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N-(phenyl)-2-(phenyl)pyrimidine-4-carboxamide derivatives and related compounds as HPK1 inhibitors for treating cancer

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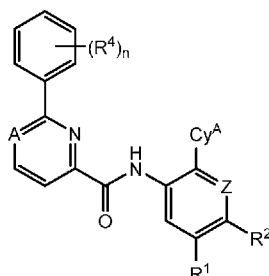
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(54) Title: N-(PHENYL)-2-(PHENYL)PYRIMIDINE-4-CARBOXAMIDE DERIVATIVES AND RELATED COMPOUNDS AS
 HPK1 INHIBITORS FOR TREATING CANCER



(I)

(57) Abstract: The present invention relates to N-(phenyl)-2-(phenyl)pyrimidine-4- carboxamide derivatives and related compounds of formula I as HPK1 (Hematopoietic progenitor kinase 1) inhibitors for treating cancer, such as e.g. breast cancer, colorectal cancer, lung cancer, ovarian cancer, and pancreatic cancer. Preferred compounds are e.g. N-(5-Fluoro-2-(2-(pyridin-2-yl)pyrrolidin-1-yl)phenyl)-2-(2- fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide and N-(5-Fluoro-2- (hexahydropyrrolo[3,4-b]pyrrol-1(2H)-yl)phenyl)-2-(2- fluoro-6- methoxyphenyl)pyrimidine-4-carboxamide.



N-(PHENYL)-2-(PHENYL)PYRIMIDINE-4-CARBOXAMIDE DERIVATIVES AND
RELATED COMPOUNDS AS HPK1 INHIBITORS FOR TREATING CANCER**FIELD OF THE INVENTION**

The disclosure provides compounds as well as their compositions and methods of use.

- 5 The compounds modulate hematopoietic progenitor kinase 1 (HPK1) activity and are useful in the treatment of various diseases including cancer.

BACKGROUND OF THE INVENTION

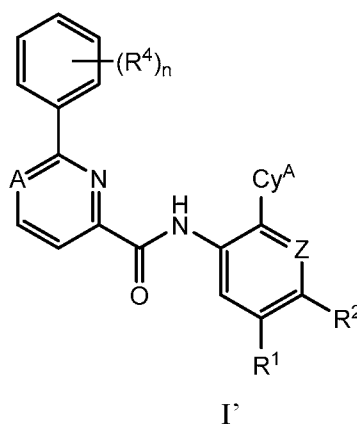
Hematopoietic progenitor kinase 1 (HPK1) originally cloned from hematopoietic
10 progenitor cells is a member of MAP kinase kinase kinase kinases (MAP4Ks) family, which includes MAP4K1/HPK1, MAP4K2/GCK, MAP4K3/GLK, MAP4K4/HGK, MAP4K5/KHS, and MAP4K6/MINK (Hu, M.C., et al., Genes Dev, 1996. 10(18): p. 2251-64). HPK1 is of particular interest because it is predominantly expressed in hematopoietic cells such as T cells, B cells, macrophages, dendritic cells, neutrophils, and mast cells (Hu, M.C., et al.,
15 Genes Dev, 1996. 10(18): p. 2251-64; Kiefer, F., et al., EMBO J, 1996. 15(24): p. 7013-25). HPK1 kinase activity has been shown to be induced upon activation of T cell receptors (TCR) (Liou, J., et al., Immunity, 2000. 12(4): p. 399-408), B cell receptors (BCR) (Liou, J., et al., Immunity, 2000. 12(4): p. 399-408), transforming growth factor receptor (TGF- β R) (Wang, W., et al., J Biol Chem, 1997. 272(36): p. 22771-5; Zhou, G., et al., J Biol Chem,
20 1999. 274(19): p. 13133-8), or G_s-coupled PGE₂ receptors (EP2 and EP4) (Ikegami, R., et al., J Immunol, 2001. 166(7): p. 4689-96). As such, HPK1 regulates diverse functions of various immune cells.

HPK1 is important in regulating the functions of various immune cells and it has been implicated in autoimmune diseases and anti-tumor immunity (Shui, J.W., et al., Nat
25 Immunol, 2007. 8(1): p. 84-91; Wang, X., et al., J Biol Chem, 2012. 287(14): p. 11037-48). HPK1 knockout mice were more susceptible to the induction of experimental autoimmune encephalomyelitis (EAE) (Shui, J.W., et al., Nat Immunol, 2007. 8(1): p. 84-91). In human, HPK1 was downregulated in peripheral blood mononuclear cells of psoriatic arthritis patients or T cells of systemic lupus erythematosus (SLE) patients (Batliwalla, F.M., et al., Mol Med,
30 2005. 11(1-12): p. 21-9). Those observations suggested that attenuation of HPK1 activity may contribute to autoimmunity in patients. Furthermore, HPK1 may also control anti-tumor immunity via T cell-dependent mechanisms. In the PGE₂-producing Lewis lung carcinoma tumor model, the tumors developed more slowly in HPK1 knockout mice as compared to wild-type mice (see US 2007/0087988). In addition, it was shown that adoptive transfer of

HPK1 deficient T cells was more effective in controlling tumor growth and metastasis than wild-type T cells (Alzabin, S., et al., Cancer Immunol Immunother, 2010. 59(3): p. 419-29). Similarly, BMDCs from HPK1 knockout mice were more efficient to mount a T cell response to eradicate Lewis lung carcinoma as compared to wild-type BMDCs (Alzabin, S., et al., J Immunol, 2009. 182(10): p. 6187-94). These data, in conjunction with the restricted expression of HPK1 in hematopoietic cells and lack of effect on the normal development of immune cells, suggest that HPK1 is a drug target for enhancing antitumor immunity. Accordingly, there is a need for new compounds that modulate HPK1 activity.

SUMMARY

The present disclosure provides, *inter alia*, a compound of Formula (I'):



I'

or a pharmaceutically acceptable salt thereof, wherein constituent variables are defined herein.

The present disclosure further provides a pharmaceutical composition comprising a compound of the disclosure, or a pharmaceutically acceptable salt thereof, and at least one pharmaceutically acceptable carrier or excipient.

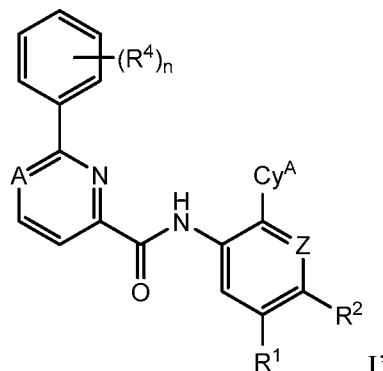
The present disclosure further provides methods of inhibiting HPK1 activity, which comprises administering to an individual a compound of the disclosure, or a pharmaceutically acceptable salt thereof. The present disclosure also provides uses of the compounds described herein in the manufacture of a medicament for use in therapy. The present disclosure also provides the compounds described herein for use in therapy.

The present disclosure further provides methods of treating a disease or disorder in a patient comprising administering to the patient a therapeutically effective amount of a compound of the disclosure, or a pharmaceutically acceptable salt thereof.

DETAILED DESCRIPTION

Compounds

The present disclosure provides a compound of Formula (I'):



or a pharmaceutically acceptable salt thereof, wherein:

Cy^A is C₃₋₁₂ cycloalkyl or 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of the 4-12 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₂ cycloalkyl and 4-12 membered heterocycloalkyl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^A;

A is N or CR¹⁶;

R¹⁶ is selected from H, D, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, NO₂, OR^{a16}, SR^{a16}, C(O)R^{b16}, C(O)NR^{c16}R^{d16}, C(O)OR^{a16}, OC(O)R^{b16}, OC(O)NR^{c16}R^{d16}, NR^{c16}R^{d16}, NR^{c16}C(O)R^{b16}, NR^{c16}C(O)OR^{a16}, NR^{c16}C(O)NR^{c16}R^{d16}, NR^{c16}S(O)R^{b16}, NR^{c16}S(O)₂R^{b16}, NR^{c16}S(O)₂NR^{c16}R^{d16}, S(O)R^{b16}, S(O)NR^{c16}R^{d16}, S(O)₂R^{b16}, S(O)₂NR^{c16}R^{d16} and BR^{h16}Rⁱ¹⁶; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

R¹ is selected from H, D, halo, CN, C₁₋₆ alkyl, OR^{a15} and NR^{c15}R^{d15}; wherein the C₁₋₆ alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g;

R² is selected from H, D, Cy², C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, NO₂, OR^a, SR^a, C(O)R^b, C(O)NR^cR^d, C(O)OR^a, OC(O)R^b, OC(O)NR^cR^d, NR^cR^d, NR^cC(O)R^b, NR^cC(O)OR^a, NR^cC(O)NR^cR^d, C(=NR^e)R^b, C(=NOR^a)R^b, C(=NR^e)NR^cR^d, NR^cC(=NR^e)NR^cR^d, NR^cS(O)R^b, NR^cS(O)₂R^b, NR^cS(O)₂NR^cR^d, S(O)R^b, S(O)NR^cR^d, S(O)₂R^b, S(O)₂NR^cR^d and BR^hRⁱ; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;

Cy² is selected from C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰;

Z is N or CR³;

R³ is selected from H, D, Cy³, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, NO₂, OR^{a4}, SR^{a4}, C(O)R^{b4}, C(O)NR^{c4}R^{d4}, C(O)OR^{a4}, OC(O)R^{b4}, OC(O)NR^{c4}R^{d4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, NR^{c4}C(O)OR^{a4}, NR^{c4}C(O)NR^{c4}R^{d4}, C(=NR^{e4})R^{b4}, C(=NOR^{a4})R^{b4}, C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}S(O)R^{b4}, NR^{c4}S(O)₂R^{b4}, NR^{c4}S(O)₂NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, S(O)₂NR^{c4}R^{d4} and BR^{h4}Rⁱ⁴; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹³;

Cy³ is selected from C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹³;

each R⁴ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, NO₂, OR^{a8}, SR^{a8}, C(O)R^{b8}, C(O)NR^{c8}R^{d8}, C(O)OR^{a8}, OC(O)R^{b8}, OC(O)NR^{c8}R^{d8}, NR^{c8}R^{d8}, NR^{c8}C(O)R^{b8}, NR^{c8}C(O)OR^{a8}, NR^{c8}C(O)NR^{c8}R^{d8}, C(=NR^{e8})R^{b8}, C(=NOR^{a8})R^{b8}, C(=NR^{e8})NR^{c8}R^{d8}, NR^{c8}C(=NR^{e8})NR^{c8}R^{d8}, NR^{c8}S(O)R^{b8}, NR^{c8}S(O)₂R^{b8}, NR^{c8}S(O)₂NR^{c8}R^{d8}, S(O)R^{b8}, S(O)NR^{c8}R^{d8}, S(O)₂R^{b8}, S(O)₂NR^{c8}R^{d8} and BR^{h8}Rⁱ⁸; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆

6 alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁵;

5 each R⁵ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, OR^{a9}, SR^{a9}, C(O)R^{b9}, C(O)NR^{c9}R^{d9}, C(O)OR^{a9}, NR^{c9}R^{d9}, NR^{c9}C(O)R^{b9}, NR^{c9}C(O)OR^{a9}, NR^{c9}S(O)R^{b9},
 10 NR^{c9}S(O)₂R^{b9}, NR^{c9}S(O)₂NR^{c9}R^{d9}, S(O)R^{b9}, S(O)NR^{c9}R^{d9}, S(O)₂R^{b9}, S(O)₂NR^{c9}R^{d9} and BR^{h9}Rⁱ⁹; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents
 15 independently selected from R⁶;

each R⁶ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a10}, SR^{a10}, C(O)R^{b10}, C(O)NR^{c10}R^{d10}, C(O)OR^{a10}, NR^{c10}R^{d10}, NR^{c10}C(O)R^{b10}, NR^{c10}C(O)OR^{a10}, NR^{c10}S(O)R^{b10}, NR^{c10}S(O)₂R^{b10}, NR^{c10}S(O)₂NR^{c10}R^{d10}, S(O)R^{b10},
 20 S(O)NR^{c10}R^{d10}, S(O)₂R^{b10}, and S(O)₂NR^{c10}R^{d10}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^A is selected from H, D, Cy¹, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, NO₂, OR^{a11}, SR^{a11}, C(O)R^{b11}, C(O)NR^{c11}R^{d11}, C(O)OR^{a11}, OC(O)R^{b11}, OC(O)NR^{c11}R^{d11}, NR^{c11}R^{d11}, NR^{c11}C(O)R^{b11}, NR^{c11}C(O)OR^{a11}, NR^{c11}C(O)NR^{c11}R^{d11}, C(=NR^{e11})R^{b11}, C(=NOR^{a11})R^{b11}, C(=NR^{e11})NR^{c11}R^{d11}, NR^{c11}C(=NR^{e11})NR^{c11}R^{d11}, NR^{c11}S(O)R^{b11}, NR^{c11}S(O)₂R^{b11}, NR^{c11}S(O)₂NR^{c11}R^{d11}, S(O)R^{b11}, S(O)NR^{c11}R^{d11}, S(O)₂R^{b11}, S(O)₂NR^{c11}R^{d11} and BR^{h11}Rⁱ¹¹; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each
 30 optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁷;

Cy¹ is selected from C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally

oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R⁷;

each R⁷ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, NO₂, OR^{a12}, SR^{a12}, C(O)R^{b12}, C(O)NR^{c12}R^{d12}, C(O)OR^{a12}, OC(O)R^{b12}, OC(O)NR^{c12}R^{d12}, NR^{c12}R^{d12}, NR^{c12}C(O)R^{b12}, NR^{c12}C(O)OR^{a12}, NR^{c12}C(O)NR^{c12}R^{d12}, C(=NR^{e12})R^{b12}, C(=NOR^{a12})R^{b12}, C(=NR^{e12})NR^{c12}R^{d12}, NR^{c12}C(=NR^{e12})NR^{c12}R^{d12}, NR^{c12}S(O)R^{b12}, NR^{c12}S(O)₂R^{b12}, NR^{c12}S(O)₂NR^{c12}R^{d12}, S(O)R^{b12}, S(O)NR^{c12}R^{d12}, S(O)₂R^{b12}, S(O)₂NR^{c12}R^{d12} and BR^{h12}Rⁱ¹²; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R⁸ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, OR^{a13}, SR^{a13}, C(O)R^{b13}, C(O)NR^{c13}R^{d13}, C(O)OR^{a13}, NR^{c13}R^{d13}, NR^{c13}C(O)R^{b13}, NR^{c13}C(O)OR^{a13}, NR^{c13}S(O)R^{b13}, NR^{c13}S(O)₂R^{b13}, NR^{c13}S(O)₂NR^{c13}R^{d13}, S(O)R^{b13}, S(O)NR^{c13}R^{d13}, S(O)₂R^{b13}, S(O)₂NR^{c13}R^{d13} and BR^{h13}Rⁱ¹³; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁹;

each R⁹ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a14}, SR^{a14}, C(O)R^{b14}, C(O)NR^{c14}R^{d14}, C(O)OR^{a14}, NR^{c14}R^{d14}, NR^{c14}C(O)R^{b14}, NR^{c14}C(O)OR^{a14}, NR^{c14}S(O)R^{b14}, NR^{c14}S(O)₂R^{b14}, NR^{c14}S(O)₂NR^{c14}R^{d14}, S(O)R^{b14}, S(O)NR^{c14}R^{d14}, S(O)₂R^{b14} and S(O)₂NR^{c14}R^{d14}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆

alkynyl, C₃₋₆ cycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R¹⁰ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, NO₂, OR^{a1}, SR^{a1}, C(O)R^{b1}, C(O)NR^{c1}R^{d1}, C(O)OR^{a1}, OC(O)R^{b1}, OC(O)NR^{c1}R^{d1}, NR^{c1}R^{d1}, NR^{c1}C(O)R^{b1}, NR^{c1}C(O)OR^{a1}, NR^{c1}C(O)NR^{c1}R^{d1}, C(=NR^{e1})R^{b1}, C(=NOR^{a1})R^{b1}, C(=NR^{e1})NR^{c1}R^{d1}, NR^{c1}C(=NR^{e1})NR^{c1}R^{d1}, NR^{c1}S(O)R^{b1}, NR^{c1}S(O)₂R^{b1}, NR^{c1}S(O)₂NR^{c1}R^{d1}, S(O)R^{b1}, S(O)NR^{c1}R^{d1}, S(O)₂R^{b1}, S(O)₂NR^{c1}R^{d1} and BR^{h1}Rⁱ¹; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

each R¹¹ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, OR^{a2}, SR^{a2}, C(O)R^{b2}, C(O)NR^{c2}R^{d2}, C(O)OR^{a2}, NR^{c2}R^{d2}, NR^{c2}C(O)R^{b2}, NR^{c2}C(O)OR^{a2}, NR^{c2}S(O)R^{b2}, NR^{c2}S(O)₂R^{b2}, NR^{c2}S(O)₂NR^{c2}R^{d2}, S(O)R^{b2}, S(O)NR^{c2}R^{d2}, S(O)₂R^{b2}, S(O)₂NR^{c2}R^{d2} and BR^{h2}Rⁱ²; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

each R¹² is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a3}, SR^{a3}, C(O)R^{b3}, C(O)NR^{c3}R^{d3}, C(O)OR^{a3}, NR^{c3}R^{d3}, NR^{c3}C(O)R^{b3}, NR^{c3}C(O)OR^{a3}, NR^{c3}S(O)R^{b3}, NR^{c3}S(O)₂R^{b3}, NR^{c3}S(O)₂NR^{c3}R^{d3}, S(O)R^{b3}, S(O)NR^{c3}R^{d3}, S(O)₂R^{b3} and S(O)₂NR^{c3}R^{d3}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R¹³ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, NO₂, OR^{a5}, SR^{a5},
 5 C(O)R^{b5}, C(O)NR^{c5}R^{d5}, C(O)OR^{a5}, OC(O)R^{b5}, OC(O)NR^{c5}R^{d5}, NR^{c5}R^{d5}, NR^{c5}C(O)R^{b5}, NR^{c5}C(O)OR^{a5}, NR^{c5}C(O)NR^{c5}R^{d5}, C(=NR^{e5})R^{b5}, C(=NOR^{a5})R^{b5}, C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}S(O)R^{b5}, NR^{c5}S(O)₂R^{b5}, NR^{c5}S(O)₂NR^{c5}R^{d5}, S(O)R^{b5}, S(O)NR^{c5}R^{d5}, S(O)₂R^{b5}, S(O)₂NR^{c5}R^{d5} and BR^{h5}Rⁱ⁵; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁴;

each R¹⁴ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, OR^{a6}, SR^{a6},
 15 C(O)R^{b6}, C(O)NR^{c6}R^{d6}, C(O)OR^{a6}, NR^{c6}R^{d6}, NR^{c6}C(O)R^{b6}, NR^{c6}C(O)OR^{a6}, NR^{c6}S(O)R^{b6}, NR^{c6}S(O)₂R^{b6}, NR^{c6}S(O)₂NR^{c6}R^{d6}, S(O)R^{b6}, S(O)NR^{c6}R^{d6}, S(O)₂R^{b6}, S(O)₂NR^{c6}R^{d6} and BR^{h6}Rⁱ⁶; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁵;

each R¹⁵ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a7}, SR^{a7}, C(O)R^{b7}, C(O)NR^{c7}R^{d7}, C(O)OR^{a7}, NR^{c7}R^{d7}, NR^{c7}C(O)R^{b7}, NR^{c7}C(O)OR^{a7}, NR^{c7}S(O)R^{b7}, NR^{c7}S(O)₂R^{b7}, NR^{c7}S(O)₂NR^{c7}R^{d7}, S(O)R^{b7}, S(O)NR^{c7}R^{d7}, S(O)₂R^{b7} and S(O)₂NR^{c7}R^{d7}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each
 25 optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^a, R^c and R^d is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-

10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;

or any R^c and R^d attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted
5 with 1, 2, 3 or 4 substituents independently selected from R¹⁰;

each R^b is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally
10 substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;

each R^e is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

15 each R^h and Rⁱ is independently selected from OH and C₁₋₆ alkoxy;

or any R^h and Rⁱ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a1}, R^{c1} and R^{d1} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

or any R^{c1} and R^{d1} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹¹;

each R^{b1} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

each R^{e1} is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆

alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

each R^{h1} and Rⁱ¹ is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h1} and Rⁱ¹ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a2}, R^{c2} and R^{d2} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

or any R^{c2} and R^{d2} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹²;

each R^{b2} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

each R^{h2} and Rⁱ² is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h2} and Rⁱ² attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a3}, R^{c3} and R^{d3} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^{b3} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^{a4}, R^{c4} and R^{d4} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹³;

or any R^{c4} and R^{d4} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{13} ;

each R^{b4} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{13} ;

each R^{e4} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h4} and R^{i4} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h4} and R^{i4} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a5} , R^{c5} and R^{d5} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{14} ;

or any R^{c5} and R^{d5} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{14} ;

each R^{b5} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{14} ;

each R^{e5} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h5} and R^{i5} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h5} and R^{i5} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a6} , R^{c6} and R^{d6} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{15} ;

or any R^{c6} and R^{d6} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{15} ;

each R^{b6} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{15} ;

each R^{h6} and R^{i6} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h6} and R^{i6} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a7} , R^{c7} and R^{d7} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{b7} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{a8} , R^{c8} and R^{d8} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^5 ;

or any R^{c8} and R^{d8} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^5 ;

each R^{b8} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁵;

each R^{e8} is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

each R^{h8} and Rⁱ⁸ is independently selected from OH and C₁₋₆ alkoxy; or any R^{h8} and Rⁱ⁸ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a9}, R^{c9} and R^{d9} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁶;

or any R^{c9} and R^{d9} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R⁶;

each R^{b9} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁶;

each R^{h9} and Rⁱ⁹ is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h9} and Rⁱ⁹ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a10}, R^{c10} and R^{d10} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^{b10} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8 ;

each R^{a11} , R^{c11} and R^{d11} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 ;

or any R^{c11} and R^{d11} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7 ;

each R^{b11} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 ;

each R^{e11} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h11} and R^{i11} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h11} and R^{i11} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a12} , R^{c12} and R^{d12} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8 ;

or any R^{c12} and R^{d12} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^8 ;

each R^{b12} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered

heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^{e12} is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

each R^{h12} and Rⁱ¹² is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h12} and Rⁱ¹² attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a13}, R^{c13} and R^{d13} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁹;

or any R^{c13} and R^{d13} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R⁹;

each R^{b13} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁹;

each R^{h13} and Rⁱ¹³ is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h13} and Rⁱ¹³ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a14}, R^{c14} and R^{d14} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^{b14} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^{a15} , R^{c15} and R^{d15} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{a16} , R^{c16} and R^{d16} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{b16} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{h16} and R^{i16} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h16} and R^{i16} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl; and

each R^g is independently selected from OH, NO_2 , CN, halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl- C_{1-2} alkylene, C_{1-6} alkoxy, C_{1-6} haloalkoxy, C_{1-3} alkoxy- C_{1-3} alkyl, C_{1-3} alkoxy- C_{1-3} alkoxy, HO- C_{1-3} alkoxy, HO- C_{1-3} alkyl, cyano- C_{1-3} alkyl, H_2N - C_{1-3} alkyl, amino, C_{1-6} alkylamino, di(C_{1-6} alkyl)amino, thio, C_{1-6} alkylthio, C_{1-6} alkylsulfinyl, C_{1-6} alkylsulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, carboxy, C_{1-6} alkylcarbonyl, C_{1-6} alkoxy carbonyl, C_{1-6} alkylcarbonylamino, C_{1-6} alkylsulfonylamino, aminosulfonyl, C_{1-6} alkylaminosulfonyl, di(C_{1-6} alkyl)aminosulfonyl, aminosulfonylamino, C_{1-6} alkylaminosulfonylamino, di(C_{1-6} alkyl)aminosulfonylamino, aminocarbonylamino, C_{1-6} alkylaminocarbonylamino, and di(C_{1-6} alkyl)aminocarbonylamino; and

n is 0, 1, 2, 3 or 4.

The present disclosure provides a compound of Formula (I') or a pharmaceutically acceptable salt thereof, wherein:

Cy^A is C_{3-12} cycloalkyl or 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of the 4-12 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the

C₃₋₁₂ cycloalkyl and 4-12 membered heterocycloalkyl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^A;

A is N or CR¹⁶;

R¹⁶ is selected from H, D, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, NO₂, OR^{a16}, SR^{a16}, C(O)R^{b16}, C(O)NR^{c16}R^{d16}, C(O)OR^{a16}, OC(O)R^{b16}, OC(O)NR^{c16}R^{d16}, NR^{c16}R^{d16}, NR^{c16}C(O)R^{b16}, NR^{c16}C(O)OR^{a16}, NR^{c16}C(O)NR^{c16}R^{d16}, NR^{c16}S(O)R^{b16}, NR^{c16}S(O)₂R^{b16}, NR^{c16}S(O)₂NR^{c16}R^{d16}, S(O)R^{b16}, S(O)NR^{c16}R^{d16}, S(O)₂R^{b16}, S(O)₂NR^{c16}R^{d16} and BR^{h16}Rⁱ¹⁶; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

R¹ is selected from H, D, halo, CN, C₁₋₆ alkyl and OR^{a15}; wherein the C₁₋₆ alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g;

R² is selected from H, D, Cy², C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, and NO₂; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;

Cy² is selected from 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰;

Z is N or CR³;

R³ is selected from H, D, Cy³, halo and CN;

Cy³ is 6-10 membered heteroaryl; wherein the 6-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S;

each R⁴ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, D, CN and OR^{a8};

R^A is selected from H, D, Cy¹, C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, CN, OR^{a11}, C(O)NR^{c11}R^{d11}, and NR^{c11}R^{d11}; wherein said C₁₋₆ alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁷;

Cy¹ is selected from C₃₋₁₀ cycloalkyl and 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-

forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₀ cycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R⁷;

5 each R⁷ is independently selected from C₁₋₆ alkyl, halo, D, CN, OR^{a12} and NR^{c12}R^{d12};
each R¹⁰ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, 4-10 membered heterocycloalkyl, halo, D, CN, OR^{a1}, C(O)NR^{c1}R^{d1} and NR^{c1}R^{d1}; wherein said C₁₋₆ alkyl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

10 each R¹¹ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, D, CN and OR^{a2};

each R^{a1}, R^{c1} and R^{d1} is independently selected from H, C₁₋₆ alkyl, C₁₋₆ haloalkyl and C₃₋₁₀ cycloalkyl; wherein said C₁₋₆ alkyl and C₃₋₁₀ cycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

15 each R^{a2}, R^{c2} and R^{d2} is independently selected from H, C₁₋₆ alkyl and C₁₋₆ haloalkyl;
each R^{a8}, R^{c8} and R^{d8} is independently selected from H, C₁₋₆ alkyl and C₁₋₆ haloalkyl;
each R^{a11}, R^{c11} and R^{d11} is independently selected from H, C₁₋₆ alkyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁷;

20 each R^{a12}, R^{c12} and R^{d12} is independently selected from H, C₁₋₆ alkyl and C₁₋₆ haloalkyl;

each R^{a15}, R^{c15} and R^{d15} is independently selected from H, C₁₋₆ alkyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

25 R^{a16} is independently selected from H and C₁₋₆ alkyl;

each R⁸ is independently selected from OH, CN, halo, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkoxy, C₁₋₆ haloalkoxy, amino, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl; and

n is 0, 1, 2 or 3.

30 The present disclosure provides a compound of Formula (I') or a pharmaceutically acceptable salt thereof, wherein:

Cy^A is 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of the 4-12

membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-12 membered heterocycloalkyl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^A;

A is N or CR¹⁶;

5 R¹⁶ is selected from H, D, C₁₋₆ alkyl, halo, CN and OR^{a16};

R¹ is selected from H, D, halo, CN, C₁₋₆ alkyl and OR^{a15}; wherein the C₁₋₆ alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g;

R² is selected from H, D, Cy², C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, CN; wherein said C₁₋₆ alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;

10 Cy² is selected from 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰;

Z is N or CR³;

R³ is selected from H, D, Cy³, halo and CN;

20 Cy³ is 6-10 membered heteroaryl; wherein the 6-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S;

each R⁴ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, D, CN and OR^{a8};

25 R^A is selected from H, D, Cy¹, C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, CN, OR^{a11}, C(O)NR^{c11}R^{d11}, and NR^{c11}R^{d11}; wherein said C₁₋₆ alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁷;

30 Cy¹ is selected from C₃₋₁₀ cycloalkyl and 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₀ cycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R⁷;

each R⁷ is independently selected from C₁₋₆ alkyl, halo, D, CN, OR^{a12} and NR^{c12}R^{d12};

each R^{10} is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, 4-10 membered heterocycloalkyl, halo, D, CN, OR^{a1} , $C(O)NR^{c1}R^{d1}$ and $NR^{c1}R^{d1}$; wherein said C_{1-6} alkyl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} ;

5 each R^{11} is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, halo, D, CN and OR^{a2} ;

each R^{a1} , R^{c1} and R^{d1} is independently selected from H, C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-10} cycloalkyl; wherein said C_{1-6} alkyl and C_{3-10} cycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} ;

10 each R^{a2} , R^{c2} and R^{d2} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;
each R^{a8} , R^{c8} and R^{d8} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;
each R^{a11} , R^{c11} and R^{d11} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 ;

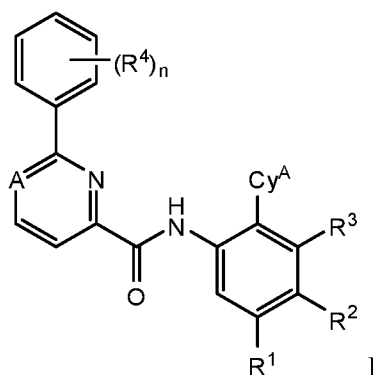
15 each R^{a12} , R^{c12} and R^{d12} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;

each R^{a15} , R^{c15} and R^{d15} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8 ;

20 R^{a16} is independently selected from H and C_{1-6} alkyl;

each R^8 is independently selected from OH, CN, halo, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy, C_{1-6} haloalkoxy, amino, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl; and
 n is 0, 1, 2 or 3.

25 The present disclosure provides a compound of Formula (I):



or a pharmaceutically acceptable salt thereof, wherein:

Cy^A is C₃₋₁₂ cycloalkyl or 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of the 4-12 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₂ cycloalkyl and 4-12 membered heterocycloalkyl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^A;

A is N or CF;

R¹ is selected from H, D, halo, CN, C₁₋₆ alkyl, OR^{a15} and NR^{c15}R^{d15}; wherein the C₁₋₆ alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g;

R² is selected from H, D, Cy², C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, NO₂, OR^a, SR^a, C(O)R^b, C(O)NR^cR^d, C(O)OR^a, OC(O)R^b, OC(O)NR^cR^d, NR^cR^d, NR^cC(O)R^b, NR^cC(O)OR^a, NR^cC(O)NR^cR^d, C(=NR^e)R^b, C(=NOR^a)R^b, C(=NR^e)NR^cR^d, NR^cC(=NR^e)NR^cR^d, NR^cS(O)R^b, NR^cS(O)₂R^b, NR^cS(O)₂NR^cR^d, S(O)R^b, S(O)NR^cR^d, S(O)₂R^b, S(O)₂NR^cR^d and BR^hRⁱ; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;

Cy² is selected from C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰;

R³ is selected from H, D, Cy³, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, NO₂, OR^{a4}, SR^{a4}, C(O)R^{b4}, C(O)NR^{c4}R^{d4}, C(O)OR^{a4}, OC(O)R^{b4}, OC(O)NR^{c4}R^{d4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, NR^{c4}C(O)OR^{a4}, NR^{c4}C(O)NR^{c4}R^{d4}, C(=NR^{e4})R^{b4}, C(=NOR^{a4})R^{b4}, C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}S(O)R^{b4}, NR^{c4}S(O)₂R^{b4}, NR^{c4}S(O)₂NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, S(O)₂NR^{c4}R^{d4} and BR^{h4}Rⁱ⁴; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹³;

Cy³ is selected from C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered

heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and
 5 wherein the C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹³;

each R⁴ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered
 10 heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, NO₂, OR^{a8}, SR^{a8}, C(O)R^{b8}, C(O)NR^{c8}R^{d8}, C(O)OR^{a8}, OC(O)R^{b8}, OC(O)NR^{c8}R^{d8}, NR^{c8}R^{d8}, NR^{c8}C(O)R^{b8}, NR^{c8}C(O)OR^{a8}, NR^{c8}C(O)NR^{c8}R^{d8}, C(=NR^{e8})R^{b8}, C(=NOR^{a8})R^{b8}, C(=NR^{e8})NR^{c8}R^{d8}, NR^{c8}C(=NR^{e8})NR^{c8}R^{d8}, NR^{c8}S(O)R^{b8}, NR^{c8}S(O)₂R^{b8}, NR^{c8}S(O)₂NR^{c8}R^{d8}, S(O)R^{b8},
 15 S(O)NR^{c8}R^{d8}, S(O)₂R^{b8}, S(O)₂NR^{c8}R^{d8} and BR^{h8}Rⁱ⁸; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁵;

each R⁵ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered
 20 heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, OR^{a9}, SR^{a9}, C(O)R^{b9}, C(O)NR^{c9}R^{d9}, C(O)OR^{a9}, NR^{c9}R^{d9}, NR^{c9}C(O)R^{b9}, NR^{c9}C(O)OR^{a9}, NR^{c9}S(O)R^{b9},
 25 NR^{c9}S(O)₂R^{b9}, NR^{c9}S(O)₂NR^{c9}R^{d9}, S(O)R^{b9}, S(O)NR^{c9}R^{d9}, S(O)₂R^{b9}, S(O)₂NR^{c9}R^{d9} and BR^{h9}Rⁱ⁹; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents
 30 independently selected from R⁶;

each R⁶ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a10}, SR^{a10}, C(O)R^{b10}, C(O)NR^{c10}R^{d10}, C(O)OR^{a10}, NR^{c10}R^{d10}, NR^{c10}C(O)R^{b10}, NR^{c10}C(O)OR^{a10}, NR^{c10}S(O)R^{b10}, NR^{c10}S(O)₂R^{b10}, NR^{c10}S(O)₂NR^{c10}R^{d10}, S(O)R^{b10},

$S(O)NR^{c10}R^{d10}$, $S(O)_2R^{b10}$, and $S(O)_2NR^{c10}R^{d10}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

5 R^A is selected from H, D, Cy^1 , C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, CN, NO_2 , OR^{a11} , SR^{a11} , $C(O)R^{b11}$, $C(O)NR^{c11}R^{d11}$, $C(O)OR^{a11}$, $OC(O)R^{b11}$, $OC(O)NR^{c11}R^{d11}$, $NR^{c11}R^{d11}$, $NR^{c11}C(O)R^{b11}$, $NR^{c11}C(O)OR^{a11}$, $NR^{c11}C(O)NR^{c11}R^{d11}$, $C(=NR^{e11})R^{b11}$, $C(=NOR^{a11})R^{b11}$, $C(=NR^{e11})NR^{c11}R^{d11}$, $NR^{c11}C(=NR^{e11})NR^{c11}R^{d11}$, $NR^{c11}S(O)R^{b11}$, $NR^{c11}S(O)_2R^{b11}$, $NR^{c11}S(O)_2NR^{c11}R^{d11}$, $S(O)R^{b11}$, $S(O)NR^{c11}R^{d11}$, $S(O)_2R^{b11}$, $S(O)_2NR^{c11}R^{d11}$ and $BR^{h11}R^{i11}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 ;

Cy^1 is selected from C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7 ;

each R^7 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl- C_{1-3} alkylene, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, C_{6-10} aryl- C_{1-3} alkylene, 5-10 membered heteroaryl- C_{1-3} alkylene, halo, D, CN, NO_2 , OR^{a12} , SR^{a12} , $C(O)R^{b12}$, $C(O)NR^{c12}R^{d12}$, $C(O)OR^{a12}$, $OC(O)R^{b12}$, $OC(O)NR^{c12}R^{d12}$, $NR^{c12}R^{d12}$, $NR^{c12}C(O)R^{b12}$, $NR^{c12}C(O)OR^{a12}$, $NR^{c12}C(O)NR^{c12}R^{d12}$, $C(=NR^{e12})R^{b12}$, $C(=NOR^{a12})R^{b12}$, $C(=NR^{e12})NR^{c12}R^{d12}$, $NR^{c12}C(=NR^{e12})NR^{c12}R^{d12}$, $NR^{c12}S(O)R^{b12}$, $NR^{c12}S(O)_2R^{b12}$, $NR^{c12}S(O)_2NR^{c12}R^{d12}$, $S(O)R^{b12}$, $S(O)NR^{c12}R^{d12}$, $S(O)_2R^{b12}$, $S(O)_2NR^{c12}R^{d12}$ and $BR^{h12}R^{i12}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl- C_{1-3} alkylene, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, C_{6-10} aryl- C_{1-3} alkylene and 5-10 membered heteroaryl- C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8 ;

each R⁸ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, OR^{a13}, SR^{a13},
 5 C(O)R^{b13}, C(O)NR^{c13}R^{d13}, C(O)OR^{a13}, NR^{c13}R^{d13}, NR^{c13}C(O)R^{b13}, NR^{c13}C(O)OR^{a13}, NR^{c13}S(O)R^{b13}, NR^{c13}S(O)₂R^{b13}, NR^{c13}S(O)₂NR^{c13}R^{d13}, S(O)R^{b13}, S(O)NR^{c13}R^{d13}, S(O)₂R^{b13}, S(O)₂NR^{c13}R^{d13} and BR^{h13}Rⁱ¹³; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃
 10 alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁹;

each R⁹ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a14}, SR^{a14}, C(O)R^{b14}, C(O)NR^{c14}R^{d14}, C(O)OR^{a14}, NR^{c14}R^{d14}, NR^{c14}C(O)R^{b14},
 15 NR^{c14}C(O)OR^{a14}, NR^{c14}S(O)R^{b14}, NR^{c14}S(O)₂R^{b14}, NR^{c14}S(O)₂NR^{c14}R^{d14}, S(O)R^{b14}, S(O)NR^{c14}R^{d14}, S(O)₂R^{b14} and S(O)₂NR^{c14}R^{d14}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R¹⁰ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, NO₂, OR^{a1}, SR^{a1}, C(O)R^{b1}, C(O)NR^{c1}R^{d1}, C(O)OR^{a1}, OC(O)R^{b1}, OC(O)NR^{c1}R^{d1}, NR^{c1}R^{d1}, NR^{c1}C(O)R^{b1},
 25 NR^{c1}C(O)OR^{a1}, NR^{c1}C(O)NR^{c1}R^{d1}, C(=NR^{e1})R^{b1}, C(=NOR^{a1})R^{b1}, C(=NR^{e1})NR^{c1}R^{d1}, NR^{c1}C(=NR^{e1})NR^{c1}R^{d1}, NR^{c1}S(O)R^{b1}, NR^{c1}S(O)₂R^{b1}, NR^{c1}S(O)₂NR^{c1}R^{d1}, S(O)R^{b1}, S(O)NR^{c1}R^{d1}, S(O)₂R^{b1}, S(O)₂NR^{c1}R^{d1} and BR^{h1}Rⁱ¹; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

each R¹¹ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

10 aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, OR^{a2}, SR^{a2}, C(O)R^{b2}, C(O)NR^{c2}R^{d2}, C(O)OR^{a2}, NR^{c2}R^{d2}, NR^{c2}C(O)R^{b2}, NR^{c2}C(O)OR^{a2}, NR^{c2}S(O)R^{b2}, NR^{c2}S(O)₂R^{b2}, NR^{c2}S(O)₂NR^{c2}R^{d2}, S(O)R^{b2}, S(O)NR^{c2}R^{d2}, S(O)₂R^{b2}, S(O)₂NR^{c2}R^{d2} and BR^{h2}Rⁱ²; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered
 5 heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

each R¹² is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆
 10 haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a3}, SR^{a3}, C(O)R^{b3}, C(O)NR^{c3}R^{d3}, C(O)OR^{a3}, NR^{c3}R^{d3}, NR^{c3}C(O)R^{b3}, NR^{c3}C(O)OR^{a3}, NR^{c3}S(O)R^{b3}, NR^{c3}S(O)₂R^{b3}, NR^{c3}S(O)₂NR^{c3}R^{d3}, S(O)R^{b3}, S(O)NR^{c3}R^{d3}, S(O)₂R^{b3} and S(O)₂NR^{c3}R^{d3}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each
 15 optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R¹³ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆
 haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, NO₂, OR^{a5}, SR^{a5},
 20 C(O)R^{b5}, C(O)NR^{c5}R^{d5}, C(O)OR^{a5}, OC(O)R^{b5}, OC(O)NR^{c5}R^{d5}, NR^{c5}R^{d5}, NR^{c5}C(O)R^{b5}, NR^{c5}C(O)OR^{a5}, NR^{c5}C(O)NR^{c5}R^{d5}, C(=NR^{e5})R^{b5}, C(=NOR^{a5})R^{b5}, C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}S(O)R^{b5}, NR^{c5}S(O)₂R^{b5}, NR^{c5}S(O)₂NR^{c5}R^{d5}, S(O)R^{b5}, S(O)NR^{c5}R^{d5}, S(O)₂R^{b5}, S(O)₂NR^{c5}R^{d5} and BR^{h5}Rⁱ⁵; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered
 25 heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁴;

each R¹⁴ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆
 haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, OR^{a6}, SR^{a6},
 30 C(O)R^{b6}, C(O)NR^{c6}R^{d6}, C(O)OR^{a6}, NR^{c6}R^{d6}, NR^{c6}C(O)R^{b6}, NR^{c6}C(O)OR^{a6}, NR^{c6}S(O)R^{b6}, NR^{c6}S(O)₂R^{b6}, NR^{c6}S(O)₂NR^{c6}R^{d6}, S(O)R^{b6}, S(O)NR^{c6}R^{d6}, S(O)₂R^{b6}, S(O)₂NR^{c6}R^{d6} and BR^{h6}Rⁱ⁶; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered

heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁵;

5 each R¹⁵ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a7}, SR^{a7}, C(O)R^{b7}, C(O)NR^{c7}R^{d7}, C(O)OR^{a7}, NR^{c7}R^{d7}, NR^{c7}C(O)R^{b7}, NR^{c7}C(O)OR^{a7}, NR^{c7}S(O)R^{b7}, NR^{c7}S(O)₂R^{b7}, NR^{c7}S(O)₂NR^{c7}R^{d7}, S(O)R^{b7}, S(O)NR^{c7}R^{d7}, S(O)₂R^{b7} and S(O)₂NR^{c7}R^{d7}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^a, R^c and R^d is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;

or any R^c and R^d attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰;

20 each R^b is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;

25 each R^e is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

each R^h and Rⁱ is independently selected from OH and C₁₋₆ alkoxy;

30 or any R^h and Rⁱ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a1}, R^{c1} and R^{d1} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl;

membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

or any R^{c1} and R^{d1} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹¹;

each R^{b1} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

each R^{e1} is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

each R^{h1} and Rⁱ¹ is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h1} and Rⁱ¹ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a2}, R^{c2} and R^{d2} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

or any R^{c2} and R^{d2} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹²;

each R^{b2} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

each R^{h2} and Rⁱ² is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h2} and R^{i2} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a3} , R^{c3} and R^{d3} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8 ;

each R^{b3} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8 ;

each R^{a4} , R^{c4} and R^{d4} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{13} ;

or any R^{c4} and R^{d4} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{13} ;

each R^{b4} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{13} ;

each R^{e4} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h4} and R^{i4} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h4} and R^{i4} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a5} , R^{c5} and R^{d5} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-

10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁴;

or any R^{c5} and R^{d5} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally

5 substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁴;

each R^{b5} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally

10 substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁴;

each R^{e5} is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

15 each R^{h5} and Rⁱ⁵ is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h5} and Rⁱ⁵ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a6}, R^{c6} and R^{d6} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁵;

or any R^{c6} and R^{d6} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally

25 substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁵;

each R^{b6} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10

30 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁵;

each R^{h6} and Rⁱ⁶ is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h6} and R^{i6} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a7} , R^{c7} and R^{d7} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8 ;

each R^{b7} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8 ;

each R^{a8} , R^{c8} and R^{d8} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^5 ;

or any R^{c8} and R^{d8} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^5 ;

each R^{b8} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^5 ;

each R^{e8} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h8} and R^{i8} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h8} and R^{i8} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a9} , R^{c9} and R^{d9} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-

10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁶;

or any R^{c9} and R^{d9} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally

5 substituted with 1, 2, 3 or 4 substituents independently selected from R⁶;

each R^{b9} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally

10 substituted with 1, 2, 3, or 4 substituents independently selected from R⁶;

each R^{h9} and Rⁱ⁹ is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h9} and Rⁱ⁹ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

15 each R^{a10}, R^{c10} and R^{d10} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^{b10} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally

20 substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^{a11}, R^{c11} and R^{d11} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally

25 substituted with 1, 2, 3, or 4 substituents independently selected from R⁷;

or any R^{c11} and R^{d11} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R⁷;

each R^{b11} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally

30 substituted with 1, 2, 3, or 4 substituents independently selected from R⁷;

each R^{e11} is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

5 each R^{h11} and Rⁱ¹¹ is independently selected from OH and C₁₋₆ alkoxy;
or any R^{h11} and Rⁱ¹¹ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a12}, R^{c12} and R^{d12} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

or any R^{c12} and R^{d12} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R⁸;

each R^{b12} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^{e12} is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

each R^{h12} and Rⁱ¹² is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h12} and Rⁱ¹² attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

30 each R^{a13}, R^{c13} and R^{d13} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁹;

or any R^{c13} and R^{d13} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^9 ;

each R^{b13} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^9 ;

each R^{h13} and R^{i13} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h13} and R^{i13} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a14} , R^{c14} and R^{d14} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{b14} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{a15} , R^{c15} and R^{d15} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^g is independently selected from OH, NO_2 , CN, halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl- C_{1-2} alkylene, C_{1-6} alkoxy, C_{1-6} haloalkoxy, C_{1-3} alkoxy- C_{1-3} alkyl, C_{1-3} alkoxy- C_{1-3} alkoxy, HO- C_{1-3} alkoxy, HO- C_{1-3} alkyl, cyano- C_{1-3} alkyl, H_2N-C_{1-3} alkyl, amino, C_{1-6} alkylamino, di(C_{1-6} alkyl)amino, thio, C_{1-6} alkylthio, C_{1-6} alkylsulfinyl, C_{1-6} alkylsulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, carboxy, C_{1-6} alkylcarbonyl, C_{1-6} alkoxy carbonyl, C_{1-6} alkylcarbonylamino, C_{1-6} alkylsulfonylamino, aminosulfonyl, C_{1-6} alkylaminosulfonyl, di(C_{1-6} alkyl)aminosulfonyl, aminosulfonylamino, C_{1-6} alkylaminosulfonylamino, di(C_{1-6} alkyl)aminosulfonylamino, aminocarbonylamino, C_{1-6} alkylaminocarbonylamino, and di(C_{1-6} alkyl)aminocarbonylamino; and

n is 0, 1, 2, 3 or 4;

provided that R^4 is other than unsubstituted or substituted 4-morpholinyl, 4-thiomorpholinyl, 1-oxido-4-thiomorpholinyl and 1,1-dioxido-4-thiomorpholinyl.

In some embodiments, provided herein is a compound of Formula (I), or a pharmaceutically acceptable salt thereof, wherein:

Cy^A is C₃₋₁₂ cycloalkyl or 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of the 4-12 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₂ cycloalkyl and 4-12 membered heterocycloalkyl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^A;

A is N or CF;

R¹ is selected from H, D, halo, CN, C₁₋₆ alkyl, OR^{a15} and NR^{c15}R^{d15}; wherein the C₁₋₆ alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g;

R² is selected from H, D, Cy², C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, NO₂, OR^a, SR^a, C(O)R^b, C(O)NR^cR^d, C(O)OR^a, OC(O)R^b, OC(O)NR^cR^d, NR^cR^d, NR^cC(O)R^b, NR^cC(O)OR^a, NR^cC(O)NR^cR^d, C(=NR^e)R^b, C(=NOR^a)R^b, C(=NR^e)NR^cR^d, NR^cC(=NR^e)NR^cR^d, NR^cS(O)R^b, NR^cS(O)₂R^b, NR^cS(O)₂NR^cR^d, S(O)R^b, S(O)NR^cR^d, S(O)₂R^b, S(O)₂NR^cR^d and BR^hRⁱ; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;

Cy² is selected from C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰;

R³ is selected from H, D, Cy³, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, NO₂, OR^{a4}, SR^{a4}, C(O)R^{b4}, C(O)NR^{c4}R^{d4}, C(O)OR^{a4}, OC(O)R^{b4}, OC(O)NR^{c4}R^{d4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, NR^{c4}C(O)OR^{a4}, NR^{c4}C(O)NR^{c4}R^{d4}, C(=NR^{e4})R^{b4}, C(=NOR^{a4})R^{b4}, C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}C(=NR^{e4})NR^{c4}R^{d4}, NR^{c4}S(O)R^{b4}, NR^{c4}S(O)₂R^{b4}, NR^{c4}S(O)₂NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, S(O)₂NR^{c4}R^{d4} and BR^{h4}Rⁱ⁴; wherein said C₁₋₆ alkyl, C₂₋₆

alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹³;

Cy³ is selected from C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹³;

each R⁴ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, NO₂, OR^{a8}, SR^{a8}, C(O)R^{b8}, C(O)NR^{c8}R^{d8}, C(O)OR^{a8}, OC(O)R^{b8}, OC(O)NR^{c8}R^{d8}, NR^{c8}R^{d8}, NR^{c8}C(O)R^{b8}, NR^{c8}C(O)OR^{a8}, NR^{c8}C(O)NR^{c8}R^{d8}, C(=NR^{e8})R^{b8}, C(=NOR^{a8})R^{b8}, C(=NR^{e8})NR^{c8}R^{d8}, NR^{c8}C(=NR^{e8})NR^{c8}R^{d8}, NR^{c8}S(O)R^{b8}, NR^{c8}S(O)₂R^{b8}, NR^{c8}S(O)₂NR^{c8}R^{d8}, S(O)R^{b8}, S(O)NR^{c8}R^{d8}, S(O)₂R^{b8}, S(O)₂NR^{c8}R^{d8} and BR^{h8}Rⁱ⁸; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁵;

each R⁵ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, OR^{a9}, SR^{a9}, C(O)R^{b9}, C(O)NR^{c9}R^{d9}, C(O)OR^{a9}, NR^{c9}R^{d9}, NR^{c9}C(O)R^{b9}, NR^{c9}C(O)OR^{a9}, NR^{c9}S(O)R^{b9}, NR^{c9}S(O)₂R^{b9}, NR^{c9}S(O)₂NR^{c9}R^{d9}, S(O)R^{b9}, S(O)NR^{c9}R^{d9}, S(O)₂R^{b9}, S(O)₂NR^{c9}R^{d9} and BR^{h9}Rⁱ⁹; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁶;

each R⁶ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a10}, SR^{a10}, C(O)R^{b10}, C(O)NR^{c10}R^{d10}, C(O)OR^{a10}, NR^{c10}R^{d10}, NR^{c10}C(O)R^{b10}, NR^{c10}C(O)OR^{a10}, NR^{c10}S(O)R^{b10}, NR^{c10}S(O)₂R^{b10}, NR^{c10}S(O)₂NR^{c10}R^{d10}, S(O)R^{b10}, S(O)NR^{c10}R^{d10}, S(O)₂R^{b10}, and S(O)₂NR^{c10}R^{d10}, wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

R^A is selected from H, D, Cy^1 , C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, CN, NO_2 , OR^{a11} , SR^{a11} , $C(O)R^{b11}$, $C(O)NR^{c11}R^{d11}$, $C(O)OR^{a11}$, $OC(O)R^{b11}$, $OC(O)NR^{c11}R^{d11}$, $NR^{c11}R^{d11}$, $NR^{c11}C(O)R^{b11}$, $NR^{c11}C(O)OR^{a11}$, $NR^{c11}C(O)NR^{c11}R^{d11}$, $C(=NR^{e11})R^{b11}$, $C(=NOR^{a11})R^{b11}$, $C(=NR^{e11})NR^{c11}R^{d11}$, $NR^{c11}C(=NR^{e11})NR^{c11}R^{d11}$, $NR^{c11}S(O)R^{b11}$, $NR^{c11}S(O)_2R^{b11}$, $NR^{c11}S(O)_2NR^{c11}R^{d11}$, $S(O)R^{b11}$, $S(O)NR^{c11}R^{d11}$, $S(O)_2R^{b11}$, $S(O)_2NR^{c11}R^{d11}$ and $BR^{h11}R^{i11}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 ;

Cy¹ is selected from C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R⁷;

each R⁷ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, NO₂, OR^{a12}, SR^{a12}, C(O)R^{b12}, C(O)NR^{c12}R^{d12}, C(O)OR^{a12}, OC(O)R^{b12}, OC(O)NR^{c12}R^{d12}, NR^{c12}R^{d12}, NR^{c12}C(O)R^{b12}, NR^{c12}C(O)OR^{a12}, NR^{c12}C(O)NR^{c12}R^{d12}, C(=NR^{e12})R^{b12}, C(=NOR^{a12})R^{b12}, C(=NR^{e12})NR^{c12}R^{d12}, NR^{c12}C(=NR^{e12})NR^{c12}R^{d12}, NR^{c12}S(O)R^{b12}, NR^{c12}S(O)₂R^{b12}, NR^{c12}S(O)₂NR^{c12}R^{d12}, S(O)R^{b12}, S(O)NR^{c12}R^{d12}, S(O)₂R^{b12}, S(O)₂NR^{c12}R^{d12} and BR^{h12}Rⁱ¹², wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10

membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R⁸ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, OR^{a13}, SR^{a13}, C(O)R^{b13}, C(O)NR^{c13}R^{d13}, C(O)OR^{a13}, NR^{c13}R^{d13}, NR^{c13}C(O)R^{b13}, NR^{c13}C(O)OR^{a13}, NR^{c13}S(O)R^{b13}, NR^{c13}S(O)₂R^{b13}, NR^{c13}S(O)₂NR^{c13}R^{d13}, S(O)R^{b13}, S(O)NR^{c13}R^{d13}, S(O)₂R^{b13}, S(O)₂NR^{c13}R^{d13} and BR^{h13}Rⁱ¹³; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁹;

each R⁹ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a14}, SR^{a14}, C(O)R^{b14}, C(O)NR^{c14}R^{d14}, C(O)OR^{a14}, NR^{c14}R^{d14}, NR^{c14}C(O)R^{b14}, NR^{c14}C(O)OR^{a14}, NR^{c14}S(O)R^{b14}, NR^{c14}S(O)₂R^{b14}, NR^{c14}S(O)₂NR^{c14}R^{d14}, S(O)R^{b14}, S(O)NR^{c14}R^{d14}, S(O)₂R^{b14} and S(O)₂NR^{c14}R^{d14}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R¹⁰ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, NO₂, OR^{a1}, SR^{a1}, C(O)R^{b1}, C(O)NR^{c1}R^{d1}, C(O)OR^{a1}, OC(O)R^{b1}, OC(O)NR^{c1}R^{d1}, NR^{c1}R^{d1}, NR^{c1}C(O)R^{b1}, NR^{c1}C(O)OR^{a1}, NR^{c1}C(O)NR^{c1}R^{d1}, C(=NR^{e1})R^{b1}, C(=NOR^{a1})R^{b1}, C(=NR^{e1})NR^{c1}R^{d1}, NR^{c1}C(=NR^{e1})NR^{c1}R^{d1}, NR^{c1}S(O)R^{b1}, NR^{c1}S(O)₂R^{b1}, NR^{c1}S(O)₂NR^{c1}R^{d1}, S(O)R^{b1}, S(O)NR^{c1}R^{d1}, S(O)₂R^{b1}, S(O)₂NR^{c1}R^{d1} and BR^{h1}Rⁱ¹; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

each R¹¹ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, OR^{a2}, SR^{a2},
 5 C(O)R^{b2}, C(O)NR^{c2}R^{d2}, C(O)OR^{a2}, NR^{c2}R^{d2}, NR^{c2}C(O)R^{b2}, NR^{c2}C(O)OR^{a2}, NR^{c2}S(O)R^{b2}, NR^{c2}S(O)₂R^{b2}, NR^{c2}S(O)₂NR^{c2}R^{d2}, S(O)R^{b2}, S(O)NR^{c2}R^{d2}, S(O)₂R^{b2}, S(O)₂NR^{c2}R^{d2} and BR^{h2}Rⁱ²; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

each R¹² is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a3}, SR^{a3}, C(O)R^{b3}, C(O)NR^{c3}R^{d3}, C(O)OR^{a3}, NR^{c3}R^{d3}, NR^{c3}C(O)R^{b3},
 15 NR^{c3}C(O)OR^{a3}, NR^{c3}S(O)R^{b3}, NR^{c3}S(O)₂R^{b3}, NR^{c3}S(O)₂NR^{c3}R^{d3}, S(O)R^{b3}, S(O)NR^{c3}R^{d3}, S(O)₂R^{b3} and S(O)₂NR^{c3}R^{d3}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R¹³ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, NO₂, OR^{a5}, SR^{a5},
 20 C(O)R^{b5}, C(O)NR^{c5}R^{d5}, C(O)OR^{a5}, OC(O)R^{b5}, OC(O)NR^{c5}R^{d5}, NR^{c5}R^{d5}, NR^{c5}C(O)R^{b5}, NR^{c5}C(O)OR^{a5}, NR^{c5}C(O)NR^{c5}R^{d5}, C(=NR^{e5})R^{b5}, C(=NOR^{a5})R^{b5}, C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}S(O)R^{b5}, NR^{c5}S(O)₂R^{b5}, NR^{c5}S(O)₂NR^{c5}R^{d5}, S(O)R^{b5}, S(O)NR^{c5}R^{d5}, S(O)₂R^{b5}, S(O)₂NR^{c5}R^{d5} and BR^{h5}Rⁱ⁵; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁴;

each R¹⁴ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, OR^{a6}, SR^{a6},

C(O)R^{b6}, C(O)NR^{c6}R^{d6}, C(O)OR^{a6}, NR^{c6}R^{d6}, NR^{c6}C(O)R^{b6}, NR^{c6}C(O)OR^{a6}, NR^{c6}S(O)R^{b6}, NR^{c6}S(O)₂R^{b6}, NR^{c6}S(O)₂NR^{c6}R^{d6}, S(O)R^{b6}, S(O)NR^{c6}R^{d6}, S(O)₂R^{b6}, S(O)₂NR^{c6}R^{d6} and BR^{h6}Rⁱ⁶; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁵;

each R¹⁵ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a7}, SR^{a7}, C(O)R^{b7}, C(O)NR^{c7}R^{d7}, C(O)OR^{a7}, NR^{c7}R^{d7}, NR^{c7}C(O)R^{b7}, NR^{c7}C(O)OR^{a7}, NR^{c7}S(O)R^{b7}, NR^{c7}S(O)₂R^{b7}, NR^{c7}S(O)₂NR^{c7}R^{d7}, S(O)R^{b7}, S(O)NR^{c7}R^{d7}, S(O)₂R^{b7} and S(O)₂NR^{c7}R^{d7}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^a, R^c and R^d is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;

or any R^c and R^d attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰;

each R^b is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;

each R^e is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

each R^h and Rⁱ is independently selected from OH and C₁₋₆ alkoxy;

or any R^h and R^i attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a1} , R^{c1} and R^{d1} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} ;

or any R^{c1} and R^{d1} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{11} ;

each R^{b1} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} ;

each R^{e1} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h1} and R^{i1} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h1} and R^{i1} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a2} , R^{c2} and R^{d2} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{12} ;

or any R^{c2} and R^{d2} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{12} ;

each R^{b2} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered

heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

each R^{h2} and Rⁱ² is independently selected from OH and C₁₋₆ alkoxy;

5 or any R^{h2} and Rⁱ² attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a3}, R^{c3} and R^{d3} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each
10 optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^{b3} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^{a4}, R^{c4} and R^{d4} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹³;

or any R^{c4} and R^{d4} attached to the same N atom, together with the N atom to which
20 they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹³;

each R^{b4} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹³;

each R^{e4} is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;
30

each R^{h4} and Rⁱ⁴ is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h4} and Rⁱ⁴ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a5} , R^{c5} and R^{d5} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{14} ;

or any R^{c5} and R^{d5} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{14} ;

each R^{b5} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{14} ;

each R^{e5} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h5} and R^{i5} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h5} and R^{i5} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a6} , R^{c6} and R^{d6} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{15} ;

or any R^{c6} and R^{d6} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{15} ;

each R^{b6} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{15} ;

each R^{h6} and Rⁱ⁶ is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h6} and Rⁱ⁶ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

5 each R^{a7}, R^{c7} and R^{d7} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{b7} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

10 each R^{a8}, R^{c8} and R^{d8} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁵;

or any R^{c8} and R^{d8} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R⁵;

each R^{b8} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁵;

20 each R^{e8} is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

each R^{h8} and Rⁱ⁸ is independently selected from OH and C₁₋₆ alkoxy;

30 or any R^{h8} and Rⁱ⁸ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a9}, R^{c9} and R^{d9} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-

10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁶;

or any R^{c9} and R^{d9} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally

5 substituted with 1, 2, 3 or 4 substituents independently selected from R⁶;

each R^{b9} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally

10 substituted with 1, 2, 3, or 4 substituents independently selected from R⁶;

each R^{h9} and Rⁱ⁹ is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h9} and Rⁱ⁹ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

15 each R^{a10}, R^{c10} and R^{d10} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^{b10} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally

20 substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^{a11}, R^{c11} and R^{d11} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally

25 substituted with 1, 2, 3, or 4 substituents independently selected from R⁷;

or any R^{c11} and R^{d11} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R⁷;

each R^{b11} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally

30 substituted with 1, 2, 3, or 4 substituents independently selected from R⁷;

each R^{e11} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

5 each R^{h11} and R^{i11} is independently selected from OH and C_{1-6} alkoxy;
or any R^{h11} and R^{i11} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a12} , R^{c12} and R^{d12} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8 ;

10 or any R^{c12} and R^{d12} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^8 ;

each R^{b12} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8 ;

20 each R^{e12} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h12} and R^{i12} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h12} and R^{i12} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

30 each R^{a13} , R^{c13} and R^{d13} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^9 ;

or any R^{c13} and R^{d13} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^9 ;

each R^{b13} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^9 ;

each R^{h13} and R^{i13} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h13} and R^{i13} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a14} , R^{c14} and R^{d14} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{b14} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{a15} , R^{c15} and R^{d15} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^g is independently selected from OH, NO_2 , CN, halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl- C_{1-2} alkylene, C_{1-6} alkoxy, C_{1-6} haloalkoxy, C_{1-3} alkoxy- C_{1-3} alkyl, C_{1-3} alkoxy- C_{1-3} alkoxy, HO- C_{1-3} alkoxy, HO- C_{1-3} alkyl, cyano- C_{1-3} alkyl, H_2N-C_{1-3} alkyl, amino, C_{1-6} alkylamino, di(C_{1-6} alkyl)amino, thio, C_{1-6} alkylthio, C_{1-6} alkylsulfinyl, C_{1-6} alkylsulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, carboxy, C_{1-6} alkylcarbonyl, C_{1-6} alkoxycarbonyl, C_{1-6} alkylcarbonylamino, C_{1-6} alkylsulfonylamino, aminosulfonyl, C_{1-6} alkylaminosulfonyl, di(C_{1-6} alkyl)aminosulfonyl, aminosulfonylamino, C_{1-6} alkylaminosulfonylamino, di(C_{1-6} alkyl)aminosulfonylamino, aminocarbonylamino, C_{1-6} alkylaminocarbonylamino, and di(C_{1-6} alkyl)aminocarbonylamino; and

n is 0, 1, 2, 3 or 4.

