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(71) Applicant: **PIMERA, INC.** [US/US]; 3210 Merryfield Row, San Diego, California 92121 (US).

(72) Inventor: **HADDACH, Mustapha**; 3210 Merryfield Row, San Diego, California 92121 (US).

(74) Agent: **HADDACH, Aubrey, A.**; VENABLE LLP., P.O. Box 34385, Washington, District of Columbia 20043-9998 (US).

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- as to applicant's entitlement to apply for and be granted a patent (Rule 4.17(ii))
- as to the applicant's entitlement to claim the priority of the earlier application (Rule 4.17(iii))
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(54) **Title:** NOVEL COMPOSITIONS, USES AND METHODS FOR MAKING THEM

(57) **Abstract:** Generally, the present invention provides novel quinolone compounds and pharmaceutical composition thereof which may inhibit cell proliferation and/or induce cell apoptosis. The present invention also provides methods of preparing such compounds and compositions, and methods of making and using the same.

**NOVEL COMPOSITIONS, USES AND METHODS FOR MAKING THEM****STATEMENT REGARDING FEDERAL FUNDING**

[001] This invention was made, in part, with government support under Federal Grant Number W81XWH-15-1-0224 awarded by the Department of Defense Office of the Congressionally Directed Medical Research Programs. The government has certain rights in the invention.

**CROSS-REFERENCE TO RELATED APPLICATIONS**

[002] This application claims priority to U.S. Provisional Patent Application No.62/128,208, filed March 4, 2015, and which is hereby incorporated by reference in its entirety.

**FIELD OF THE INVENTION**

[003] The present invention provides novel compounds and pharmaceutical composition thereof which may inhibit cell proliferation and/or induce cell apoptosis. The present invention also provides methods of preparing such compounds and compositions, and methods of making and using the same.

**BACKGROUND OF THE INVENTION**

[004] Hypertrophy of the nucleolus, the cellular site for ribosome biogenesis, has been linked to malignant transformation for more than a hundred years. The ribosome is a RNA-protein complex that is responsible for the protein synthesis (translation) in the cell. Carcinogenesis, with the associated upregulation of growth and proliferation rates, requires a significant increase in the rate of translation and hence necessitates an increase in cellular ribosome content. Ribosome biogenesis is a highly complex energy-consuming process in which the synthesis of pre-ribosomal RNA by RNA Polymerase I (Pol I) serves as the rate limiting step.

[005] Not surprisingly, Pol I transcription in normal cells is tightly controlled, through the action of multiple tumor suppressor proteins (including p53, pRB and PTEN) which serve as inhibitors. The loss of such control due to mutations in tumor suppressor genes or activation of certain oncogenic

pathways, such as cMyc and PI3K/Ak/mTOR, results in the hyperactivation of Pol I transcription that is commonly found in malignancy.

[006] In addition to cancer, hyperactivation of Pol I transcription has been linked to poor prognosis in multiple sclerosis and has been shown to play a role in the infections cycle of certain pathologic viruses, including cytomegalovirus, hepatitis B virus and hepatitis C virus. Therefore, agents that selectively disrupt Pol I transcription are conceptually attractive as anticancer, anti-inflammatory and antiviral therapeutics

#### SUMMARY OF THE INVENTION

[007] Provided herein are novel compounds and methods of treating or preventing any one of the diseases or conditions described herein comprising administering a therapeutically effective amount of a compound described herein, or a pharmaceutically acceptable salt, or solvate thereof, to a mammal in need thereof. In specific embodiments, the compound inhibits ribosome biogenesis by inhibiting POL1 transcription and the disease or condition is amenable to treatment or prevention by the inhibition of POL1 transcription.

[008] In one aspect, described herein is a method for treating or preventing cancer in a mammal comprising administering a therapeutically effective amount of a compound described herein, or a pharmaceutically acceptable salt, or solvate thereof, to the mammal in need thereof. In another aspect, described herein is a method for treating or preventing an inflammatory disease in a mammal comprising administering a therapeutically effective amount of a compound described herein, or a pharmaceutically acceptable salt, or solvate thereof, to the mammal in need thereof.

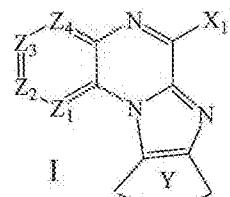
[009] In still another aspect, described herein is a method for treating or preventing a proliferative disorder in a mammal comprising administering a therapeutically effective amount of a compound described herein, or a pharmaceutically acceptable salt, or solvate thereof, to the mammal in need thereof. In another aspect, described herein is a method for treating or preventing a disease or disorder in a mammal comprising administering a therapeutically effective amount of a compound described herein, wherein the compound inhibits ribosome biogenesis by inhibiting POL1 transcription.

[010] Other objects, features and advantages of the compounds, methods and compositions described herein will become apparent from the following detailed description. It should be understood, however, that the detailed description and the specific examples, while indicating specific embodiments, are given by way of illustration only, since various changes and modifications within the spirit and scope of the instant disclosure will become apparent to those skilled in the art from this detailed description.

#### DETAILED DESCRIPTION OF THE INVENTION

##### Compounds

[011] Compounds described herein, including pharmaceutically acceptable salts, prodrugs, active metabolites and pharmaceutically acceptable solvates thereof, inhibit ribosome biogenesis by inhibiting POL1 transcription.



[012] In one aspect, the present invention provides a compound of Formula I; and pharmaceutically acceptable salts, esters, prodrugs, hydrates and tautomers thereof; wherein:

[013] each  $Z_1$ ,  $Z_2$ ,  $Z_3$ , and  $Z_4$  is N, CH, or CR<sub>1</sub>, provided any three N are non-adjacent; and further provided that one or more of  $Z_1$ ,  $Z_2$ ,  $Z_3$ , and  $Z_4$  is CR<sub>1</sub>;

[014] each R<sub>1</sub> is independently an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or each R<sub>1</sub> is independently H, halo, CF<sub>3</sub>, OR<sub>2</sub>, NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>OR<sub>3</sub>, NR<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, SR<sub>2</sub>, SOR<sub>2</sub>, SO<sub>2</sub>R<sub>2</sub>, SO<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COOR<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, CN, COOR<sub>2</sub>, COOH, CONR<sub>2</sub>R<sub>3</sub>, OOCR<sub>2</sub>, COR<sub>2</sub>, or NO<sub>2</sub>;

[015] and wherein R<sub>2</sub> and R<sub>3</sub> groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S atoms; and each R<sub>2</sub> and R<sub>3</sub> groups, and each ring formed by linking R<sub>2</sub> and R<sub>3</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>,

NR'SO<sub>2</sub>R', NR'CONR', NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[016] or each R<sub>1</sub> is independently -W, -L-W, -X-L-A; wherein X is NR<sub>6</sub>, O, or S; W is an optionally substituted 4-7 membered azacyclic ring, optionally containing an additional heteroatom selected from N, O and S as a ring member; L is a C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl; and A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group,

[017] R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR', NR'SO<sub>2</sub>R', NR'CONR', NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[018] R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group,

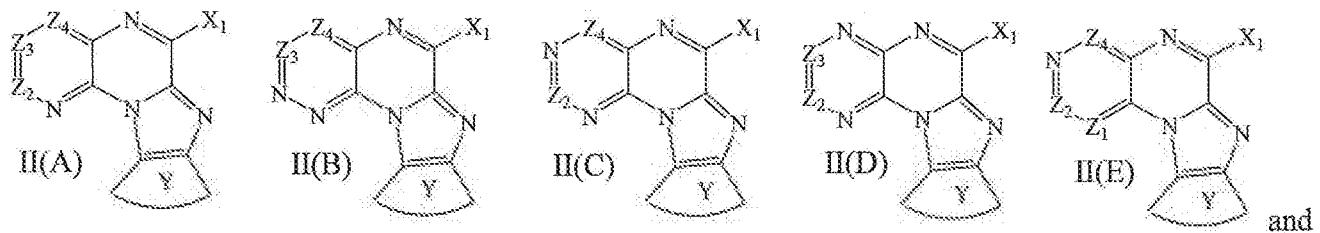
[019]  $R_6$  can be linked to  $R_4$  or  $R_5$  to form a 3-8 membered ring; and  $R_4$  or  $R_5$  is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[020] Y is an optionally substituted 5-6 membered carbocyclic or heterocyclic ring;

[021]  $X_1$  is an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, optionally substituted with one or more halogens, =O, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group; or

[022]  $X_1$  is H, NR<sub>2</sub>R<sub>3</sub>, SOR<sub>2</sub>, SO<sub>2</sub>R<sub>2</sub>, SO<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COOR<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, CN, COOR<sub>2</sub>, ester bioisostere, COOH, carboxy bioisostere, CONR<sub>2</sub>R<sub>3</sub>, amide bioisostere, OOCR<sub>2</sub>, COR<sub>2</sub>, or NO<sub>2</sub>.

[023] In one aspect, the present invention provides a compound of Formula II(A), II(B), II(C), II(D) and II(E),



and pharmaceutically acceptable salts, esters, prodrugs, hydrates and tautomers thereof; wherein:

[024]  $Z_2$ ,  $Z_3$  and  $Z_4$  are independently CH or CR<sub>1</sub>;

[025] each  $R_1$  is independently an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, optionally substituted with one or more halogens, =O, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group; or

C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or each R<sub>1</sub> is independently halo, CF<sub>3</sub>, OR<sub>2</sub>, NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>OR<sub>3</sub>, NR<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, SR<sub>2</sub>, SOR<sub>2</sub>, SO<sub>2</sub>R<sub>2</sub>, SO<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COOR<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, CN, COOR<sub>2</sub>, COOH, CONR<sub>2</sub>R<sub>3</sub>, OOCR<sub>2</sub>, COR<sub>2</sub>, or NO<sub>2</sub>;

[026] or each R<sub>1</sub> is independently -W, -L-W, -X-L-A; wherein X is NR<sub>6</sub>, O, or S; W is an optionally substituted 4-7 membered azacyclic ring, optionally containing an additional heteroatom selected from N, O and S as a ring member; L is a C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl; and A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group;

[027] R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[028] R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group; or R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring; and R<sub>4</sub> or R<sub>5</sub> is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is

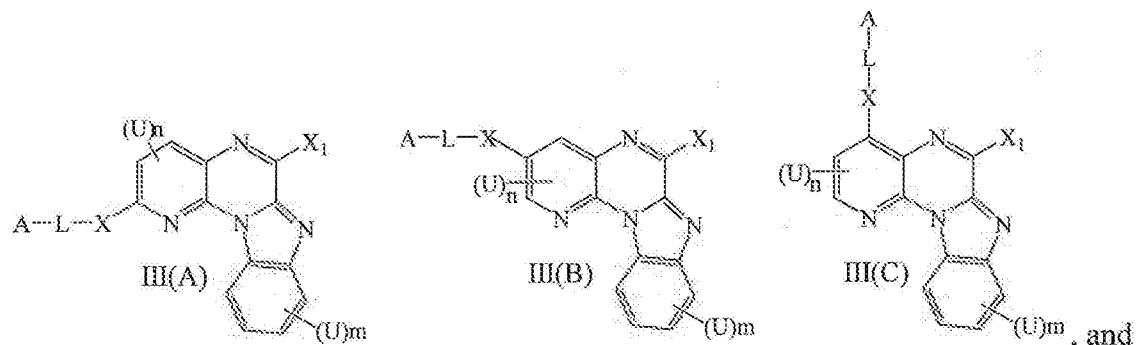
independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[029] Y is an optionally substituted 5-6 membered carbocyclic or heterocyclic ring;

[030] X<sub>1</sub> is an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or X<sub>1</sub> is H, NR<sub>2</sub>R<sub>3</sub>, SOR<sub>2</sub>, SO<sub>2</sub>R<sub>2</sub>, SO<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COOR<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, CN, COOR<sub>2</sub>, COOH, polar substituent, carboxy bioisostere, CONR<sub>2</sub>R<sub>3</sub>, OOCR<sub>2</sub>, COR<sub>2</sub>, or NO<sub>2</sub>;

[031] wherein R<sub>2</sub> and R<sub>3</sub> groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>2</sub> and R<sub>3</sub> groups, and each ring formed by linking R<sub>2</sub> and R<sub>3</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S.

