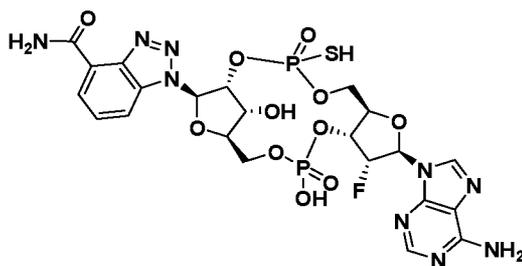


4C

To a solution of 1-(mesitylsulfonyl)-3-nitro-1H-1,2,4-triazole (142 mg, 0.478 mmol) in pyridine (5 mL) was added a solution of **Example 4B** (100 mg, 0.096 mmol) in pyridine (2 mL) dropwise. The mixture was stirred overnight. The mixture was then concentrated to dryness and the residue was purified by silica gel column chromatography eluting with 0-100% EtOAc in Hexane to give product, **Example 4C** (mixture of two diastereomers), 60 mg (64% yield). LCMS (ES, m/z): 1043.5 [M+H]⁺

15

Preparation of Example 4-1 and 4-2:



Diastereomer 1 (4-1)

Diastereomer 2 (4-2)

20

Examples 4-1 and 4-2 were prepared by following the procedures described for the preparation of **Example 1**. Two diastereomers were separated (Conditions: Column: Xselect CSH C18 Column, 3.5 μ m, 3.0 X150mm, Flow rate: 0.3 mL/min, Mobile Phase: A: 100 mM NH₄OAc (pH 4.7); B: Acetonitrile) to afford **Examples 4-1 and 4-2**.

5

Example 4-1: (3 mg, 3 % yield), LCMS (ES, m/z): 704.1 [M+H]⁺. ¹H NMR (499 MHz, METHANOL-d₄) δ 8.42-8.58 (m, 2H), 8.16-8.29 (m, 1H), 8.01 (d, *J*=7.21 Hz, 1H), 7.51 (t, *J*=7.69 Hz, 1H), 6.68 (d, *J*=8.47 Hz, 1H), 6.38 (d, *J*=15.47 Hz, 1H), 5.78 (d, *J*=7.52 Hz, 1H), 5.67 (m, 1H), 5.55-5.63 (m, 2H), 4.67 (d, 1H), 4.34-4.54 (m, 2H), 4.08-4.25 (m, 1H), 3.35 (m, 2H).

10

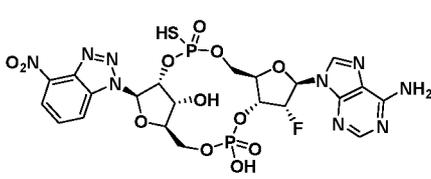
Example 4-2: (30 mg, 30 % yield), LCMS (ES, m/z): 704.1 [M+H]⁺. ¹H NMR (400 MHz, METHANOL-d₄) δ 8.39 (d, *J*=8.00 Hz, 1H), 8.23 (s, 1H), 8.19 (s, 1H), 7.91 (d, *J*=7.22 Hz, 1H), 7.37 (dd, *J*=7.41, 8.29 Hz, 1H), 6.64 (d, *J*=8.59 Hz, 1H), 6.35 (d, *J*=16.49 Hz, 1H), 5.81 (s, 1H), 5.64-5.71 (m, 2H), 5.03-5.26 (m, 1H), 4.90-4.95 (m, 1H), 4.35-4.51 (m, 2H), 4.04-4.20 (m, 1H), 3.49-3.69 (m, 2H).

15

The following examples, shown in Table 3 below, were prepared according to procedures analogous to those outlined in **Example 4** using the appropriate nucleoside monomers described as **Intermediates** or as obtained from commercial sources.

20

Table 3

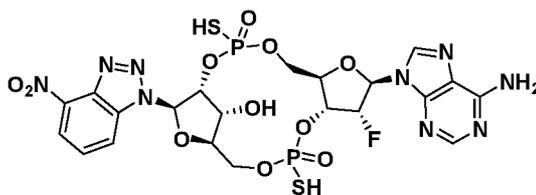
EX.	Structure	Name	Mass [M+H] ⁻
5-1		(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-17-(4-nitro-1H-benzo[d][1,2,3]triazole)-9-fluoro-18-hydroxy-3-sulfanyl-12-hydroxy-2,4,7,11,13,16-hexaoxa-3 λ ⁵ ,12 λ ⁵ -diphosphatricyclo[13.2.1.0 ^{6,10}]octadecane-3,12-dione (Diastereomer 1)	705.9

5-2		(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-17-(4-nitro-1H-benzo[d][1,2,3]triazole)-9-fluoro-18-hydroxy-3-sulfanyl-12-hydroxy-2,4,7,11,13,16-hexaoxa-3λ ⁵ ,12λ ⁵ -diphosphatricyclo[13.2.1.0 ⁶ , ¹⁰]octadecane-3,12-dione (Diastereomer 2)	705.9
6-1		(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-17-(4-carboxamide-1H-benzo[d][1,2,3]triazole)-9, 18-difluoro-3-sulfanyl-12-hydroxy-2,4,7,11,13,16-hexaoxa-3λ ⁵ ,12λ ⁵ -diphosphatricyclo[13.2.1.0 ⁶ , ¹⁰]octadecane-3,12-dione (Diastereomer 1)	706.1
6-2		(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-17-(4-carboxamide-1H-benzo[d][1,2,3]triazole)-9, 18-difluoro-3-sulfanyl-12-hydroxy-2,4,7,11,13,16-hexaoxa-3λ ⁵ ,12λ ⁵ -diphosphatricyclo[13.2.1.0 ⁶ , ¹⁰]octadecane-3,12-dione (Diastereomer 2)	706.1

Example 7-1, 7-2, 7-3 and 7-4

(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3λ⁵,12λ⁵-diphosphatricyclo[13.2.1.0⁶,¹⁰]octadecane-3,12-dione

5



Diastereomer 1 (7-1)

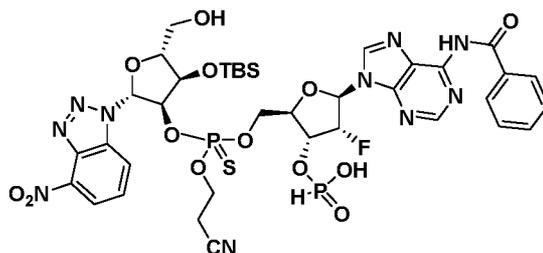
Diastereomer 2 (7-2)

Diastereomer 3 (7-3)

Diastereomer 4 (7-4)

10

Preparation of Example 7A:



5

7A

Intermediate I-2, (411 mg, 0.45 mmol) was dissolved in acetonitrile (4 mL) and then concentrated to dryness (repeat two times). To the resulting oil was added a third portion of acetonitrile (4 mL) and the solution was concentrated to a volume of ~2 mL. To this mixture was added 4Å molecular sieves (55 mg). This solution was allowed to sit, capped, while the other solution was prepared. **Intermediate I-9** (256 mg, 0.450 mmol) was dissolved in dry pyridine (2 mL). This suspension was concentrated *in vacuo* (20 mbar, 32 °C water bath). Then pyridine 2, 2,2-trifluoroacetate (130 mg, 0.675 mmol) was added. Pyridine (2 mL) was added and the mixture was concentrated to dryness (repeat two times). Acetonitrile (8 mL) was added to the resulting residue to form a thick slurry. The solution containing **Intermediate I-2** was then added. The solid suspension was stirred at room temperature for 2 h. The reaction was then treated with (E)-N,N-dimethyl-N'-(3-thioxo-3H-1,2,4-dithiazol-5-yl)formimidamide (102 mg, 0.495 mmol). The solution was stirred for additional 15 minutes. The yellow solution was carefully concentrated *in vacuo* (120 mbar, 36 °C water bath). The resulting thick oil was transferred to a separatory funnel containing 6% (m/v) aqueous sodium bicarbonate (0.6 g dissolved in 10 mL water, 50 mL/g), with dichloromethane used to rinse the reaction vial for a quantitative transfer. The product was extracted from the aqueous with two portions of ethyl acetate (10 mL), and the combined organic layers were dried over magnesium sulfate, filtered, and concentrated *in vacuo* (120 mbar, 35 °C water bath), then dried on high vacuum to remove the residual pyridine.

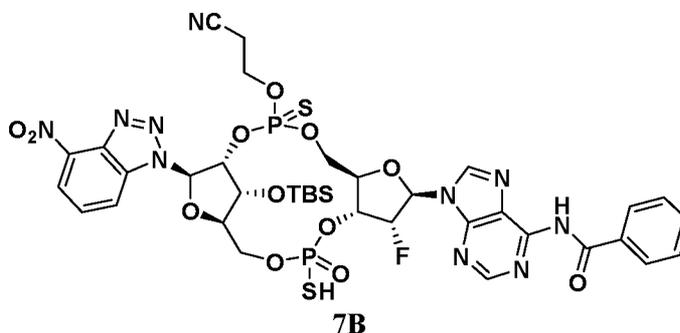
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25

To the crude from above was added dichloromethane (10 mL) and then triethylsilane (719 µl, 4.50 mmol) and finally 2,2-dichloroacetic acid (116 mg, 0.900 mmol) was added dropwise. To the reaction was added methanol (5 mL) and the reaction

mixture was stirred for 10 minutes, and then concentrated *in vacuo* (300 mbar, then 50 mbar, 35 °C water bath) to a viscous oil. The oil was then triturated with ethyl ether. The resulting solid was collected and washed with diethyl ether (2x). The solid was then dissolved in DCM (10 mL). Upon addition of 20 mL of diethyl ether, a white solid precipitated. The white solid was collected and washed with ether (2X) to provide **Example 7A** as a mixture of two diastereomers. (224 mg, 50%) *m/z*: 979.6 (M+H).

Preparation of Example 7B:

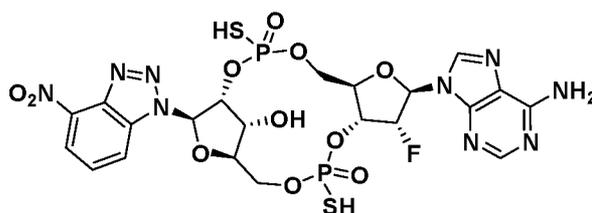


10

Example 7A (224 mg, 0.229 mmol) was dissolved in pyridine (3 mL) and then concentrated to dryness (repeated two times). The resulting residue was dissolved in dry pyridine (2 mL). The solution was then added dropwise to a flask containing 2-chloro-5,5-dimethyl-1,3,2-dioxaphosphinane 2-oxide (127 mg, 0.686 mmol) in dry pyridine (40 mL) at 0 °C. After the addition was complete, the mixture was stirred at room temperature for 20 minutes. (E)-N,N-dimethyl-N'-(3-thioxo-3H-1,2,4-dithiazol-5-yl)formimidamide (51.7 mg, 0.252 mmol) was added and the mixture was stirred at room temperature for 10 minutes. Water (0.050 mL) was added and stirring continued for an additional 30 minutes. The mixture was then concentrated (50 mbar, 35 °C water bath). The residue was partitioned between saturated aqueous NaHCO₃ (10 mL) and EtOAc (15 mL). The organic layer was collected and the aqueous layer was extracted with EtOAc (15 mL x 2). The combined organic layers were dried over Na₂SO₄, concentrated and purified by silica gel column chromatography eluting with 0-15% MeOH/DCM (with 0.5% Et₃N) to give **Example 7B** (100 mg, 0.101 mmol, 44.0 % yield) containing all four diastereomers. *m/z*: 993.5 (M+H).

20

Preparation of Examples 7-1, 7-2, 7-3 and 7-4:



Diastereomer 1 (7-1)

Diastereomer 2 (7-2)

Diastereomer 3 (7-3)

Diastereomer 4 (7-4)

5

Example 7B (100 mg, 0.101 mmol) was dissolved in 7 N NH_3/MeOH (5 mL) and heated at 50 °C for 3 h. The reaction mixture was concentrated under a stream of nitrogen to dryness. The residue was then dissolved in Et_3N 3HF (1 mL) and stirred at 37 °C for 3 h. The mixture was then treated with 2 M ammonia acetate (3 mL) and stirred at room temperature for 10 minutes. The solution was then filtered and the filtrate was purified by Preparative HPLC Chromatography (Conditions: Column: Xselect RP Prep C18 OBD, Column, 5 μm , 19 X150mm, Flow rate: 20.0 mL/min, Mobile Phase: A: 100mM NH_4OAc (pH 4.7); B: Acetonitrile (%A=100-0%B) 0-2 min, 0-8%B; 2-17min, 8%-17%B; 17-18 min, 14%-95%B; 18-20 min, 95%B) to provide four diastereomers.

Example 7-1 : m/z : 722.4 (M+H). ^1H NMR (499 MHz, METHANOL- d_4) δ 8.83 (d, $J=8.4$ Hz, 1H), 8.37 - 8.29 (s, 1H), 8.27 - 8.18 (s, 1H), 8.12 (d, $J=7.5$ Hz, 1H), 7.45 (t, $J=8.0$ Hz, 1H), 6.72 (d, $J=8.7$ Hz, 1H), 6.34 (dd, $J=14.5, 1.5$ Hz, 1H), 5.82-5.71 (d, 1H), 5.52 - 5.45 (m, 1H), 5.27 - 5.08 (m, 1H), 4.79 - 4.70 (m, 1H), 4.64 (d, $J=4.3$ Hz, 1H), 4.60 - 4.52 (m, 1H), 4.52 - 4.38 (m, 2H), 4.14 - 4.04 (m, 2H).

Example 7-2 : m/z : 722.4 (M+H). ^1H NMR (499 MHz, METHANOL- d_4) δ 8.73 (d, $J=8.2$ Hz, 1H), 8.23 (s, 1H), 7.89 (d, $J=7.6$ Hz, 1H), 7.99 (s, 1H), 7.23 (t, 1H), 6.69 (d, $J=8.8$ Hz, 1H), 6.27 (d, $J=15.1$ Hz, 1H), 5.82 - 5.60 (m, 1H), 5.50 - 5.35 (m, 1H), 5.19 - 5.01 (m, 1H), 4.94 (d, $J=4.0$ Hz, 1H), 4.70 - 4.59 (m, 1H), 4.57 - 4.43 (m, 2H), 4.42 - 4.35 (m, 2H), 4.17 - 4.00 (m, 1H).

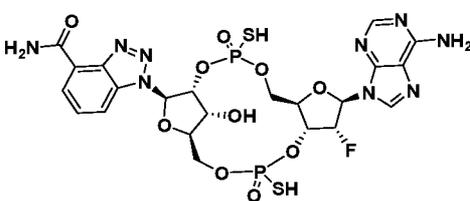
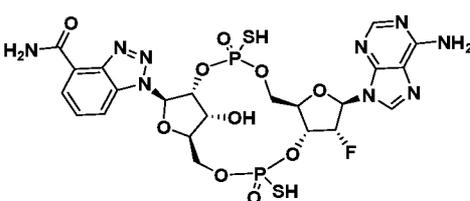
Example 7-3 : m/z : 722.4 (M+H). ^1H NMR (499 MHz, METHANOL- d_4) δ 8.92 (d, $J=8.5$ Hz, 1H), 8.31 (s, 1H), 8.23 (s, 1H), 8.11 - 7.91 (m, 1H), 7.32 (t, $J=8.1$ Hz, 1H), 6.73 (d,

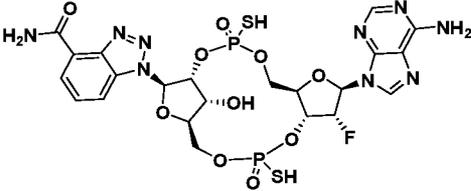
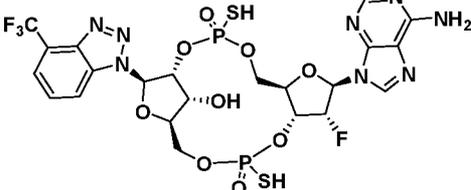
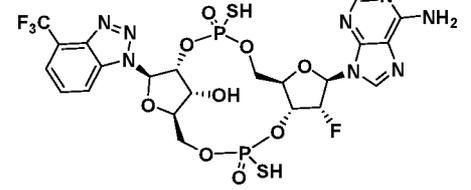
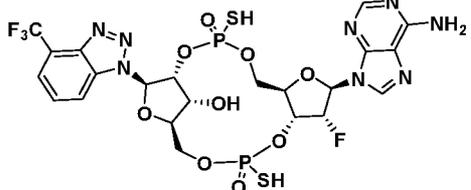
$J=8.8$ Hz, 1H), 6.30 (d, $J=14.8$ Hz, 1H), 6.12 - 5.91 (m, 1H), 5.61 - 5.47 (m, 1H), 5.24 - 5.05 (m, 1H), 4.63 (br d, $J=3.8$ Hz, 1H), 4.54- 4.36 (m, 4H), 4.25 - 4.14 (m, 1H), 4.08 (br d, $J=11.7$ Hz, 1H).

- 5 **Example 7-4** : m/z : 722.4 (M+H). ^1H NMR (499 MHz, METHANOL- d_4) δ 8.77 (d, $J=8.4$ Hz, 1H), 8.26 (s, 1H), 7.96 (br s, 1H), 7.85 (d, $J=7.6$ Hz, 1H), 7.21 (t, $J=8.1$ Hz, 1H), 6.69 (d, $J=9.0$ Hz, 1H), 6.23 (d, $J=14.9$ Hz, 1H), 6.17 - 5.99 (m, 1H), 5.46 - 5.32 (m, 1H), 5.08 - 4.92 (m, 2H), 4.55 - 4.31 (m, 5H), 4.19 (br d, $J=11.4$ Hz, 1H).

- 10 The following Examples, shown in Table 4 below, were prepared according to procedures analogous to those outlined in Example 7 using the appropriate nucleoside monomers described as preparations or as obtained from commercial sources.