In some embodiments, provided herein is a compound of Formula (I), or a pharmaceutically acceptable salt thereof, wherein

Cy^A is 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of the 4-12 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-12 membered heterocycloalkyl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^A;

A is N;

R¹ is selected from H, D, halo, CN, C₁₋₆ alkyl and OR^{a15}; wherein the C₁₋₆ alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g;

R² is selected from H, D, Cy², C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, CN; wherein said C₁₋₆ alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;

Cy² is selected from 4-10 membered heterocycloalkyl, and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰;

R³ is selected from H, D, Cy³, halo and CN;

Cy³ is 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the 5-10 membered heteroaryl is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹³;

each R⁴ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, D, CN and OR^{a8}; wherein said C₁₋₆ alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁵;

each R⁵ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, D, CN, OR^{a9} and NR^{c9}R^{d9};

R^A is selected from H, D, Cy^1 , C_{1-6} alkyl, C_{1-6} haloalkyl, halo, CN, OR^{a11} , $C(O)NR^{c11}R^{d11}$, and $NR^{c11}R^{d11}$; wherein said C_{1-6} alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 ;

Cy^1 is 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7 ;

each R^7 is independently selected from C_{1-6} alkyl, halo, D, CN, OR^{a12} and $NR^{c12}R^{d12}$; each R^{10} is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, 4-10 membered heterocycloalkyl, halo, D, CN, OR^{a1} , $C(O)NR^{c1}R^{d1}$ and $NR^{c1}R^{d1}$; wherein said C_{1-6} alkyl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} ;

each R^{11} is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, halo, D, CN and OR^{a2} ;

each R^{13} is independently selected from C_{1-6} alkyl and C_{1-6} haloalkyl;

each R^{a1} , R^{c1} and R^{d1} is independently selected from H, C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-10} cycloalkyl; wherein said C_{1-6} alkyl and C_{3-10} cycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} ;

each R^{a2} , R^{c2} and R^{d2} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; each R^{a8} , R^{c8} and R^{d8} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; each R^{a9} , R^{c9} and R^{d9} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; each R^{a11} , R^{c11} and R^{d11} is independently selected from H, C_{1-6} alkyl and C_{1-6}

haloalkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 ;

each R^{a12} , R^{c12} and R^{d12} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;

each R^{a15} , R^{c15} and R^{d15} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8 ;

each R^8 is independently selected from OH, CN, halo, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy, C_{1-6} haloalkoxy, amino, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl; and

n is 0, 1, 2 or 3.

In some embodiments, provided herein is a compound of Formula (I), or a pharmaceutically acceptable salt thereof, wherein:

Cy^A is C₃₋₁₂ cycloalkyl or 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of the 4-12 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₂ cycloalkyl and 4-12 membered heterocycloalkyl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^A;

A is N or CR¹⁶;

R¹⁶ is selected from H, D, C₁₋₆ alkyl, halo, CN and OR^{a16};

R¹ is selected from H, D, halo, CN, C₁₋₆ alkyl and OR^{a15}; wherein the C₁₋₆ alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g;

R² is selected from H, D, Cy², C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, CN and S(O)₂R^b; wherein said C₁₋₆ alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;

Cy² is selected from C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰;

R³ is selected from H, D, Cy³, halo and CN;

Cy³ is 6-10 membered heteroaryl; wherein the 6-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S;

each R⁴ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, halo, D, CN and OR^{a8};

each R⁵ is independently selected from halo, D and CN;

R^A is selected from H, D, Cy^1 , C_{1-6} alkyl, C_{1-6} haloalkyl, halo, CN, OR^{a11} , $C(O)NR^{c11}R^{d11}$, and $NR^{c11}R^{d11}$; wherein said C_{1-6} alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 ;

Cy^1 is selected from C_{3-10} cycloalkyl and 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-10} cycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7 ;

each R^7 is independently selected from C_{1-6} alkyl, halo, D, CN, OR^{a12} and $NR^{c12}R^{d12}$;

each R^{10} is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, 4-10 membered heterocycloalkyl, halo, D, CN, OR^{a1} , $C(O)NR^{c1}R^{d1}$ and $NR^{c1}R^{d1}$; wherein said C_{1-6} alkyl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} ;

each R^{11} is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, halo, D, CN and OR^{a2} ;

each R^{13} is independently selected from C_{1-6} alkyl;

each R^b is independently C_{1-6} alkyl;

each R^{a1} , R^{c1} and R^{d1} is independently selected from H, C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-10} cycloalkyl; wherein said C_{1-6} alkyl and C_{3-10} cycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} ;

each R^{a2} , R^{c2} and R^{d2} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;

each R^{a8} , R^{c8} and R^{d8} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;

each R^{a11} , R^{c11} and R^{d11} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 ;

each R^{a12} , R^{c12} and R^{d12} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;

each R^{a15} , R^{c15} and R^{d15} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

R^{a16} is independently selected from H and C_{1-6} alkyl;

each R^g is independently selected from OH, CN, halo, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy, C_{1-6} haloalkoxy, amino, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl; and

n is 0, 1, 2 or 3.

In some embodiments, Cy^A is 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of the 4-12 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-12 membered heterocycloalkyl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^A.

In some embodiments, Cy^A is selected from 2,5-diazabicyclo[2.2.1]heptan-2-yl; 3-aminopyrrolidin-1-yl; 2-(aminomethyl)pyrrolidin-1-yl; 2-(hydroxymethyl)pyrrolidin-1-yl; 2-(methoxymethyl)pyrrolidin-1-yl; 4-amino-2-(hydroxymethyl)pyrrolidin-1-yl; 4-hydroxy-2-methylpyrrolidin-1-yl; 2-(pyridin-2-yl)pyrrolidin-1-yl; hexahydropyrrolo[3,4-b]pyrrol-1(2H)-yl; 2-methylpiperazin-1-yl; 2-(hydroxymethyl)piperazin-1-yl; 3-(hydroxymethyl)morpholino; 5-ethyl-2,5-diazabicyclo[2.2.1]heptan-2-yl; (2-hydroxyethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl; 5-(propylcarbamoyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl; 4-hydroxy-2-(hydroxymethyl)pyrrolidin-1-yl; 2-(hydroxymethyl)-5-methylpiperazin-1-yl; 6-(hydroxymethyl)-4,7-diazaspiro[2.5]octan-7-yl; 4-amino-2-(1-hydroxycyclopropyl)pyrrolidin-1-yl; 4-amino-2-(2-hydroxypropan-2-yl)pyrrolidin-1-yl; 4-amino-2-(hydroxymethyl-d2)pyrrolidin-1-yl; 3-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl; 4-amino-2-methylpiperidin-1-yl; piperidin-4-yl; 4-(dimethylamino)-2-(hydroxymethyl)pyrrolidin-1-yl; 2-(hydroxymethyl)-4-(isopropylamino)pyrrolidin-1-yl; 4-(hydroxymethyl)-5-methyl-2,5-diazabicyclo[2.2.1]heptan-2-yl; 2-(hydroxymethyl)morpholino; 2-(2-((dimethylamino)methyl)morpholino); 2-(cyanomethyl)morpholino; 3-oxotetrahydro-3H-oxazolo[3,4-a]pyrazin-7(1H)-yl; 3-(hydroxymethyl)piperazin-1-yl; 3-(methoxymethyl)azetidin-1-yl; 2-(hydroxymethyl)azetidin-1-yl; 2-((dimethylamino)methyl)azetidin-1-yl; 4-methylpiperazin-1-yl; and 4-(2-hydroxyethyl)piperazin-1-yl.

In some embodiments, Cy^A is selected from 2,5-diazabicyclo[2.2.1]heptan-2-yl; 3-aminopyrrolidin-1-yl; 2-(aminomethyl)pyrrolidin-1-yl; 2-(hydroxymethyl)pyrrolidin-1-yl; 2-(methoxymethyl)pyrrolidin-1-yl; 4-amino-2-(hydroxymethyl)pyrrolidin-1-yl; 4-hydroxy-2-methylpyrrolidin-1-yl; 2-(pyridin-2-yl)pyrrolidin-1-yl; hexahydropyrrolo[3,4-b]pyrrol-1(2H)-yl; 2-methylpiperazin-1-yl; 2-(hydroxymethyl)piperazin-1-yl; 3-(hydroxymethyl)morpholino; 5-ethyl-2,5-diazabicyclo[2.2.1]heptan-2-yl; (2-hydroxyethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl; 5-(propylcarbamoyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl; 4-hydroxy-2-

(hydroxymethyl)pyrrolidin-1-yl; 2-(hydroxymethyl)-5-methylpiperazin-1-yl; 6-(hydroxymethyl)-4,7-diazaspiro[2.5]octan-7-yl; 4-amino-2-(1-hydroxycyclopropyl)pyrrolidin-1-yl; 4-amino-2-(2-hydroxypropan-2-yl)pyrrolidin-1-yl; 4-amino-2-(hydroxymethyl-d2)pyrrolidin-1-yl; 3-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl; and 4-amino-2-methylpiperidin-1-yl.

In some embodiments, Cy^A is selected from 2,5-diazabicyclo[2.2.1]heptan-2-yl; 3-aminopyrrolidin-1-yl; 2-(aminomethyl)pyrrolidin-1-yl; 2-(hydroxymethyl)pyrrolidin-1-yl; 2-(methoxymethyl)pyrrolidin-1-yl; 4-amino-2-(hydroxymethyl)pyrrolidin-1-yl; 4-hydroxy-2-methylpyrrolidin-1-yl; 2-(pyridin-2-yl)pyrrolidin-1-yl; hexahydropyrrolo[3,4-b]pyrrol-1(2H)-yl; 2-methylpiperazin-1-yl; 2-(hydroxymethyl)piperazin-1-yl; 3-(hydroxymethyl)morpholino; 5-ethyl-2,5-diazabicyclo[2.2.1]heptan-2-yl; (2-hydroxyethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl; and 5-(propylcarbamoyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl.

In some embodiments, Cy^A is selected from 4-hydroxy-2-(hydroxymethyl)pyrrolidin-1-yl; 2-(hydroxymethyl)-5-methylpiperazin-1-yl; 6-(hydroxymethyl)-4,7-diazaspiro[2.5]octan-7-yl; 4-amino-2-(1-hydroxycyclopropyl)pyrrolidin-1-yl; 4-amino-2-(2-hydroxypropan-2-yl)pyrrolidin-1-yl; 4-amino-2-(hydroxymethyl-d2)pyrrolidin-1-yl; 3-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl; and 4-amino-2-methylpiperidin-1-yl.

In some embodiments, Cy^A is 4-amino-2-(hydroxymethyl)pyrrolidin-1-yl.

In some embodiments, Cy^A is a 5-membered heterocycloalkyl.

In some embodiments, Cy^A is selected from 2,5-diazabicyclo[2.2.1]heptanyl, pyrrolidinyl, hexahydropyrrolo[3,4-b]pyrrol-1(2H)-yl, and piperazinyl, each of which is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^A.

In some embodiments, Cy^A is C₃₋₁₀ cycloalkyl, wherein the C₃₋₁₀ cycloalkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^A. In some embodiments, Cy^A is selected from cyclopentyl and cyclohexyl, wherein the cyclopentyl and cyclohexyl are optionally substituted with NH₂.

In some embodiments, A is N.

In some embodiments, A is CF.

In some embodiments, A is CR¹⁶.

In some embodiments, R¹⁶ is H, CN, or OR¹⁶.

In some embodiments, R¹⁶ is independently selected from H and C₁₋₆ alkyl. In some embodiments, R¹⁶ is methyl.

In some embodiments, R^1 is selected from H, D, halo, CN, C_{1-6} alkyl and OR^{a15} ; wherein the C_{1-6} alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g .

In some embodiments, R^1 is selected from H, D, F, CN, methyl, hydroxymethyl and methoxy.

In some embodiments, R^1 is H or D. In some embodiments, R^1 is H. In some embodiments, R^1 is D.

In some embodiments, R^1 is halo.

In some embodiments, R^1 is F.

In some embodiments, R^1 is OR^{a15} .

In some embodiments, R^1 is methoxy.

In some embodiments, R^1 is C_{1-6} alkyl; wherein the C_{1-6} alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g .

In some embodiments, R^1 is hydroxymethyl.

In some embodiments, R^1 is CN.

In some embodiments, R^1 is methyl.

In some embodiments, R^2 is selected from H, D, Cy^2 , C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, CN, NO_2 , OR^a , SR^a , $C(O)R^b$, $C(O)NR^cR^d$, $C(O)OR^a$, NR^cR^d , $NR^cC(O)R^b$, $NR^cC(O)OR^a$, and $S(O)_2R^b$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10} .

In some embodiments, R^2 is selected from H, D, Cy^2 , C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, CN, NO_2 , OR^a , SR^a , $C(O)R^b$, $C(O)NR^cR^d$, $C(O)OR^a$, NR^cR^d , $NR^cC(O)R^b$, and $NR^cC(O)OR^a$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10} .

In some embodiments, R^2 is selected from H, D, Cy^2 , C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, CN, and OR^a ; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10} .

In some embodiments, R^2 is selected from H, D, Cy^2 , C_{1-6} alkyl, C_{1-6} haloalkyl, halo, CN; wherein said C_{1-6} alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10} .

In some embodiments, R^2 is selected from H, D, Cy^2 , C_{1-6} alkyl, halo, and $S(O)_2R^b$; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10} .

In some embodiments, R^2 is selected from H, D, Cy^2 , C_{1-6} alkyl, and halo; wherein
5 said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10} .

In some embodiments, R^2 is H or D. In some embodiments, R^2 is H. In some embodiments, R^2 is D.

In some embodiments, R^2 is C_{1-6} alkyl; wherein said C_{1-6} alkyl is optionally
10 substituted with 1, 2, 3, or 4 substituents independently selected from R^{10} .

In some embodiments, R^2 is selected from isopropyl, F, Cl, Br, and $S(O)_2CH_3$.

In some embodiments, R^2 is isopropyl.

In some embodiments, R^2 is halo.

In some embodiments, R^2 is selected from Br, Cl, and F.

15 In some embodiments, R^2 is Br.

In some embodiments, R^2 is $S(O)_2CH_3$.

In some embodiments, R^2 is Cy^2 .

In some embodiments, Cy^2 is selected from 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are
20 optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are
25 each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{10} .

In some embodiments, Cy^2 is selected from 4-10 membered heterocycloalkyl, and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of
30 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{10} .

In some embodiments, Cy² is C₆₋₁₀ aryl optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰.

Cy² is selected from 1-methyl-1*H*-pyrazol-4-yl; 6-(hydroxymethyl)pyridin-3-yl; 6-(methylcarbamoyl)pyridin-3-yl; 1-methyl-6-oxo-1,6-dihydropyridin-3-yl; 2-methylpyridin-3-yl; 4-methoxypyridin-3-yl; 4-cyanopyridin-3-yl; 1,3,5-trimethyl-1*H*-pyrazol-4-yl; morpholino; azetidin-1-yl; 2-(methoxymethyl)azetidin-1-yl; 3-cyanopyridin-4-yl; 3-methoxypyridin-4-yl; 2-cyano-6-fluorophenyl; 3-cyanopyridin-2-yl; 4-cyano-1-methyl-1*H*-pyrazol-5-yl; tetrahydro-2*H*-pyran-4-yl; 5-cyano-2-(pyrrolidin-1-yl)pyridin-4-yl; and 1-cyanocyclopropyl. In some embodiments, Cy² is selected from 1-methyl-1*H*-pyrazol-4-yl; 6-(hydroxymethyl)pyridin-3-yl; 6-(methylcarbamoyl)pyridin-3-yl; 1-methyl-6-oxo-1,6-dihydropyridin-3-yl; 2-methylpyridin-3-yl; 4-methoxypyridin-3-yl; 4-cyanopyridin-3-yl; 1,3,5-trimethyl-1*H*-pyrazol-4-yl; morpholino; azetidin-1-yl; 2-(methoxymethyl)azetidin-1-yl; 3-cyanopyridin-4-yl; 3-methoxypyridin-4-yl; 2-cyano-6-fluorophenyl; 3-cyanopyridin-2-yl; and 4-cyano-1-methyl-1*H*-pyrazol-5-yl.

In some embodiments, Cy² is selected from 1-methyl-1*H*-pyrazol-4-yl; 6-(hydroxymethyl)pyridin-3-yl; 6-(methylcarbamoyl)pyridin-3-yl; 1-methyl-6-oxo-1,6-dihydropyridin-3-yl; 2-methylpyridin-3-yl; 4-methoxypyridin-3-yl; 4-cyanopyridin-3-yl; 1,3,5-trimethyl-1*H*-pyrazol-4-yl; morpholino; and azetidin-1-yl.

In some embodiments, Cy² is selected from 2-(methoxymethyl)azetidin-1-yl; 3-cyanopyridin-4-yl; 3-methoxypyridin-4-yl; 2-cyano-6-fluorophenyl; 3-cyanopyridin-2-yl; and 4-cyano-1-methyl-1*H*-pyrazol-5-yl.

In some embodiments, Cy² is selected from 3-cyanopyridin-4-yl; 4-cyanopyridin-3-yl; and 3-cyanopyridin-2-yl. In some embodiments, Cy² is 4-cyanopyridin-3-yl.

In some embodiments, Z is N.

In some embodiments, Z is CR³.

In some embodiments, R³ is selected from H, D, Cy³, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, NO₂, OR^{a4}, SR^{a4}, C(O)R^{b4}, C(O)NR^{c4}R^{d4}, C(O)OR^{a4}, OC(O)R^{b4}, OC(O)NR^{c4}R^{d4}, NR^{c4}R^{d4}, NR^{c4}C(O)R^{b4}, NR^{c4}C(O)OR^{a4}, NR^{c4}C(O)NR^{c4}R^{d4}, NR^{c4}S(O)R^{b4}, NR^{c4}S(O)₂R^{b4}, NR^{c4}S(O)₂NR^{c4}R^{d4}, S(O)R^{b4}, S(O)NR^{c4}R^{d4}, S(O)₂R^{b4}, S(O)₂NR^{c4}R^{d4} and BR^{h4}Rⁱ⁴; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹³.

In some embodiments, R³ is selected from H, D, Cy³, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, NO₂, OR^{a4}, SR^{a4}, C(O)R^{b4}, NR^{c4}R^{d4}, and NR^{c4}C(O)R^{b4};

wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹³.

In some embodiments, R³ is selected from H, D, Cy³, halo and CN. In some embodiments R³ is selected from H, D, F, Br, and CN.

5 In some embodiments, R³ is H or D. In some embodiments, R³ is H. In some embodiments, R³ is D.

In some embodiments, R³ is halo.

In some embodiments, R³ is Br.

In some embodiments, R³ is F.

10 In some embodiments, R³ is CN.

In some embodiments, R³ is Cy³.

In some embodiments, Cy³ is 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the 5-10 membered heteroaryl is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹³.

In some embodiments, Cy³ is 6-10 membered heteroaryl; wherein the 6-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 6-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the 6-10 membered heteroaryl is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹³.

25 In some embodiments, Cy³ is selected from pyridin-3-yl and 1-methyl-1*H*-pyrazol-4-yl.

In some embodiments, R⁴ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, NO₂, OR^{a8}, SR^{a8}, C(O)R^{b8}, C(O)NR^{c8}R^{d8}, C(O)OR^{a8}, OC(O)R^{b8}, OC(O)NR^{c8}R^{d8}, NR^{c8}R^{d8}, NR^{c8}C(O)R^{b8}, NR^{c8}C(O)OR^{a8}, NR^{c8}C(O)NR^{c8}R^{d8}, C(=NR^{e8})R^{b8}, C(=NOR^{a8})R^{b8}, C(=NR^{e8})NR^{c8}R^{d8}, NR^{c8}C(=NR^{e8})NR^{c8}R^{d8}, NR^{c8}S(O)R^{b8}, NR^{c8}S(O)₂R^{b8}, NR^{c8}S(O)₂NR^{c8}R^{d8}, S(O)R^{b8}, S(O)NR^{c8}R^{d8}, S(O)₂R^{b8}, S(O)₂NR^{c8}R^{d8} and BR^{h8}Rⁱ⁸, wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered

heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁵.

In some embodiments, R⁴ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, D, CN, NO₂, OR^{a8}, SR^{a8}, C(O)R^{b8}, C(O)NR^{c8}R^{d8}, C(O)OR^{a8},
 5 NR^{c8}R^{d8}, NR^{c8}C(O)R^{b8}, NR^{c8}C(O)OR^{a8}, S(O)R^{b8}, S(O)NR^{c8}R^{d8}, S(O)₂R^{b8}, and S(O)₂NR^{c8}R^{d8}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, and C₂₋₆ alkynyl are each optionally substituted with 1 or 2 substituents independently selected from R⁵.

In some embodiments, R⁴ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, halo, D, CN and OR^{a8}; wherein said C₁₋₆ alkyl, is optionally substituted with
 10 1, 2, 3, or 4 substituents independently selected from R⁵.

In some embodiments, each R⁴ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, D, CN and OR^{a8}; wherein said C₁₋₆ alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁵.

In some embodiments, each R⁴ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, D, CN, and OR^{a8}.
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In some embodiments, each R⁴ is independently selected from D, methyl, F, Cl, CN, methoxy, methoxy-d₃, ethoxy, difluoromethoxy, and cyclopropyl.

In some embodiments, each R⁴ is independently selected from halo and OR^{a8}.

In some embodiments, each R⁴ is independently selected from F and methoxy.

In some embodiments, each R⁴ is independently selected from halo.

20 In some embodiments, each R⁴ is independently selected from F and Cl.

In some embodiments, each R⁴ is independently selected from F and methyl.

In some embodiments, each R⁴ is F.

In some embodiments, R⁴ is not unsubstituted or substituted 4-morpholinyl, unsubstituted or substituted 4-thiomorpholinyl, unsubstituted or substituted 1-oxido-4-thiomorpholinyl, or unsubstituted or substituted 1,1-dioxido-4-thiomorpholinyl.
 25

In some embodiments, each R⁵ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, D, CN, OR^{a9} and NR^{c9}R^{d9}.

In some embodiments, each R⁵ is independently selected from F and D.

In some embodiments, each R^A is selected from H, D, Cy¹, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, NO₂, OR^{a11}, SR^{a11}, C(O)R^{b11}, C(O)NR^{c11}R^{d11}, C(O)OR^{a11}, and NR^{c11}R^{d11}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁷.
 30

In some embodiments, R^A is selected from H, D, Cy^1 , C_{1-6} alkyl, C_{1-6} haloalkyl, halo, CN, OR^{a11} , $C(O)NR^{c11}R^{d11}$, and $NR^{c11}R^{d11}$; wherein said C_{1-6} alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 .

In some embodiments, R^A is selected from Cy^1 , C_{1-6} alkyl, OR^{a11} , $C(O)NR^{c11}R^{d11}$, and $NR^{c11}R^{d11}$; wherein said C_{1-6} alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 .

In some embodiments, R^A is C_{1-6} alkyl; wherein said C_{1-6} alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 .

In some embodiments, R^A is selected from methyl and ethyl; wherein said methyl and ethyl are each optionally substituted with 1, 2, or 3 substituents independently selected from R^7 .

In some embodiments, R^A is Cy^1 .

In some embodiments, R^A is selected from OH, NH_2 , aminomethyl, hydroxymethyl, methoxymethyl, OH, pyridinyl, ethyl, hydroxyethyl, and propylcarbamoyl.

In some embodiments, Cy^1 is selected from C_{3-10} cycloalkyl and 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-10} cycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7 .

In some embodiments, Cy^1 is 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; and wherein the 5-10 membered heteroaryl is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7 .

In some embodiments, Cy^1 is selected from C_{3-10} cycloalkyl optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7 .

In some embodiments, Cy^1 is pyridinyl. In some embodiments, Cy^1 is cyclopropyl.

In some embodiments, each R^7 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, D, CN, NO_2 , OR^{a12} , SR^{a12} , $C(O)R^{b12}$, $C(O)NR^{c12}R^{d12}$, $C(O)OR^{a12}$, $OC(O)R^{b12}$, and $NR^{c12}R^{d12}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8 .

In some embodiments, each R^7 is independently selected from C_{1-6} alkyl, halo, D, CN, OR^{a12} and $NR^{c12}R^{d12}$.

In some embodiments, each R^7 is independently selected from CN, OR^{a12} , $NR^{c12}R^{d12}$, and D.

5 In some embodiments, each R^7 is independently selected from OR^{a12} , D, and $NR^{c12}R^{d12}$.

In some embodiments, each R^7 is independently selected from D, CN, NH_2 , and methoxy.

10 In some embodiments, each R^7 is independently selected from OH, D, NH_2 , and methoxy.

In some embodiments, each R^{10} is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, 4-10 membered heterocycloalkyl, halo, D, CN, OR^{a1} , $C(O)NR^{c1}R^{d1}$ and $NR^{c1}R^{d1}$; wherein said C_{1-6} alkyl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} .

15 In some embodiments, each R^{10} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, 4-10 membered heterocycloalkyl, halo, D, CN, NO_2 , OR^{a1} , SR^{a1} , $C(O)R^{b1}$, $C(O)NR^{c1}R^{d1}$, $C(O)OR^{a1}$, $OC(O)R^{b1}$, $OC(O)NR^{c1}R^{d1}$, $NR^{c1}R^{d1}$, $NR^{c1}C(O)R^{b1}$, $NR^{c1}C(O)OR^{a1}$, and $NR^{c1}C(O)NR^{c1}R^{d1}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} .

In some embodiments, each R^{10} is independently selected from C_{1-6} alkyl, 4-10 membered heterocycloalkyl, CN, OH, OR^{a1} , $C(O)NR^{c1}R^{d1}$ and $NR^{c1}R^{d1}$; wherein said C_{1-6} alkyl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} .

25 In some embodiments, each R^{10} is independently selected from C_{1-6} alkyl, 4-10 membered heterocycloalkyl, halo, CN, OH, OR^{a1} , $C(O)NR^{c1}R^{d1}$ and $NR^{c1}R^{d1}$; wherein said C_{1-6} alkyl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} .

30 In some embodiments, each R^{10} is independently selected from OH, CN, methyl, hydroxymethyl, methylcarbamoyl, methoxy, morpholino, and cyclobutylamino.

In some embodiments, each R^{10} is independently selected from OH, F, CN, methyl, hydroxymethyl, methylcarbamoyl, methoxy, morpholino, and cyclobutylamino.

In some embodiments, each R^{11} is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, halo, D, CN and OR^{a2} .

In some embodiments, each R^{11} is OR^{a2} . In some embodiments, each R^{11} is OH.

In some embodiments, each R^{13} is independently selected from C_{1-6} alkyl and C_{1-6} haloalkyl.

In some embodiments, each R^{13} is independently C_{1-6} alkyl.

5 In some embodiments, R^{13} is methyl.

In some embodiments, each R^{a1} , R^{c1} and R^{d1} is independently selected from H, C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-10} cycloalkyl; wherein said C_{1-6} alkyl and C_{3-10} cycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} .

10 In some embodiments, each R^{a1} , R^{c1} and R^{d1} is independently selected from H, C_{1-6} alkyl, and C_{3-10} cycloalkyl; wherein said C_{1-6} alkyl and C_{3-10} cycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} .

In some embodiments, each R^{a2} , R^{c2} and R^{d2} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl. In some embodiments, each R^{a2} , R^{c2} and R^{d2} is independently H.

15 In some embodiments, each R^{a8} , R^{c8} and R^{d8} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl. In some embodiments, each R^{a8} , R^{c8} and R^{d8} is independently selected from H and C_{1-6} alkyl.

In some embodiments, each R^{a9} , R^{c9} and R^{d9} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl. In some embodiments, each R^{a9} , R^{c9} and R^{d9} is independently selected from H and C_{1-6} alkyl.

20 In some embodiments, each R^{a11} , R^{c11} and R^{d11} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 . In some embodiments, each R^{a11} , R^{c11} and R^{d11} is independently selected from H and C_{1-6} alkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 .

25 In some embodiments, each R^{a12} , R^{c12} and R^{d12} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl.

In some embodiments, R^{a12} is H.

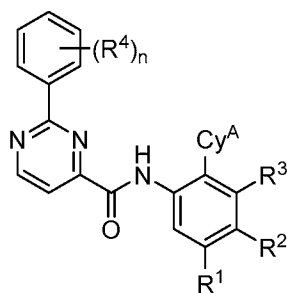
In some embodiments, R^{c12} and R^{d12} are each H.

30 In some embodiments, each R^{a15} , R^{c15} and R^{d15} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g . In some embodiments, each R^{a15} , R^{c15} and R^{d15} is independently selected from H and C_{1-6} alkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g .

In some embodiments, each R^g is independently selected from OH, CN, halo, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy, C_{1-6} haloalkoxy, amino, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl. In some embodiments, each R^g is OH.

In some embodiments, n is 0, 1, 2, 3 or 4. In some embodiments, n is 0, 1, 2, or 3. In some embodiments, n is 0. In some embodiments, n is 1. In some embodiments, n is 2. In some embodiments, n is 3. In some embodiments, n is 4.

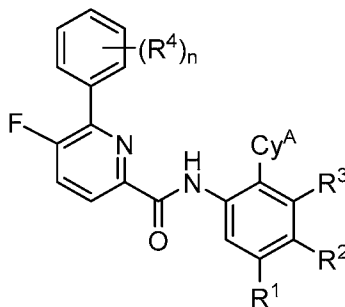
In some embodiments, provided herein is a compound having Formula IA:



IA,

or a pharmaceutically acceptable salt thereof.

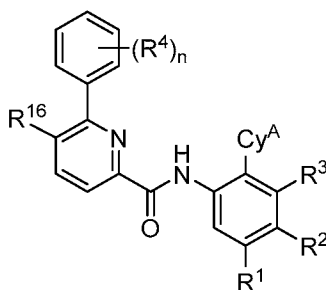
In some embodiments, provided herein is a compound having Formula IB:



IB,

or a pharmaceutically acceptable salt thereof.

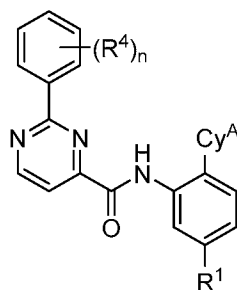
In some embodiments, provided herein is a compound having Formula IC:



IC,

or a pharmaceutically acceptable salt thereof.

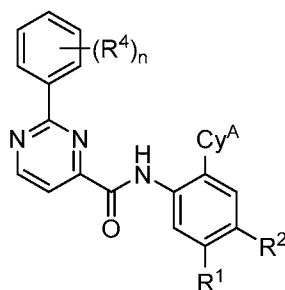
In some embodiments, provided herein is a compound having Formula IIA:



IIA,

or a pharmaceutically acceptable salt thereof.

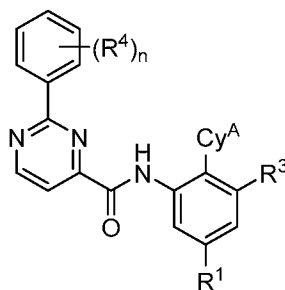
5 In some embodiments, provided herein is a compound having Formula IIB:



IIB,

or a pharmaceutically acceptable salt thereof.

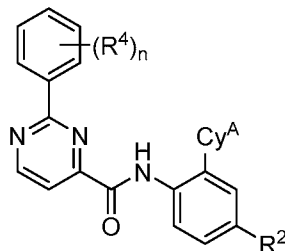
In some embodiments, provided herein is a compound having Formula IIC:



IIC,

or a pharmaceutically acceptable salt thereof.

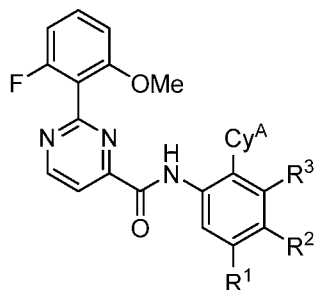
In some embodiments, provided herein is a compound having Formula IID:



IID,

or a pharmaceutically acceptable salt thereof.

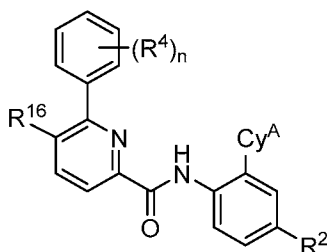
In some embodiments, provided herein is a compound having Formula III:



5 III,

or a pharmaceutically acceptable salt thereof.

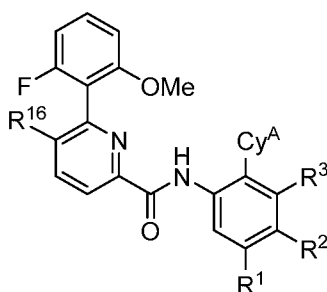
In some embodiments, provided herein is a compound having Formula IV:



IV,

10 or a pharmaceutically acceptable salt thereof.

In some embodiments, provided herein is a compound having Formula V:

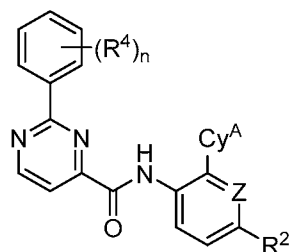


V,

or a pharmaceutically acceptable salt thereof.

15

In some embodiments, provided herein is a compound having Formula VI:



VI,

or a pharmaceutically acceptable salt thereof.

5 In some embodiments, provided herein is a compound selected from:

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*S*)-*N*-(2-(3-aminopyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

10 (*R*)-*N*-(2-(2-(aminomethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(5-fluoro-2-(2-(hydroxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(5-fluoro-2-(2-(methoxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

15 *N*-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(5-fluoro-2-((2*S*,4*S*)-4-hydroxy-2-methylpyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

20 *N*-(5-fluoro-2-(2-(pyridin-2-yl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(5-fluoro-2-(hexahydropyrrolo[3,4-*b*]pyrrol-1(2*H*)-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(5-fluoro-2-(2-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(5-fluoro-2-(2-(hydroxymethyl)piperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

25 *N*-(5-fluoro-2-(3-(hydroxymethyl)morpholino)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-3-bromo-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-3-cyanophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

5 *N*-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-3-(pyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-3-(1-methyl-1*H*-pyrazol-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

10 *N*-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(hydroxymethyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-bromo-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(1-methyl-1*H*-pyrazol-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

15 *N*-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(6-(hydroxymethyl)pyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(6-(methylcarbamoyl)pyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-

20 carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(1-methyl-6-oxo-1,6-dihydropyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(2-methylpyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

25 *N*-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-(2-methylpyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-(4-methoxypyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

30 *N*-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-(1,3,5-trimethyl-1*H*-pyrazol-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-morpholinophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(azetidin-1-yl)-2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(morpholinomethyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

5 *N*-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-((cyclobutylamino)methyl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*R*,4*R*)-5-ethyl-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

10 *N*-(5-fluoro-2-((1*R*,4*R*)-5-(2-hydroxyethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(1*R*,4*R*)-5-(4-fluoro-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-*N*-propyl-2,5-diazabicyclo[2.2.1]heptane-2-carboxamide;

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-methoxyphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

15 *N*-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-(hydroxymethyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide; and

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-cyanophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

or a pharmaceutically acceptable salt thereof.

20 In some embodiments, provided herein is a compound selected from:

N-(4-(azetidin-1-yl)-2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-((*S*)-2-(methoxymethyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

25 *N*-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-(3-cyanopyridin-4-yl)-3-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(3-cyanopyridin-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

30 *N*-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(2-methylpyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(3-methoxypyridin-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(3-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-2'-cyano-6'-fluorobiphenyl-4-yl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(3-cyanopyridin-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

5 *N*-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyano-1-methyl-1*H*-pyrazol-5-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-isopropylphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

10 *N*-(4-(3-cyanopyridin-4-yl)-2-((2*S*,4*S*)-4-hydroxy-2-(hydroxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-cyanopyridin-3-yl)-2-((2*S*,5*R*)-2-(hydroxymethyl)-5-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-cyanopyridin-3-yl)-2-((2*S*,5*S*)-2-(hydroxymethyl)-5-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

15 (*S*)-*N*-(4-(4-cyanopyridin-3-yl)-2-(6-(hydroxymethyl)-4,7-diazaspiro[2.5]octan-7-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-amino-2-(1-hydroxycyclopropyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

20 *N*-(2-((2*S*,4*S*)-4-amino-2-(2-hydroxypropan-2-yl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl-*d*2)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

25 *N*-(4-(4-cyanopyridin-3-yl)-2-((1*S*,3*R*,4*S*)-3-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-cyanopyridin-3-yl)-2-((1*S*,4*S*)-1-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

30 *N*-(2-((2*S*,4*S*)-4-amino-2-methylpiperidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-6-(2-fluoro-6-methoxyphenyl)picolinamide;

N-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-5-cyano-6-(2-fluoro-6-methoxyphenyl)picolinamide;

N-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-6-(2-fluoro-6-methoxyphenyl)-5-methoxypicolinamide;

N-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide;

5 *N*-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methylphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-chloro-6-fluorophenyl)pyrimidine-4-carboxamide;

10 *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-6-(1,3,5-trimethyl-1*H*-pyrazol-4-yl)pyridin-3-yl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(3-cyano-2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

15 *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2,3-difluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-(methoxy-*d*₃)-3-methylphenyl)pyrimidine-4-carboxamide;

20 *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxy-4-methylphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3,6-difluoro-2-methylphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2,3-difluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

25 *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3,6-difluoro-2-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3-cyano-2-fluoro-6-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxamide;

30 *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3,6-difluoro-2-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2,3-difluoro-6-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-(methoxy-*d*₃)phenyl-5-*d*)pyrimidine-4-carboxamide;

2-(2-Fluoro-6-methoxyphenyl)-*N*-(2-(piperidin-4-yl)phenyl)pyrimidine-4-carboxamide;

N-(2-(*cis*)-4-Aminocyclohexyl)phenyl)-2-(2-fluoro-6-methoxyphenyl) pyrimidine-4-carboxamide;

5 *N*-(2-(*trans*)-4-Aminocyclohexyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-(3-Aminocyclohexyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

10 *N*-(2-(3-aminocyclopentyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((*cis*)-4-Aminocyclohexyl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((*trans*)-4-Aminocyclohexyl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

15 *N*-(2-((*cis*)-4-Aminocyclohexyl)-4-(4-cyano-1-methyl-1*H*-pyrazol-5-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((*trans*)-4-aminocyclohexyl)-4-(4-cyano-1-methyl-1*H*-pyrazol-5-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

20 *N*-(2-((*cis*)-4-Aminocyclohexyl)-4-(1,3,5-trimethyl-1*H*-pyrazol-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(methylsulfonyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

25 *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-methylphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-(Dimethylamino)-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

30 *N*-(5-Fluoro-2-((2*S*,4*S*)-2-(hydroxymethyl)-4-(isopropylamino)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(tetrahydro-2*H*-pyran-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-chlorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(5-cyano-2-(pyrrolidin-1-yl)pyridin-4-yl)phenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide;

5 *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(1-cyanocyclopropyl)phenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-(difluoromethoxy)-6-fluorophenyl)pyrimidine-4-carboxamide;

10 *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-cyclopropyl-6-fluorophenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-ethoxy-6-fluorophenyl)pyrimidine-4-carboxamide;

15 *N*-(4-(4-Cyanopyridin-3-yl)-2-((1*S*,4*S*)-4-(hydroxymethyl)-5-methyl-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*S*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(2-(hydroxymethyl)morpholino)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

20 (*S*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(2-((dimethylamino)methyl)morpholino)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(2-(2-(Cyanomethyl)morpholino)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

25 (*R*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(3-oxotetrahydro-3*H*-oxazolo[3,4-*a*]pyrazin-7(1*H*)-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*S*)-*N*-(5-Fluoro-2-(3-(hydroxymethyl)piperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-(3-(methoxymethyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

30 (*S*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(2-(hydroxymethyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(2-((dimethylamino)methyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-(4-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-(4-(2-hydroxyethyl)piperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide; and

5 *(S)*-*N*-(5-Fluoro-2-(3-(hydroxymethyl)piperazin-1-yl)-4-isopropylphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;
or a pharmaceutically acceptable salt thereof.

It is further appreciated that certain features of the invention, which are, for clarity,
10 described in the context of separate embodiments, can also be provided in combination in a single embodiment (while the embodiments are intended to be combined as if written in multiply dependent form). Conversely, various features of the invention which are, for brevity, described in the context of a single embodiment, can also be provided separately or in any suitable subcombination. Thus, it is contemplated as features described as
15 embodiments of the compounds of Formula (I) and (I') can be combined in any suitable combination.

At various places in the present specification, certain features of the compounds are disclosed in groups or in ranges. It is specifically intended that such a disclosure include each and every individual subcombination of the members of such groups and ranges. For
20 example, the term "C₁₋₆ alkyl" is specifically intended to individually disclose (without limitation) methyl, ethyl, C₃ alkyl, C₄ alkyl, C₅ alkyl and C₆ alkyl.

The term "n-membered," where n is an integer, typically describes the number of ring-forming atoms in a moiety where the number of ring-forming atoms is n. For example, piperidinyl is an example of a 6-membered heterocycloalkyl ring, pyrazolyl is an example of
25 a 5-membered heteroaryl ring, pyridyl is an example of a 6-membered heteroaryl ring and 1,2,3,4-tetrahydro-naphthalene is an example of a 10-membered cycloalkyl group.

At various places in the present specification, variables defining divalent linking groups may be described. It is specifically intended that each linking substituent include both the forward and backward forms of the linking substituent. For example, -NR(CR'R")_n-
30 includes both -NR(CR'R")_n- and -(CR'R")_nNR- and is intended to disclose each of the forms individually. Where the structure requires a linking group, the Markush variables listed for that group are understood to be linking groups. For example, if the structure requires a linking group and the Markush group definition for that variable lists "alkyl" or "aryl" then it

is understood that the "alkyl" or "aryl" represents a linking alkylene group or arylene group, respectively.

The term "substituted" means that an atom or group of atoms formally replaces hydrogen as a "substituent" attached to another group. The term "substituted", unless
5 otherwise indicated, refers to any level of substitution, *e.g.*, mono-, di-, tri-, tetra- or penta-substitution, where such substitution is permitted. The substituents are independently selected, and substitution may be at any chemically accessible position. It is to be understood that substitution at a given atom is limited by valency. It is to be understood that substitution at a given atom results in a chemically stable molecule. The phrase "optionally substituted"
10 means unsubstituted or substituted. The term "substituted" means that a hydrogen atom is removed and replaced by a substituent. A single divalent substituent, *e.g.*, oxo, can replace two hydrogen atoms.

The term " C_{n-m} " indicates a range which includes the endpoints, wherein n and m are integers and indicate the number of carbons. Examples include C_{1-4} , C_{1-6} and the like.

The term "alkyl" employed alone or in combination with other terms, refers to a saturated hydrocarbon group that may be straight-chained or branched. The term " C_{n-m} alkyl", refers to an alkyl group having n to m carbon atoms. An alkyl group formally corresponds to an alkane with one C-H bond replaced by the point of attachment of the alkyl group to the remainder of the compound. In some embodiments, the alkyl group contains from 1 to 6
20 carbon atoms, from 1 to 4 carbon atoms, from 1 to 3 carbon atoms, or 1 to 2 carbon atoms. Examples of alkyl moieties include, but are not limited to, chemical groups such as methyl, ethyl, *n*-propyl, isopropyl, *n*-butyl, *tert*-butyl, isobutyl, *sec*-butyl; higher homologs such as 2-methyl-1-butyl, *n*-pentyl, 3-pentyl, *n*-hexyl, 1,2,2-trimethylpropyl and the like.

The term "alkenyl" employed alone or in combination with other terms, refers to a straight-chain or branched hydrocarbon group corresponding to an alkyl group having one or
25 more double carbon-carbon bonds. An alkenyl group formally corresponds to an alkene with one C-H bond replaced by the point of attachment of the alkenyl group to the remainder of the compound. The term " C_{n-m} alkenyl" refers to an alkenyl group having n to m carbons. In some embodiments, the alkenyl moiety contains 2 to 6, 2 to 4, or 2 to 3 carbon atoms.

Example alkenyl groups include, but are not limited to, ethenyl, *n*-propenyl, isopropenyl, *n*-butenyl, *sec*-butenyl and the like.
30

The term "alkynyl" employed alone or in combination with other terms, refers to a straight-chain or branched hydrocarbon group corresponding to an alkyl group having one or more triple carbon-carbon bonds. An alkynyl group formally corresponds to an alkyne with

one C-H bond replaced by the point of attachment of the alkyl group to the remainder of the compound. The term " C_{n-m} alkynyl" refers to an alkynyl group having n to m carbons.

Example alkynyl groups include, but are not limited to, ethynyl, propyn-1-yl, propyn-2-yl and the like. In some embodiments, the alkynyl moiety contains 2 to 6, 2 to 4, or 2 to 3

5 carbon atoms.

The term "alkylene", employed alone or in combination with other terms, refers to a divalent alkyl linking group. An alkylene group formally corresponds to an alkane with two C-H bond replaced by points of attachment of the alkylene group to the remainder of the compound. The term " C_{n-m} alkylene" refers to an alkylene group having n to m carbon atoms.

10 Examples of alkylene groups include, but are not limited to, ethan-1,2-diyl, ethan-1,1-diyl, propan-1,3-diyl, propan-1,2-diyl, propan-1,1-diyl, butan-1,4-diyl, butan-1,3-diyl, butan-1,2-diyl, 2-methyl-propan-1,3-diyl and the like.

The term "alkoxy", employed alone or in combination with other terms, refers to a group of formula -O-alkyl, wherein the alkyl group is as defined above. The term " C_{n-m} alkoxy" refers to an alkoxy group, the alkyl group of which has n to m carbons. Example alkoxy groups include methoxy, ethoxy, propoxy (*e.g.*, *n*-propoxy and isopropoxy), *t*-butoxy and the like. In some embodiments, the alkyl group has 1 to 6, 1 to 4, or 1 to 3 carbon atoms. The term " C_{n-m} dialkoxy" refers to a linking group of formula -O-(C_{n-m} alkyl)-O-, the alkyl group of which has n to m carbons. Example dialkoxy groups include -OCH₂CH₂O- and

15 20 OCH₂CH₂CH₂O-. In some embodiments, the two O atoms of a C_{n-m} dialkoxy group may be attached to the same B atom to form a 5- or 6- membered heterocycloalkyl group.

The term "amino" refers to a group of formula -NH₂.

The term "carbonyl", employed alone or in combination with other terms, refers to a -C(=O)- group, which also may be written as C(O).

25 The term "cyano" or "nitrile" refers to a group of formula -C≡N, which also may be written as -CN.

The terms "halo" or "halogen", used alone or in combination with other terms, refers to fluoro, chloro, bromo and iodo. In some embodiments, "halo" refers to a halogen atom selected from F, Cl, or Br. In some embodiments, halo groups are F.

30 The term "haloalkyl" as used herein refers to an alkyl group in which one or more of the hydrogen atoms has been replaced by a halogen atom. The term " C_{n-m} haloalkyl" refers to a C_{n-m} alkyl group having n to m carbon atoms and from at least one up to $\{2(n + m) + 1\}$ halogen atoms, which may either be the same or different. In some embodiments, the halogen atoms are fluoro atoms. In some embodiments, the haloalkyl group has 1 to 6 or 1 to 4 carbon

atoms. Example haloalkyl groups include CF₃, C₂F₅, CHF₂, CH₂F, CCl₃, CHCl₂, C₂Cl₅ and the like. In some embodiments, the haloalkyl group is a fluoroalkyl group.

The term "haloalkoxy", employed alone or in combination with other terms, refers to a group of formula -O-haloalkyl, wherein the haloalkyl group is as defined above. The term
5 "C_{n-m} haloalkoxy" refers to a haloalkoxy group, the haloalkyl group of which has n to m carbons. Example haloalkoxy groups include trifluoromethoxy and the like. In some embodiments, the haloalkoxy group has 1 to 6, 1 to 4, or 1 to 3 carbon atoms.

The term "oxo" refers to an oxygen atom as a divalent substituent, forming a carbonyl group when attached to carbon, or attached to a heteroatom forming a sulfoxide or sulfone
10 group, or an N-oxide group. In some embodiments, heterocyclic groups may be optionally substituted by 1 or 2 oxo (=O) substituents.

The term "sulfido" refers to a sulfur atom as a divalent substituent, forming a thiocarbonyl group (C=S) when attached to carbon.

The term "oxidized" in reference to a ring-forming N atom refers to a ring-forming
15 N-oxide.

The term "oxidized" in reference to a ring-forming S atom refers to a ring-forming sulfonyl or ring-forming sulfinyl.

The term "aromatic" refers to a carbocycle or heterocycle having one or more polyunsaturated rings having aromatic character (*i.e.*, having $(4n + 2)$ delocalized π (pi)
20 electrons where n is an integer).

The term "aryl," employed alone or in combination with other terms, refers to an aromatic hydrocarbon group, which may be monocyclic or polycyclic (*e.g.*, having 2 fused rings). The term "C_{n-m} aryl" refers to an aryl group having from n to m ring carbon atoms. Aryl groups include, *e.g.*, phenyl, naphthyl, and the like. In some embodiments, aryl groups
25 have from 6 to about 10 carbon atoms. In some embodiments aryl groups have 6 carbon atoms. In some embodiments aryl groups have 10 carbon atoms. In some embodiments, the aryl group is phenyl. In some embodiments, the aryl group is naphthyl.

The term "heteroaryl" or "heteroaromatic," employed alone or in combination with other terms, refers to a monocyclic or polycyclic aromatic heterocycle having at least one
30 heteroatom ring member selected from sulfur, oxygen and nitrogen. In some embodiments, the heteroaryl ring has 1, 2, 3 or 4 heteroatom ring members independently selected from nitrogen, sulfur and oxygen. In some embodiments, any ring-forming N in a heteroaryl moiety can be an N-oxide. In some embodiments, the heteroaryl has 5-14 ring atoms

including carbon atoms and 1, 2, 3 or 4 heteroatom ring members independently selected from nitrogen, sulfur and oxygen. In some embodiments, the heteroaryl has 5-10 ring atoms including carbon atoms and 1, 2, 3 or 4 heteroatom ring members independently selected from nitrogen, sulfur and oxygen. In some embodiments, the heteroaryl has 5-6 ring atoms and 1 or 2 heteroatom ring members independently selected from nitrogen, sulfur and oxygen. In some embodiments, the heteroaryl is a five-membered or six-membered heteroaryl ring. In other embodiments, the heteroaryl is an eight-membered, nine-membered or ten-membered fused bicyclic heteroaryl ring. Example heteroaryl groups include, but are not limited to, pyridinyl (pyridyl), pyrimidinyl, pyrazinyl, pyridazinyl, pyrrolyl, pyrazolyl, azolyl, oxazolyl, isoxazolyl, thiazolyl, imidazolyl, furanyl, thiophenyl, quinolinyl, isoquinolinyl, naphthyridinyl (including 1,2-, 1,3-, 1,4-, 1,5-, 1,6-, 1,7-, 1,8-, 2,3- and 2,6-naphthyridine), indolyl, isoindolyl, benzothiophenyl, benzofuranyl, benzisoxazolyl, imidazo[1,2-*b*]thiazolyl, purinyl, and the like. In some embodiments, the heteroaryl group is pyridone (e.g., 2-pyridone).

A five-membered heteroaryl ring is a heteroaryl group having five ring atoms wherein one or more (e.g., 1, 2 or 3) ring atoms are independently selected from N, O and S. Exemplary five-membered ring heteroaryls include thienyl, furyl, pyrrolyl, imidazolyl, thiazolyl, oxazolyl, pyrazolyl, isothiazolyl, isoxazolyl, 1,2,3-triazolyl, tetrazolyl, 1,2,3-thiadiazolyl, 1,2,3-oxadiazolyl, 1,2,4-triazolyl, 1,2,4-thiadiazolyl, 1,2,4-oxadiazolyl, 1,3,4-triazolyl, 1,3,4-thiadiazolyl and 1,3,4-oxadiazolyl.

A six-membered heteroaryl ring is a heteroaryl group having six ring atoms wherein one or more (e.g., 1, 2 or 3) ring atoms are independently selected from N, O and S. Exemplary six-membered ring heteroaryls are pyridyl, pyrazinyl, pyrimidinyl, triazinyl, isoindolyl, and pyridazinyl.

The term "cycloalkyl," employed alone or in combination with other terms, refers to a non-aromatic hydrocarbon ring system (monocyclic, bicyclic or polycyclic), including cyclized alkyl and alkenyl groups. The term " C_{n-m} cycloalkyl" refers to a cycloalkyl that has *n* to *m* ring member carbon atoms. Cycloalkyl groups can include mono- or polycyclic (e.g., having 2, 3 or 4 fused rings) groups and spirocycles. Cycloalkyl groups can have 3, 4, 5, 6 or 7 ring-forming carbons (C_{3-7}). In some embodiments, the cycloalkyl group has 3 to 6 ring members, 3 to 5 ring members, or 3 to 4 ring members. In some embodiments, the cycloalkyl group is monocyclic. In some embodiments, the cycloalkyl group is monocyclic or bicyclic. In some embodiments, the cycloalkyl group is a C_{3-6} monocyclic cycloalkyl group. Ring-forming carbon atoms of a cycloalkyl group can be optionally oxidized to form an oxo or

sulfido group. Cycloalkyl groups also include cycloalkylidenes. In some embodiments, cycloalkyl is cyclopropyl, cyclobutyl, cyclopentyl or cyclohexyl. Also included in the definition of cycloalkyl are moieties that have one or more aromatic rings fused (*i.e.*, having a bond in common with) to the cycloalkyl ring, *e.g.*, benzo or thienyl derivatives of cyclopentane, cyclohexane and the like. A cycloalkyl group containing a fused aromatic ring can be attached through any ring-forming atom including a ring-forming atom of the fused aromatic ring. Examples of cycloalkyl groups include cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, cyclopentenyl, cyclohexenyl, cyclohexadienyl, cycloheptatrienyl, norbornyl, norpinyl, norcarnyl, bicyclo[1.1.1]pentanyl, bicyclo[2.1.1]hexanyl, and the like. In some embodiments, the cycloalkyl group is cyclopropyl, cyclobutyl, cyclopentyl, or cyclohexyl.

The term "heterocycloalkyl," employed alone or in combination with other terms, refers to a non-aromatic ring or ring system, which may optionally contain one or more alkenylene groups as part of the ring structure, which has at least one heteroatom ring member independently selected from nitrogen, sulfur, oxygen and phosphorus, and which has 4-10 ring members, 4-7 ring members, or 4-6 ring members. Included within the term "heterocycloalkyl" are monocyclic 4-, 5-, 6- and 7-membered heterocycloalkyl groups. Heterocycloalkyl groups can include mono- or bicyclic (*e.g.*, having two fused or bridged rings) or spirocyclic ring systems. In some embodiments, the heterocycloalkyl group is a monocyclic group having 1, 2 or 3 heteroatoms independently selected from nitrogen, sulfur and oxygen. Ring-forming carbon atoms and heteroatoms of a heterocycloalkyl group can be optionally oxidized to form an oxo or sulfido group or other oxidized linkage (*e.g.*, C(O), S(O), C(S) or S(O)₂, *N*-oxide *etc.*) or a nitrogen atom can be quaternized. The heterocycloalkyl group can be attached through a ring-forming carbon atom or a ring-forming heteroatom. In some embodiments, the heterocycloalkyl group contains 0 to 3 double bonds. In some embodiments, the heterocycloalkyl group contains 0 to 2 double bonds. Also included in the definition of heterocycloalkyl are moieties that have one or more aromatic rings fused (*i.e.*, having a bond in common with) to the heterocycloalkyl ring, *e.g.*, benzo or thienyl derivatives of piperidine, morpholine, azepine, *etc.* A heterocycloalkyl group containing a fused aromatic ring can be attached through any ring-forming atom including a ring-forming atom of the fused aromatic ring. Examples of heterocycloalkyl groups include 2,5-diazobicyclo[2.2.1]heptanyl; pyrrolidinyl; hexahydropyrrolo[3,4-*b*]pyrrol-1(2*H*)-yl; 1,6-dihydropyridinyl; morpholinyl; azetidiny; piperazinyl; and 4,7-diazaspiro[2.5]octan-7-yl.

At certain places, the definitions or embodiments refer to specific rings (*e.g.*, an azetidine ring, a pyridine ring, *etc.*). Unless otherwise indicated, these rings can be attached to any ring member provided that the valency of the atom is not exceeded. For example, an azetidine ring may be attached at any position of the ring, whereas an azetidin-3-yl ring is
5 attached at the 3-position.

The compounds described herein can be asymmetric (*e.g.*, having one or more stereocenters). All stereoisomers, such as enantiomers and diastereomers, are intended unless otherwise indicated. Compounds of the present invention that contain asymmetrically substituted carbon atoms can be isolated in optically active or racemic forms. Methods on
10 how to prepare optically active forms from optically inactive starting materials are known in the art, such as by resolution of racemic mixtures or by stereoselective synthesis. Many geometric isomers of olefins, C=N double bonds and the like can also be present in the compounds described herein, and all such stable isomers are contemplated in the present invention. *Cis* and *trans* geometric isomers of the compounds of the present invention are
15 described and may be isolated as a mixture of isomers or as separated isomeric forms.