[032] In one aspect, the present invention provides a compound of Formula III(A), III(B) and III(C):



pharmaceutically acceptable salts, esters, prodrugs, hydrates and tautomers thereof; wherein:

[033] L is a C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl;

[034] A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group,

[035] R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[036] X is NR<sub>6</sub>, O, or S;

[037] R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group;

[038] R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring; and R<sub>4</sub> or R<sub>5</sub> is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two

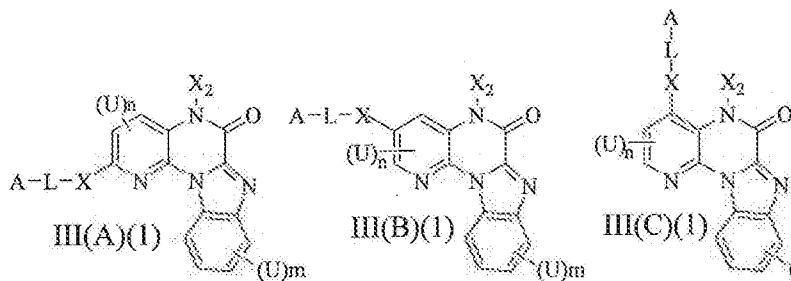
R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[039] X<sub>1</sub> is an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or X<sub>1</sub> is H, NR<sub>2</sub>R<sub>3</sub>, SOR<sub>2</sub>, SO<sub>2</sub>R<sub>2</sub>, SO<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COOR<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, CN, COOR<sub>2</sub>, ester bioisostere, COOH, carboxy bioisostere, CONR<sub>2</sub>R<sub>3</sub>, amide bioisostere, OOCR<sub>2</sub>, COR<sub>2</sub>, or NO<sub>2</sub>;

[040] (U)<sub>n</sub> and (U)<sub>m</sub> are independently H, halogen, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which may be optionally substituted with one or more halogens, =O, or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring;

[041] wherein R<sub>2</sub> and R<sub>3</sub> groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>2</sub> and R<sub>3</sub> groups, and each ring formed by linking R<sub>2</sub> and R<sub>3</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S.

[042] In one aspect, the present invention provides a compound of Formula III(A)(1), III(B)(1) and



III(C)(1): and pharmaceutically acceptable salts, esters, prodrugs, hydrates and tautomers thereof; wherein:

[043] L is a C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl;

[044] A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group,

[045] R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[046] X is NR<sub>6</sub>, O, or S;

[047] R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group;

[048] R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring; and R<sub>4</sub> or R<sub>5</sub> is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[049] X<sub>2</sub> is an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group;

[050] (U)<sub>n</sub> and (U)<sub>m</sub> are independently H, halogen, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which may be optionally substituted with one or more halogens, =O, or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring;

[051] wherein R<sub>2</sub> and R<sub>3</sub> groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>2</sub> and R<sub>3</sub> groups, and each ring formed by linking R<sub>2</sub> and R<sub>3</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S.

[052] In some embodiments, L is a bond, C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which is optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl.

[053] In some embodiments, A is heterocycloalkyl, heteroaryl, quaternary amine or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group.

[054] In some embodiments, R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo,

=O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR', NR'SO<sub>2</sub>R', NR'CONR', NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S.

[055] In some embodiments, X is NR<sub>6</sub>, O, or S.

[056] In some embodiments, R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group.

[057] In some embodiments, R<sub>6</sub> is linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring; and R<sub>4</sub> or R<sub>5</sub> are optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR', NR'SO<sub>2</sub>R', NR'CONR', NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S.

[058] In some embodiments, X<sub>2</sub> is H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which is optionally substituted with one or more halogens, =O, or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring.

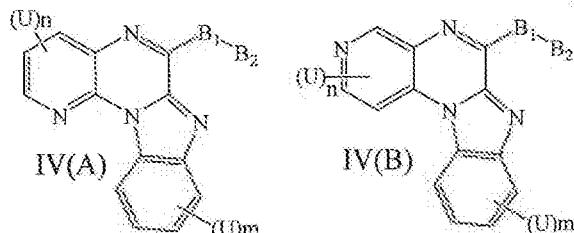
[059] In some embodiments, (U)<sub>n</sub> and (U)<sub>m</sub> are independently H, halogen, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which is optionally substituted with one or more halogens, =O, or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring.

[060] In some embodiments, R<sub>2</sub> and R<sub>3</sub> groups on the same atom or on adjacent atoms are linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>2</sub> and R<sub>3</sub> groups,

and each ring formed by linking R<sub>2</sub> and R<sub>3</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S.

[061] In some preferred embodiments, X<sub>2</sub> is H.

[062] In one aspect, the present invention provides a compound of Formula IV(A) and IV(B),



, and pharmaceutically acceptable salts, esters,

prodrugs, hydrates and tautomers thereof; wherein:

[063] B<sub>1</sub> is a bond or C=O, B<sub>2</sub> is X-L-A

[064] L is a C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl;

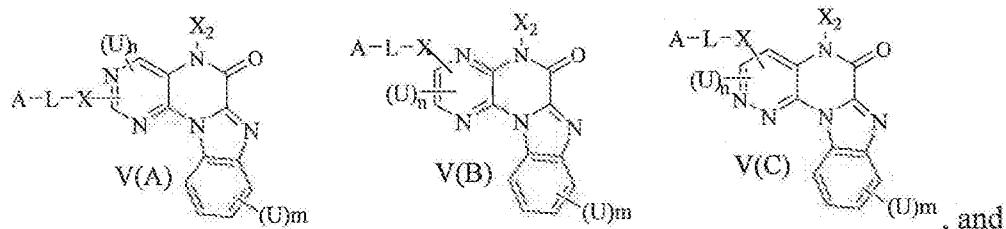
[065] A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> wherein R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub>

heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[066] X is CR<sub>6</sub>R<sub>6</sub>, NR<sub>6</sub>, O, or S; wherein R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group; or R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring;

[067] (U)<sub>n</sub> and (U)<sub>m</sub> are independently H, halogen, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which may be optionally substituted with one or more halogens, =O, or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring.

[068] In one aspect, the present invention provides a compound of Formula V(A), Formula V(B),



and Formula V(C):

pharmaceutically acceptable salts, esters, prodrugs, hydrates and tautomers thereof; wherein:

[069] L is a bond, C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which is optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl;

[070] A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group,

[071] R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR',

CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[072] X is NR<sub>6</sub>, O, or S;

[073] R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group;

[074] R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring; and R<sub>4</sub> or R<sub>5</sub> is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

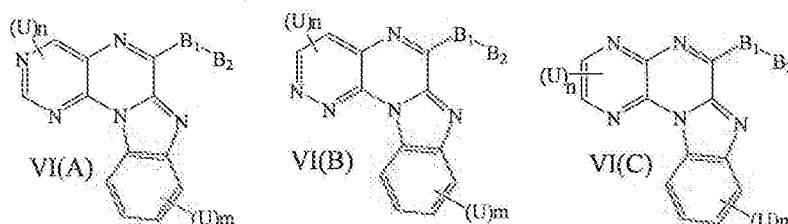
[075] X<sub>2</sub> is H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which is optionally substituted with one or more halogens, =O, or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring;

[076] (U)<sub>n</sub> and (U)<sub>m</sub> are independently H, halogen, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which is optionally substituted with one or more halogens, =O, or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring;

[077] wherein R<sub>2</sub> and R<sub>3</sub> groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>2</sub> and R<sub>3</sub> groups, and each ring formed by linking R<sub>2</sub> and R<sub>3</sub> groups together, is optionally substituted with one or more

substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>16</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S.

[078] In one aspect, the present invention provides a compound of Formula VI(A), VI(B) and



VI(C): and pharmaceutically acceptable salts, esters, prodrugs, hydrates and tautomers thereof; wherein:

[079] B<sub>1</sub> is a bond or C=O;

[080] B<sub>2</sub> is X-L-A

[081] L is a C<sub>1</sub>-C<sub>16</sub> alkylene, C<sub>1</sub>-C<sub>16</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl;

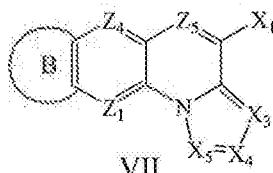
[082] A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> wherein R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl,

hydroxy, amino, and  $=O$ ; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[083] X is CR<sub>6</sub>R<sub>6</sub>, NR<sub>6</sub>, O, or S; wherein R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group; or R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring;

[084] (U)<sub>n</sub> and (U)<sub>m</sub> are independently H, halogen, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which may be optionally substituted with one or more halogens,  $=O$ , or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring.

[085] In one aspect, the present invention provides a compound of Formula VII:



, and pharmaceutically acceptable salts, esters, prodrugs, hydrates and tautomers thereof; wherein:

[086] B is an optionally substituted 5-6 membered carbocyclic or heterocyclic ring;

[087] Z<sub>5</sub> is N or CX<sub>2</sub>;

[088] each Z<sub>1</sub> and Z<sub>4</sub> is N, CH, or CR<sub>1</sub>, provided any three N are non-adjacent; and further provided that one or more of Z<sub>1</sub>, Z<sub>2</sub>, Z<sub>3</sub>, and Z<sub>4</sub> is CR<sub>1</sub>;

each R<sub>1</sub> is independently an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or each R<sub>1</sub> is independently H, halo, CF<sub>3</sub>, OR<sub>2</sub>, NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>OR<sub>3</sub>, NR<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, SR<sub>2</sub>, SOR<sub>2</sub>, SO<sub>2</sub>R<sub>2</sub>, SO<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COOR<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, CN, COOR<sub>2</sub>, COOH, CONR<sub>2</sub>R<sub>3</sub>, OOCR<sub>2</sub>, COR<sub>2</sub>, or NO<sub>2</sub>;

[089] and wherein R<sub>2</sub> and R<sub>3</sub> groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S atoms; and each R<sub>2</sub> and R<sub>3</sub> groups, and each ring formed by linking R<sub>2</sub> and R<sub>3</sub> groups together, is optionally substituted with one or more substituents selected from halo,  $=O$ ,  $=N-CN$ ,  $=N-OR'$ ,  $=NR'$ , OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR, CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and

NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[090] Two R<sub>1</sub> groups on adjacent atoms may form a carboxylic ring, heterocyclic ring, aryl or heteroaryl, each of which may be optionally substituted and/or fused with a cyclic ring;

[091] or each R<sub>1</sub> is independently -W, -L-W, -X-L-A; wherein X is NR<sub>6</sub>, O, or S; W is an optionally substituted 4-7 membered azacyclic ring, optionally containing an additional heteroatom selected from N, O and S as a ring member; L is a C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl; and A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group,

[092] R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[093] R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group;

[094] R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring; and R<sub>4</sub> or R<sub>5</sub> is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[095] X<sub>1</sub> is an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, optionally substituted with one or more halogens, =O, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or;

[096] X<sub>1</sub> is H, NR<sub>2</sub>R<sub>3</sub>, SOR<sub>2</sub>, SO<sub>2</sub>R<sub>2</sub>, SO<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COOR<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, CN, COOR<sub>2</sub>, ester bioisostere, COOH, carboxy bioisostere, CONR<sub>2</sub>R<sub>3</sub>, amide bioisostere, OOCR<sub>2</sub>, COR<sub>2</sub>, or NO<sub>2</sub>;

[097] X<sub>2</sub> is H, halogen, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which may be optionally substituted with one or more halogens, =O, or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring.