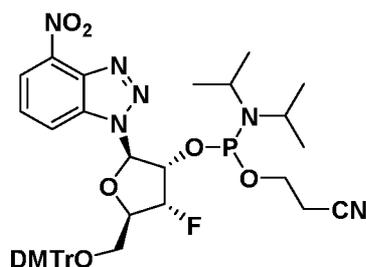
Table 4

EX.	Structure	Name	Mass [M+H] ⁻
8-1		1-[(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0 ⁶ , ¹⁰]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide (Diastereomer 1)	722.4
8-2		1-[(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0 ⁶ , ¹⁰]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide (Diastereomer 2)	722.4

EX.	Structure	Name	Mass [M+H] ⁻
8-3		1-[(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3λ ⁵ ,12λ ⁵ -diphosphatricyclo[13.2.1.0 ⁶ , ¹⁰]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide (Diastereomer 3)	722.4
9-1		(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-disulfanyl-17-[4-(trifluoromethyl)-1H-1,2,3-benzotriazol-1-yl]-2,4,7,11,13,16-hexaoxa-3λ ⁵ ,12λ ⁵ -diphosphatricyclo[13.2.1.0 ⁶ , ¹⁰]octadecane-3,12-dione (Diastereomer 1)	745.1
9-2		(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-disulfanyl-17-[4-(trifluoromethyl)-1H-1,2,3-benzotriazol-1-yl]-2,4,7,11,13,16-hexaoxa-3λ ⁵ ,12λ ⁵ -diphosphatricyclo[13.2.1.0 ⁶ , ¹⁰]octadecane-3,12-dione (Diastereomer 2)	745.1
9-3		(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-disulfanyl-17-[4-(trifluoromethyl)-1H-1,2,3-benzotriazol-1-yl]-2,4,7,11,13,16-hexaoxa-3λ ⁵ ,12λ ⁵ -diphosphatricyclo[13.2.1.0 ⁶ , ¹⁰]octadecane-3,12-dione (Diastereomer 3)	745.1

EX.	Structure	Name	Mass [M+H] ⁻
9-4		<p>(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-disulfanyl-17-[4-(trifluoromethyl)-1H-1,2,3-benzotriazol-1-yl]-2,4,7,11,13,16-hexaoxa-3λ^5,12λ^5-diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione (Diastereomer 4)</p>	745.1
10-1		<p>1-[(1S,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3λ^5,12λ^5-diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide (Diastereomer 1)</p>	722.1
10-2		<p>1-[(1S,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3λ^5,12λ^5-diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide (Diastereomer 2)</p>	722.4
10-3		<p>1-[(1S,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3λ^5,12λ^5-diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide (Diastereomer 3)</p>	722.4

EX.	Structure	Name	Mass [M+H] ⁻
10-4		1-[(1S,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0 ^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide (Diastereomer 4)	722.4
11-1		(1S,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0 ^{6,10}]octadecane-3,12-dione (Diastereomer 1)	724.3
11-2		(1S,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0 ^{6,10}]octadecane-3,12-dione (Diastereomer 2)	724.3
11-3		(1S,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0 ^{6,10}]octadecane-3,12-dione (Diastereomer 3)	724.3
11-4		(1S,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0 ^{6,10}]octadecane-3,12-dione (Diastereomer 4)	724.3

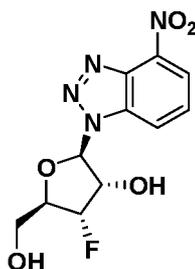
Intermediate I-11:**I-11****5 Preparation of Intermediate I-11a:****I-11a**

To a suspension of 4-nitro-1H-benzo[d][1,2,3]triazole (0.897 g, 5.47 mmol) in
 10 anhydrous CH₃CN (30 mL) at RT was dropwise added trimethylsilyl (E)-N-
 (trimethylsilyl)acetimidate (2.67 mL, 10.94 mmol) then the mixture was stirred at 70 °C
 for 2 h. The reaction was cooled to RT and a solution of ((2R,3R,4S)-5-acetoxy-4-
 (benzyloxy)-3-fluorotetrahydrofuran-2-yl)methyl benzoate (1.1 g, 2.73 mmol) in
 anhydrous CH₃CN (5 mL) was added followed by dropwise addition of tin(IV) chloride
 15 (1.283 mL, 10.94 mmol). The homogeneous solution was stirred at 70 °C for 2 h. The
 reaction was cooled to RT and concentrated. The residue was dissolved in EtOAc (50
 mL) and neutralized by pouring into saturated aqueous NaHCO₃ (100 mL). The organic
 layer was separated, and the aqueous layer was extracted with EtOAc (4 x 25 mL). The
 organic layers were combined and washed with water, brine, dried over Na₂SO₄, filtered
 20 and concentrated. The residue was purified by ISCO silica gel chromatography (80 g, 0-
 100% EtOAc in hexane) to give **Intermediate I-11a** (937 mg, 67.7 % yield). LCMS,
 [M+H]⁺ = 507. ¹H NMR (499 MHz, CHLOROFORM-d) δ 8.28 - 8.18 (m, 1H), 8.14 -
 8.01 (m, 3H), 7.92 - 7.84 (m, 2H), 7.70 - 7.53 (m, 3H), 7.51 - 7.36 (m, 4H), 6.75 (dd,

$J=4.6, 1.1$ Hz, 1H), 6.54 (dt, $J=11.3, 4.6$ Hz, 1H), 6.03 - 5.81 (m, 1H), 5.05 - 4.89 (m, 1H), 4.81 (dd, $J=12.5, 3.5$ Hz, 1H), 4.54 (dd, $J=12.6, 3.4$ Hz, 1H).

Preparation of Intermediate I-11b:

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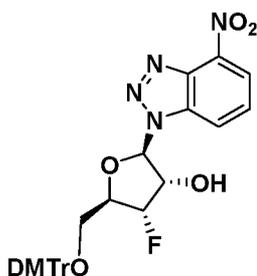


I-11b

To a solution of **Intermediate I-11a** (1.18 g, 2.330 mmol) in MeOH (3 mL) was added ammonia (7 M in MeOH, 2.52 mL, 116 mmol). The reaction mixture was heated to 50 °C. After 16 h, the reaction was cooled to room temperature and concentrated under reduced pressure. The residue was triturated in Et₂O, and the solid was filtered, washed with Et₂O and dried to give **Intermediate I-11b** (607 mg, 2.035 mmol, 87 % yield). LCMS, [M+H]⁺ = 299.4.

15

Preparation of Intermediate I-11c:



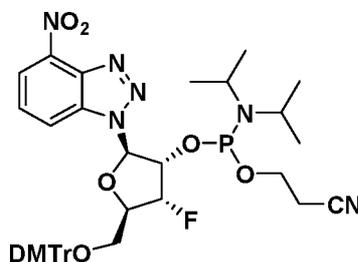
I-11c

To a solution of **Intermediate I-11b** (607 mg, 2.035 mmol) in pyridine (20 mL) at 0 °C was added 4,4'-(chloro(phenyl)methylene)bis(methoxybenzene) (897 mg, 2.65 mmol) and stirred at RT for 1 h. EtOH (20 mL) was added, the mixture was stirred at room temperature for 10 min and then the solvent was evaporated under reduced pressure. The residue was dissolved in EtOAc and washed with saturated aqueous NaHCO₃ and

brine. The organic layer was dried over Na₂SO₄ and concentrated. The residue was chromatographed on a silica gel (80 g, 0-100% EtOAc in Hexane then flushed with 10% MeOH in DCM) to give **Intermediate I-11c** (1.05 g, 86 % yield). LCMS, [M+H]⁺ = 601.5.

5

Preparation of Intermediate I-11:



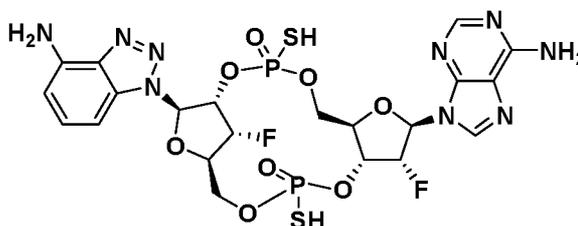
I-11

10 **Intermediate I-11c** (1 g, 1.665 mmol) was dissolved in anhydrous dichloromethane (8.32 mL) and 1H-imidazole-4,5-dicarbonitrile (0.197 g, 1.665 mmol) in anhydrous dichloromethane (8.32 mL) was added in one portion followed by the dropwise addition of 3-((bis(diisopropylamino)phosphanyl)oxy)propanenitrile (1.06 mL, 3.33 mmol). The reaction mixture was stirred at RT overnight under a nitrogen atmosphere. The reaction was quenched with methanol (3 mL), diluted with DCM (100 mL) and washed with saturated sodium bicarbonate solution (100 mL). The organic layer was separated, dried (Na₂SO₄) and evaporated in vacuo to give crude material as a viscous oil. The crude was purified by ISCO column chromatography (pretreated with 5% Et₃N in DCM for 10 minutes, 100% EtOAc for 10 minutes and then flushed with 20 100% hexane for 15 minutes), eluting with a 0-100% gradient of EtOAc/haxanes to give **Intermediate I-11** (935 mg, 70.1 % yield). LCMS, [M+H]⁺ = 801.4: two peaks, retention times 1.39 min and 1.44 min: Waters Acquity UPLC BEH C18 (2.1 x 50 mm), 1.7 micron; Solvent A = 95% water / 5% acetonitrile with ammonium acetate; Solvent B = 95% acetonitrile / 5% water with ammonium acetate; Gradient = 5-95% B over 1 25 minute, then a 0.5-minute hold at 100% B; Flow rate: 0.8 mL/min; Detection: UV at 220 nm.

Example 12

(1S,6R,8R,9R,10R,15R,17R,18R)-17-(4-amino-1H-1,2,3-benzotriazol-1-yl)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ ⁵,12 λ ⁵-diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione

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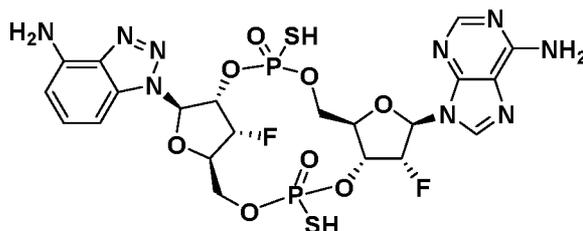


Example 11-1 (7 mg, 9.7 μ mol) was dissolved in MeOH (5 mL) then
 10 hydrogenated with Pd-C (20.6 mg, 0.019 mmol) under a hydrogen atmosphere for 7 h.
 The reaction mixture was filtered through celite, concentrated to 2 mL and purified
 purified via preparative LC/MS with the following conditions: Column: Agilent Bonus
 RP, 200 mm x 21.2 mm, 5- μ m particles; Mobile Phase A: 5:95 acetonitrile: water with
 20-mM ammonium acetate; Mobile Phase B: 95:5 acetonitrile: water with 20-mM
 15 ammonium acetate; Gradient: a 6-minute hold at 0% B, 0-60% B over 20 minutes, then a
 4-minute hold at 100% B; Flow Rate: 20 mL/min; Column Temperature: 25 C. Fraction
 collection was triggered by MS signals. Fractions containing the desired product were
 combined and dried via centrifugal evaporation to afford **Example 12** (4.6 mg, 66.6 %
 yield). LC/MS, m/z 694.1 (M+1). ¹H NMR (500 MHz, DMSO- d_6) δ 8.25 (s, 1H), 8.17 (s,
 20 1H), 7.31 (br d, $J=8.2$ Hz, 1H), 7.13 - 6.94 (m, 2H), 6.33 (t, $J=8.4$ Hz, 2H), 6.24 (dd,
 $J=15.0, 3.2$ Hz, 1H), 5.83 - 5.68 (m, 1H), 5.66 - 5.53 (m, 1H), 5.51 - 5.34 (m, 1H), 5.32 -
 5.22 (m, 1H), 4.62 - 4.48 (m, 2H), 4.43 (br t, $J=11.1$ Hz, 1H), 4.30 - 4.17 (m, 1H), 3.80
 (br d, $J=11.6$ Hz, 2H), 3.76 - 3.48 (m, 2H), 3.76 - 3.43 (m, 3H).

25

Example 13

(1S,6R,8R,9R,10R,15R,17R,18R)-17-(4-amino-1H-1,2,3-benzotriazol-1-yl)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ ⁵,12 λ ⁵-diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione



5

Example 13 was prepared from **Example 11-2** following the procedure described for Example 12. The crude material was purified via preparative LC/MS with the following conditions: Column: Agilent Bonus RP, 200 mm x 19 mm, 5- μ m particles; Mobile Phase A: 5:95 acetonitrile: water with 20-mM ammonium acetate; Mobile Phase

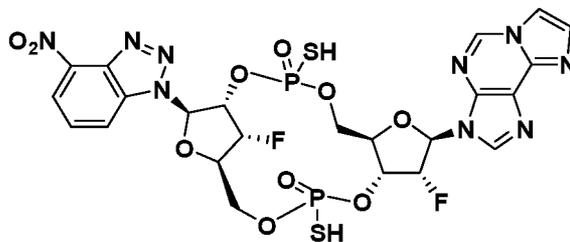
10 B: 95:5 acetonitrile: water with 20-mM ammonium acetate; Gradient: a 6-minute hold at 0% B, 0-60% B over 20 minutes, then a 4-minute hold at 100% B; Flow Rate: 20 mL/min; Column Temperature: 25 C. Fraction collection was triggered by MS signals. Fractions containing the desired product were combined and dried via centrifugal evaporation to afford **Example 13** (2.0 mg). LC/MS, m/z 694.2(M+1). ^1H NMR (500

15 MHz, DMSO- d_6) δ 8.35 - 8.20 (m, 1H), 8.19 - 7.98 (m, 1H), 7.61 - 7.14 (m, 2H), 7.09 - 6.86 (m, 1H), 6.44 - 6.14 (m, 2H), 5.90 - 5.64 (m, 2H), 5.63 - 5.35 (m, 1H), 5.29 - 5.14 (m, 1H), 4.65 - 4.48 (m, 1H), 4.45 - 4.27 (m, 2H), 4.22 - 4.02 (m, 1H), 3.96 - 3.64 (m, 2H).

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Example 14

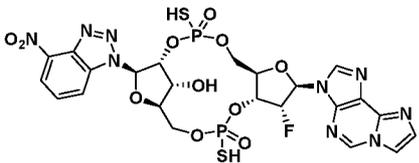
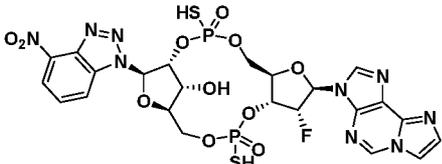
(1S,6R,8R,9R,10R,15R,17R,18R)-9,18-difluoro-8-{3H-imidazo[2,1-f]purin-3-yl}-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ ⁵,12 λ ⁵-diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione



25

Example 11-2 (10 mg, 0.013 mmol) was dissolved in NaOAc/HOAc buffer (4 mL, pH = 4.5), 2-chloroacetaldehyde (50% in water, 0.52 mL, 4.02 mmol) was added and the mixture was stirred at RT overnight. The crude material was purified via preparative LC/MS with the following conditions: Column: Agilent Bonus RP, 200 mm x 21.2 mm, 5- μ m particles; Mobile Phase A: 5:95 acetonitrile: water with 20-mM ammonium acetate; Mobile Phase B: 95:5 acetonitrile: water with 20-mM ammonium acetate; Gradient: a 6-minute hold at 0% B, 0-60% B over 20 minutes, then a 4-minute hold at 100% B; Flow Rate: 20 mL/min; Column Temperature: 25 C. Fraction collection was triggered by MS signals. Fractions containing the desired product were combined and dried via centrifugal evaporation to afford **Example 14** (4.9 mg). LC/MS, m/z 748.2(M+1). Retention time: 0.78 min, LC/MS (BEH C18 2.1X 50mm, 1.7 μ , 0 to 100 B in 1 min with 0.5 min hold time, Flow rate = 1 mL/min, detection at 254 nm, Solvent A: 100% water / 0.1% TFA; Solvent B: 100% ACN / 0.1 % TFA).

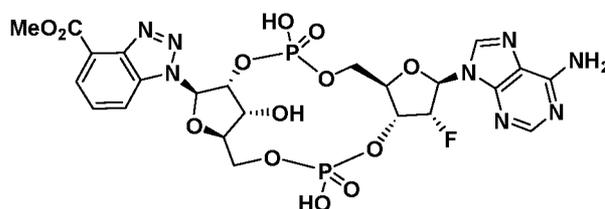
Examples 15-1, 15-2, 16-1 and 16-2 shown in in the Table below, were prepared from **Example 7-2, 7-4, 6-1 and 6-2**, respectively, according to procedures analogous to those outlined in **Example 14**.

EX.	Structure	Name	Mass [M+H] ⁺
15-1		(1R,6R,8R,9R,10R,15R,17R,18R)-9-fluoro-18-hydroxy-8-{3H-imidazo[2,1-f]purin-3-yl}-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0 ^{6,10}]octadecane-3,12-dione (Diastereomer 1)	746.1
15-2		(1R,6R,8R,9R,10R,15R,17R,18R)-9-fluoro-18-hydroxy-8-{3H-imidazo[2,1-f]purin-3-yl}-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0 ^{6,10}]octadecane-3,12-dione (Diastereomer 2)	746.2

EX.	Structure	Name	Mass [M+H] ⁺
16-1		1-[(1S,6R,8R,9R,10R,15R,17R,18R)-9,18-difluoro-12-hydroxy-8-{3H-imidazo[2,1-f]purin-3-yl}-3,12-dioxo-3-sulfanyl-2,4,7,11,13,16-hexaaxa-3λ ⁵ ,12λ ⁵ -diphosphatricyclo[13.2.1.0 ^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide (Diastereomer 1)	729.9
16-2		1-[(1S,6R,8R,9R,10R,15R,17R,18R)-9,18-difluoro-12-hydroxy-8-{3H-imidazo[2,1-f]purin-3-yl}-3,12-dioxo-3-sulfanyl-2,4,7,11,13,16-hexaaxa-3λ ⁵ ,12λ ⁵ -diphosphatricyclo[13.2.1.0 ^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide (Diastereomer 2)	730.1

Example 17

Methyl 1-[(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-3,12,18-trihydroxy-3,12-dioxo-2,4,7,11,13,16-hexaaxa-3λ⁵,12λ⁵-diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxylate



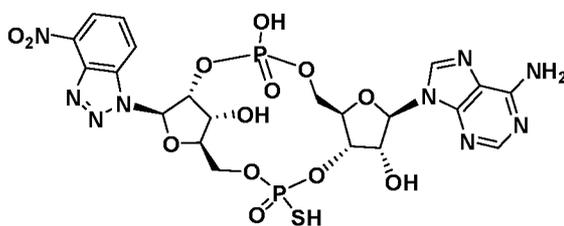
10 **Example 1C** (70 mg, 0.086 mmol) was dissolved in ammonia (7 N in MeOH, 3 mL) and heated at 50 °C for 3 h. The mixture was concentrated to dryness under a stream of nitrogen. The resulting solid was suspended in triethylamine trihydrofluoride (1 mL) and heated at 37 °C for 3 h. To the reaction was added 2 M ammonia acetate solution (2 mL) and the mixture was stirred for 20 min. The reaction mixture was then filtered and
15 purified by Preparative HPLC chromatography (Conditions: Column: Xselect RP Prep

C18 OBD, Column, 5 μ m, 19 X150mm, Flow rate: 20.0 mL/min, Mobile Phase: A: 100 mM NH₄OAc (pH 4.7); B: Acetonitrile) to provide **Example 17** (1.5 mg, 2 % yield).
LCMS, [M+H]⁺ = 703.2.