Resolution of racemic mixtures of compounds can be carried out by any of numerous methods known in the art. One method includes fractional recrystallization using a chiral resolving acid which is an optically active, salt-forming organic acid. Suitable resolving agents for fractional recrystallization methods are, *e.g.*, optically active acids, such as the D
20 and L forms of tartaric acid, diacetyltartaric acid, dibenzoyltartaric acid, mandelic acid, malic acid, lactic acid or the various optically active camphorsulfonic acids such as β -camphorsulfonic acid. Other resolving agents suitable for fractional crystallization methods include stereoisomerically pure forms of α -methylbenzylamine (*e.g.*, *S* and *R* forms, or diastereomerically pure forms), 2-phenylglycinol, norephedrine, ephedrine, *N*-
25 methylephedrine, cyclohexylethylamine, 1,2-diaminocyclohexane and the like.

Resolution of racemic mixtures can also be carried out by elution on a column packed with an optically active resolving agent (*e.g.*, dinitrobenzoylphenylglycine). Suitable elution solvent composition can be determined by one skilled in the art.

In some embodiments, the compounds of the invention have the (*R*)-configuration. In
30 other embodiments, the compounds have the (*S*)-configuration. In compounds with more than one chiral centers, each of the chiral centers in the compound may be independently (*R*) or (*S*), unless otherwise indicated.

Compounds of the invention also include tautomeric forms. Tautomeric forms result from the swapping of a single bond with an adjacent double bond together with the concomitant migration of a proton. Tautomeric forms include prototropic tautomers which are isomeric protonation states having the same empirical formula and total charge. Example prototropic tautomers include ketone – enol pairs, amide - imidic acid pairs, lactam – lactim pairs, enamine – imine pairs, and annular forms where a proton can occupy two or more positions of a heterocyclic system, *e.g.*, 1*H*- and 3*H*-imidazole, 1*H*-, 2*H*- and 4*H*- 1,2,4-triazole, 1*H*- and 2*H*- isoindole and 1*H*- and 2*H*-pyrazole. Tautomeric forms can be in equilibrium or sterically locked into one form by appropriate substitution.

Compounds of the invention can also include all isotopes of atoms occurring in the intermediates or final compounds. Isotopes include those atoms having the same atomic number but different mass numbers. For example, isotopes of hydrogen include tritium and deuterium. One or more constituent atoms of the compounds of the invention can be replaced or substituted with isotopes of the atoms in natural or non-natural abundance. In some embodiments, the compound includes at least one deuterium atom. For example, one or more hydrogen atoms in a compound of the present disclosure can be replaced or substituted by deuterium. In some embodiments, the compound includes two or more deuterium atoms. In some embodiments, the compound includes 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 or 12 deuterium atoms. Synthetic methods for including isotopes into organic compounds are known in the art (Deuterium Labeling in Organic Chemistry by Alan F. Thomas (New York, N.Y., Appleton-Century-Crofts, 1971; The Renaissance of H/D Exchange by Jens Atzrodt, Volker Derdau, Thorsten Fey and Jochen Zimmermann, *Angew. Chem. Int. Ed.* 2007, 7744-7765; The Organic Chemistry of Isotopic Labelling by James R. Hanson, Royal Society of Chemistry, 2011). Isotopically labeled compounds can be used in various studies such as NMR spectroscopy, metabolism experiments, and/or assays.

Substitution with heavier isotopes such as deuterium, may afford certain therapeutic advantages resulting from greater metabolic stability, for example, increased in vivo half-life or reduced dosage requirements, and hence may be preferred in some circumstances. (A. Kerekes et.al. *J. Med. Chem.* **2011**, 54, 201-210; R. Xu et.al. *J. Label Compd. Radiopharm.* **2015**, 58, 308-312).

The term, "compound," as used herein is meant to include all stereoisomers, geometric isomers, tautomers and isotopes of the structures depicted. The term is also meant to refer to compounds of the inventions, regardless of how they are prepared, *e.g.*,

synthetically, through biological process (e.g., metabolism or enzyme conversion), or a combination thereof.

All compounds, and pharmaceutically acceptable salts thereof, can be found together with other substances such as water and solvents (e.g., hydrates and solvates) or can be isolated. When in the solid state, the compounds described herein and salts thereof may occur in various forms and may, e.g., take the form of solvates, including hydrates. The compounds may be in any solid state form, such as a polymorph or solvate, so unless clearly indicated otherwise, reference in the specification to compounds and salts thereof should be understood as encompassing any solid state form of the compound.

In some embodiments, the compounds of the invention, or salts thereof, are substantially isolated. By "substantially isolated" is meant that the compound is at least partially or substantially separated from the environment in which it was formed or detected. Partial separation can include, e.g., a composition enriched in the compounds of the invention. Substantial separation can include compositions containing at least about 50%, at least about 60%, at least about 70%, at least about 80%, at least about 90%, at least about 95%, at least about 97%, or at least about 99% by weight of the compounds of the invention, or salt thereof.

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 expressions, "ambient temperature" and "room temperature," as used herein, are understood in the art, and refer generally to a temperature, e.g., a reaction temperature, that is about the temperature of the room in which the reaction is carried out, e.g., a temperature from about 20 °C to about 30 °C.

The present invention also includes pharmaceutically acceptable salts of the compounds described herein. The term "pharmaceutically acceptable salts" refers to derivatives of the disclosed compounds wherein the parent compound is modified by converting an existing acid or base moiety to its salt form. Examples of pharmaceutically acceptable salts include, but are not limited to, mineral or organic acid salts of basic residues such as amines; alkali or organic salts of acidic residues such as carboxylic acids; and the like. The pharmaceutically acceptable salts of the present invention include the non-toxic salts of the parent compound formed, e.g., from non-toxic inorganic or organic acids. The

pharmaceutically acceptable salts of the present invention can be synthesized from the parent compound which 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, non-aqueous media like ether, ethyl acetate, alcohols (*e.g.*, methanol, ethanol, iso-propanol or butanol) or acetonitrile (MeCN) are preferred. Lists of suitable salts are found in *Remington's Pharmaceutical Sciences*, 17th Ed., (Mack Publishing Company, Easton, 1985), p. 1418, Berge *et al.*, *J. Pharm. Sci.*, **1977**, 66(1), 1-19 and in Stahl *et al.*, *Handbook of Pharmaceutical Salts: Properties, Selection, and Use*, (Wiley, 2002). In some embodiments, the compounds described herein include the N-oxide forms.

Synthesis

Compounds of the invention, including salts thereof, can be prepared using known organic synthesis techniques and can be synthesized according to any of numerous possible synthetic routes, such as those in the Schemes below.

The reactions for preparing compounds of the invention can be carried out in suitable solvents which can be readily selected by one of skill in the art of organic synthesis. Suitable solvents can be substantially non-reactive with the starting materials (reactants), the intermediates or products at the temperatures at which the reactions are carried out, *e.g.*, temperatures which can range from the solvent's freezing temperature to the solvent's boiling temperature. A given reaction can be carried out in one solvent or a mixture of more than one solvent. Depending on the particular reaction step, suitable solvents for a particular reaction step can be selected by the skilled artisan.

Preparation of compounds of the invention can involve the protection and deprotection of various chemical groups. The need for protection and deprotection, and the selection of appropriate protecting groups, can be readily determined by one skilled in the art. The chemistry of protecting groups is described, *e.g.*, in Kocienski, *Protecting Groups*, (Thieme, 2007); Robertson, *Protecting Group Chemistry*, (Oxford University Press, 2000); Smith *et al.*, *March's Advanced Organic Chemistry: Reactions, Mechanisms, and Structure*, 6th Ed. (Wiley, 2007); Petrusson *et al.*, "Protecting Groups in Carbohydrate Chemistry," *J. Chem. Educ.*, 1997, 74(11), 1297; and Wuts *et al.*, *Protective Groups in Organic Synthesis*, 4th Ed., (Wiley, 2006).

Reactions can be monitored according to any suitable method known in the art. For example, product formation can be monitored by spectroscopic means, such as nuclear magnetic resonance spectroscopy (*e.g.*, ^1H or ^{13}C), infrared spectroscopy, spectrophotometry (*e.g.*, UV-visible), mass spectrometry or by chromatographic methods such as high performance liquid chromatography (HPLC) or thin layer chromatography (TLC).

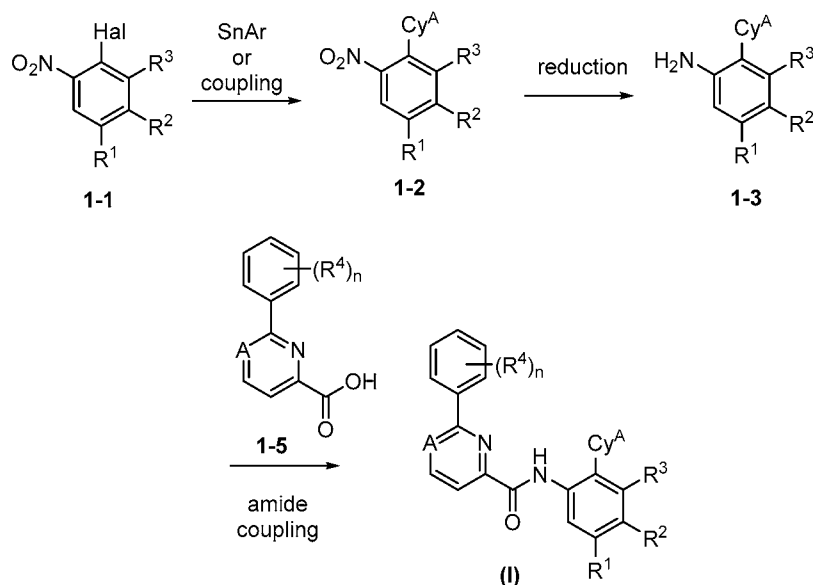
The Schemes below provide general guidance in connection with preparing the compounds of the invention. One skilled in the art would understand that the preparations shown in the Schemes can be modified or optimized using general knowledge of organic chemistry to prepare various compounds of the invention.

Compounds of Formula (I) and (I') can be prepared, *e.g.*, using a process as illustrated in the schemes below.

Compounds of Formula (I) and (I') can be prepared using a process as illustrated in Scheme 1. In the process depicted in Scheme 1, the halo substituent of compounds of Formula 1-1 can be used to install a Cy^{A} substituent by a number of methods, *e.g.*, by nucleophilic displacement with an appropriate amine nucleophile with a suitable base (*e.g.*, triethylamine or DIPEA) in a suitable solvent (*e.g.*, DMF, DMSO, dioxane), or by a suitable cross-coupling reaction, to give compounds of Formula 1-2. Suitable cross-coupling reactions include but are not limited to a Buchwald coupling (*e.g.*, in the presence of a palladacycle precatalyst, such as RuPhod Pd G2), and a Negishi or Suzuki coupling (*e.g.*, in the presence of a palladacycle precatalyst, such as Xphos Pd G2). Examples of different cross-coupling procedures include Stille (ACS Catalysis 2015, 5, 3040-3053), Suzuki (Tetrahedron 2002, 58, 9633-9695), Sonogashira (Chem. Soc. Rev. 2011, 40, 5084-5121), Negishi (ACS Catalysis 2016, 6, 1540-1552), Buchwald-Hartwig amination (Chem. Sci. 2011, 2, 27-50), and Cu-catalyzed amination (Org. React. 2014, 85, 1-688), among others.

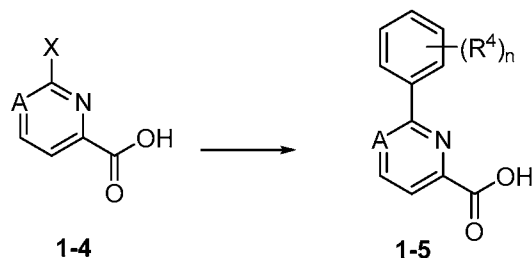
Reduction of the nitro group with an appropriate reducing agent (*e.g.*, iron in the presence of ammonium chloride or hydrogen gas in the presence of Pd/C catalyst) provides compounds of Formula 1-3. Amide bond formation with acids of Formula 1-5 (*e.g.*, using HATU and a base such as Hunig's base) provides compounds of the desired Formula (I) or (I').

Scheme 1



The acids of Formula 1-5 can be prepared from the compounds of Formula 1-4 using a cross coupling, such as Suzuki (*e.g.*, in the presence of a palladacycle precatalyst, such as Xphos Pd G2) or Stille (*e.g.*, in the presence of a palladium catalyst such as (PPh₃)₂PdCl₂ and base such as triethylamine).

Scheme 2



10 HPK1 Kinase

Studies have established that HPK1 is a negative regulator of T cell and B cell activation (Hu, M.C., et al., Genes Dev, 1996. 10(18): p. 2251-64; Kiefer, F., et al., EMBO J, 1996. 15(24): p. 7013-25). HPK1-deficient mouse T cells showed dramatically increased activation of TCR proximal signaling, enhanced IL-2 production, and hyper-proliferation *in vitro* upon anti-CD3 stimulation (Shui, J.W., et al., Nat Immunol, 2007. 8(1): p. 84-91). Similar to T cells, HPK1 knockout B cells produced much higher levels of IgM and IgG isoforms after KLH immunization and displayed hyper-proliferation potentially as a result of

enhanced BCR signaling. Wang, X., et al., J Biol Chem, 2012. 287(14): p. 11037-48. Mechanistically, during TCR or BCR signaling, HPK1 is activated by LCK/ZAP70 (T cells) or SYK/LYN (B cells) mediated-Tyr379 phosphorylation and its subsequent binding to adaptor protein SLP-76 (T cells) or BLNK (B cells) (Wang, X., et al., J Biol Chem, 2012. 287(14): p. 11037-48). Activated HPK1 phosphorylates SLP-76 on Ser376 or BLNK on Thr152, leading to the recruitment of signaling molecule 14-3-3 and ultimate ubiquitination-mediated degradation of SLP-76 or BLNK (Liou, J., et al., Immunity, 2000. 12(4): p. 399-408; Di Bartolo, V., et al., J Exp Med, 2007. 204(3): p. 681-91). As SLP-76 and BLNK are essential for TCR/BCR-mediated signaling activation (e.g. ERK, phospholipase C γ 1, calcium flux, and NFAT activation), HPK1-mediated downregulation of these adaptor proteins provide a negative feedback mechanism to attenuate signaling intensity during T cell or B cell activation (Wang, X., et al., J Biol Chem, 2012. 287(14): p. 11037-48).

The bone marrow-derived dendritic cells (BDMCs) from HPK1 knockout mice showed higher expression of co-stimulatory molecules (e.g. CD80/CD86) and enhanced production of proinflammatory cytokines (IL-12, TNF- α etc), and demonstrated superior ability to stimulate T cell proliferation *in vitro* and *in vivo* as compared to wild-type DCs (Alzabin, S., et al., J Immunol, 2009. 182(10): p. 6187-94). These data suggest that HPK1 is also an important negative regulator of dendritic cell activation (Alzabin, S., et al., J Immunol, 2009. 182(10): p. 6187-94). However, the signaling mechanisms underlying HPK1 mediated negative regulation of DC activation remains to be elucidated.

In contrast, HPK1 appears to be a positive regulator of suppressive functions of regulatory T cells (Treg) (Sawasdikosol, S. et al., The journal of immunology, 2012. 188(supplement 1): p. 163). HPK1 deficient mouse Foxp3⁺ Tregs were defective in suppressing TCR-induced effector T cell proliferation, and paradoxically gained the ability to produce IL-2 following TCR engagement (Sawasdikosol, S. et al., The Journal of Immunology, 2012. 188(supplement 1): p. 163). These data suggest that HPK1 is an important regulator of Treg functions and peripheral self-tolerance.

HPK1 was also involved in PGE2-mediated inhibition of CD4⁺ T cell activation (Ikegami, R., et al., J Immunol, 2001. 166(7): p. 4689-96). Studies published in US 2007/0087988 indicated that HPK1 kinase activity was increased by exposure to physiological concentrations of PGE2 in CD4⁺ T cells and this effect was mediated by PEG2-induced PKA activation. The proliferation of HPK1 deficient T cells was resistant to the suppressive effects of PGE2 (see US 2007/0087988). Therefore, PGE2-mediated

activation of HPK1 may represent a novel regulatory pathway of modulating immune response.

The present disclosure provides methods of modulating (e.g., inhibiting) HPK1 activity, by contacting HPK1 with a compound of the invention, or a pharmaceutically acceptable salt thereof. In some embodiments, the contacting can be administering to a patient a compound provided herein, or a pharmaceutically acceptable salt thereof. In certain embodiments, the compounds of the present disclosure, or pharmaceutically acceptable salts thereof, are useful for therapeutic administration to enhance, stimulate and/or increase immunity in cancer. For example, a method of treating a disease or disorder associated with inhibition of HPK1 interaction can include administering to a patient in need thereof a therapeutically effective amount of a compound provided herein, or a pharmaceutically acceptable salt thereof. The compounds of the present disclosure can be used alone, in combination with other agents or therapies or as an adjuvant or neoadjuvant for the treatment of diseases or disorders, including cancers. For the uses described herein, any of the compounds of the disclosure, including any of the embodiments thereof, may be used.

Examples of cancers that are treatable using the compounds of the present disclosure include, but are not limited to, bone cancer, pancreatic cancer, skin cancer, cancer of the head or neck, cutaneous or intraocular malignant melanoma, uterine cancer, ovarian cancer, rectal cancer, cancer of the anal region, stomach cancer, testicular cancer, uterine cancer, carcinoma of the fallopian tubes, carcinoma of the endometrium, endometrial cancer, carcinoma of the cervix, carcinoma of the vagina, carcinoma of the vulva, Hodgkin's Disease, non-Hodgkin's lymphoma, cancer of the esophagus, cancer of the small intestine, cancer of the endocrine system, cancer of the thyroid gland, cancer of the parathyroid gland, cancer of the adrenal gland, sarcoma of soft tissue, cancer of the urethra, cancer of the penis, chronic or acute leukemias including acute myeloid leukemia, chronic myeloid leukemia, acute lymphoblastic leukemia, chronic lymphocytic leukemia, solid tumors of childhood, lymphocytic lymphoma, cancer of the bladder, cancer of the kidney or urethra, carcinoma of the renal pelvis, neoplasm of the central nervous system (CNS), primary CNS lymphoma, tumor angiogenesis, spinal axis tumor, brain stem glioma, pituitary adenoma, Kaposi's sarcoma, epidermoid cancer, squamous cell cancer, T-cell lymphoma, environmentally induced cancers including those induced by asbestos, and combinations of said cancers.

In some embodiments, cancers treatable with compounds of the present disclosure include melanoma (e.g., metastatic malignant melanoma), renal cancer (e.g. clear cell carcinoma), prostate cancer (e.g. hormone refractory prostate adenocarcinoma), breast

cancer, triple-negative breast cancer, colon cancer and lung cancer (e.g. non-small cell lung cancer and small cell lung cancer). Additionally, the disclosure includes refractory or recurrent malignancies whose growth may be inhibited using the compounds of the disclosure.

5 In some embodiments, cancers that are treatable using the compounds of the present disclosure include, but are not limited to, solid tumors (e.g., prostate cancer, colon cancer, esophageal cancer, endometrial cancer, ovarian cancer, uterine cancer, renal cancer, hepatic cancer, pancreatic cancer, gastric cancer, breast cancer, lung cancer, cancers of the head and neck, thyroid cancer, glioblastoma, sarcoma, bladder cancer, etc.), hematological cancers
10 (e.g., lymphoma, leukemia such as acute lymphoblastic leukemia (ALL), acute myelogenous leukemia (AML), chronic lymphocytic leukemia (CLL), chronic myelogenous leukemia (CML), DLBCL, mantle cell lymphoma, Non-Hodgkin lymphoma (including relapsed or refractory NHL and recurrent follicular), Hodgkin lymphoma or multiple myeloma) and combinations of said cancers.

15 In some embodiments, diseases and indications that are treatable using the compounds of the present disclosure include, but are not limited to hematological cancers, sarcomas, lung cancers, gastrointestinal cancers, genitourinary tract cancers, liver cancers, bone cancers, nervous system cancers, gynecological cancers, and skin cancers.

 Exemplary hematological cancers include lymphomas and leukemias such as acute
20 lymphoblastic leukemia (ALL), acute myelogenous leukemia (AML), acute promyelocytic leukemia (APL), chronic lymphocytic leukemia (CLL), chronic myelogenous leukemia (CML), diffuse large B-cell lymphoma (DLBCL), mantle cell lymphoma, Non-Hodgkin lymphoma (including relapsed or refractory NHL and recurrent follicular), Hodgkin lymphoma, myeloproliferative diseases (e.g., primary myelofibrosis (PMF), polycythemia
25 vera (PV), essential thrombocytosis (ET)), myelodysplasia syndrome (MDS), T-cell acute lymphoblastic lymphoma (T-ALL), multiple myeloma, cutaneous T-cell lymphoma, Waldenstrom's Macroglobulinemia, hairy cell lymphoma, chronic myelogenic lymphoma and Burkitt's lymphoma.

 Exemplary sarcomas include chondrosarcoma, Ewing's sarcoma, osteosarcoma,
30 rhabdomyosarcoma, angiosarcoma, fibrosarcoma, liposarcoma, myxoma, rhabdomyoma, rhabdosarcoma, fibroma, lipoma, hamatoma, and teratoma.

 Exemplary lung cancers include non-small cell lung cancer (NSCLC), small cell lung cancer, bronchogenic carcinoma (squamous cell, undifferentiated small cell, undifferentiated large cell, adenocarcinoma), alveolar (bronchiolar) carcinoma, bronchial adenoma,

chondromatous hamartoma, and mesothelioma.

Exemplary gastrointestinal cancers include cancers of the esophagus (squamous cell carcinoma, adenocarcinoma, leiomyosarcoma, lymphoma), stomach (carcinoma, lymphoma, leiomyosarcoma), pancreas (ductal adenocarcinoma, insulinoma, glucagonoma, gastrinoma, carcinoid tumors, vipoma), small bowel (adenocarcinoma, lymphoma, carcinoid tumors, Kaposi's sarcoma, leiomyoma, hemangioma, lipoma, neurofibroma, fibroma), large bowel (adenocarcinoma, tubular adenoma, villous adenoma, hamartoma, leiomyoma), and colorectal cancer.

Exemplary genitourinary tract cancers include cancers of the kidney (adenocarcinoma, Wilm's tumor [nephroblastoma]), bladder and urethra (squamous cell carcinoma, transitional cell carcinoma, adenocarcinoma), prostate (adenocarcinoma, sarcoma), and testis (seminoma, teratoma, embryonal carcinoma, teratocarcinoma, choriocarcinoma, sarcoma, interstitial cell carcinoma, fibroma, fibroadenoma, adenomatoid tumors, lipoma).

Exemplary liver cancers include hepatoma (hepatocellular carcinoma), cholangiocarcinoma, hepatoblastoma, angiosarcoma, hepatocellular adenoma, and hemangioma.

Exemplary bone cancers include, for example, osteogenic sarcoma (osteosarcoma), fibrosarcoma, malignant fibrous histiocytoma, chondrosarcoma, Ewing's sarcoma, malignant lymphoma (reticulum cell sarcoma), multiple myeloma, malignant giant cell tumor chordoma, osteochondroma (osteochondrogenous exostoses), benign chondroma, chondroblastoma, chondromyxofibroma, osteoid osteoma, and giant cell tumors

Exemplary nervous system cancers include cancers of the skull (osteoma, hemangioma, granuloma, xanthoma, osteitis deformans), meninges (meningioma, meningiosarcoma, gliomatosis), brain (astrocytoma, medulloblastoma, glioma, ependymoma, germinoma (pinealoma), glioblastoma, glioblastoma multiform, oligodendroglioma, schwannoma, retinoblastoma, congenital tumors), and spinal cord (neurofibroma, meningioma, glioma, sarcoma), as well as neuroblastoma and Lhermitte-Duclos disease.

Exemplary gynecological cancers include cancers of the uterus (endometrial carcinoma), cervix (cervical carcinoma, pre-tumor cervical dysplasia), ovaries (ovarian carcinoma (serous cystadenocarcinoma, mucinous cystadenocarcinoma, unclassified carcinoma), granulosa-thecal cell tumors, Sertoli-Leydig cell tumors, dysgerminoma, malignant teratoma), vulva (squamous cell carcinoma, intraepithelial carcinoma, adenocarcinoma, fibrosarcoma, melanoma), vagina (clear cell carcinoma, squamous cell

carcinoma, botryoid sarcoma (embryonal rhabdomyosarcoma), and fallopian tubes (carcinoma).

Exemplary skin cancers include melanoma, basal cell carcinoma, squamous cell carcinoma, Kaposi's sarcoma, Merkel cell skin cancer, moles dysplastic nevi, lipoma, angioma, dermatofibroma, and keloids. In some embodiments, diseases and indications that are treatable using the compounds of the present disclosure include, but are not limited to, sickle cell disease (e.g., sickle cell anemia), triple-negative breast cancer (TNBC), myelodysplastic syndromes, testicular cancer, bile duct cancer, esophageal cancer, and urothelial carcinoma.

Exemplary head and neck cancers include glioblastoma, melanoma, rhabdosarcoma, lymphosarcoma, osteosarcoma, squamous cell carcinomas, adenocarcinomas, oral cancer, laryngeal cancer, nasopharyngeal cancer, nasal and paranasal cancers, thyroid and parathyroid cancers.

In some embodiments, HPK1 inhibitors may be used to treat tumors producing PGE2 (e.g. Cox-2 overexpressing tumors) and/or adenosine (CD73 and CD39 over-expressing tumors). Overexpression of Cox-2 has been detected in a number of tumors, such as colorectal, breast, pancreatic and lung cancers, where it correlates with a poor prognosis. Overexpression of COX-2 has been reported in hematological cancer models such as RAJI (Burkitt's lymphoma) and U937 (acute promonocytic leukemia) as well as in patient's blast cells. CD73 is up-regulated in various human carcinomas including those of colon, lung, pancreas and ovary. Importantly, higher expression levels of CD73 are associated with tumor neovascularization, invasiveness, and metastasis and with shorter patient survival time in breast cancer.

As used herein, the term "contacting" refers to the bringing together of the indicated moieties in an in vitro system or an in vivo system such that they are in sufficient physical proximity to interact.

The terms "individual" or "patient," used interchangeably, refer to any animal, including mammals, preferably mice, rats, other rodents, rabbits, dogs, cats, swine, cattle, sheep, horses, or primates, and most preferably humans.

The phrase "therapeutically effective amount" refers to the amount of active compound or pharmaceutical agent that elicits the biological or medicinal response in a tissue, system, animal, individual or human that is being sought by a researcher, veterinarian, medical doctor or other clinician.

As used herein, the term "treating" or "treatment" refers to one or more of (1) inhibiting the disease; *e.g.*, inhibiting a disease, condition or disorder in an individual who is experiencing or displaying the pathology or symptomatology of the disease, condition or disorder (*i.e.*, arresting further development of the pathology and/or symptomatology); and
5 (2) ameliorating the disease; *e.g.*, ameliorating a disease, condition or disorder in an individual who is experiencing or displaying the pathology or symptomatology of the disease, condition or disorder (*i.e.*, reversing the pathology and/or symptomatology) such as decreasing the severity of disease.

In some embodiments, the compounds of the invention are useful in preventing or
10 reducing the risk of developing any of the diseases referred to herein; *e.g.*, preventing or reducing the risk of developing a disease, condition or disorder in an individual who may be predisposed to the disease, condition or disorder but does not yet experience or display the pathology or symptomatology of the disease.

15 *Combination Therapies*

I. Immune-checkpoint therapies

In some embodiments, the HPK1 inhibitors provided herein can be used in combination with one or more immune checkpoint inhibitors for the treatment of cancer as described herein. Compounds of the present disclosure can be used in combination with one
20 or more immune checkpoint inhibitors. Exemplary immune checkpoint inhibitors include inhibitors against immune checkpoint molecules such as CD20, CD28, CD39, CD40, CD122, CD96, CD73, CD47, GITR, CSF1R, JAK, PI3K delta, PI3K gamma, TAM, arginase, CD137 (also known as 4-1BB), ICOS, B7-H3, B7-H4, BTLA, CTLA-4, LAG3, TIM3, VISTA, TIGIT, PD-1, PD-L1 and PD-L2. In some embodiments, the immune checkpoint molecule is
25 a stimulatory checkpoint molecule selected from CD27, CD28, CD40, ICOS, OX40, GITR and CD137. In some embodiments, the immune checkpoint molecule is an inhibitory checkpoint molecule selected from A2AR, B7-H3, B7-H4, BTLA, CTLA-4, IDO, KIR, LAG3, PD-1, TIM3, TIGIT, and VISTA. In some embodiments, the compounds of the disclosure provided herein can be used in combination with one or more agents selected from
30 KIR inhibitors, TIGIT inhibitors, LAIR1 inhibitors, CD160 inhibitors, 2B4 inhibitors and TGFR beta inhibitors.

In some embodiments, the compounds provided herein can be used in combination with one or more agonists of immune checkpoint molecules, *e.g.*, OX40, CD27, GITR, and CD137 (also known as 4-1BB).

In some embodiments, the inhibitor of an immune checkpoint molecule is anti-PD1 antibody, anti-PD-L1 antibody, or anti-CTLA-4 antibody.

In some embodiments, the inhibitor of an immune checkpoint molecule is an inhibitor of PD-1, e.g., an anti-PD-1 monoclonal antibody. In some embodiments, the anti-PD-1 monoclonal antibody is nivolumab, pembrolizumab (also known as MK-3475), durvalumab (Imfinzi®), pidilizumab, SHR-1210, PDR001, MGA012, PDR001, AB122, or AMP-224. In some embodiments, the anti-PD-1 monoclonal antibody is nivolumab or pembrolizumab. In some embodiments, the anti-PD1 antibody is pembrolizumab. In some embodiments, the anti-PD-1 monoclonal antibody is MGA012. In some embodiments, the anti-PD1 antibody is SHR-1210. Other anti-cancer agent(s) include antibody therapeutics such as 4-1BB (e.g. urelumab, utomilumab).

In some embodiments, the inhibitor of an immune checkpoint molecule is an inhibitor of PD-L1, e.g., an anti-PD-L1 monoclonal antibody. In some embodiments, the anti-PD-L1 monoclonal antibody is BMS-935559, MEDI4736, MPDL3280A (also known as RG7446), or MSB0010718C. In some embodiments, the anti-PD-L1 monoclonal antibody is MPDL3280A or MEDI4736.

In some embodiments, the inhibitor of an immune checkpoint molecule is an inhibitor of PD-1 and PD-L1, e.g., an anti-PD-1/PD-L1 monoclonal antibody. In some embodiments, the anti-PD-1/PD-L1 is MCLA-136.

In some embodiments, the inhibitor is MCLA-145.

In some embodiments, the inhibitor of an immune checkpoint molecule is an inhibitor of CTLA-4, e.g., an anti-CTLA-4 antibody. In some embodiments, the anti-CTLA-4 antibody is ipilimumab, tremelimumab, AGEN1884, or CP-675,206.

In some embodiments, the inhibitor of an immune checkpoint molecule is an inhibitor of CSF1R, e.g., an anti-CSF1R antibody. In some embodiments, the anti-CSF1R antibody is IMC-CS4 or RG7155.

In some embodiments, the inhibitor of an immune checkpoint molecule is an inhibitor of LAG3, e.g., an anti-LAG3 antibody. In some embodiments, the anti-LAG3 antibody is BMS-986016, LAG525, IMP321, GSK2831781, or INCAGN2385.

In some embodiments, the inhibitor of an immune checkpoint molecule is an inhibitor of TIM3, e.g., an anti-TIM3 antibody. In some embodiments, the anti-TIM3 antibody is INCAGN2390, MBG453, or TSR-022.

In some embodiments, the inhibitor of an immune checkpoint molecule is an inhibitor of GITR, e.g., an anti-GITR antibody. In some embodiments, the anti-GITR antibody is

TRX518, MK-4166, INCAGN1876, MK-1248, AMG228, BMS-986156, GWN323, or MEDI1873.

In some embodiments, the inhibitor of an immune checkpoint molecule is an agonist of OX40, e.g., OX40 agonist antibody or OX40L fusion protein. In some embodiments, the
5 anti-OX40 antibody is INCAGN01949, MEDI0562, MEDI6469, MOXR-0916, PF-04518600, GSK3174998, or BMS-986178. In some embodiments, the OX40L fusion protein is MEDI6383.

In some embodiments, the inhibitor of an immune checkpoint molecule is an inhibitor of CD20, e.g., an anti-CD20 antibody. In some embodiments, the anti-CD20 antibody is
10 obinutuzumab or rituximab.

The compounds of the present disclosure can be used in combination with bispecific antibodies. In some embodiments, one of the domains of the bispecific antibody targets PD-1, PD-L1, CTLA-4, GITR, OX40, TIM3, LAG3, CD137, ICOS, CD3 or TGF β receptor.

In some embodiments, the compounds of the disclosure can be used in combination
15 with one or more metabolic enzyme inhibitors. In some embodiments, the metabolic enzyme inhibitor is an inhibitor of IDO1, TDO, or arginase. Examples of IDO1 inhibitors include epacadostat, NLG919, BMS-986205, PF-06840003, IOM2983, RG-70099 and LY338196. An example of an arginase inhibitor is CB-1158.

As provided throughout, the additional compounds, inhibitors, agents, etc. can be
20 combined with the present compound in a single or continuous dosage form, or they can be administered simultaneously or sequentially as separate dosage forms.

II. Cancer therapies

Cancer cell growth and survival can be impacted by multiple signaling pathways.
25 Thus, it is useful to combine different enzyme/protein/receptor inhibitors, exhibiting different preferences in the targets which they modulate the activities of, to treat such conditions. Examples of agents that may be combined with compounds of the present disclosure include inhibitors of the PI3K-AKT-mTOR pathway, inhibitors of the Raf-MAPK pathway, inhibitors of JAK-STAT pathway, inhibitors of beta catenin pathway, inhibitors of notch
30 pathway, inhibitors of hedgehog pathway, inhibitors of Pim kinases, and inhibitors of protein chaperones and cell cycle progression. Targeting more than one signaling pathway (or more than one biological molecule involved in a given signaling pathway) may reduce the likelihood of drug-resistance arising in a cell population, and/or reduce the toxicity of treatment.

The compounds of the present disclosure can be used in combination with one or more other enzyme/protein/receptor inhibitors for the treatment of diseases, such as cancer. Examples of cancers include solid tumors and liquid tumors, such as blood cancers. For example, the compounds of the present disclosure can be combined with one or more

5 inhibitors of the following kinases for the treatment of cancer: Akt1, Akt2, Akt3, TGF- β R, PKA, PKG, PKC, CaM-kinase, phosphorylase kinase, MEKK, ERK, MAPK, mTOR, EGFR, HER2, HER3, HER4, INS-R, IGF-1R, IR-R, PDGF α R, PDGF β R, CSF1R, KIT, FLK-II, KDR/FLK-1, FLK-4, flt-1, FGFR1, FGFR2, FGFR3, FGFR4, c-Met, Ron, Sea, TRKA, TRKB, TRKC, FLT3, VEGFR/Flt2, Flt4, EphA1, EphA2, EphA3, EphB2, EphB4, Tie2, Src,

10 Fyn, Lck, Fgr, Btk, Fak, SYK, FRK, JAK, ABL, ALK and B-Raf. In some embodiments, the compounds of the present disclosure can be combined with one or more of the following inhibitors for the treatment of cancer. Non-limiting examples of inhibitors that can be combined with the compounds of the present disclosure for treatment of cancers include an FGFR inhibitor (FGFR1, FGFR2, FGFR3 or FGFR4, e.g., AZD4547, BAY1187982,

15 ARQ087, BGJ398, BIBF1120, TKI258, lucitanib, dovitinib, TAS-120, JNJ-42756493, Debio1347, INCB54828, INCB62079 and INCB63904), a JAK inhibitor (JAK1 and/or JAK2, e.g., ruxolitinib, baricitinib or INCB39110), an IDO inhibitor (e.g., epacadostat and NLG919), an LSD1 inhibitor (e.g., GSK2979552, INCB59872 and INCB60003), a TDO inhibitor, a PI3K-delta inhibitor (e.g., INCB50797 and INCB50465), a PI3K-gamma

20 inhibitor such as a PI3K-gamma selective inhibitor, a CSF1R inhibitor (e.g., PLX3397 and LY3022855), a TAM receptor tyrosine kinases (Tyro-3, Axl, and Mer), an angiogenesis inhibitor, an interleukin receptor inhibitor, bromo and extra terminal family members inhibitors (for example, bromodomain inhibitors or BET inhibitors such as OTX015, CPI-0610, INCB54329 and INCB57643) and an adenosine receptor antagonist or combinations

25 thereof. Inhibitors of HDAC such as panobinostat and vorinostat. Inhibitors of c-Met such as onartumzumab, tivantinib, and INC-280. Inhibitors of BTK such as ibrutinib. Inhibitors of mTOR such as rapamycin, sirolimus, temsirolimus, and everolimus. Inhibitors of Raf, such as vemurafenib and dabrafenib. Inhibitors of MEK such as trametinib, selumetinib and GDC-0973. Inhibitors of Hsp90 (e.g., tanespimycin), cyclin dependent kinases (e.g., palbociclib),

30 PARP (e.g., olaparib) and Pim kinases (LGH447, INCB053914 and SGI-1776) can also be combined with compounds of the present disclosure.

Compounds of the present disclosure can be used in combination with one or more agents for the treatment of diseases such as cancer. In some embodiments, the agent is an

alkylating agent, a proteasome inhibitor, a corticosteroid, or an immunomodulatory agent. Examples of an alkylating agent include bendamustine, nitrogen mustards, ethylenimine derivatives, alkyl sulfonates, nitrosoureas and triazenes, uracil mustard, chlormethine, cyclophosphamide (CytosanTM), ifosfamide, melphalan, chlorambucil, pipobroman, triethylene-melamine, triethylenethiophosphoramine, busulfan, carmustine, lomustine, streptozocin, dacarbazine, and temozolomide. In some embodiments, the proteasome inhibitor is carfilzomib. In some embodiments, the corticosteroid is dexamethasone (DEX). In some embodiments, the immunomodulatory agent is lenalidomide (LEN) or pomalidomide (POM).

The compounds of the present disclosure can further be used in combination with other methods of treating cancers, for example by chemotherapy, irradiation therapy, tumor-targeted therapy, adjuvant therapy, immunotherapy or surgery. Examples of immunotherapy include cytokine treatment (e.g., interferons, GM-CSF, G-CSF, IL-2), CRS-207 immunotherapy, cancer vaccine, monoclonal antibody, adoptive T cell transfer, CAR (Chimeric antigen receptor) T cell treatment as a booster for T cell activation, oncolytic virotherapy and immunomodulating small molecules, including thalidomide or JAK1/2 inhibitor and the like. The compounds can be administered in combination with one or more anti-cancer drugs, such as a chemotherapeutics. Example chemotherapeutics include any of: abarelix, abiraterone, afatinib, aflibercept, aldesleukin, alemtuzumab, alitretinoin, allopurinol, altretamine, amsacrine, anastrozole, aphidicolon, arsenic trioxide, asparaginase, axitinib, azacitidine, bevacizumab, bexarotene, baricitinib, bicalutamide, bleomycin, bortezomib, bortezomib, brivanib, buparlisib, busulfan intravenous, busulfan oral, calusterone, camptosar, capecitabine, carboplatin, carmustine, cediranib, cetuximab, chlorambucil, cisplatin, cladribine, clofarabine, crizotinib, cyclophosphamide, cytarabine, dacarbazine, dacomitinib, dactinomycin, dalteparin sodium, dasatinib, dactinomycin, daunorubicin, decitabine, degarelix, denileukin, denileukin diftitox, deoxycoformycin, dexrazoxane, docetaxel, doxorubicin, droloxafine, dromostanolone propionate, eculizumab, enzalutamide, epidophyllotoxin, epirubicin, epothilones, erlotinib, estramustine, etoposide phosphate, etoposide, exemestane, fentanyl citrate, filgrastim, floxuridine, fludarabine, fluorouracil, flutamide, fulvestrant, gefitinib, gemcitabine, gemtuzumab ozogamicin, goserelin acetate, histrelin acetate, ibritumomab tiuxetan, idarubicin, idelalisib, ifosfamide, imatinib mesylate, interferon alfa 2a, irinotecan, lapatinib ditosylate, lenalidomide, letrozole, leucovorin, leuprolide acetate, levamisole, lomustine, meclorethamine, megestrol acetate, melphalan, mercaptopurine, methotrexate, methoxsalen, mithramycin, mitomycin C,

mitotane, mitoxantrone, nandrolone phenpropionate, navelbene, necitumumab, nelarabine, neratinib, nilotinib, nilutamide, nofetumomab, oserelin, oxaliplatin, paclitaxel, pamidronate, panitumumab, pazopanib, pegaspargase, pegfilgrastim, pemetrexed disodium, pentostatin, pilaralisib, pipobroman, plicamycin, ponatinib, porfimer, prednisone, procarbazine,

5 quinacrine, ranibizumab, rasburicase, regorafenib, relaxafine, revlimid, rituximab, ruxolitinib, sorafenib, streptozocin, sunitinib, sunitinib maleate, tamoxifen, tegafur, temozolomide, teniposide, testolactone, thalidomide, thioguanine, thiotepa, topotecan, toremifene, tositumomab, trastuzumab, tretinoin, triptorelin, uracil mustard, valrubicin, vandetanib, vinblastine, vincristine, vindesine, vinorelbine, vorinostat and zoledronate.

10 Other anti-cancer agent(s) include antibody therapeutics such as trastuzumab (Herceptin), antibodies to costimulatory molecules such as CTLA-4 (e.g., ipilimumab or tremelimumab), 4-1BB, antibodies to PD-1 and PD-L1, or antibodies to cytokines (IL-10, TGF- β , etc.). Examples of antibodies to PD-1 and/or PD-L1 that can be combined with compounds of the present disclosure for the treatment of cancer or infections such as viral,

15 bacteria, fungus and parasite infections include, but are not limited to, nivolumab, pembrolizumab, MPDL3280A, MEDI-4736 and SHR-1210.

Other anti-cancer agents include inhibitors of kinases associated cell proliferative disorder. These kinases include but not limited to Aurora-A, CDK1, CDK2, CDK3, CDK5, CDK7, CDK8, CDK9, ephrin receptor kinases, CHK1, CHK2, SRC, Yes, Fyn, Lck, Fer, Fes,

20 Syk, Itk, Bmx, GSK3, JNK, PAK1, PAK2, PAK3, PAK4, PDK1, PKA, PKC, Rsk and SGK.

Other anti-cancer agents also include those that block immune cell migration such as antagonists to chemokine receptors, including CCR2 and CCR4.

The compounds of the present disclosure can further be used in combination with one or more anti-inflammatory agents, steroids, immunosuppressants or therapeutic antibodies.

25 The steroids include but are not limited to 17 alpha-ethinylestradiol, diethylstilbestrol, testosterone, prednisone, fluoxymesterone, methylprednisolone, methyltestosterone, prednisolone, triamcinolone, chlorotrianisene, hydroxyprogesterone, aminoglutethimide, and medroxyprogesteroneacetate.

The compounds of the present disclosure can also be used in combination with

30 lonafarnib (SCH6636), tipifarnib (R115777), L778123, BMS 214662, tezacitabine (MDL 101731), Sml1, triapine, didox, trimidox and amidox.

The compounds of Formula (I), (I'), or any of the formulas as described herein, a compound as recited in any of the claims and described herein, or salts thereof can be combined with another immunogenic agent, such as cancerous cells, purified tumor antigens

(including recombinant proteins, peptides, and carbohydrate molecules), cells, and cells transfected with genes encoding immune stimulating cytokines. Non-limiting examples of tumor vaccines that can be used include peptides of melanoma antigens, such as peptides of gp100, MAGE antigens, Trp-2, MARTI and/or tyrosinase, or tumor cells transfected to
5 express the cytokine GM-CSF.

The compounds of Formula (I), (I') or any of the formulas as described herein, a compound as recited in any of the claims and described herein, or salts thereof can be used in combination with a vaccination protocol for the treatment of cancer. In some embodiments, the tumor cells are transduced to express GM-CSF. In some embodiments, tumor vaccines
10 include the proteins from viruses implicated in human cancers such as Human Papilloma Viruses (HPV), Hepatitis Viruses (HBV and HCV) and Kaposi's Herpes Sarcoma Virus (KHSV). In some embodiments, the compounds of the present disclosure can be used in combination with tumor specific antigen such as heat shock proteins isolated from tumor tissue itself. In some embodiments, the compounds of Formula (I), (I'), or any of the
15 formulas as described herein, a compound as recited in any of the claims and described herein, or salts thereof can be combined with dendritic cells immunization to activate potent anti-tumor responses.

The compounds of the present disclosure can be used in combination with bispecific macrocyclic peptides that target Fe alpha or Fe gamma receptor-expressing effectors cells to
20 tumor cells. The compounds of the present disclosure can also be combined with macrocyclic peptides that activate host immune responsiveness.

The compounds of the present disclosure can be used in combination with bone marrow transplant for the treatment of a variety of tumors of hematopoietic origin.

Suitable antiviral agents contemplated for use in combination with the compounds of
25 the present disclosure can comprise nucleoside and nucleotide reverse transcriptase inhibitors (NRTIs), non-nucleoside reverse transcriptase inhibitors (NNRTIs), protease inhibitors and other antiviral drugs.

Example suitable NRTIs include zidovudine (AZT); didanosine (ddl); zalcitabine (ddC); stavudine (d4T); lamivudine (3TC); abacavir (1592U89); adefovir dipivoxil
30 [bis(POM)-PMEA]; lobucavir (BMS-180194); BCH-10652; emitricitabine [(-)-FTC]; beta-L-FD4 (also called beta-L-D4C and named beta-L-2', 3'-dicleoxy-5-fluoro-cytidene); DAPD, ((-)-beta-D-2,6,-diamino-purine dioxolane); and lodenosine (FddA). Typical suitable NNRTIs include nevirapine (BI-RG-587); delaviradine (BHAP, U-90152); efavirenz (DMP-266); PNU-142721; AG-1549; MKC-442 (1-(ethoxy-methyl)-5-(1-methylethyl)-6-

(phenylmethyl)-(2,4(1H,3H)-pyrimidinedione); and (+)-calanolide A (NSC-675451) and B. Typical suitable protease inhibitors include saquinavir (Ro 31-8959); ritonavir (ABT-538); indinavir (MK-639); nelfinavir (AG-1343); amprenavir (141W94); lasinavir (BMS-234475); DMP-450; BMS-2322623; ABT-378; and AG-1 549. Other antiviral agents include

5 hydroxyurea, ribavirin, IL-2, IL-12, pentafuside and Yissum Project No.11607.

When more than one pharmaceutical agent is administered to a patient, they can be administered simultaneously, separately, sequentially, or in combination (*e.g.*, for more than two agents).

In some embodiments, the compounds of the disclosure can be used in combination

10 with INCB086550.

Formulation, Dosage Forms and Administration

When employed as pharmaceuticals, the compounds of the present disclosure can be administered in the form of pharmaceutical compositions. Thus the present disclosure

15 provides a composition comprising a compound of Formula (I), (I'), or any of the formulas as described herein, a compound as recited in any of the claims and described herein, or a pharmaceutically acceptable salt thereof, or any of the embodiments thereof, and at least one pharmaceutically acceptable carrier or excipient. These compositions can be prepared in a manner well known in the pharmaceutical art, and can be administered by a variety of routes,

20 depending upon whether local or systemic treatment is indicated and upon the area to be treated. Administration may be topical (including transdermal, epidermal, ophthalmic and to mucous membranes including intranasal, vaginal and rectal delivery), pulmonary (*e.g.*, by inhalation or insufflation of powders or aerosols, including by nebulizer; intratracheal or intranasal), oral or parenteral. Parenteral administration includes intravenous, intraarterial,

25 subcutaneous, intraperitoneal intramuscular or injection or infusion; or intracranial, *e.g.*, intrathecal or intraventricular, administration. Parenteral administration can be in the form of a single bolus dose, or may be, *e.g.*, by a continuous perfusion pump. Pharmaceutical compositions and formulations for topical administration may include transdermal patches, ointments, lotions, creams, gels, drops, suppositories, sprays, liquids and powders.

30 Conventional pharmaceutical carriers, aqueous, powder or oily bases, thickeners and the like may be necessary or desirable.

This invention also includes pharmaceutical compositions which contain, as the active ingredient, the compound of the present disclosure or a pharmaceutically acceptable salt thereof, in combination with one or more pharmaceutically acceptable carriers or

excipients. In some embodiments, the composition is suitable for topical administration. In making the compositions of the invention, the active ingredient is typically mixed with an excipient, diluted by an excipient or enclosed within such a carrier in the form of, *e.g.*, a capsule, sachet, paper, or other container. When the excipient serves as a diluent, it can be a solid, semi-solid, or liquid material, which acts as a vehicle, carrier or medium for the active ingredient. Thus, the compositions can be in the form of tablets, pills, powders, lozenges, sachets, cachets, elixirs, suspensions, emulsions, solutions, syrups, aerosols (as a solid or in a liquid medium), ointments containing, *e.g.*, up to 10% by weight of the active compound, soft and hard gelatin capsules, suppositories, sterile injectable solutions and sterile packaged powders.

In preparing a formulation, the active compound can be milled to provide the appropriate particle size prior to combining with the other ingredients. If the active compound is substantially insoluble, it can be milled to a particle size of less than 200 mesh. If the active compound is substantially water soluble, the particle size can be adjusted by milling to provide a substantially uniform distribution in the formulation, *e.g.*, about 40 mesh.

The compounds of the invention may be milled using known milling procedures such as wet milling to obtain a particle size appropriate for tablet formation and for other formulation types. Finely divided (nanoparticulate) preparations of the compounds of the invention can be prepared by processes known in the art see, *e.g.*, WO 2002/000196.

Some examples of suitable excipients include lactose, dextrose, sucrose, sorbitol, mannitol, starches, gum acacia, calcium phosphate, alginates, tragacanth, gelatin, calcium silicate, microcrystalline cellulose, polyvinylpyrrolidone, cellulose, water, syrup and methyl cellulose. The formulations can additionally include: lubricating agents such as talc, magnesium stearate and mineral oil; wetting agents; emulsifying and suspending agents; preserving agents such as methyl- and propylhydroxy-benzoates; sweetening agents; and flavoring agents. The compositions of the invention can be formulated so as to provide quick, sustained or delayed release of the active ingredient after administration to the patient by employing procedures known in the art.

In some embodiments, the pharmaceutical composition comprises silicified microcrystalline cellulose (SMCC) and at least one compound described herein, or a pharmaceutically acceptable salt thereof. In some embodiments, the silicified microcrystalline cellulose comprises about 98% microcrystalline cellulose and about 2% silicon dioxide w/w.

In some embodiments, the composition is a sustained release composition comprising at least one compound described herein, or a pharmaceutically acceptable salt thereof, and at least one pharmaceutically acceptable carrier or excipient. In some embodiments, the composition comprises at least one compound described herein, or a pharmaceutically acceptable salt thereof, and at least one component selected from microcrystalline cellulose, lactose monohydrate, hydroxypropyl methylcellulose and polyethylene oxide. In some embodiments, the composition comprises at least one compound described herein, or a pharmaceutically acceptable salt thereof, and microcrystalline cellulose, lactose monohydrate and hydroxypropyl methylcellulose. In some embodiments, the composition comprises at least one compound described herein, or a pharmaceutically acceptable salt thereof, and microcrystalline cellulose, lactose monohydrate and polyethylene oxide. In some embodiments, the composition further comprises magnesium stearate or silicon dioxide. In some embodiments, the microcrystalline cellulose is Avicel PH102™. In some embodiments, the lactose monohydrate is Fast-flo 316™. In some embodiments, the hydroxypropyl methylcellulose is hydroxypropyl methylcellulose 2208 K4M (*e.g.*, Methocel K4 M Premier™) and/or hydroxypropyl methylcellulose 2208 K100LV (*e.g.*, Methocel K00LV™). In some embodiments, the polyethylene oxide is polyethylene oxide WSR 1105 (*e.g.*, Polyox WSR 1105™).

In some embodiments, a wet granulation process is used to produce the composition.

In some embodiments, a dry granulation process is used to produce the composition.

The compositions can be formulated in a unit dosage form, each dosage containing from about 5 to about 1,000 mg (1 g), more usually about 100 mg to about 500 mg, of the active ingredient. In some embodiments, each dosage contains about 10 mg of the active ingredient. In some embodiments, each dosage contains about 50 mg of the active ingredient. In some embodiments, each dosage contains about 25 mg of the active ingredient. The term "unit dosage forms" refers to physically discrete units suitable as unitary dosages for human subjects and other mammals, each unit containing a predetermined quantity of active material calculated to produce the desired therapeutic effect, in association with a suitable pharmaceutical excipient.

The components used to formulate the pharmaceutical compositions are of high purity and are substantially free of potentially harmful contaminants (*e.g.*, at least National Food grade, generally at least analytical grade, and more typically at least pharmaceutical grade). Particularly for human consumption, the composition is preferably manufactured or formulated under Good Manufacturing Practice standards as defined in the applicable

regulations of the U.S. Food and Drug Administration. For example, suitable formulations may be sterile and/or substantially isotonic and/or in full compliance with all Good Manufacturing Practice regulations of the U.S. Food and Drug Administration.

The active compound may be effective over a wide dosage range and is generally administered in a therapeutically effective amount. It will be understood, however, that the amount of the compound actually administered will usually be determined by a physician, according to the relevant circumstances, including the condition to be treated, the chosen route of administration, the actual compound administered, the age, weight, and response of the individual patient, the severity of the patient's symptoms and the like.

The therapeutic dosage of a compound of the present invention can vary according to, *e.g.*, the particular use for which the treatment is made, the manner of administration of the compound, the health and condition of the patient, and the judgment of the prescribing physician. The proportion or concentration of a compound of the invention in a pharmaceutical composition can vary depending upon a number of factors including dosage, chemical characteristics (*e.g.*, hydrophobicity), and the route of administration. For example, the compounds of the invention can be provided in an aqueous physiological buffer solution containing about 0.1 to about 10% w/v of the compound for parenteral administration. Some typical dose ranges are from about 1 µg/kg to about 1 g/kg of body weight per day. In some embodiments, the dose range is from about 0.01 mg/kg to about 100 mg/kg of body weight per day. The dosage is likely to depend on such variables as the type and extent of progression of the disease or disorder, the overall health status of the particular patient, the relative biological efficacy of the compound selected, formulation of the excipient, and its route of administration. Effective doses can be extrapolated from dose-response curves derived from in vitro or animal model test systems.

For preparing solid compositions such as tablets, the principal active ingredient is mixed with a pharmaceutical excipient to form a solid preformulation composition containing a homogeneous mixture of a compound of the present invention. When referring to these preformulation compositions as homogeneous, the active ingredient is typically dispersed evenly throughout the composition so that the composition can be readily subdivided into equally effective unit dosage forms such as tablets, pills and capsules. This solid preformulation is then subdivided into unit dosage forms of the type described above containing from, *e.g.*, about 0.1 to about 1000 mg of the active ingredient of the present invention.

The tablets or pills of the present invention can be coated or otherwise compounded to provide a dosage form affording the advantage of prolonged action. For example, the tablet or pill can comprise an inner dosage and an outer dosage component, the latter being in the form of an envelope over the former. The two components can be separated by an enteric layer which serves to resist disintegration in the stomach and permit the inner component to pass intact into the duodenum or to be delayed in release. A variety of materials can be used for such enteric layers or coatings, such materials including a number of polymeric acids and mixtures of polymeric acids with such materials as shellac, cetyl alcohol and cellulose acetate.

The liquid forms in which the compounds and compositions of the present invention can be incorporated for administration orally or by injection include aqueous solutions, suitably flavored syrups, aqueous or oil suspensions, and flavored emulsions with edible oils such as cottonseed oil, sesame oil, coconut oil, or peanut oil, as well as elixirs and similar pharmaceutical vehicles.

Compositions for inhalation or insufflation include solutions and suspensions in pharmaceutically acceptable, aqueous or organic solvents, or mixtures thereof, and powders. The liquid or solid compositions may contain suitable pharmaceutically acceptable excipients as described *supra*. In some embodiments, the compositions are administered by the oral or nasal respiratory route for local or systemic effect. Compositions can be nebulized by use of inert gases. Nebulized solutions may be breathed directly from the nebulizing device or the nebulizing device can be attached to a face mask, tent, or intermittent positive pressure breathing machine. Solution, suspension, or powder compositions can be administered orally or nasally from devices which deliver the formulation in an appropriate manner.

Topical formulations can contain one or more conventional carriers. In some embodiments, ointments can contain water and one or more hydrophobic carriers selected from, *e.g.*, liquid paraffin, polyoxyethylene alkyl ether, propylene glycol, white Vaseline, and the like. Carrier compositions of creams can be based on water in combination with glycerol and one or more other components, *e.g.*, glycerinmonostearate, PEG-glycerinmonostearate and cetylstearyl alcohol. Gels can be formulated using isopropyl alcohol and water, suitably in combination with other components such as, *e.g.*, glycerol, hydroxyethyl cellulose, and the like. In some embodiments, topical formulations contain at least about 0.1, at least about 0.25, at least about 0.5, at least about 1, at least about 2 or at least about 5 wt % of the compound of the invention. The topical formulations can be suitably packaged in tubes of,

e.g., 100 g which are optionally associated with instructions for the treatment of the select indication, *e.g.*, psoriasis or other skin condition.

The amount of compound or composition administered to a patient will vary depending upon what is being administered, the purpose of the administration, such as prophylaxis or therapy, the state of the patient, the manner of administration and the like. In therapeutic applications, compositions can be administered to a patient already suffering from a disease in an amount sufficient to cure or at least partially arrest the symptoms of the disease and its complications. Effective doses will depend on the disease condition being treated as well as by the judgment of the attending clinician depending upon factors such as the severity of the disease, the age, weight and general condition of the patient and the like.

The compositions administered to a patient can be in the form of pharmaceutical compositions described above. These compositions can be sterilized by conventional sterilization techniques, or may be sterile filtered. Aqueous solutions can be packaged for use as is, or lyophilized, the lyophilized preparation being combined with a sterile aqueous carrier prior to administration. The pH of the compound preparations typically will be between 3 and 11, more preferably from 5 to 9 and most preferably from 7 to 8. It will be understood that use of certain of the foregoing excipients, carriers or stabilizers will result in the formation of pharmaceutical salts.

The therapeutic dosage of a compound of the present invention can vary according to, *e.g.*, the particular use for which the treatment is made, the manner of administration of the compound, the health and condition of the patient, and the judgment of the prescribing physician. The proportion or concentration of a compound of the invention in a pharmaceutical composition can vary depending upon a number of factors including dosage, chemical characteristics (*e.g.*, hydrophobicity), and the route of administration. For example, the compounds of the invention can be provided in an aqueous physiological buffer solution containing about 0.1 to about 10% w/v of the compound for parenteral administration. Some typical dose ranges are from about 1 µg/kg to about 1 g/kg of body weight per day. In some embodiments, the dose range is from about 0.01 mg/kg to about 100 mg/kg of body weight per day. The dosage is likely to depend on such variables as the type and extent of progression of the disease or disorder, the overall health status of the particular patient, the relative biological efficacy of the compound selected, formulation of the excipient, and its route of administration. Effective doses can be extrapolated from dose-response curves derived from *in vitro* or animal model test systems.

Labeled Compounds and Assay Methods

Another aspect of the present invention relates to labeled compounds of the disclosure (radio-labeled, fluorescent-labeled, etc.) that would be useful not only in imaging techniques but also in assays, both *in vitro* and *in vivo*, for localizing and quantitating HPK1 protein in
5 tissue samples, including human, and for identifying HPK1 ligands by inhibition binding of a labeled compound. Substitution of one or more of the atoms of the compounds of the present disclosure can also be useful in generating differentiated ADME (Adsorption, Distribution, Metabolism and Excretion). Accordingly, the present invention includes HPK1 binding assays that contain such labeled or substituted compounds.