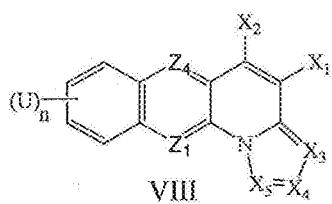
[098] each X<sub>3</sub>, X<sub>4</sub> and X<sub>5</sub> is N or CR<sub>10</sub>

[099] each R<sub>10</sub> is independently an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or each R<sub>1</sub> is independently H, halo, CF<sub>3</sub>, OR<sub>2</sub>, NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>OR<sub>3</sub>, NR<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, SR<sub>2</sub>, SOR<sub>2</sub>, SO<sub>2</sub>R<sub>2</sub>, SO<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COOR<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, CN, COOR<sub>2</sub>, COOH, CONR<sub>2</sub>R<sub>3</sub>, OOCR<sub>2</sub>, COR<sub>2</sub>, or NO<sub>2</sub>;

[0100] and wherein R<sub>2</sub> and R<sub>3</sub> groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S atoms; and each R<sub>2</sub> and R<sub>3</sub> groups, and each ring formed by linking R<sub>2</sub> and R<sub>3</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'CO<sub>2</sub>R', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[0101] Two R<sub>10</sub> groups on adjacent atoms may form a carboxylic ring, heterocyclic ring, aryl or heteroaryl, each of which may be optionally substituted and/or fused with a cyclic ring; or each R<sub>10</sub> is independently -W, -L-W, -X-L-A; wherein X is NR<sub>6</sub>, O, or S; W is an optionally substituted 4-7 membered azacyclic ring, optionally containing an additional heteroatom selected from N, O and S as a ring member; L is a C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl; and A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group.

[0102] In one aspect, the present invention provides a compound of Formula VIII:



, and pharmaceutically acceptable salts, esters, prodrugs, hydrates and tautomers thereof; wherein:

[0103] Z<sub>5</sub> is N or CX<sub>2</sub>;

[0104] each Z<sub>1</sub> and Z<sub>4</sub> is N, CH, or CR<sub>1</sub>;

[0105] each R<sub>1</sub> is independently an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or each R<sub>1</sub> is independently H, halo, CF<sub>3</sub>, OR<sub>2</sub>, NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>OR<sub>3</sub>, NR<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, SR<sub>2</sub>, SOR<sub>2</sub>, SO<sub>2</sub>R<sub>2</sub>, SO<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COOR<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, CN, COOR<sub>2</sub>, COOH, CONR<sub>2</sub>R<sub>3</sub>, OOCR<sub>2</sub>, COR<sub>2</sub>, or NO<sub>2</sub>;

[0106] and wherein R<sub>2</sub> and R<sub>3</sub> groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S atoms; and each R<sub>2</sub> and R<sub>3</sub> groups, and each ring formed by linking R<sub>2</sub> and R<sub>3</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[0107] or each R<sub>1</sub> is independently -W, -L-W, -X-L-A; wherein X is NR<sub>6</sub>, O, or S; W is an optionally substituted 4-7 membered azacyclic ring, optionally containing an additional heteroatom selected from N, O and S as a ring member; L is a C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl; and A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group,

[0108] R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR',

CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[0109] R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group,

[0110] R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring; and R<sub>4</sub> or R<sub>5</sub> is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[0111] X<sub>1</sub> is an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, optionally substituted with one or more halogens, =O, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or;

[0112] X<sub>1</sub> is H, NR<sub>2</sub>R<sub>3</sub>, SOR<sub>2</sub>, SO<sub>2</sub>R<sub>2</sub>, SO<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COOR<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, CN, COOR<sub>2</sub>, ester bioisostere, COOH, carboxy bioisostere, CONR<sub>2</sub>R<sub>3</sub>, amide bioisostere, OOCR<sub>2</sub>, COR<sub>2</sub>, or NO<sub>2</sub>;

[0113]  $X_2$  is H, halogen,  $CF_3$ , CN,  $OR_7$ ,  $NR_8R_9$ ,  $SR_7$ ,  $SO_2NR_8R_9$ ,  $C_1-C_{10}$  alkyl,  $C_1-C_{10}$  heteroalkyl,  $C_2-C_{10}$  alkenyl, or  $C_2-C_{10}$  heteroalkenyl, each of which may be optionally substituted with one or more halogens,  $=O$ , or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring.

[0114] each  $X_3$ ,  $X_4$  and  $X_5$  is N or  $CR_{10}$

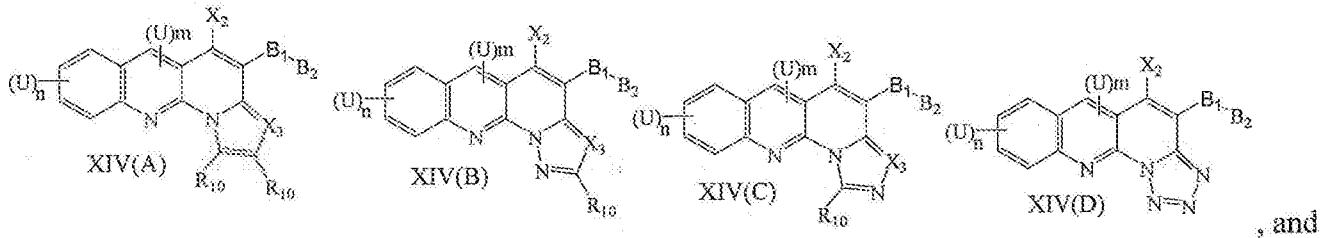
[0115] each  $R_{10}$  is independently an optionally substituted  $C_1-C_8$  alkyl,  $C_2-C_8$  heteroalkyl,  $C_2-C_8$  alkenyl,  $C_2-C_8$  heteroalkenyl,  $C_2-C_8$  alkynyl,  $C_2-C_8$  heteroalkynyl,  $C_1-C_8$  acyl,  $C_2-C_8$  heteroacyl,  $C_6-C_{10}$  aryl,  $C_5-C_{12}$  heteroaryl,  $C_7-C_{12}$  arylalkyl, or  $C_6-C_{12}$  heteroarylalkyl group, or each  $R_i$  is independently H, halo,  $CF_3$ ,  $OR_2$ ,  $NR_2R_3$ ,  $NR_2OR_3$ ,  $NR_2NR_2R_3$ ,  $SR_2$ ,  $SOR_2$ ,  $SO_2R_2$ ,  $SO_2NR_2R_3$ ,  $NR_2SO_2R_3$ ,  $NR_2CONR_2R_3$ ,  $NR_2COOR_3$ ,  $NR_2COR_3$ , CN,  $COOR_2$ , COOH,  $CONR_2R_3$ ,  $OOCR_2$ ,  $COR_2$ , or  $NO_2$ ;

[0116] and wherein  $R_2$  and  $R_3$  groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S atoms; and each  $R_2$  and  $R_3$  groups, and each ring formed by linking  $R_2$  and  $R_3$  groups together, is optionally substituted with one or more substituents selected from halo,  $=O$ ,  $=N-CN$ ,  $=N-OR'$ ,  $=NR'$ ,  $OR'$ ,  $N(R')_2$ ,  $SR'$ ,  $SO_2R'$ ,  $SO_2NR'_2$ ,  $NR'SO_2R'$ ,  $NR'CONR'_2$ ,  $NR'COOR'$ ,  $NR'COR'$ , CN,  $COOR'$ ,  $CON(R')_2$ ,  $OOCR'$ ,  $COR'$ , and  $NO_2$ , wherein each  $R'$  is independently H,  $C_1-C_6$  alkyl,  $C_2-C_6$  heteroalkyl,  $C_1-C_6$  acyl,  $C_2-C_6$  heteroacyl,  $C_6-C_{10}$  aryl,  $C_5-C_{10}$  heteroaryl,  $C_7-C_{12}$  arylalkyl, or  $C_6-C_{12}$  heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo,  $C_1-C_4$  alkyl,  $C_1-C_4$  heteroalkyl,  $C_1-C_6$  acyl,  $C_1-C_6$  heteroacyl, hydroxy, amino, and  $=O$ ; wherein two  $R'$  can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[0117] Two  $R_{10}$  groups on adjacent atoms may form a carboxylic ring, heterocyclic ring, aryl or heteroaryl, each of which may be optionally substituted and/or fused with a cyclic ring; or each  $R_{10}$  is independently  $-W$ ,  $-L-W$ ,  $-X-L-A$ ; wherein X is  $NR_6$ , O, or S; W is an optionally substituted 4-7 membered azacyclic ring, optionally containing an additional heteroatom selected from N, O and S as a ring member; L is a  $C_1-C_{10}$  alkylene,  $C_1-C_{10}$  heteroalkylene,  $C_2-C_{10}$  alkenylene or  $C_2-C_{10}$  heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo ( $=O$ ), or  $C_1-C_6$  alkyl; and A is heterocycloalkyl, heteroaryl or  $NR_4R_5$  where  $R_4$  and  $R_5$  are independently H, optionally substituted  $C_1-C_8$  alkyl,  $C_2-C_8$

heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group,

[0118] In one aspect, the present invention provides a compound of Formula XIV(A), XIV(B), XIV (C) and XIV (D):



pharmaceutically acceptable salts, esters, prodrugs, hydrates and tautomers thereof; wherein:

[0119] B<sub>1</sub> is a bond or C=O and B<sub>2</sub> is X-L-A;

[0120] L is a C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl;

[0121] A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> wherein R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[0122] X is CR<sub>6</sub>R<sub>6</sub>, NR<sub>6</sub>, O, or S; wherein R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-

C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group; or R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring;

[0123] X<sub>2</sub> is H, halogen, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which may be optionally substituted with one or more halogens, =O, or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring.