5

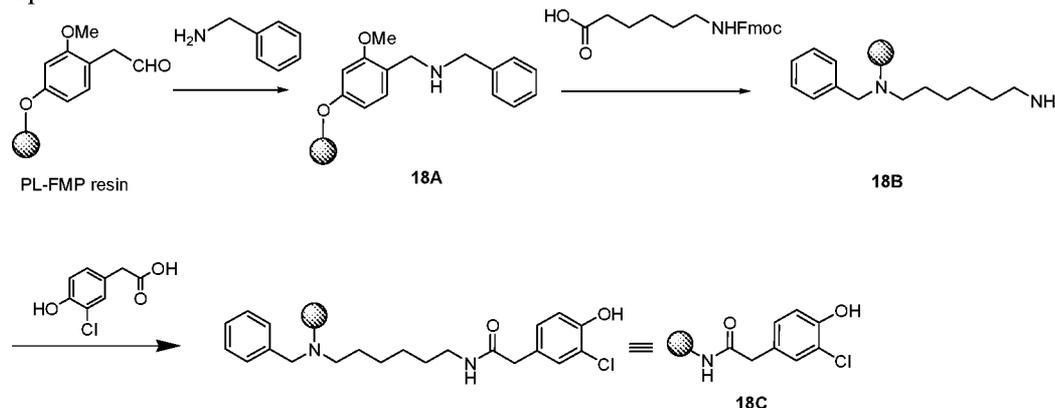
Example 18

(1R,6R,8R,9R,10S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-3,9,18-trihydroxy-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-12-sulfanyl-2,4,7,11,13,16-hexaoxa-3 λ ⁵,12 λ ⁵-diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione



10

Step 1



PL-FMP resin (2-(4-Formyl-3-methoxyphenoxy)ethyl polystyrene, 85 g, 1.00
 5 mmol/g loading, ~85 mmol, 100-200 mesh, Novabiochem) was swollen with ~600 mL
 DMF (N, N-dimethylformamide) at room temperature and then excess solvent was
 drained off. After an additional 400 ml of DMF was added, phenylmethanamine (21.43 g,
 200 mmol), and acetic acid (18 mL, 9.43 mmol) (3% x 600 mL = 18.5 mL) were added
 into the reaction vessel. After 10 min of agitation, sodium triacetoxyborohydride (33.9 g,
 10 160 mmol) was added. The reaction was allowed to agitate overnight. The resin was then
 washed with the following washing sequence: DMF(1x), then with THF/H₂O/AcOH
 (6:3:1), DMF, DCM (3x/each), three times with 5% Et₃N in DCM, and finally with
 MeOH before drying under vacuum at room temperature overnight to afford resin **18A**
 (Loading: 0.87 mmol/g).

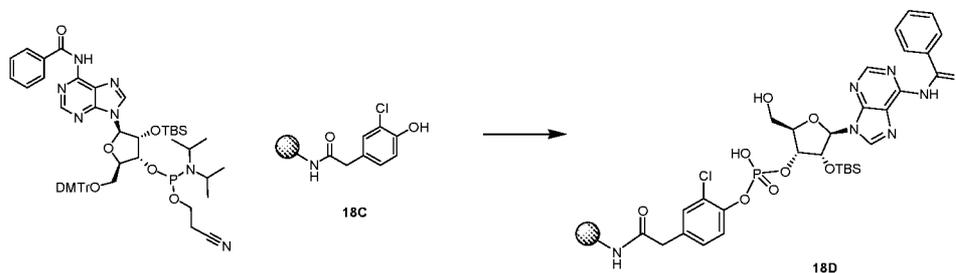
15 To a solution of 6-((((9H-fluoren-9-yl)methoxy)carbonyl)amino)hexanoic acid
 (14.40 g, 40.8 mmol) and HATU (15.49 g, 40.8 mmol) in DMF (60 mL) was added pre-
 swollen resin **18A** (Loading: 0.87 mmol/g, 23.3 g of resin) and then DIEA (11.39 ml, 65.2
 mmol). The mixture was stirred for 10 h. The resin batch was washed with the following
 washing sequence: DMF, DCM, DMF, MeOH, DCM, DMF (2x each). The resin was then
 20 treated with 20% piperidine in DMF (3x, 5 min/each). The resin was washed with DMF
 and then DCM (2x) and dried to give resin **18B**. (0.76 mmol/g loading).

Resin **18B** (16 mmol, 25 g, 0.76 mmol/g loading) was swollen with dry DMF (2x)
 under nitrogen, suspended in additional dry DMF (100 mL) and 2-(3-chloro-4-
 hydroxyphenyl)acetic acid (8956 mg, 48.0 mmol) and DIEA (13.97 mL, 80 mmol) were
 25 added. The mixture was stirred for a few minutes and then HATU (18.3 g, 48.0 mmol)
 was added and stirring was continued for 10 h. The resin batch was washed with the

following washing sequence: DMF, DCM, THF, MeOH and THF. Then, the resin was treated with 20/40/40 mL of 1 N NaOH/MeOH/THF overnight. The resin was then washed with MeOH/water (2x), THF/water (2x), THF (2x), DCM (4x), Et₂O and then dried to afford resin **18C**. (Loading: ~0.70 mmol/g).

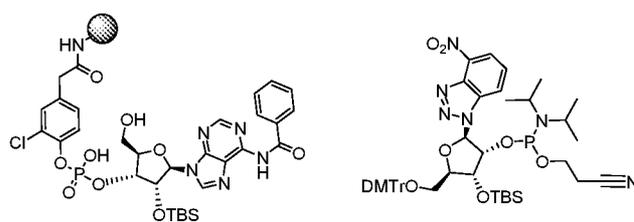
5

Step 2



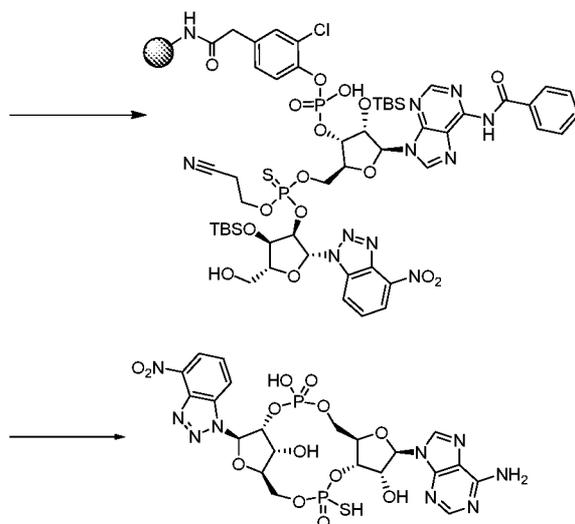
(2R,3R,4R,5R)-5-(6-benzamido-9H-purin-9-yl)-2-((bis(4-methoxyphenyl) (phenyl)methoxy)methyl)-4-((tert-butyldimethylsilyl)oxy)tetrahydrofuran-3-yl (2-cyanoethyl) diisopropylphosphoramidite (4.5 g, 4.55 mmol) was co-evaporated with dry acetonitrile several times and then dissolved in DCM (23 mL). Under anhydrous conditions, resin **18C** (3.5 mmol, 5 g resin, loading: 0.7 mmol/g) was swollen with dry acetonitrile (2 x 30 mL) under nitrogen, then the above solution of the phosphoramidite and 1H-tetrazole (1.23g, 17.50 mmol) in dry acetonitrile (30 mL) were added. The reaction mixture was stirred at room temperature for 2 h, washed with dry DCM (3x) under nitrogen and anhydrous DCM (20 mL) was added. 2-Butanone peroxide (4.41 g, 21.00 mmol) was added and the mixture was stirred for 40 min. The resin was then washed with DCM (4x) and dried. The resin was capped by treatment with 1:1 Ac₂O/Py (10 mL) in DCM (20 mL) containing N-Me-imidazole (3 equivalents) for 30 min. The resin was then treated with 3% dichloroacetic acid in DCM (3 x 5 min/each) to remove the DMTr group. The resin was washed with DCM (3x), MeCN (2x), DCM (2x) and anhydrous MeCN (2x). The resin was finally treated with Et₃N/pyridine. The support resin was then washed with DCM (3x), MeCN (2x), DCM (2x) and anhydrous MeCN (2x), and then dried under vacuum to provide resin **18D**.

Step 3



18D

I-2

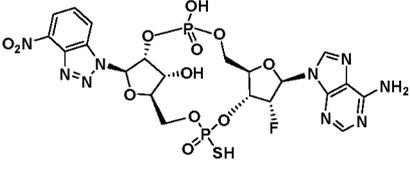
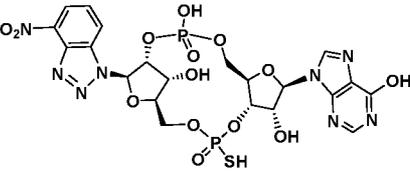


Example 18

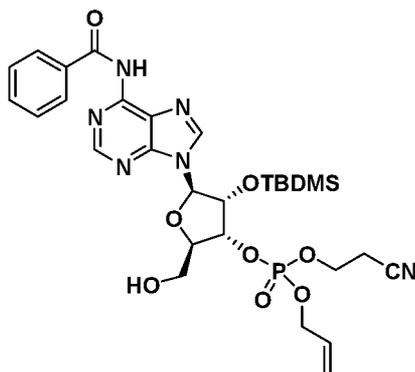
Intermediate 1-2 (0.32 g, 0.35 mmol) was co-evaporated with dry acetonitrile several times and then dissolved in dry DCM (25 mL). Under anhydrous conditions, resin **18D** (0.175 mmol) was swollen with dry acetonitrile (6 mL) twice under nitrogen. To the resin was added a solution of 1H-tetrazole (1.05 mmol) in anhydrous CH₃CN (3 mL) and then the above solution of **Intermediate 1-2** was added. The reaction mixture was stirred at room temperature for 3 h. The resin was washed with dry DCM (3x) under nitrogen, suspended in dry DCM (10 mL), and DDTT (0.52 mmol) was added. The reaction was stirred at RT for 40 min. The resin was then washed with DCM (2x), CH₃CN (2x), DCM (3x) and Et₂O (2x) and then dried under vacuum. The resin was then treated with a 1:1 Ac₂O/DIEA mixture (20 eq.) in DCM for 20 min, then washed with DCM (3x) and CH₃CN (3x) and then treated with 3% dichloroacetic acid in DCM (3x, each 10 min) to remove the DMTr group. The resin was then washed with DCM, DMF, DCM, CH₃CN (3x each) and then dried under vacuum. The resin was then treated with a 0.1 M solution of MSNT (2 x 4 h, 1 x 12 h). The resin was then washed with DCM, pyridine, DCM,

CH₃CN (2x each) and then treated with TEA/Py (1:1) (3x for 1 h). Finally, the resin was washed with DCM, DMF, DCM, ACN (3x each) and then dried. The resin was then treated with NH₄OH (33%)/MeOH (1:1 ratio, 8 mL) at 55 °C for 10 h. The solvent was removed and the residue was treated with triethylamine trihydrofluoride (0.35 mL, 2.15 mmol) at 37 °C for 3 h. The mixture was quenched with ammonium acetate (1.0 M, 2 mL), and the mixture was then stirred vigorously at 35 °C for 30 min. After cooling to rt, the solution was filtered, and the filtrate was purified via preparative LC/MS with the following conditions: Column: Agilent Bonus RP 21.2 x 100 mm, 5- μ m particles; Mobile Phase A: water with 20-mM ammonium acetate; Mobile Phase B: acetonitrile; Gradient: 0% B hold 0-6 minute. 0%-40% B over 20 minutes, then a 4-minute hold at 100% B; Flow: 20 mL/min. Fractions containing the desired product were combined and dried via centrifugal evaporation to afford **Examples 18**. LCMS, [M+H]⁻ = 705.

The following Examples, shown in the Table below, were prepared according to procedures analogous to those outlined in Example 18 using the appropriate nucleoside monomers described as preparations or as obtained from commercial sources.

EX.	Structure	Name	Mass [M+H] ⁻
19		(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-3,12,18-trihydroxy-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-12-sulfanylidene-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0 ^{6,10}]octadecan-3-one	706
20		(1R,6R,8R,9R,10S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-3,9,12,18-tetrahydroxy-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-12-sulfanylidene-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0 ^{6,10}]octadecan-3-on	705

Intermediate I-12:

**I-12**

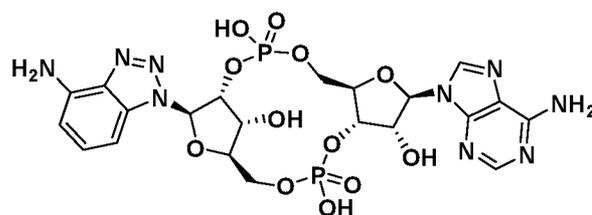
5 (2R,3R,4R,5R)-5-(6-benzamido-9H-purin-9-yl)-2-((bis(4-methoxyphenyl)(phenyl)methoxy)methyl)-4-((tert-butylidimethylsilyloxy)tetrahydrofuran-3-yl) (2-cyanoethyl) diisopropylphosphoramidite (Ark Pharm Inc, 2 g, 1.822 mmol), prop-2-en-1-ol (0.127 g, 2.186 mmol) and 4Å molecular sieves (300 mg) in acetonitrile (5 mL) under a nitrogen atmosphere was stirred
 10 at RT for 30 min. 1H-tetrazole (0.259 g, 3.64 mmol) was added and the reaction mixture was stirred at RT for additional 30 min. 2-hydroperoxy-2-methylpropane (~6 M in dedecane, 0.397 mL, 2.186 mmol) was added and the reaction was stirred for 30 min. The reaction was filtered through Celite and concentrated. The residue dissolved in DCM (20 mL), cooled to 0°C and 2,2-dichloroacetic acid (2.85 mL, 34.6 mmol) was added
 15 dropwise and the mixture was stirred at RT for 30 min. The reaction mixture was poured into saturated aqueous NaHCO₃ and extracted with DCM (3 x 30 mL). The organic layer was dried over Na₂SO₄ and concentrated. The residue was purified on silica 24 g, 0-80% EtOAc/hexanes over 10 min, then flushed with 1-10% MeOH/DCM over 10 min, with a hold at 10% MeOH for 10 min to afford **Intermediate I-12**. LCMS, [M+H]⁺ = 659

20

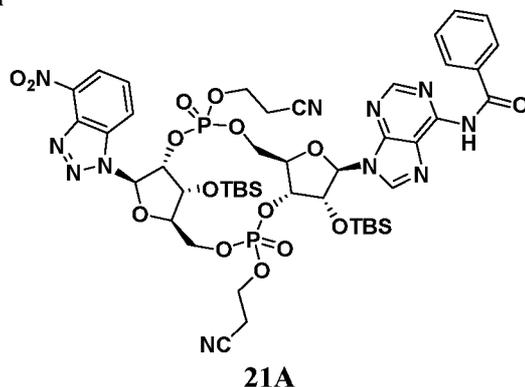
Example 21

(1R,6R,8R,9R,10S,15R,17R,18R)-17-(4-amino-1H-1,2,3-benzotriazol-1-yl)-8-(6-amino-9H-purin-9-yl)-3,9,12,18-tetrahydroxy-2,4,7,11,13,16-hexaoxa-3λ⁵,12λ⁵-diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione

25



Preparation of Example 21A:

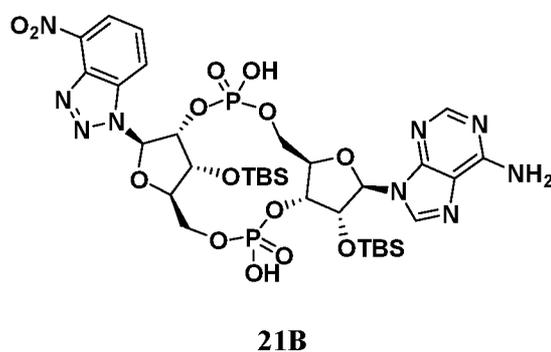


5

Example 21A was prepared according to procedures analogous to those outlined in **Example 1C** using the appropriate nucleoside monomers **Intermediate I-12** and **Intermediate I-2**. LCMS, $[M+H]^+ = 1126$.

10

Preparation of Example 21B:

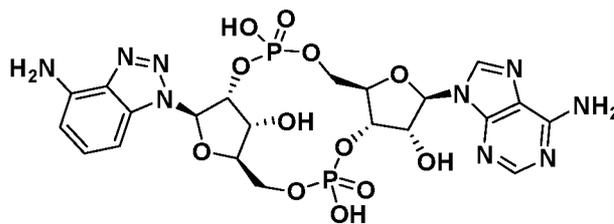


15

Example 21A was dissolved in MeOH (2 mL) and 27% ammonium hydroxide (2 mL). The mixture was heated at 50 °C for 5 h. The mixture was dried under a gentle stream of nitrogen to afford **Example 21B**. LCMS, $[M+H]^+ = 916$

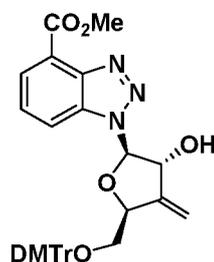
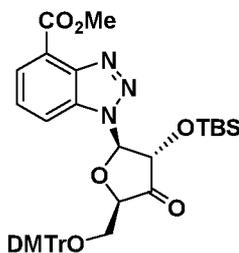
20

Example 21



- Example 21B** (50 mg, 0.055 mmol) was suspended in MeOH (15 mL), 0.4 eq. of 10% Pd/C was added and the mixture was stirred under a hydrogen atmosphere for 2 h.
- 5 The reaction was filtered through Celite and concentrated. The crude material was suspended in 0.4 mL of NEt₃.3HF and stirred at 37 °C overnight. To the mixture was added 2 M ammonia acetate buffer (1.5 mL) and the crude material was purified (Agilent Zorbax Bonus-RP column with 20mM un-buffered ammonium acetate plus acetonitrile mobile phase gradient)- to afford **Examples 21**. LCMS, [M+H]⁺ = 655.9; Retention time;
- 10 0.17 min, Waters Acquity UPLC BEH C18 (2.1 x 50 mm), 1.7 micron; Solvent A = 95% water / 5% acetonitrile with ammonium acetate; Solvent B = 95% acetonitrile / 5% water with ammonium acetate; Gradient = 5-95% B over 1 minute, then a 0.5-minute hold at 100% B; Flow rate: 0.8 mL/min; Detection: UV at 220 nm).

15

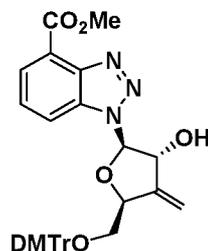
Intermediate I-13:**I-13****Preparation of Intermediate I-13a**

20

Hz, 1H), 4.90-4.94 (m, 1H), 4.10-4.15 (m, 3H), 3.77-3.81 (m, 6H), 3.35-3.46 (m, 2H), 0.79-0.87 (m, 9H), -0.09--0.04 (m, 3H), -0.46--0.40 (m, 3H).

Preparation of Intermediate I-13:

5

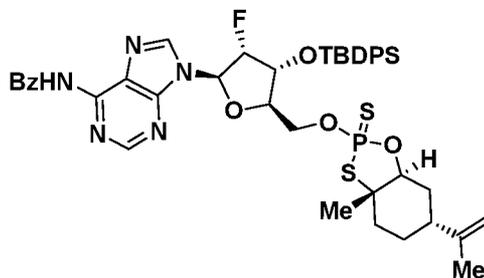


I-13

To a solution of **Intermediate I-13b** (875 mg, 1.212 mmol) in THF (20 mL) was added TBAF (0.727 mL, 0.727 mmol). The reaction mixture was stirred for 2 h and then concentrated *in vacuo*. The residue was purified by flash chromatography over 24 g of silica gel and eluted with 0-100% EtOAc/hexanes. Fractions containing the desired product were concentrated to provide **Intermediate 1-13** (538 mg, 73.0 % yield). LCMS, $[M+H]^+ = 608$.