10 The present disclosure further includes isotopically-labeled compounds of the disclosure. An “isotopically” or “radio-labeled” compound is a compound of the disclosure where one or more atoms are replaced or substituted by an atom having an atomic mass or mass number different from the atomic mass or mass number typically found in nature (i.e., naturally occurring). Suitable radionuclides that may be incorporated in compounds of the
15 present disclosure include but are not limited to ^2H (also written as D for deuterium), ^3H (also written as T for tritium), ^{11}C , ^{13}C , ^{14}C , ^{13}N , ^{15}N , ^{15}O , ^{17}O , ^{18}O , ^{18}F , ^{35}S , ^{36}Cl , ^{82}Br , ^{75}Br , ^{76}Br , ^{77}Br , ^{123}I , ^{124}I , ^{125}I and ^{131}I . For example, one or more hydrogen atoms in a compound of the present disclosure can be replaced by deuterium atoms (e.g., one or more hydrogen atoms of a C_{1-6} alkyl group of Formula (I) or (I') can be optionally substituted with deuterium atoms,
20 such as $-\text{CD}_3$ being substituted for $-\text{CH}_3$). In some embodiments, alkyl groups in Formula (I) or (I') can be perdeuterated.

One or more constituent atoms of the compounds presented herein can be replaced or substituted with isotopes of the atoms in natural or non-natural abundance. In some
25 embodiments, the compound includes at least one deuterium atom. In some embodiments, the compound includes two or more deuterium atoms. In some embodiments, the compound includes 1-2, 1-3, 1-4, 1-5, or 1-6 deuterium atoms. In some embodiments, all of the hydrogen atoms in a compound can be replaced or substituted by deuterium atoms.

Synthetic methods for including isotopes into organic compounds are known in the art (Deuterium Labeling in Organic Chemistry by Alan F. Thomas (New York, N.Y., Appleton-
30 Century-Crofts, 1971; The Renaissance of H/D Exchange by Jens Atzrodt, Volker Derdau, Thorsten Fey and Jochen Zimmermann, Angew. Chem. Int. Ed. 2007, 7744-7765; The Organic Chemistry of Isotopic Labelling by James R. Hanson, Royal Society of Chemistry, 2011). Isotopically labeled compounds can be used in various studies such as NMR spectroscopy, metabolism experiments, and/or assays.

Substitution with heavier isotopes, such as deuterium, may afford certain therapeutic advantages resulting from greater metabolic stability, for example, increased *in vivo* half-life or reduced dosage requirements, and hence may be preferred in some circumstances. (see *e.g.*, A. Kerekes et. al. *J. Med. Chem.* 2011, 54, 201-210; R. Xu et. al. *J. Label Compd.*

5 *Radiopharm.* 2015, 58, 308-312). In particular, substitution at one or more metabolism sites may afford one or more of the therapeutic advantages.

The radionuclide that is incorporated in the instant radio-labeled compounds will depend on the specific application of that radio-labeled compound. For example, for *in vitro* adenosine receptor labeling and competition assays, compounds that incorporate ^3H , ^{14}C ,
10 ^{82}Br , ^{125}I , ^{131}I or ^{35}S can be useful. For radio-imaging applications ^{11}C , ^{18}F , ^{125}I , ^{123}I , ^{124}I , ^{131}I , ^{75}Br , ^{76}Br or ^{77}Br can be useful.

It is understood that a “radio-labeled” or “labeled compound” is a compound that has incorporated at least one radionuclide. In some embodiments, the radionuclide is selected from the group consisting of ^3H , ^{14}C , ^{125}I , ^{35}S and ^{82}Br .

15 The present disclosure can further include synthetic methods for incorporating radio-isotopes into compounds of the disclosure. Synthetic methods for incorporating radio-isotopes into organic compounds are well known in the art, and an ordinary skill in the art will readily recognize the methods applicable for the compounds of disclosure.

Alabeled compound of the invention can be used in a screening assay to identify
20 and/or evaluate compounds. For example, a newly synthesized or identified compound (*i.e.*, test compound) which is labeled can be evaluated for its ability to bind a HPK1 protein by monitoring its concentration variation when contacting with the HPK1, through tracking of the labeling. For example, a test compound (labeled) can be evaluated for its ability to reduce binding of another compound which is known to bind to a HPK1 protein (*i.e.*, standard
25 compound). Accordingly, the ability of a test compound to compete with the standard compound for binding to the HPK1 protein directly correlates to its binding affinity. Conversely, in some other screening assays, the standard compound is labeled and test compounds are unlabeled. Accordingly, the concentration of the labeled standard compound is monitored in order to evaluate the competition between the standard compound and the test
30 compound, and the relative binding affinity of the test compound is thus ascertained.

Kits

The present disclosure also includes pharmaceutical kits useful, *e.g.*, in the treatment or prevention of diseases or disorders associated with the activity of HPK1, such as cancer or

infections, which include one or more containers containing a pharmaceutical composition comprising a therapeutically effective amount of a compound of Formula (I), (I'), or any of the embodiments thereof. Such kits can further include one or more of various conventional pharmaceutical kit components, such as, *e.g.*, containers with one or more pharmaceutically acceptable carriers, additional containers, *etc.*, as will be readily apparent to those skilled in the art. Instructions, either as inserts or as labels, indicating quantities of the components to be administered, guidelines for administration, and/or guidelines for mixing the components, can also be included in the kit.

The invention will be described in greater detail by way of specific examples. The following examples are offered for illustrative purposes, and are not intended to limit the invention in any manner. Those of skill in the art will readily recognize a variety of non-critical parameters which can be changed or modified to yield essentially the same results. The compounds of the Examples have been found to inhibit the activity of HPK1 according to at least one assay described herein.

EXAMPLES

Experimental procedures for compounds of the invention are provided below. Preparatory LC-MS purifications of some of the compounds prepared were performed on Waters mass directed fractionation systems. The basic equipment setup, protocols, and control software for the operation of these systems have been described in detail in the literature. See *e.g.* "Two-Pump At Column Dilution Configuration for Preparative LC-MS", K. Blom, *J. Combi. Chem.*, 4, 295 (2002); "Optimizing Preparative LC-MS Configurations and Methods for Parallel Synthesis Purification", K. Blom, R. Sparks, J. Doughty, G. Everlof, T. Haque, A. Combs, *J. Combi. Chem.*, 5, 670 (2003); and "Preparative LC-MS Purification: Improved Compound Specific Method Optimization", K. Blom, B. Glass, R. Sparks, A. Combs, *J. Combi. Chem.*, 6, 874-883 (2004). The compounds separated were typically subjected to analytical liquid chromatography mass spectrometry (LCMS) for purity check.

The compounds separated were typically subjected to analytical liquid chromatography mass spectrometry (LCMS) for purity check under the following conditions: Instrument; Agilent 1100 series, LC/MSD, Column: Waters Sunfire™ C₁₈ 5 μm particle size, 2.1 x 5.0 mm, Buffers: mobile phase A: 0.025% TFA in water and mobile phase B: acetonitrile; gradient 2% to 80% of B in 3 minutes with flow rate 2.0 mL/minute.

Some of the compounds prepared were also separated on a preparative scale by reverse-phase high performance liquid chromatography (RP-HPLC) with MS detector or

flash chromatography (silica gel) as indicated in the Examples. Typical preparative reverse-phase high performance liquid chromatography (RP-HPLC) column conditions are as follows:

pH = 2 purifications: Waters Sunfire™ C₁₈ 5 µm particle size, 19 x 100 mm column, eluting with mobile phase A: 0.1% TFA (trifluoroacetic acid) in water and mobile phase B: acetonitrile; the flow rate was 30 mL/minute, the separating gradient was optimized for each compound using the Compound Specific Method Optimization protocol as described in the literature [see "Preparative LCMS Purification: Improved Compound Specific Method Optimization", K. Blom, B. Glass, R. Sparks, A. Combs, *J. Comb. Chem.*, **6**, 874-883 (2004)]. Typically, the flow rate used with the 30 x 100 mm column was 60 mL/minute.

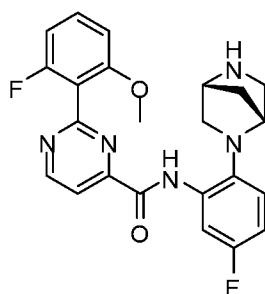
pH = 10 purifications: Waters XBridge C₁₈ 5 µm particle size, 19 x 100 mm column, eluting with mobile phase A: 0.15% NH₄OH in water and mobile phase B: acetonitrile; the flow rate was 30 mL/minute, the separating gradient was optimized for each compound using the Compound Specific Method Optimization protocol as described in the literature [See "Preparative LCMS Purification: Improved Compound Specific Method Optimization", K. Blom, B. Glass, R. Sparks, A. Combs, *J. Comb. Chem.*, **6**, 874-883 (2004)]. Typically, the flow rate used with 30 x 100 mm column was 60 mL/minute."

The following abbreviations may be used herein: AcOH (acetic acid); Ac₂O (acetic anhydride); aq. (aqueous); atm. (atmosphere(s)); Boc (*t*-butoxycarbonyl); BOP ((benzotriazol-1-yloxy)tris(dimethylamino)phosphonium hexafluorophosphate); br (broad); Cbz (carboxybenzyl); calc. (calculated); d (doublet); dd (doublet of doublets); DBU (1,8-diazabicyclo[5.4.0]undec-7-ene); DCM (dichloromethane); DIAD (*N,N'*-diisopropyl azidodicarboxylate); DIEA (*N,N*-diisopropylethylamine); DIPEA (*N,N*-diisopropylethylamine); DIBAL (diisobutylaluminium hydride); DMF (*N,N*-dimethylformamide); Et (ethyl); EtOAc (ethyl acetate); FCC (flash column chromatography); g (gram(s)); h (hour(s)); HATU (*N,N,N',N'*-tetramethyl-*O*-(7-azabenzotriazol-1-yl)uronium hexafluorophosphate); HCl (hydrochloric acid); HPLC (high performance liquid chromatography); Hz (hertz); J (coupling constant); LCMS (liquid chromatography – mass spectrometry); LDA (lithium diisopropylamide); m (multiplet); M (molar); *m*CPBA (3-chloroperoxybenzoic acid); MS (Mass spectrometry); Me (methyl); MeCN (acetonitrile); MeOH (methanol); mg (milligram(s)); min. (minutes(s)); mL (milliliter(s)); mmol (millimole(s)); N (normal); nM (nanomolar); NMP (*N*-methylpyrrolidinone); NMR (nuclear magnetic resonance spectroscopy); OTf (trifluoromethanesulfonate); Ph (phenyl); pM (picomolar); RP-HPLC (reverse phase high performance liquid chromatography); r.t. (room

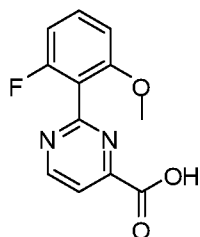
temperature), s (singlet); t (triplet or tertiary); TBS (tert-butyldimethylsilyl); tert (tertiary); tt (triplet of triplets); TFA (trifluoroacetic acid); THF (tetrahydrofuran); μg (microgram(s)); μL (microliter(s)); μM (micromolar); wt % (weight percent). Brine is saturated aqueous sodium chloride. *In vacuo* is under vacuum.

5

Example 1. *N*-(2-((1*R*,4*R*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



Step 1. 2-(2-Fluoro-6-methoxyphenyl)pyrimidine-4-carboxylic acid

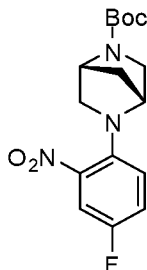


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A mixture of 2-chloropyrimidine-4-carboxylic acid (9.0 g, 56.8 mmol), (2-fluoro-6-methoxyphenyl)boronic acid (11.58 g, 68.1 mmol), XPhosPd G2 (1.340 g, 1.703 mmol) and potassium phosphate, tribasic (24.10 g, 114 mmol) were combined with 1,4-dioxane (100 mL) and water (20.00 mL). The reaction flask was evacuated, back filled with nitrogen, and then heated to 80 °C for 2 h. The reaction mixture was then cooled to room temperature, treated with water and diluted with ethyl acetate. The aqueous phase was separated and acidified with 1 N HCl. The resulting solid was collected by filtration and washed with water. After air drying, it was used in Step 4 without further purification. LCMS calculated for $\text{C}_{12}\text{H}_{10}\text{FN}_2\text{O}_3$ ($\text{M}+\text{H}$)⁺: m/z = 249.2; found 249.2.

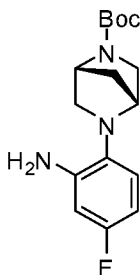
20

Step 2. *(1R,4R)-tert-Butyl 5-(4-fluoro-2-nitrophenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate*



A solution of 1,4-difluoro-2-nitrobenzene (257 mg, 1.6 mmol) and *tert*-butyl *(1R,4R)*-
 5 2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (320 mg, 1.6 mmol) in DMSO (2.5 mL) was
 treated with triethylamine (338 μ l, 2.4 mmol). The reaction mixture was heated to 80 °C for 3
 h. After cooling to room temperature, the reaction mixture was diluted with dichloromethane
 and washed with brine. The separated organic phase was dried over sodium sulfate and
 concentrated. The crude product was used in the next step without further purification. LCMS
 10 calculated for $C_{12}H_{13}FN_3O_4$ ($M+H-C_4H_8$)⁺: m/z = 282.1; found 282.1.

Step 3. *(1R,4R)-tert-Butyl 5-(2-amino-4-fluorophenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate*

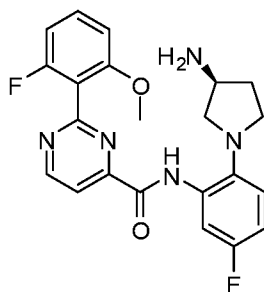


A mixture of *tert*-butyl *(1R,4R)*-5-(4-fluoro-2-nitrophenyl)-2,5-
 15 diazabicyclo[2.2.1]heptane-2-carboxylate (545 mg, 1.6mmol), iron (451 mg, 8.1mmol) and
 ammonium chloride (518 mg, 9.7mmol) in THF (2 mL), water (2 mL) and methanol (2
 mL) was stirred at 60 °C for 3 h. After cooling to room temperature, the reaction mixture was
 filtered through a plug of Celite and diluted with dichloromethane. The organic phase was
 separated, washed with brine, dried over sodium sulfate and the solvents were evaporated *in*
 20 *vacuo*. The crude product was used in the next step without further purification. LCMS
 calculated for $C_{16}H_{23}FN_3O_2$ ($M+H$)⁺: m/z = 308.2; Found: 308.2.

Step 4. *N*-(2-((1*R*,4*R*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

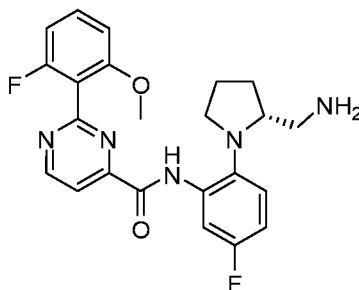
HATU (178 mg, 0.468 mmol) was added to a solution of *tert*-butyl (1*R*,4*R*)-5-(2-amino-4-fluorophenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (96 mg, 0.312 mmol),
 2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxylic acid (from Step 1; 78 mg, 0.312mmol) and DIPEA (109 μ l, 0.625mmol) in DMF (2mL). The reaction mixture was stirred at room temperature for 30 min, and then treated with water. The precipitated product was collected by filtration, washed with water and air dried. The solid residue was then re-
 dissolved in TFA and the solution was stirred at room temperature for 10 min. The mixture was then diluted with acetonitrile and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min) to isolate the title compound as the TFA salt. LCMS calculated for $C_{23}H_{22}F_2N_5O_2$ ($M+H$)⁺: m/z = 438.2; Found: 438.2.

Example 2. (*S*)-*N*-(2-(3-Aminopyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



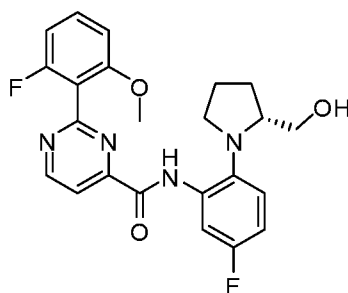
The TFA salt of the title compound was prepared according to the procedures described in Example 1, using (*S*)-pyrrolidin-3-amine instead of *tert*-butyl (1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate as starting material. LCMS calculated for $C_{22}H_{22}F_2N_5O_2$ ($M+H$)⁺: m/z = 426.2; Found: 426.3.

Example 3. (*R*)-*N*-(2-(2-(Aminomethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



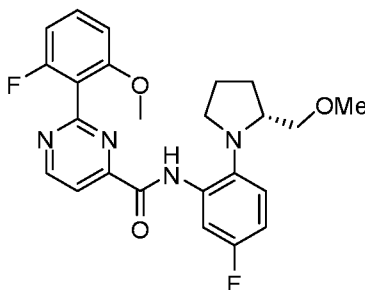
The TFA salt of the title compound was prepared according to the procedures described in Example 1, using (*R*)-*tert*-butyl pyrrolidin-2-ylmethylcarbamate instead of *tert*-butyl (1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate as starting material. LCMS calculated for C₂₃H₂₄F₂N₅O₂ (M+H)⁺: m/z = 440.2; Found: 440.1.

Example 4. (*R*)-*N*-(5-Fluoro-2-(2-(hydroxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



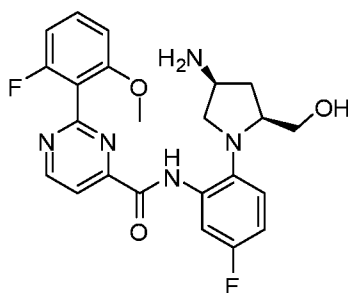
The TFA salt of the title compound was prepared according to the procedures described in Example 1, using (*R*)-pyrrolidin-2-ylmethanol instead of *tert*-butyl (1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate as starting material. LCMS calculated for C₂₃H₂₃F₂N₄O₃ (M+H)⁺: m/z = 441.2; Found: 441.1.

Example 5. (*R*)-*N*-(5-Fluoro-2-(2-(methoxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



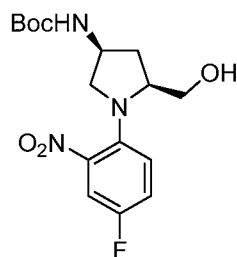
The TFA salt of the title compound was prepared according to the procedures described in Example 1, using (*R*)-2-(methoxymethyl)pyrrolidine instead of *tert*-butyl (1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate as starting material. LCMS calculated for C₂₄H₂₅F₂N₄O₃ (M+H)⁺: m/z = 455.2; Found: 455.3.

Example 6. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



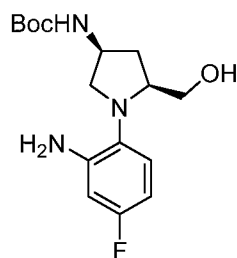
The free base and TFA salt of the title compound was prepared according to the procedures described in Example 1, (and detailed below) using *tert*-butyl (3*S*,5*S*)-5-(hydroxymethyl)-pyrrolidin-3-ylcarbamate instead of *tert*-butyl (1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate as starting material.

*Step 1. tert-Butyl ((3*S*,5*S*)-1-(4-fluoro-2-nitrophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate*



A solution of 1,4-difluoro-2-nitrobenzene (68.2 μ L, 0.629 mmol) and *tert*-butyl ((3*S*,5*S*)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (136 mg, 0.629 mmol) in DMSO (2.5 mL) was treated with triethylamine (131 μ L, 0.943 mmol) and the reaction mixture was
 5 heated to 80 °C for 3 hrs. After cooling to r.t., the reaction mixture was diluted with DCM, washed with brine, dried over sodium sulfate and the solvent was evaporated under vacuum. The obtained crude product was used in the next step without further purification. LCMS calculated for $C_{12}H_{15}FN_3O_5$ ($M+H-C_4H_8$)⁺: m/z = 300.1; found 300.1.

10 *Step 2. tert-Butyl ((3S,5S)-1-(2-amino-4-fluorophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate*

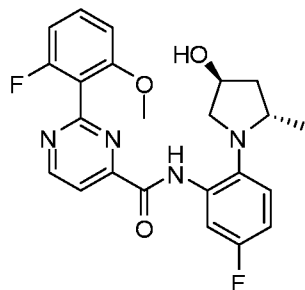


A mixture of *tert*-butyl ((3*S*,5*S*)-1-(4-fluoro-2-nitrophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (100 mg, 0.281 mmol), iron (79 mg, 1.407 mmol)
 15 and ammonium chloride (90 mg, 1.7 mmol) in THF (2 mL), water (2 mL) and methanol (2 mL) was stirred at 60 °C for 3 hrs. After cooling to r.t., the mixture was filtered through a plug of Celite and diluted with DCM. The organic phase was separated, washed with brine, dried over sodium sulfate and the solvents were evaporated under vacuum. The obtained crude product was used in the next step without further purification. LCMS calculated for
 20 $C_{16}H_{25}FN_3O_3$ ($M+H$)⁺: m/z = 326.2; Found: 326.2.

Step 3. N-(2-((2S,4S)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

HATU (175 mg, 0.461 mmol) was added to a solution of *tert*-butyl ((3*S*,5*S*)-1-(2-amino-4-fluorophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (100 mg, 0.307 mmol), 2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxylic acid (the product of Example 1, step 1, 76 mg, 0.307 mmol) and DIPEA (107 μ L, 0.615 mmol) in DMF (2 mL). The reaction mixture was stirred at r.t. for 30 mins, then water was added and the precipitated product was collected by filtration, washed with water and air dried. The solid was dissolved in TFA and the resulting solution was stirred at r.t. for 10 mins. The solution was then diluted with acetonitrile and purified with prep-LCMS. LCMS calculated for C₂₃H₂₄F₂N₅O₃ (M+H)⁺: m/z = 456.2; Found: 456.3. Prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% NH₄OH, at flow rate of 60 mL/min). Free base: ¹H NMR (600 MHz, DMSO-*d*₆) δ 9.34 – 9.18 (m, 1H), 8.25 – 8.19 (m, 1H), 8.18 – 8.14 (m, 1H), 7.60 – 7.49 (q, *J* = 7.7 Hz, 1H), 7.49 – 7.43 (m, 1H), 7.08 – 7.02 (d, *J* = 8.4 Hz, 1H), 7.02 – 6.94 (m, 2H), 3.78 – 3.71 (s, 3H), 3.38 – 3.30 (t, *J* = 6.4 Hz, 1H), 3.30 – 3.23 (m, 1H), 3.23 – 3.17 (m, 1H), 3.17 – 3.10 (dd, *J* = 11.1, 6.1 Hz, 1H), 2.95 – 2.88 (t, *J* = 7.4 Hz, 1H), 2.88 – 2.80 (m, 1H), 2.35 – 2.25 (dt, *J* = 14.1, 8.0 Hz, 1H), 1.25 – 1.12 (m, 1H) ppm. Prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min) TFA salt: ¹H NMR (600 MHz, DMSO-*d*₆) δ 10.78 – 10.58 (s, 1H), 9.32 – 9.20 (d, *J* = 5.0 Hz, 1H), 8.24 – 8.08 (m, 2H), 7.93 – 7.77 (br, *J* = 5.7 Hz, 2H), 7.62 – 7.53 (td, *J* = 8.4, 6.8 Hz, 1H), 7.53 – 7.46 (dd, *J* = 8.8, 5.7 Hz, 1H), 7.10 – 7.02 (m, 2H), 7.02 – 6.93 (t, *J* = 8.8 Hz, 1H), 3.82 – 3.73 (s, 3H), 3.75 – 3.67 (m, 1H), 3.59 – 3.51 (m, 1H), 3.30 – 3.15 (m, 4H), 2.44 – 2.35 (ddd, *J* = 13.6, 9.1, 7.2 Hz, 1H), 1.81 – 1.71 (dt, *J* = 13.5, 4.3 Hz, 1H) ppm.

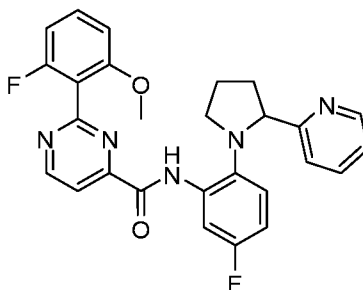
Example 7. *N*-(5-Fluoro-2-((2*S*,4*S*)-4-hydroxy-2-methylpyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



The TFA salt of the title compound was prepared according to the procedures described in Example 1, using (3*S*,5*S*)-5-methylpyrrolidin-3-ol instead of *tert*-butyl (1*R*,4*R*)-

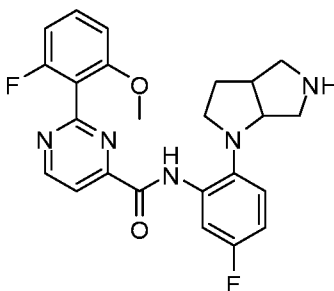
2,5-diazabicyclo[2.2.1]heptane-2-carboxylate as starting material. LCMS calculated for $C_{23}H_{23}F_2N_4O_3$ (M+H)⁺: m/z = 441.2; Found: 441.3.

Example 8. *N*-(5-Fluoro-2-(2-(pyridin-2-yl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



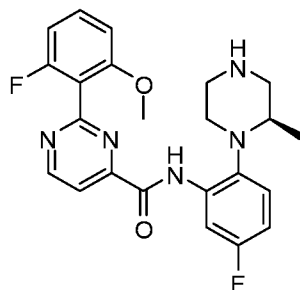
The TFA salt of the title compound was prepared according to the procedures described in Example 1, using 2-(pyrrolidin-2-yl)pyridine instead of *tert*-butyl (1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate as starting material. LCMS calculated for C₂₇H₂₄F₂N₅O₂ (M+H)⁺: *m/z* = 488.2; Found: 488.1.

Example 9. *N*-(5-Fluoro-2-(hexahydropyrrolo[3,4-*b*]pyrrol-1(2*H*)-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



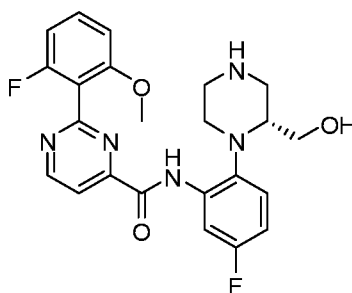
The TFA salt of the title compound was prepared according to the procedures described in Example 1, using *tert*-butyl hexahydropyrrolo[3,4-*b*]pyrrole-5(1*H*)-carboxylate instead of *tert*-butyl (1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate as starting material. LCMS calculated for C₂₄H₂₄F₂N₅O₂ (M+H)⁺: *m/z* = 452.2; Found: 452.2.

Example 10. (*R*)-*N*-(5-Fluoro-2-(2-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



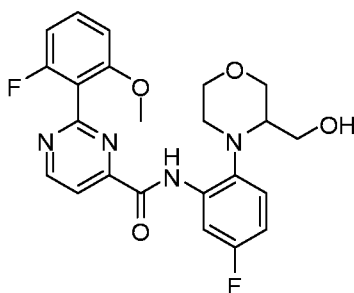
The TFA salt of the title compound was prepared according to the procedures described in Example 1, using (*R*)-*tert*-butyl 3-methylpiperazine-1-carboxylate instead of *tert*-butyl (1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate as starting material. LCMS calculated for C₂₃H₂₄F₂N₅O₂ (M+H)⁺: m/z = 440.2; Found: 440.2.

Example 11. (*R*)-*N*-(5-Fluoro-2-(2-(hydroxymethyl)piperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



The TFA salt of the title compound was prepared according to the procedures described in Example 1, using (*R*)-*tert*-butyl 3-(hydroxymethyl)piperazine-1-carboxylate instead of *tert*-butyl (1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate as starting material. LCMS calculated for C₂₃H₂₄F₂N₅O₃ (M+H)⁺: m/z = 456.2; Found: 456.2.

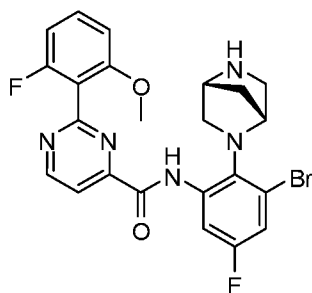
Example 12. *N*-(5-Fluoro-2-(3-(hydroxymethyl)morpholino)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



The TFA salt of the title compound was prepared according to the procedures described in Example 1, using morpholin-3-ylmethanol instead of *tert*-butyl (1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate as starting material. LCMS calculated for

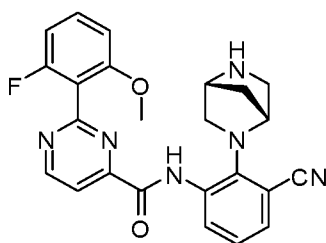
5 $C_{23}H_{23}F_2N_4O_4$ ($M+H$)⁺: m/z = 457.2; Found: 457.2.

Example 13. *N*-(2-((1*R*,4*R*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-3-bromo-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



10 The TFA salt of the title compound was prepared according to the procedures described in Example 1, using 1-bromo-2,5-difluoro-3-nitrobenzene instead of 1,4-difluoro-2-nitrobenzene as starting material. LCMS calculated for $C_{23}H_{21}BrF_2N_5O_2$ ($M+H$)⁺: m/z = 516.1; Found: 516.1.

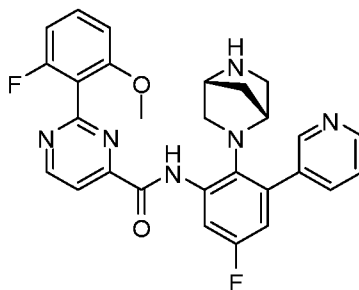
15 **Example 14. *N*-(2-((1*R*,4*R*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-3-cyanophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide**



The TFA salt of the title compound was prepared according to the procedures

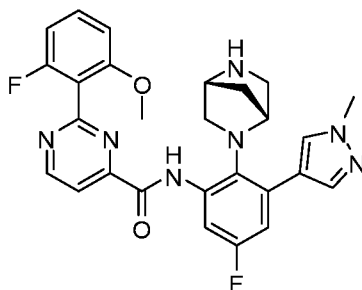
described in Example 1, using 2-fluoro-3-nitrobenzonitrile instead of 1,4-difluoro-2-nitrobenzene as starting material. LCMS calculated for $C_{24}H_{22}FN_6O_2$ ($M+H$)⁺: m/z = 445.2; Found: 445.2.

5 **Example 15.** *N*-(2-((1*R*,4*R*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-3-(pyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



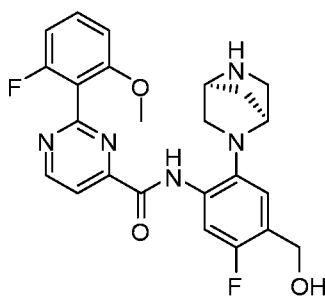
A mixture of *tert*-butyl (1*R*,4*R*)-5-(2-bromo-4-fluoro-6-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-2,5-diazabicyclo[2.2.1]heptane-2-
 10 carboxylate (from Example 13; 10 mg, 0.016 mmol), pyridin-3-ylboronic acid (4 mg, 0.032 mmol), XPhosPd G2 (1.3 mg, 1.6 μ mol) and potassium phosphate, tribasic (6.7 mg, 0.032 mmol) was combined with 1,4-dioxane (1mL) and water (0.1mL). The reaction flask was evacuated, back filled with nitrogen, and the mixture was stirred at 80 °C for 1 h. The reaction mixture was cooled to room temperature and the solvents were evaporated *in vacuo*.
 15 The residue was combined with TFA (1 mL) and stirred at room temperature for 10 min. The reaction mixture was diluted with CH₃CN and water and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min) to provide the TFA salt of the title compound. LCMS calculated for $C_{28}H_{25}F_2N_6O_2$ ($M+H$)⁺: m/z = 515.2; Found: 515.3.

Example 16. *N*-(2-((1*R*,4*R*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-3-(1-methyl-1*H*-pyrazol-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



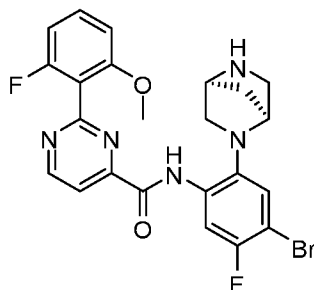
The TFA salt of the title compound was prepared according to the procedures described in Example 15, using 1-methyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1*H*-pyrazole instead of pyridin-3-ylboronic acid as starting material. LCMS calculated for $C_{27}H_{26}F_2N_7O_2$ ($M+H$)⁺: m/z = 518.2; Found: 518.3.

Example 17. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(hydroxymethyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



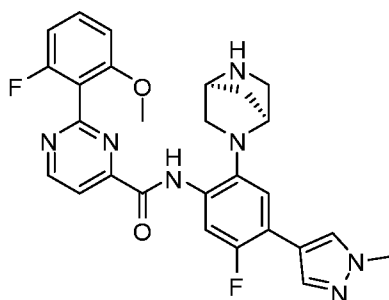
The TFA salt of the title compound was prepared according to the procedures described in Example 1, using (2,5-difluoro-4-nitrophenyl)methanol instead of 1,4-difluoro-2-nitrobenzene and *tert*-butyl (1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate instead of *tert*-butyl (1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate as starting material. LCMS calculated for $C_{24}H_{24}F_2N_5O_3$ ($M+H$)⁺: m/z = 468.2; Found: 468.2. ¹H NMR (600 MHz, DMSO-*d*₆) δ 10.81 – 10.70 (s, 1H), 9.33 – 9.25 (d, J = 5.0 Hz, 1H), 8.19 – 8.12 (d, J = 5.0 Hz, 1H), 8.12 – 8.04 (d, J = 11.4 Hz, 1H), 7.63 – 7.52 (q, J = 7.9 Hz, 1H), 7.38 – 7.28 (d, J = 7.2 Hz, 1H), 7.13 – 7.06 (d, J = 8.5 Hz, 1H), 7.05 – 6.95 (t, J = 8.8 Hz, 1H), 5.28 – 5.16 (s, 1H), 4.57 – 4.42 (s, 2H), 3.82 – 3.71 (s, 3H), 3.70 – 3.60 (s, 1H), 3.54 – 3.46 (s, 1H), 3.26 – 3.17 (d, J = 9.0 Hz, 1H), 3.12 – 3.04 (d, J = 9.0 Hz, 1H), 2.92 – 2.86 (d, J = 10.0 Hz, 1H), 2.67 – 2.59 (d, J = 9.7 Hz, 1H), 1.65 – 1.59 (d, J = 9.3 Hz, 1H), 1.54 – 1.38 (d, J = 9.1 Hz, 1H) ppm.

Example 18. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-4-bromo-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



The TFA salt of the title compound was prepared according to the procedures described in Example 1, using 1-bromo-2,5-difluoro-4-nitrobenzene instead of 1,4-difluoro-2-nitrobenzene and *tert*-butyl (1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate instead of *tert*-butyl (1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate as starting material. LCMS calculated for C₂₃H₂₁BrF₂N₅O₂ (M+H)⁺: m/z = 516.1; Found: 516.1.

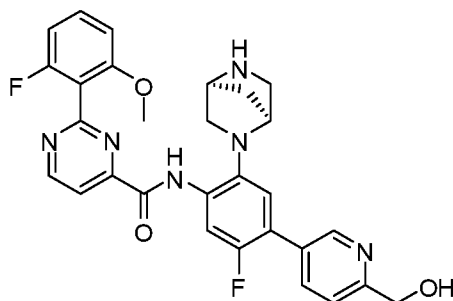
Example 19. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(1-methyl-1*H*-pyrazol-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



A mixture of *tert*-butyl (1*S*,4*S*)-5-(5-bromo-4-fluoro-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (from Example 18; 10 mg, 0.016 mmol), 1-methyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1*H*-pyrazole (6.8 mg, 0.032 mmol), XPhosPd G2 (1.3 mg, 1.6 μmol) and potassium phosphate, tribasic (6.7 mg, 0.032 mmol) was combined with 1,4-dioxane (1 mL) and water (0.1 mL). The reaction flask was evacuated, back filled with nitrogen, then stirred at 80 °C for 1 h. The reaction mixture was cooled to room temperature, the solvents were evaporated *in vacuo*, and TFA (1 mL) was added. The reaction mixture was stirred at room temperature for 10 min, then diluted with CH₃CN and water and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min) to provide the TFA salt of the title compound. LCMS calculated for

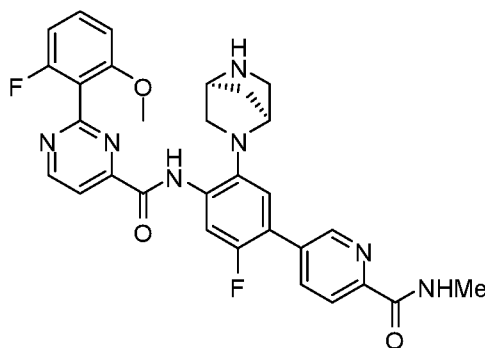
$C_{27}H_{26}F_2N_7O_2$ ($M+H$)⁺: m/z = 518.2; Found: 518.3. ^1H NMR (600 MHz, $DMSO-d_6$) δ 10.58 (s, 1H), 9.30 (d, J = 4.9 Hz, 1H), 8.94 (br, 2H), 8.20 – 8.15 (m, 2H), 8.14 (s, 1H), 7.94 (s, 1H), 7.67 – 7.53 (m, 2H), 7.09 (d, J = 8.5 Hz, 1H), 7.02 (t, J = 8.7 Hz, 1H), 4.41 (s, 1H), 4.04 (s, 1H), 3.91 (s, 3H), 3.78 (s, 3H), 3.51 (d, J = 11.0 Hz, 1H), 3.42 (d, J = 11.2 Hz, 1H), 3.34 – 3.20 (m, 1H), 3.03 (s, 1H), 1.91 (d, J = 10.6 Hz, 1H), 1.77 (d, J = 10.7 Hz, 1H) ppm.

Example 20. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(6-(hydroxymethyl)pyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



The TFA salt of the title compound was prepared according to the procedures described in Example 19, using (5-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)pyridin-2-yl)methanol instead of 1-methyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1*H*-pyrazole as starting material. LCMS calculated for $C_{29}H_{27}F_2N_6O_3$ ($M+H$)⁺: m/z = 545.2; Found: 545.3.

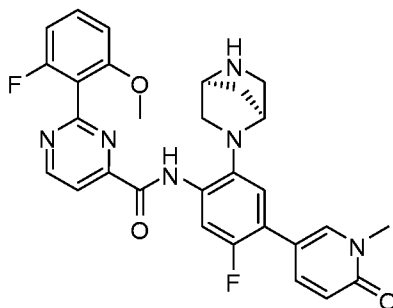
Example 21. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(6-(methylcarbamoyl)pyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



The TFA salt of the title compound was prepared according to the procedures described in Example 19, using *N*-methyl-5-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)picolinamide instead of 1-methyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1*H*-

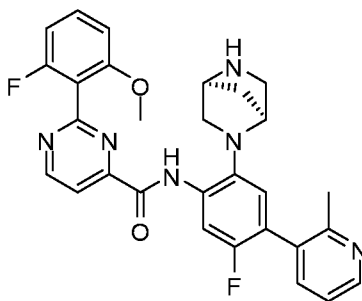
pyrazole as starting material. LCMS calculated for $C_{30}H_{28}F_2N_7O_3$ ($M+H$)⁺: $m/z = 572.2$;
Found: 572.3.

Example 22. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(1-methyl-6-
5 **oxo-1,6-dihydropyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-
carboxamide**



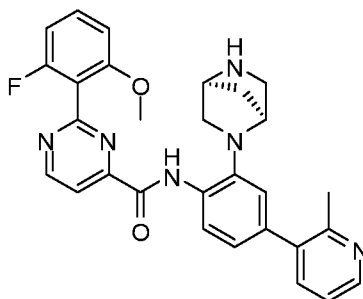
The TFA salt of the title compound was prepared according to the procedures described in Example 19, using 1-methyl-5-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)pyridin-2(1*H*)-one instead of 1-methyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-
10 1*H*-pyrazole as starting material. LCMS calculated for $C_{29}H_{27}F_2N_6O_3$ ($M+H$)⁺: $m/z = 545.2$;
Found: 545.3.

Example 23. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(2-
15 **methylpyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide**

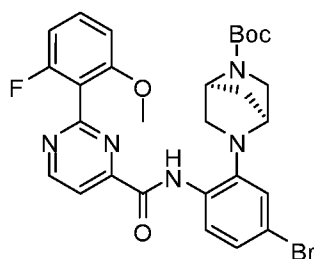


The TFA salt of the title compound was prepared according to the procedures described in Example 19, using 2-methylpyridin-3-ylboronic acid instead of 1-methyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1*H*-pyrazole as starting material. LCMS
20 calculated for $C_{29}H_{27}F_2N_6O_2$ ($M+H$)⁺: $m/z = 529.2$; Found: 529.3.

Example 24. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-4-(2-methylpyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



Step 1. (1*S*,4*S*)-*tert*-Butyl 5-(5-bromo-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate



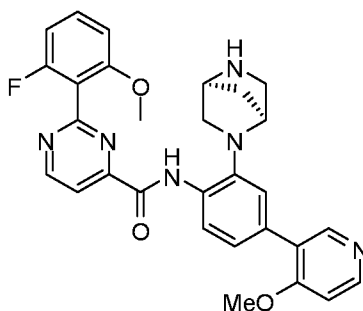
This compound was prepared according to the procedures described in Example 18, using 4-bromo-2-fluoro-1-nitrobenzene instead of 1-bromo-2,5-difluoro-4-nitrobenzene as starting material. LCMS calculated for $C_{28}H_{30}BrFN_5O_4$ ($M+H$)⁺: m/z = 598.2; Found: 598.2.

Step 2. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-4-(2-methylpyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

A mixture of *tert*-butyl (1*S*,4*S*)-5-(5-bromo-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (10 mg, 0.017 mmol), (2-methylpyridin-3-yl)boronic acid (4.6 mg, 0.033 mmol), XPhosPd G2 (1.3 mg, 1.6 μ mol) and potassium phosphate, tribasic (6.7 mg, 0.032 mmol) was combined with 1,4-dioxane (1 mL) and water (0.1 mL). The reaction flask was evacuated, back filled with nitrogen, then stirred at 80 °C for 1 h. The reaction mixture was cooled to room temperature, the solvents were evaporated *in vacuo* and TFA (1 mL) was added. The reaction mixture was stirred at room temperature for 10 min, then diluted with CH_3CN and water and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min) to provide the TFA salt of the title compound. LCMS calculated for $C_{29}H_{28}FN_6O_2$ ($M+H$)⁺: m/z = 511.2; Found:

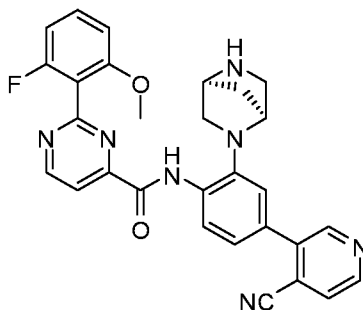
511.2. ^1H NMR (600 MHz, DMSO- d_6) δ 10.54 – 10.46 (s, 1H), 9.33 – 9.18 (d, J = 5.0 Hz, 1H), 9.06 – 8.91 (s, 1H), 8.80 – 8.74 (s, 1H), 8.67 – 8.63 (dd, J = 5.2, 1.8 Hz, 1H), 8.20 – 8.14 (d, J = 5.0 Hz, 1H), 8.14 – 8.09 (d, J = 8.2 Hz, 1H), 8.09 – 7.98 (d, J = 8.1 Hz, 1H), 7.70 – 7.61 (m, 1H), 7.61 – 7.55 (td, J = 8.4, 6.8 Hz, 1H), 7.31 – 7.27 (d, J = 1.9 Hz, 1H), 7.21 – 7.15 (dd, J = 8.2, 1.8 Hz, 1H), 7.12 – 7.06 (d, J = 8.5 Hz, 1H), 7.06 – 6.96 (t, J = 8.8 Hz, 1H), 4.39 – 4.30 (s, 1H), 4.28 – 4.17 (s, 1H), 3.84 – 3.71 (s, 3H), 3.62 – 3.52 (m, 1H), 3.39 – 3.34 (d, J = 11.2 Hz, 1H), 3.34 – 3.28 (m, 1H), 3.15 – 3.04 (m, 1H), 2.63 – 2.58 (s, 3H), 1.97 – 1.90 (dd, J = 10.8, 2.5 Hz, 1H), 1.84 – 1.67 (m, 1H).

Example 25. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-4-(4-methoxypyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



The TFA salt of the title compound was prepared according to the procedures described in Example 24, using 4-methoxypyridin-3-ylboronic acid instead of (2-methylpyridin-3-yl)boronic acid as starting material. LCMS calculated for $\text{C}_{29}\text{H}_{28}\text{FN}_6\text{O}_3$ ($\text{M}+\text{H}$) $^+$: m/z = 527.2; Found: 527.2.

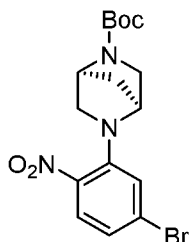
Example 26. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



The TFA salt of the title compound was prepared according to the procedures described in Example 24, (and detailed below) using 3-(4,4,5,5-tetramethyl-1,3,2-

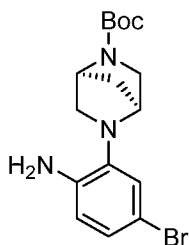
dioxaborolan-2-yl)isonicotinonitrile instead of (2-methylpyridin-3-yl)boronic acid as starting material.

Step 1. *tert*-Butyl (1*S*,4*S*)-5-(5-bromo-2-nitrophenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate



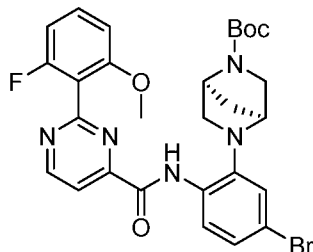
To a solution of 4-bromo-2-fluoro-1-nitrobenzene (500 mg, 2.3 mmol) and *tert*-butyl (1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (451 mg, 2.3 mmol) in DMSO (8 mL) was added triethylamine (475 μ l, 3.41 mmol) and the reaction mixture was heated to 80 °C for 2 hr. After cooling to r.t., water was added and the precipitated product was collected by filtration, washed with water and air dried. It was used in the next step without further purification. LCMS calculated for $C_{16}H_{21}BrN_3O_4$ ($M+H$)⁺: m/z = 398.1/400.1; found 398.1/400.1.

Step 2. *tert*-Butyl (1*S*,4*S*)-5-(2-amino-5-bromophenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate



A mixture of *tert*-butyl (1*S*,4*S*)-5-(5-bromo-2-nitrophenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (914 mg, 2.295 mmol), iron (684 mg, 12.25 mmol) and ammonium chloride (786 mg, 14.70 mmol) in THF (5 mL), water (5 mL) and methanol (5 mL) was stirred at 60 °C for 3 hrs. After cooling to r.t., it was filtered through a plug of Celite and diluted with DCM. The organic phase was separated, washed with brine, dried over sodium sulfated and the solvents were evaporated *in vacuo*. The obtained crude product was used in the next step without further purification. LCMS calculated for $C_{16}H_{23}BrN_3O_2$ ($M+H$)⁺: m/z = 368.1/370.1; Found: 368.1/370.1.

Step 3. *tert*-Butyl (1*S*,4*S*)-5-(5-bromo-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate



5 A solution of *tert*-butyl (1*S*,4*S*)-5-(2-amino-5-bromophenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (845 mg, 2.294 mmol), 2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxylic acid (the product of Example 1, Step 1, 570 mg, 2.3 mmol) and DIPEA (800 μ l, 4.6 mmol) in DMF (5 mL) was treated with HATU (1.3 g, 3.4 mmol). The reaction mixture was stirred at r.t. for 30 mins, then water was added and the
10 precipitated product was collected by filtration, washed with water and air dried. The crude product was used in the next step without further purification. LCMS calculated for $C_{28}H_{30}BrFN_5O_4$ (M+H)⁺: m/z = 598.2/600.2; Found: 598.2/600.2.

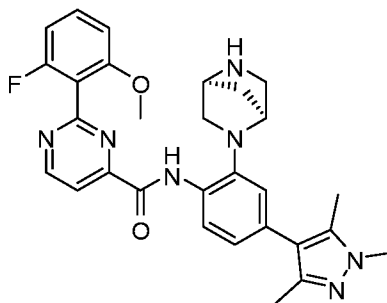
Step 4. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

15 A mixture of *tert*-butyl (1*S*,4*S*)-5-(5-bromo-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (10 mg, 0.017 mmol), 3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)isonicotinonitrile (9.8 mg, 0.043 mmol), Xphos Pd G2 (1.3 mg, 1.6 μ mol) and potassium phosphate, tribasic (6.7 mg, 0.032 mmol) in 1,4-dioxane (1 mL) and water (0.1 mL) was
20 degassed by evacuation and back filling with nitrogen. The reaction mixture was stirred at 80 °C for 1 hr, cooled to r.t. and the solvents were evaporated *in vacuo*. TFA (1 mL) was added to the residue and the reaction mixture was stirred at r.t. for 10 min, then diluted with CH₃CN and water and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of
25 acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for $C_{29}H_{25}FN_7O_2$ (M+H)⁺: m/z = 522.2; Found: 522.3. ¹H NMR (600 MHz, DMSO-*d*₆) δ 10.60 – 10.51 (s, 1H), 9.33 – 9.22 (d, *J* = 4.9 Hz, 1H), 9.08 – 9.00 (m, 1H), 9.01 – 8.95 (s, 1H), 8.88 – 8.80 (d, *J* = 4.9 Hz, 1H), 8.81 – 8.70 (m, 1H), 8.21 – 8.15 (d, *J* = 4.9 Hz, 1H), 8.15 – 8.10 (d, *J* = 8.2 Hz, 1H), 8.06 – 8.00 (d, *J* = 5.0 Hz, 1H), 7.60 – 7.53 (q, *J* = 7.9 Hz, 1H), 7.53 – 7.49

(s, 1H), 7.40 – 7.32 (d, $J = 8.1$ Hz, 1H), 7.13 – 7.07 (d, $J = 8.5$ Hz, 1H), 7.05 – 6.95 (t, $J = 8.8$ Hz, 1H), 4.42 – 4.35 (s, 1H), 4.32 – 4.24 (s, 1H), 3.84 – 3.76 (s, 3H), 3.67 – 3.58 (d, $J = 11.0$ Hz, 1H), 3.46 – 3.35 (d, $J = 10.9$ Hz, 2H), 3.15 – 3.04 (dd, $J = 11.6, 8.2$ Hz, 1H), 1.99 – 1.92 (d, $J = 10.8$ Hz, 1H), 1.89 – 1.75 (d, $J = 10.7$ Hz, 1H).

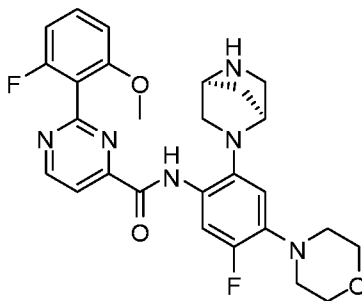
5

Example 27. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-4-(1,3,5-trimethyl-1*H*-pyrazol-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



The TFA salt of the title compound was prepared according to the procedures described in Example 24, using 1,3,5-trimethyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1*H*-pyrazole instead of (2-methylpyridin-3-yl)boronic acid as starting material. LCMS calculated for $C_{29}H_{31}FN_7O_2$ ($M+H$)⁺: $m/z = 528.2$; Found: 528.2.

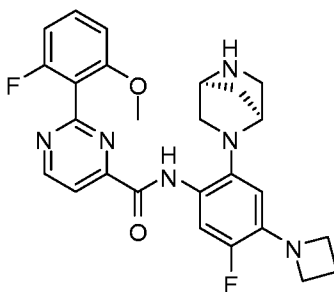
Example 28. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-morpholinophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



A mixture of *tert*-butyl (1*S*,4*S*)-5-(5-bromo-4-fluoro-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (from Example 18, 10 mg, 0.016 mmol), morpholine (1.4 mg, 0.016 mmol), RuPhosPd G2 (1.2 mg, 1.6 μ mol) and cesium carbonate (10.6 mg, 0.032 mmol) was combined with 1,4-dioxane (1mL). The reaction flask was evacuated, back filled with nitrogen, and stirred at 100 °C for 3 h. The reaction mixture was cooled to room temperature,

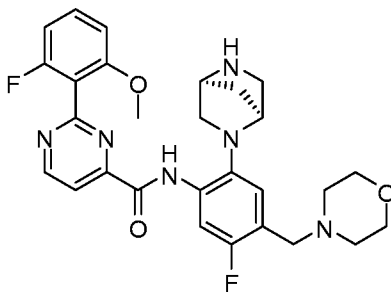
the solvents were evaporated *in vacuo* and TFA (1 mL) was added. The reaction mixture was stirred at room temperature for 10 min, then diluted with CH₃CN and water and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min) to provide the TFA salt of the title compound. LCMS calculated for C₂₇H₂₉F₂N₆O₃ (M+H)⁺: m/z = 523.2; Found: 523.2.

Example 29. *N*-(4-(Azetidin-1-yl)-2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

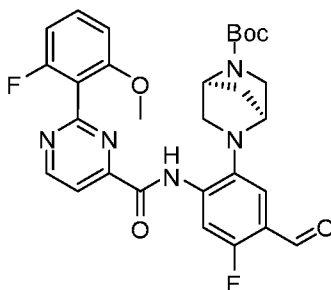


The TFA salt of the title compound was prepared according to the procedures described in Example 28, using azetidine instead of morpholine as starting material. LCMS calculated for C₂₆H₂₇F₂N₆O₂ (M+H)⁺: m/z = 493.2; Found: 493.2.

Example 30. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(morpholinomethyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



Step 1. (1*S*,4*S*)-*tert*-Butyl 5-(4-fluoro-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)-5-formylphenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate

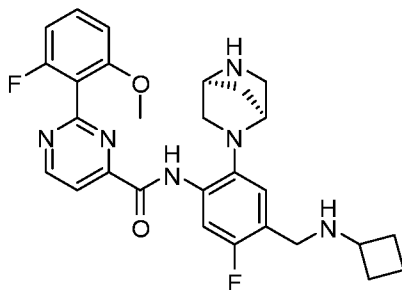


Dess-Martin periodinane (269 mg, 0.634mmol) was added to a solution of *tert*-butyl (1*S*,4*S*)-5-(4-fluoro-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)-5-(hydroxymethyl)phenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (Example 17, 300 mg, 0.529 mmol) and pyridine (51.0 μ L, 0.63mmol) in dichloromethane (5 mL). After stirring at room temperature for 1 h, the solvent was evaporated in *vacuo* and the crude product was purified by Biotage IsoleraTM. LCMS calculated for C₂₉H₃₀F₂N₅O₅ (M+H)⁺ *m/z* = 566.2; found 566.3.

Step 2. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(morpholinomethyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

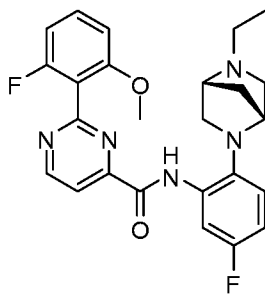
Sodium triacetoxyborohydride (7.5 mg, 0.035mmol) was added to a solution of morpholine (1.5 mg, 0.018 mmol), acetic acid (2 μ L, 0.035mmol) and *tert*-butyl (1*S*,4*S*)-5-(4-fluoro-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)-5-formylphenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (10 mg, 0.018 mmol) in dichloroethane (1 mL). The reaction mixture was stirred at room temperature for 2 h, and then treated with water. The aqueous phase was extracted with ethyl acetate, and the combined organic phases were washed with brine, dried over sodium sulfate and concentrated. The crude residue was taken up in TFA (1 mL) and the reaction was stirred at room temperature for 30 min. The reaction mixture was then diluted with acetonitrile and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min) to provide the TFA salt of the title compound. LCMS calculated for C₂₈H₃₁F₂N₆O₃ (M+H)⁺ *m/z* = 537.2; Found: 537.3.

Example 31. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-4-((cyclobutylamino)methyl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



5 The TFA salt of the title compound was prepared according to the procedures described in Example 30, using cyclobutanamine instead of morpholine as starting material. LCMS calculated for $C_{28}H_{31}F_2N_6O_2$ ($M+H$)⁺: m/z = 521.2; Found: 521.2.

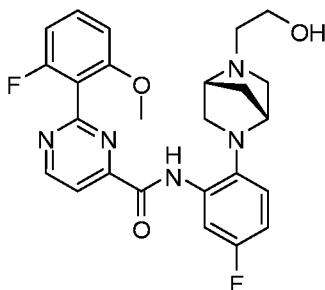
Example 32. *N*-(2-((1*R*,4*R*)-5-Ethyl-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



15 Sodium triacetoxyborohydride (10 mg, 0.046mmol) was added to a solution of acetaldehyde (1 mg, 0.023 mmol), acetic acid (2 μ l, 0.035mmol) and *N*-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide (from Example 1; 10 mg, 0.023 mmol) in dichloroethane (1 mL). After the reaction mixture was stirred at room temperature for 2 h, it was diluted with acetonitrile and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min) to provide the TFA salt of the title compound. LCMS calculated for $C_{25}H_{26}F_2N_5O_2$ ($M+H$)⁺: m/z = 466.2; Found: 466.3.

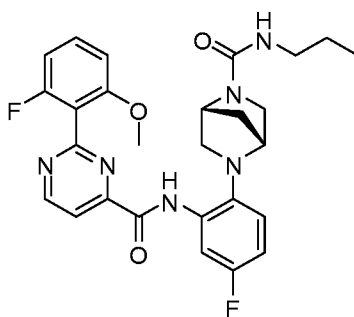
20

Example 33. *N*-(5-Fluoro-2-((1*R*,4*R*)-5-(2-hydroxyethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



Sodium triacetoxyborohydride (10 mg, 0.046mmol) was added to a solution of 2-
 5 ((*tert*-butyldimethylsilyl)oxy)acetaldehyde (3.98 mg, 0.023 mmol), acetic acid (2 μ l,
 0.035mmol) and *N*-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluorophenyl)-2-(2-
 fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide (from Example 1; 10 mg, 0.023 mmol)
 in dichloroethane (1 mL). After the reaction mixture was stirred at room temperature for 2 h,
 the solvent was evaporated *in vacuo* and 4 M HCl solution in dioxane (1 mL) was added to
 10 the residue. After additional stirring at room temperature for 1 h, the reaction mixture was
 diluted with acetonitrile and purified with prep-LCMS (XBridge C18 column, eluting with a
 gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min) to provide the
 TFA salt of the title compound. LCMS calculated for C₂₅H₂₆F₂N₅O₃ (M+H)⁺: m/z = 482.2;
 Found: 482.2.

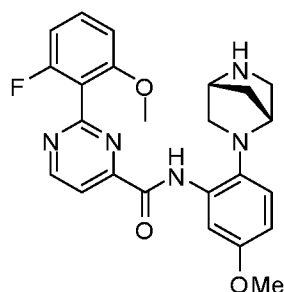
Example 34. (1*R*,4*R*)-5-(4-Fluoro-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-*N*-propyl-2,5-diazabicyclo[2.2.1]heptane-2-carboxamide



Triphosgene (4.1 mg, 0.014 mmol) was added to a solution of *N*-(2-((1*R*,4*R*)-2,5-
 20 diazabicyclo[2.2.1]heptan-2-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-
 carboxamide (from Example 1, 6 mg, 0.014mmol) and triethylamine (4 μ l, 0.027 mmol) in
 THF (1 mL). After the reaction mixture was stirred at room temperature for 30 min, propan-

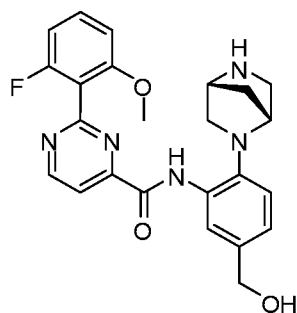
1-amine (1.2 mg, 0.021 mmol) was added and the mixture was stirred at room temperature for an additional 30 min. The reaction mixture was then diluted with acetonitrile and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min) to provide the TFA salt of the title compound. LCMS calculated for $C_{27}H_{29}F_2N_6O_3$ ($M+H$)⁺: m/z = 523.2; Found: 523.3.

Example 35. *N*-(2-((1*R*,4*R*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-5-methoxyphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



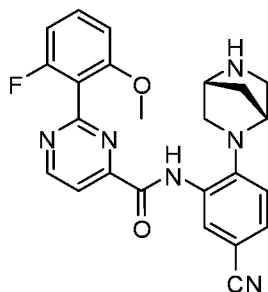
The TFA salt of the title compound was prepared according to the procedures described in Example 1, using 1-fluoro-4-methoxy-2-nitrobenzene instead of 1,4-difluoro-2-nitrobenzene as starting material. LCMS calculated for $C_{24}H_{25}FN_5O_3$ ($M+H$)⁺: m/z = 450.2; Found: 450.3.