[0124] (U)<sub>n</sub> and (U)<sub>m</sub> are independently H, halogen, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which may be optionally substituted with one or more halogens, =O, or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring;

[0125] each X<sub>3</sub>, X<sub>4</sub> and X<sub>5</sub> is N or CR<sub>10</sub>;

[0126] each R<sub>10</sub> is independently an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or each R<sub>1</sub> is independently H, halo, CF<sub>3</sub>, OR<sub>2</sub>, NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>OR<sub>3</sub>, NR<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, SR<sub>2</sub>, SOR<sub>2</sub>, SO<sub>2</sub>R<sub>2</sub>, SO<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COOR<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, CN, COOR<sub>2</sub>, COOH, CONR<sub>2</sub>R<sub>3</sub>, OOCR<sub>2</sub>, COR<sub>2</sub>, or NO<sub>2</sub>;

[0127] and wherein R<sub>2</sub> and R<sub>3</sub> groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S atoms; and each R<sub>2</sub> and R<sub>3</sub> groups, and each ring formed by linking R<sub>2</sub> and R<sub>3</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

[0128] Two R<sub>10</sub> groups on adjacent atoms may form a carboxylic ring, heterocyclic ring, aryl or heteroaryl, each of which may be optionally substituted and/or fused with a cyclic ring;

[0129] or each R<sub>10</sub> is independently -W, -L-W, -X-L-A; wherein X is NR<sub>6</sub>, O, or S; W is an optionally substituted 4-7 membered azacyclic ring, optionally containing an additional heteroatom selected from N, O and S as a ring member; L is a C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl; and A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group.

[0130] Any combination of the groups described above for the various variables is contemplated herein. Throughout the specification, groups and substituents thereof are chosen by one skilled in the field to provide stable moieties and compounds.

[0131] In one aspect, described herein are pharmaceutical compositions comprising a compound described herein, or a pharmaceutically acceptable salt, or solvate thereof, and at least one pharmaceutically acceptable excipient. In some embodiments, the pharmaceutical composition is formulated for administration to a mammal by intravenous administration, subcutaneous administration, oral administration, inhalation, nasal administration, dermal administration, or ophthalmic administration. In some embodiments, the pharmaceutical composition is in the form of a tablet, a pill, a capsule, a liquid, a suspension, a gel, a dispersion, a solution, an emulsion, an ointment, or a lotion.

[0132] In one aspect, described herein is a method of treating or preventing any one of the diseases or conditions described herein comprising administering a therapeutically effective amount of a compound described herein, or a pharmaceutically acceptable salt, or solvate thereof, to a mammal in need thereof.

[0133] In another aspect, described herein is a method for treating or preventing cancer, or fibrosis, or combinations thereof in a mammal comprising administering a therapeutically effective amount of a compound described herein, or a pharmaceutically acceptable salt, or solvate thereof, to the mammal in need thereof.

[0134] In one aspect, described herein is a method for treating or preventing cancer in a mammal comprising administering a therapeutically effective amount of a compound described herein, or a pharmaceutically acceptable salt, or solvate thereof, to the mammal in need thereof. In some embodiments, the cancer is amenable to treatment with an inhibitor of POL1 transcription. In some embodiments, the method further comprises administering a second therapeutic agent to the mammal in addition to the compound described herein, or a pharmaceutically acceptable salt, or solvate thereof.

[0135] In one aspect, described herein is a method for treating or preventing an inflammatory disease in a mammal comprising administering a therapeutically effective amount of a compound described herein, or a pharmaceutically acceptable salt, or solvate thereof, to the mammal in need thereof. In some embodiments, the inflammatory disease is amenable to treatment with an inhibitor of POL1 transcription. In some embodiments, the method further comprises administering a second therapeutic agent to the mammal in addition to the compound described herein, or a pharmaceutically acceptable salt, or solvate thereof.

[0136] In one aspect, described herein is a method for treating or preventing a proliferative disorder in a mammal comprising administering a therapeutically effective amount of a compound described herein, or a pharmaceutically acceptable salt, or solvate thereof, to the mammal in need thereof. In some embodiments, the proliferative disorder is amenable to treatment with an inhibitor of POL1 transcription. In some embodiments, the method further comprises administering a second therapeutic agent to the mammal in addition to the compound described herein, or a pharmaceutically acceptable salt, or solvate thereof.

[0137] In one aspect, described herein is a method for treating or preventing a disease or disorder in a mammal comprising administering a therapeutically effective amount of a compound described herein, wherein the compound inhibits ribosome biogenesis by inhibiting POL1 transcription. In some embodiments, the method further comprises administering a second therapeutic agent to the mammal in addition to the compound described herein, or a pharmaceutically acceptable salt, or solvate thereof.

[0138] In any of the aforementioned aspects are further embodiments in which the effective amount of the compound described herein, or a pharmaceutically acceptable salt thereof, is: (a) systemically

administered to the mammal; and/or (b) administered orally to the mammal; and/or (c) intravenously administered to the mammal; and/or (d) administered by inhalation; and/or (e) administered by nasal administration; or and/or (f) administered by injection to the mammal; and/or (g) administered topically to the mammal; and/or (h) administered by ophthalmic administration; and/or (i) administered rectally to the mammal; and/or (j) administered non-systemically or locally to the mammal.

[0139] In any of the aforementioned aspects are further embodiments comprising single administrations of the effective amount of the compound, including further embodiments in which the compound is administered once a day to the mammal or the compound is administered to the mammal multiple times over the span of one day. In some embodiments, the compound is administered on a continuous dosing schedule. In some embodiments, the compound is administered on a continuous daily dosing schedule.

[0140] In any of the aforementioned aspects involving the treatment of POL1 transcription related diseases or conditions are further embodiments comprising administering at least one additional agent in addition to the administration of a compound described herein, or a pharmaceutically acceptable salt thereof. In various embodiments, each agent is administered in any order, including simultaneously.

[0141] In any of the embodiments disclosed herein, the mammal is a human.

[0142] In some embodiments, compounds provided herein are administered to a human.

[0143] In some embodiments, compounds provided herein are orally administered.

[0144] Articles of manufacture, which include packaging material, a compound described herein, or a pharmaceutically acceptable salt thereof, within the packaging material, and a label that indicates that the compound or composition, or pharmaceutically acceptable salt, tautomers, pharmaceutically acceptable N-oxide, pharmaceutically active metabolite, pharmaceutically acceptable prodrug, or pharmaceutically acceptable solvate thereof, is used for inhibiting ribosome biogenesis by inhibiting POL1 transcription, or for the treatment, prevention or amelioration of one or more symptoms of a disease or condition that would benefit from inhibition of POL1 transcription, are provided.

[0145] In one aspect, compounds described herein are in the form of pharmaceutically acceptable salts. As well, active metabolites of these compounds having the same type of activity are included

in the scope of the present disclosure. In addition, the compounds described herein can exist in unsolvated as well as solvated forms with pharmaceutically acceptable solvents such as water, ethanol, and the like. The solvated forms of the compounds presented herein are also considered to be disclosed herein.

[0146] “Pharmaceutically acceptable,” as used herein, refers a material, such as a carrier or diluent, which does not abrogate the biological activity or properties of the compound, and is relatively nontoxic, *i.e.*, the material is administered to an individual without causing undesirable biological effects or interacting in a deleterious manner with any of the components of the composition in which it is contained.

[0147] The term “pharmaceutically acceptable salt” refers to a form of a therapeutically active agent that consists of a cationic form of the therapeutically active agent in combination with a suitable anion, or in alternative embodiments, an anionic form of the therapeutically active agent in combination with a suitable cation. *Handbook of Pharmaceutical Salts: Properties, Selection and Use*. International Union of Pure and Applied Chemistry, Wiley-VCH 2002. S.M. Berge, L.D. Bighley, D.C. Monkhouse, *J. Pharm. Sci.* 1977, 66, 1-19. P. H. Stahl and C. G. Wermuth, editors, *Handbook of Pharmaceutical Salts: Properties, Selection and Use*, Weinheim/Zürich: Wiley-VCH/VHCA, 2002. Pharmaceutical salts typically are more soluble and more rapidly soluble in stomach and intestinal juices than non-ionic species and so are useful in solid dosage forms. Furthermore, because their solubility often is a function of pH, selective dissolution in one or another part of the digestive tract is possible and this capability can be manipulated as one aspect of delayed and sustained release behaviors. Also, because the salt-forming molecule can be in equilibrium with a neutral form, passage through biological membranes can be adjusted.

[0148] In some embodiments, pharmaceutically acceptable salts are obtained by reacting a compound described herein with an acid. In some embodiments, the compound described herein (*i.e.* free base form) is basic and is reacted with an organic acid or an inorganic acid. Inorganic acids include, but are not limited to, hydrochloric acid, hydrobromic acid, sulfuric acid, phosphoric acid, nitric acid, and metaphosphoric acid. Organic acids include, but are not limited to, 1-hydroxy-2-naphthoic acid; 2,2-dichloroacetic acid; 2-hydroxyethanesulfonic acid; 2-oxoglutaric acid; 4-acetamidobenzoic acid; 4-aminosalicylic acid; acetic acid; adipic acid; ascorbic acid (L); aspartic

acid (L); benzenesulfonic acid; benzoic acid; camphoric acid (+); camphor-10-sulfonic acid (+); capric acid (decanoic acid); caproic acid (hexanoic acid); caprylic acid (octanoic acid); carbonic acid; cinnamic acid; citric acid; cyclamic acid; dodecylsulfuric acid; ethane-1,2-disulfonic acid; ethanesulfonic acid; formic acid; fumaric acid; galactaric acid; gentisic acid; glucoheptonic acid (D); gluconic acid (D); glucuronic acid (D); glutamic acid; glutaric acid; glycerophosphoric acid; glycolic acid; hippuric acid; isobutyric acid; lactic acid (DL); lactobionic acid; lauric acid; maleic acid; malic acid (- L); malonic acid; mandelic acid (DL); methanesulfonic acid; naphthalene-1,5-disulfonic acid; naphthalene-2-sulfonic acid; nicotinic acid; oleic acid; oxalic acid; palmitic acid; pamoic acid; phosphoric acid; propionic acid; pyroglutamic acid (- L); salicylic acid; sebacic acid; stearic acid; succinic acid; sulfuric acid; tartaric acid (+ L); thiocyanic acid; toluenesulfonic acid (p); and undecylenic acid.

[0149] In some embodiments, a compound described herein is prepared as a chloride salt, sulfate salt, bromide salt, mesylate salt, maleate salt, citrate salt or phosphate salt. In some embodiments, a compound described herein is prepared as a hydrochloride salt.

[0150] In some embodiments, pharmaceutically acceptable salts are obtained by reacting a compound described herein with a base. In some embodiments, the compound described herein is acidic and is reacted with a base. In such situations, an acidic proton of the compound described herein is replaced by a metal ion, e.g., lithium, sodium, potassium, magnesium, calcium, or an aluminum ion. In some cases, compounds described herein coordinate with an organic base, such as, but not limited to, ethanolamine, diethanolamine, triethanolamine, tromethamine, meglumine, N-methylglucamine, dicyclohexylamine, tris(hydroxymethyl)methylamine. In other cases, compounds described herein form salts with amino acids such as, but not limited to, arginine, lysine, and the like. Acceptable inorganic bases used to form salts with compounds that include an acidic proton, include, but are not limited to, aluminum hydroxide, calcium hydroxide, potassium hydroxide, sodium carbonate, potassium carbonate, sodium hydroxide, lithium hydroxide, and the like. In some embodiments, the compounds provided herein are prepared as a sodium salt, calcium salt, potassium salt, magnesium salt, meglumine salt, N-methylglucamine salt or ammonium salt. In some embodiments, the compounds provided herein are prepared as a sodium salt.