15

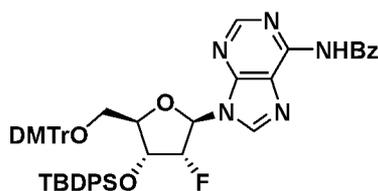
Intermediate I-14:



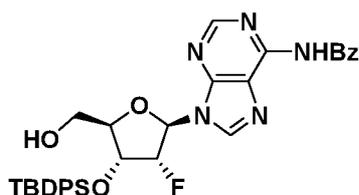
I-14

Preparation of Intermediate I-14a

20

**I-14a**

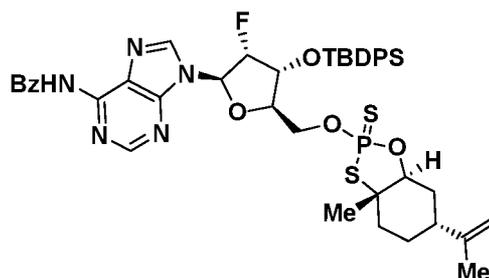
To a cooled (0 °C) solution of N-(9-((2R,3R,4R,5R)-5-((bis(4-
 5 methoxyphenyl)(phenyl)methoxy)methyl)-3-fluoro-4-hydroxytetrahydrofuran-2-yl)-9H-
 purin-6-yl)benzamide (Astatech, 500 mg, 0.740 mmol) and imidazole (151 mg, 2.220
 mmol) in DMF (3.7 mL) was added tert-butyldiphenylchlorosilane (285 μ l, 1.11 mmol)
 dropwise via syringe. The ice-water bath was then removed and the reaction was stirred at
 room temperature under a nitrogen atmosphere. After 22 hours, a second portion of
 10 imidazole (50.4 mg, 0.740 mmol) and tert-butyldiphenylchlorosilane (95 μ l, 0.370 mmol)
 was added to the reaction. After 3 additional hours, a third portion of imidazole (50.4 mg,
 0.740 mmol) and tert-butyldiphenylchlorosilane (95 μ l, 0.370 mmol) was added to the
 reaction and the mixture was stirred for 24 hours. The reaction was then quenched with
 methanol (748 μ L, 18.50 mmol), stirred at room temperature for 30 min, and then
 15 concentrated *in vacuo*. The remaining volatiles were removed under a stream of nitrogen.
 The residue was partitioned between EtOAc (20 mL) and water (20 mL), and the layers
 were separated. The aqueous phase was extracted with EtOAc (1 x 20 mL), and the
 combined organic layers were washed with water (4 x 10 mL), brine (10 mL), and dried
 (Na_2SO_4), filtered, and concentrated *in vacuo*. The crude **Intermediate I-14a** was carried
 20 into the next step without further purification. LCMS, $[\text{M}+\text{H}]^+ = 914$.

Preparation of Intermediate I-14b**I-14b**

To a solution of **Intermediate I-14a** (676 mg, 0.740 mmol) and triethylsilane
 (295 μ L, 1.85 mmol) in CH_2Cl_2 (3.7 mL) was added trifluoroacetic acid (114 μ L, 1.480

mmol) dropwise via syringe, resulting in a reddish color. The reaction was stirred at room temperature under a nitrogen atmosphere. After 1.5 hours, the reaction was quenched with MeOH (4 mL) and stirred for 10 min. The mixture was then concentrated *in vacuo* and azeotroped twice with MeOH (2 x 4 mL). The crude product was dissolved in a small amount of CH₂Cl₂, adsorbed onto a plug of SiO₂, and purified by flash chromatography (SiO₂, 40 g column, 0-50% acetone/hexanes, 14.4 min gradient then a 14.4 min hold, 40 mL/min) to afford **Intermediate I-14b** (384 mg, 85 % yield) as a white solid. LCMS, [M+H]⁺ = 612. ¹H NMR (500 MHz, CHLOROFORM-d) δ 8.71 (s, 1H), 8.15 (s, 1H), 8.05 - 7.99 (m, 2H), 7.74 - 7.66 (m, 4H), 7.65 - 7.59 (m, 1H), 7.56 - 7.51 (m, 2H), 7.50 - 7.37 (m, 6H), 6.27 (dd, *J*=11.3, 6.8 Hz, 1H), 5.62 (ddd, *J*=51.8, 6.7, 4.8 Hz, 1H), 4.70 - 4.62 (m, 1H), 4.13 (br s, 1H), 3.68 (d, *J*=13.1 Hz, 1H), 3.10 (dd, *J*=13.1, 1.6 Hz, 1H), 1.17 (s, 9H).

Preparation of Intermediate I-14:



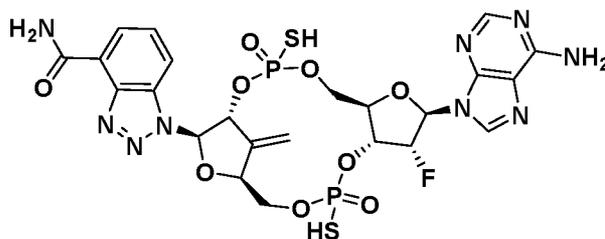
I-14

Intermediate I-14b (1.0 g, 1.635 mmol) and (2S,3aS,6R,7aS)-3a-methyl-2-((perfluorophenyl)thio)-6-(prop-1-en-2-yl)hexahydrobenzo[d][1,3,2]oxathiaphosphole 2-sulfide (USSN 62/657551 filed April 13, 2018, 1.1 g, 2.45 mmol) in MeCN (15 mL) was cooled to an internal temperature of 0 °C. DBU (0.4 mL, 2.45 mmol) was added in one portion, and the mixture was stirred mixture at 0 °C for 30 min. To the reaction mixture was added acetic acid (281 μL, 4.90 mmol) at 0 °C, and then silica gel was added and the mixture was concentrated. The crude product was purified by ISCO silica gel chromatography (80 g, 0-10% gradient MeOH/DCM). Fractions containing the desired product were concentrated to a white foam which was co-evaporated with heptane (3 x 50 mL) to afford **Intermediate I-14** (1.22 g, 87 % yield) as a white solid. LCMS, [M+H]⁺ = 858.8; ¹H NMR (499 MHz, CHLOROFORM-d) δ 8.95 (s, 1H), 8.69 (s, 1H), 8.07 (s, 1H),

7.99-8.04 (m, 2H), 7.69-7.74 (m, 4H), 7.61-7.66 (m, 1H), 7.38-7.57 (m, 9H), 7.28 (s, 2H), 6.32 (d, $J=2.03$ Hz, 1H), 6.28-6.38 (m, 1H), 4.95 (dd, $J=2.09, 4.23$ Hz, 1H), 4.85 (dd, $J=2.15, 4.29$ Hz, 1H), 4.81-4.98 (m, 1H), 4.62-4.71 (m, 2H), 4.58-4.61 (m, 1H), 4.43 (br s, 1H), 4.25-4.37 (m, 2H), 4.15 (ddd, $J=4.23, 9.33, 11.59$ Hz, 1H), 2.51 (br s, 1H), 2.20-2.26 (m, 1H), 1.99-2.06 (m, 5H), 1.81-1.91 (m, 3H), 1.65-1.75 (m, 5H), 1.23-1.32 (m, 1H), 1.16 (s, 9H).

Examples 22-1 and 22-2

10 **1-[(1R,6R,8R,9R,10R,15S,17R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-methylidene-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ ⁵,12 λ ⁵-diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-**
carboxamide



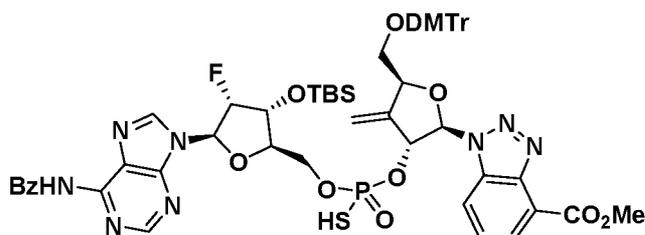
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Diastereomer 1 (22-1)

Diastereomer 2 (22-2)

Preparation of Intermediate 22A:

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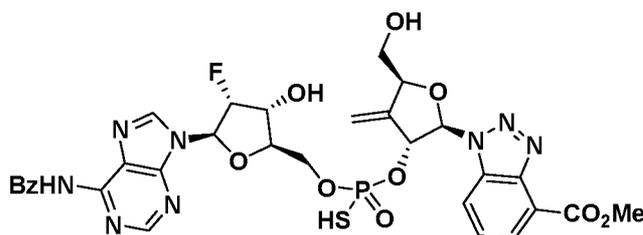


22A

To a solution of **Intermediate I-13** (300 mg, 0.494 mmol) and **Intermediate I-14** (635 mg, 0.741 mmol) in acetonitrile (10 mL) was added DBU (223 μ L, 1.481 mmol)

dropwise to give a pale yellow solution. After 10 min, the reaction mixture was diluted with DCM (4 mL) and quenched with acetic acid (141 μ L, 2.47 mmol). The resulting mixture was co-evaporated with silica gel, and then purified by flash chromatography over 40 g of silica gel, eluting with 0-15% MeOH/DCM to afford **Intermediate 22A** (650 mg) as white solid. LCMS, $[M+H]^+ = 1298$.

Preparation of Intermediate 22B:



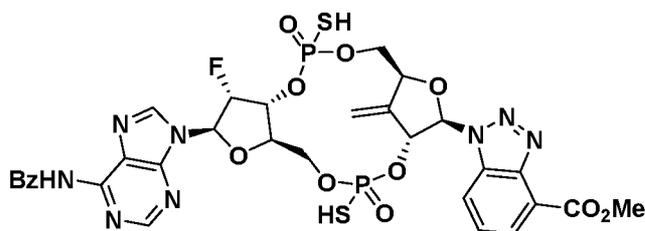
22B

10

To **Intermediate 22A** (641 mg, 0.494 mmol) was added triethylamine trihydrofluoride (2 mL, 12.28 mmol). The reaction mixture was stirred at 37 °C for 2 h, diluted with acetonitrile (3.4 mL) and quenched with Et₃N (2.56 mL, 18.4 mmol) and isopropoxytrimethylsilane (4881 mg, 36.9 mmol). The mixture was stirred at room temperature for 10 min, and then concentrated *in vacuo*. The crude product was dissolved in a small amount of MeOH, adsorbed onto a plug of Celite and purified on a reverse phase ISCO Gold 50 g C18 column (Mobile Phase A: 5:95 acetonitrile:water with 0.01M ammonium acetate; Mobile Phase B: 95:5 acetonitrile:water with 0.01M ammonium acetate; Gradient: 0% B hold for 5 min, 0-40%B gradient for 20 min and 100 % hold for 5 min, run at 30 mL/min) to afford **Intermediate 22B** (254.7 mg, 68.1 % yield) as a white solid after lyophilization. LCMS, $[M+H]^+ = 757.7$: ¹H NMR (499 MHz, METHANOL-d₄) δ 8.63 (s, 1H), 8.57 (s, 1H), 8.11-8.20 (m, 3H), 7.76 (d, $J=7.03$ Hz, 1H), 7.69 (t, $J=7.33$ Hz, 1H), 7.61 (t, $J=7.57$ Hz, 2H), 7.42 (t, $J=7.87$ Hz, 1H), 6.64 (d, $J=3.10$ Hz, 1H), 6.42 (br d, $J=11.32$ Hz, 1H), 6.17 (dd, $J=1.25, 15.32$ Hz, 1H), 5.86 (br s, 1H), 5.42 (s, 1H), 5.05-5.19 (m, 1H), 4.50-4.60 (m, 1H), 4.12-4.28 (m, 3H), 3.88 (s, 3H), 3.60-3.67 (m, 1H), 3.43 (dd, $J=6.32, 11.92$ Hz, 1H).

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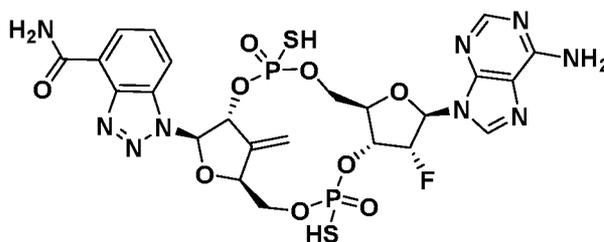
Preparation of Intermediate 22C:



22C

To a room temperature solution of **Intermediate 22B** (200 mg, 0.264 mmol) in pyridine (26 mL) was added a solution of diphenyl phosphonate (102 μ L, 0.529 mmol) in DCM (1 mL) dropwise over 20 minutes. To this reaction mixture was added (E)-N,N-dimethyl-N'-(3-thioxo-3H-1,2,4-dithiazol-5-yl)formimidamide (163 mg, 0.793 mmol) and the mixture was stirred at room temperature for 11h. The reaction mixture was then concentrated *in vacuo*. The residue was dissolved in methanol and filtered. The filtrate was concentrated and the resulting residue was purified on a reverse phase ISCO Gold 50 g C18 column (Mobile Phase A: 5:95 acetonitrile:water with 0.01M ammonium acetate; Mobile Phase B: 95:5 acetonitrile:water with 0.01M ammonium acetate; Gradient: 0-30% B gradient over 15 min) to afford **Intermediate 22C** (161 mg, 73.0 % yield) as diastereomer 1 (87 mg) and diastereomer 2 (74 mg).

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Example 22-1 and 22-2:**Diastereomers 1 (22-1)****Diastereomers 2 (22-2)**

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Separately, **Intermediate 22C, diastereomer 1** (87 mg, 0.104 mmol) and **Intermediate 22C, diastereomer 2** (74 mg) were treated ammonia (5 mL, 35.0 mmol) and each reaction mixture was stirred for 5 h at 55 °C. Each reaction mixture was concentrated and the crude products purified by Preparative HPLC Chromatographic

Conditions: Instrument: Waters Autopure; Column: Xselect RP Prep C18 OBD Column, 5 μ m, 19 X150mm; Flow rate: 20.0 mL/min; Mobile Phase: A: 100 mM NH₄OAc (pH:6.5); B: ACN (%A=100-%B); gradient 3-22%B over 5 min, 22-95%B over 0.5 min, 95%B hold for 2 min and 95-3%B for 1 min to afford **Examples 22-1** and **22-2**,
 5 respectively.

Examples 22-1, (12.3 mg, 15.74 % yield); *t_R*: 8.18 min, *Analytical HPLC Chromatographic Conditions 1*; Observed Mass: 716.4; ¹H NMR (499 MHz, METHANOL-d₄) δ 8.55 (d, *J*=8.82 Hz, 1H), 8.24 (s, 1H), 8.17 (s, 1H), 7.86-7.95 (m, 1H), 7.31 (t, *J*=7.87 Hz, 1H), 6.35-6.39 (m, 2H), 6.11-6.27 (m, 1H), 5.71 (d, *J*=2.38 Hz, 1H), 5.49-5.62 (m, 1H), 5.41 (dd, *J*=1.31, 2.74 Hz, 1H), 4.93-4.99 (m, 1H), 4.72-4.79 (m, 1H), 4.42-4.49 (m, 1H), 4.31-4.40 (m, 2H), 4.13-4.20 (m, 1H), 3.96-4.03 (m, 1H), 3.43-3.50 (m, 0.5H), 3.16-3.23 (m, 0.5H).

Examples 22-2, ((11 mg, 14.08 % yield)); *t_R*: 7.83 min, *Analytical HPLC Chromatographic Conditions 1*; Observed Mass: 716.4; ¹H NMR (499 MHz, METHANOL-d₄) δ 8.77 (br d, *J*=8.23 Hz, 1H), 8.25 (s, 1H), 8.00 (s, 1H), 7.81 (br d, *J*=7.03 Hz, 1H), 7.18-7.26 (m, 1H), 6.28-6.34 (m, 2H), 6.08-6.15 (m, 1H), 5.88-6.06 (m, 1H), 5.71 (s, 1H), 5.39 (d, *J*=1.43 Hz, 1H), 4.98-5.00 (m, 1H), 4.48-4.58 (m, 1H), 4.23-4.40 (m, 3H), 3.91-4.00 (m, 1H), 3.44-3.49 (m, 0.5H), 3.16-3.21 (m, 0.5H).

Analytical HPLC Chromatographic Conditions 1:
 Instrument: Agilent 1290; Column: Xselect CSH C18 Column, 3.5 μ m, 2.1 X150mm;
 Flow rate: 0.35mL/min; Mobile Phase: A: 20mM NH₄OAc (pH 6.5); B: 20mM NH₄OAc in CAN; gradient 0-50%B over 15 min, 50-100%B over 1 min

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EVALUATION OF BIOLOGICAL ACTIVITY

STING THP1 Reporter Assay Protocol

THP1-Dual™ cells were derived from the human THP-1 monocyte cell line by
 30 stable integration of two inducible reporter constructs. To this end, THP1-Dual™ cells allow the simultaneous study of the NF- κ B pathway, by monitoring the activity of SEAP, and the IRF pathway by assessing the activity of a secreted luciferase (Lucia). Both

reporter proteins are readily measurable in the cell culture supernatant when using QUANTI-Blue™, a SEAP detection reagent, and QUANTI-Luc™, a luciferase detection reagent.

THP1-Dual™ cells induce the activation of NF-κB in response to STING agonists. They also trigger the IRF pathway upon stimulation with STING agonists, such as cGAMP. Here, the THP-1-Dual cells were used to assess STING binders for function on the cellular level.

Serial dilutions of compounds in DMSO were added to low volume 384 well plates at 100nl/well using an ECHO acoustic dispenser (Labcyte, model 550) to achieve final starting concentration of 100 μM in cell suspension. THP-1 Dual™ STING reporter cells (Invivogen, Dual cells cat #THPD-nfis) were added to the plates with compounds at 15,000 cells in 10 μL per well in RPMI media (Gibco, cat #11875) containing 10% human plasma in a low volume 384-well black wall clear bottom tissue culture plate (Corning, cat #3542) for SEAP assay and low volume solid white plate (Corning, cat #3826) for luciferase assay. One column of the plate was reserved for treatment with cGAMP at 100 μM for 100 % activation calculation and one column for no treatment (DMSO only) for baseline activation. Plates were then incubated in 37 °C incubator at 5% CO₂ for 20 hours.

In the SEAP assay, 5μl of 2x QuantiBlue (Invivogen, cat # Rep-qb2) is added to 384 well black plates seeded with THP1 cells and incubated at 37 °C for 2 hours. Plates were read on the Envision (Perkin Elmer) at 620 nm wavelength (OD620). In the luciferase assay, 5 μl of Quantiluc (Invivogen, Rep-qlc2) is added to white 384 well plates seeded with THP1 cells and read at 5 minutes on the Envision (Perkin Elmer) using a luminescence protocol (RLU). For both cell lines, 100% activation was determined by value (RLU) of THP-1 Dual STING cells stimulated with 100 μM cGAMP (Invivogen, cat # TLRL-NACGA23-5).

STING HTRF BINDING ASSAYS

A time resolved FRET-based competition binding assay was used to assess test article binding to STING WT and STING AQ. His-tagged STING cytoplasmic domain (WT or AQ) at a concentration of 20 nM was incubated with 2.5 nM Tb-labeled anti-His antibody, test compound, and fluorescein-labeled cGAMP analog probe (BioLog cat. no.