Example 36. *N*-(2-((1*R*,4*R*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-5-(hydroxymethyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



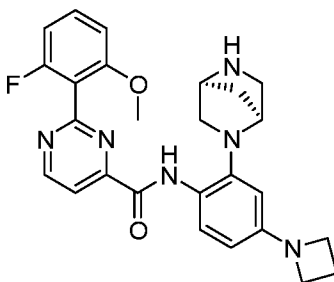
The TFA salt of the title compound was prepared according to the procedures described in Example 1, using (4-fluoro-3-nitrophenyl)methanol instead of 1,4-difluoro-2-nitrobenzene as starting material. LCMS calculated for $C_{24}H_{25}FN_5O_3$ ($M+H$)⁺: m/z = 450.2; Found: 450.3.

Example 37. *N*-(2-((1*R*,4*R*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-5-cyanophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



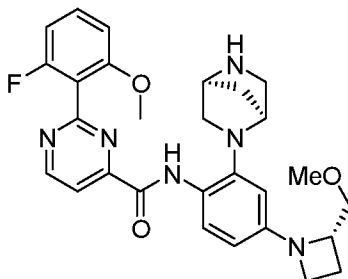
The TFA salt of the title compound was prepared according to the procedures described in Example 1, using 4-fluoro-3-nitrobenzonitrile instead of 1,4-difluoro-2-nitrobenzene as starting material. LCMS calculated for $C_{24}H_{22}FN_6O_2$ ($M+H$)⁺: m/z = 445.2; Found: 445.1.

Example 38. *N*-(4-(Azetidin-1-yl)-2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



This compound was prepared according to the procedures described in Example 28 and 29, using *N*-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-bromophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide instead of *N*-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-bromo-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide as starting material. LCMS calculated for $C_{26}H_{28}FN_6O_2$ ($M+H$)⁺: m/z = 475.2; Found: 475.2. ¹H NMR (500 MHz, DMSO-*d*₆) δ 10.17 – 10.04 (s, 1H), 9.27 – 9.16 (d, J = 5.0 Hz, 1H), 8.15 – 8.04 (d, J = 5.1 Hz, 1H), 7.83 – 7.71 (d, J = 8.3 Hz, 1H), 7.59 – 7.48 (td, J = 8.4, 6.6 Hz, 1H), 7.10 – 7.02 (d, J = 8.5 Hz, 1H), 7.02 – 6.96 (t, J = 8.8 Hz, 1H), 6.07 – 5.95 (m, 2H), 3.89 – 3.83 (s, 1H), 3.81 – 3.72 (m, 7H), 3.49 – 3.44 (s, 1H), 3.38 – 3.25 (m, 1H), 3.00 – 2.89 (m, 2H), 2.71 – 2.63 (d, J = 9.7 Hz, 1H), 2.34 – 2.23 (q, J = 7.1 Hz, 2H), 1.64 – 1.57 (d, J = 9.1 Hz, 1H), 1.52 – 1.38 (d, J = 9.0 Hz, 1H) ppm.

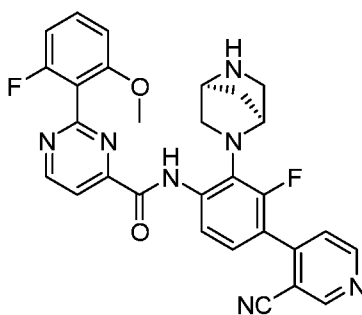
Example 39. *N*-(2-(((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-4-((*S*)-2-(methoxymethyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



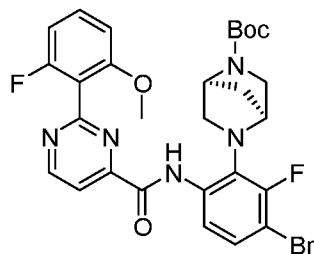
5 This compound was prepared according to the procedures described in Example 38, using (*S*)-2-(methoxymethyl)azetidine instead of azetidine as starting material. LCMS calculated for $C_{28}H_{32}FN_6O_3$ ($M+H$)⁺: m/z = 519.2; Found: 519.3. ¹H NMR (500 MHz, DMSO-*d*₆) δ 10.18 – 9.96 (s, 1H), 9.28 – 9.11 (d, J = 5.0 Hz, 1H), 8.15 – 8.01 (d, J = 5.0 Hz, 1H), 7.79 – 7.67 (d, J = 8.5 Hz, 1H), 7.60 – 7.37 (td, J = 8.4, 6.8 Hz, 1H), 7.10 – 7.02 (d, J = 8.4 Hz, 1H), 7.02 – 6.91 (m, 1H), 6.41 – 6.27 (d, J = 2.4 Hz, 1H), 6.19 – 6.04 (dd, J = 8.7, 2.4 Hz, 1H), 4.14 – 4.05 (dd, J = 7.6, 3.6 Hz, 1H), 3.87 – 3.79 (m, 3H), 3.79 – 3.74 (s, 3H), 3.67 – 3.58 (dd, J = 10.3, 6.7 Hz, 1H), 3.58 – 3.46 (m, 3H), 3.40 – 3.27 (m, 4H), 3.04 – 2.90 (m, 2H), 2.74 – 2.60 (dd, J = 9.7, 2.2 Hz, 1H), 2.32 – 2.21 (m, 1H), 2.17 – 2.05 (dq, J = 10.8, 8.3 Hz, 1H), 1.68 – 1.57 (d, J = 9.1 Hz, 1H), 1.56 – 1.47 (m, 1H) ppm.

15

Example 40. *N*-(2-(((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-4-(3-cyanopyridin-4-yl)-3-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



Step 1. (1*S*,4*S*)-*tert*-Butyl 5-(3-bromo-2-fluoro-6-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate

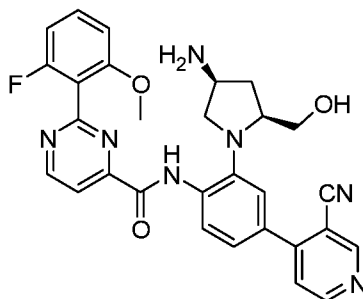


This compound was prepared according to the procedures described in Example 18, using 1-bromo-2,3-difluoro-4-nitrobenzene instead of 1-bromo-2,5-difluoro-4-nitrobenzene as starting material. LCMS calculated for $C_{28}H_{29}BrF_2N_5O_4$ ($M+H$)⁺: m/z = 616.1; Found: 616.1.

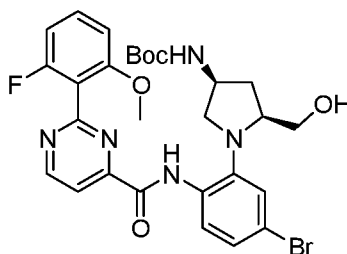
Step 2. *N*-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-4-(3-cyanopyridin-4-yl)-3-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

A mixture of *tert*-butyl (1*S*,4*S*)-5-(3-bromo-2-fluoro-6-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (10 mg, 0.016 mmol), 4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)nicotinonitrile (10 mg, 0.043 mmol), Xphos Pd G2 (1.3 mg, 1.6 μ mol) and potassium phosphate, tribasic (6.7 mg, 0.032 mmol) was combined with 1,4-dioxane (1 ml) and water (0.1 ml). The reaction mixture was degassed under vacuum, back filled with nitrogen and then stirred at 80 °C for 1 h. The reaction mixture was cooled to room temperature, the solvents were concentrated and TFA (1 ml) was added. The reaction mixture was stirred at room temperature for 10 min, then diluted with CH_3CN and water and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for $C_{29}H_{24}F_2N_7O_2$ ($M+H$)⁺: m/z = 540.2; Found: 540.1. ¹H NMR (500 MHz, $DMSO-d_6$) δ 10.94 – 10.84 (s, 1H), 9.37 – 9.27 (d, J = 5.0 Hz, 1H), 9.20 – 9.11 (s, 1H), 9.07 – 8.99 (br, 1H), 8.98 – 8.94 (d, J = 5.2 Hz, 1H), 8.81 – 8.72 (br, 1H), 8.44 – 8.37 (d, J = 8.6 Hz, 1H), 8.27 – 8.16 (d, J = 5.0 Hz, 1H), 7.79 – 7.75 (d, J = 5.2 Hz, 1H), 7.62 – 7.56 (td, J = 8.5, 6.9 Hz, 1H), 7.56 – 7.51 (t, J = 8.1 Hz, 1H), 7.12 – 7.06 (d, J = 8.5 Hz, 1H), 7.05 – 6.97 (m, 1H), 4.46 – 4.34 (m, 1H), 4.15 – 4.08 (s, 1H), 3.82 – 3.74 (s, 3H), 3.62 – 3.54 (d, J = 10.7 Hz, 1H), 3.49 – 3.41 (m, 1H), 3.41 – 3.33 (n, 1H), 3.17 – 3.07 (m, 1H), 1.95 – 1.88 (d, J = 10.6 Hz, 1H), 1.68 – 1.58 (m, 1H) ppm.

Example 41. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(3-cyanopyridin-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



Step 1. *tert*-Butyl (3*S*,5*S*)-1-(5-bromo-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-5-(hydroxymethyl)pyrrolidin-3-ylcarbamate



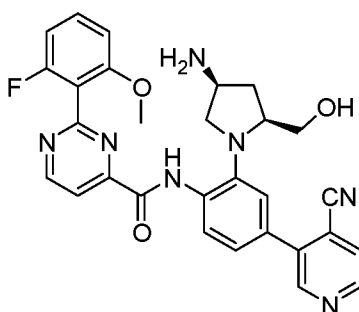
This compound was prepared according to the procedures described in Example 22 and 1, using *tert*-butyl (3*S*,5*S*)-5-(hydroxymethyl)pyrrolidin-3-ylcarbamate instead of (1*S*,4*S*)-*tert*-butyl 2,5-diazabicyclo[2.2.1]heptane-2-carboxylate as starting material. LCMS calculated for C₂₈H₃₂BrFN₅O₅ (M+H)⁺: m/z = 616.2; Found: 616.2.

Step 2. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(3-cyanopyridin-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

A mixture of *tert*-butyl ((3*S*,5*S*)-1-(5-bromo-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (10 mg, 0.016 mmol), 4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)nicotinonitrile (9.8 mg, 0.043 mmol), Xphos Pd G2 (1.3 mg, 1.6 μmol) and potassium phosphate, tribasic (6.7 mg, 0.032 mmol) was combined with 1,4-dioxane (1 ml) and water (0.1 ml). The reaction mixture was degassed under vacuum, back filled with nitrogen, then stirred at 80 °C for 1 h. The reaction mixture was cooled to room temperature, the solvents were concentrated and TFA (1 ml) was added. The reaction mixture was stirred at room temperature for 10 min, then diluted with CH₃CN and water and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for C₂₉H₂₇FN₇O₃ (M+H)⁺: m/z = 540.2; Found:

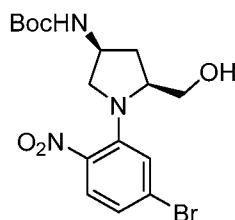
540.1. ^1H NMR (600 MHz, DMSO- d_6) δ 10.69 – 10.61 (s, 1H), 9.32 – 9.25 (d, J = 5.0 Hz, 1H), 9.14 – 9.04 (s, 1H), 8.94 – 8.86 (d, J = 5.3 Hz, 1H), 8.35 – 8.28 (d, J = 8.4 Hz, 1H), 8.22 – 8.13 (d, J = 5.0 Hz, 1H), 7.97 – 7.85 (d, J = 5.5 Hz, 2H), 7.81 – 7.75 (d, J = 5.4 Hz, 1H), 7.73 – 7.68 (d, J = 2.1 Hz, 1H), 7.60 – 7.53 (td, J = 8.4, 6.8 Hz, 1H), 7.53 – 7.47 (dd, J = 8.4, 2.0 Hz, 1H), 7.11 – 7.05 (d, J = 8.5 Hz, 1H), 7.04 – 6.96 (t, J = 8.8 Hz, 1H), 3.89 – 3.81 (m, 1H), 3.79 – 3.76 (s, 3H), 3.76 – 3.68 (m, 1H), 3.44 – 3.29 (m, 3H), 3.27 – 3.22 (dd, J = 11.1, 2.6 Hz, 1H), 2.43 – 2.33 (m, 1H), 1.90 – 1.80 (m, 1H) ppm.

Example 42. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



This compound (free base and TFA salt) was prepared according to the procedures described in Example 41 (and detailed below), using 3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)isonicotinonitrile instead of 4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)nicotinonitrile as starting material.

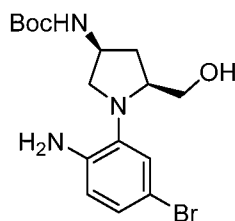
*Step 1. tert-Butyl ((3*S*,5*S*)-1-(5-bromo-2-nitrophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate*



A solution of 4-bromo-2-fluoro-1-nitrobenzene (532 mg, 2.42 mmol) and *tert*-butyl ((3*S*,5*S*)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (523 mg, 2.42 mmol) in DMSO (8 mL) was treated with triethylamine (506 μL , 3.63 mmol) and the reaction mixture was heated to 80 $^{\circ}\text{C}$ for 2 hr. After cooling to r.t., water was added and the precipitated product was collected by filtration, washed with water and air dried. It was used in the next step without

further purification. LCMS calculated for $C_{12}H_{15}BrN_3O_5$ ($M+H-C_4H_8$)⁺: $m/z = 360.0/362.0$; found 360.0/362.0.

Step 2. *tert*-Butyl ((3*S*,5*S*)-1-(2-amino-5-bromophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate



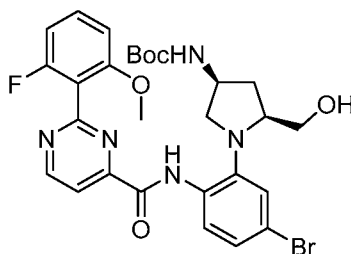
5

A mixture of *tert*-butyl ((3*S*,5*S*)-1-(5-bromo-2-nitrophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (1 g, 2.45 mmol), iron (684 mg, 12.25 mmol) and ammonium chloride (786 mg, 14.70 mmol) in THF (5 mL), water (5 mL) and methanol (5 mL) was stirred at 60 °C for 3 hrs. After cooling to r.t., it was filtered through a plug of Celite and diluted with DCM. The organic phase was separated, washed with saturated aqueous sodium chloride, dried over sodium sulfate and the solvents were evaporated *in vacuo*. The obtained crude product was used in the next step without further purification. LCMS calculated for $C_{16}H_{25}BrN_3O_3$ ($M+H$)⁺: $m/z = 386.1/388.1$; Found: 386.1/388.1.

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Step 3. *tert*-Butyl ((3*S*,5*S*)-1-(5-bromo-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate

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HATU (1196 mg, 3.15 mmol) was added to a solution of *tert*-butyl ((3*S*,5*S*)-1-(2-amino-5-bromophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (810 mg, 2.097 mmol), 2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxylic acid (the product of Example 1, step 1, 520 mg, 2.097 mmol) and DIPEA (732 μ L, 4.19 mmol) in DMF (5 mL). The reaction mixture was stirred at r.t. for 30 mins, then water was added and the precipitated product was collected by filtration, washed with water and air dried. The solid was used in the next step without further purification. LCMS calculated for $C_{28}H_{32}BrFN_5O_5$ ($M+H$)⁺: $m/z = 616.2/618.2$; Found: 616.2/618.2.

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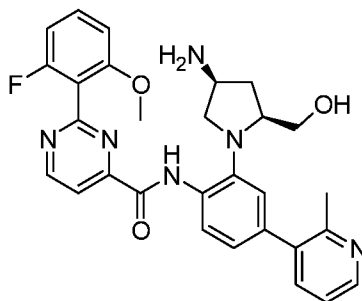
25

Step 4. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

A mixture of *tert*-butyl ((3*S*,5*S*)-1-(5-bromo-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (10 mg, 0.016 mmol), 3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)isonicotinonitrile (9.8 mg, 0.043 mmol), Xphos Pd G2 (1.3 mg, 1.6 μ mol) and potassium phosphate, tribasic (6.7 mg, 0.032 mmol) was combined with 1,4-dioxane (1 mL) and water (0.1 mL) and the reaction flask was evacuated, back filled with nitrogen, then stirred at 80 °C for 1 hr. The reaction mixture was cooled to r.t., the solvents were evaporated *in vacuo* and TFA (1 mL) was added. The reaction mixture was stirred at r.t. for 10 min, then diluted with CH₃CN and water and purified with prep-LCMS. LCMS calculated for C₂₉H₂₇FN₇O₃ (M+H)⁺: *m/z* = 540.2; Found: 540.1. Prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% NH₄OH, at flow rate of 60 mL/min). Free base: ¹H NMR (500 MHz, DMSO-*d*₆) δ 9.33 – 9.25 (d, *J* = 5.0 Hz, 1H), 8.98 – 8.93 (s, 1H), 8.84 – 8.78 (d, *J* = 5.0 Hz, 1H), 8.46 – 8.39 (d, *J* = 8.4 Hz, 1H), 8.22 – 8.18 (d, *J* = 5.0 Hz, 1H), 8.00 – 7.92 (dd, *J* = 5.1, 0.7 Hz, 1H), 7.67 – 7.64 (m, 1H), 7.59 – 7.52 (td, *J* = 8.4, 6.8 Hz, 1H), 7.48 – 7.43 (dd, *J* = 8.3, 2.1 Hz, 1H), 7.11 – 7.04 (d, *J* = 8.5 Hz, 1H), 7.03 – 6.90 (t, *J* = 8.8 Hz, 1H), 3.85 – 3.73 (s, 3H), 3.68 – 3.56 (m, 1H), 3.39 – 3.29 (m, 3H), 3.28 – 3.22 (d, *J* = 4.8 Hz, 1H), 3.06 – 2.97 (d, *J* = 5.4 Hz, 1H), 2.31 – 2.18 (dt, *J* = 12.6, 7.5 Hz, 1H), 1.40 – 1.29 (dt, *J* = 12.7, 6.2 Hz, 1H) ppm. Prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). TFA salt: ¹H NMR (500 MHz, DMSO-*d*₆) δ 10.66 – 10.59 (s, 1H), 9.31 – 9.24 (d, *J* = 5.0 Hz, 1H), 9.03 – 8.94 (d, *J* = 0.8 Hz, 1H), 8.88 – 8.78 (d, *J* = 5.0 Hz, 1H), 8.34 – 8.24 (d, *J* = 8.4 Hz, 1H), 8.24 – 8.17 (d, *J* = 5.0 Hz, 1H), 8.04 – 7.95 (dd, *J* = 5.1, 0.8 Hz, 1H), 7.92 – 7.82 (br, *J* = 5.5 Hz, 2H), 7.73 – 7.65 (d, *J* = 2.0 Hz, 1H), 7.61 – 7.54 (td, *J* = 8.5, 6.9 Hz, 1H), 7.50 – 7.45 (dd, *J* = 8.4, 2.0 Hz, 1H), 7.11 – 7.05 (d, *J* = 8.5 Hz, 1H), 7.05 – 6.98 (t, *J* = 8.8 Hz, 1H), 3.89 – 3.82 (m, 1H), 3.81 – 3.77 (s, 3H), 3.76 – 3.69 (m, 1H), 3.42 – 3.21 (m, 4H), 2.43 – 2.31 (m, 1H), 1.90 – 1.77 (dt, *J* = 13.2, 5.3 Hz, 1H) ppm.

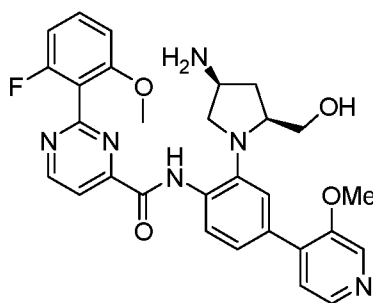
30

Example 43. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(2-methylpyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



This compound was prepared according to the procedures described in Example 41, using (2-methylpyridin-3-yl)boronic acid instead of 4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)nicotinonitrile as starting material. LCMS calculated for $C_{29}H_{30}FN_6O_3$ (M+H)⁺: m/z = 529.2; Found: 529.2. ¹H NMR (500 MHz, DMSO-*d*₆) δ 10.69 – 10.55 (s, 1H), 9.33 – 9.17 (d, *J* = 5.0 Hz, 1H), 8.72 – 8.62 (dd, *J* = 5.4, 1.7 Hz, 1H), 8.31 – 8.20 (d, *J* = 8.3 Hz, 1H), 8.23 – 8.15 (d, *J* = 5.0 Hz, 1H), 8.14 – 8.05 (d, *J* = 7.6 Hz, 1H), 8.05 – 7.86 (br, *J* = 5.4 Hz, 2H), 7.75 – 7.64 (dd, *J* = 7.7, 5.4 Hz, 1H), 7.62 – 7.52 (td, *J* = 8.4, 6.8 Hz, 1H), 7.47 – 7.41 (d, *J* = 2.0 Hz, 1H), 7.31 – 7.23 (dd, *J* = 8.3, 1.9 Hz, 1H), 7.11 – 7.05 (d, *J* = 8.5 Hz, 1H), 7.05 – 6.95 (t, *J* = 8.8 Hz, 1H), 3.87 – 3.76 (m, 4H), 3.76 – 3.66 (m, 1H), 3.42 – 3.20 (m, 4H), 2.65 – 2.57 (s, 3H), 2.43 – 2.32 (dt, *J* = 13.2, 7.9 Hz, 1H), 1.91 – 1.65 (dt, *J* = 13.3, 5.5 Hz, 1H) ppm.

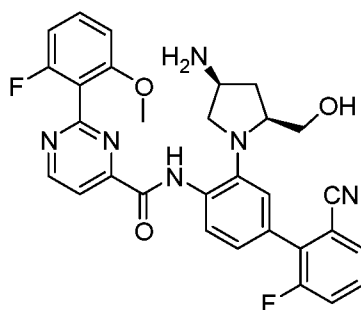
Example 44. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(3-methoxypyridin-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



This compound was prepared according to the procedures described in Example 41, using (3-methoxypyridin-4-yl)boronic acid instead of 4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)nicotinonitrile as starting material. LCMS calculated for $C_{29}H_{30}FN_6O_4$ (M+H)⁺: m/z = 545.2; Found: 545.3. ¹H NMR (500 MHz, DMSO-*d*₆) δ 10.66 – 10.59 (s, 1H), 9.30 – 9.25 (d, *J* = 5.0 Hz, 1H), 8.55 – 8.48 (s, 1H), 8.39 – 8.33 (d, *J* = 5.0 Hz, 1H), 8.28 –

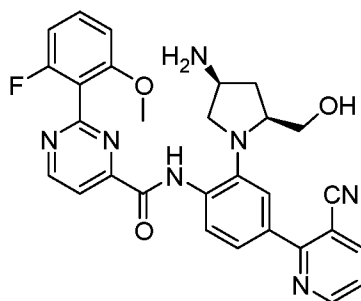
8.21 (d, $J = 8.4$ Hz, 1H), 8.21 – 8.16 (d, $J = 5.0$ Hz, 1H), 7.92 – 7.81 (br, 2H), 7.63 – 7.59 (m, 1H), 7.59 – 7.55 (m, 1H), 7.55 – 7.51 (m, 1H), 7.48 – 7.44 (dd, $J = 8.4, 1.9$ Hz, 1H), 7.14 – 7.11 (s, 1H), 7.09 – 7.05 (d, $J = 8.5$ Hz, 1H), 7.01 – 6.96 (d, $J = 8.8$ Hz, 1H), 3.99 – 3.90 (s, 3H), 3.83 – 3.73 (m, 4H), 3.73 – 3.67 (m, 1H), 3.40 – 3.19 (m, 4H), 2.44 – 2.35 (m, 1H), 1.88 – 1.79 (dt, $J = 13.3, 5.2$ Hz, 1H) ppm.

Example 45. *N*-(3-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-2'-cyano-6'-fluorobiphenyl-4-yl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

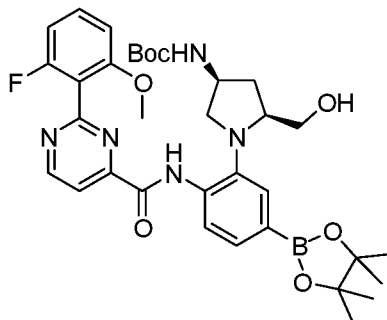


This compound was prepared according to the procedures described in Example 41, using 3-fluoro-2-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)benzonitrile instead of 4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)nicotinonitrile as starting material. LCMS calculated for $C_{30}H_{27}F_2N_6O_3$ ($M+H$)⁺: $m/z = 557.2$; Found: 557.1.

Example 46. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(3-cyanopyridin-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



Step 1. tert-Butyl ((3S,5S)-1-(2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)-5-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate



5 1,4-Dioxane (10 ml) was added to a mixture of 4,4,5,5,4',4',5',5'-octamethyl-[2,2']bi[[1,3,2]dioxaborolanyl] (412 mg, 1.6 mmol), potassium acetate (159 mg, 1.6 mmol), [1,1'-bis(diphenylphosphino)ferrocene]dichloropalladium(II), complexed with dichloromethane (1:1) (66.2 mg, 0.081 mmol) and *tert*-butyl ((3*S*,5*S*)-1-(5-bromo-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (500 mg, 0.811 mmol). The reaction mixture was degassed under vacuum, back filled with nitrogen, and stirred at 100 °C overnight. The reaction mixture was then cooled to room temperature, filtered through a plug of Celite and the solvent concentrated under vacuum. The crude material was purified by Biotage Isolera to give yellow solid (300 mg, 56%). LCMS calculated for C₃₄H₄₄BFN₅O₇ (M+H)⁺: *m/z* = 664.3; Found: 664.3.

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*Step 2. N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(3-cyanopyridin-2-yl)phenyl)-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide*

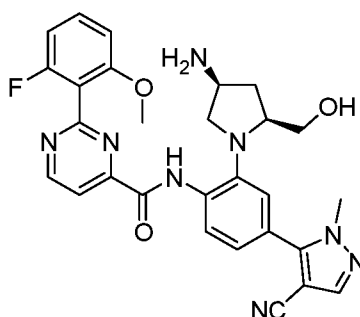
A mixture of *tert*-butyl ((3*S*,5*S*)-1-(2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)-5-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (10 mg, 0.015 mmol), 2-bromonicotinonitrile (5.52 mg, 0.030 mmol), Xphos Pd G2 (1.3 mg, 1.6 μmol) and potassium phosphate, tribasic (6.7 mg, 0.032 mmol) was combined with 1,4-dioxane (1 ml) and water (0.1 ml). The reaction mixture was degassed under vacuum, back filled with nitrogen and then stirred at 80 °C for 1 h. The reaction mixture was cooled to room temperature, the solvents were concentrated and TFA (1 ml) was added. The reaction mixture was stirred at room temperature for 10 min, then diluted with CH₃CN and water and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for C₂₉H₂₇FN₇O₃ (M+H)⁺: *m/z* = 540.2; Found:

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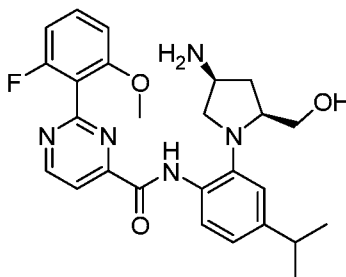
540.1. ^1H NMR (500 MHz, $\text{DMSO}-d_6$) δ 10.71 – 10.58 (s, 1H), 9.35 – 9.21 (d, $J = 5.0$ Hz, 1H), 8.97 – 8.91 (dd, $J = 4.8, 1.7$ Hz, 1H), 8.49 – 8.40 (dd, $J = 7.9, 1.7$ Hz, 1H), 8.39 – 8.30 (d, $J = 8.4$ Hz, 1H), 8.26 – 8.16 (d, $J = 5.0$ Hz, 1H), 7.96 – 7.82 (m, 3H), 7.75 – 7.70 (dd, $J = 8.4, 2.0$ Hz, 1H), 7.66 – 7.60 (dd, $J = 7.9, 4.9$ Hz, 1H), 7.60 – 7.52 (td, $J = 8.4, 6.8$ Hz, 1H), 7.11 – 7.05 (d, $J = 8.5$ Hz, 1H), 7.04 – 6.97 (t, $J = 8.8$ Hz, 1H), 3.87 – 3.76 (m, 4H), 3.75 – 3.69 (m, 1H), 3.46 – 3.15 (m, 4H), 2.44 – 2.33 (m, 1H), 1.91 – 1.76 (m, 1H) ppm.

Example 47. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyano-1-methyl-1H-pyrazol-5-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

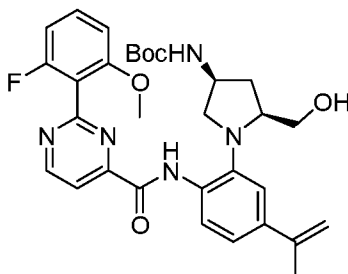


This compound was prepared according to the procedures described in Example 46, using 5-bromo-1-methyl-1H-pyrazole-4-carbonitrile instead of 2-bromonicotinonitrile as starting material. LCMS calculated for $\text{C}_{28}\text{H}_{28}\text{FN}_8\text{O}_3$ ($\text{M}+\text{H}$) $^+$: $m/z = 543.2$; Found: 543.2.

Example 48. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-isopropylphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



Step 1. *tert*-Butyl (3*S*,5*S*)-1-(2-(2-(2-Fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)-5-(prop-1-en-2-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-ylcarbamate

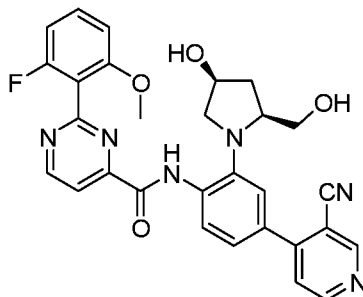


This compound was prepared according to the procedures described in Example 41, using 4,4,5,5-tetramethyl-2-(prop-1-en-2-yl)-1,3,2-dioxaborolane instead of 4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)nicotinonitrile as starting material. LCMS calculated for C₃₁H₃₇FN₅O₅ (M+H)⁺: m/z = 578.3; Found: 578.3.

Step 2. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-isopropylphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

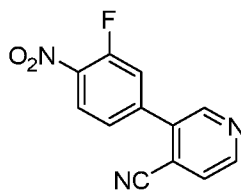
Palladium on carbon (10w%, 18.42 mg, 0.017 mmol) was added to a solution of *tert*-butyl ((3*S*,5*S*)-1-(2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)-5-(prop-1-en-2-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (100 mg, 0.173 mmol) in methanol (6 ml). The reaction mixture was stirred at room temperature for 5 h under an atmosphere of hydrogen. The catalyst was filtered off, the solvent was concentrated and TFA (1 ml) was added. The reaction mixture was stirred at room temperature for 10 min, then diluted with CH₃CN and water and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for C₂₆H₃₁FN₅O₃ (M+H)⁺: m/z = 480.2; Found: 480.2. ¹H NMR (500 MHz, DMSO-*d*₆) δ 10.50 – 10.37 (s, 1H), 9.33 – 9.20 (d, *J* = 5.0 Hz, 1H), 8.18 – 8.07 (d, *J* = 5.0 Hz, 1H), 8.07 – 8.02 (d, *J* = 8.3 Hz, 1H), 7.88 – 7.73 (br, *J* = 5.7 Hz, 2H), 7.61 – 7.47 (td, *J* = 8.4, 6.8 Hz, 1H), 7.27 – 7.18 (s, 1H), 7.14 – 7.03 (dd, *J* = 8.4, 1.9 Hz, 2H), 7.03 – 6.94 (t, *J* = 8.8 Hz, 1H), 3.81 – 3.73 (s, 3H), 3.75 – 3.66 (m, 1H), 3.33 – 3.12 (m, 4H), 2.95 – 2.81 (p, *J* = 6.9 Hz, 1H), 2.45 – 2.33 (m, 1H), 1.87 – 1.67 (dt, *J* = 13.2, 5.0 Hz, 1H), 1.24 – 1.17 (d, *J* = 6.9 Hz, 6H) ppm.

Example 49. *N*-(4-(3-Cyanopyridin-4-yl)-2-((2*S*,4*S*)-4-hydroxy-2-(hydroxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



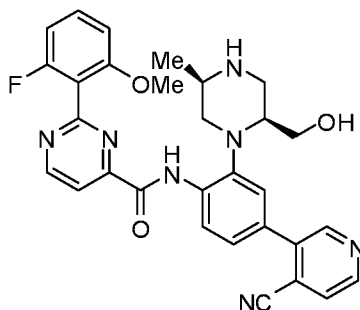
5 This compound was prepared according to the procedures described in Example 41, using (3*S*,5*S*)-5-(hydroxymethyl)pyrrolidin-3-ol instead of *tert*-butyl (3*S*,5*S*)-5-(hydroxymethyl)pyrrolidin-3-ylcarbamate as starting material. LCMS calculated for $C_{29}H_{26}FN_6O_4$ ($M+H$)⁺: m/z = 541.2; Found: 541.2.

10 **Intermediate 1. 3-(3-Fluoro-4-nitrophenyl)isonicotinonitrile**

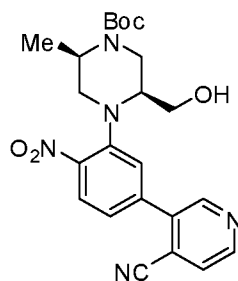


A mixture of 3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)isonicotinonitrile (1 g, 4.34 mmol), 4-bromo-2-fluoro-1-nitrobenzene (637 mg, 2.90 mmol), XPhos Pd G2 (228 mg, 0.29 mmol), and potassium phosphate, tribasic (1.23 g, 5.79 mmol) was combined with
 15 dioxane (88 mL) and water (8.8 mL). The reaction mixture was degassed under vacuum, back filled with nitrogen and then stirred at 80 °C for 16 h. After cooling to room temperature, the mixture was filtered through Celite and washed with ethyl acetate, followed by concentrating under vacuum. The residue was then purified by Biotage Isolera to give 3-(3-fluoro-4-nitrophenyl)isonicotinonitrile as a tan solid (550 mg, 78% yield). LCMS calculated for
 20 $C_{12}H_7FN_3O_2$ ($M+H$)⁺: m/z = 244.0; found 244.0.

Example 50. *N*-(4-(4-Cyanopyridin-3-yl)-2-((2*S*,5*R*)-2-(hydroxymethyl)-5-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

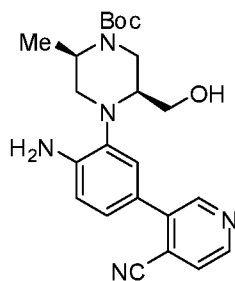


Step 1. (2*R*,5*S*)-*tert*-Butyl 4-(5-(4-cyanopyridin-3-yl)-2-nitrophenyl)-5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate



A solution of 3-(3-fluoro-4-nitrophenyl)isonicotinonitrile (Intermediate 1, 52.8 mg, 0.22 mmol) and (2*R*,5*S*)-*tert*-butyl 5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate (50 mg, 0.22 mmol; prepared by an adaptation of the procedure described in: Chessari, G. *et al. J. Med. Chem.* **2015**, 58, 6574–6588) in DMSO (724 μ L) was treated with triethylamine (45.4 μ L, 0.33 mmol) and the reaction mixture was heated to 100 $^{\circ}$ C for 16 h. After cooling to room temperature, the reaction mixture was diluted with CH_2Cl_2 , washed with brine, dried over MgSO_4 , filtered and concentrated under vacuum. The crude product was used in the next reaction without purification. LCMS calculated for $\text{C}_{23}\text{H}_{28}\text{N}_5\text{O}_5$ ($\text{M}+\text{H}$) $^{+}$: m/z = 454.2; found 454.2.

Step 2. (2*R*,5*S*)-*tert*-Butyl 4-(2-amino-5-(4-cyanopyridin-3-yl)phenyl)-5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate

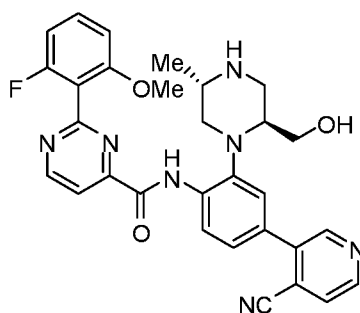


A mixture of (2*R*,5*S*)-*tert*-butyl 4-(5-(4-cyanopyridin-3-yl)-2-nitrophenyl)-5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate (98 mg, 0.22 mmol), iron (60 mg, 1.08 mmol) and ammonium chloride (69 mg, 1.30 mmol) in THF (2 mL), water (2 mL) and methanol (2 mL) was stirred at 60 °C for 1 h. After cooling to room temperature, the reaction mixture was filtered through a plug of Celite and diluted with CH₂Cl₂. The organic phase was separated, washed with brine, dried over MgSO₄, filtered and concentrated under vacuum. The crude product was used in the next step without further purification. LCMS calculated for C₂₃H₃₀N₅O₃ (M+H)⁺: m/z = 424.2; Found: 424.2.

*Step 3. N-(4-(4-Cyanopyridin-3-yl)-2-((2*S*,5*R*)-2-(hydroxymethyl)-5-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide*

HATU (124 mg, 0.326 mmol) was added to a solution of (2*R*,5*S*)-*tert*-butyl 4-(2-amino-5-(4-cyanopyridin-3-yl)phenyl)-5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate (92 mg, 0.22 mmol), 2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxylic acid (54 mg, 0.22 mmol) and DIPEA (76 µL, 0.43 mmol) in DMF (510 µL). The reaction mixture was stirred at 60 °C for 30 min and then treated with water. The precipitated product was collected by filtration, washed with water and air dried. It was then redissolved in TFA and the solution was stirred at 60 °C for 10 min. After cooling, the solvent was concentrated under vacuum and the crude residue was dissolved in THF (1 mL), MeOH (1 mL), and aq. NH₄OH (1 mL). The reaction mixture was stirred at 60 °C for 30 min in a sealed container. The mixture was cooled, the solvent concentrated under vacuum and the resultant residue was diluted with acetonitrile and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). C₃₀H₂₉FN₇O₃ (M+H)⁺: m/z = 554.2; found 554.3.

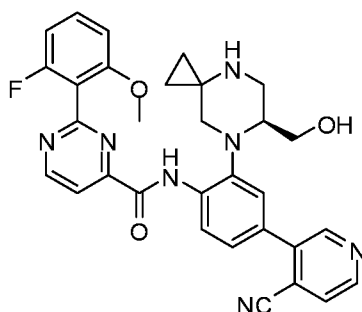
Example 51. *N*-(4-(4-Cyanopyridin-3-yl)-2-((2*S*,5*S*)-2-(hydroxymethyl)-5-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



This compound was prepared according to the procedures described in Example 50, using (2*S*,5*S*)-*tert*-butyl 5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate instead of (2*R*,5*S*)-*tert*-butyl 5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate as starting material. LCMS calculated for C₃₀H₂₉FN₇O₃ (M+H)⁺: m/z = 554.2; Found: 554.1.

5

Example 52. (*S*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(6-(hydroxymethyl)-4,7-diazaspiro[2.5]octan-7-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

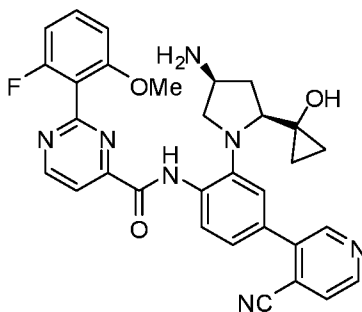


10

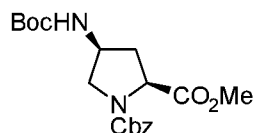
This compound was prepared according to the procedures described in Example 50, using (*S*)-*tert*-butyl 6-(hydroxymethyl)-4,7-diazaspiro[2.5]octane-4-carboxylate instead of (2*R*,5*S*)-*tert*-butyl 5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate as starting material. LCMS calculated for C₃₁H₂₉FN₇O₃ (M+H)⁺: m/z = 566.2; Found: 566.2.

15

Example 53. *N*-(2-((2*S*,4*S*)-4-Amino-2-(1-hydroxycyclopropyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



*Step 1. (2*S*,4*S*)-1-Benzyl 2-methyl 4-(*tert*-butoxycarbonylamino)pyrrolidine-1,2-dicarboxylate*



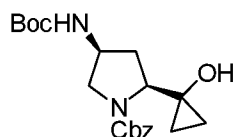
20

A solution of (2*S*,4*S*)-methyl 4-(*tert*-butoxycarbonylamino)pyrrolidine-2-carboxylate (250 mg, 1.02 mmol) and DIPEA (536 μ L, 3.07 mmol) in CH₂Cl₂ (6.4 mL) at 0 °C was

treated with benzyl chloroformate (175 μ L, 1.23 mmol) and the reaction mixture was left to stir for 1 h. The reaction mixture was treated with sat. aq. NaHCO_3 and diluted with CH_2Cl_2 , washed with brine, dried over MgSO_4 , filtered and concentrated. The crude product was used in the next reaction without purification. LCMS calculated for $\text{C}_{19}\text{H}_{27}\text{N}_2\text{O}_6$ ($\text{M}+\text{H}$) $^+$: m/z =

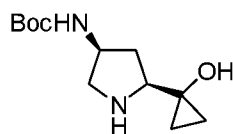
5 379.2; found 379.1.

Step 2. (2S,4S)-Benzyl 4-(tert-butoxycarbonylamino)-2-(1-hydroxycyclopropyl)pyrrolidine-1-carboxylate



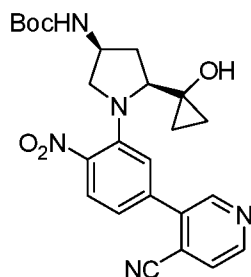
10 A solution of (2S,4S)-1-benzyl 2-methyl 4-(tert-butoxycarbonylamino)pyrrolidine-1,2-dicarboxylate (100 mg, 0.26 mmol) and titanium isopropoxide (16 μ L, 0.053 mmol) in THF (755 μ L) at 0 $^\circ\text{C}$ was treated with ethylmagnesium bromide (1M in THF, 1.06 mL, 1.06 mmol) and the reaction mixture was stirred at room temperature for 1 h. The reaction mixture was then treated with sat. aq. NH_4Cl and diluted with EtOAc. The separated organic phase
15 was washed with brine, dried over MgSO_4 , filtered and concentrated. The crude product was used in the next reaction without purification. LCMS calculated for $\text{C}_{20}\text{H}_{29}\text{N}_2\text{O}_5$ ($\text{M}+\text{H}$) $^+$: m/z = 377.2; found 377.1.

Step 3. tert-Butyl (3S,5S)-5-(1-hydroxycyclopropyl)pyrrolidin-3-ylcarbamate



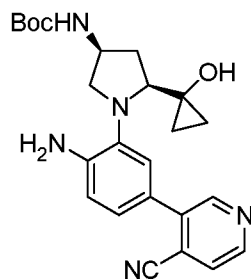
20 A Parr reaction vessel was charged with (2S,4S)-benzyl 4-(tert-butoxycarbonylamino)-2-(1-hydroxycyclopropyl)pyrrolidine-1-carboxylate (99 mg, 0.26 mmol), Pd/C (10% wetted, Degussa type, 28 mg) followed by MeOH (10.5 mL). The reaction mixture was evacuated and backfilled 3x with nitrogen gas, followed by another evacuation cycle and then pressurized with hydrogen gas to 25 psi. The reaction vessel was
25 agitated overnight. The reaction mixture was then filtered over Celite and the solvent concentrated under vacuum. The crude product was used in the next reaction without purification. LCMS calculated for $\text{C}_{12}\text{H}_{23}\text{N}_2\text{O}_3$ ($\text{M}+\text{H}$) $^+$: m/z = 243.2; found 243.3.

Step 4. *tert*-Butyl (3*S*,5*S*)-1-(5-(4-cyanopyridin-3-yl)-2-nitrophenyl)-5-(1-hydroxycyclopropyl)pyrrolidin-3-ylcarbamate



A solution of 3-(3-fluoro-4-nitrophenyl)isonicotinonitrile (Intermediate 1, 64 mg, 0.26 mmol) and *tert*-butyl (3*S*,5*S*)-5-(1-hydroxycyclopropyl)pyrrolidin-3-ylcarbamate (64 mg, 0.26 mmol) in DMSO (880 μ L) was treated with triethylamine (55 μ L, 0.40 mmol) and the reaction mixture was heated to 100 $^{\circ}$ C for 16 h. After cooling to room temperature, the reaction mixture was diluted with CH₂Cl₂, washed with brine, dried over MgSO₄, filtered and the solvent concentrated under vacuum. The crude product was used in the next reaction without purification. LCMS calculated for C₂₄H₂₈N₅O₅ (M+H)⁺: m/z = 466.2; found 466.3.

Step 5. *tert*-Butyl (3*S*,5*S*)-1-(2-amino-5-(4-cyanopyridin-3-yl)phenyl)-5-(1-hydroxycyclopropyl)pyrrolidin-3-ylcarbamate

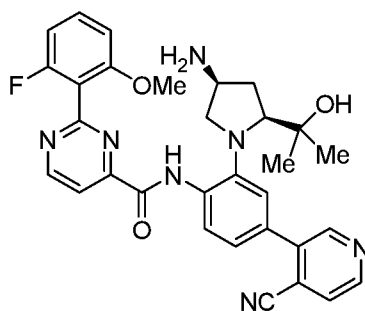


A mixture of *tert*-butyl (3*S*,5*S*)-5-(1-hydroxycyclopropyl)pyrrolidin-3-ylcarbamate (123 mg, 0.26 mmol), iron (74 mg, 1.32 mmol) and ammonium chloride (85 mg, 1.58 mmol) in THF (2 mL), water (2 mL) and methanol (2 mL) was stirred at 60 $^{\circ}$ C for 1 h. After cooling to room temperature, the mixture was filtered through a plug of Celite and diluted with CH₂Cl₂. The organic phase was separated, washed with brine, dried over MgSO₄, filtered and the solvents concentrated under vacuum. The crude product was used in the next step without further purification. LCMS calculated for C₂₄H₃₀N₅O₃ (M+H)⁺: m/z = 436.1; Found: 436.2.

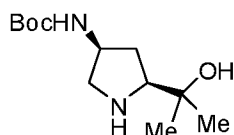
Step 6. *N*-(2-((2*S*,4*S*)-4-Amino-2-(1-hydroxycyclopropyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

HATU (151 mg, 0.40 mmol) was added to a solution of *tert*-butyl (3*S*,5*S*)-1-(2-amino-5-(4-cyanopyridin-3-yl)phenyl)-5-(1-hydroxycyclopropyl)pyrrolidin-3-ylcarbamate (115 mg, 0.26 mmol), 2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxylic acid (65 mg, 0.26 mmol) and DIPEA (92 μ L, 0.53 mmol) in DMF (620 μ L). The reaction mixture was stirred at 60 °C for 30 min and then treated with water. The precipitated product was collected by filtration, washed with water and air dried. It was redissolved in TFA and the solution was stirred at 60 °C for 10 min. After cooling, the solvent was concentrated and the crude product was then diluted with CH₃CN and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for C₃₁H₂₉FN₇O₃ (M+H)⁺: m/z = 566.2; Found: 566.3.

Example 54. *N*-(2-((2*S*,4*S*)-4-Amino-2-(2-hydroxypropan-2-yl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

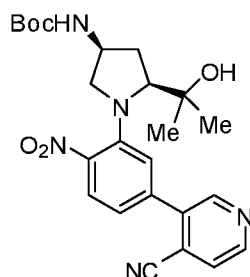


*Step 1. tert-Butyl (3*S*,5*S*)-5-(2-hydroxypropan-2-yl)pyrrolidin-3-ylcarbamate*



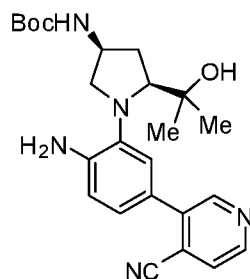
A solution of (2*S*,4*S*)-methyl 4-(*tert*-butoxycarbonylamino)pyrrolidine-2-carboxylate (100 mg, 0.41 mmol) in THF (4.1 mL) at 0 °C was treated with methylmagnesium bromide (3M in THF, 546 μ L, 1.64 mmol) and the reaction mixture was stirred at room temperature for 1 h. The reaction mixture was treated with sat. aq. NH₄Cl and diluted with EtOAc. The separated organic phase was washed with brine, dried over MgSO₄, filtered and concentrated under vacuum. The crude product was used in the next reaction without purification. LCMS calculated for C₁₂H₂₅N₂O₃ (M+H)⁺: m/z = 245.2; found 245.2.

Step 2. *tert*-Butyl (3*S*,5*S*)-1-(5-(4-cyanopyridin-3-yl)-2-nitrophenyl)-5-(2-hydroxypropan-2-yl)pyrrolidin-3-ylcarbamate



A solution of 3-(3-fluoro-4-nitrophenyl)isonicotinonitrile (Intermediate 1, 50 mg, 0.20 mmol) and *tert*-butyl (3*S*,5*S*)-5-(2-hydroxypropan-2-yl)pyrrolidin-3-ylcarbamate (50 mg, 0.20 mmol) in DMSO (680 μ L) was treated with triethylamine (43 μ L, 0.31 mmol) and the reaction mixture was heated to 100 $^{\circ}$ C for 16 h. After cooling to room temperature, the reaction mixture was diluted with CH₂Cl₂, washed with brine, dried over MgSO₄, filtered and concentrated under vacuum. The crude product was used in the next reaction without purification. LCMS calculated for C₂₄H₃₀N₅O₅ (M+H)⁺: m/z = 468.2; found 468.1.

Step 3. *tert*-Butyl (3*S*,5*S*)-1-(2-amino-5-(4-cyanopyridin-3-yl)phenyl)-5-(2-hydroxypropan-2-yl)pyrrolidin-3-ylcarbamate

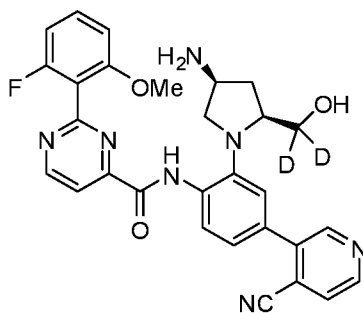


A mixture of *tert*-butyl (3*S*,5*S*)-1-(5-(4-cyanopyridin-3-yl)-2-nitrophenyl)-5-(2-hydroxypropan-2-yl)pyrrolidin-3-ylcarbamate (96 mg, 0.20 mmol), iron (57 mg, 1.03 mmol) and ammonium chloride (66 mg, 1.23 mmol) in THF (2 mL), water (2 mL) and methanol (2 mL) was stirred at 60 $^{\circ}$ C for 1 h. After cooling to room temperature, the mixture was filtered through a plug of Celite and diluted with CH₂Cl₂. The organic phase was separated, washed with brine, dried over MgSO₄, filtered and the solvents were concentrated under vacuum. The crude product was used in the next step without further purification. LCMS calculated for C₂₄H₃₂N₅O₃ (M+H)⁺: m/z = 438.2; Found: 438.1.

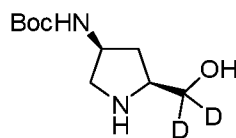
Step 4. *N*-(2-((2*S*,4*S*)-4-Amino-2-(2-hydroxypropan-2-yl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

HATU (117 mg, 0.31 mmol) was added to a solution of *tert*-butyl (3*S*,5*S*)-1-(2-amino-5-(4-cyanopyridin-3-yl)phenyl)-5-(2-hydroxypropan-2-yl)pyrrolidin-3-ylcarbamate (90 mg, 0.21 mmol), 2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxylic acid (51 mg, 0.21 mmol) and DIPEA (72 μ L, 0.41 mmol) in DMF (480 μ L). The reaction mixture was stirred at 60 °C for 30 min and then treated with water. The precipitated product was collected by filtration, washed with water and air dried. The solid was dissolved in TFA and the resultant solution was stirred at 60 °C for 10 min. The solution was cooled, concentrated and the crude product was diluted with CH₃CN and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for C₃₁H₃₁FN₇O₃ (M+H)⁺: *m/z* = 568.2; Found: 568.3

Example 55. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl-*d*2)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

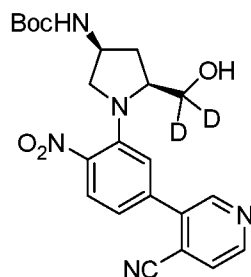


Step 1. *tert*-Butyl (3*S*,5*S*)-5-(hydroxymethyl-*d*2)pyrrolidin-3-ylcarbamate



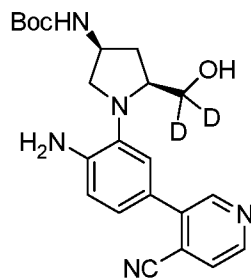
A solution of (2*S*,4*S*)-methyl 4-(*tert*-butoxycarbonylamino)pyrrolidine-2-carboxylate (100 mg, 0.41 mmol) in THF (4.1 mL) at 0 °C was treated with lithium aluminum deuteride (17 mg, 0.41 mmol) and the reaction mixture was stirred for 1 h, then warmed to room temperature and stirred for an additional 30 min. The reaction mixture was diluted with Et₂O, water, and 15% aq. LiOH. The separated organic phase was dried over MgSO₄, filtered and the solvent concentrated under vacuum. The crude product was used in the next reaction without purification. LCMS calculated for C₁₀H₁₉D₂N₂O₃ (M+H)⁺: *m/z* = 219.2; found 219.1.

Step 2. *tert*-Butyl (3*S*,5*S*)-1-(5-(4-cyanopyridin-3-yl)-2-nitrophenyl)-5-(hydroxymethyl-d₂)pyrrolidin-3-ylcarbamate



A solution of 3-(3-fluoro-4-nitrophenyl)isonicotinonitrile (Intermediate 1, 99 mg, 0.41 mmol) and *tert*-butyl (3*S*,5*S*)-5-(hydroxymethyl-d₂)pyrrolidin-3-ylcarbamate (89 mg, 0.41 mmol) in DMSO (1.36 mL) was treated with triethylamine (85 μ L, 0.61 mmol) and the reaction mixture was heated to 100 °C for 16 hrs. After cooling to r.t., the reaction mixture was diluted with CH₂Cl₂, washed with brine, dried over MgSO₄, filtered and the solvent was concentrated. The crude product was used in the next reaction without purification. LCMS calculated for C₂₂H₂₄D₂N₅O₅ (M+H)⁺: m/z = 442.2; found 442.1.

Step 3. *tert*-Butyl (3*S*,5*S*)-1-(2-amino-5-(4-cyanopyridin-3-yl)phenyl)-5-(hydroxybiusdeuteromethyl)pyrrolidin-3-ylcarbamate

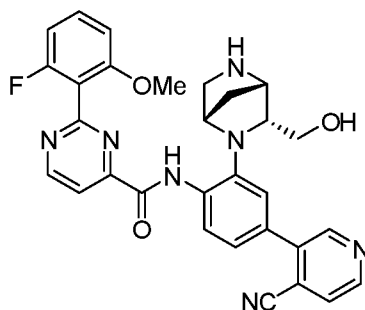


A mixture of *tert*-butyl (3*S*,5*S*)-1-(5-(4-cyanopyridin-3-yl)-2-nitrophenyl)-5-(hydroxymethyl-d₂)pyrrolidin-3-ylcarbamate (180 mg, 2.04 mmol), iron (114 mg, 1.03 mmol) and ammonium chloride (131 mg, 2.45 mmol) in THF (2 mL), water (2 mL) and methanol (2 mL) was stirred at 60 °C for 1 h. After cooling to room temperature, the mixture was filtered through a plug of Celite and diluted with CH₂Cl₂. The organic phase was separated, washed with brine, dried over MgSO₄, filtered and the solvents concentrated. The crude product was used in the next step without further purification. LCMS calculated for C₂₂H₂₆D₂N₅O₃ (M+H)⁺: m/z = 412.2; Found: 412.2.

Step 4. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl-*d*2)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

HATU (233 mg, 0.61 mmol) was added to a solution of *tert*-butyl (3*S*,5*S*)-1-(2-amino-5-(4-cyanopyridin-3-yl)phenyl)-5-(hydroxymethyl-*d*2)pyrrolidin-3-ylcarbamate (168 mg, 0.41 mmol), 2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxylic acid (101 mg, 0.41 mmol) and DIPEA (143 μ L, 0.82 mmol) in DMF (956 μ L). The reaction mixture was stirred at 60 °C for 30 min and then treated with water. The precipitated product was collected by filtration, washed with water and air dried. The solid was then dissolved in TFA and the solution was stirred at 60 °C for 10 min. After cooling the solution was concentrated and the crude residue was dissolved in THF (1 mL), MeOH (1 mL), and aq. NH₄OH (1 mL). The mixture was stirred at 60 °C for 30 min in a sealed container. The mixture was cooled, concentrated under vacuum and the crude product was diluted with CH₃CN and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for C₂₉H₂₅D₂FN₇O₃ (M+H)⁺: *m/z* = 542.2; Found: 542.4. ¹H NMR (500 MHz, DMSO-*d*₆) δ 10.64 (s, 1H), 9.28 (d, *J* = 5.0 Hz, 1H), 8.97 (s, 1H), 8.82 (d, *J* = 5.0 Hz, 1H), 8.29 (d, *J* = 8.4 Hz, 1H), 8.18 (d, *J* = 5.0 Hz, 1H), 7.99 (d, *J* = 5.0 Hz, 1H), 7.96 – 7.84 (m, 3H), 7.67 (s, 1H), 7.56 (td, *J* = 8.4, 6.8 Hz, 1H), 7.47 (dd, *J* = 8.4, 2.0 Hz, 1H), 7.06 (d, *J* = 8.5 Hz, 1H), 7.00 (t, *J* = 8.8 Hz, 1H), 4.96 (s, 1H), 3.83 (dd, *J* = 8.6, 5.3 Hz, 1H), 3.78 (s, 3H), 3.74 – 3.65 (m, 1H), 3.38 – 3.35 (m, 1H), 3.32–3.29 (m, 1H), 2.38 (dt, *J* = 13.2, 7.8 Hz, 1H), 1.84 (dt, *J* = 13.3, 5.4 Hz, 1H) ppm.

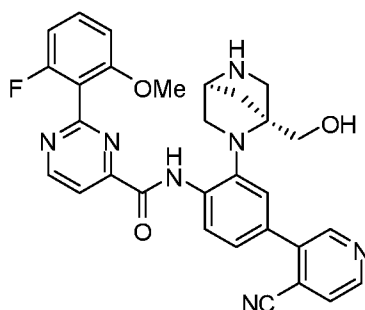
Example 56. *N*-(4-(4-Cyanopyridin-3-yl)-2-((1*S*,3*R*,4*S*)-3-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



This compound was prepared according to the procedures described in Example 50, using (1*S*,4*S*,6*R*)-*tert*-butyl 6-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (prepared by an adaptation of the procedure described in: Balog, A. *et al. Bioorg. Med. Chem. Lett.*

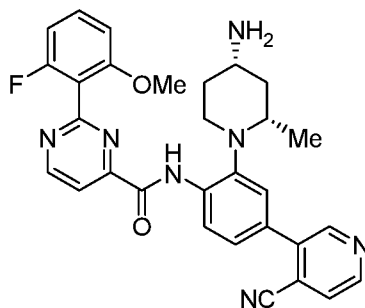
2004, 14, 6107–6111) instead of (2*R*,5*S*)-*tert*-butyl 5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate as starting material. LCMS calculated for C₃₀H₂₇FN₇O₃ (M+H)⁺: m/z = 552.2; Found: 552.2.

5 **Example 57.** *N*-(4-(4-Cyanopyridin-3-yl)-2-((1*S*,4*S*)-1-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

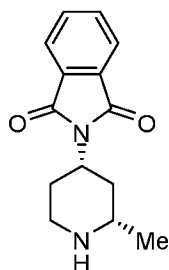


10 This compound was prepared according to the procedures described in Example 50, using (1*S*,4*S*)-*tert*-butyl 4-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (prepared by an adaptation of the procedure described in: Ivon, Y. *et al. Synthesis* **2015**, 47, 1123–1130) instead of (2*R*,5*S*)-*tert*-butyl 5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate as starting material. LCMS calculated for C₃₀H₂₇FN₇O₃ (M+H)⁺: m/z = 552.2; Found: 552.3.