[0151] It should be understood that a reference to a pharmaceutically acceptable salt includes the solvent addition forms. In some embodiments, solvates contain either stoichiometric or non-stoichiometric amounts of a solvent, and are formed during the process of crystallization with pharmaceutically acceptable solvents such as water, ethanol, and the like. Hydrates are formed when the solvent is water, or alcoholates are formed when the solvent is alcohol. Solvates of compounds described herein are conveniently prepared or formed during the processes described herein. In addition, the compounds provided herein optionally exist in unsolvated as well as solvated forms.

[0152] The methods and formulations described herein include the use of *N*-oxides (if appropriate), crystalline forms (also known as polymorphs), or pharmaceutically acceptable salts of compounds described herein, as well as active metabolites of these compounds having the same type of activity.

[0153] In some embodiments, sites on the organic radicals (e.g. alkyl groups, aromatic rings) of compounds described herein are susceptible to various metabolic reactions. Incorporation of appropriate substituents on the organic radicals will reduce, minimize or eliminate this metabolic pathway. In specific embodiments, the appropriate substituent to decrease or eliminate the susceptibility of the aromatic ring to metabolic reactions is, by way of example only, a halogen, deuterium, an alkyl group, a haloalkyl group, or a deuteroalkyl group.

[0154] In another embodiment, the compounds described herein are labeled isotopically (e.g. with a radioisotope) or by another other means, including, but not limited to, the use of chromophores or fluorescent moieties, bioluminescent labels, or chemiluminescent labels.

[0155] Compounds described herein include isotopically-labeled compounds, which are identical to those recited in the various formulae and structures presented herein, but for the fact that one or more atoms are replaced by an atom having an atomic mass or mass number different from the atomic mass or mass number usually found in nature. Examples of isotopes that can be incorporated into the present compounds include isotopes of hydrogen, carbon, nitrogen, oxygen, fluorine and chlorine, such as, for example, <sup>2</sup>H, <sup>3</sup>H, <sup>13</sup>C, <sup>14</sup>C, <sup>15</sup>N, <sup>18</sup>O, <sup>17</sup>O, <sup>35</sup>S, <sup>18</sup>F, <sup>36</sup>Cl. In one aspect, isotopically-labeled compounds described herein, for example those into which radioactive isotopes such as <sup>3</sup>H and <sup>14</sup>C are incorporated, are useful in drug and/or substrate tissue distribution assays. In one aspect, substitution with isotopes such as deuterium affords certain therapeutic advantages

resulting from greater metabolic stability, such as, for example, increased *in vivo* half-life or reduced dosage requirements.

[0156] In some embodiments, the compounds described herein possess one or more stereocenters and each stereocenter exists independently in either the R or S configuration. The compounds presented herein include all diastereomeric, enantiomeric, atropisomers, and epimeric forms as well as the appropriate mixtures thereof. The compounds and methods provided herein include all cis, trans, syn, anti, entgegen (E), and zusammen (Z) isomers as well as the appropriate mixtures thereof.

[0157] Individual stereoisomers are obtained, if desired, by methods such as, stereoselective synthesis and/or the separation of stereoisomers by chiral chromatographic columns. In certain embodiments, compounds described herein are prepared as their individual stereoisomers by reacting a racemic mixture of the compound with an optically active resolving agent to form a pair of diastereomeric compounds/salts, separating the diastereomers and recovering the optically pure enantiomers. In some embodiments, resolution of enantiomers is carried out using covalent diastereomeric derivatives of the compounds described herein. In another embodiment, diastereomers are separated by separation/resolution techniques based upon differences in solubility. In other embodiments, separation of stereoisomers is performed by chromatography or by the forming diastereomeric salts and separation by recrystallization, or chromatography, or any combination thereof. Jean Jacques, Andre Collet, Samuel H. Wilen, "Enantiomers, Racemates and Resolutions", John Wiley And Sons, Inc., 1981. In some embodiments, stereoisomers are obtained by stereoselective synthesis.

[0158] In some embodiments, compounds described herein are prepared as prodrugs. A "prodrug" refers to an agent that is converted into the parent drug *in vivo*. Prodrugs are often useful because, in some situations, they are easier to administer than the parent drug. They are, for instance, bioavailable by oral administration whereas the parent is not. Further or alternatively, the prodrug also has improved solubility in pharmaceutical compositions over the parent drug. In some embodiments, the design of a prodrug increases the effective water solubility. An example, without limitation, of a prodrug is a compound described herein, which is administered as an ester (the "prodrug") but then is metabolically hydrolyzed to provide the active entity. A further example of a prodrug is a short peptide (polyaminoacid) bonded to an acid group where the peptide is metabolized

to reveal the active moiety. In certain embodiments, upon *in vivo* administration, a prodrug is chemically converted to the biologically, pharmaceutically or therapeutically active form of the compound. In certain embodiments, a prodrug is enzymatically metabolized by one or more steps or processes to the biologically, pharmaceutically or therapeutically active form of the compound.

[0159] Prodrugs of the compounds described herein include, but are not limited to, esters, ethers, carbonates, thiocarbonates, N-acyl derivatives, N-acyloxyalkyl derivatives, quaternary derivatives of tertiary amines, N-Mannich bases, Schiff bases, amino acid conjugates, phosphate esters, and sulfonate esters. For example, *see* Design of Prodrugs, Bundgaard, A. Ed., Elseview, 1985 and Method in Enzymology, Widder, K. *et al.*, Ed.; Academic, 1985, vol. 42, p. 309-396; Bundgaard, H. "Design and Application of Prodrugs" in A Textbook of Drug Design and Development, Krosgaard-Larsen and H. Bundgaard, Ed., 1991, Chapter 5, p. 113-191; and Bundgaard, H., Advanced Drug Delivery Review, 1992, 8, 1-38, each of which is incorporated herein by reference.

[0160] In some embodiments, a hydroxyl group in the compounds disclosed herein is used to form a prodrug, wherein the hydroxyl group is incorporated into an acyloxyalkyl ester, alkoxy carbonyloxyalkyl ester, alkyl ester, aryl ester, phosphate ester, sugar ester, ether, and the like. In some embodiments, a hydroxyl group in the compounds disclosed herein is a prodrug wherein the hydroxyl is then metabolized *in vivo* to provide a carboxylic acid group. In some embodiments, a carboxyl group is used to provide an ester or amide (*i.e.* the prodrug), which is then metabolized *in vivo* to provide a carboxylic acid group. In some embodiments, compounds described herein are prepared as alkyl ester prodrugs.

[0161] Prodrug forms of the herein described compounds, wherein the prodrug is metabolized *in vivo* to produce a compound described herein as set forth herein are included within the scope of the claims. In some cases, some of the herein-described compounds are a prodrug for another derivative or active compound.

[0162] In additional or further embodiments, the compounds described herein are metabolized upon administration to an organism in need to produce a metabolite that is then used to produce a desired effect, including a desired therapeutic effect.

[0163] A "metabolite" of a compound disclosed herein is a derivative of that compound that is formed when the compound is metabolized. The term "active metabolite" refers to a biologically

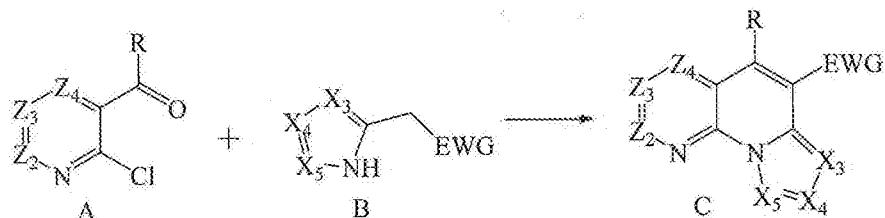
active derivative of a compound that is formed when the compound is metabolized. The term “metabolized,” as used herein, refers to the sum of the processes (including, but not limited to, hydrolysis reactions and reactions catalyzed by enzymes) by which a particular substance is changed by an organism. Thus, enzymes may produce specific structural alterations to a compound. For example, cytochrome P450 catalyzes a variety of oxidative and reductive reactions while uridine diphosphate glucuronyltransferases catalyze the transfer of an activated glucuronic-acid molecule to aromatic alcohols, aliphatic alcohols, carboxylic acids, amines and free sulphydryl groups. Metabolites of the compounds disclosed herein are optionally identified either by administration of compounds to a host and analysis of tissue samples from the host, or by incubation of compounds with hepatic cells in vitro and analysis of the resulting compounds.

### Synthesis of Compounds

[0164] Compounds described herein are synthesized using standard synthetic techniques or using methods known in the art in combination with method described herein.

[0165] General synthetic method for preparing intermediates and compounds described herein is shown in Exemplary Scheme 1.

**Exemplary Scheme 1**



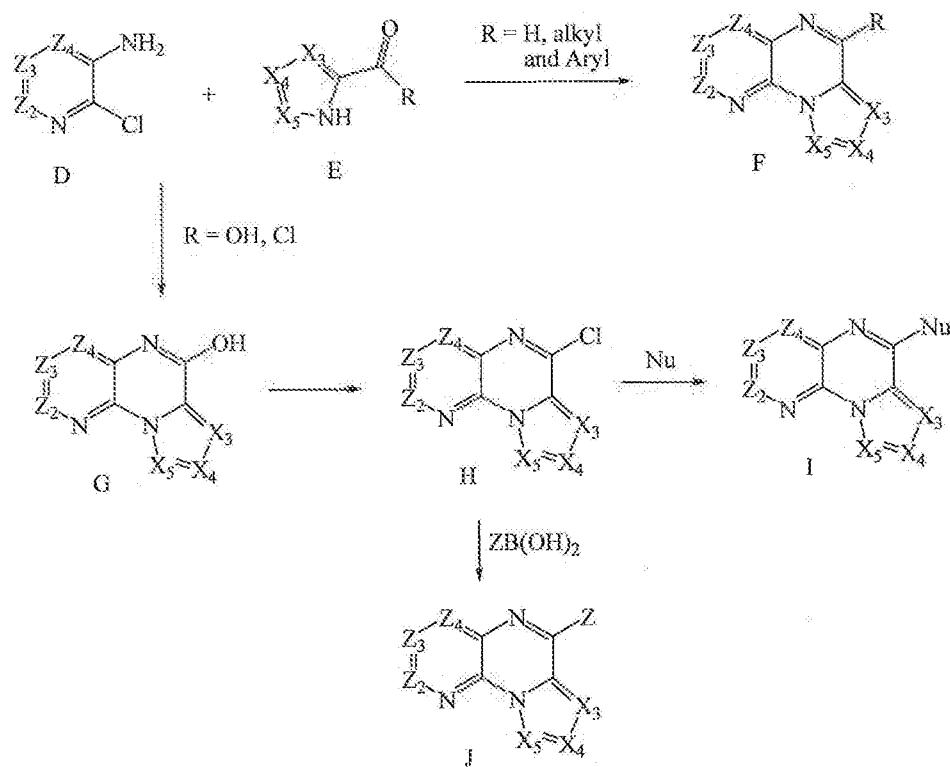
[0166] Compounds of formula C are formed by reacting compounds of formula A with compound of formula B under known condensation conditions (See, e.g., *Eur. J. Org. Chem.*, 2004, 546-551, *J. Org. Chem.*, 2006, 71, 5440-5447, *Synthesis*, 2003, 555-559, *Eur. J. Org. Chem.*, 2006, 3767-3770, *Org. Lett.*, 2013, 15, 1854-1857, *J. Org. Chem.*, 2007, 72, 9854-9856, *Synlett*, 2011, 1723-1726, *Org. Lett.*, 2013, 15, 4564-4567, *Eur. J. Org. Chem.*, 2006, 3767-3770).