C195) at a concentration of 200 nM (STING WT) or 40 nM (STING AQ) in PBS containing 0.005% Tween-20 and 0.1% BSA for one hour. Fluorescence at 495 nm and 520 nm was measured using an EnVision microplate reader to quantify FRET between Tb-labeled anti-His antibody and fluorescein-labeled probe. Background was defined as the signal obtained in the absence of STING protein, and background subtracted FRET ratios were normalized to the maximum signal obtained in the absence of test compound. These values were converted to a percent inhibition. Percent inhibition was determined for test compounds at 11 concentrations. The IC₅₀, defined as the concentration of competing test compound needed to reduce specific binding of the probe by 50%, was calculated using the 4 parameter logistic equation to fit the data

STING WT: His-TVMV-S-hSTING(155-341)-H232R

MGSSHHHHHHSSGETVRFQGHMSVAHGLAWSYYIGYLRLLPELQARIRT
 YNQHYNNLLRGAVSQRLYILLPLDCGVPDNLSMADPNIRFLDKLPQQTGD
 RAGIKDRVYSNSIYELLENGQRAGTCVLEYATPLQTLFAMSQYSQAGFSR
 EDRLEQAKLFCRTLEDILADAPESQNNCRLIAYQEPADDSSFSLSQEVLRH
 LRQEEKEEV (SEQ ID NO:1)

STING AQ: His-TVMV-S-hSTING(155-341)-G230A-R293Q

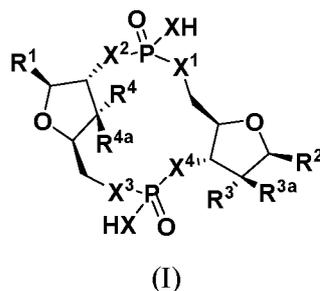
MGSSHHHHHHSSGETVRFQGHMSVAHGLAWSYYIGYLRLLPELQARIRT
 YNQHYNNLLRGAVSQRLYILLPLDCGVPDNLSMADPNIRFLDKLPQQTAD
 RAGIKDRVYSNSIYELLENGQRAGTCVLEYATPLQTLFAMSQYSQAGFSR
 EDRLEQAKLFCQTLEDILADAPESQNNCRLIAYQEPADDSSFSLSQEVLRH
 LRQEEKEEV (SEQ ID NO:2)

Example #	THP1 Reporter Assays EC ₅₀ (μM)		HTRF Binding Assays IC ₅₀ (μM)	
	IRF3	NFκB	WT	AQ
1	1.5	3.2	0.01	0.003
2	53	80	0.16	0.005
3	3.5	6.7	0.03	0.01
4-1	4.5	12.0	0.06	0.01
4-2	0.7	1.7	0.01	0.002
5-1	3.5	7.6	0.01	0.01
5-2	5.6	13.0	0.01	0.01
6-1	1.4	4.1	0.02	0.01
6-2	8.8	36.8	0.05	0.004
7-1	0.6	2.1	0.01	0.01

7-2	28.0	64.0	0.24	0.04
7-3	7.2	15.3	0.06	0.01
7-4	5.5	8.0	0.05	0.01
8-1	1.0	2.4	0.01	0.01
8-2	5.2	7.6	0.01	0.01
8-3	10.0	15.3	0.14	0.02
9-1	0.8	2.2	0.02	0.004
9-2	7.9	15.7	0.13	0.01
9-3	69.4	>100	0.90	0.04
9-4	>100	>100	12.5	0.60
10-1	1.33	2.22	0.02	0.005
10-2	46.5	76.2	0.10	0.01
10-3	5.1	8.9	0.05	0.005
10-4	0.3	0.9	0.01	0.002
11-1	1.2	2.1	0.01	0.002
11-2	0.13	0.30	0.01	0.003
11-3	4.0	9.7	0.05	0.01
11-4	21.1	34.6	0.15	0.02
12-1	1.6	5.4	0.08	0.01
13-1	1.2	4.9	0.07	0.01
14-1	3.3	11.7	0.05	0.01
15-1	1.0	2.1	0.02	0.01
15-2	63.4	96.8	1.75	0.05
16-1	2.2	7.7	0.09	0.01
16-2	12.7	73.9	0.21	0.01
18-1	>100	>100	>100	66.9
19-1	>100	>100	4.66	0.65
20-1	>100	>100	>100	>100
21	>100	>100	1.7	
22-1	2.3	5.1	0.01	0.01
22-2	3.2	10.0	0.07	0.01

WE CLAIM:

1. A compound of the formula

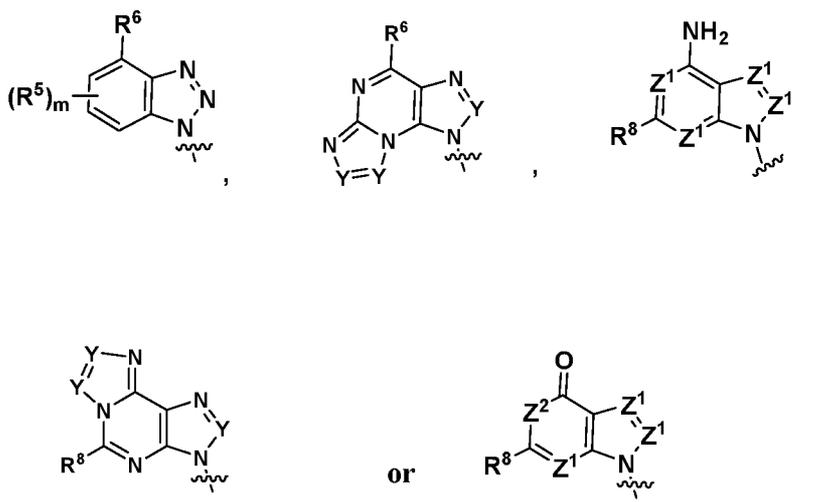


5 wherein

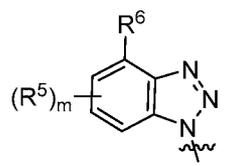
each X is independently O or S;

X¹, X², X³ and X⁴ are each independently O or NH;

R¹ and R² are independently



10



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted

15 with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -

OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al}C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -
 NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};
 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵,
 -C(O)R^{al}, -C(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

5 R^{al} is H or C₁₋₃ alkyl;

R³ and R⁴ are independently H, CH₃, halogen, NH₂ or OH;

R^{3a} and R^{4a} are independently H, CH₃, halogen, NH₂ or OH; or

R³ and R^{3a} or R⁴ and R^{4a} may independently be taken together to form a 3-4
 membered carbocycle; or

10 R³ and R^{3a} or R⁴ and R^{4a} may independently be taken together to form a C=CH₂
 substituent;

R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -
 OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al}C(O)R^{al}, -NR^{al}COOR^{al}, -
 NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -
 15 S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

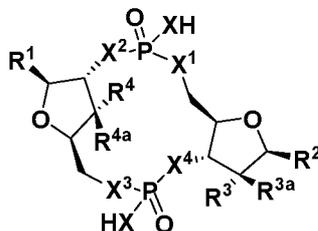
R^{5a} is H or C₁₋₃ alkyl;

R⁶ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -
 OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al}C(O)R^{al}, -NR^{al}COOR^{al}, -
 NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -
 20 S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

R⁸ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -
 OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al}C(O)R^{al}, -NR^{al}COOR^{al}, -
 NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -
 S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

25 or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

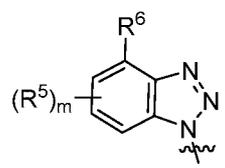
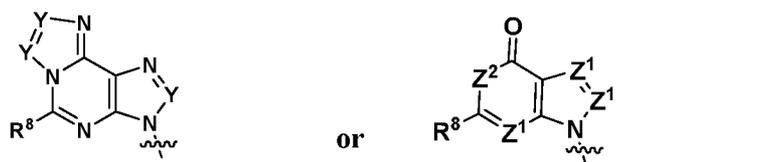
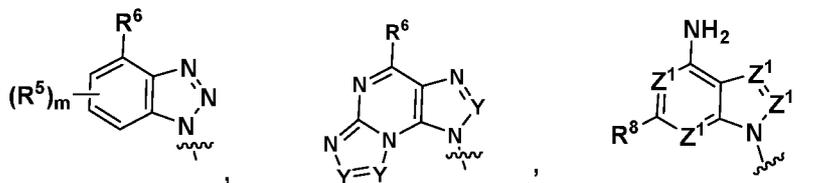
2. The compound according to claim 1 of formula I



(I)

wherein

X is S;

X¹, X², X³ and X⁴ are each independently O or NH;5 R¹ and R² are independentlywith the proviso that one of R¹ and R² must beZ¹ is N or CR^a;10 Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

15 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{a1} is H or C₁₋₃ alkyl;R³ is H, CH₃, halogen, NH₂ or OH;R^{3a} is H, CH₃, halogen, NH₂ or OH; or20 R³ and R^{3a} may be taken together to form a 3-4 membered carbocycle; orR³ and R^{3a} may be taken together to form a C=CH₂ substituent;

R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

5 R^{5a} is H or C_{1-3} alkyl;

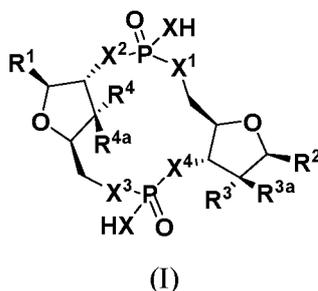
R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

10 R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

15

3. The compound according to claim 1 of formula I

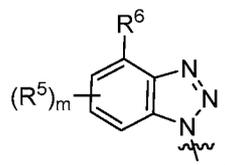
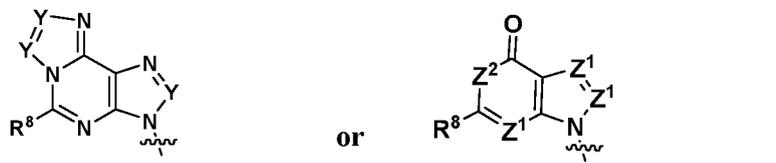
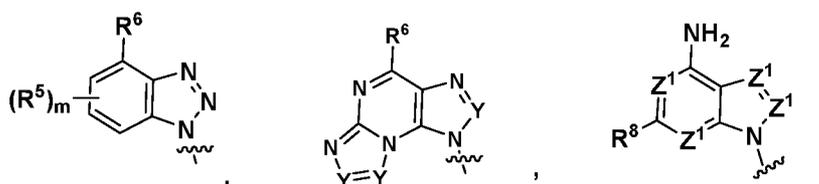


20 wherein

X is O;

X^1 , X^2 , X^3 and X^4 are each independently O or NH;

R^1 and R^2 are independently



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

5 Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

10 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{a1} is H or C₁₋₃ alkyl;

R³ is H, CH₃, halogen, NH₂ or OH;

R^{3a} is H, CH₃, halogen, NH₂ or OH; or

15 R³ and R^{3a} may be taken together to form a 3-4 membered carbocycle; or

R³ and R^{3a} may be taken together to form a C=CH₂ substituent;

R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -

20 S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{5a} is H or C₁₋₃ alkyl;

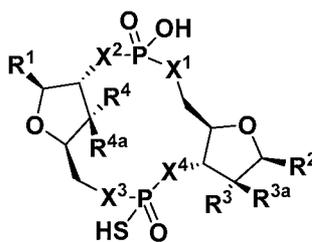
R⁶ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

5 R⁸ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

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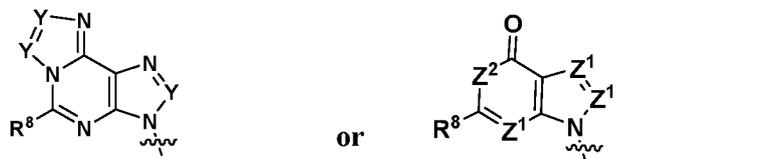
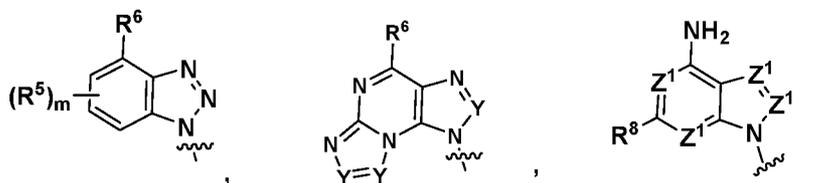
4. The compound according to claim 1 of the formula

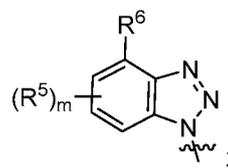


wherein

15 X¹, X², X³ and X⁴ are each independently O or NH;

R¹ and R² are independently





with the proviso that one of R^1 and R^2 must be

Z^1 is N or CR^a ;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted
 5 with 0-6 R^5 , CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-$
 $OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-$
 $NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 ,
 $-C(O)R^{al}$, $-C(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

10 R^{al} is H or C_{1-3} alkyl;

R^3 is H, CH_3 , halogen, NH_2 or OH;

R^{3a} is H, CH_3 , halogen, NH_2 or OH; or

R^3 and R^{3a} may be taken together to form a 3-4 membered carbocycle; or

R^3 and R^{3a} may be taken together to form a $C=CH_2$ substituent;

15 R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

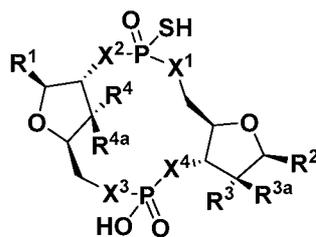
R^{5a} is H or C_{1-3} alkyl;

20 R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

25 R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

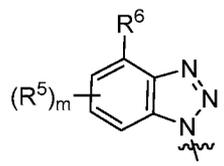
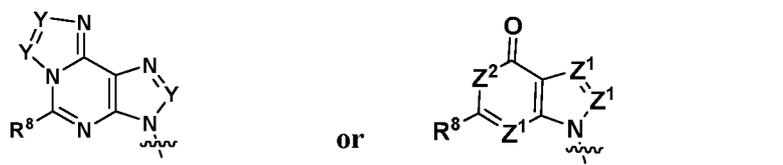
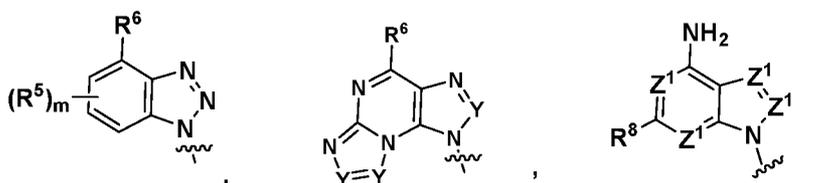
or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

30 5. The compound according to claim 1 of the formula



wherein

- 5 X¹, X², X³ and X⁴ are each independently O or NH;
 R¹ and R² are independently



with the proviso that one of R¹ and R² must be

- 10 Z¹ is N or CR^a;
 Z² is NR^b;

- R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{1} is H or C_{1-3} alkyl;

R^3 is H, CH_3 , halogen, NH_2 or OH;

R^{3a} is H, CH_3 , halogen, NH_2 or OH; or

R^3 and R^{3a} may be taken together to form a 3-4 membered carbocycle; or

5 R^3 and R^{3a} may be taken together to form a $C=CH_2$ substituent;

R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

10 R^{5a} is H or C_{1-3} alkyl;

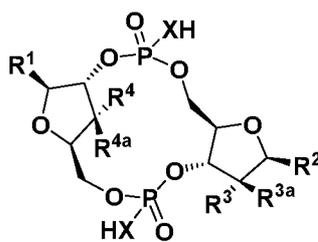
R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

15 R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

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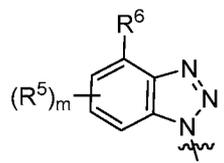
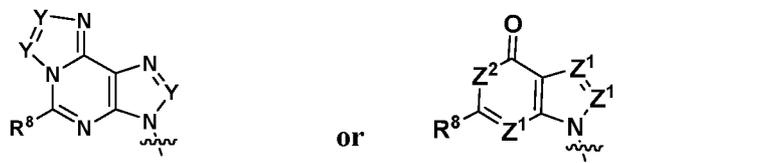
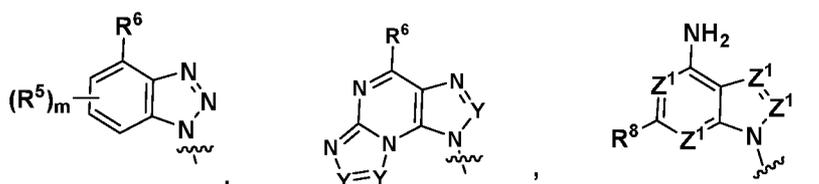
6. The compound according to claim 1 of the formula



25 wherein

each X is independently O or S;

R^1 and R^2 are independently



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

5 Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

10 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{a1} is H or C₁₋₃ alkyl;

R³ is H, CH₃, halogen, NH₂ or OH;

R^{3a} is H, CH₃, halogen, NH₂ or OH; or

15 R³ and R^{3a} may be taken together to form a 3-4 membered carbocycle; or

R³ and R^{3a} may be taken together to form a C=CH₂ substituent;

R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -

20 S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{5a} is H or C₁₋₃ alkyl;

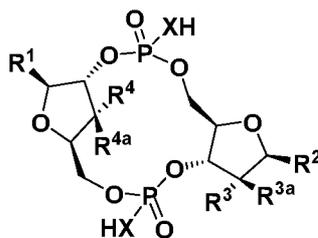
R⁶ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

5 R⁸ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

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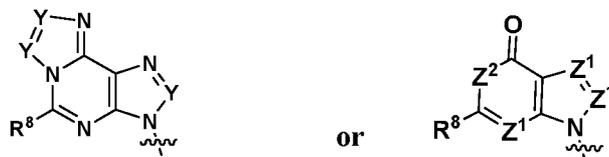
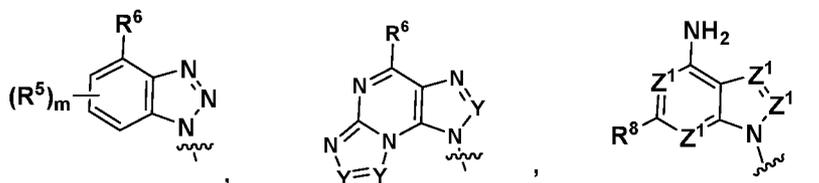
7. The compound according to claim 6 of the formula

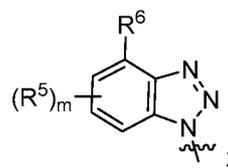


wherein

15 X is S;

R¹ and R² are independently





with the proviso that one of R^1 and R^2 must be

Z^1 is N or CR^a ;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted
 5 with 0-6 R^5 , CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-$
 $OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-$
 $NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 ,
 $-C(O)R^{al}$, $-C(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

10 R^{al} is H or C_{1-3} alkyl;

R^3 is H, CH_3 , halogen, NH_2 or OH;

R^{3a} is H, CH_3 , halogen, NH_2 or OH; or

R^3 and R^{3a} may be taken together to form a 3-4 membered carbocycle; or

R^3 and R^{3a} may be taken together to form a $C=CH_2$ substituent;

15 R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

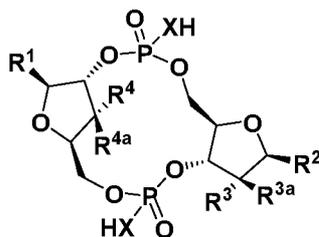
R^{5a} is H or C_{1-3} alkyl;