15 **Example 58.** *N*-(2-((2*S*,4*S*)-4-Amino-2-methylpiperidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

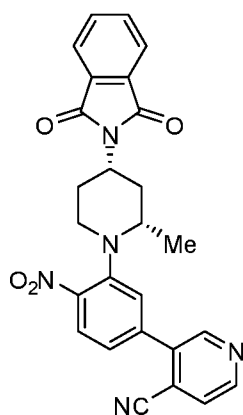


Step 1. 2-((2*S*,4*S*)-2-Methylpiperidin-4-yl)isoindoline-1,3-dione



A solution of (2*S*,4*R*)-*tert*-butyl 4-hydroxy-2-methylpiperidine-1-carboxylate (75 mg, 0.35 mmol), phthalimide (62 mg, 0.43 mmol), and triphenylphosphine (111 mg, 0.43 mmol) in THF (1.7 mL) was treated with DIAD (83 μ L, 0.43 mmol) and the mixture was stirred for 1 h at room temperature. The reaction mixture was diluted with MeOH and EtOAc, washed with brine, dried over MgSO₄, filtered and the solvent was concentrated. The crude product was then treated with HCl (4M in dioxane, 1 mL) and stirred for 1 h at room temperature. The solvent was concentrated under vacuum and the crude product was used in the next reaction without purification. LCMS calculated for C₁₄H₁₇N₂O₂ (M+H)⁺: m/z = 245.1; found 245.1.

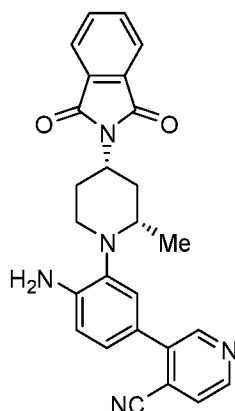
Step 2. 3-(3-((2*S*,4*S*)-4-(1,3-Dioxoisindolin-2-yl)-2-methylpiperidin-1-yl)-4-nitrophenyl)isonicotinonitrile



A solution of 3-(3-fluoro-4-nitrophenyl)isonicotinonitrile (Intermediate 1, 85 mg, 0.35 mmol) and 2-((2*S*,4*S*)-2-methylpiperidin-4-yl)isoindoline-1,3-dione (85 mg, 0.35 mmol) in DMSO (1.2 mL) was treated with triethylamine (73 μ L, 0.52 mmol) and the reaction mixture was heated to 100 °C for 16 h. After cooling to room temperature, the reaction mixture was diluted with CH₂Cl₂, washed with brine, dried over MgSO₄, filtered and the solvent concentrated under vacuum. The crude product was used in the next reaction without purification. LCMS calculated for C₂₆H₂₂N₅O₄ (M+H)⁺: m/z = 468.2; found 468.1.

20

Step 3. 3-(4-Amino-3-((2*S*,4*S*)-4-(1,3-dioxoisindolin-2-yl)-2-methylpiperidin-1-yl)phenyl)isonicotinonitrile

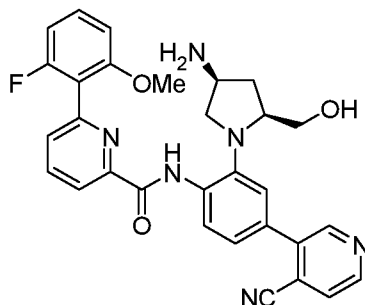


A mixture of 3-(3-((2*S*,4*S*)-4-(1,3-dioxoisindolin-2-yl)-2-methylpiperidin-1-yl)-4-nitrophenyl)isonicotinonitrile (163 mg, 0.35 mmol), iron (97 mg, 1.70 mmol) and ammonium chloride (112 mg, 2.10 mmol) in THF (2 mL), water (2 mL) and methanol (2 mL) was stirred at 60 °C for 1 h. After cooling to room temperature, the mixture was filtered through a plug of Celite and diluted with CH₂Cl₂. The organic phase was separated, washed with brine, dried over MgSO₄, filtered and the solvents were concentrated. The crude product was used in the next step without further purification. LCMS calculated for C₂₆H₂₄N₅O₂ (M+H)⁺: m/z = 438.2; Found: 438.1.

Step 4. *N*-(2-((2*S*,4*S*)-4-Amino-2-methylpiperidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

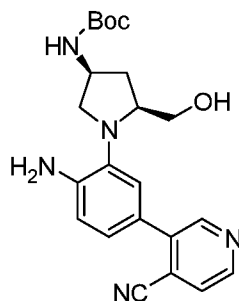
HATU (99 mg, 0.26 mmol) was added to a solution of 3-(4-amino-3-((2*S*,4*S*)-4-(1,3-dioxoisindolin-2-yl)-2-methylpiperidin-1-yl)phenyl)isonicotinonitrile (76 mg, 0.17 mmol), 2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxylic acid (43 mg, 0.17 mmol) and DIPEA (61 μL, 0.35 mmol) in DMF (400 μL). The reaction mixture was stirred at 60 °C for 30 min and then treated with water. The precipitated product was collected by filtration, washed with water and air dried. The solid was then dissolved in EtOH (2 mL) and treated with hydrazine hydrate (aq. 50–60%, 1 mL). The solution was stirred at 60 °C for 16 h, cooled and concentrated. The residue was then diluted with acetonitrile and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for C₃₀H₂₉FN₇O₂ (M+H)⁺: m/z = 538.2; Found: 538.4.

Example 59. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-6-(2-fluoro-6-methoxyphenyl)picolinamide



Step 1. *tert*-Butyl (3*S*,5*S*)-1-(2-amino-5-(4-cyanopyridin-3-yl)phenyl)-5-

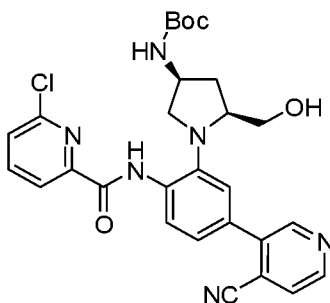
5 (hydroxymethyl)pyrrolidin-3-ylcarbamate



This compound was prepared according to the procedures described in Example 50, Step 2, using *tert*-butyl (3*S*,5*S*)-5-(hydroxymethyl)pyrrolidin-3-ylcarbamate instead of (2*R*,5*S*)-*tert*-butyl 5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate as starting material.

10 LCMS calculated for C₂₂H₂₈N₅O₃ (M+H)⁺: m/z = 410.2; Found: 410.1.

Step 2. *tert*-Butyl (3*S*,5*S*)-1-(2-(6-chloropicolinamido)-5-(4-cyanopyridin-3-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-ylcarbamate



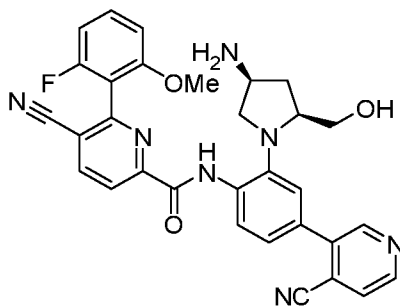
HATU (320 mg, 0.843 mmol) was added to a solution of *tert*-butyl ((3*S*,5*S*)-1-(2-amino-5-(4-cyanopyridin-3-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (230 mg, 0.562 mmol), 6-chloropicolinic acid (88 mg, 0.562 mmol) and DIPEA (0.196 ml, 1.123 mmol) in DMF (1 ml). After stirring at room temperature for 30 min, water (3 mL) was added. The desired product was collected by filtration, washed with water and dried

overnight. LCMS calculated for $C_{28}H_{30}ClN_6O_4$ ($M+H$)⁺: m/z = 549.2; Found: 549.2.

Step 3. N-(2-((2S,4S)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-6-(2-fluoro-6-methoxyphenyl)picolinamide

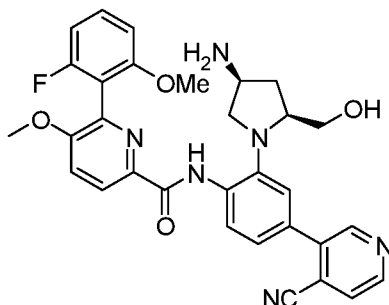
A mixture of *tert*-butyl (3*S*,5*S*)-1-(2-(6-chloropicolinamido)-5-(4-cyanopyridin-3-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-ylcarbamate (20 mg, 0.036 mmol), (2-fluoro-6-methoxyphenyl)boronic acid (6.20 mg, 0.036 mmol), potassium phosphate, tribasic (15.49 mg, 0.073 mmol), XPhos Pd G2 (3.03 mg, 3.65 μ mol) in *p*-dioxane (1 mL) and water (0.2 mL) was stirred at 70 °C for 2 h. The mixture was concentrated under vacuum and dissolved in DCM (1 mL) and TFA (1 mL). The resulting mixture was stirred at room temperature for 15 min. The solvent was concentrated under vacuum and the residue diluted with acetonitrile and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for $C_{30}H_{28}FN_6O_3$ ($M+H$)⁺: m/z = 539.2; Found: 539.1.

Example 60. N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-5-cyano-6-(2-fluoro-6-methoxyphenyl)picolinamide



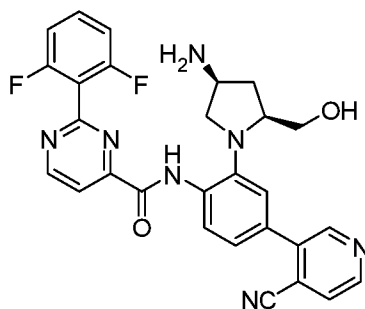
This compound was prepared according to the procedures described in Example 59, using 6-chloro-5-cyanopicolinic acid instead of 6-chloropicolinic acid as starting material. LCMS calculated for $C_{31}H_{27}FN_7O_3$ ($M+H$)⁺: m/z = 564.2; Found: 564.2.

Example 61. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-6-(2-fluoro-6-methoxyphenyl)-5-methoxypicolinamide



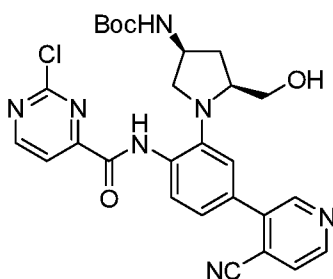
This compound was prepared according to the procedures described in Example 59,
 5 using 6-chloro-5-methoxypicolinic acid instead of 6-chloropicolinic acid as starting material. LCMS calculated for $C_{31}H_{30}FN_6O_4$ ($M+H$)⁺: m/z = 569.2; Found: 569.2.

Example 62. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide



10

*Step 1. tert-Butyl (3*S*,5*S*)-1-(2-(2-chloropyrimidine-4-carboxamido)-5-(4-cyanopyridin-3-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-ylcarbamate*

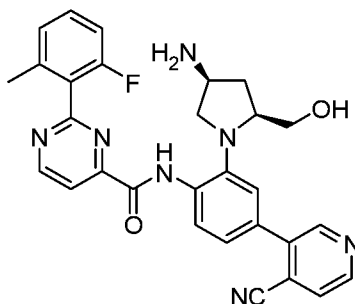


This compound was prepared according to the procedures described in Example 59,
 15 Step 2, using 2-chloropyrimidine-4-carboxylic acid instead of 6-chloropicolinic acid as starting material. LCMS calculated for $C_{27}H_{29}ClN_7O_4$ ($M+H$)⁺: m/z = 550.2; Found: 550.1.

Step2. *N*-(2-((2*S*, 4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide

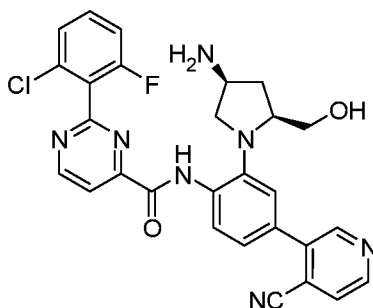
A mixture of *tert*-butyl (3*S*,5*S*)-1-(2-(2-chloropyrimidine-4-carboxamido)-5-(4-cyanopyridin-3-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-ylcarbamate (20 mg, 0.036 mmol), (2,6-difluorophenyl)boronic acid (5.75 mg, 0.036 mmol), potassium phosphate, tribasic (15.46 mg, 0.073 mmol), XPhos Pd G2 (3.02 mg, 3.64 μ mol) in *p*-dioxane (1 mL) and water (0.2 mL) was stirred at 70 °C for 2 h. The mixture was concentrated under vacuum and dissolved in DCM (1 mL) and TFA (1 mL). The resulting mixture was stirred at room temperature for 15 min and then the solvent was concentrated. The residue was diluted with acetonitrile and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for C₂₈H₂₄F₂N₇O₂ (M+H)⁺: *m/z* = 528.2; Found: 528.4.

Example 63. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methylphenyl)pyrimidine-4-carboxamide



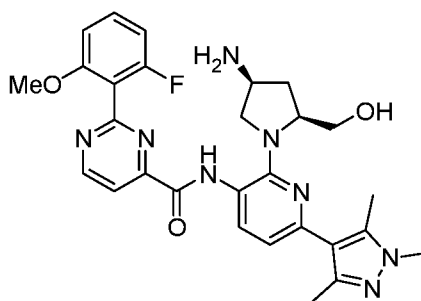
This compound was prepared according to the procedures described in Example 62, using (2-fluoro-6-methylphenyl)boronic acid instead of (2,6-difluorophenyl)boronic acid as starting material. LCMS calculated for C₂₉H₂₇FN₇O₂ (M+H)⁺: *m/z* = 524.2; Found: 524.1.

Example 64. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-chloro-6-fluorophenyl)pyrimidine-4-carboxamide

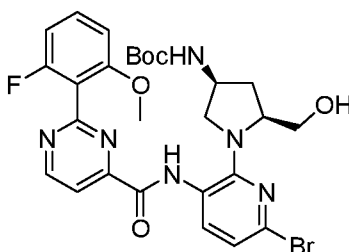


This compound was prepared according to the procedures described in Example 62, using (2-chloro-6-fluorophenyl)boronic acid instead of (2,6-difluorophenyl)boronic acid as starting material. LCMS calculated for $C_{28}H_{24}ClFN_7O_2$ ($M+H$)⁺: m/z = 544.2; Found: 544.2.

5 **Example 65. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-6-(1,3,5-trimethyl-1*H*-pyrazol-4-yl)pyridin-3-yl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide**



10 *Step 1. tert-Butyl ((3*S*,5*S*)-1-(6-bromo-3-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)pyridin-2-yl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate*



This compound was prepared according to the procedures described in Example 41 and 1, using 6-bromo-2-chloro-3-nitropyridine instead of 4-bromo-2-fluoro-1-nitrobenzene as starting material. LCMS calculated for $C_{27}H_{31}BrFN_6O_5$ ($M+H$)⁺: m/z = 617.2; Found: 617.2.

15

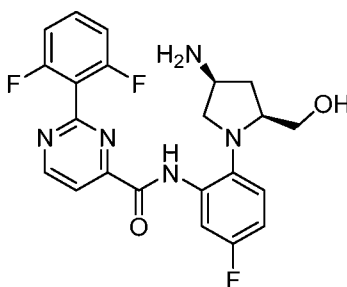
Step 2. N-(2-((2S,4S)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-6-(1,3,5-trimethyl-1H-pyrazol-4-yl)pyridin-3-yl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

A mixture of *tert*-butyl ((3*S*,5*S*)-1-(6-bromo-3-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)pyridin-2-yl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (35 mg, 0.057 mmol), 1,3,5-trimethyl-4-(4,4,5,5-tetramethyl-1,3,2-

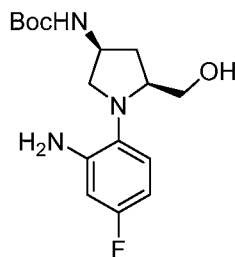
20

dioxaborolan-2-yl)-1*H*-pyrazole (0.020 g, 0.085 mmol), Xphos Pd G2 (13 mg, 16 μ mol) and potassium phosphate, tribasic (67 mg, 0.32 mmol) was combined with 1,4-dioxane (1 ml) and water (0.1 ml). The reaction flask was evacuated, back filled with nitrogen, and then stirred at 80 °C for 1 h. The reaction mixture was cooled to room temperature, the solvents were concentrated under vacuum, and TFA (1 ml) was added. The reaction mixture was stirred at room temperature for 10 min, then diluted with CH₃CN and water, and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for C₂₈H₃₂FN₈O₃ (M+H)⁺: m/z = 547.3; Found: 547.3.

Example 66. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide



*Step 1. tert-Butyl ((3*S*,5*S*)-1-(2-amino-4-fluorophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate*

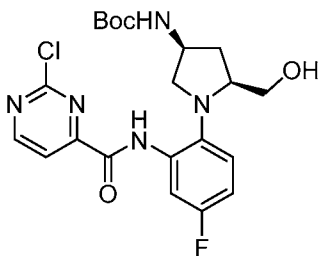


A solution of 1,4-difluoro-2-nitrobenzene (250 mg, 1.57 mmol) and *tert*-butyl ((3*S*,5*S*)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (340 mg, 1.57 mmol) in DMSO (5 ml) was treated with Hunig's base (274 μ l, 1.57 mmol) and the reaction mixture was heated to 90 °C for 1 hr. The reaction mixture was treated with water and the product was extracted with ethyl acetate. The organic phase was washed with water and saturated aqueous sodium chloride, dried over sodium sulfate and concentrated. The crude product was dissolved in a 1:1:1 mixture of THF/water/MeOH (9 mL) and treated with iron (351 mg, 6.29 mmol) and ammonium chloride (504 mg, 9.43 mmol). The reaction mixture was heated to 60 °C for 1 hr, then diluted with ethyl acetate and filtered through a plug of Celite. The filtrate was washed

with water and saturated aqueous sodium chloride, dried over sodium sulfate and concentrated. The crude product was purified by Biotage Isolera™ (30-100% ethyl acetate in hexanes) to provide the desired product as a yellow solid (226 mg, 46%). LCMS calculated for C₁₆H₂₅FN₃O₃ (M+H)⁺: m/z = 326.2; Found: 326.2.

5

Step 2. tert-Butyl ((3S,5S)-1-(2-(2-chloropyrimidine-4-carboxamido)-4-fluorophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate



A solution of 2-chloropyrimidine-4-carboxylic acid (87 mg, 0.550 mmol), HATU (230 mg, 0.605 mmol) and *tert*-butyl ((3S,5S)-1-(2-amino-4-fluorophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (179 mg, 0.550 mmol) in DMF (1834 µl) was treated with Hunig's base (192 µl, 1.100 mmol) and the reaction mixture was stirred at r.t. for 30 mins, then treated with water and the product was extracted with ethyl acetate. The organic phase was washed with water and brine, dried over sodium sulfate and concentrated. The crude product was purified by Biotage Isolera™ (25-100% ethyl acetate in hexane) to provide the desired product (107 mg, 42%). LCMS calculated for C₂₁H₂₆ClFN₃O₄ (M+H)⁺: m/z = 466.2; Found: 466.2.

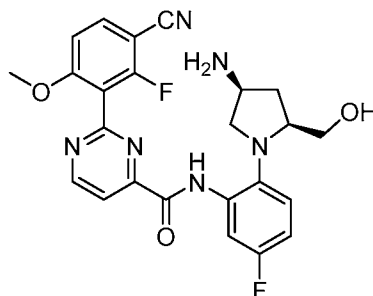
Step 3. N-(2-((2S,4S)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide

To a mixture of (2,6-difluorophenyl)boronic acid (15 mg, 0.097 mmol), XPhos Pd G2 (5.07 mg, 6.44 µmol), potassium phosphate (27.5 mg, 0.129 mmol) and *tert*-butyl ((3S,5S)-1-(2-(2-chloropyrimidine-4-carboxamido)-4-fluorophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (30 mg, 0.064 mmol) were added 1,4-dioxane (530 µl) and water (100 µl) and the flask was evacuated, back filled with nitrogen, then stirred at 90 °C overnight. The reaction was diluted with DCM/water and the phases separated. The organic phase was concentrated and the residue was dissolved in TFA (1 mL) and allowed to stand at r.t. for 30 mins, then diluted with MeOH and purified with prep-LCMS (XBridge C18 column, eluting

with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min).

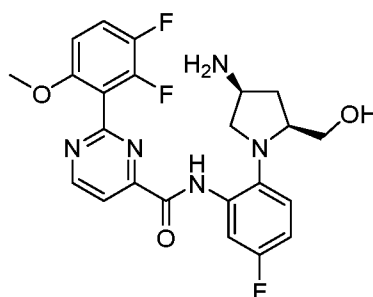
LCMS calculated for $C_{22}H_{21}F_3N_5O_2$ ($M+H$)⁺: m/z = 444.2; Found: 444.2.

Example 67. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(3-cyano-2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



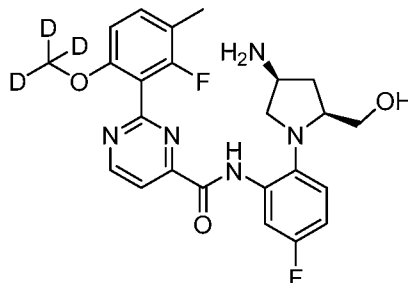
This compound was prepared in an analogous fashion to Example 66, step 3, using 2-fluoro-4-methoxy-3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)benzonitrile in place of (2,6-difluorophenyl)boronic acid. LCMS calculated for $C_{24}H_{23}F_2N_6O_3$ ($M+H$)⁺: m/z = 481.2; Found: 481.2.

Example 68. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2,3-difluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

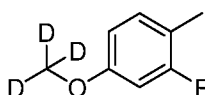


This compound was prepared in an analogous fashion to Example 66, step 3, using (2,3-difluoro-6-methoxyphenyl)boronic acid in place of (2,6-difluorophenyl)boronic acid. LCMS calculated for $C_{23}H_{23}F_3N_5O_3$ ($M+H$)⁺: m/z = 474.2; Found: 474.2. ¹H NMR (500 MHz, DMSO-*d*₆) δ 10.69 (s, 1H), 9.30 (s, 1H), 8.21 (d, J = 5.0 Hz, 1H), 8.18 (d, J = 3.0 Hz, 1H), 7.81 (s, 2H), 7.60 (q, J = 9.5 Hz, 1H), 7.53 (dd, J = 8.9, 5.8 Hz, 1H), 7.13 – 6.96 (m, 2H), 5.19 (s, 1H), 3.75 (s, 4H), 3.56 (dd, J = 8.2, 3.6 Hz, 1H), 3.26 – 3.17 (m, 4H), 2.46 – 2.35 (m, 1H), 1.77 (dt, J = 13.6, 4.1 Hz, 1H) ppm.

Example 69. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-(methoxy-*d*₃)-3-methylphenyl)pyrimidine-4-carboxamide

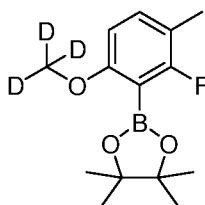


*Step 1. 2-Fluoro-4-(methoxy-*d*₃)-1-methylbenzene*



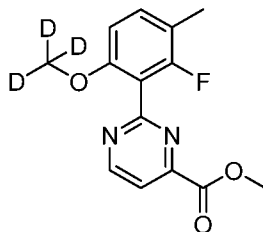
A solution of 3-fluoro-4-methylphenol (1.0 g, 7.93 mmol) in DMF (26.4 ml) was treated with potassium carbonate (1.644 g, 11.89 mmol) and iodomethane-*d*₃ (0.592 ml, 9.51 mmol) and the reaction mixture heated to 80 °C for 1 hr. The reaction mixture was treated with water and extracted with diethyl ether. The organic phase was washed with water and brine, dried over sodium sulfate and concentrated. The crude product was used in the next step without further purification. LCMS calculated for C₈H₇D₃FO (M+H)⁺: *m/z* = 144.2; Found: 144.2.

*Step 2. 2-(2-Fluoro-6-(methoxy-*d*₃)-3-methylphenyl)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane*



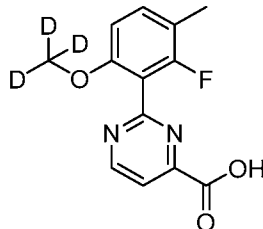
A solution of 2-fluoro-4-(methoxy-*d*₃)-1-methylbenzene (1.0 g, 6.98 mmol) and HMPA (1.823 ml, 10.48 mmol) in THF (34.9 ml) at -78 °C was treated with *n*-BuLi (2.5 M in hexanes, 3.35 ml, 8.38 mmol) dropwise and the reaction mixture stirred at this temperature for 1 hr. 2-isopropoxy-4,4,5,5-tetramethyl-1,3,2-dioxaborolane (2.166 ml, 10.48 mmol) was then added and the reaction mixture stirred at -78 °C for 10 mins, and then warmed up to r.t. by removing the cooling bath. The reaction was treated with aqueous 1N HCl and extracted with ethyl acetate. The organic phase was washed with water and brine, dried over sodium sulfate and concentrated. The crude product was used in the next step without further purification.

Step 3. Methyl 2-(2-fluoro-6-(methoxy- d_3)-3-methylphenyl)pyrimidine-4-carboxylic acid



A solution of 2-(2-fluoro-6-(methoxy- d_3)-3-methylphenyl)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane (1.56 g, 5.79 mmol) and Hunig's base (1 ml, 5.79 mmol) in water (1333 μ l) and 1,4-dioxane (12 mL) was treated with methyl 2-chloropyrimidine-4-carboxylate (500 mg, 2.90 mmol) and ((*t*-Bu) $_3$ P) $_2$ Pd (74.0 mg, 0.145 mmol). The reaction flask was evacuated, back filled with nitrogen, and stirred at 80 °C overnight. The reaction mixture was then diluted with DCM and filtered through a plug of Celite. The filtrate was concentrated and the residue purified by Biotage IsoleraTM (0-100% ethyl acetate in hexanes) to provide the
 10 desired intermediate. LCMS calculated for C₁₄H₁₁D₃FN₂O₃ (M+H)⁺: m/z = 280.2; Found: 280.2.

Step 4. 2-(2-Fluoro-6-(methoxy- d_3)-3-methylphenyl)pyrimidine-4-carboxylic acid



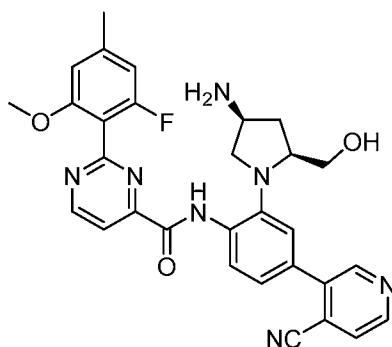
The product from the previous step was dissolved in a 1:1 mixture of THF/water (4 mL). Lithium hydroxide (238 mg, 5.79 mmol) was added and the reaction mixture heated to 60 °C for 1 hr, then acidified to pH 1 with 1 N HCl and extracted with ethyl acetate. The organic phase was washed with brine, dried over sodium sulfate and concentrated. The crude product was used in the next step without further purification. LCMS calculated for
 15 C₁₃H₉D₃FN₂O₃ (M+H)⁺: m/z = 266.2; Found: 266.2.

Step 5. N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-(methoxy- d_3)-3-methylphenyl)pyrimidine-4-carboxamide

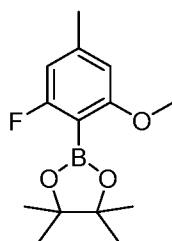
A solution of 2-(2-fluoro-6-(methoxy- d_3)-3-methylphenyl)pyrimidine-4-carboxylic acid (12.27 mg, 0.046 mmol), HATU (21.03 mg, 0.055 mmol) and *tert*-butyl ((3*S*,5*S*)-1-(2-

amino-4-fluorophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (Example 66, step 2; 15 mg, 0.046 mmol) in DMF (461 μ l) was treated with Hunig's base (16.10 μ l, 0.092 mmol) and the reaction mixture stirred at r.t. for 30 mins. The reaction mixture was treated with water and extracted with ethyl acetate. The organic phase was washed with water and brine, dried
 5 over sodium sulfate and concentrated. The crude product was dissolved in TFA (1 mL), held at r.t. for 30 mins, then diluted with MeOH and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for $C_{24}H_{23}D_3F_2N_5O_3$ ($M+H$)⁺: m/z = 473.2; Found: 473.2.

10 **Example 70. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxy-4-methylphenyl)pyrimidine-4-carboxamide**



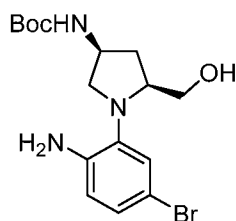
Step 1. 2-(2-Fluoro-6-methoxy-4-methylphenyl)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane



15

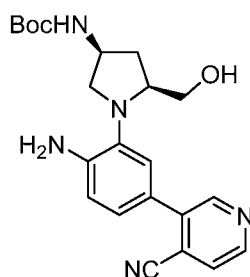
This compound was prepared in an analogous fashion to Example 69, step 1-2 using 3-fluoro-5-methyl phenol instead of 3-fluoro-4-methylphenol.

Step 2. *tert*-Butyl ((3*S*,5*S*)-1-(2-amino-5-bromophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate



A solution of 4-bromo-2-fluoro-1-nitrobenzene (1.0 g, 4.55 mmol) and *tert*-butyl ((3*S*,5*S*)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (0.983 g, 4.55 mmol) in DMF (15.15 ml) was treated with Hunig's base (1.588 ml, 9.09 mmol) and the reaction mixture heated to 80 °C for 1 hr. The reaction mixture was poured into water/ethyl acetate, the phases separated and the organic phase was washed with water and brine, dried over sodium sulfate and concentrated. The residue was dissolved in a 1:1:1 mixture of THF/MeOH/water (15 mL) and treated with iron (1.015 g, 18.18 mmol) and ammonium chloride (1.46 g, 27.3 mmol). The reaction mixture was heated to 60 °C overnight, then diluted with ethyl acetate and filtered through a plug of Celite. The filtrate was washed with water and brine, dried over sodium sulfate and concentrated. The crude product (1.61g, 92%) was used in the next step without further purification. LCMS calculated for C₁₆H₂₅BrN₃O₃ (M+H)⁺: m/z = 386.0/388.0; Found: 386.0/388.0.

Step 3. *tert*-Butyl ((3*S*,5*S*)-1-(2-amino-5-(4-cyanopyridin-3-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate

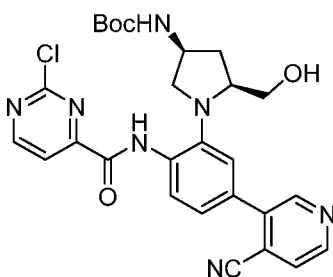


To a mixture of *tert*-butyl ((3*S*,5*S*)-1-(2-amino-5-bromophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (200 mg, 0.518 mmol), XPhos Pd G2 (20.37 mg, 0.026 mmol), 3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)isonicotinonitrile (155 mg, 0.673 mmol) and potassium phosphate (220 mg, 1.035 mmol) was added 1,4-dioxane (1438 µl) and water (288 µl) and the reaction flask evacuated, back filled with nitrogen, then stirred at 90 °C for 1 hr. The mixture was diluted with ethyl acetate and filtered through a plug of

Celite. The filtrate was concentrated and the residue was purified by Biotage Isolera™ (30-100% ethyl acetate in hexanes then 5-20% methanol in ethyl acetate) to provide the desired product as a brown solid (175 mg, 83%). LCMS calculated for $C_{22}H_{28}N_5O_3$ (M+H)⁺: m/z = 410.2; Found: 410.2

5

Step 4. tert-Butyl ((3S,5S)-1-(2-(2-chloropyrimidine-4-carboxamido)-5-(4-cyanopyridin-3-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate



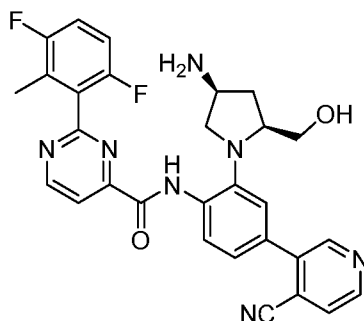
A solution of 2-chloropyrimidine-4-carboxylic acid (119 mg, 0.751 mmol), HATU (314 mg, 0.826 mmol) and *tert*-butyl ((3*S*,5*S*)-1-(2-amino-5-(4-cyanopyridin-3-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (307 mg, 0.751 mmol) in DMF (3800 μ l) was treated with Hunig's base (262 μ l, 1.502 mmol) and allowed to stir at r.t. for 30 mins. The reaction mixture was treated with water and extracted with ethyl acetate. The organic phase was washed with water and brine, dried over sodium sulfate and concentrated. The crude product was purified by Biotage Isolera™ (40-100% ethyl acetate in hexanes) to provide the desired product as an orange solid (310 mg, 75%). LCMS calculated for $C_{27}H_{29}ClN_7O_4$ (M+H)⁺: m/z = 550.2; Found: 550.2

*Step 5. N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxy-4-methylphenyl)pyrimidine-4-carboxamide*

To a mixture of *tert*-butyl ((3*S*,5*S*)-1-(2-(2-chloropyrimidine-4-carboxamido)-5-(4-cyanopyridin-3-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (15 mg, 0.027 mmol), 2-(2-fluoro-6-methoxy-4-methylphenyl)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane (10.89 mg, 0.041 mmol), XPhos Pd G2 (2.145 mg, 2.73 μ mol) and potassium phosphate (12 mg, 0.055 mmol) were added water (54.5 μ l) and 1,4-dioxane (218 μ l) and the reaction flask was evacuated, back filled with nitrogen, then stirred at 90 °C overnight. The mixture was partitioned between DCM/water and the organic phase concentrated. The residue was allowed to stand in TFA (1 mL) for 30 min, at r.t., then diluted with MeOH and purified with

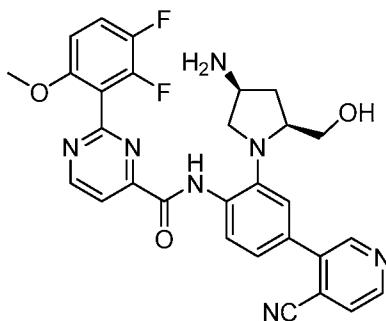
prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for $C_{30}H_{29}F_2N_7O_3$ ($M+H$)⁺: m/z = 573.2; Found: 573.2.

5 Example 71. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3,6-difluoro-2-methylphenyl)pyrimidine-4-carboxamide



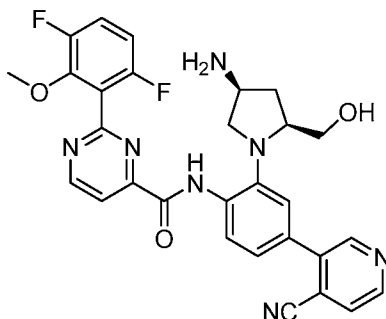
This compound was prepared in an analogous fashion to Example 70, step 5, using (3,6-difluoro-2-methylphenyl)boronic acid in place of 2-(2-fluoro-6-methoxy-4-methylphenyl)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane. LCMS calculated for $C_{29}H_{26}F_2N_7O_2$ ($M+H$)⁺: m/z = 542.2; Found: 542.2.

Example 72. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2,3-difluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



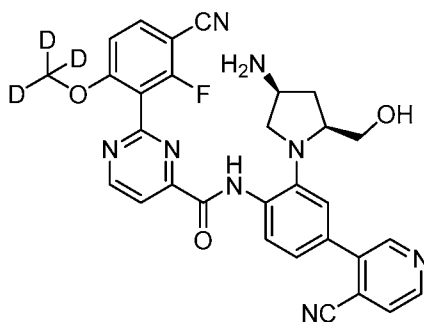
This compound was prepared in an analogous fashion to Example 70, step 5, using (2,3-difluoro-6-methoxyphenyl)boronic acid in place of 2-(2-fluoro-6-methoxy-4-methylphenyl)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane. LCMS calculated for $C_{29}H_{26}F_2N_7O_3$ ($M+H$)⁺: m/z = 558.2; Found: 558.2.

Example 73. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3,6-difluoro-2-methoxyphenyl)pyrimidine-4-carboxamide

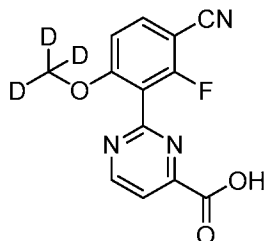


This compound was prepared in an analogous fashion to Example 70, step 5, using (3,6-difluoro-2-methoxyphenyl)boronic acid in place of 2-(2-fluoro-6-methoxy-4-methylphenyl)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane. LCMS calculated for $C_{29}H_{26}F_2N_7O_3$ ($M+H$)⁺: m/z = 558.2; Found: 558.2.

Example 74. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3-cyano-2-fluoro-6-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxamide



Step 1. 2-(3-Cyano-2-fluoro-6-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxylic acid

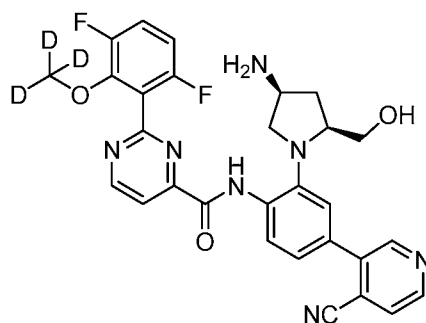


This compound was prepared in an analogous fashion to Example 69, steps 1-4, starting with 3-fluoro-4-cyanophenol instead of 3-fluoro-4-methylphenol. LCMS calculated for $C_{13}H_6D_3FN_3O_3$ ($M+H$)⁺: m/z = 277.2; Found: 277.2.

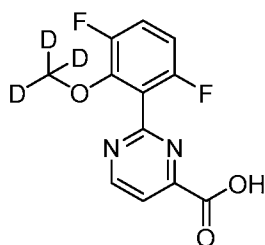
Step 2. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3-cyano-2-fluoro-6-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxamide

A solution of 2-(3-cyano-2-fluoro-6-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxylic acid (9.72 mg, 0.037 mmol), HATU (16.71 mg, 0.044 mmol) and *tert*-butyl ((3*S*,5*S*)-1-(2-amino-5-(4-cyanopyridin-3-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (Example 70, Step 4, 15 mg, 0.037 mmol) in DMF (366 μ l) was treated with Hunig's base (12.80 μ l, 0.073 mmol) and the reaction mixture allowed to stir at r.t. for 30 mins. The reaction mixture was treated with water and extracted with ethyl acetate. The organic phase was washed with water and brine, dried over sodium sulfate and concentrated. The crude product was dissolved in TFA (1 mL) and allowed to stand at r.t. for 30 mins, then diluted with MeOH and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for C₃₀H₂₃D₃FN₈O₃ (M+H)⁺: *m/z* = 568.2; Found: 568.2.

Example 75. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3,6-difluoro-2-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxamide



Step 1. 2-(3,6-Difluoro-2-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxylic acid

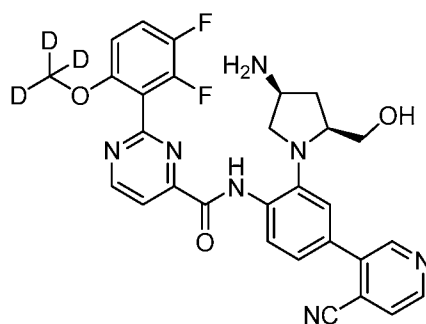


This compound was prepared in an analogous fashion to Example 69, steps 1-4, starting with 2,5-difluorophenol instead of 3-fluoro-4-methylphenol. LCMS calculated for C₁₂H₆D₃F₂N₂O₃ (M+H)⁺: *m/z* = 270.2; Found: 270.2.

Step 2. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3,6-difluoro-2-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxamide

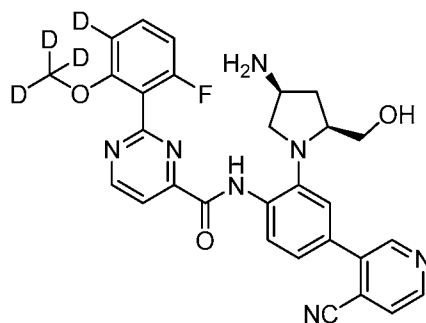
This compound was prepared in an analogous fashion to Example 74, step 2, using 2-(3,6-difluoro-2-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxylic acid as the coupling partner. LCMS calculated for C₂₉H₂₃D₃F₂N₇O₃ (M+H)⁺: m/z = 561.2; Found: 561.2.

Example 76. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2,3-difluoro-6-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxamide

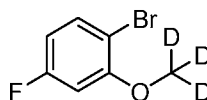


This compound was prepared in an analogous fashion to Example 75, steps 1-2 using 4,5-difluorophenol as starting material. LCMS calculated for C₂₉H₂₃D₃F₂N₇O₃ (M+H)⁺: m/z = 561.2; Found: 561.2.

Example 77. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-(methoxy-*d*₃)phenyl-5-*d*)pyrimidine-4-carboxamide

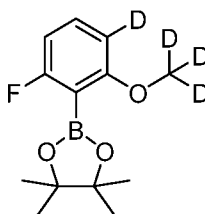


Step 1. 1-Bromo-4-fluoro-2-(methoxy-*d*₃)benzene



A solution of 2-bromo-5-fluorophenol (1.0 g, 5.24 mmol) in DMF (17.45 ml) was treated with potassium carbonate (1.085 g, 7.85 mmol) and iodomethane-*d*₃ (0.414 ml, 6.28 mmol). The reaction mixture was heated to 60 °C overnight, then treated with water and extracted with ethyl acetate. The organic phase was washed with water and brine, dried over sodium sulfate and concentrated. The crude product was used in the next step without further purification. LCMS calculated for C₇H₄D₃BrFO (M+H)⁺: m/z = 208.0/210.0; Found: 208.0/210.0.

*Step 2. 2-(2-Fluoro-6-(methoxy-*d*₃)phenyl-5-*d*)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane*



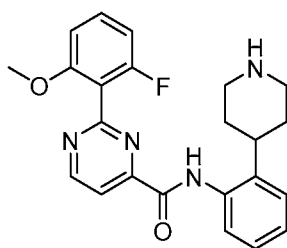
Magnesium (92 mg, 3.78 mmol) in THF (2 mL) was treated with iodine (23.97 mg, 0.094 mmol) followed by a solution of 1-bromo-4-fluoro-2-(methoxy-*d*₃)benzene (393 mg, 1.889 mmol) in THF (8 mL) dropwise. The mixture was heated to 60 °C for 1 hr, then the reaction mixture was cooled to r.t. and treated by the addition of methanol-*d*₄ (382 µl, 9.45 mmol). After stirring at r.t. for 15 mins, the mixture was further treated with 1N HCl to destroy the remaining magnesium. The mixture was then extracted with diethyl ether. The organic phase was washed with water and brine, dried over sodium sulfate and concentrated. To the crude intermediate was added THF (10 mL) and the mixture cooled to -78 °C. *n*-BuLi (1.6M in hexanes, 907 µl, 2.267 mmol) was added dropwise and the reaction mixture stirred at -78 °C for 1 hr. 2-isopropoxy-4,4,5,5-tetramethyl-1,3,2-dioxaborolane (586 µl, 2.83 mmol) was added. The mixture was stirred at -78 °C for 10 mins, then warmed to r.t. After 1 hr, the reaction was treated with saturated aqueous ammonium chloride and extracted with ethyl acetate. The organic phase was washed with water and brine, dried over sodium sulfate and concentrated. The crude product was used in the next step without further purification.

*Step 3. N-(2-((2S,4S)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-(methoxy-*d*₃)phenyl-5-*d*)pyrimidine-4-carboxamide*

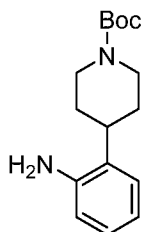
This compound was prepared in an analogous fashion to Example 70, step 5, using the pinacol boronate prepared in Step 2 in place of 2-(2-fluoro-6-methoxy-4-methylphenyl)-

4,4,5,5-tetramethyl-1,3,2-dioxaborolane. LCMS calculated for $C_{29}H_{23}D_4FN_7O_3$ ($M+H$)⁺: m/z = 544.2; Found: 544.2. ¹H NMR (600 MHz, DMSO-*d*₆) δ 10.65 (s, 1H), 9.29 (d, J = 5.0 Hz, 1H), 8.98 (s, 1H), 8.83 (d, J = 5.0 Hz, 1H), 8.30 (d, J = 8.4 Hz, 1H), 8.19 (d, J = 5.0 Hz, 1H), 7.99 (d, J = 5.0 Hz, 1H), 7.93 (s, 2H), 7.68 (s, 1H), 7.60 – 7.53 (m, 1H), 7.48 (d, J = 9.9 Hz, 1H), 7.01 (t, J = 8.8 Hz, 1H), 3.88 – 3.80 (m, 1H), 3.73 – 3.68 (m, 1H), 3.41 – 3.29 (m, 3H), 3.26 (d, J = 8.9 Hz, 1H), 2.39 (dt, J = 15.7, 8.0 Hz, 1H), 1.86 (dt, J = 11.2, 5.4 Hz, 1H) ppm.

Example 78. 2-(2-Fluoro-6-methoxyphenyl)-*N*-(2-(piperidin-4-yl)phenyl)pyrimidine-4-carboxamide



Step 1. tert-Butyl 4-(2-aminophenyl)piperidine-1-carboxylate

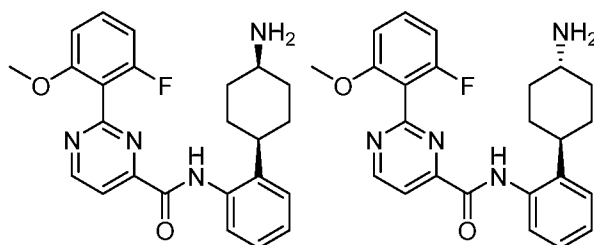


To a mixture of *tert*-butyl 4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-3,6-dihydropyridine-1(2*H*)-carboxylate (230 mg, 0.743 mmol), 1-bromo-2-nitrobenzene (100 mg, 0.495 mmol), XPhos Pd G2 (38.9 mg, 0.050 mmol) and potassium phosphate, tribasic (210 mg, 0.990 mmol) were added 1,4-dioxane (1320 μ l) and water (330 μ l) and the reaction mixture evacuated, back filled with nitrogen, then heated to 90 °C for 1 hr. The mixture was diluted with DCM and filtered through a plug of Celite. The filtrate was concentrated and the residue purified by Biotage Isolera™ (0-70% ethyl acetate in hexanes). To the purified product was added MeOH (4 mL) followed by palladium hydroxide on carbon (20% w/w, 69.5 mg, 0.099 mmol). The reaction flask was evacuated, back filled with hydrogen gas from a balloon, then heated to 60 °C overnight. The mixture was then filtered through a plug of Celite and the filtrate concentrated. The crude product (130 mg, 95%) was used in the next step without further purification. LCMS calculated for $C_{16}H_{25}N_2O_2$ ($M+H$)⁺: m/z = 277.2; Found: 277.2.

Step 2. 2-(2-Fluoro-6-methoxyphenyl)-N-(2-(piperidin-4-yl)phenyl)pyrimidine-4-carboxamide

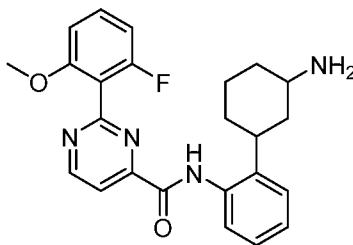
A solution of 2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxylic acid (93 mg, 0.376 mmol), HATU (215 mg, 0.564 mmol) and *tert*-butyl 4-(2-aminophenyl)piperidine-1-carboxylate (130 mg, 0.470 mmol) in DMF (2352 μ l) was treated with Hunig's base (164 μ l, 0.941 mmol) and the reaction mixture was stirred at r.t. for 30 mins. The reaction mixture was treated with water and extracted with ethyl acetate. The organic phase was washed with water and brine, dried over sodium sulfate and concentrated. The residue was dissolved in TFA (1 mL) and allowed to stand for 30 mins, then diluted with methanol and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for C₂₃H₂₄FN₄O₂ (M+H)⁺: m/z = 407.2; Found: 407.2.

Example 79. N-(2-(*cis*)4-Aminocyclohexyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide and N-(2-(*trans*)4-Aminocyclohexyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



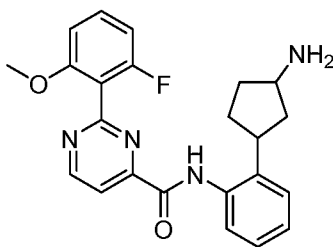
These compounds were prepared in an analogous fashion to Example 78, steps 1-2 starting with *tert*-butyl (4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)cyclohex-3-en-1-yl)carbamate. Purification by prep-LCMS provided the *cis* and *trans* isomers. LCMS calculated for C₂₄H₂₆FN₄O₂ (M+H)⁺: m/z = 421.2; Found: 421.2.

Example 80. *N*-(2-(3-Aminocyclohexyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



This compound was prepared in an analogous fashion to Example 78, steps 1-2
 5 starting with *tert*-butyl (3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)cyclohex-2-en-1-yl)carbamate. LCMS calculated for $C_{24}H_{26}FN_4O_2$ ($M+H$)⁺: m/z = 421.2; Found: 421.2.

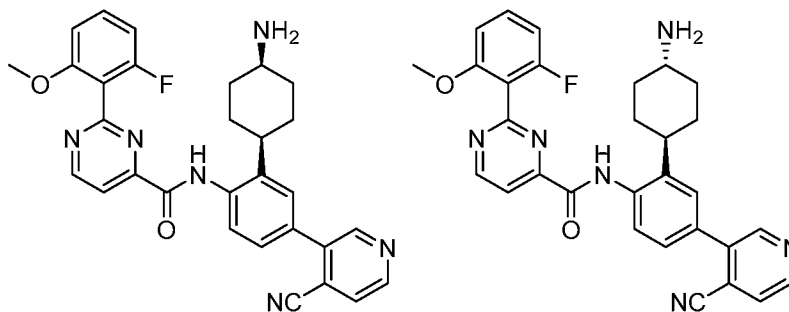
Example 81. *N*-(2-(3-aminocyclopentyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



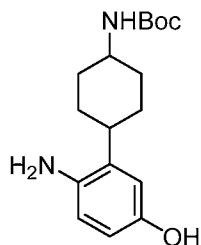
10

This compound was prepared in an analogous fashion to Example 78, steps 1-2
 starting with *tert*-butyl (3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)cyclopent-3-en-1-yl)carbamate. LCMS calculated for $C_{23}H_{24}FN_4O_2$ ($M+H$)⁺: m/z = 407.2; Found: 407.2.

15 **Example 82. *N*-(2-((*cis*)-4-Aminocyclohexyl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide and *N*-(2-((*trans*)-4-Aminocyclohexyl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide**

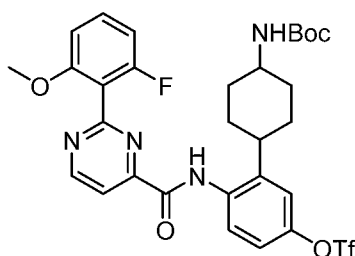


Step 1. *tert*-Butyl (4-(2-amino-5-hydroxyphenyl)cyclohexyl)carbamate



To a mixture of *tert*-butyl (4-(4,4,5,5-tetramethyl-1,3-dioxolan-2-yl)cyclohex-3-en-1-yl)carbamate (308 mg, 0.947 mmol), 4-chloro-2-iodoaniline (200 mg, 0.789 mmol), DPPF-
 5 PdCl₂ (64.4 mg, 0.079 mmol) and potassium carbonate (218 mg, 1.578 mmol) were added 1,4-dioxane (3156 µl) and water (789 µl). The reaction flask was evacuated, back filled with nitrogen, then stirred at 90 °C for 2 hr. The mixture was diluted with DCM and filtered through a plug of Celite. The filtrate was concentrated and the residue purified by Biotage Isolera™ (0-100% ethyl acetate in hexanes). The crude material was dissolved in EtOH (4
 10 mL) and palladium hydroxide on carbon (20% w/w, 111 mg, 0.158 mmol) was added. The reaction flask was evacuated, back filled with hydrogen gas from a balloon, then stirred at 60 °C for 2 hr. The reaction mixture was then diluted with ethyl acetate and filtered through a plug of Celite. The filtrate was concentrated and the crude product used in the next step without further purification. LCMS calculated for C₁₇H₂₇N₂O₃ (M+H)⁺: m/z = 307.2; Found:
 15 307.2.

Step 2. 3-(4-((*tert*-Butoxycarbonyl)amino)cyclohexyl)-4-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl trifluoromethanesulfonate



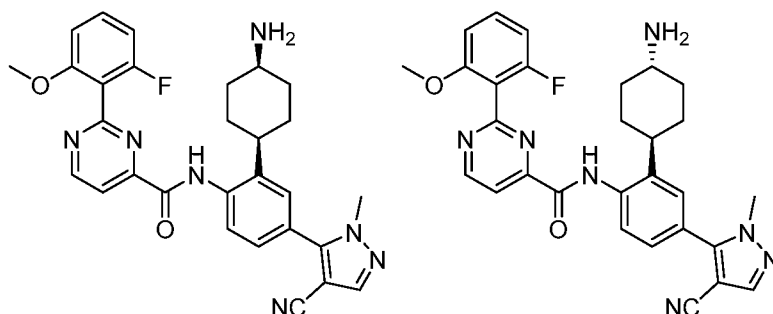
A solution of 2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxylic acid (64.0 mg, 0.258 mmol), HATU (118 mg, 0.309 mmol) and *tert*-butyl (4-(2-amino-5-hydroxyphenyl) cyclohexyl)carbamate (79 mg, 0.258 mmol) in DMF (1289 µl) was treated with Hunig's base (90 µl, 0.516 mmol) and the reaction mixture was stirred at r.t. for 30 mins. The reaction
 20 mixture was diluted with water and extracted with ethyl acetate. The organic phase was washed with water and brine, dried over sodium sulfate and concentrated. The crude product
 25

was purified by Biotage Isolera™ (20-100% ethyl acetate in hexanes). The intermediate was dissolved in DCM (3 mL) and triethylamine (71.9 µl, 0.516 mmol) was added. The reaction mixture was cooled to 0 °C and *N*-phenyltrifluoromethanesulfonimide (92 mg, 0.258 mmol) in DCM (0.5 mL) was added dropwise. The reaction mixture was then warmed to r.t. and stirred for 2 hr, and then treated with saturated sodium bicarbonate. The phases were separated and the organic phase dried over sodium sulfate and concentrated. The crude product was purified by Biotage Isolera™ (20-100% ethyl acetate in hexanes) to provide the desired product as a white solid (68 mg, 40%). LCMS calculated for C₃₀H₃₃F₄N₄O₇S (M+H)⁺: m/z = 669.2; Found: 669.2.

Step 3. N-(2-((cis)-4-Aminocyclohexyl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide and N-(2-((trans)-4-aminocyclohexyl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

To a solution of 3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)isonicotinonitrile (35.1 mg, 0.153 mmol), DPPF-PdCl₂ (8.30 mg, 10.17 µmol), cesium carbonate (66.3 mg, 0.203 mmol) and 3-(4-((*tert*-butoxycarbonyl)amino)cyclohexyl)-4-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl trifluoromethanesulfonate (68 mg, 0.102 mmol) was added 1,4-dioxane (915 µl) and water (102 µl) and the reaction flask was evacuated, back filled with nitrogen, then heated to 90 °C overnight. The mixture was then diluted with water and DCM and the phases separated. The organic phase was concentrated. The residue was allowed to stand in TFA (1 mL) for 30 mins at r.t., then diluted with MeOH and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). The two isomers were successfully separated by prep-LCMS. LCMS calculated for C₃₀H₂₈FN₆O₂ (M+H)⁺: m/z = 523.2; Found: 523.2.

Example 83. *N*-(2-((*cis*)-4-Aminocyclohexyl)-4-(4-cyano-1-methyl-1*H*-pyrazol-5-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide and *N*-(2-((*trans*)-4-aminocyclohexyl)-4-(4-cyano-1-methyl-1*H*-pyrazol-5-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

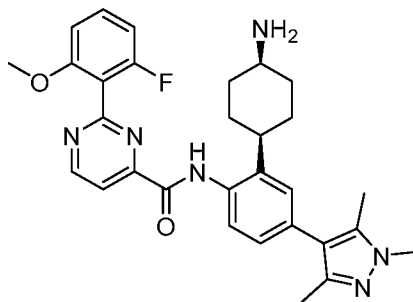


5

This compound was prepared in an analogous fashion to Example 82, step 2 using 1-methyl-5-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1*H*-pyrazole-4-carbonitrile as coupling partner. LCMS calculated for $C_{29}H_{29}FN_7O_2$ ($M+H$)⁺: m/z = 526.2; Found: 526.2.

10

Example 84. *N*-(2-((*cis*)-4-Aminocyclohexyl)-4-(1,3,5-trimethyl-1*H*-pyrazol-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

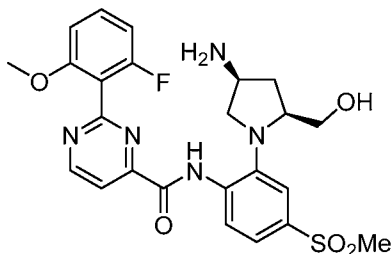


This compound was prepared in an analogous fashion to Example 82, step 2 using 1,3,5-trimethyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1*H*-pyrazole as coupling partner. LCMS calculated for $C_{30}H_{34}FN_6O_2$ ($M+H$)⁺: m/z = 529.2; Found: 529.2. ¹H NMR (500 MHz, DMSO-*d*₆) δ 10.42 (s, 1H), 9.25 (d, J = 5.0 Hz, 1H), 8.13 (d, J = 5.0 Hz, 1H), 7.75 (s, 2H), 7.54 (q, J = 8.1 Hz, 1H), 7.47 (d, J = 8.1 Hz, 1H), 7.20 (s, 1H), 7.15 (d, J = 8.2 Hz, 1H), 7.07 (d, J = 8.5 Hz, 3H), 7.01 (t, J = 8.8 Hz, 1H), 3.80 (s, 3H), 3.71 (s, 3H), 3.08 (s, 1H), 2.64 (t, J = 11.9 Hz, 1H), 2.25 (s, 3H), 2.16 (s, 3H), 1.98 (d, J = 11.6 Hz, 2H), 1.87 (d, J = 12.3 Hz, 2H), 1.56 (q, J = 12.5 Hz, 2H), 1.30 (q, J = 12.0, 11.4 Hz, 2H) ppm.

15

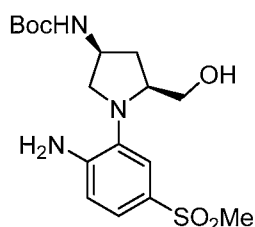
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Example 85. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(methylsulfonyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



*Step 1. tert-Butyl ((3*S*,5*S*)-1-(2-amino-5-(methylsulfonyl)phenyl)-5-*

(hydroxymethyl)pyrrolidin-3-yl)carbamate



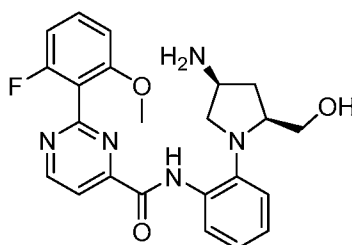
A mixture of 2-fluoro-4-(methylsulfonyl)-1-nitrobenzene (100 mg, 0.456 mmol) and *tert*-butyl ((3*S*,5*S*)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (118 mg, 0.547 mmol) in DMSO (1521 μ l) was treated with Hunig's base (159 μ l, 0.912 mmol) and the reaction mixture stirred at 90 $^{\circ}$ C for 1 hr, then treated with water and extracted with ethyl acetate. The organic phase was washed with water and brine, dried over sodium sulfate and concentrated. The residue was dissolved in a 1:1:1 mixture of THF/water/MeOH (3 mL) and treated with iron (102 mg, 1.825 mmol) and ammonium chloride (146 mg, 2.74 mmol). The reaction mixture was stirred at 60 $^{\circ}$ C for 1 hr, then diluted with ethyl acetate and filtered through a plug of Celite. The filtrate was washed with water and brine, dried over sodium sulfate and concentrated. The crude solid was used in the next step without further purification. LCMS calculated for $C_{17}H_{28}N_3O_5S$ ($M+H$) $^{+}$: m/z = 386.2; Found: 386.2.