[0167] In certain instances the reaction of compounds A and compounds B lead in one step to compounds C. In other instances two steps are needed to form compounds C from compounds A

and B. First step is the formation of the condensation products followed by nucleophilic reaction under appropriate conditions.

[0168] Another general synthetic method for preparing starting materials described herein is shown in Exemplary Scheme 2.

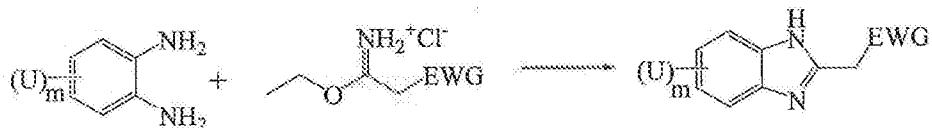
Exemplary Scheme 2



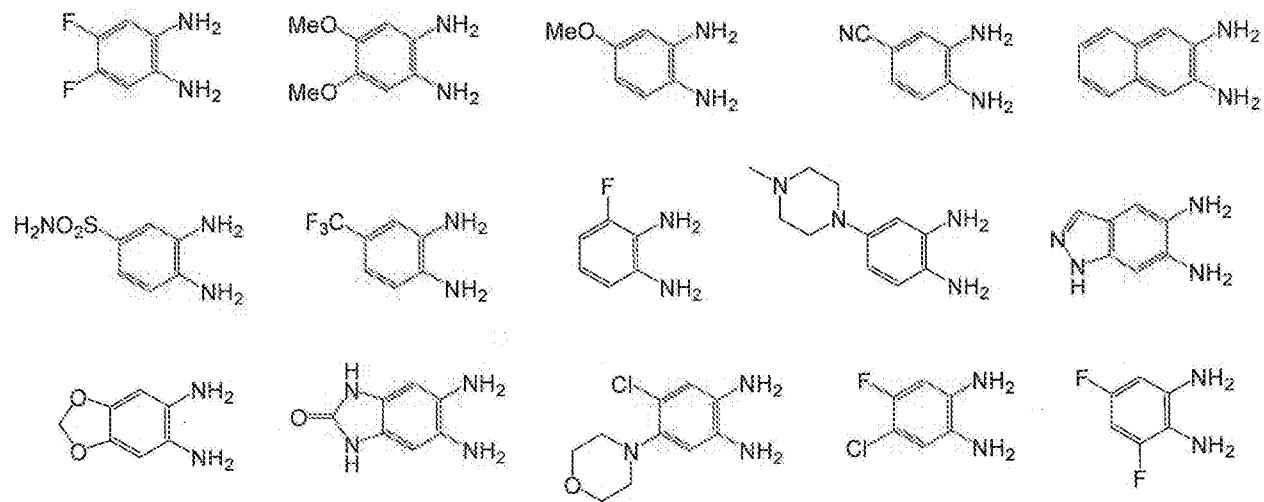
[0169] Reductive amination reaction between Compounds of Formula D and Compounds of Formula E followed by nucleophilic substitution of the chloro group leads to Compounds of Formula F. On the other hand, formation of amide from Compounds of Formula D and Compounds of Formula E, followed by nucleophilic substitution of the chloro group leads to compounds of Formula G. The reaction of Compounds of Formula G using chlorinating reagents such as  $\text{POCl}_3$  under appropriate conditions give Compounds of Formula H. Compounds of Formula H form via nucleophilic substitutions Compounds of Formula I or via carbon-carbon bond formation using known methods such as Suzuki coupling reaction Compounds of Formula J.

[0170] General synthetic method for preparing starting materials described herein is shown in Exemplary Scheme 3.

Exemplary Scheme 3



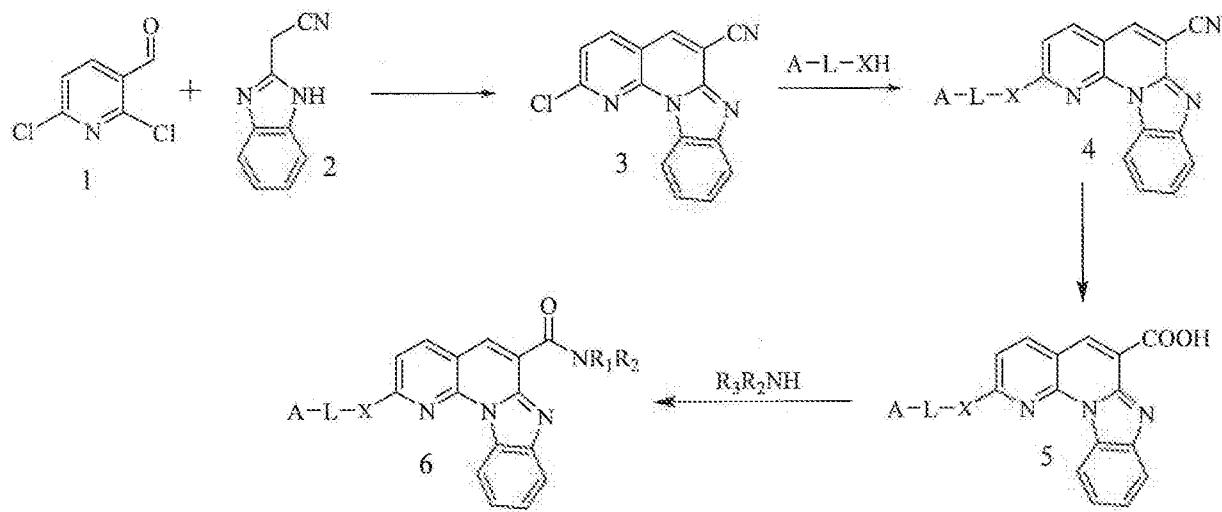
[0171] Exemplary starting materials useful in Exemplary Scheme 3 include:



[0172] As used herein, “EWG” refers to an electron withdrawing group. As understood in the art, an electron withdrawing group is an atom or group that draws electron density from neighboring atoms towards itself, usually by resonance or inductive effects.

[0173] In some embodiments, the preparation of the compounds described herein is made with the sequence of steps shown in Exemplary Scheme 4.

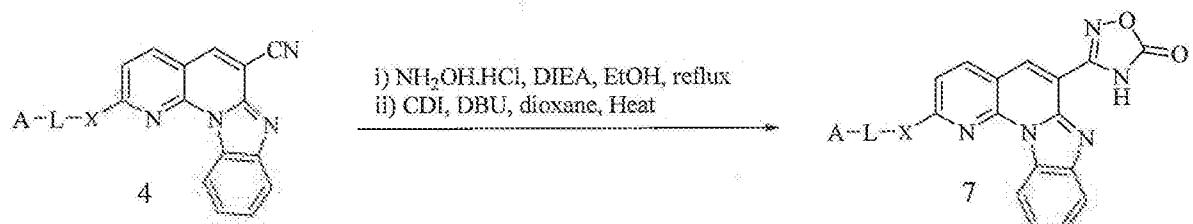
## Exemplary Scheme 4



[0174] Compound 3 is prepared from the reaction of Reagents 1 and Reagent 2 using knoevenagel condensation. Compound 4 is prepared by reacting Compound 3 with reagent A-L-XH. The formation Compounds of Formula 5 from Compounds of Formula 4 is known in the art. Compounds of Formula 6 are prepared by the coupling reaction of acid 5 and amines.

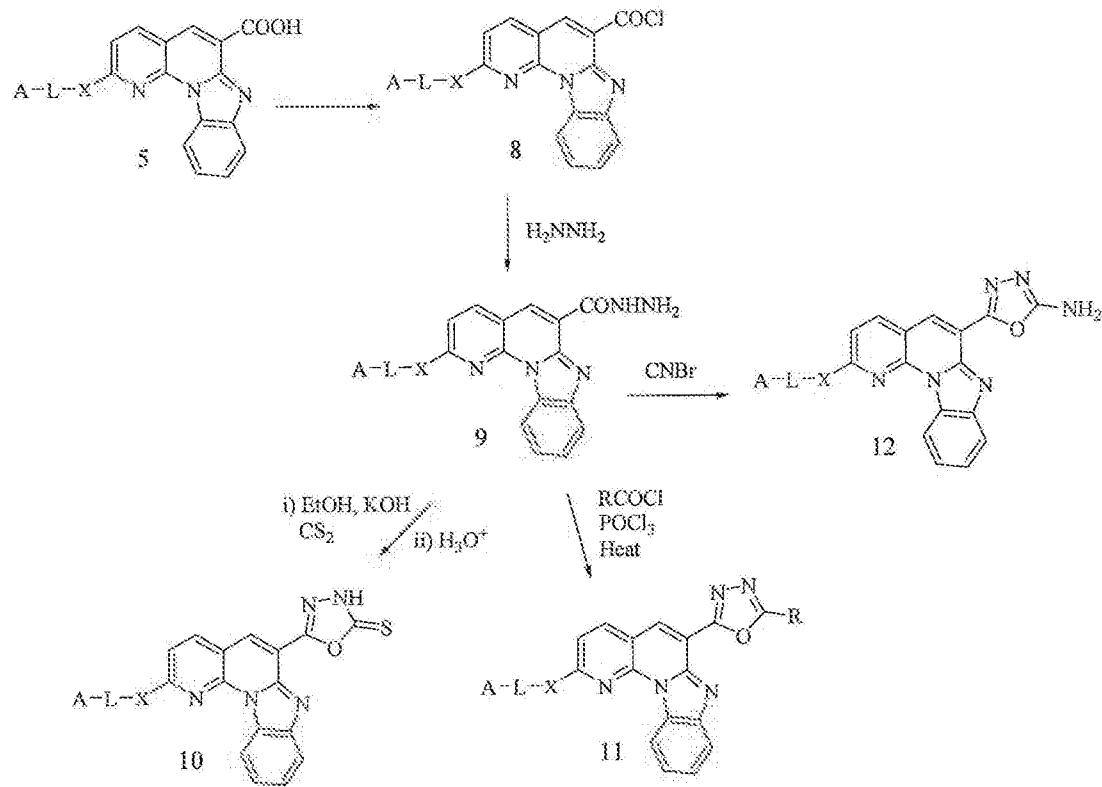
[0175] In some embodiments, the preparation of the compounds is made with the sequence of steps shown in Exemplary Scheme 5.