20 R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

25 R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

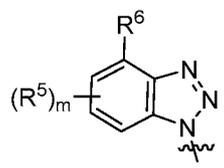
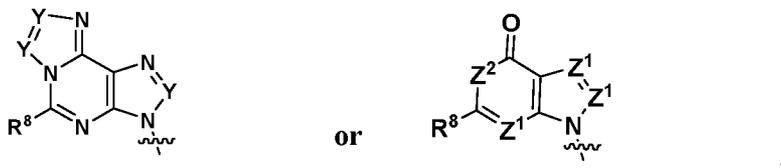
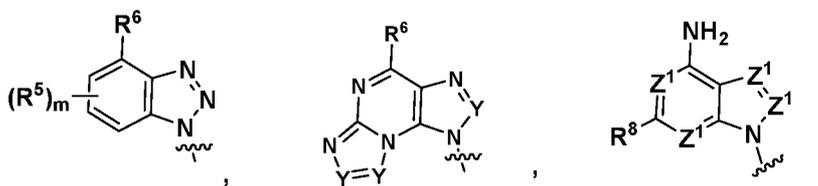
30 8. The compound according to claim 6 of the formula



wherein

X is O;

5 R¹ and R² are independently



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

10 Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

15 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{a1} is H or C₁₋₃ alkyl;

R^3 is H, CH_3 , halogen, NH_2 or OH;

R^{3a} is H, CH_3 , halogen, NH_2 or OH; or

R^3 and R^{3a} may be taken together to form a 3-4 membered carbocycle; or

R^3 and R^{3a} may be taken together to form a $C=CH_2$ substituent;

5 R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

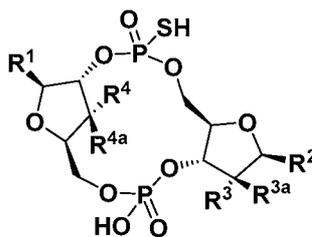
R^{5a} is H or C_{1-3} alkyl;

10 R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

15 R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

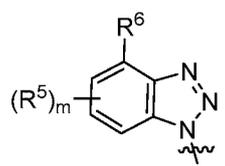
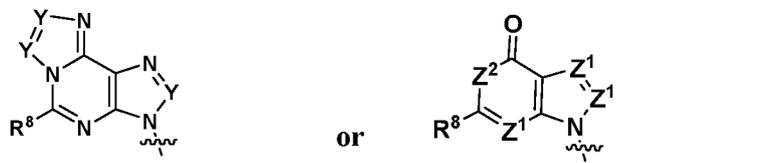
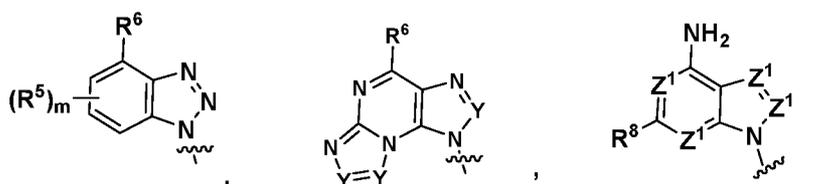
or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

20 9. The compound according to claim 6 of the formula



25 wherein

R^1 and R^2 are independently



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

5 Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

10 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{a1} is H or C₁₋₃ alkyl;

R³ is H, CH₃, halogen, NH₂ or OH;

R^{3a} is H, CH₃, halogen, NH₂ or OH; or

15 R³ and R^{3a} may be taken together to form a 3-4 membered carbocycle; or

R³ and R^{3a} may be taken together to form a C=CH₂ substituent;

R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -

20 S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{5a} is H or C₁₋₃ alkyl;

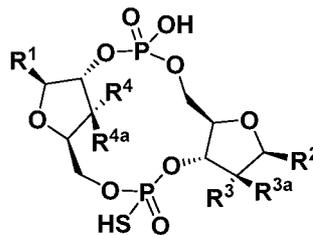
R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

5 R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

10

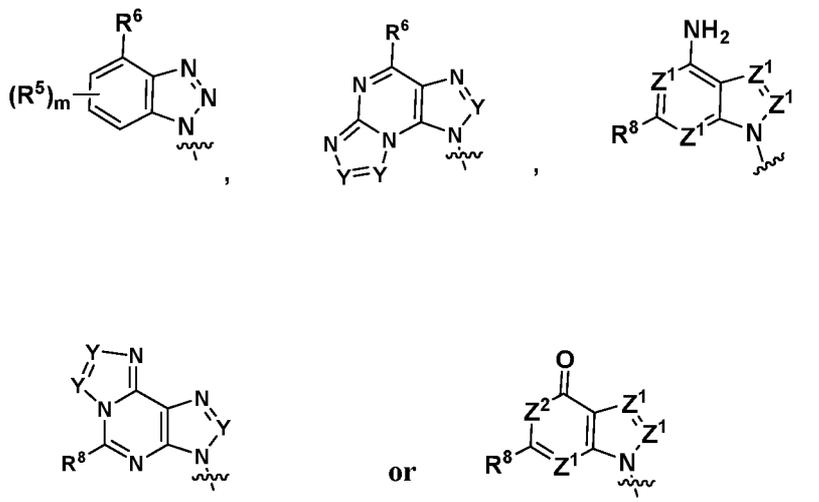
10. The compound according to claim 6 of the formula

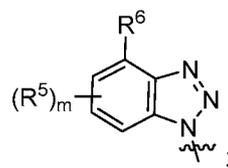


15

wherein

R^1 and R^2 are independently





with the proviso that one of R^1 and R^2 must be

Z^1 is N or CR^a ;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , $-C(O)R^{al}$, $-C(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

R^{al} is H or C_{1-3} alkyl;

R^3 is H, CH_3 , halogen, NH_2 or OH;

R^{3a} is H, CH_3 , halogen, NH_2 or OH; or

R^3 and R^{3a} may be taken together to form a 3-4 membered carbocycle; or

R^3 and R^{3a} may be taken together to form a $C=CH_2$ substituent;

R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

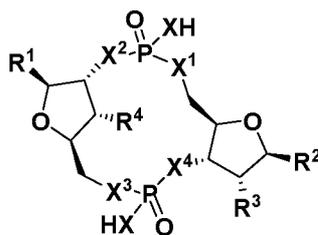
R^{5a} is H or C_{1-3} alkyl;

R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

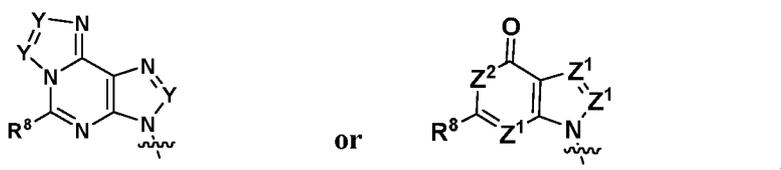
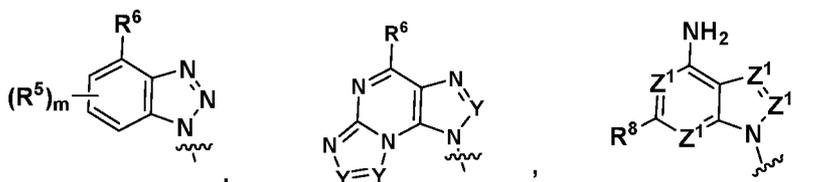
or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

11. The compound according to claim 1 of the formula



wherein

- 5 each X is independently O or S;
 X^1 , X^2 , X^3 and X^4 are each independently O or NH;
 R^1 and R^2 are independently



- 10 with the proviso that one of R^1 and R^2 must be

Z^1 is N or CR^a ;

Z^2 is NR^b ;

- R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^b is H, C₁₋₆ alkyl substituted with 0-6 R^5 , C₃₋₆ cycloalkyl substituted with 0-6 R^5 , -C(O) R^{a1} , -C(O)NR^{a1} R^{a1} , -S(O)₂ R^{a1} or S(O)₂NR^{a1} R^{a1} ;

R^{a1} is H or C₁₋₃ alkyl;

R^3 and R^4 are independently H, CH₃, halogen, NH₂ or OH;

5 R^5 is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1} R^{a1} , -COOR^{a1}, -OC(O) R^{a1} , -OC(O)NR^{a1} R^{a1} , -NR^{a1} R^{a1} , -NR^{a1} C(O) R^{a1} , -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1} R^{a1} , -NR^{a1}S(O)₂ R^{a1} , -NR^{a1}S(O)₂NR^{a1} R^{a1} , -S(O) R^{a1} , -S(O)NR^{a1} R^{a1} , -S(O)₂ R^{a1} or S(O)₂NR^{a1} R^{a1} ;

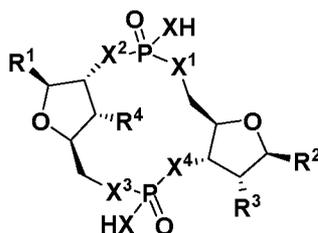
R^{5a} is H or C₁₋₃ alkyl;

10 R^6 is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1} R^{a1} , -COOR^{a1}, -OC(O) R^{a1} , -OC(O)NR^{a1} R^{a1} , -NR^{a1} R^{a1} , -NR^{a1} C(O) R^{a1} , -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1} R^{a1} , -NR^{a1}S(O)₂ R^{a1} , -NR^{a1}S(O)₂NR^{a1} R^{a1} , -S(O) R^{a1} , -S(O)NR^{a1} R^{a1} , -S(O)₂ R^{a1} or S(O)₂NR^{a1} R^{a1} ;

15 R^8 is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1} R^{a1} , -COOR^{a1}, -OC(O) R^{a1} , -OC(O)NR^{a1} R^{a1} , -NR^{a1} R^{a1} , -NR^{a1} C(O) R^{a1} , -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1} R^{a1} , -NR^{a1}S(O)₂ R^{a1} , -NR^{a1}S(O)₂NR^{a1} R^{a1} , -S(O) R^{a1} , -S(O)NR^{a1} R^{a1} , -S(O)₂ R^{a1} or S(O)₂NR^{a1} R^{a1} ;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

20 12. The compound according to claim 1 of the formula

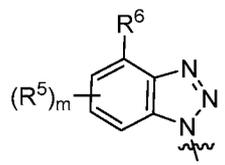
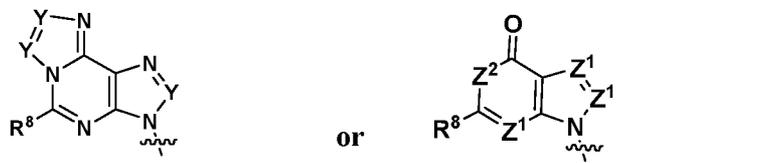
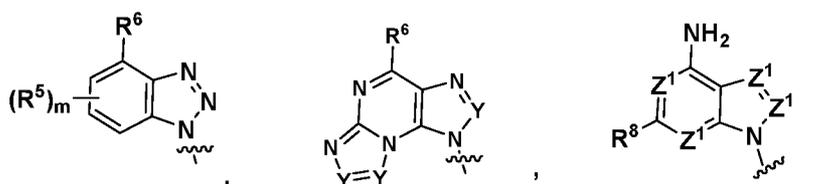


wherein

25 X is S;

X¹, X², X³ and X⁴ are each independently O or NH;

R¹ and R² are independently



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

5 Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1} C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

10 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{a1} is H or C₁₋₃ alkyl;

R³ and R⁴ are independently H, CH₃, halogen, NH₂ or OH;

15 R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1} C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{5a} is H or C₁₋₃ alkyl;

20 R⁶ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1} C(O)R^{a1}, -NR^{a1}COOR^{a1}, -

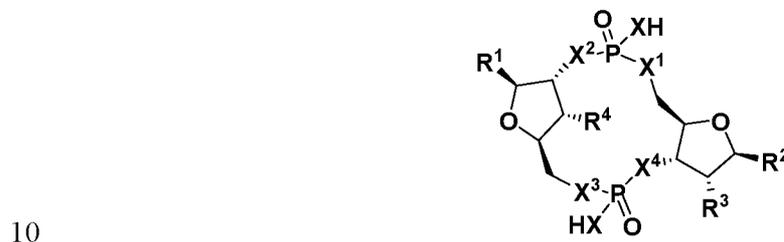
$\text{NR}^{\text{al}}\text{C}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{S}(\text{O})_2\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{S}(\text{O})_2\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{S}(\text{O})\text{R}^{\text{al}}$, $-\text{S}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{S}(\text{O})_2\text{R}^{\text{al}}$ or $\text{S}(\text{O})_2\text{NR}^{\text{al}}\text{R}^{\text{al}}$;

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-\text{C}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{COOR}^{\text{al}}$, $-\text{OC}(\text{O})\text{R}^{\text{al}}$, $-\text{OC}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{C}(\text{O})\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{COOR}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{C}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{S}(\text{O})_2\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{S}(\text{O})_2\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{S}(\text{O})\text{R}^{\text{al}}$, $-\text{S}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{S}(\text{O})_2\text{R}^{\text{al}}$ or $\text{S}(\text{O})_2\text{NR}^{\text{al}}\text{R}^{\text{al}}$;

5 $\text{NR}^{\text{al}}\text{C}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{S}(\text{O})_2\text{R}^{\text{al}}$, $-\text{NR}^{\text{al}}\text{S}(\text{O})_2\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{S}(\text{O})\text{R}^{\text{al}}$, $-\text{S}(\text{O})\text{NR}^{\text{al}}\text{R}^{\text{al}}$, $-\text{S}(\text{O})_2\text{R}^{\text{al}}$ or $\text{S}(\text{O})_2\text{NR}^{\text{al}}\text{R}^{\text{al}}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

13. The compound according to claim 1 of the formula

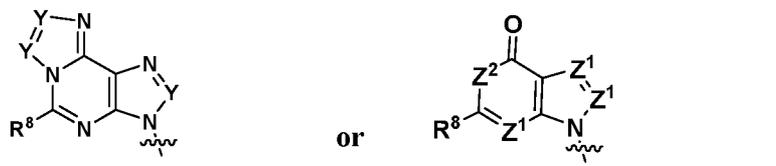
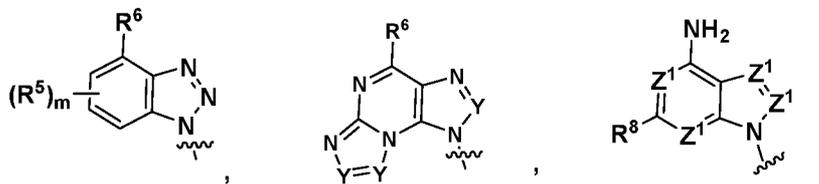


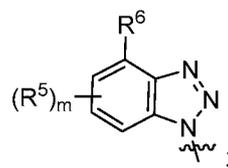
wherein

X is O;

X^1 , X^2 , X^3 and X^4 are each independently O or NH;

15 R^1 and R^2 are independently





with the proviso that one of R^1 and R^2 must be

Z^1 is N or CR^a ;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted
 5 with 0-6 R^5 , CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-$
 $OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-$
 $NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 ,
 $-C(O)R^{a1}$, $-C(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

10 R^{a1} is H or C_{1-3} alkyl;

R^3 and R^4 are independently H, CH_3 , halogen, NH_2 or OH;

R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-$
 $OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-$
 $NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-$
 15 $S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

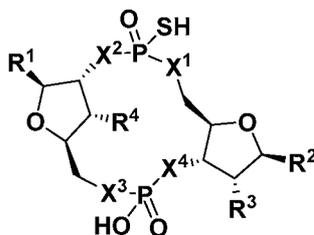
R^{5a} is H or C_{1-3} alkyl;

R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-$
 $OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-$
 $NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-$
 20 $S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-$
 $OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-$
 $NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-$
 $S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

25 or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

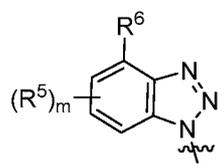
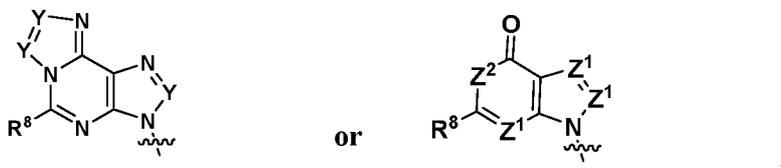
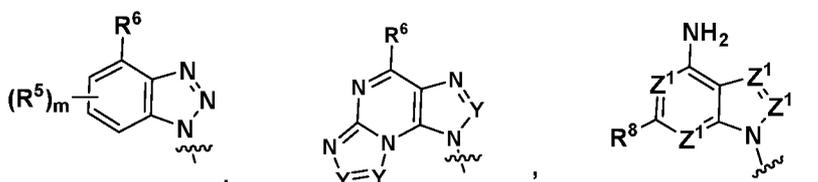
14. The compound according to claim 1 of the formula



wherein

X¹, X², X³ and X⁴ are each independently O or NH;

5 R¹ and R² are independently



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

10 Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

15 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{a1} is H or C₁₋₃ alkyl;

R^3 and R^4 are independently H, CH_3 , halogen, NH_2 or OH;

R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $-S(O)_2NR^{al}R^{al}$;

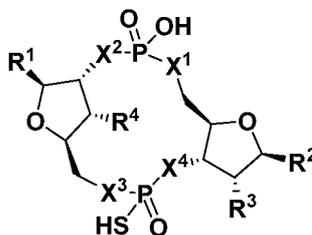
R^{5a} is H or C_{1-3} alkyl;

R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $-S(O)_2NR^{al}R^{al}$;

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $-S(O)_2NR^{al}R^{al}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

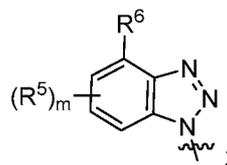
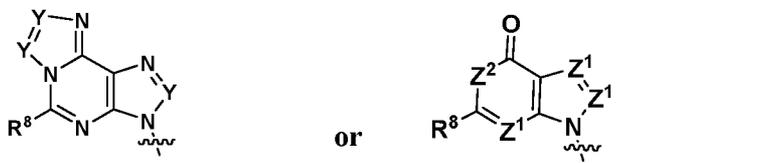
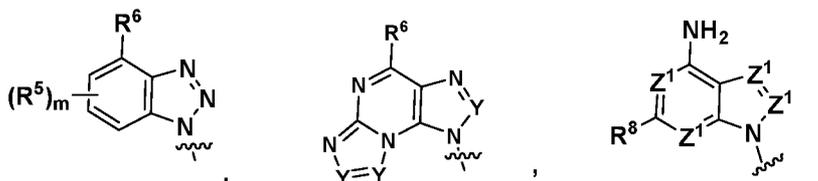
15. The compound according to claim 1 of the formula



20 wherein

X^1 , X^2 , X^3 and X^4 are each independently O or NH;

R^1 and R^2 are independently



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

5 Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1} C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

10 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{a1} is H or C₁₋₃ alkyl;

R³ and R⁴ are independently H, CH₃, halogen, NH₂ or OH;

15 R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1} C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{5a} is H or C₁₋₃ alkyl;

20 R⁶ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1} C(O)R^{a1}, -NR^{a1}COOR^{a1}, -

NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

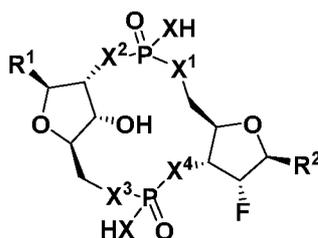
R⁸ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -

5 NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

16. The compound according to claim 1 of the formula

10

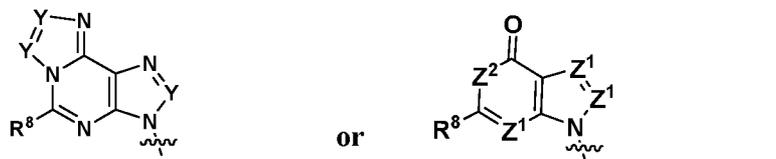
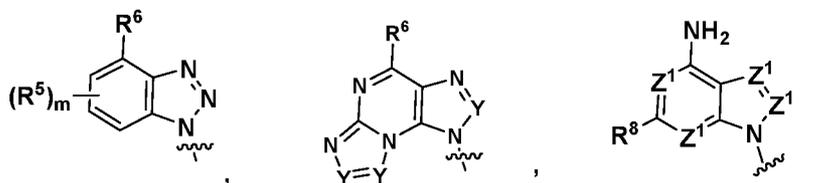


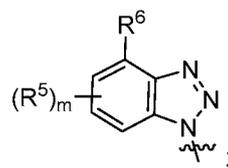
wherein

each X is independently O or S;

15 X¹, X², X³ and X⁴ are each independently O or NH;

R¹ and R² are independently





with the proviso that one of R^1 and R^2 must be

Z^1 is N or CR^a ;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted
 5 with 0-6 R^5 , CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-$
 $OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-$
 $NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 ,
 $-C(O)R^{al}$, $-C(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

10 R^{al} is H or C_{1-3} alkyl;

R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

15 R^{5a} is H or C_{1-3} alkyl;

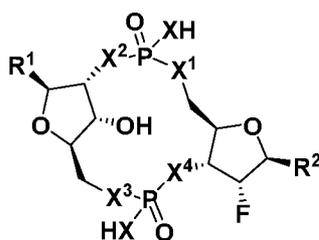
R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

20 R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-$
 $OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-$
 $NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-$
 $S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

25

17. The compound according to claim 1 of the formula

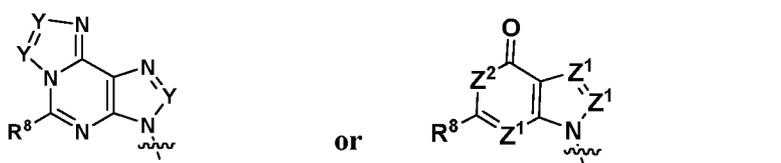
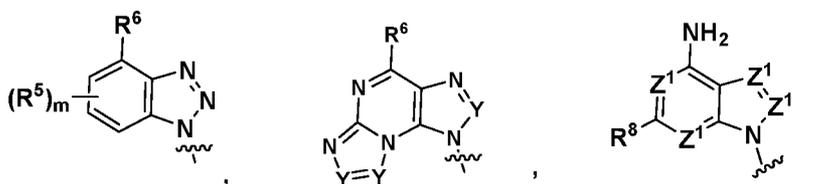


wherein

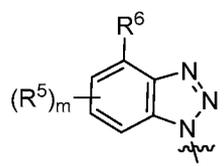
X is S;

5 X¹, X², X³ and X⁴ are each independently O or NH;

R¹ and R² are independently



with the proviso that one of R¹ and R² must be



10 Z¹ is N or CR^a;

Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -

15 NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{a1}, -C(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

R^{1a} is H or C_{1-3} alkyl;

R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{1a} , SR^{1a} , $-C(O)NR^{1a}R^{1a}$, $-COOR^{1a}$, $-OC(O)R^{1a}$, $-OC(O)NR^{1a}R^{1a}$, $-NR^{1a}R^{1a}$, $-NR^{1a}C(O)R^{1a}$, $-NR^{1a}COOR^{1a}$, $-NR^{1a}C(O)NR^{1a}R^{1a}$, $-NR^{1a}S(O)_2R^{1a}$, $-NR^{1a}S(O)_2NR^{1a}R^{1a}$, $-S(O)R^{1a}$, $-S(O)NR^{1a}R^{1a}$, $-S(O)_2R^{1a}$ or $S(O)_2NR^{1a}R^{1a}$;

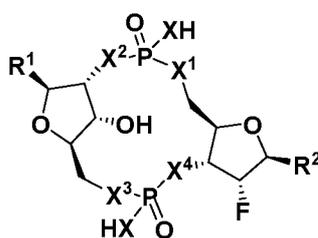
R^{5a} is H or C_{1-3} alkyl;

R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{1a} , SR^{1a} , $-C(O)NR^{1a}R^{1a}$, $-COOR^{1a}$, $-OC(O)R^{1a}$, $-OC(O)NR^{1a}R^{1a}$, $-NR^{1a}R^{1a}$, $-NR^{1a}C(O)R^{1a}$, $-NR^{1a}COOR^{1a}$, $-NR^{1a}C(O)NR^{1a}R^{1a}$, $-NR^{1a}S(O)_2R^{1a}$, $-NR^{1a}S(O)_2NR^{1a}R^{1a}$, $-S(O)R^{1a}$, $-S(O)NR^{1a}R^{1a}$, $-S(O)_2R^{1a}$ or $S(O)_2NR^{1a}R^{1a}$;

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{1a} , SR^{1a} , $-C(O)NR^{1a}R^{1a}$, $-COOR^{1a}$, $-OC(O)R^{1a}$, $-OC(O)NR^{1a}R^{1a}$, $-NR^{1a}R^{1a}$, $-NR^{1a}C(O)R^{1a}$, $-NR^{1a}COOR^{1a}$, $-NR^{1a}C(O)NR^{1a}R^{1a}$, $-NR^{1a}S(O)_2R^{1a}$, $-NR^{1a}S(O)_2NR^{1a}R^{1a}$, $-S(O)R^{1a}$, $-S(O)NR^{1a}R^{1a}$, $-S(O)_2R^{1a}$ or $S(O)_2NR^{1a}R^{1a}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

18. The compound according to claim 1 of the formula



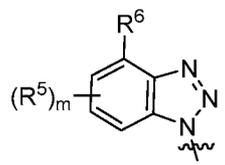
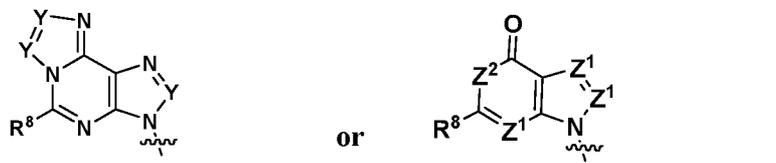
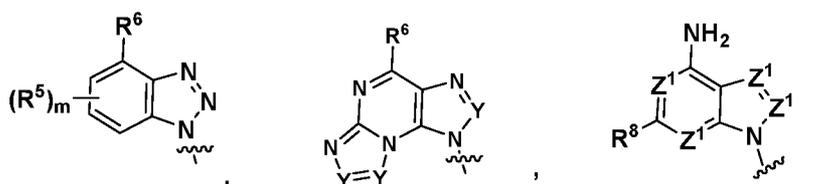
20

wherein

X is O;

X^1 , X^2 , X^3 and X^4 are each independently O or NH;

R^1 and R^2 are independently



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

5 Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

10 R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{al}, -C(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

R^{al} is H or C₁₋₃ alkyl;

15 R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

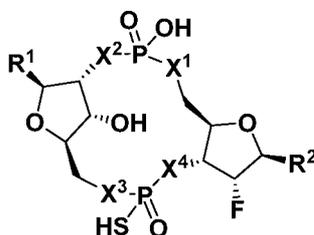
R^{5a} is H or C₁₋₃ alkyl;

20 R⁶ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al} C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

R⁸ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{a1}, SR^{a1}, -C(O)NR^{a1}R^{a1}, -COOR^{a1}, -OC(O)R^{a1}, -OC(O)NR^{a1}R^{a1}, -NR^{a1}R^{a1}, -NR^{a1}C(O)R^{a1}, -NR^{a1}COOR^{a1}, -NR^{a1}C(O)NR^{a1}R^{a1}, -NR^{a1}S(O)₂R^{a1}, -NR^{a1}S(O)₂NR^{a1}R^{a1}, -S(O)R^{a1}, -S(O)NR^{a1}R^{a1}, -S(O)₂R^{a1} or S(O)₂NR^{a1}R^{a1};

5 or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

19. The compound according to claim 1 of the formula

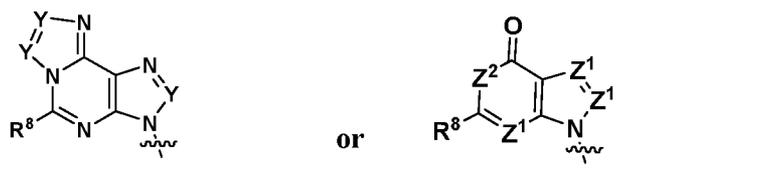
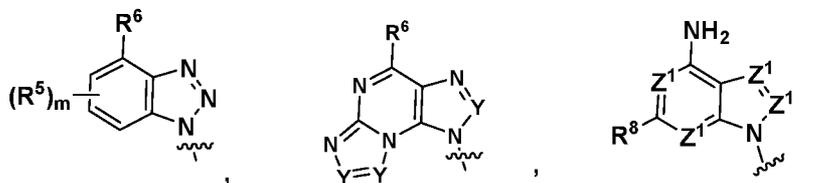


10

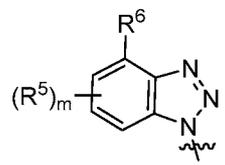
wherein

X¹, X², X³ and X⁴ are each independently O or NH;

R¹ and R² are independently



15



with the proviso that one of R¹ and R² must be

Z¹ is N or CR^a;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , $-C(O)R^{a1}$, $-C(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^{a1} is H or C_{1-3} alkyl;

R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^{5a} is H or C_{1-3} alkyl;

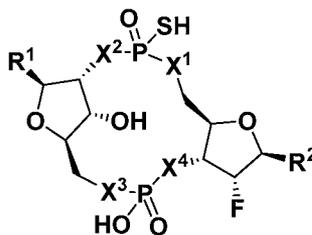
R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

20. The compound according to claim 1 of the formula

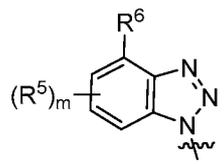
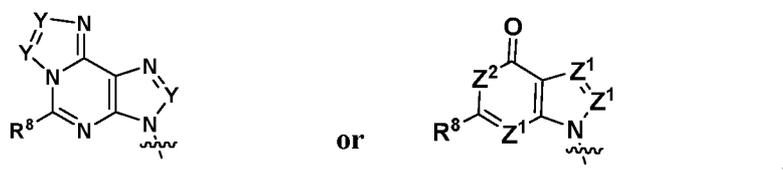
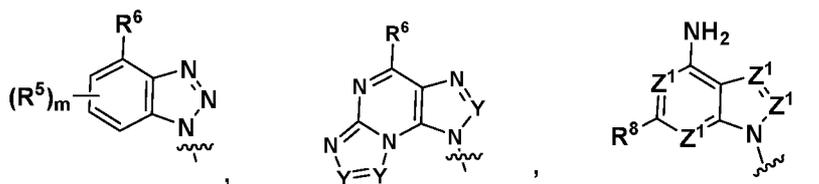
25



wherein

X^1 , X^2 , X^3 and X^4 are each independently O or NH;

R¹ and R² are independently



with the proviso that one of R¹ and R² must be

5 Z¹ is N or CR^a;

Z² is NR^b;

R^a is H, halogen, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -

10 NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

R^b is H, C₁₋₆ alkyl substituted with 0-6 R⁵, C₃₋₆ cycloalkyl substituted with 0-6 R⁵, -C(O)R^{al}, -C(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

R^{al} is H or C₁₋₃ alkyl;

15 R⁵ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al}C(O)R^{al}, -NR^{al}COOR^{al}, -NR^{al}C(O)NR^{al}R^{al}, -NR^{al}S(O)₂R^{al}, -NR^{al}S(O)₂NR^{al}R^{al}, -S(O)R^{al}, -S(O)NR^{al}R^{al}, -S(O)₂R^{al} or S(O)₂NR^{al}R^{al};

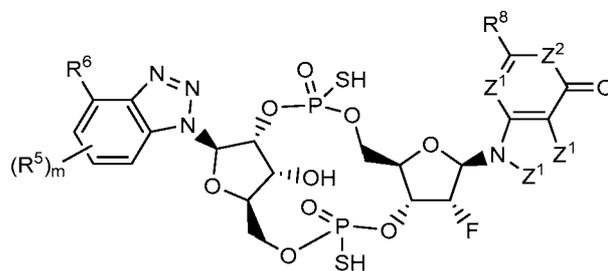
R^{5a} is H or C₁₋₃ alkyl;

20 R⁶ is H, halogen, C₁₋₃ alkyl, CN, NO₂, OH, OR^{al}, SR^{al}, -C(O)NR^{al}R^{al}, -COOR^{al}, -OC(O)R^{al}, -OC(O)NR^{al}R^{al}, -NR^{al}R^{al}, -NR^{al}C(O)R^{al}, -NR^{al}COOR^{al}, -

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

5 or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

22. The compound according to claim 1 of the formula



10 wherein

Z^1 is N or CR^a ;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , $-C(O)R^{a1}$, $-C(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^{a1} is H or C_{1-3} alkyl;

20 R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

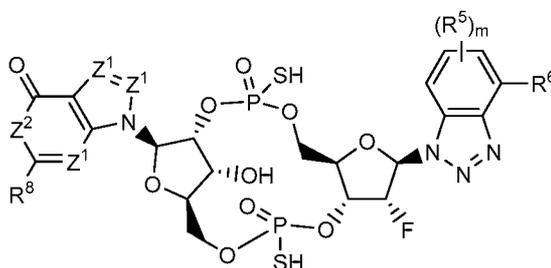
R^{5a} is H or C_{1-3} alkyl;

25 R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

5 or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

23. The compound according to claim 1 of the formula



wherein

10 Z^1 is N or CR^a ;

Z^2 is NR^b ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$,

15 $NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^b is H, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , $-C(O)R^{a1}$, $-C(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^{a1} is H or C_{1-3} alkyl;

20 R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

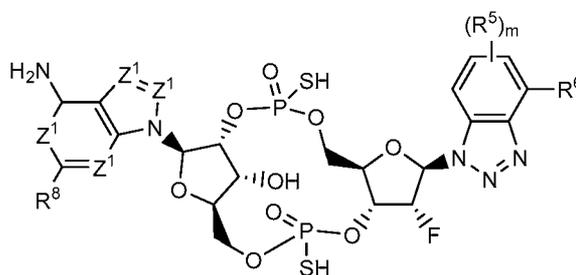
R^{5a} is H or C_{1-3} alkyl;

25 R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{a1} , SR^{a1} , $-C(O)NR^{a1}R^{a1}$, $-COOR^{a1}$, $-OC(O)R^{a1}$, $-OC(O)NR^{a1}R^{a1}$, $-NR^{a1}R^{a1}$, $-NR^{a1}C(O)R^{a1}$, $-NR^{a1}COOR^{a1}$, $-NR^{a1}C(O)NR^{a1}R^{a1}$, $-NR^{a1}S(O)_2R^{a1}$, $-NR^{a1}S(O)_2NR^{a1}R^{a1}$, $-S(O)R^{a1}$, $-S(O)NR^{a1}R^{a1}$, $-S(O)_2R^{a1}$ or $S(O)_2NR^{a1}R^{a1}$;

R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

5 or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

24. The compound according to claim 1 of the formula



wherein

10 Z^1 is N or CR^a ;

R^a is H, halogen, C_{1-6} alkyl substituted with 0-6 R^5 , C_{3-6} cycloalkyl substituted with 0-6 R^5 , CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

15 R^{al} is H or C_{1-3} alkyl;

R^5 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

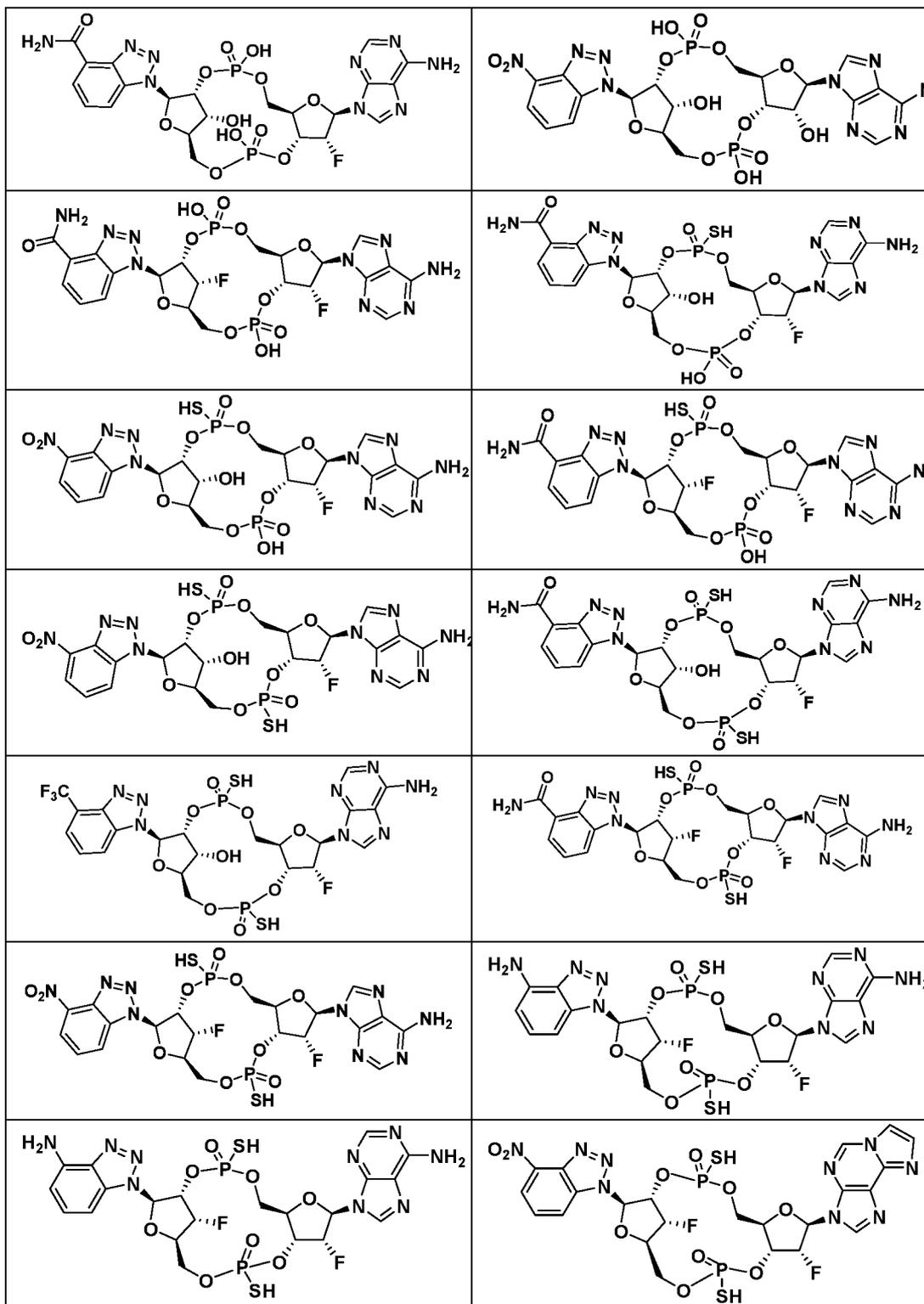
20 R^{5a} is H or C_{1-3} alkyl;