Step 2. N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(methylsulfonyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

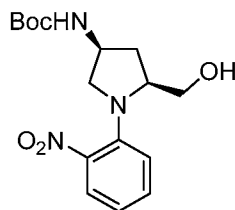
A solution of *tert*-butyl ((3*S*,5*S*)-1-(2-amino-5-(methylsulfonyl)phenyl)-5-(hydroxymethyl) pyrrolidin-3-yl)carbamate (55 mg, 0.143 mmol) in DMF (476 μ l) was treated with 2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxylic acid (31.9 mg, 0.128 mmol), HATU (65.1 mg, 0.171 mmol), and Hunig's base (49.8 μ l, 0.285 mmol). The reaction

mixture was stirred at r.t. for 30 mins, then treated with water and extracted with ethyl acetate. The organic phase was washed with water and brine, dried over sodium sulfate and concentrated. To the crude residue was added 4N HCl in dioxane and MeOH (2 mL, 1:1) and the reaction mixture heated to 60 °C for 1 hr, then diluted with MeOH and purified with prep-
 5 LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for $C_{24}H_{27}FN_5O_5S$ ($M+H$)⁺: m/z = 516.2; Found: 516.2.

Example 86. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

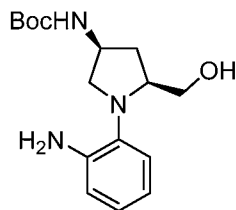


*Step 1. tert-Butyl ((3*S*,5*S*)-5-(hydroxymethyl)-1-(2-nitrophenyl)pyrrolidin-3-yl)carbamate*



A solution of 1-fluoro-2-nitrobenzene (30 μ l, 0.283 mmol) and *tert*-butyl ((3*S*,5*S*)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (61.3 mg, 0.283 mmol) in DMSO (1.5 ml) was
 15 treated with triethylamine (59.3 μ l, 0.425 mmol) and the reaction mixture was heated to 80 °C for 3 hrs. After cooling to r.t., the reaction mixture was diluted with DCM, washed with brine, dried over sodium sulfate and the solvent was evaporated *in vacuo*. The obtained crude product was used in the next step without further purification. LCMS calculated for
 20 $C_{12}H_{16}N_3O_5$ ($M+H-C_4H_8$)⁺: m/z = 282.1; found 282.2.

Step 2. *tert*-Butyl ((3*S*,5*S*)-1-(2-aminophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate

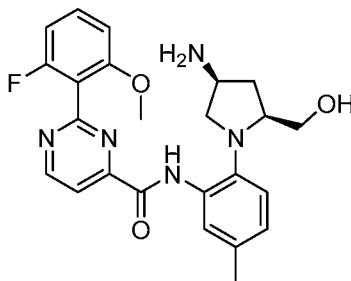


A mixture of *tert*-butyl ((3*S*,5*S*)-5-(hydroxymethyl)-1-(2-nitrophenyl)pyrrolidin-3-yl)carbamate (70 mg, 0.207 mmol), iron (57.9 mg, 1.037 mmol) and ammonium chloride (67 mg, 1.25 mmol) in THF (2 ml), water (2 ml) and methanol (2 ml) was stirred at 60 °C for 3 hrs. After cooling to r.t., it was filtered through a plug of Celite and diluted with DCM. The organic phase was separated, washed with brine, dried over sodium sulfate and the solvents were evaporated *in vacuo*. The obtained crude product was used in the next step without further purification. LCMS calculated for C₁₆H₂₆N₃O₃ (M+H)⁺: *m/z* = 308.2; Found: 308.2.

Step 3. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

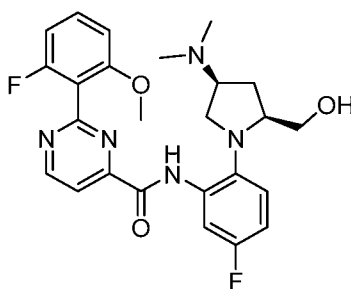
HATU (74.2 mg, 0.195 mmol) was added to a solution of *tert*-butyl ((3*S*,5*S*)-1-(2-aminophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (40 mg, 0.130 mmol), 2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxylic acid (the product of Example 1, step 1, 32.3 mg, 0.130 mmol) and DIPEA (45.5 µl, 0.260 mmol) in DMF (1 ml). The reaction mixture was stirred at r.t. for 30 mins, then water was added and the precipitated product was collected by filtration, washed with water and air dried. The solid was dissolved in TFA and the resultant solution was stirred at r.t. for 10 mins. It was then diluted with acetonitrile and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for C₂₃H₂₅FN₅O₃ (M+H)⁺: *m/z* = 438.2; Found: 438.2. ¹H NMR (500 MHz, DMSO-*d*₆) δ 10.61 – 10.48 (s, 1H), 9.34 – 9.19 (d, *J* = 5.0 Hz, 1H), 8.21 – 8.11 (m, 2H), 7.95 – 7.80 (br, 2H), 7.60 – 7.49 (td, *J* = 8.4, 6.8 Hz, 1H), 7.41 – 7.33 (dd, *J* = 6.7, 2.5 Hz, 1H), 7.25 – 7.15 (m, 2H), 7.11 – 7.03 (d, *J* = 8.5 Hz, 1H), 7.03 – 6.93 (t, *J* = 8.8 Hz, 1H), 3.79 – 3.74 (s, 3H), 3.75 – 3.62 (m, 2H), 3.37 – 3.16 (m, 4H), 2.43 – 2.31 (m, 1H), 1.87 – 1.74 (dt, *J* = 13.4, 5.1 Hz, 1H) ppm.

Example 87. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-methylphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



This compound was prepared according to the procedures described in Example 6,
 5 using 1-fluoro-4-methyl-2-nitrobenzene instead of 1,4-difluoro-2-nitrobenzene as starting material. LCMS calculated for $C_{24}H_{27}FN_5O_3$ ($M+H$)⁺: m/z = 452.2; Found: 452.2.

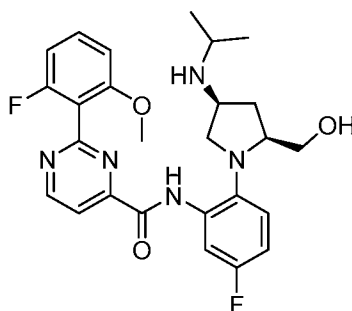
Example 88. *N*-(2-((2*S*,4*S*)-4-(Dimethylamino)-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



10

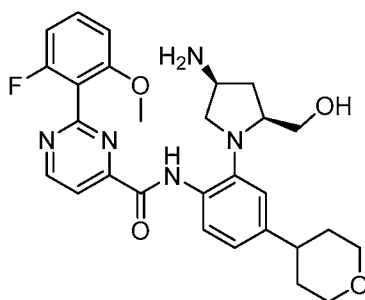
Sodium triacetoxyborohydride (9 mg, 0.044 mmol) was added to a solution of formaldehyde (1.4 mg, 0.044 mmol), acetic acid (2.51 μ l, 0.044 mmol) and *N*-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide (Example 6, 10 mg, 0.022 mmol) in DCM (1 ml).
 15 After stirring at r.t. for 1h, the solvent was evaporated, the reaction mixture was diluted with CH_3CN and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for $C_{25}H_{28}F_2N_5O_3$ ($M+H$)⁺: m/z = 484.2; Found: 484.2.

Example 89. *N*-(5-Fluoro-2-((2*S*,4*S*)-2-(hydroxymethyl)-4-(isopropylamino)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



This compound was prepared according to the procedures described in Example 88,
5 using acetone instead of formaldehyde as starting material. LCMS calculated for $C_{26}H_{30}F_2N_5O_3$ ($M+H$)⁺: m/z = 498.2; Found: 498.1.

Example 90. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(tetrahydro-2*H*-pyran-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

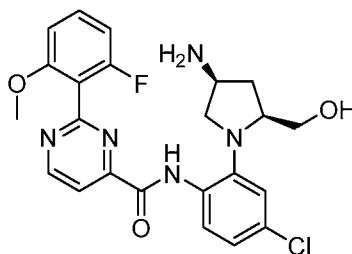


10

This compound was prepared according to the procedures described in Example 49,
using 2-(3,6-dihydro-2*H*-pyran-4-yl)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane instead of
4,4,5,5-tetramethyl-2-(prop-1-en-2-yl)-1,3,2-dioxaborolane as starting material. LCMS
calculated for $C_{28}H_{33}FN_5O_4$ ($M+H$)⁺: m/z = 522.2; Found: 522.2.

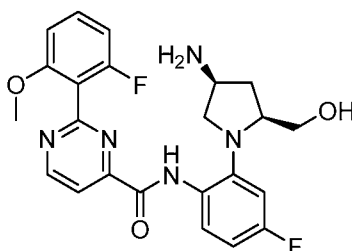
15

Example 91. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-chlorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



This compound was prepared according to the procedures described in Example 6, using 4-chloro-2-fluoro-1-nitrobenzene instead of 1,4-difluoro-2-nitrobenzene as starting material. LCMS calculated for $C_{23}H_{24}ClFN_5O_3$ ($M+H$)⁺: m/z = 472.2; Found: 472.3.

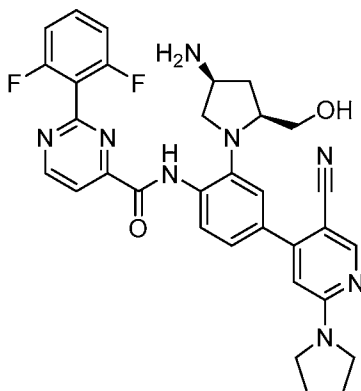
5 **Example 92.** *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



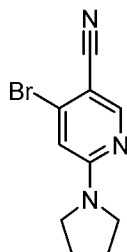
This compound was prepared according to the procedures described in Example 6, using 2,4-difluoro-1-nitrobenzene instead of 1,4-difluoro-2-nitrobenzene as starting material.

10 LCMS calculated for $C_{23}H_{24}F_2N_5O_3$ ($M+H$)⁺: m/z = 456.2; Found: 456.3.

Example 93. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(5-cyano-2-(pyrrolidin-1-yl)pyridin-4-yl)phenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide



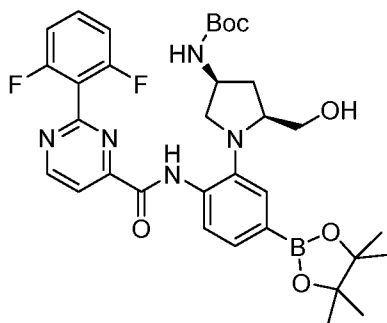
15 *Step 1. 4-Bromo-6-(pyrrolidin-1-yl)nicotinonitrile*



A solution of 4-bromo-6-chloronicotinonitrile (200 mg, 0.920 mmol) and pyrrolidine (327 mg, 4.60 mmol) in 2-propanol (2 mL) was stirred at 100 °C for 12 h. Then the solvent

was evaporated *in vacuo*. The obtained crude product was used in the next step without further purification. LCMS calculated for $C_{10}H_{11}BrN_3$ ($M+H$)⁺: m/z = 252.0; Found: 252.0.

Step 2. *tert*-Butyl ((3*S*,5*S*)-1-(2-(2-(2,6-difluorophenyl)pyrimidine-4-carboxamido)-5-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate

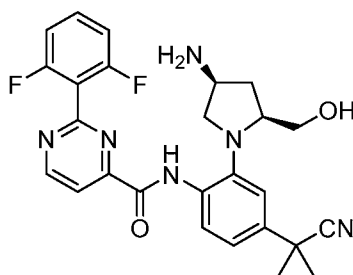


This compound was prepared according to the procedures described in Example 46 and 41 using (2,6-difluorophenyl)boronic acid instead of (2-fluoro-6-methoxyphenyl)boronic acid as starting material. LCMS calculated for $C_{33}H_{41}BF_2N_5O_6$ ($M+H$)⁺: m/z = 652.3; Found: 652.2.

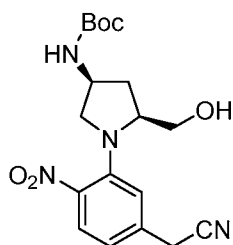
Step 3. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(5-cyano-2-(pyrrolidin-1-yl)pyridin-4-yl)phenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide

This compound was prepared according to the procedures described in Example 46, Step 2, using 4-bromo-6-(pyrrolidin-1-yl)nicotinonitrile instead of 2-bromonicotinonitrile and *tert*-butyl ((3*S*,5*S*)-1-(2-(2-(2,6-difluorophenyl)pyrimidine-4-carboxamido)-5-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate instead of *tert*-butyl ((3*S*,5*S*)-1-(2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)-5-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate as starting material. LCMS calculated for $C_{32}H_{31}F_2N_8O_2$ ($M+H$)⁺: m/z = 597.3; Found: 597.2.

Example 94. *N*-(2-(((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(1-cyanocyclopropyl)phenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide

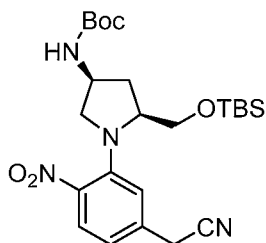


Step 1. *tert*-Butyl ((3*S*,5*S*)-1-(5-(cyanomethyl)-2-nitrophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate



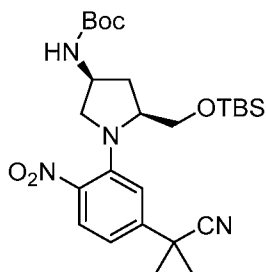
This compound was prepared according to the procedures described in Example 6, using 2-(3-fluoro-4-nitrophenyl)acetonitrile instead of 1,4-difluoro-2-nitrobenzene as starting material. LCMS calculated for $C_{14}H_{17}N_4O_5$ ($M-C_4H_8+H$)⁺: m/z = 321.1; Found: 321.1.

Step 2. *tert*-Butyl ((3*S*,5*S*)-5-(((*tert*-butyldimethylsilyl)oxy)methyl)-1-(5-(cyanomethyl)-2-nitrophenyl)pyrrolidin-3-yl)carbamate



tert-Butylchlorodimethylsilane (0.054 g, 0.359 mmol) was added to a solution of 1*H*-imidazole (0.024 g, 0.359 mmol) and *tert*-butyl ((3*S*,5*S*)-1-(5-(cyanomethyl)-2-nitrophenyl)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate (0.090 g, 0.239 mmol) in 1 mL of DCM. After the reaction mixture was stirred at r.t. for 2 h, water was added and product was extracted with DCM. The combined organic phases were washed with water and brine, dried over sodium sulfate and the solvent was evaporated *in vacuo*. The obtained crude product was used in the next step without further purification. LCMS calculated for $C_{20}H_{31}N_4O_5Si$ ($M-C_4H_8+H$)⁺: m/z = 435.2; Found: 435.2.

Step 3. *tert*-Butyl ((3*S*,5*S*)-5-(((*tert*-butyldimethylsilyl)oxy)methyl)-1-(5-(1-cyanocyclopropyl)-2-nitrophenyl)pyrrolidin-3-yl)carbamate

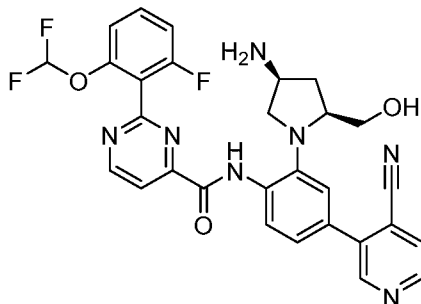


A solution of *tert*-Butyl ((3*S*,5*S*)-5-(((*tert*-butyldimethylsilyl)oxy)methyl)-1-(5-(cyanomethyl)-2-nitrophenyl)pyrrolidin-3-yl)carbamate (0.120 g, 0.245 mmol) in 1 mL of
 5 DMF was treated with 1,2-dibromoethane (0.046 g, 0.245 mmol). The mixture was stirred at r.t. and then treated with sodium hydride (0.120 g, 5.00 mmol). The mixture was further stirred at r.t. overnight. Then water was added and precipitated product was collected by filtration, washed with water and air dried. It was used in the next step without further
 10 purification. LCMS calculated for $C_{22}H_{33}N_4O_5Si$ ($M-C_4H_8+H$)⁺: m/z = 461.2; Found: 461.2.

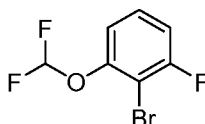
Step 4. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(1-cyanocyclopropyl)phenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide

15 This compound was prepared according to the procedures described in Example 1, using (2,6-difluorophenyl)boronic acid instead of (2-fluoro-6-methoxyphenyl)boronic acid and *tert*-butyl ((3*S*,5*S*)-5-(((*tert*-butyldimethylsilyl)oxy)methyl)-1-(5-(1-cyanocyclopropyl)-2-nitrophenyl)pyrrolidin-3-yl)carbamate instead of (1*R*,4*R*)-*tert*-butyl 5-(4-fluoro-2-nitrophenyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate as starting material. LCMS
 20 calculated for $C_{26}H_{25}F_2N_6O_2$ ($M+H$)⁺: m/z = 491.2; Found: 491.1.

Example 95. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-(difluoromethoxy)-6-fluorophenyl)pyrimidine-4-carboxamide

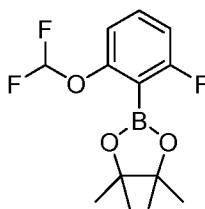


5 *Step 1. 2-Bromo-1-(difluoromethoxy)-3-fluorobenzene*



A mixture of 2-bromo-3-fluorophenol (0.865 g, 4.53 mmol), sodium chlorodifluoroacetate (4.14 g, 27.2 mmol) and cesium carbonate (4.43 g, 13.59 mmol) in DMF (10 mL) was stirred at 100 °C for 4 h. After cooling to room temperature, the mixture
10 was concentrated in vacuo. The obtained crude product was purified by Biotage Isolera™ to give the desired product.

Step 2. 2-(2-(Difluoromethoxy)-6-fluorophenyl)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane

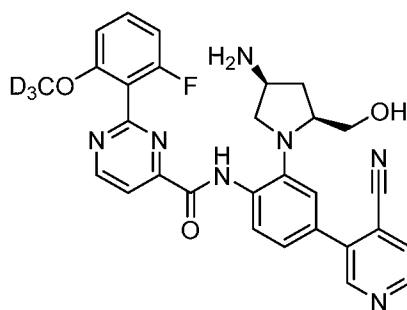


A solution of 2-bromo-1-(difluoromethoxy)-3-fluorobenzene (400 mg, 1.660 mmol) in THF (10 mL) was treated with nBuLi 1.6 M (1.72 mL, 4.32 mmol) at -78 °C. After stirring for 1 h, 2-isopropoxy-4,4,5,5-tetramethyl-1,3,2-dioxaborolane (1.02 mL, 4.98 mmol) was added, and then the mixture was slowly warmed to rt over 6 h. To the mixture was added EtOAc (50 mL) and water (30 mL). The organic phase was separated, washed with brine,
15 dried over MgSO₄, filtered and the solvents were evaporated *in vacuo*. The obtained crude product was used in the next step without further purification.
20

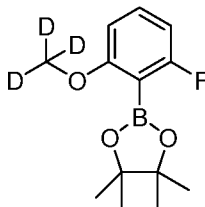
Step 3. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-(difluoromethoxy)-6-fluorophenyl)pyrimidine-4-carboxamide

This compound was prepared according to the procedures described in Example 63, using 2-(2-(difluoromethoxy)-6-fluorophenyl)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane instead of (2,6-difluorophenyl)boronic acid as starting material. LCMS calculated for $C_{29}H_{25}F_3N_7O_3$ (M+H)⁺: m/z = 576.2; Found: 576.3.

Example 96. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxamide



Step 1. 2-(2-Fluoro-6-(methoxy-*d*₃)phenyl)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane

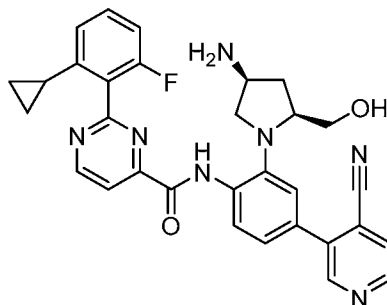


This compound was prepared in an analogous fashion to Example 69, starting with 3-fluorophenol instead of 3-fluoro-4-methylphenol. LCMS calculated for $C_{13}H_{16}D_3BFO_3$ (M+H)⁺: m/z = 256.2; Found: 256.2.

Step 2. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxamide

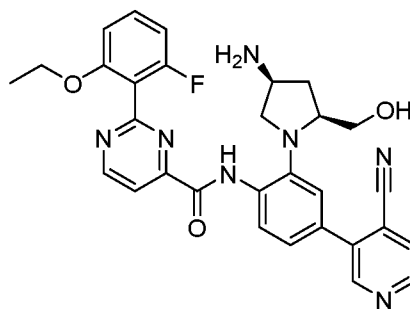
This compound was prepared according to the procedures described in Example 63, using 2-(2-fluoro-6-(methoxy-*d*₃)phenyl)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane instead of (2,6-difluorophenyl)boronic acid as starting material. LCMS calculated for $C_{29}H_{24}D_3FN_7O_3$ (M+H)⁺: m/z = 543.2; Found: 543.3.

Example 97. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-cyclopropyl-6-fluorophenyl)pyrimidine-4-carboxamide



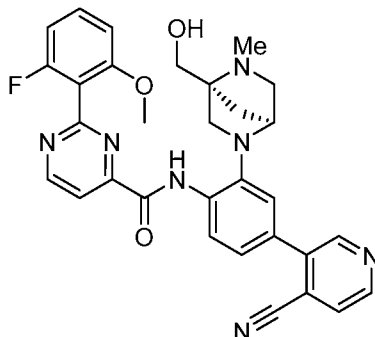
This compound was prepared according to the procedures described in Example 63,
5 using 2-(2-cyclopropyl-6-fluorophenyl)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane instead of
(2,6-difluorophenyl)boronic acid as starting material. LCMS calculated for $C_{31}H_{29}FN_7O_2$
($M+H$)⁺: m/z = 550.2; Found: 550.3.

Example 98. *N*-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-ethoxy-6-fluorophenyl)pyrimidine-4-carboxamide



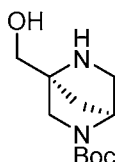
This compound was prepared according to the procedures described in Example 63,
using (2-ethoxy-6-fluorophenyl)boronic acid instead of (2,6-difluorophenyl)boronic acid as
starting material. LCMS calculated for $C_{30}H_{29}FN_7O_3$ ($M+H$)⁺: m/z = 554.2; Found: 554.3.

Example 99. *N*-(4-(4-Cyanopyridin-3-yl)-2-((1*S*,4*S*)-4-(hydroxymethyl)-5-methyl-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



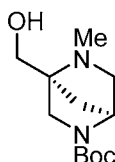
5

Step 1. tert-Butyl (1S,4S)-4-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate



A Parr reaction vessel were charged with *tert*-butyl (1*S*,4*S*)-4-(hydroxymethyl)-5-(4-methoxybenzyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (prepared by an adaption of
10 the procedure described in Ivon, Y. et.al. Synthesis 2015, 47, 1123-1130) (25 mg, 0.072 mmol), Pd/C (10% wetted, Degussa type, 7.7 mg) followed by MeOH (7.2 mL) and the reaction mixture was evacuated and backfilled 3 times with nitrogen gas, followed by another evacuation cycle and then pressurized with hydrogen gas to 25 psi. The vessel was shook for 6 hrs under hydrogen pressure, upon which time the solution was filtered over Celite and the
15 solvent was evaporated *in vacuo*. The obtained crude product was used in the next reaction without purification. LCMS calculated for C₁₁H₂₁N₂O₃ (M+H)⁺: *m/z* = 229.2; found 229.2.

Step 2. tert-Butyl (1S,4S)-4-(hydroxymethyl)-5-methyl-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate

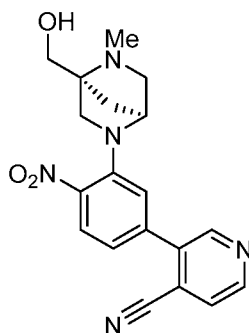


20

A solution of *tert*-butyl (1*S*,4*S*)-4-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (16.5 mg, 0.072 mmol) in CH₃CN (200 μL) and H₂O (50 μL) were treated with formaldehyde (37 wt. % in H₂O, 16.1 μL, 0.217 mmol) and sodium triacetoxyborohydride

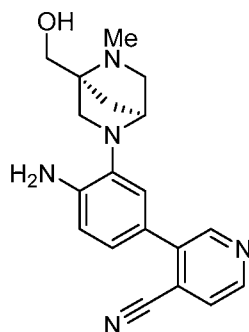
(31 mg, 0.145 mmol) and the reaction mixture was stirred at r.t. for 2 hrs. The reaction mixture was then diluted with CH₂Cl₂, washed with sat. aq. NaHCO₃, dried over MgSO₄, filtered and the solvent was evaporated *in vacuo*. The obtained crude product was used in the next reaction without purification. LCMS calculated for C₁₂H₂₃N₂O₃ (M+H)⁺: m/z = 243.2; found 243.2.

Step 3. 3-(3-((1S,4S)-4-(Hydroxymethyl)-5-methyl-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-nitrophenyl)isonicotinonitrile



A mixture of *tert*-butyl (1*S*,4*S*)-4-(hydroxymethyl)-5-methyl-2,5-diazabicyclo[2.2.1]heptane-2-carboxylate (17 mg, 0.070 mmol) and 4M HCl/dioxane (1 mL) was stirred at r.t. for 1 hr before the solvent was evaporated *in vacuo*. The residue was then treated with 3-(3-fluoro-4-nitrophenyl)isonicotinonitrile (Intermediate 1 described between Example 49 and 50, 17.1 mg, 0.070 mmol), DMSO (300 μL), triethylamine (14.7 μL, 0.943 mmol) and the reaction mixture was heated to 100 °C overnight. After cooling to r.t., the reaction mixture was diluted with DCM, washed with brine, dried over sodium sulfate and the solvent was evaporated *in vacuo*. The obtained crude product was used in the next step without further purification. LCMS calculated for C₁₉H₂₀N₅O₃ (M+H)⁺: m/z = 366.2; found 366.1.

Step 4. 3-(4-Amino-3-((1*S*,4*S*)-4-(hydroxymethyl)-5-methyl-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)isonicotinonitrile



A mixture of 3-(3-((1*S*,4*S*)-4-(hydroxymethyl)-5-methyl-2,5-

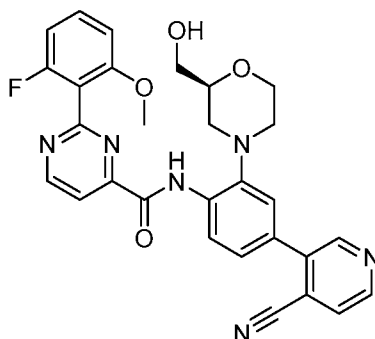
5 diazabicyclo[2.2.1]heptan-2-yl)-4-nitrophenyl)isonicotinonitrile (26 mg, 0.071 mmol), iron (20.0 mg, 0.356 mmol) and ammonium chloride (22.9 mg, 0.427 mmol) in THF (1 mL), H₂O (1 mL) and methanol (1 mL) was stirred at 60 °C for 1 hr. After cooling to r.t., it was filtered through a plug of Celite and diluted with CH₂Cl₂. The organic phase was separated, washed with brine, dried over MgSO₄, filtered and the solvents were evaporated *in vacuo*. The
10 obtained crude product was used in the next step without further purification. LCMS calculated for C₁₉H₂₂N₅O (M+H)⁺: m/z = 336.2; Found: 336.2.

Step 5. N-(4-(4-Cyanopyridin-3-yl)-2-((1*S*,4*S*)-4-(hydroxymethyl)-5-methyl-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-
15 carboxamide

HATU (20.4 mg, 0.054 mmol) was added to a solution of 3-(4-amino-3-((1*S*,4*S*)-4-(hydroxymethyl)-5-methyl-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)isonicotinonitrile (13 mg, 0.036 mmol), 2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxylic acid (8.9 mg, 0.036
20 mmol) and DIPEA (12.5 μL, 0.072 mmol) in DMF (300 μL). The reaction mixture was stirred at 60 °C for 30 min, then water was added and the precipitated product was collected by filtration, washed with water and air dried. The solid was dissolved in TFA and the resultant solution was stirred at 60 °C for 10 min before solvent was evaporated *in vacuo*. The crude residue was then dissolved in THF (1 mL), MeOH (1 mL), and aq. NH₄OH (1 mL),
25 sealed and the solution was stirred at 60 °C for 30 min before solvent was evaporated *in vacuo*. The obtained crude product was then diluted with CH₃CN and purified with prep-

LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for $C_{31}H_{29}FN_7O_3$ (M+H)⁺: m/z = 566.2; Found: 566.2.

5 **Example 100. (S)-N-(4-(4-Cyanopyridin-3-yl)-2-(2-(hydroxymethyl)morpholino)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide**

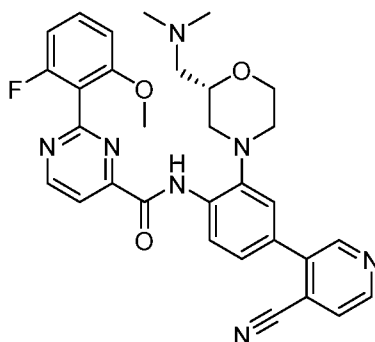


This compound was prepared according to the procedures described in Example 51, using (S)-morpholin-2-ylmethanol instead of (2R,5S)-tert-butyl 5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate as starting material. LCMS calculated for $C_{29}H_{26}FN_6O_4$ (M+H)⁺: m/z = 541.2; Found: 541.3.

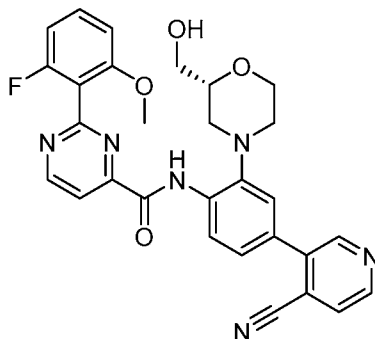
10

Example 101. (S)-N-(4-(4-Cyanopyridin-3-yl)-2-(2-((dimethylamino)methyl)morpholino)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

15

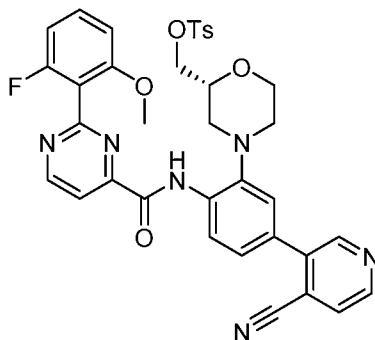


Step 1. (R)-N-(4-(4-Cyanopyridin-3-yl)-2-(2-(hydroxymethyl)morpholino)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



This compound was prepared in an analogous fashion to Example 51, steps 1-3, starting with (R)-morpholin-2-ylmethanol instead of (2R,5S)-tert-butyl 5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate as starting material. LCMS calculated for C₂₉H₂₆FN₆O₄ (M+H)⁺: m/z = 541.2; Found: 541.3.

Step 2. (R)-N-(4-(5-(4-Cyanopyridin-3-yl)-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)morpholin-2-yl)methyl 4-methylbenzenesulfonate

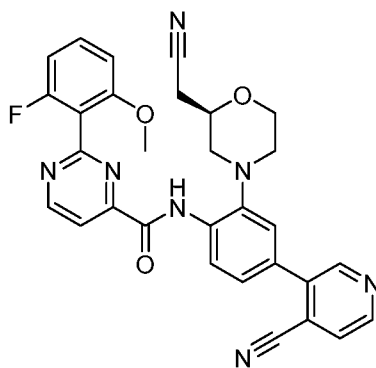


A solution of (R)-N-(4-(4-cyanopyridin-3-yl)-2-(2-(hydroxymethyl)morpholino)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide (100 mg, 0.185 mmol) in CH₂Cl₂ (740 μL) was treated with DMAP (2.3 mg, 0.018 mmol), triethylamine (77 μL, 0.555 mmol), and TsCl (42.3 mg, 0.222 mmol) and the reaction mixture was stirred at r.t. overnight. The reaction mixture was then diluted with EtOAc, washed with 10% aq. citric acid, sat. aq. NaHCO₃, dried over MgSO₄, filtered and the solvent was evaporated *in vacuo*. The obtained crude product was used in the next reaction without purification. LCMS calculated for C₃₆H₃₂FN₆O₆S (M+H)⁺: m/z = 695.2; found 695.3.

Step 3. (S)-N-(4-(4-Cyanopyridin-3-yl)-2-(2-((dimethylamino)methyl)morpholino)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

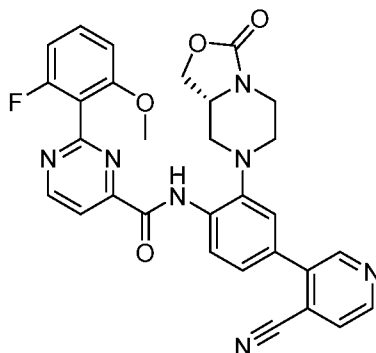
A solution of (R)-(4-(5-(4-cyanopyridin-3-yl)-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)morpholin-2-yl)methyl 4-methylbenzenesulfonate (20 mg, 0.029 mmol) in EtOH (480 μ L) was treated with dimethylamine (461 μ L, 0.921 mmol). The reaction mixture was stirred at 100 °C overnight. The solvent was evaporated *in vacuo*, and the resulting residue was diluted with acetonitrile and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). $C_{31}H_{31}FN_7O_3$ (M+H)⁺: m/z = 568.2; found 568.3.

Example 102. (R)-N-(2-(2-(Cyanomethyl)morpholino)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

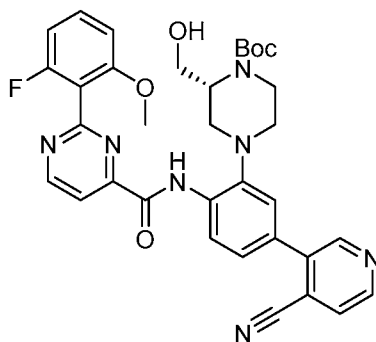


A solution of (R)-(4-(5-(4-cyanopyridin-3-yl)-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)morpholin-2-yl)methyl 4-methylbenzenesulfonate (20 mg, 0.029 mmol) in EtOH (480 μ L) was treated with potassium cyanide (5.6 mg, 0.086 mmol). The reaction mixture was stirred at 100 °C for 6 hrs. The solvent was evaporated *in vacuo*, and the resulting residue was diluted with acetonitrile and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). $C_{30}H_{25}FN_7O_3$ (M+H)⁺: m/z = 550.2; found 550.2.

Example 103. (R)-N-(4-(4-Cyanopyridin-3-yl)-2-(3-oxotetrahydro-3H-oxazolo[3,4-a]pyrazin-7(1H)-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

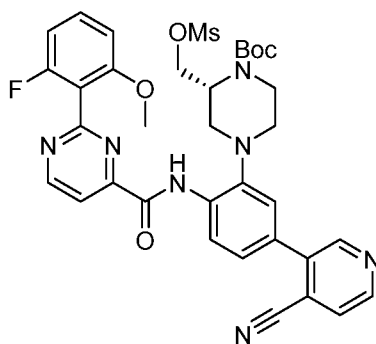


Step 1. *tert*-Butyl (R)-4-(5-(4-cyanopyridin-3-yl)-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-2-(hydroxymethyl)piperazine-1-carboxylate



This compound was prepared in an analogous fashion to Example 51, steps 1-3, starting with *tert*-butyl (R)-2-(hydroxymethyl)piperazine-1-carboxylate instead of (2*R*,5*S*)-*tert*-butyl 5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate as starting material. LCMS calculated for C₃₄H₃₅FN₇O₅ (M+H)⁺: m/z = 640.3; Found: 640.2.

Step 2. *tert*-Butyl (R)-4-(5-(4-cyanopyridin-3-yl)-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-2-(((methylsulfonyl)oxy)methyl)piperazine-1-carboxylate



A solution of *tert*-butyl (R)-4-(5-(4-cyanopyridin-3-yl)-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-2-(hydroxymethyl)piperazine-1-

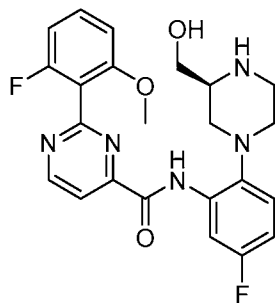
carboxylate (30 mg, 0.047 mmol) in CH_2Cl_2 (470 μL) was treated with triethylamine (13.1 μL , 0.094 mmol), and MsCl (5.5 μL , 0.070 mmol) and the reaction mixture was stirred at r.t. for 1 hr. The solvent was evaporated *in vacuo*. The obtained crude product was used in the next reaction without purification. LCMS calculated for $\text{C}_{35}\text{H}_{37}\text{FN}_7\text{O}_7\text{S}$ ($\text{M}+\text{H}$)⁺: m/z =

5 718.2; found 718.2.

Step 3. (R)-N-(4-(4-Cyanopyridin-3-yl)-2-(3-oxotetrahydro-3H-oxazolo[3,4-a]pyrazin-7(1H)-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

10 Potassium cyanide (9.2 mg, 0.142 mmol) was added to a solution of *tert*-butyl (*R*)-4-(5-(4-cyanopyridin-3-yl)-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-2-(((methylsulfonyl)oxy)methyl)piperazine-1-carboxylate (34 mg, 0.047 mmol) in DMSO (475 μL). The reaction mixture was stirred at 80 °C for 1 hr. After cooling to r.t., the resulting solution was diluted with acetonitrile and purified with prep-
15 LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). $\text{C}_{30}\text{H}_{25}\text{FN}_7\text{O}_4$ ($\text{M}+\text{H}$)⁺: m/z = 566.2; found 566.3.

Example 104. (*S*)-N-(5-Fluoro-2-(3-(hydroxymethyl)piperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

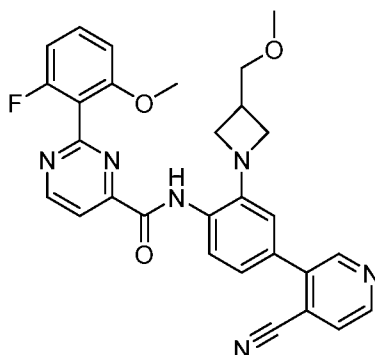


20

This compound was prepared in an analogous fashion to Example 6, starting with *tert*-butyl (*S*)-2-(hydroxymethyl)piperazine-1-carboxylate in place of *tert*-butyl ((3*S*,5*S*)-5-(hydroxymethyl)pyrrolidin-3-yl)carbamate as starting material. LCMS calculated for $\text{C}_{23}\text{H}_{24}\text{F}_2\text{N}_5\text{O}_3$ ($\text{M}+\text{H}$)⁺: m/z = 456.2; Found: 456.3. ¹H NMR (400 MHz, DMSO) δ 11.03 – 10.69 (s, 1H), 9.48 – 9.26 (d, J = 5.0 Hz, 1H), 8.38 – 8.21 (dd, J = 10.8, 3.0 Hz, 1H), 8.20 – 8.09 (d, J = 5.0 Hz, 1H), 7.68 – 7.51 (td, J = 8.4, 6.9 Hz, 1H), 7.42 – 7.31 (dd, J = 8.8, 5.6 Hz, 1H), 7.13 – 6.96 (m, 3H), 3.83 – 3.71 (s, 3H), 3.59 – 3.18 (m, 6H), 3.15 – 2.79 (m, 4H), 2.81 – 2.69 (s, 1H).

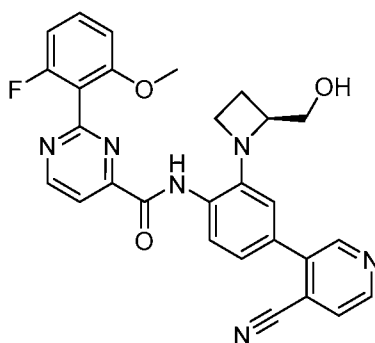
25

Example 105. *N*-(4-(4-Cyanopyridin-3-yl)-2-(3-(methoxymethyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



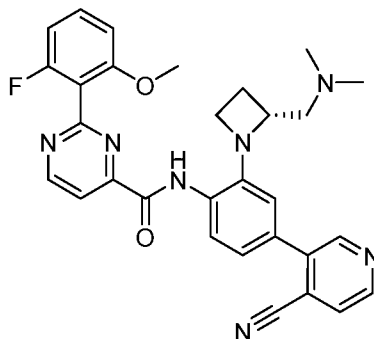
This compound was prepared in an analogous fashion to Example 51, starting with 3-(methoxymethyl)azetidine in place of (2*R*,5*S*)-*tert*-butyl 5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate as starting material. LCMS calculated for C₂₉H₂₆FN₆O₃ (M+H)⁺: m/z = 525.2; Found: 525.2.

Example 106. (*S*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(2-(hydroxymethyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

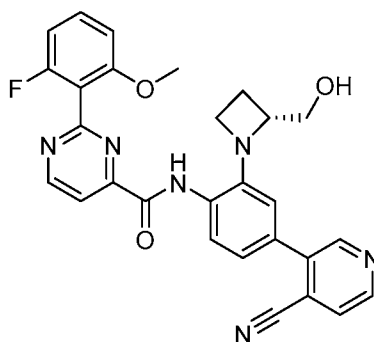


This compound was prepared in an analogous fashion to Example 51, starting with (*S*)-azetidin-2-ylmethanol in place of (2*R*,5*S*)-*tert*-butyl 5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate as starting material. LCMS calculated for C₂₈H₂₄FN₆O₃ (M+H)⁺: m/z = 511.2; Found: 511.2.

Example 107. (R)-N-(4-(4-Cyanopyridin-3-yl)-2-(2-((dimethylamino)methyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

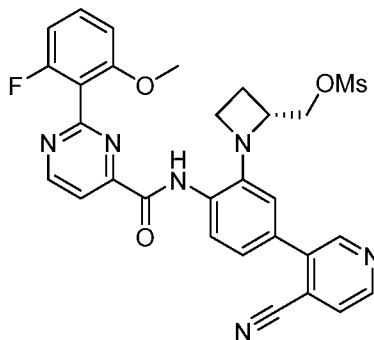


Step 1. (R)-N-(4-(4-Cyanopyridin-3-yl)-2-(2-(hydroxymethyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



This compound was prepared in an analogous fashion to Example 51, starting with (R)-azetidin-2-ylmethanol in place of (2R,5S)-tert-butyl 5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate as starting material. LCMS calculated for C₂₈H₂₄FN₆O₃ (M+H)⁺: m/z = 511.2; Found: 511.2.

Step 2. (R)-(1-(5-(4-Cyanopyridin-3-yl)-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)azetidin-2-yl)methyl methanesulfonate



A solution of (R)-N-(4-(4-cyanopyridin-3-yl)-2-(2-(hydroxymethyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide (50 mg, 0.098 mmol) in

CH₂Cl₂ (980 μL) was treated with triethylamine (27 μL, 0.196 mmol), and MsCl (11.4 μL, 0.147 mmol) and the reaction mixture was stirred at r.t. for 2 hrs. The solvent was evaporated *in vacuo*. The obtained crude product was used in the next reaction without purification.

LCMS calculated for C₂₉H₂₆FN₆O₅S (M+H)⁺: m/z = 589.2; found 589.3.

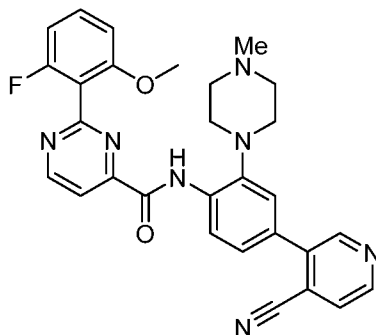
5

Step 3. (R)-N-(4-(4-Cyanopyridin-3-yl)-2-(2-((dimethylamino)methyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

A solution of (R)-1-(5-(4-cyanopyridin-3-yl)-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)azetidin-2-yl)methyl methanesulfonate (20 mg, 0.034 mmol) in EtOH (570 μL) was treated with dimethylamine (544 μL, 1.09 mmol). The reaction mixture was stirred at 100 °C overnight. After cooling to r.t., the solvent was evaporated *in vacuo*, and the resulting residue was diluted with acetonitrile and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). C₃₀H₂₉FN₇O₂ (M+H)⁺: m/z = 538.2; found 538.2.

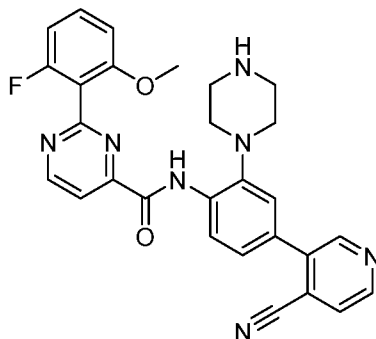
15

Example 108. N-(4-(4-Cyanopyridin-3-yl)-2-(4-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



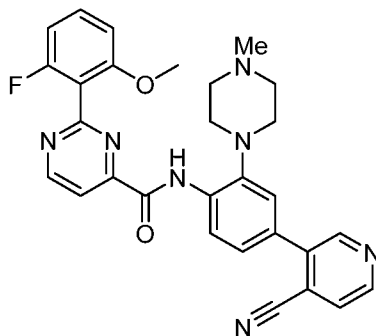
20

Step 1. *N*-(4-(4-Cyanopyridin-3-yl)-2-(piperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



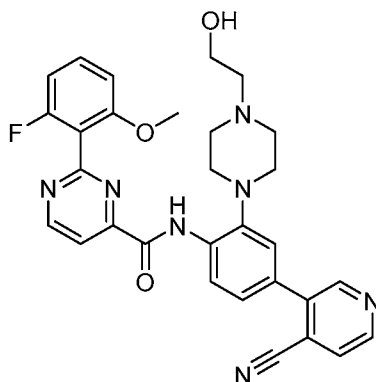
This compound was prepared in an analogous fashion to Example 51, starting with *tert*-butyl piperazine-1-carboxylate in place of (2*R*,5*S*)-*tert*-butyl 5-(hydroxymethyl)-2-methylpiperazine-1-carboxylate as starting material. LCMS calculated for C₂₈H₂₅FN₇O₂ (M+H)⁺: m/z = 510.2; Found: 510.2.

Step 2. *N*-(4-(4-Cyanopyridin-3-yl)-2-(4-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide



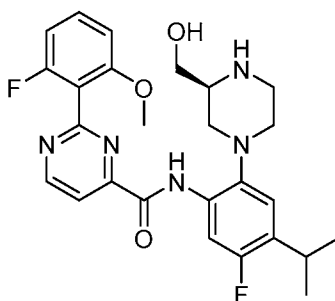
A solution of *N*-(4-(4-cyanopyridin-3-yl)-2-(piperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide (15 mg, 0.029 mmol) in THF (980 μL) was treated with formaldehyde (37 wt. % in H₂O, 110 μL, 1.47 mmol), acetic acid (8.4 μL, 0.147 mmol), and sodium triacetoxyborohydride (12.5 mg, 0.059 mmol) and the reaction mixture was stirred at r.t. for 1 h. The solvent was then evaporated *in vacuo*, and the resulting residue was diluted with acetonitrile and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). C₂₉H₂₇FN₇O₂ (M+H)⁺: m/z = 524.2; found 524.2.

Example 109. *N*-(4-(4-Cyanopyridin-3-yl)-2-(4-(2-hydroxyethyl)piperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

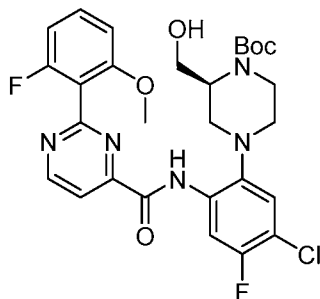


A solution of *N*-(4-(4-cyanopyridin-3-yl)-2-(piperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide (15 mg, 0.029 mmol) in THF (980 μ L) was treated with 2-((*tert*-butyldimethylsilyl)oxy)acetaldehyde (34 μ L, 0.177 mmol), acetic acid (5.0 μ L, 0.088 mmol), and sodium triacetoxyborohydride (12.5 mg, 0.059 mmol) and the reaction mixture was stirred at r.t. for 1 h. Upon completion, 4M HCl/dioxane (1 mL) was added and the reaction was left to stir for 30 min. The solvent was then evaporated *in vacuo* and the resulting residue was diluted with acetonitrile and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). $C_{30}H_{29}FN_7O_3$ (M+H)⁺: m/z = 554.2; found 554.4.

Example 110. (*S*)-*N*-(5-Fluoro-2-(3-(hydroxymethyl)piperazin-1-yl)-4-isopropylphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

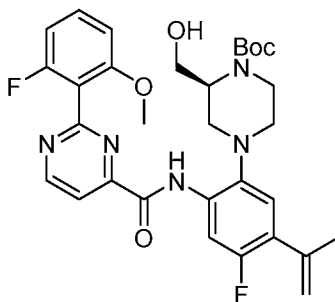


Step 1. *tert*-Butyl (S)-4-(5-chloro-4-fluoro-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-2-(hydroxymethyl)piperazine-1-carboxylate



This compound was prepared according to the procedures described in Example 41, using 1-chloro-2,5-difluoro-4-nitrobenzene in place of 3-(3-fluoro-4-nitrophenyl)isonicotinonitrile as starting material. LCMS calculated for $C_{28}H_{31}ClF_2N_5O_5$ ($M+H$)⁺: m/z = 590.2; Found: 590.2.

Step 2. *tert*-Butyl (S)-4-(4-fluoro-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)-5-(prop-1-en-2-yl)phenyl)-2-(hydroxymethyl)piperazine-1-carboxylate



To a mixture of *tert*-butyl (S)-4-(5-chloro-4-fluoro-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-2-(hydroxymethyl)piperazine-1-carboxylate (20 mg, 0.034 mmol), 4,4,5,5-tetramethyl-2-(prop-1-en-2-yl)-1,3,2-dioxaborolane (9.6 μ L, 0.051 mmol), Xphos Pd G2 (2.7 mg, 3.4 μ mol) and potassium phosphate, tribasic (14.4 mg, 0.068 mmol) were added 1,4-dioxane (500 μ L) and H_2O (100 μ L) and the reaction flask was evacuated, back filled with nitrogen, then stirred at 80 °C for 1 hr. The reaction mixture was cooled to r.t., the solvents were evaporated *in vacuo* and the crude product was purified by Biotage Isolera™ (0-100% ethyl acetate in hexanes) to provide the desired product. LCMS calculated for $C_{31}H_{36}F_2N_5O_5$ ($M+H$)⁺: m/z = 596.3; Found: 596.3.

Step 3. (S)-N-(5-Fluoro-2-(3-(hydroxymethyl)piperazin-1-yl)-4-isopropylphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide

Palladium on carbon (10% wetted, Degussa type, 3.6 mg) was added to a solution of *tert*-butyl (*S*)-4-(4-fluoro-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)-5-(prop-1-en-2-yl)phenyl)-2-(hydroxymethyl)piperazine-1-carboxylate (20 mg, 0.034 mmol) in methanol (1.1 ml). The reaction flask was connected to a balloon with hydrogen and the reaction mixture was stirred at r.t. for 2 hrs. The catalyst was then filtered off, the solvent was evaporated *in vacuo* and TFA (2 mL) was added. The reaction mixture was stirred at r.t. for 15 min, then diluted with CH₃CN and water and purified with prep-LCMS (XBridge C18 column, eluting with a gradient of acetonitrile/water containing 0.1% TFA, at flow rate of 60 mL/min). LCMS calculated for C₂₆H₃₀F₂N₅O₃ (M+H)⁺: m/z = 498.2; Found: 498.3.

Example A. HPK1 Kinase Binding Assay

A stock solution of 1 mM test compound was prepared in DMSO. The compound plate was prepared by 3-fold and 11-point serial dilutions. 0.1 µL of the compound in DMSO was transferred from the compound plate to the white 384 well polystyrene plates. The assay buffer contained 50 mM HEPES, pH 7.5, 0.01% Tween-20, 5 mM MgCl₂, 0.01% BSA, and 5 mM DTT. 5 µL of 4 nM active HPK1 (SignalChem M23-11G) prepared in the buffer was added to the plate. The enzyme concentration given was based on the given stock concentration reported by the vender. 5 µl of 18 nM tracer 222 (ThermoFisher PV6121) and 4 nM LanthaScreen Eu-Anti GST antibody (ThermoFisher PV5595) were added. After one hour incubation at 25 °C, the plates were read on a PHERAstar FS plate reader (BMG Labtech). K_i values were determined.

Compounds of the present disclosure, as exemplified in Examples, showed the K_i values in the following ranges: + = K_i ≤ 100 nM; ++ = 100 nM < K_i ≤ 500 nM; +++ = 500 nM < K_i ≤ 5000 nM.

Table 1.

Example	K _i , nM
1	+
2	+
3	+
4	+
5	++
6	+

7	+
8	+++
9	+++
10	+
11	+
12	+
13	+
14	+
15	+
16	+
17	+
18	+
19	+
20	+
21	+
22	+
23	+
24	+
25	+
26	+
27	+
28	+
29	+
30	+
31	+
32	+
33	+
34	+
35	+
36	+
37	++
38	+

39	+
40	+
41	+
42	+
43	+
44	+
45	+
46	+
47	+
48	+
49	+
50	+
51	+
52	+
53	+
54	+
55	+
56	+
57	+
58	+
59	+
60	+
61	++
62	+
63	+
64	+
65	+
66	+
67	+
68	+
69	+
70	+

71	+
72	+
73	+
74	+
75	+
76	+
77	+
78	++
79, peak 1	+
79, peak 2	+
80	+
81	+
82, peak 1	+
82, peak 2	+
83, peak 1	+
83, peak 2	+
84	+
85	+
86	+
87	+
88	+
89	+
90	+
91	+
92	+
93	+
94	+
95	+
96	+
97	+
98	+
99	+

100	+
101	+
102	+
103	+
104	+
105	+
106	+
107	+
108	+
109	+
110	+

Example B. p-SLP76S376 HTRF Assay

One or more compounds of the invention can be tested using the p-SLP76S376 HTRF assay described as follows. Jurkat cells (cultured in RPMI1640 media with 10% FBS) are collected and centrifuged, followed by resuspension in appropriate media at 3×10^6 cells / mL. The Jurkat cells (35 μ L) are dispensed into each well in a 384 well plate. Test compounds are diluted with cell culture media for 40-fold dilution (adding 39 μ L cell culture media into 1 μ L compound). The Jurkat cells in the well plate are treated with the test compounds at various concentrations (adding 5 μ L diluted compound into 35 μ L Jurkat cells and starting from 3 μ M with 1:3 dilution) for 1 hour at 37 °C, 5% CO₂), followed by treatment with anti-CD3 (5 μ g/mL, OKT3 clone) for 30 min. A 1:25 dilution of 100x blocking reagent (from p-SLP76 ser376HTRF kit) with 4xLysis Buffer(LB) is prepared and 15 μ L of the 4xLB buffer with blocking reagent is added into each well and incubated at room temperature for 45 min with gentle shaking. The cell lysate (16 μ L) is added into a Greiner white plate, treated with p-SLP76 ser376HTRF reagents (2 μ L donor, 2 μ L acceptor) and incubated at 4 °C for overnight. The homogeneous time resolved fluorescence (HTRF) is measured on a PHERAstar plate reader the next day. IC₅₀ determination is performed by fitting the curve of percent inhibition versus the log of the inhibitor concentration using the GraphPad Prism 5.0 software.

Example C. Isolation of CD4+ or CD8+ T Cells and Cytokine Measurement

Blood samples are collected from healthy donors. CD4+ or CD8+ T cells are isolated by negative selection using CD4+ or CD8+ enrichment kits (lifetech, USA). The purity of the isolated CD4+ or CD8+ T cells is determined by flow cytometry and is routinely >80%. Cells are cultured in RPMI 1640 supplemented with 10% FCS, glutamine and antibiotics (Invitrogen Life Technologies, USA). For cytokine measurement, Jurkat cells or primary CD4+ or CD8+ T cells are plated at 200 k cells/well and are stimulated for 24 h with anti-CD3/anti-CD28 beads in the presence or absence of testing compounds at various concentrations. 16 µL of supernatants are then transferred to a white detection plate and analyzed using the human IL2 or IFN γ assay kits (Cisbio).

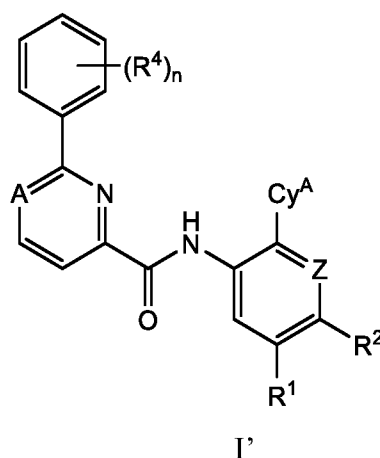
Example D. Treg Assay

One or more compounds can be tested using the Regulatory T-cell proliferation assay described as following. Primary CD4+/CD25- T-cells and CD4+/CD25+ regulatory T-cells are isolated from human donated Peripheral Blood Mononuclear Cells, using an isolated kit from Thermo Fisher Scientific (11363D). CD4+/CD25- T-cells are labeled with CFSE (Thermo Fisher Scientific, C34554) following the protocol provided by the vendor. CFSE labeled T-cells and CD4+/CD25+ regulatory T-cells are re-suspended at the concentration of 1X 10⁶ cells/mL in RPMI-1640 medium. 100 µL of CFSE-labeled T-cells are mixed with or without 50 µL of CD4+/CD25+ regulatory T-cells, treated with 5µl of anti-CD3/CD28 beads (Thermo Fisher Scientific, 11132D) and various concentrations of compounds diluted in 50µl of RPMI-1640 medium. Mixed populations of cells are cultured for 5 days (37 °C, 5% CO₂) and proliferation of CFSE-labeled T-cells is analyzed by BD LSRFortessa X-20 using FITC channel on the 5th day.