## Exemplary Scheme 5



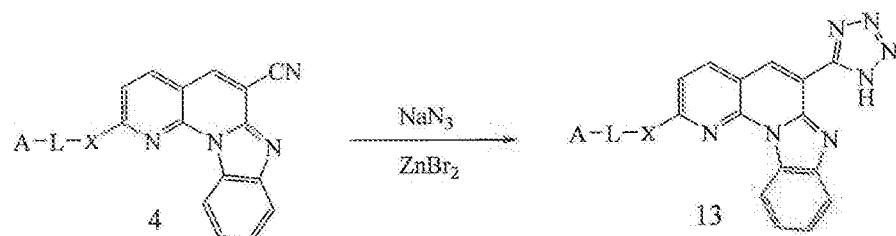
[0176] In some embodiments, the preparation of the compounds is made with the sequence of steps shown in Exemplary Scheme 6.

## Exemplary Scheme 6



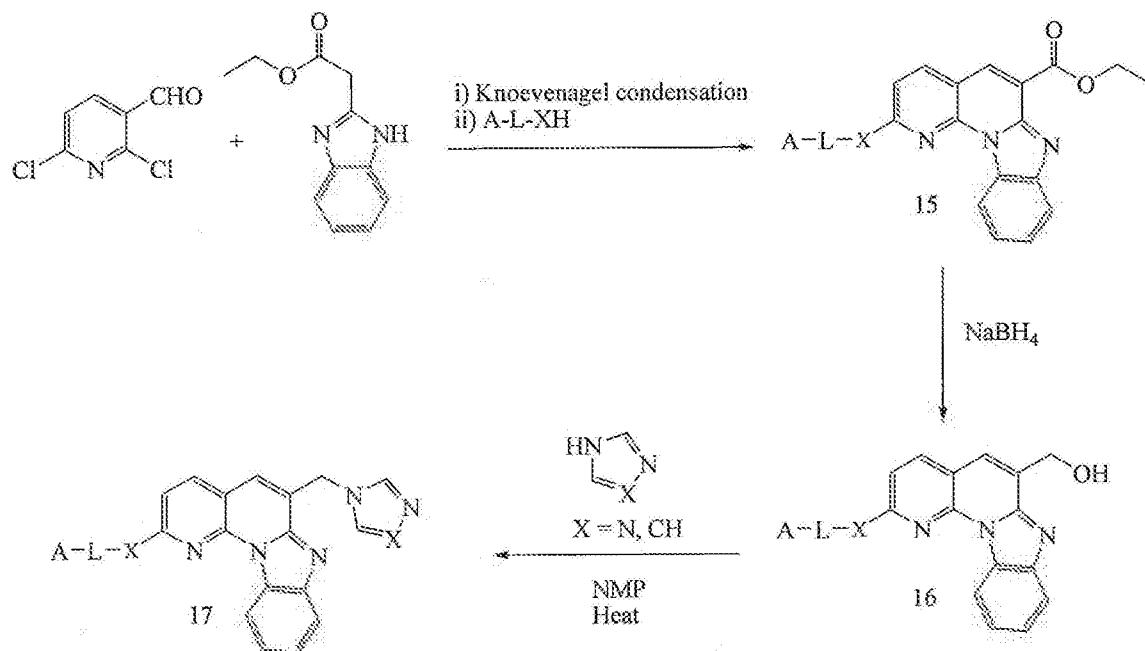
[0177] In some embodiments, the preparation of the compounds is made with the sequence of steps shown in Exemplary Scheme 7.

## Exemplary Scheme 7



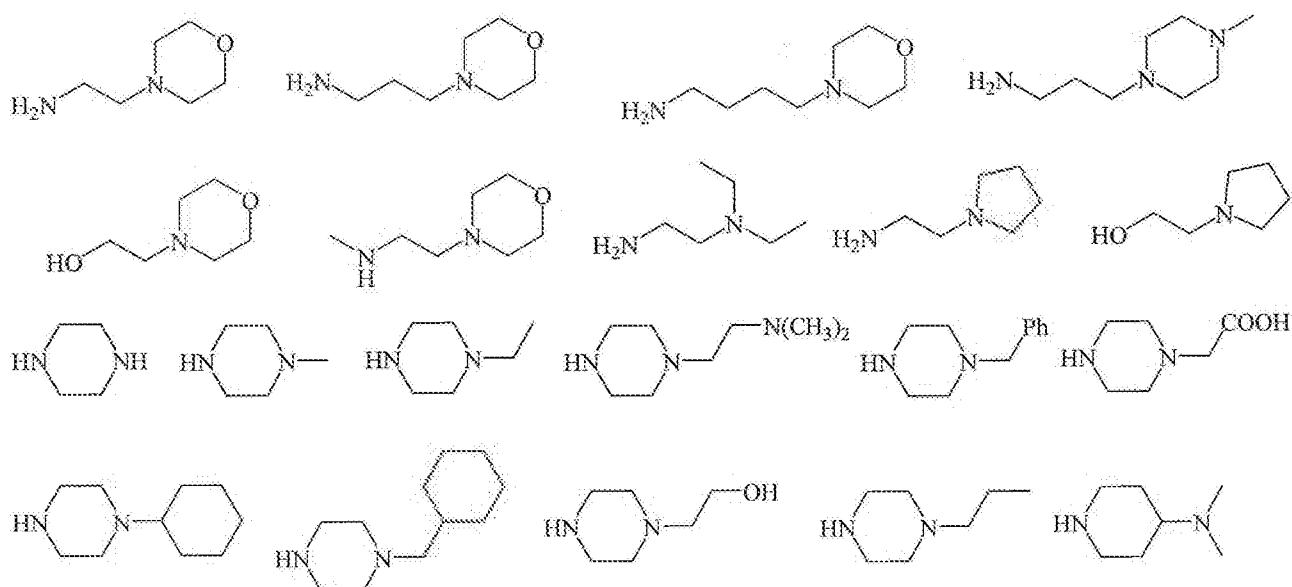
[0178] In some embodiments, the preparation of the compounds is made with the sequence of steps shown in Exemplary Scheme 8.

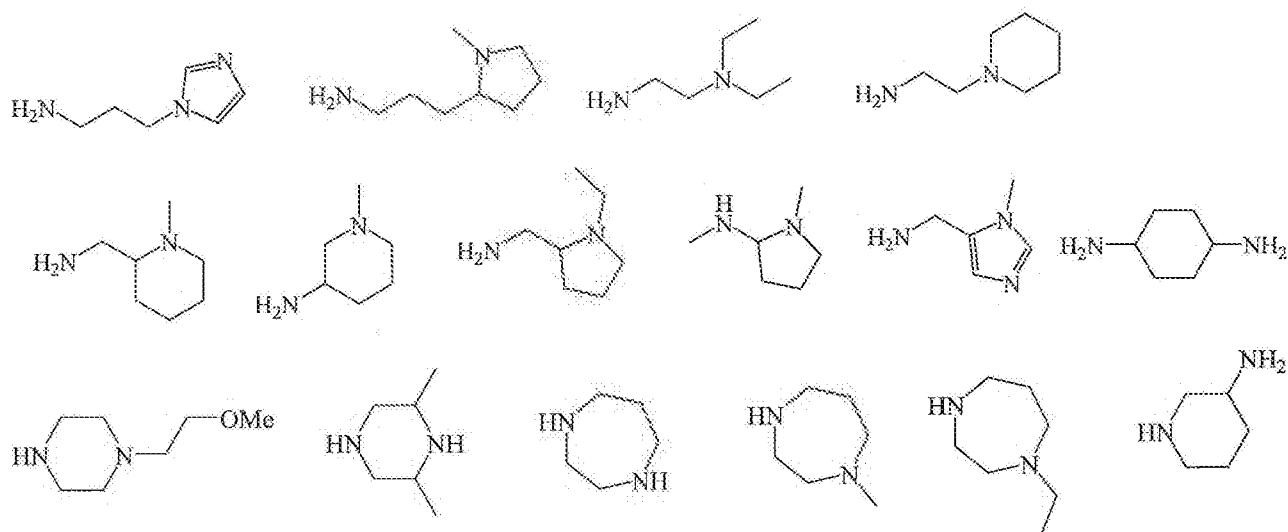
## Exemplary Scheme 8



[0179] Non-limiting specific examples of A-L-XH in the compounds described herein are illustrated in Figure 1.

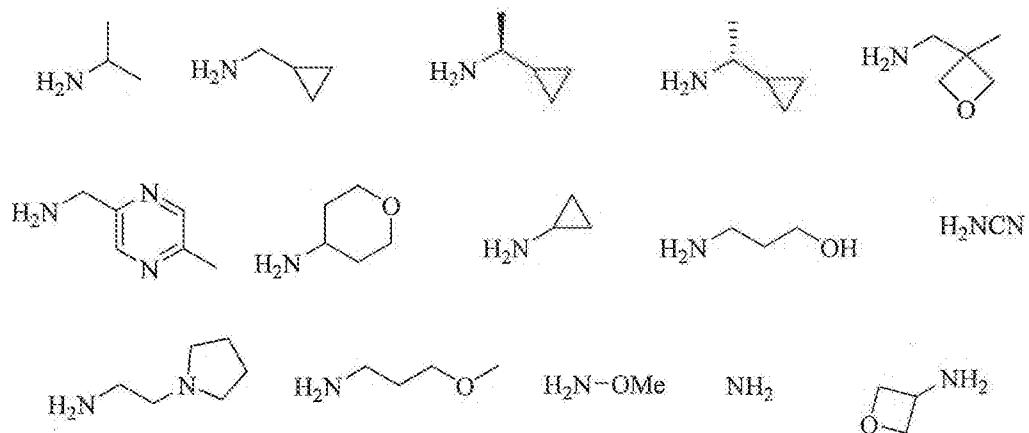
Figure 1





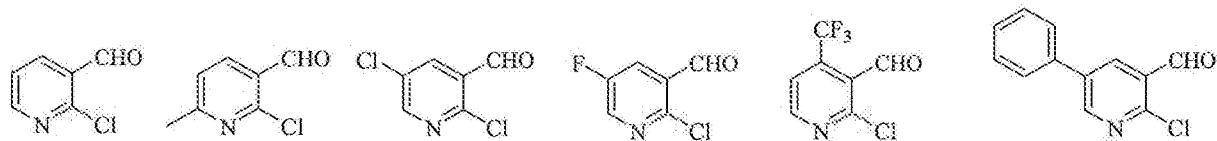
[0180] Non-limiting specific examples of  $R_3R_2NH$  in the compounds described herein are illustrated in Figure 2.