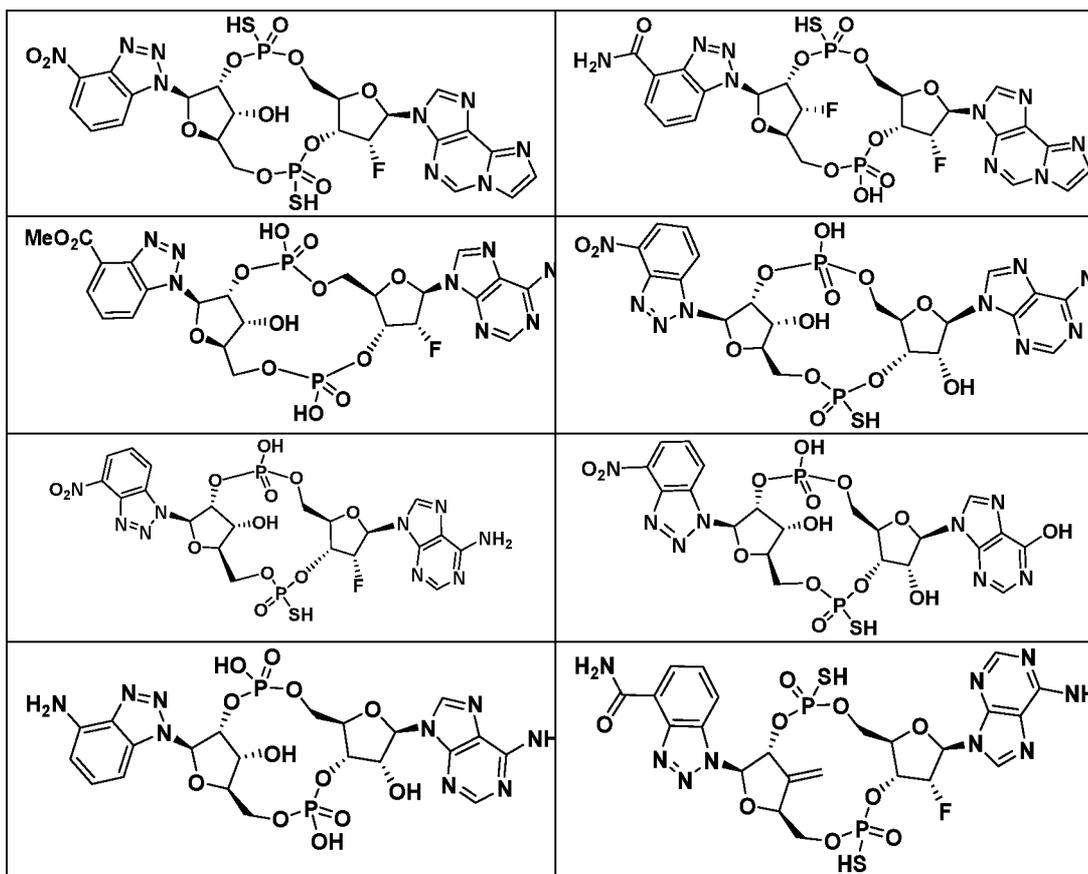
R^6 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

25 R^8 is H, halogen, C_{1-3} alkyl, CN, NO_2 , OH, OR^{al} , SR^{al} , $-C(O)NR^{al}R^{al}$, $-COOR^{al}$, $-OC(O)R^{al}$, $-OC(O)NR^{al}R^{al}$, $-NR^{al}R^{al}$, $-NR^{al}C(O)R^{al}$, $-NR^{al}COOR^{al}$, $-NR^{al}C(O)NR^{al}R^{al}$, $-NR^{al}S(O)_2R^{al}$, $-NR^{al}S(O)_2NR^{al}R^{al}$, $-S(O)R^{al}$, $-S(O)NR^{al}R^{al}$, $-S(O)_2R^{al}$ or $S(O)_2NR^{al}R^{al}$;

or a pharmaceutically acceptable salt, tautomer or stereoisomer thereof.

25. A compound according to claim 1 selected from the following

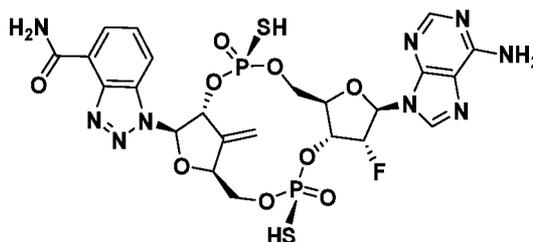




or a pharmaceutically acceptable salt or stereoisomer thereof.

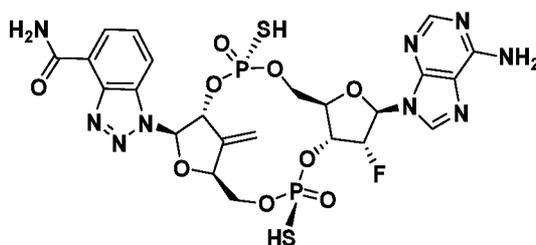
26. A compound according to claim 25 selected from

5



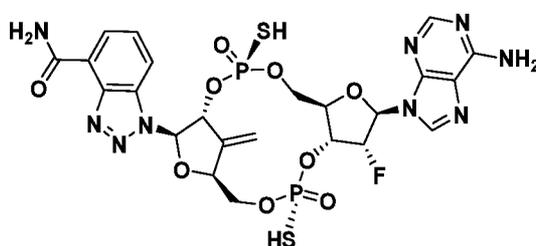
1-[(1R,3S,6R,8R,9R,10R,12S,15S,17R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-methylidene-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ ⁵,12 λ ⁵-diphosphatriclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide

10



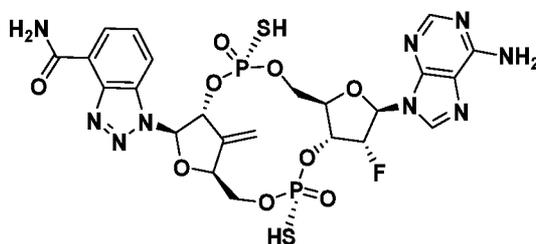
1-[(1R,3R,6R,8R,9R,10R,12S,15S,17R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-methylidene-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide

5



1-[(1R,3S,6R,8R,9R,10R,12R,15S,17R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-methylidene-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamid

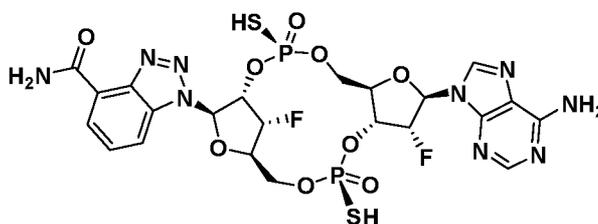
10



1-[(1R,3R,6R,8R,9R,10R,12R,15S,17R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-methylidene-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide.

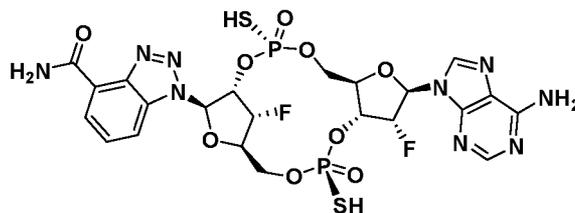
15

27. A compound according to claim 25 selected from



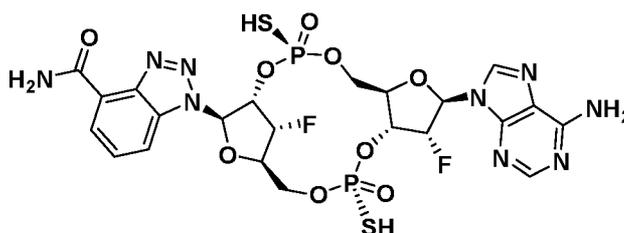
1-[(1S,3S,6R,8R,9R,10R,12S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide

5



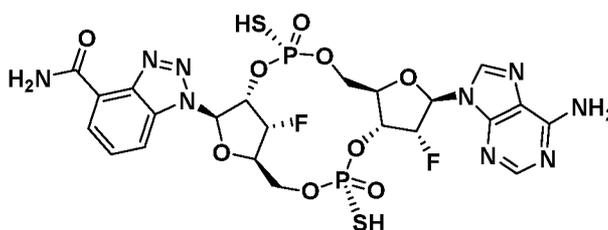
1-[(1S,3R,6R,8R,9R,10R,12S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide,

10



1-[(1S,3S,6R,8R,9R,10R,12R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide,

15

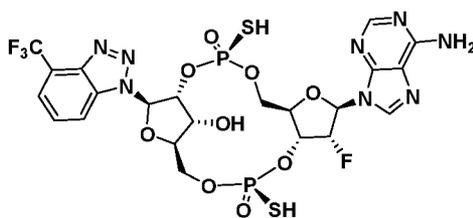


1-[(1S,3R,6R,8R,9R,10R,12R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide.

20

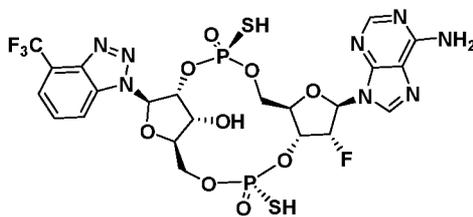
28. A compound according to claim 25 selected from

25



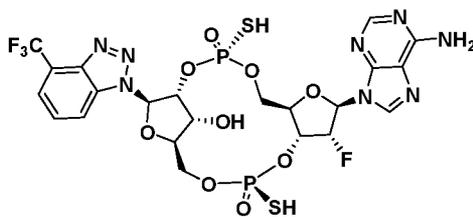
(1R,3S,6R,8R,9R,10R,12S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-disulfanyl-17-[4-(trifluoromethyl)-1H-1,2,3-benzotriazol-1-yl]-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione

5



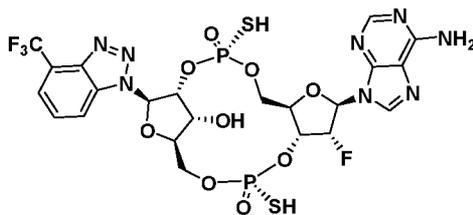
(1R,3S,6R,8R,9R,10R,12R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-disulfanyl-17-[4-(trifluoromethyl)-1H-1,2,3-benzotriazol-1-yl]-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione,

10



(1R,3R,6R,8R,9R,10R,12S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-disulfanyl-17-[4-(trifluoromethyl)-1H-1,2,3-benzotriazol-1-yl]-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione,

15



(1R,3R,6R,8R,9R,10R,12R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-hydroxy-3,12-disulfanyl-17-[4-(trifluoromethyl)-1H-1,2,3-benzotriazol-1-yl]-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione.

20

29. A compound according to claim 1 which

1-[(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-
 3,12,18-trihydroxy-3,12-dioxo-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -
 diphosphatricyclo[13.2.1.0⁶,¹⁰]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide,
 (1R,6R,8R,9R,10S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-3,9,12,18-
 5 tetrahydroxy-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -
 diphosphatricyclo[13.2.1.0⁶,¹⁰]octadecane-3,12-dione,
 1-[(1S,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-
 3,12-dihydroxy-3,12-dioxo-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -
 diphosphatricyclo[13.2.1.0⁶,¹⁰]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide,
 10 1-[(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-12,18-
 dihydroxy-3,12-dioxo-3-sulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -
 diphosphatricyclo[13.2.1.0⁶,¹⁰]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide,
 (1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-17-(4-nitro-1H-
 benzo[d][1,2,3]triazole)-9-fluoro-18-hydroxy-3-sulfanyl-12-hydroxy-2,4,7,11,13,16-
 15 hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0⁶,¹⁰]octadecane-3,12-dione,
 (1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-17-(4-
 carboxamide-1H-benzo[d][1,2,3]triazole)-9, 18-difluoro-3-sulfanyl-12-hydroxy-
 2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0⁶,¹⁰]octadecane-3,12-dione,
 (1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-
 20 hydroxy-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-
 3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0⁶,¹⁰]octadecane-3,12-dione,
 1-[(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-
 hydroxy-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -
 diphosphatricyclo[13.2.1.0⁶,¹⁰]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide,
 25 (1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-
 hydroxy-3,12-disulfanyl-17-[4-(trifluoromethyl)-1H-1,2,3-benzotriazol-1-yl]-
 2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0⁶,¹⁰]octadecane-3,12-dione,
 1-[(1S,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-
 3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -
 30 diphosphatricyclo[13.2.1.0⁶,¹⁰]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide,
 or

(1S,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione

(1S,6R,8R,9R,10R,15R,17R,18R)-17-(4-amino-1H-1,2,3-benzotriazol-1-yl)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione

(1S,6R,8R,9R,10R,15R,17R,18R)-17-(4-amino-1H-1,2,3-benzotriazol-1-yl)-8-(6-amino-9H-purin-9-yl)-9,18-difluoro-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione (13);

(1S,6R,8R,9R,10R,15R,17R,18R)-9,18-difluoro-8-{3H-imidazo[2,1-f]purin-3-yl}-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione

(1R,6R,8R,9R,10R,15R,17R,18R)-9-fluoro-18-hydroxy-8-{3H-imidazo[2,1-f]purin-3-yl}-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione

1-[(1S,6R,8R,9R,10R,15R,17R,18R)-9,18-difluoro-12-hydroxy-8-{3H-imidazo[2,1-f]purin-3-yl}-3,12-dioxo-3-sulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide

Methyl 1-[(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-3,12,18-trihydroxy-3,12-dioxo-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxylate

(1R,6R,8R,9R,10S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-3,9,12,18-tetrahydroxy-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-12-sulfanylidene-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-3-one (18)

(1R,6R,8R,9R,10R,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-3,12,18-trihydroxy-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-12-sulfanylidene-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-3-one

(1R,6R,8R,9R,10S,15R,17R,18R)-8-(6-amino-9H-purin-9-yl)-3,9,12,18-tetrahydroxy-17-(4-nitro-1H-1,2,3-benzotriazol-1-yl)-12-sulfanylidene-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-3-one

(1R,6R,8R,9R,10S,15R,17R,18R)-17-(4-amino-1H-1,2,3-benzotriazol-1-yl)-8-(6-amino-9H-purin-9-yl)-3,9,12,18-tetrahydroxy-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecane-3,12-dione

1-[(1R,6R,8R,9R,10R,15S,17R)-8-(6-amino-9H-purin-9-yl)-9-fluoro-18-methylidene-3,12-dioxo-3,12-disulfanyl-2,4,7,11,13,16-hexaoxa-3 λ^5 ,12 λ^5 -diphosphatricyclo[13.2.1.0^{6,10}]octadecan-17-yl]-1H-1,2,3-benzotriazole-4-carboxamide
5 or a pharmaceutically acceptable salt or stereoisomer thereof.

30. A pharmaceutical composition comprising a compound according to claim
10 1 or a pharmaceutically acceptable salt thereof and one or more pharmaceutically acceptable carriers, diluents or excipients.

31. A combination pharmaceutical product comprising a compound according to claim 1 or a pharmaceutically acceptable salt thereof together with one or more other
15 therapeutically active agents.

32. A method of treating diseases and conditions in which the modulation of STING is indicated in a subject in need thereof which comprises administering a therapeutically effective amount of compound according to claim 1 or a pharmaceutically
20 acceptable salt thereof.

33. A method of treating cancer comprising administering a therapeutically effective amount of one or more compounds according to claim 1 or a pharmaceutically acceptable salt thereof.
25

34. The method of claim 33 wherein the cancer is small cell lung cancer, non-small cell lung cancer, colorectal cancer, melanoma, renal cell carcinoma, head and neck cancer, Hodgkin's lymphoma, bladder cancer, esophageal carcinoma, gastric carcinoma, ovarian carcinoma, cervical carcinoma, pancreatic carcinoma, prostate carcinoma, breast
30 cancers, urinary carcinoma, glioblastoma, non-Hodgkin's lymphoma, acute lymphatic leukemia (ALL), chronic lymphatic leukemia (CLL), acute myeloid leukemia (AML), chronic myeloid leukemia (CML), hepatocellular carcinoma, multiple myeloma,

gastrointestinal stromal tumors, mesothelioma, and other solid tumors or other hematological cancers.

35. The method of claim 34 wherein the cancer is small cell lung cancer, non-
5 small cell lung cancer, colorectal cancer, melanoma, renal cell carcinoma, head and neck cancer, Hodgkin's lymphoma or bladder cancer.

36. A method for treating cancer in a subject in need thereof, comprising
administering an effective amount of a compound, according to claim 1, or a
10 pharmaceutically acceptable salt thereof,
in combination with the administration of a therapeutically effective amount of
one or more immuno-oncology agents.

37. A method for treating a subject afflicted with cancer comprising
15 administering to the subject a therapeutically effective amount of:
a) a compound according to claim 1, or a pharmaceutically acceptable salt thereof, and
b) an anti-cancer agent which is an antibody or an antigen-binding portion
20 thereof that binds specifically to a Programmed Death-1 (PD-1) receptor and inhibits PD-1 activity.

38. The method of claim 37, wherein the anti-PD-1 antibody is nivolumab or
pembrolizumab.

25 39. The method of claim 38, wherein the anti-PD-1 antibody is nivolumab.

INTERNATIONAL SEARCH REPORT

International application No
PCT/US2018/048662

A. CLASSIFICATION OF SUBJECT MATTER
 INV. C07H21/02 A61P35/00
 ADD.
 According to International Patent Classification (IPC) or to both national classification and IPC

B. FIELDS SEARCHED
 Minimum documentation searched (classification system followed by classification symbols)
 C07H A61P
 Documentation searched other than minimum documentation to the extent that such documents are included in the fields searched

Electronic data base consulted during the international search (name of data base and, where practicable, search terms used)
 EPO-Internal, CHEM ABS Data, WPI Data

C. DOCUMENTS CONSIDERED TO BE RELEVANT

Category*	Citation of document, with indication, where appropriate, of the relevant passages	Relevant to claim No.
A	WO 2017/123657 A1 (GLICK GARY [US]; GHOSH SHOMIR [US]; OLHAVA EDWARD JAMES [US]; ROUSH WI) 20 July 2017 (2017-07-20) -----	1-39
A	WO 2016/120305 A1 (GLAXOSMITHKLINE IP DEV LTD [GB]) 4 August 2016 (2016-08-04) -----	1-39

Further documents are listed in the continuation of Box C.

See patent family annex.

* Special categories of cited documents :

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- "E" earlier application or patent but published on or after the international filing date
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- "O" document referring to an oral disclosure, use, exhibition or other means
- "P" document published prior to the international filing date but later than the priority date claimed

- "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
- "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
- "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
- "&" document member of the same patent family

Date of the actual completion of the international search 19 October 2018	Date of mailing of the international search report 30/10/2018
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Name and mailing address of the ISA/ European Patent Office, P.B. 5818 Patentlaan 2 NL - 2280 HV Rijswijk Tel. (+31-70) 340-2040, Fax: (+31-70) 340-3016	Authorized officer Klein, Didier
--	--

INTERNATIONAL SEARCH REPORT

Information on patent family members

International application No

PCT/US2018/048662

Patent document cited in search report	Publication date	Patent family member(s)	Publication date
WO 2017123657	A1	20-07-2017	NONE
WO 2016120305	A1	04-08-2016	AU 2016212085 A1 20-07-2017
		BR 112017016006 A2	20-03-2018
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