Various modifications of the invention, in addition to those described herein, will be apparent to those skilled in the art from the foregoing description. Such modifications are also intended to fall within the scope of the appended claims. Each reference, including without limitation all patent, patent applications, and publications, cited in the present application is incorporated herein by reference in its entirety

What is claimed is:

1. A compound of Formula (I'):



or a pharmaceutically acceptable salt thereof, wherein:

Cy^A is C₃₋₁₂ cycloalkyl or 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of the 4-12 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₂ cycloalkyl and 4-12 membered heterocycloalkyl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^A;

A is N or CR¹⁶;

R¹⁶ is selected from H, D, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, NO₂, OR^{a16}, SR^{a16}, C(O)R^{b16}, C(O)NR^{c16}R^{d16}, C(O)OR^{a16}, OC(O)R^{b16}, OC(O)NR^{c16}R^{d16}, NR^{c16}R^{d16}, NR^{c16}C(O)R^{b16}, NR^{c16}C(O)OR^{a16}, NR^{c16}C(O)NR^{c16}R^{d16}, NR^{c16}S(O)R^{b16}, NR^{c16}S(O)₂R^{b16}, NR^{c16}S(O)₂NR^{c16}R^{d16}, S(O)R^{b16}, S(O)NR^{c16}R^{d16}, S(O)₂R^{b16}, S(O)₂NR^{c16}R^{d16} and BR^{h16}Rⁱ¹⁶; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

R¹ is selected from H, D, halo, CN, C₁₋₆ alkyl, OR^{a15} and NR^{c15}R^{d15}; wherein the C₁₋₆ alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g;

R² is selected from H, D, Cy², C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, halo, CN, NO₂, OR^a, SR^a, C(O)R^b, C(O)NR^cR^d, C(O)OR^a, OC(O)R^b, OC(O)NR^cR^d, NR^cR^d, NR^cC(O)R^b, NR^cC(O)OR^a, NR^cC(O)NR^cR^d, C(=NR^e)R^b, C(=NOR^a)R^b, C(=NR^e)NR^cR^d, NR^cC(=NR^e)NR^cR^d, NR^cS(O)R^b, NR^cS(O)₂R^b, NR^cS(O)₂NR^cR^d, S(O)R^b, S(O)NR^cR^d,

$S(O)_2R^b$, $S(O)_2NR^cR^d$ and BR^hR^i ; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10} ;

Cy^2 is selected from C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{10} ;

Z is N or CR^3 ;

R^3 is selected from H, D, Cy^3 , C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, CN, NO_2 , OR^{a4} , SR^{a4} , $C(O)R^{b4}$, $C(O)NR^{c4}R^{d4}$, $C(O)OR^{a4}$, $OC(O)R^{b4}$, $OC(O)NR^{c4}R^{d4}$, $NR^{c4}R^{d4}$, $NR^{c4}C(O)R^{b4}$, $NR^{c4}C(O)OR^{a4}$, $NR^{c4}C(O)NR^{c4}R^{d4}$, $C(=NR^{e4})R^{b4}$, $C(=NOR^{a4})R^{b4}$, $C(=NR^{e4})NR^{c4}R^{d4}$, $NR^{c4}C(=NR^{e4})NR^{c4}R^{d4}$, $NR^{c4}S(O)R^{b4}$, $NR^{c4}S(O)_2R^{b4}$, $NR^{c4}S(O)_2NR^{c4}R^{d4}$, $S(O)R^{b4}$, $S(O)NR^{c4}R^{d4}$, $S(O)_2R^{b4}$, $S(O)_2NR^{c4}R^{d4}$ and $BR^{h4}R^{i4}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{13} ;

Cy^3 is selected from C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{13} ;

each R^4 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl- C_{1-3} alkylene, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, C_{6-10} aryl- C_{1-3} alkylene, 5-10 membered heteroaryl- C_{1-3} alkylene, halo, D, CN, NO_2 , OR^{a8} , SR^{a8} , $C(O)R^{b8}$, $C(O)NR^{c8}R^{d8}$, $C(O)OR^{a8}$, $OC(O)R^{b8}$, $OC(O)NR^{c8}R^{d8}$, $NR^{c8}R^{d8}$, $NR^{c8}C(O)R^{b8}$, $NR^{c8}C(O)OR^{a8}$, $NR^{c8}C(O)NR^{c8}R^{d8}$, $C(=NR^{e8})R^{b8}$, $C(=NOR^{a8})R^{b8}$, $C(=NR^{e8})NR^{c8}R^{d8}$,

$\text{NR}^{\text{c8}}\text{C}(=\text{NR}^{\text{e8}})\text{NR}^{\text{c8}}\text{R}^{\text{d8}}$, $\text{NR}^{\text{c8}}\text{S}(\text{O})\text{R}^{\text{b8}}$, $\text{NR}^{\text{c8}}\text{S}(\text{O})_2\text{R}^{\text{b8}}$, $\text{NR}^{\text{c8}}\text{S}(\text{O})_2\text{NR}^{\text{c8}}\text{R}^{\text{d8}}$, $\text{S}(\text{O})\text{R}^{\text{b8}}$, $\text{S}(\text{O})\text{NR}^{\text{c8}}\text{R}^{\text{d8}}$, $\text{S}(\text{O})_2\text{R}^{\text{b8}}$, $\text{S}(\text{O})_2\text{NR}^{\text{c8}}\text{R}^{\text{d8}}$ and $\text{BR}^{\text{h8}}\text{R}^{\text{i8}}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl- C_{1-3} alkylene, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, C_{6-10} aryl- C_{1-3} alkylene and 5-10 membered heteroaryl- C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^5 ;

each R^5 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl- C_{1-3} alkylene, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, C_{6-10} aryl- C_{1-3} alkylene, 5-10 membered heteroaryl- C_{1-3} alkylene, halo, D, CN, OR^{a9} , SR^{a9} , $\text{C}(\text{O})\text{R}^{\text{b9}}$, $\text{C}(\text{O})\text{NR}^{\text{c9}}\text{R}^{\text{d9}}$, $\text{C}(\text{O})\text{OR}^{\text{a9}}$, $\text{NR}^{\text{c9}}\text{R}^{\text{d9}}$, $\text{NR}^{\text{c9}}\text{C}(\text{O})\text{R}^{\text{b9}}$, $\text{NR}^{\text{c9}}\text{C}(\text{O})\text{OR}^{\text{a9}}$, $\text{NR}^{\text{c9}}\text{S}(\text{O})\text{R}^{\text{b9}}$, $\text{NR}^{\text{c9}}\text{S}(\text{O})_2\text{R}^{\text{b9}}$, $\text{NR}^{\text{c9}}\text{S}(\text{O})_2\text{NR}^{\text{c9}}\text{R}^{\text{d9}}$, $\text{S}(\text{O})\text{R}^{\text{b9}}$, $\text{S}(\text{O})\text{NR}^{\text{c9}}\text{R}^{\text{d9}}$, $\text{S}(\text{O})_2\text{R}^{\text{b9}}$, $\text{S}(\text{O})_2\text{NR}^{\text{c9}}\text{R}^{\text{d9}}$ and $\text{BR}^{\text{h9}}\text{R}^{\text{i9}}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl- C_{1-3} alkylene, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, C_{6-10} aryl- C_{1-3} alkylene and 5-10 membered heteroaryl- C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^6 ;

each R^6 is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a10} , SR^{a10} , $\text{C}(\text{O})\text{R}^{\text{b10}}$, $\text{C}(\text{O})\text{NR}^{\text{c10}}\text{R}^{\text{d10}}$, $\text{C}(\text{O})\text{OR}^{\text{a10}}$, $\text{NR}^{\text{c10}}\text{R}^{\text{d10}}$, $\text{NR}^{\text{c10}}\text{C}(\text{O})\text{R}^{\text{b10}}$, $\text{NR}^{\text{c10}}\text{C}(\text{O})\text{OR}^{\text{a10}}$, $\text{NR}^{\text{c10}}\text{S}(\text{O})\text{R}^{\text{b10}}$, $\text{NR}^{\text{c10}}\text{S}(\text{O})_2\text{R}^{\text{b10}}$, $\text{NR}^{\text{c10}}\text{S}(\text{O})_2\text{NR}^{\text{c10}}\text{R}^{\text{d10}}$, $\text{S}(\text{O})\text{R}^{\text{b10}}$, $\text{S}(\text{O})\text{NR}^{\text{c10}}\text{R}^{\text{d10}}$, $\text{S}(\text{O})_2\text{R}^{\text{b10}}$, and $\text{S}(\text{O})_2\text{NR}^{\text{c10}}\text{R}^{\text{d10}}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, phenyl, 5-6 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{e} ;

each R^{A} is selected from H, D, Cy^1 , C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, CN, NO_2 , OR^{a11} , SR^{a11} , $\text{C}(\text{O})\text{R}^{\text{b11}}$, $\text{C}(\text{O})\text{NR}^{\text{c11}}\text{R}^{\text{d11}}$, $\text{C}(\text{O})\text{OR}^{\text{a11}}$, $\text{OC}(\text{O})\text{R}^{\text{b11}}$, $\text{OC}(\text{O})\text{NR}^{\text{c11}}\text{R}^{\text{d11}}$, $\text{NR}^{\text{c11}}\text{R}^{\text{d11}}$, $\text{NR}^{\text{c11}}\text{C}(\text{O})\text{R}^{\text{b11}}$, $\text{NR}^{\text{c11}}\text{C}(\text{O})\text{OR}^{\text{a11}}$, $\text{NR}^{\text{c11}}\text{C}(\text{O})\text{NR}^{\text{c11}}\text{R}^{\text{d11}}$, $\text{C}(=\text{NR}^{\text{e11}})\text{R}^{\text{b11}}$, $\text{C}(=\text{NOR}^{\text{a11}})\text{R}^{\text{b11}}$, $\text{C}(=\text{NR}^{\text{e11}})\text{NR}^{\text{c11}}\text{R}^{\text{d11}}$, $\text{NR}^{\text{c11}}\text{C}(=\text{NR}^{\text{e11}})\text{NR}^{\text{c11}}\text{R}^{\text{d11}}$, $\text{NR}^{\text{c11}}\text{S}(\text{O})\text{R}^{\text{b11}}$, $\text{NR}^{\text{c11}}\text{S}(\text{O})_2\text{R}^{\text{b11}}$, $\text{NR}^{\text{c11}}\text{S}(\text{O})_2\text{NR}^{\text{c11}}\text{R}^{\text{d11}}$, $\text{S}(\text{O})\text{R}^{\text{b11}}$, $\text{S}(\text{O})\text{NR}^{\text{c11}}\text{R}^{\text{d11}}$, $\text{S}(\text{O})_2\text{R}^{\text{b11}}$, $\text{S}(\text{O})_2\text{NR}^{\text{c11}}\text{R}^{\text{d11}}$ and $\text{BR}^{\text{h11}}\text{R}^{\text{i11}}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 ;

Cy^1 is selected from C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered

heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R⁷;

each R⁷ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, NO₂, OR^{a12}, SR^{a12}, C(O)R^{b12}, C(O)NR^{c12}R^{d12}, C(O)OR^{a12}, OC(O)R^{b12}, OC(O)NR^{c12}R^{d12}, NR^{c12}R^{d12}, NR^{c12}C(O)R^{b12}, NR^{c12}C(O)OR^{a12}, NR^{c12}C(O)NR^{c12}R^{d12}, C(=NR^{e12})R^{b12}, C(=NOR^{a12})R^{b12}, C(=NR^{e12})NR^{c12}R^{d12}, NR^{c12}C(=NR^{e12})NR^{c12}R^{d12}, NR^{c12}S(O)R^{b12}, NR^{c12}S(O)₂R^{b12}, NR^{c12}S(O)₂NR^{c12}R^{d12}, S(O)R^{b12}, S(O)NR^{c12}R^{d12}, S(O)₂R^{b12}, S(O)₂NR^{c12}R^{d12} and BR^{h12}Rⁱ¹²; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R⁸ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, OR^{a13}, SR^{a13}, C(O)R^{b13}, C(O)NR^{c13}R^{d13}, C(O)OR^{a13}, NR^{c13}R^{d13}, NR^{c13}C(O)R^{b13}, NR^{c13}C(O)OR^{a13}, NR^{c13}S(O)R^{b13}, NR^{c13}S(O)₂R^{b13}, NR^{c13}S(O)₂NR^{c13}R^{d13}, S(O)R^{b13}, S(O)NR^{c13}R^{d13}, S(O)₂R^{b13}, S(O)₂NR^{c13}R^{d13} and BR^{h13}Rⁱ¹³; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁹;

each R⁹ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a14}, SR^{a14}, C(O)R^{b14}, C(O)NR^{c14}R^{d14}, C(O)OR^{a14}, NR^{c14}R^{d14}, NR^{c14}C(O)R^{b14},

$\text{NR}^{\text{c14}}\text{C}(\text{O})\text{OR}^{\text{a14}}$, $\text{NR}^{\text{c14}}\text{S}(\text{O})\text{R}^{\text{b14}}$, $\text{NR}^{\text{c14}}\text{S}(\text{O})_2\text{R}^{\text{b14}}$, $\text{NR}^{\text{c14}}\text{S}(\text{O})_2\text{NR}^{\text{c14}}\text{R}^{\text{d14}}$, $\text{S}(\text{O})\text{R}^{\text{b14}}$, $\text{S}(\text{O})\text{NR}^{\text{c14}}\text{R}^{\text{d14}}$, $\text{S}(\text{O})_2\text{R}^{\text{b14}}$ and $\text{S}(\text{O})_2\text{NR}^{\text{c14}}\text{R}^{\text{d14}}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{g} ;

each R^{10} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl- C_{1-3} alkylene, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, C_{6-10} aryl- C_{1-3} alkylene, 5-10 membered heteroaryl- C_{1-3} alkylene, halo, D, CN, NO_2 , OR^{a1} , SR^{a1} , $\text{C}(\text{O})\text{R}^{\text{b1}}$, $\text{C}(\text{O})\text{NR}^{\text{c1}}\text{R}^{\text{d1}}$, $\text{C}(\text{O})\text{OR}^{\text{a1}}$, $\text{OC}(\text{O})\text{R}^{\text{b1}}$, $\text{OC}(\text{O})\text{NR}^{\text{c1}}\text{R}^{\text{d1}}$, $\text{NR}^{\text{c1}}\text{R}^{\text{d1}}$, $\text{NR}^{\text{c1}}\text{C}(\text{O})\text{R}^{\text{b1}}$, $\text{NR}^{\text{c1}}\text{C}(\text{O})\text{OR}^{\text{a1}}$, $\text{NR}^{\text{c1}}\text{C}(\text{O})\text{NR}^{\text{c1}}\text{R}^{\text{d1}}$, $\text{C}(=\text{NR}^{\text{e1}})\text{R}^{\text{b1}}$, $\text{C}(=\text{NOR}^{\text{a1}})\text{R}^{\text{b1}}$, $\text{C}(=\text{NR}^{\text{e1}})\text{NR}^{\text{c1}}\text{R}^{\text{d1}}$, $\text{NR}^{\text{c1}}\text{C}(=\text{NR}^{\text{e1}})\text{NR}^{\text{c1}}\text{R}^{\text{d1}}$, $\text{NR}^{\text{c1}}\text{S}(\text{O})\text{R}^{\text{b1}}$, $\text{NR}^{\text{c1}}\text{S}(\text{O})_2\text{R}^{\text{b1}}$, $\text{NR}^{\text{c1}}\text{S}(\text{O})_2\text{NR}^{\text{c1}}\text{R}^{\text{d1}}$, $\text{S}(\text{O})\text{R}^{\text{b1}}$, $\text{S}(\text{O})\text{NR}^{\text{c1}}\text{R}^{\text{d1}}$, $\text{S}(\text{O})_2\text{R}^{\text{b1}}$, $\text{S}(\text{O})_2\text{NR}^{\text{c1}}\text{R}^{\text{d1}}$ and $\text{BR}^{\text{h1}}\text{R}^{\text{i1}}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl- C_{1-3} alkylene, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, C_{6-10} aryl- C_{1-3} alkylene and 5-10 membered heteroaryl- C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} ;

each R^{11} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl- C_{1-3} alkylene, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, C_{6-10} aryl- C_{1-3} alkylene, 5-10 membered heteroaryl- C_{1-3} alkylene, halo, D, CN, OR^{a2} , SR^{a2} , $\text{C}(\text{O})\text{R}^{\text{b2}}$, $\text{C}(\text{O})\text{NR}^{\text{c2}}\text{R}^{\text{d2}}$, $\text{C}(\text{O})\text{OR}^{\text{a2}}$, $\text{NR}^{\text{c2}}\text{R}^{\text{d2}}$, $\text{NR}^{\text{c2}}\text{C}(\text{O})\text{R}^{\text{b2}}$, $\text{NR}^{\text{c2}}\text{C}(\text{O})\text{OR}^{\text{a2}}$, $\text{NR}^{\text{c2}}\text{S}(\text{O})\text{R}^{\text{b2}}$, $\text{NR}^{\text{c2}}\text{S}(\text{O})_2\text{R}^{\text{b2}}$, $\text{NR}^{\text{c2}}\text{S}(\text{O})_2\text{NR}^{\text{c2}}\text{R}^{\text{d2}}$, $\text{S}(\text{O})\text{R}^{\text{b2}}$, $\text{S}(\text{O})\text{NR}^{\text{c2}}\text{R}^{\text{d2}}$, $\text{S}(\text{O})_2\text{R}^{\text{b2}}$, $\text{S}(\text{O})_2\text{NR}^{\text{c2}}\text{R}^{\text{d2}}$ and $\text{BR}^{\text{h2}}\text{R}^{\text{i2}}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl, 5-10 membered heteroaryl, C_{3-10} cycloalkyl- C_{1-3} alkylene, 4-10 membered heterocycloalkyl- C_{1-3} alkylene, C_{6-10} aryl- C_{1-3} alkylene and 5-10 membered heteroaryl- C_{1-3} alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{12} ;

each R^{12} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a3} , SR^{a3} , $\text{C}(\text{O})\text{R}^{\text{b3}}$, $\text{C}(\text{O})\text{NR}^{\text{c3}}\text{R}^{\text{d3}}$, $\text{C}(\text{O})\text{OR}^{\text{a3}}$, $\text{NR}^{\text{c3}}\text{R}^{\text{d3}}$, $\text{NR}^{\text{c3}}\text{C}(\text{O})\text{R}^{\text{b3}}$, $\text{NR}^{\text{c3}}\text{C}(\text{O})\text{OR}^{\text{a3}}$, $\text{NR}^{\text{c3}}\text{S}(\text{O})\text{R}^{\text{b3}}$, $\text{NR}^{\text{c3}}\text{S}(\text{O})_2\text{R}^{\text{b3}}$, $\text{NR}^{\text{c3}}\text{S}(\text{O})_2\text{NR}^{\text{c3}}\text{R}^{\text{d3}}$, $\text{S}(\text{O})\text{R}^{\text{b3}}$, $\text{S}(\text{O})\text{NR}^{\text{c3}}\text{R}^{\text{d3}}$, $\text{S}(\text{O})_2\text{R}^{\text{b3}}$ and $\text{S}(\text{O})_2\text{NR}^{\text{c3}}\text{R}^{\text{d3}}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6}

cycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R¹³ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, NO₂, OR^{a5}, SR^{a5}, C(O)R^{b5}, C(O)NR^{c5}R^{d5}, C(O)OR^{a5}, OC(O)R^{b5}, OC(O)NR^{c5}R^{d5}, NR^{c5}R^{d5}, NR^{c5}C(O)R^{b5}, NR^{c5}C(O)OR^{a5}, NR^{c5}C(O)NR^{c5}R^{d5}, C(=NR^{e5})R^{b5}, C(=NOR^{a5})R^{b5}, C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}C(=NR^{e5})NR^{c5}R^{d5}, NR^{c5}S(O)R^{b5}, NR^{c5}S(O)₂R^{b5}, NR^{c5}S(O)₂NR^{c5}R^{d5}, S(O)R^{b5}, S(O)NR^{c5}R^{d5}, S(O)₂R^{b5}, S(O)₂NR^{c5}R^{d5} and BR^{h5}Rⁱ⁵; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁴;

each R¹⁴ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene, 5-10 membered heteroaryl-C₁₋₃ alkylene, halo, D, CN, OR^{a6}, SR^{a6}, C(O)R^{b6}, C(O)NR^{c6}R^{d6}, C(O)OR^{a6}, NR^{c6}R^{d6}, NR^{c6}C(O)R^{b6}, NR^{c6}C(O)OR^{a6}, NR^{c6}S(O)R^{b6}, NR^{c6}S(O)₂R^{b6}, NR^{c6}S(O)₂NR^{c6}R^{d6}, S(O)R^{b6}, S(O)NR^{c6}R^{d6}, S(O)₂R^{b6}, S(O)₂NR^{c6}R^{d6} and BR^{h6}Rⁱ⁶; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl, C₃₋₁₀ cycloalkyl-C₁₋₃ alkylene, 4-10 membered heterocycloalkyl-C₁₋₃ alkylene, C₆₋₁₀ aryl-C₁₋₃ alkylene and 5-10 membered heteroaryl-C₁₋₃ alkylene are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁵;

each R¹⁵ is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₆ cycloalkyl, phenyl, 5-6 membered heteroaryl, 4-7 membered heterocycloalkyl, halo, D, CN, OR^{a7}, SR^{a7}, C(O)R^{b7}, C(O)NR^{c7}R^{d7}, C(O)OR^{a7}, NR^{c7}R^{d7}, NR^{c7}C(O)R^{b7}, NR^{c7}C(O)OR^{a7}, NR^{c7}S(O)R^{b7}, NR^{c7}S(O)₂R^{b7}, NR^{c7}S(O)₂NR^{c7}R^{d7}, S(O)R^{b7}, S(O)NR^{c7}R^{d7}, S(O)₂R^{b7} and S(O)₂NR^{c7}R^{d7}; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₆₋₁₀ aryl, 5-10 membered heteroaryl and 4-7 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^a, R^c and R^d is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10

membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;

or any R^c and R^d attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰;

each R^b is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰;

each R^e is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

each R^h and Rⁱ is independently selected from OH and C₁₋₆ alkoxy;

or any R^h and Rⁱ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{al}, R^{cl} and R^{dl} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

or any R^{cl} and R^{dl} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹¹;

each R^{bl} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

each R^{el} is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆

alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

each R^{h1} and Rⁱ¹ is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h1} and Rⁱ¹ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a2}, R^{c2} and R^{d2} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

or any R^{c2} and R^{d2} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹²;

each R^{b2} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹²;

each R^{h2} and Rⁱ² is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h2} and Rⁱ² attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a3}, R^{c3} and R^{d3} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{b3} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g;

each R^{a4}, R^{c4} and R^{d4} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹³;

or any R^{c4} and R^{d4} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{13} ;

each R^{b4} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{13} ;

each R^{e4} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h4} and R^{i4} is independently selected from OH and C_{1-6} alkoxy;

or any R^{b4} and R^{i4} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a5} , R^{c5} and R^{d5} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{14} ;

or any R^{c5} and R^{d5} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{14} ;

each R^{b5} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{14} ;

each R^{e5} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h5} and R^{i5} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h5} and R^{i5} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a6} , R^{c6} and R^{d6} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{i5} ;

or any R^{c6} and R^{d6} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{i5} ;

each R^{b6} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{i5} ;

each R^{h6} and R^{i6} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h6} and R^{i6} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a7} , R^{c7} and R^{d7} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{b7} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{a8} , R^{c8} and R^{d8} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^5 ;

or any R^{c8} and R^{d8} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^5 ;

each R^{b8} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^5 ;

each R^{e8} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h8} and R^{i8} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h8} and R^{i8} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a9} , R^{c9} and R^{d9} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^6 ;

or any R^{c9} and R^{d9} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^6 ;

each R^{b9} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^6 ;

each R^{h9} and R^{i9} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h9} and R^{i9} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a10} , R^{c10} and R^{d10} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8 ;

each R^{b10} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{a11} , R^{c11} and R^{d11} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 ;

or any R^{c11} and R^{d11} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7 ;

each R^{b11} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 ;

each R^{e11} is independently selected from H, CN, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylaminosulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, aminosulfonyl, C_{1-6} alkylaminosulfonyl and di(C_{1-6} alkyl)aminosulfonyl;

each R^{h11} and R^{i11} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h11} and R^{i11} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl;

each R^{a12} , R^{c12} and R^{d12} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^8 ;

or any R^{c12} and R^{d12} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^8 ;

each R^{b12} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-10} cycloalkyl, 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered

heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^{e12} is independently selected from H, CN, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkylthio, C₁₋₆ alkylsulfonyl, C₁₋₆ alkylcarbonyl, C₁₋₆ alkylaminosulfonyl, carbamyl, C₁₋₆ alkylcarbamyl, di(C₁₋₆ alkyl)carbamyl, aminosulfonyl, C₁₋₆ alkylaminosulfonyl and di(C₁₋₆ alkyl)aminosulfonyl;

each R^{h12} and Rⁱ¹² is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h12} and Rⁱ¹² attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a13}, R^{c13} and R^{d13} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁹;

or any R^{c13} and R^{d13} attached to the same N atom, together with the N atom to which they are attached, form a 4-, 5-, 6- or 7-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from R⁹;

each R^{b13} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₁₀ cycloalkyl, 4-10 membered heterocycloalkyl, C₆₋₁₀ aryl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁹;

each R^{h13} and Rⁱ¹³ is independently selected from OH and C₁₋₆ alkoxy;

or any R^{h13} and Rⁱ¹³ attached to the same B atom are C₂₋₃ dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C₁₋₆ alkyl;

each R^{a14}, R^{c14} and R^{d14} is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^{b14} is independently selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and C₁₋₆ haloalkyl; wherein said C₁₋₆ alkyl, C₂₋₆ alkenyl and C₂₋₆ alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁸;

each R^{a15} , R^{c15} and R^{d15} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{a16} , R^{c16} and R^{d16} is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{b16} is independently selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^{h16} and R^{i16} is independently selected from OH and C_{1-6} alkoxy;

or any R^{h16} and R^{i16} attached to the same B atom are C_{2-3} dialkoxy and together with the B atom to which they are attached, form a 5- or 6-membered heterocycloalkyl group optionally substituted with 1, 2, 3 or 4 substituents independently selected from C_{1-6} alkyl; and

each R^g is independently selected from OH, NO_2 , CN, halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl- C_{1-2} alkylene, C_{1-6} alkoxy, C_{1-6} haloalkoxy, C_{1-3} alkoxy- C_{1-3} alkyl, C_{1-3} alkoxy- C_{1-3} alkoxy, HO- C_{1-3} alkoxy, HO- C_{1-3} alkyl, cyano- C_{1-3} alkyl, H_2N - C_{1-3} alkyl, amino, C_{1-6} alkylamino, di(C_{1-6} alkyl)amino, thio, C_{1-6} alkylthio, C_{1-6} alkylsulfinyl, C_{1-6} alkylsulfonyl, carbamyl, C_{1-6} alkylcarbamyl, di(C_{1-6} alkyl)carbamyl, carboxy, C_{1-6} alkylcarbonyl, C_{1-6} alkoxy carbonyl, C_{1-6} alkylcarbonylamino, C_{1-6} alkylsulfonylamino, aminosulfonyl, C_{1-6} alkylaminosulfonyl, di(C_{1-6} alkyl)aminosulfonyl, aminosulfonylamino, C_{1-6} alkylaminosulfonylamino, di(C_{1-6} alkyl)aminosulfonylamino, aminocarbonylamino, C_{1-6} alkylaminocarbonylamino, and di(C_{1-6} alkyl)aminocarbonylamino; and

n is 0, 1, 2, 3 or 4.

2. A compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein: Cy^A is 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of the 4-12 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-12 membered heterocycloalkyl is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^A ;

R^{16} is selected from H, D, C_{1-6} alkyl, halo, CN and OR^{a16} ;

R^1 is selected from H, D, halo, CN, C_{1-6} alkyl and OR^{a15} ; wherein the C_{1-6} alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g ;

R^2 is selected from H, D, Cy^2 , C_{1-6} alkyl, C_{1-6} haloalkyl, halo, CN; wherein said C_{1-6} alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{10} ;

Cy^2 is selected from 4-10 membered heterocycloalkyl, C_{6-10} aryl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{10} ;

R^3 is selected from H, D, Cy^3 , halo and CN;

Cy^3 is 6-10 membered heteroaryl; wherein the 6-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S;

each R^4 is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, halo, D, CN and OR^{a8} ;

R^A is selected from H, D, Cy^1 , C_{1-6} alkyl, C_{1-6} haloalkyl, halo, CN, OR^{a11} , $C(O)NR^{c11}R^{d11}$, and $NR^{c11}R^{d11}$; wherein said C_{1-6} alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 ;

Cy^1 is selected from C_{3-10} cycloalkyl and 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-10} cycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7 ;

each R^7 is independently selected from C_{1-6} alkyl, halo, D, CN, OR^{a12} and $NR^{c12}R^{d12}$;

each R^{10} is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, 4-10 membered heterocycloalkyl, halo, D, CN, OR^{a1} , $C(O)NR^{c1}R^{d1}$ and $NR^{c1}R^{d1}$; wherein said C_{1-6} alkyl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} ;

each R^{11} is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, halo, D, CN and OR^{a2} ;

each R^{a1} , R^{c1} and R^{d1} is independently selected from H, C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-10} cycloalkyl; wherein said C_{1-6} alkyl and C_{3-10} cycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} ;

each R^{a2} , R^{c2} and R^{d2} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;

each R^{a8} , R^{c8} and R^{d8} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;

each R^{a11} , R^{c11} and R^{d11} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 ;

each R^{a12} , R^{c12} and R^{d12} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;

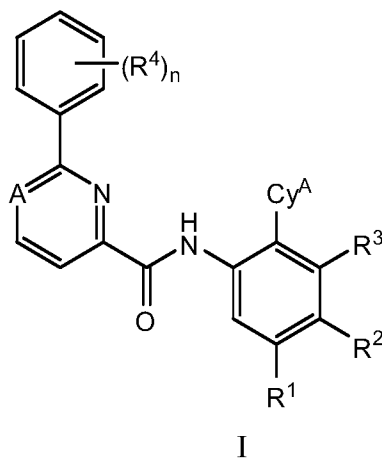
each R^{a15} , R^{c15} and R^{d15} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

R^{a16} is independently selected from H and C_{1-6} alkyl;

each R^g is independently selected from OH, CN, halo, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy, C_{1-6} haloalkoxy, amino, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl; and

n is 0, 1, 2 or 3.

3. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein the compound of Formula I' is a compound of Formula I:

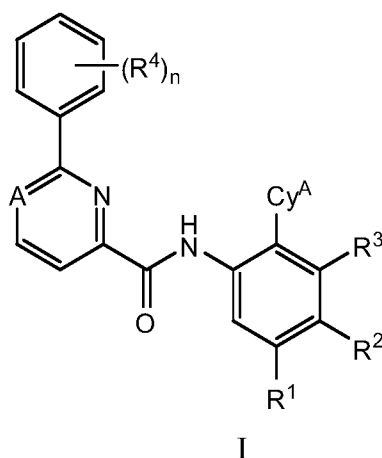


A is N or CF; and

R^3 is selected from H, D, Cy^3 , C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} haloalkyl, halo, CN, NO_2 , OR^{a4} , SR^{a4} , $C(O)R^{b4}$, $C(O)NR^{c4}R^{d4}$, $C(O)OR^{a4}$, $OC(O)R^{b4}$, $OC(O)NR^{c4}R^{d4}$,

$\text{NR}^{\text{c4}}\text{R}^{\text{d4}}$, $\text{NR}^{\text{c4}}\text{C}(\text{O})\text{R}^{\text{b4}}$, $\text{NR}^{\text{c4}}\text{C}(\text{O})\text{OR}^{\text{a4}}$, $\text{NR}^{\text{c4}}\text{C}(\text{O})\text{NR}^{\text{c4}}\text{R}^{\text{d4}}$, $\text{C}(=\text{NR}^{\text{e4}})\text{R}^{\text{b4}}$, $\text{C}(=\text{NOR}^{\text{a4}})\text{R}^{\text{b4}}$, $\text{C}(=\text{NR}^{\text{e4}})\text{NR}^{\text{c4}}\text{R}^{\text{d4}}$, $\text{NR}^{\text{c4}}\text{C}(=\text{NR}^{\text{e4}})\text{NR}^{\text{c4}}\text{R}^{\text{d4}}$, $\text{NR}^{\text{c4}}\text{S}(\text{O})\text{R}^{\text{b4}}$, $\text{NR}^{\text{c4}}\text{S}(\text{O})_2\text{R}^{\text{b4}}$, $\text{NR}^{\text{c4}}\text{S}(\text{O})_2\text{NR}^{\text{c4}}\text{R}^{\text{d4}}$, $\text{S}(\text{O})\text{R}^{\text{b4}}$, $\text{S}(\text{O})\text{NR}^{\text{c4}}\text{R}^{\text{d4}}$, $\text{S}(\text{O})_2\text{R}^{\text{b4}}$, $\text{S}(\text{O})_2\text{NR}^{\text{c4}}\text{R}^{\text{d4}}$ and $\text{BR}^{\text{h4}}\text{R}^{\text{i4}}$; wherein said C_{1-6} alkyl, C_{2-6} alkenyl and C_{2-6} alkynyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{I3} .

4. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein the compound of Formula I' is a compound of Formula I:



Cy^{A} is 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of the 4-12 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-12 membered heterocycloalkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{A} ;

A is N;

R^{I} is selected from H, D, halo, CN, C_{1-6} alkyl and OR^{a15} ; wherein the C_{1-6} alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^{g} ;

R^{2} is selected from H, D, Cy^{2} , C_{1-6} alkyl, C_{1-6} haloalkyl, halo, CN; wherein said C_{1-6} alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{I0} ;

Cy^{2} is selected from 4-10 membered heterocycloalkyl, and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl

group; and wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹⁰;

R³ is selected from H, D, Cy³, halo and CN;

Cy³ is 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the 5-10 membered heteroaryl is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹³;

each R⁴ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, D, CN and OR^{a8}; wherein said C₁₋₆ alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁵;

each R⁵ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, D, CN, OR^{a9} and NR^{c9}R^{d9};

R^A is selected from H, D, Cy¹, C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, CN, OR^{a11}, C(O)NR^{c11}R^{d11}, and NR^{c11}R^{d11}; wherein said C₁₋₆ alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁷;

Cy¹ is 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R⁷;

each R⁷ is independently selected from C₁₋₆ alkyl, halo, D, CN, OR^{a12} and NR^{c12}R^{d12};

each R¹⁰ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, 4-10 membered heterocycloalkyl, halo, D, CN, OR^{a1}, C(O)NR^{c1}R^{d1} and NR^{c1}R^{d1}; wherein said C₁₋₆ alkyl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

each R¹¹ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, D, CN and OR^{a2};

each R¹³ is independently selected from C₁₋₆ alkyl and C₁₋₆ haloalkyl;

each R^{a1}, R^{c1} and R^{d1} is independently selected from H, C₁₋₆ alkyl, C₁₋₆ haloalkyl and C₃₋₁₀ cycloalkyl; wherein said C₁₋₆ alkyl and C₃₋₁₀ cycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹¹;

each R^{a2} , R^{c2} and R^{d2} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;
 each R^{a8} , R^{c8} and R^{d8} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;
 each R^{a9} , R^{c9} and R^{d9} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;
 each R^{a11} , R^{c11} and R^{d11} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 ;

each R^{a12} , R^{c12} and R^{d12} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl;

each R^{a15} , R^{c15} and R^{d15} is independently selected from H, C_{1-6} alkyl and C_{1-6} haloalkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g ;

each R^g is independently selected from OH, CN, halo, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy, C_{1-6} haloalkoxy, amino, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl; and
 n is 0, 1, 2 or 3.

5. The compound of any one of claims 1 and 3, or a pharmaceutically acceptable salt thereof, wherein:

- (i) Cy^A is 4-12 membered heterocycloalkyl; wherein the 4-12 membered heterocycloalkyl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of the 4-12 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-12 membered heterocycloalkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^A ; or
- (ii) Cy^A is C_{3-10} cycloalkyl, wherein the C_{3-10} cycloalkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^A .

6. The compound of any one of claims 1-5, or a pharmaceutically acceptable salt thereof, wherein each R^A is independently selected from Cy^1 , C_{1-6} alkyl, OR^{a11} , $C(O)NR^{c11}R^{d11}$, and $NR^{c11}R^{d11}$; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 .

7. The compound of any one of claims 1-5, or a pharmaceutically acceptable salt thereof, wherein:

- (i) each R^A is independently C_{1-6} alkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 ; or
 - (ii) each R^A is independently selected from methyl and ethyl; wherein said methyl and ethyl are each optionally substituted with 1, 2, or 3 substituents independently selected from R^7 .
8. The compound of any one of claims 1-5, or a pharmaceutically acceptable salt thereof, wherein each R^A is independently selected from OH, NH_2 , aminomethyl, hydroxymethyl, methoxymethyl, pyridinyl, ethyl, hydroxyethyl, and propylcarbamoyl.
9. The compound of any one of claims 1-5, or a pharmaceutically acceptable salt thereof, wherein each R^A is independently Cy^1 .
10. The compound of any one of claims 1-6 and 9, or a pharmaceutically acceptable salt thereof, wherein:
- (i) Cy^1 is selected from C_{3-10} cycloalkyl and 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein the N and S are optionally oxidized; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the C_{3-10} cycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7 ;
 - (ii) Cy^1 is selected from C_{3-10} cycloalkyl optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7 ; or
 - (iii) Cy^1 is 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; and wherein the 5-10 membered heteroaryl is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^7 .
11. The compound of any one of claims 1-6 and 9 or a pharmaceutically acceptable salt thereof, wherein:
- (i) Cy^1 is pyridinyl; or
 - (ii) Cy^1 is cyclopropyl.

12. The compound of any one of claims 1-7, 9 and 10, or a pharmaceutically acceptable salt thereof, wherein:
- (i) each R^7 is independently selected from C_{1-6} alkyl, halo, D, CN, OR^{a12} and $NR^{c12}R^{d12}$; or
 - (ii) each R^7 is independently selected from from CN, OR^{a12} , $NR^{c12}R^{d12}$ and D.
13. The compound of any one of claims 1-7, 9 and 10, or a pharmaceutically acceptable salt thereof, wherein each R^7 is independently selected from D, CN, OH, NH_2 , and methoxy.
14. The compound of any one of claims 1-7, 9, 10 and 12, or a pharmaceutically acceptable salt thereof, wherein:
- (i) R^{a12} is H; or
 - (ii) R^{c12} and R^{d12} are each H.
15. The compound of any one of claims 1-4, or a pharmaceutically acceptable salt thereof, wherein:
- (i) Cy^A is selected from 2,5-diazabicyclo[2.2.1]heptan-2-yl; 3-aminopyrrolidin-1-yl; 2-(aminomethyl)pyrrolidin-1-yl; 2-(hydroxymethyl)pyrrolidin-1-yl; 2-(methoxymethyl)pyrrolidin-1-yl; 4-amino-2-(hydroxymethyl)pyrrolidin-1-yl; 4-hydroxy-2-methylpyrrolidin-1-yl; 2-(pyridin-2-yl)pyrrolidin-1-yl; hexahydropyrrolo[3,4-b]pyrrol-1(2H)-yl; 2-methylpiperazin-1-yl; 2-(hydroxymethyl)piperazin-1-yl; 3-(hydroxymethyl)morpholino; 5-ethyl-2,5-diazabicyclo[2.2.1]heptan-2-yl; (2-hydroxyethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl; 5-(propylcarbamoyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl; 4-hydroxy-2-(hydroxymethyl)pyrrolidin-1-yl; 2-(hydroxymethyl)-5-methylpiperazin-1-yl; 6-(hydroxymethyl)-4,7-diazaspiro[2.5]octan-7-yl; 4-amino-2-(1-hydroxycyclopropyl)pyrrolidin-1-yl; 4-amino-2-(2-hydroxypropan-2-yl)pyrrolidin-1-yl; 4-amino-2-(hydroxymethyl-d2)pyrrolidin-1-yl; 3-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl; 4-amino-2-methylpiperidin-1-yl; piperidin-4-yl; 4-(dimethylamino)-2-(hydroxymethyl)pyrrolidin-1-yl; 2-(hydroxymethyl)-4-(isopropylamino)pyrrolidin-1-yl; 4-(hydroxymethyl)-5-methyl-2,5-diazabicyclo[2.2.1]heptan-2-yl; 2-(hydroxymethyl)morpholino; 2-(2-((dimethylamino)methyl)morpholino); 2-(cyanomethyl)morpholino; 3-oxotetrahydro-3H-oxazolo[3,4-a]pyrazin-7(1H)-yl; 3-(hydroxymethyl)piperazin-1-yl; 3-(methoxymethyl)azetidin-1-yl; 2-(hydroxymethyl)azetidin-

1-yl; 2-((dimethylamino)methyl)azetidin-1-yl; 4-methylpiperazin-1-yl; and 4-(2-hydroxyethyl)piperazin-1-yl;

- (ii) Cy^A is selected from 2,5-diazabicyclo[2.2.1]heptan-2-yl; 3-aminopyrrolidin-1-yl; 2-(aminomethyl)pyrrolidin-1-yl; 2-(hydroxymethyl)pyrrolidin-1-yl; 2-(methoxymethyl)pyrrolidin-1-yl; 4-amino-2-(hydroxymethyl)pyrrolidin-1-yl; 4-hydroxy-2-methylpyrrolidin-1-yl; 2-(pyridin-2-yl)pyrrolidin-1-yl; hexahydropyrrolo[3,4-b]pyrrol-1(2*H*)-yl; 2-methylpiperazin-1-yl; 2-(hydroxymethyl)piperazin-1-yl; 3-(hydroxymethyl)morpholino; 5-ethyl-2,5-diazabicyclo[2.2.1]heptan-2-yl; (2-hydroxyethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl; and 5-(propylcarbonyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl; or
- (iii) Cy^A is 4-amino-2-(hydroxymethyl)pyrrolidin-1-yl.

16. The compound of any one of claims 1 and 3, wherein Cy^A is selected from cyclopentyl and cyclohexyl, wherein the cyclopentyl and cyclohexyl are optionally substituted with NH₂.

17. The compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, wherein R¹ is selected from H, D, halo, CN, C₁₋₆ alkyl and OR^{al5}; wherein the C₁₋₆ alkyl is optionally substituted with 1, 2, or 3 substituents independently selected from R^g.

18. The compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, wherein:

- (i) R¹ is selected from H, D, F, CN, methyl, hydroxymethyl and methoxy;
- (ii) R¹ is H; or
- (iii) R¹ is F.

19. The compound of any one of claims 1-18, or a pharmaceutically acceptable salt thereof, wherein R² is selected from H, D, Cy², C₁₋₆ alkyl, halo, and S(O)₂R^b; wherein said C₁₋₆ alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R¹⁰.

20. The compound of any one of claims 1-19, or a pharmaceutically acceptable salt thereof, wherein R² is selected from isopropyl, F, Cl, Br, and S(O)₂CH₃.

21. The compound of any one of claims 1-19, or a pharmaceutically acceptable salt thereof, wherein R^2 is Cy^2 .
22. The compound of any one of claims 1-19 and 21, or a pharmaceutically acceptable salt thereof, wherein
- (i) Cy^2 is selected from 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl; wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl and 4-10 membered heterocycloalkyl is optionally substituted by oxo to form a carbonyl group; and wherein the 4-10 membered heterocycloalkyl and 5-10 membered heteroaryl are each optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{10} ; or
 - (ii) Cy^2 is C_{6-10} aryl optionally substituted with 1, 2, 3 or 4 substituents independently selected from R^{10} .
23. The compound of any one of claims 1-19, 21 and 22, or a pharmaceutically acceptable salt thereof, wherein each R^{10} is independently selected from C_{1-6} alkyl, 4-10 membered heterocycloalkyl, halo, CN, OH, OR^{a1} , $C(O)NR^{c1}R^{d1}$ and $NR^{c1}R^{d1}$; wherein said C_{1-6} alkyl, and 4-10 membered heterocycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} .
24. The compound of any one of claims 1-19, 21 and 22, or a pharmaceutically acceptable salt thereof, wherein each R^{10} is independently selected from OH, F, CN, methyl, hydroxymethyl, methylcarbamoyl, methoxy, morpholino, and cyclobutylamino.
25. The compound of any one of claims 1-19 and 21-23, or a pharmaceutically acceptable salt thereof, wherein:
- (i) each R^{a1} , R^{c1} and R^{d1} is independently selected from H, C_{1-6} alkyl, and C_{3-10} cycloalkyl; wherein said C_{1-6} alkyl and C_{3-10} cycloalkyl are each optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^{11} ; and/or
 - (ii) each R^{11} is OR^{a2} ; or each R^{11} is OH.
26. The compound of any one of claims 1-18, or a pharmaceutically acceptable salt thereof, wherein:

- (i) Cy^2 is selected from 1-methyl-1*H*-pyrazol-4-yl; 6-(hydroxymethyl)pyridin-3-yl; 6-(methylcarbamoyl)pyridin-3-yl; 1-methyl-6-oxo-1,6-dihydropyridin-3-yl; 2-methylpyridin-3-yl; 4-methoxypyridin-3-yl; 4-cyanopyridin-3-yl; 1,3,5-trimethyl-1*H*-pyrazol-4-yl; morpholino; azetidin-1-yl; 2-(methoxymethyl)azetidin-1-yl; 3-cyanopyridin-4-yl; 3-methoxypyridin-4-yl; 2-cyano-6-fluorophenyl; 3-cyanopyridin-2-yl; 4-cyano-1-methyl-1*H*-pyrazol-5-yl; tetrahydro-2*H*-pyran-4-yl; 5-cyano-2-(pyrrolidin-1-yl)pyridin-4-yl; and 1-cyanocyclopropyl;
- (ii) Cy^2 is selected from 1-methyl-1*H*-pyrazol-4-yl; 6-(hydroxymethyl)pyridin-3-yl; 6-(methylcarbamoyl)pyridin-3-yl; 1-methyl-6-oxo-1,6-dihydropyridin-3-yl; 2-methylpyridin-3-yl; 4-methoxypyridin-3-yl; 4-cyanopyridin-3-yl; 1,3,5-trimethyl-1*H*-pyrazol-4-yl; morpholino; and azetidin-1-yl; or
- (iii) Cy^2 is selected from 3-cyanopyridin-4-yl; 4-cyanopyridin-3-yl; and 3-cyanopyridin-2-yl.

27. The compound of any one of claims 1 and 2, or a pharmaceutically acceptable salt thereof, wherein Z is CR^3 .

28. The compound of any one of claims 1 and 2, or a pharmaceutically acceptable salt thereof, wherein Z is N.

29. The compound of any one of claims 1-27, or a pharmaceutically acceptable salt thereof, wherein R^3 is selected from H, D, Cy^3 , halo and CN.

30. The compound of any one of claims 1-27, or a pharmaceutically acceptable salt thereof, wherein:

- (i) R^3 is selected from H, D, F, Br, and CN; or
- (ii) R^3 is H.

31. The compound of any one of claims 1-27, or a pharmaceutically acceptable salt thereof, wherein R^3 is Cy^3 .

32. The compound of any one of claims 1-27, 29 and 31, or a pharmaceutically acceptable salt thereof, wherein Cy^3 is 5-10 membered heteroaryl; wherein the 5-10 membered heteroaryl each has at least one ring-forming carbon atom and 1, 2, 3, or 4 ring-forming

heteroatoms independently selected from N, O, and S; wherein a ring-forming carbon atom of 5-10 membered heteroaryl is optionally substituted by oxo to form a carbonyl group; and wherein the 5-10 membered heteroaryl is optionally substituted with 1, 2, 3 or 4 substituents independently selected from R¹³.

33. The compound of any one of claims 1-27, 29, 31, and 32, or a pharmaceutically acceptable salt thereof, wherein each R¹³ is independently C₁₋₆ alkyl.

34. The compound of any one of claims 1-27, 29, and 32, or a pharmaceutically acceptable salt thereof, wherein R¹³ is methyl.

35. The compound of any one of claims 1-27 and 29, or a pharmaceutically acceptable salt thereof, wherein Cy³ is selected from pyridin-3-yl and 1-methyl-1*H*-pyrazol-4-yl.

36. The compound of any one of claims 1-35, or a pharmaceutically acceptable salt thereof, wherein each R⁴ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₃₋₁₀ cycloalkyl, halo, D, CN, and OR^{a8}; wherein said C₁₋₆ alkyl, is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R⁵.

37. The compound of any one of claims 1-35, or a pharmaceutically acceptable salt thereof, wherein:

- (i) each R⁴ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, halo, D, CN, and OR^{a8}; or
- (ii) each R⁴ is independently selected from halo and OR^{a8}.

38. The compound of any one of claims 1-35, or a pharmaceutically acceptable salt thereof, wherein:

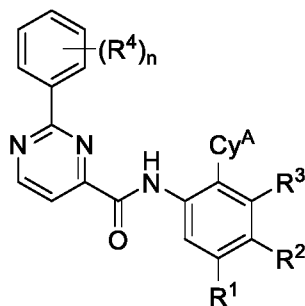
- (i) each R⁴ is independently selected from halo;
- (ii) each R⁴ is independently selected from F and Cl;
- (iii) each R⁴ is independently selected from F and methoxy;
- (iv) each R⁴ is independently selected from F and methyl; or
- (v) each R⁴ is F.

39. The compound of any one of claims 1-37, or a pharmaceutically acceptable salt thereof, wherein:
- (i) each R^5 is independently selected from C_{1-6} alkyl, C_{1-6} haloalkyl, halo, D, CN, OR^{a9} , and $NR^{c9}R^{d9}$; or
 - (ii) each R^5 is independently selected from D and F.
40. The compound of any one of claims 1-19 and 21-25, or a pharmaceutically acceptable salt thereof, wherein each R^{a2} , R^{c2} , and R^{d2} is independently H.
41. The compound of any one of claims 1-36, or a pharmaceutically acceptable salt thereof, wherein each R^{a8} , R^{c8} , and R^{d8} is independently selected from H, C_{1-6} alkyl, and C_{1-6} haloalkyl.
42. The compound of any one of claims 1-6, or a pharmaceutically acceptable salt thereof, wherein each R^{a11} , R^{c11} , and R^{d11} is independently selected from H and C_{1-6} alkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^7 .
43. The compound of any one of claims 1-17, or a pharmaceutically acceptable salt thereof, wherein each R^{a15} , R^{c15} and R^{d15} is independently selected from H and C_{1-6} alkyl; wherein said C_{1-6} alkyl is optionally substituted with 1, 2, 3, or 4 substituents independently selected from R^g .
44. The compound of any one of claims 1-43, or a pharmaceutically acceptable salt thereof, wherein:
- (i) each R^g is OH; and/or
 - (ii) n is 2.
45. The compound of any one of claims 1-3 and 5-44, or a pharmaceutically acceptable salt thereof, wherein A is N.
46. The compound of any one of claims 1, 2, and 5-44, or a pharmaceutically acceptable salt thereof, wherein:
- (i) A is CR^{16} ; and/or

- (ii) R^{16} is H, CN, or OR^{a16} ; and/or
- (iii) R^{a16} is selected from H and C_{1-6} alkyl; or R^{a16} is methyl.

47. The compound of any one of claims 1-4, having:

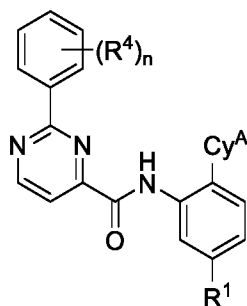
- (i) Formula IA:



IA,

or a pharmaceutically acceptable salt thereof;

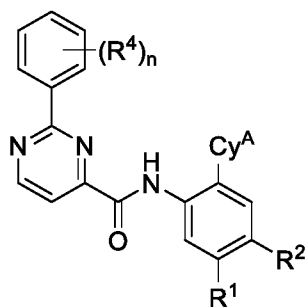
- (ii) Formula IIA:



IIA,

or a pharmaceutically acceptable salt thereof;

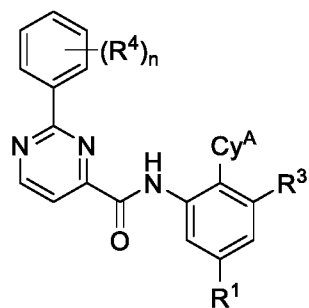
- (iii) Formula IIB:



IIB,

or a pharmaceutically acceptable salt thereof;

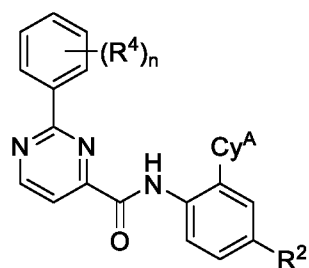
- (iv) Formula IIC:



IIC,

or a pharmaceutically acceptable salt thereof;

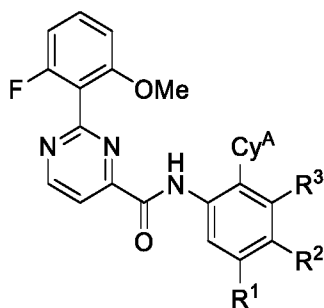
(v) Formula IID:



IID,

or a pharmaceutically acceptable salt thereof; or

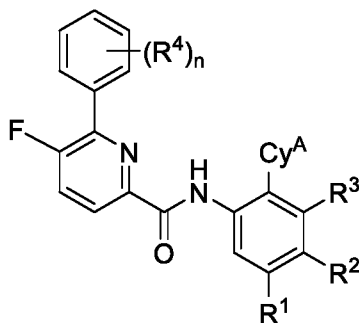
(vi) Formula III:



III,

or a pharmaceutically acceptable salt thereof.

48. The compound of any one of claims 1, 2, and 3, having Formula IB:

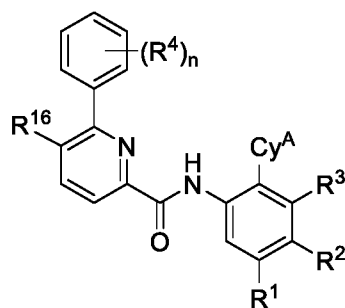


IB,

or a pharmaceutically acceptable salt thereof.

49. The compound of any one of claims 1 and 2, having:

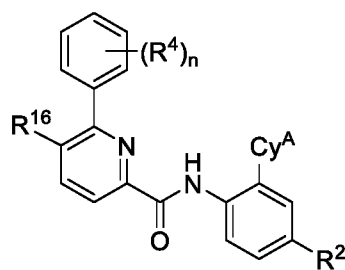
(i) Formula IC:



IC,

or a pharmaceutically acceptable salt thereof;

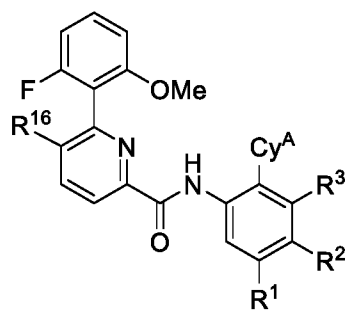
(ii) Formula IV:



IV,

or a pharmaceutically acceptable salt thereof;

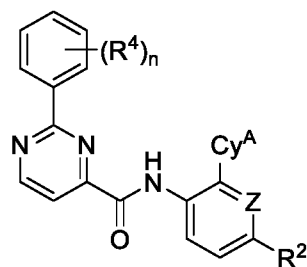
(iii) Formula V:



V,

or a pharmaceutically acceptable salt thereof; or

(iv) Formula VI:



VI,

or a pharmaceutically acceptable salt thereof.

50. The compound of claim 1 selected from:

(i)

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*S*)-*N*-(2-(3-aminopyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(2-(2-(aminomethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(5-fluoro-2-(2-(hydroxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(5-fluoro-2-(2-(methoxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(5-fluoro-2-((2*S*,4*S*)-4-hydroxy-2-methylpyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(5-fluoro-2-(2-(pyridin-2-yl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(5-fluoro-2-(hexahydropyrrolo[3,4-*b*]pyrrol-1(2*H*)-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(5-fluoro-2-(2-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(5-fluoro-2-(2-(hydroxymethyl)piperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(5-fluoro-2-(3-(hydroxymethyl)morpholino)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-3-bromo-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-3-cyanophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-3-(pyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-3-(1-methyl-1*H*-pyrazol-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(hydroxymethyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-bromo-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(1-methyl-1*H*-pyrazol-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(6-(hydroxymethyl)pyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(6-(methylcarbamoyl)pyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(1-methyl-6-oxo-1,6-dihydropyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(2-methylpyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-(2-methylpyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-(4-methoxypyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-(1,3,5-trimethyl-1*H*-pyrazol-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-morpholinophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(azetidin-1-yl)-2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluoro-4-(morpholinomethyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-((cyclobutylamino)methyl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*R*,4*R*)-5-ethyl-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(5-fluoro-2-((1*R*,4*R*)-5-(2-hydroxyethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(1*R*,4*R*)-5-(4-fluoro-2-(2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamido)phenyl)-*N*-propyl-2,5-diazabicyclo[2.2.1]heptane-2-carboxamide;

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-methoxyphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-(hydroxymethyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide; and

N-(2-((1*R*,4*R*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-5-cyanophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

or a pharmaceutically acceptable salt thereof;

(ii)

N-(4-(Azetidin-1-yl)-2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-4-((*S*)-2-(methoxymethyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((1*S*,4*S*)-2,5-Diazabicyclo[2.2.1]heptan-2-yl)-4-(3-cyanopyridin-4-yl)-3-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(3-cyanopyridin-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(2-methylpyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(3-methoxypyridin-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(3-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-2'-cyano-6'-fluorobiphenyl-4-yl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(3-cyanopyridin-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyano-1-methyl-1*H*-pyrazol-5-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-isopropylphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(3-Cyanopyridin-4-yl)-2-((2*S*,4*S*)-4-hydroxy-2-(hydroxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-((2*S*,5*R*)-2-(hydroxymethyl)-5-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-((2*S*,5*S*)-2-(hydroxymethyl)-5-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*S*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(6-(hydroxymethyl)-4,7-diazaspiro[2.5]octan-7-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(1-hydroxycyclopropyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(2-hydroxypropan-2-yl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl-*d*2)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-((1*S*,3*R*,4*S*)-3-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-((1*S*,4*S*)-1-(hydroxymethyl)-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-methylpiperidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-6-(2-fluoro-6-methoxyphenyl)picolinamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-5-cyano-6-(2-fluoro-6-methoxyphenyl)picolinamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-6-(2-fluoro-6-methoxyphenyl)-5-methoxypicolinamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methylphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-chloro-6-fluorophenyl)pyrimidine-4-carboxamide; and

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-6-(1,3,5-trimethyl-1*H*-pyrazol-4-yl)pyridin-3-yl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

or a pharmaceutically acceptable salt thereof; or

(iii)

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(3-cyano-2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2,3-difluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-(methoxy-*d*₃)-3-methylphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxy-4-methylphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3,6-difluoro-2-methylphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2,3-difluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3,6-difluoro-2-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3-cyano-2-fluoro-6-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(3,6-difluoro-2-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2,3-difluoro-6-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-(methoxy-*d*₃)phenyl-5-*d*)pyrimidine-4-carboxamide;

2-(2-Fluoro-6-methoxyphenyl)-*N*-(2-(piperidin-4-yl)phenyl)pyrimidine-4-carboxamide;

N-(2-(*cis*)-4-Aminocyclohexyl)phenyl)-2-(2-fluoro-6-methoxyphenyl) pyrimidine-4-carboxamide;

N-(2-(*trans*)-4-Aminocyclohexyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-(3-Aminocyclohexyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-(3-aminocyclopentyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((*cis*)-4-Aminocyclohexyl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((*trans*)-4-Aminocyclohexyl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((*cis*)-4-Aminocyclohexyl)-4-(4-cyano-1-methyl-1*H*-pyrazol-5-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((*trans*)-4-aminocyclohexyl)-4-(4-cyano-1-methyl-1*H*-pyrazol-5-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((*cis*)-4-Aminocyclohexyl)-4-(1,3,5-trimethyl-1*H*-pyrazol-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(methylsulfonyl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-methylphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-(Dimethylamino)-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(5-Fluoro-2-((2*S*,4*S*)-2-(hydroxymethyl)-4-(isopropylamino)pyrrolidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(tetrahydro-2*H*-pyran-4-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-chlorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(5-cyano-2-(pyrrolidin-1-yl)pyridin-4-yl)phenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(1-cyanocyclopropyl)phenyl)-2-(2,6-difluorophenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-(difluoromethoxy)-6-fluorophenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-(methoxy-*d*₃)phenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-cyclopropyl-6-fluorophenyl)pyrimidine-4-carboxamide;

N-(2-((2*S*,4*S*)-4-Amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-ethoxy-6-fluorophenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-((1*S*,4*S*)-4-(hydroxymethyl)-5-methyl-2,5-diazabicyclo[2.2.1]heptan-2-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*S*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(2-(hydroxymethyl)morpholino)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*S*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(2-((dimethylamino)methyl)morpholino)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(2-(2-(Cyanomethyl)morpholino)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(3-oxotetrahydro-3*H*-oxazolo[3,4-*a*]pyrazin-7(1*H*)-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*S*)-*N*-(5-Fluoro-2-(3-(hydroxymethyl)piperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-(3-(methoxymethyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*S*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(2-(hydroxymethyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

(*R*)-*N*-(4-(4-Cyanopyridin-3-yl)-2-(2-((dimethylamino)methyl)azetidin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-(4-methylpiperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

N-(4-(4-Cyanopyridin-3-yl)-2-(4-(2-hydroxyethyl)piperazin-1-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide; and

(*S*)-*N*-(5-Fluoro-2-(3-(hydroxymethyl)piperazin-1-yl)-4-isopropylphenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide;

or a pharmaceutically acceptable salt thereof.

51. The compound of claim 1, which is *N*-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-5-fluorophenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide, or a pharmaceutically acceptable salt thereof.

52. The compound of claim 1, which is *N*-(2-((1*S*,4*S*)-2,5-diazabicyclo[2.2.1]heptan-2-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide, or a pharmaceutically acceptable salt thereof.

53. The compound of claim 1, which is *N*-(2-((2*S*,4*S*)-4-amino-2-(hydroxymethyl)pyrrolidin-1-yl)-4-(4-cyanopyridin-3-yl)phenyl)-2-(2-fluoro-6-methoxyphenyl)pyrimidine-4-carboxamide, or a pharmaceutically acceptable salt thereof.

54. A pharmaceutical composition comprising a compound of any one of claims 1-53, or a pharmaceutically acceptable salt thereof, and at least one pharmaceutically acceptable carrier or excipient.

55. A method for treating a cancer associated with inhibition of HPK1 interaction in a patient, said method comprising: administering to the patient a therapeutically effective amount of a compound of any one of claims 1-53, or a pharmaceutically acceptable salt thereof, optionally wherein the cancer is selected from breast cancer, colorectal cancer, lung cancer, ovarian cancer, and pancreatic cancer.

56. Use of a compound of any one of claims 1-53, or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for the treatment of a cancer associated with inhibition of HPK1 interaction, optionally wherein the cancer is selected from breast cancer, colorectal cancer, lung cancer, ovarian cancer, and pancreatic cancer.