Figure 2



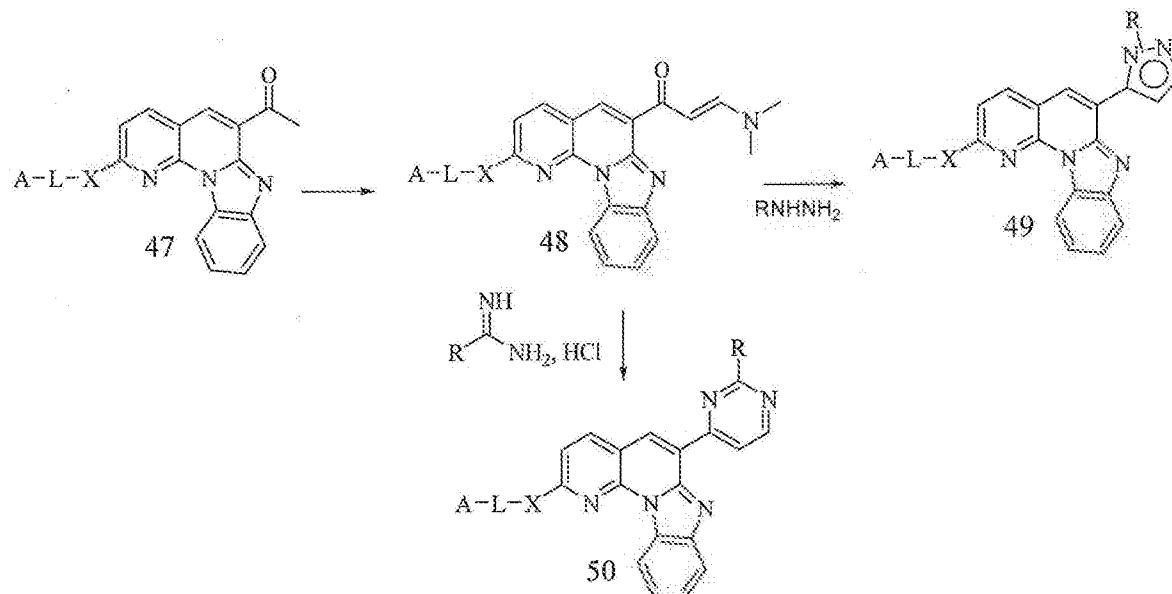
[0181] Figure 3 provides non-limiting representative examples of substituted chloropyridinecarboxaldehyde.

Figure 3

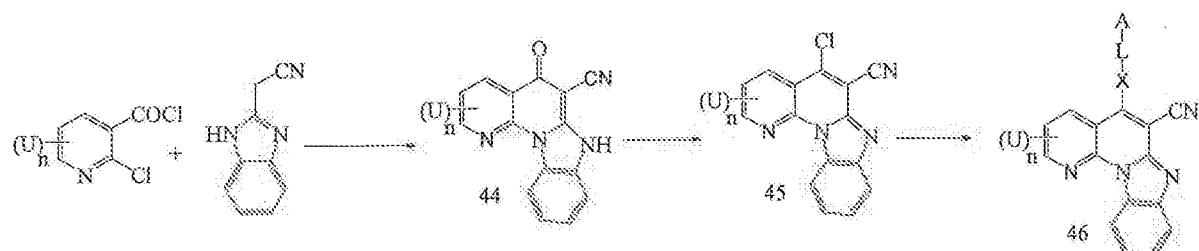


[0182] Compounds described herein are also prepared according to Exemplary Scheme 9.

Exemplary Scheme 9



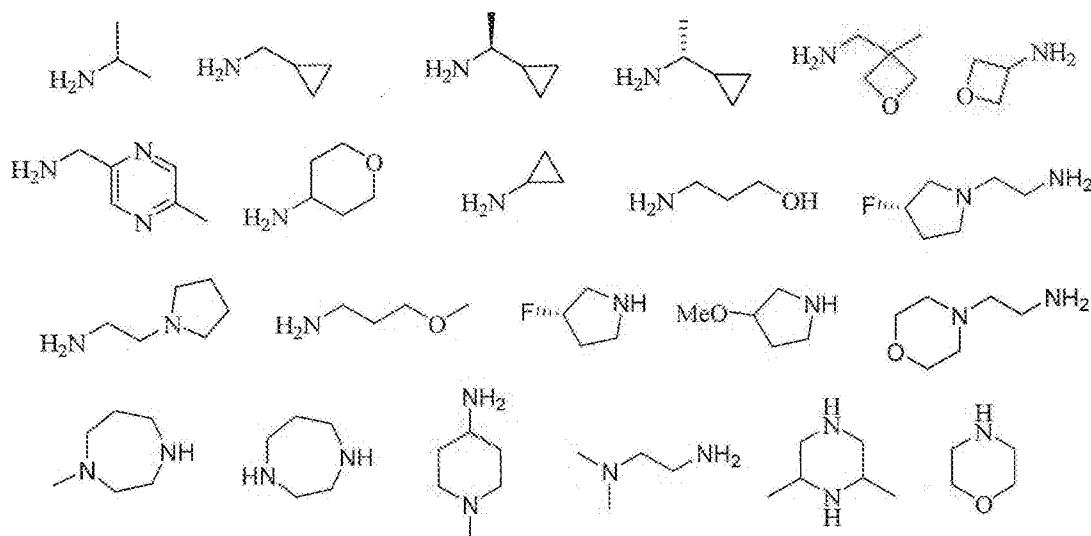
[0183] Compounds of Formula 47 can be prepared as follows:



[0184] Compound 44 is prepared according to U.S. Patent No. 7,816,524, which is hereby incorporated by reference. The chlorination of Compounds of Formula 44 using chlorinating agent such as POCl<sub>3</sub> leads to Compounds of Formula 45. Compounds of Formula 45 undergo nucleophilic substitution with HX-L-A (as defined above) to yield Compounds of Formula 46. Compounds of Formula 47 reacts with *N,N*-Dimethylformamide dimethyl acetal to give Compounds of Formula 48. Compounds of Formula 48 react with substituted hydrazine or substituted amidine to yield Compounds of Formula 49 and Compounds of Formula 50, respectively.

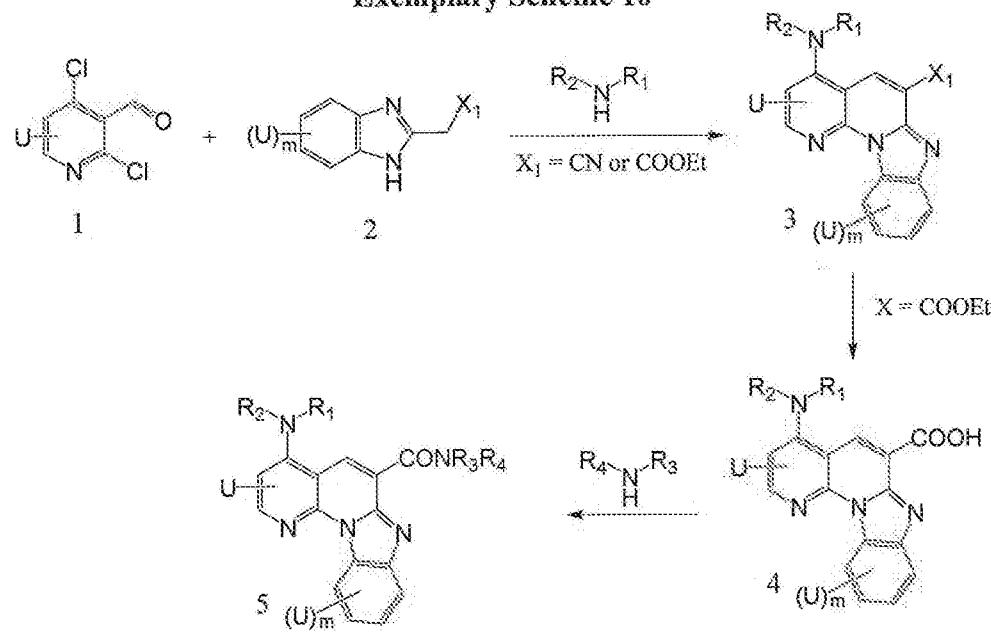
[0185] Figure 4 provides non-limiting representative examples of  $R_2R_1NH$ .

Figure 4



[0186] Compounds described herein are also prepared according to Exemplary Scheme 10.

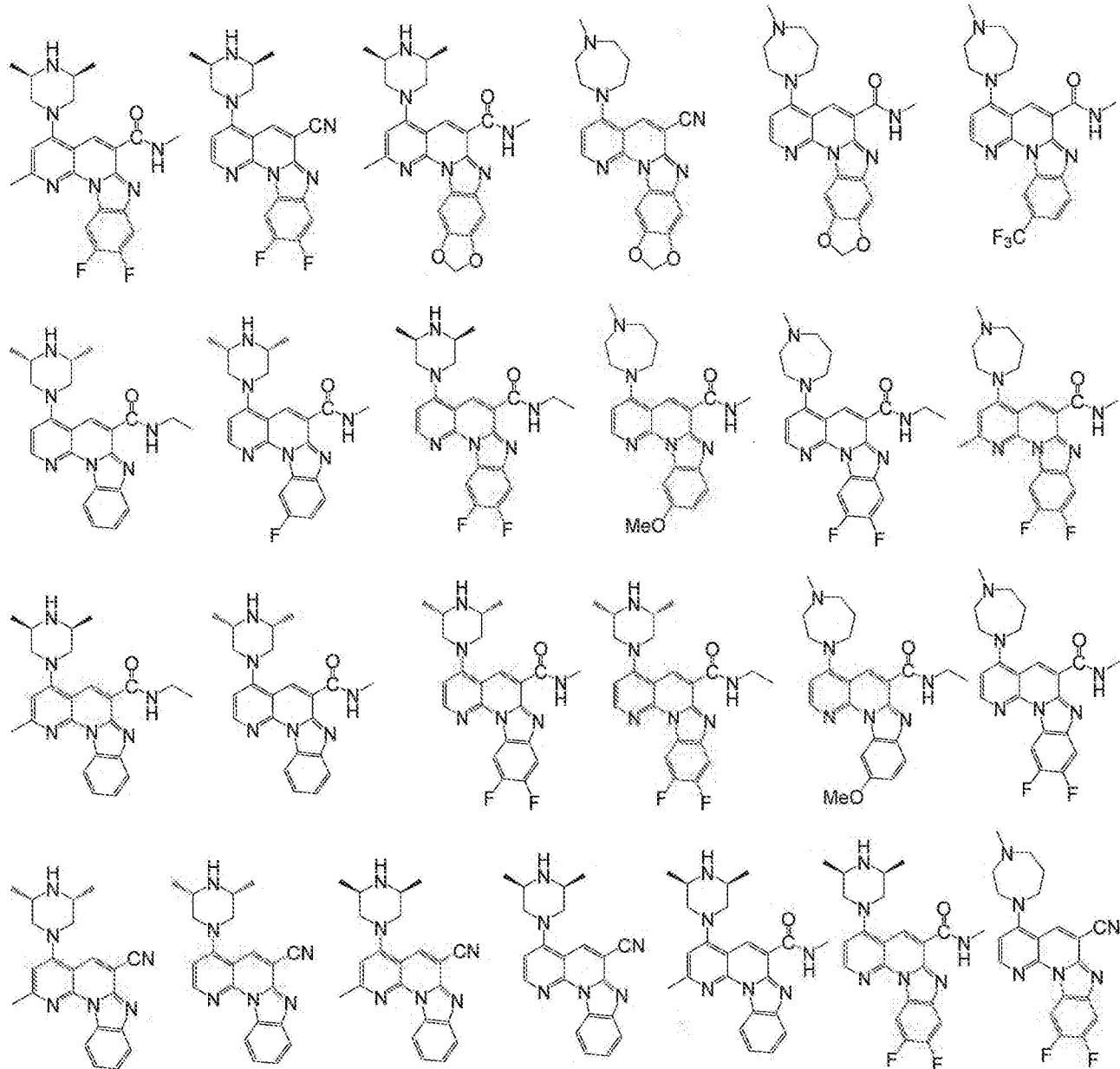
### Exemplary Scheme 10

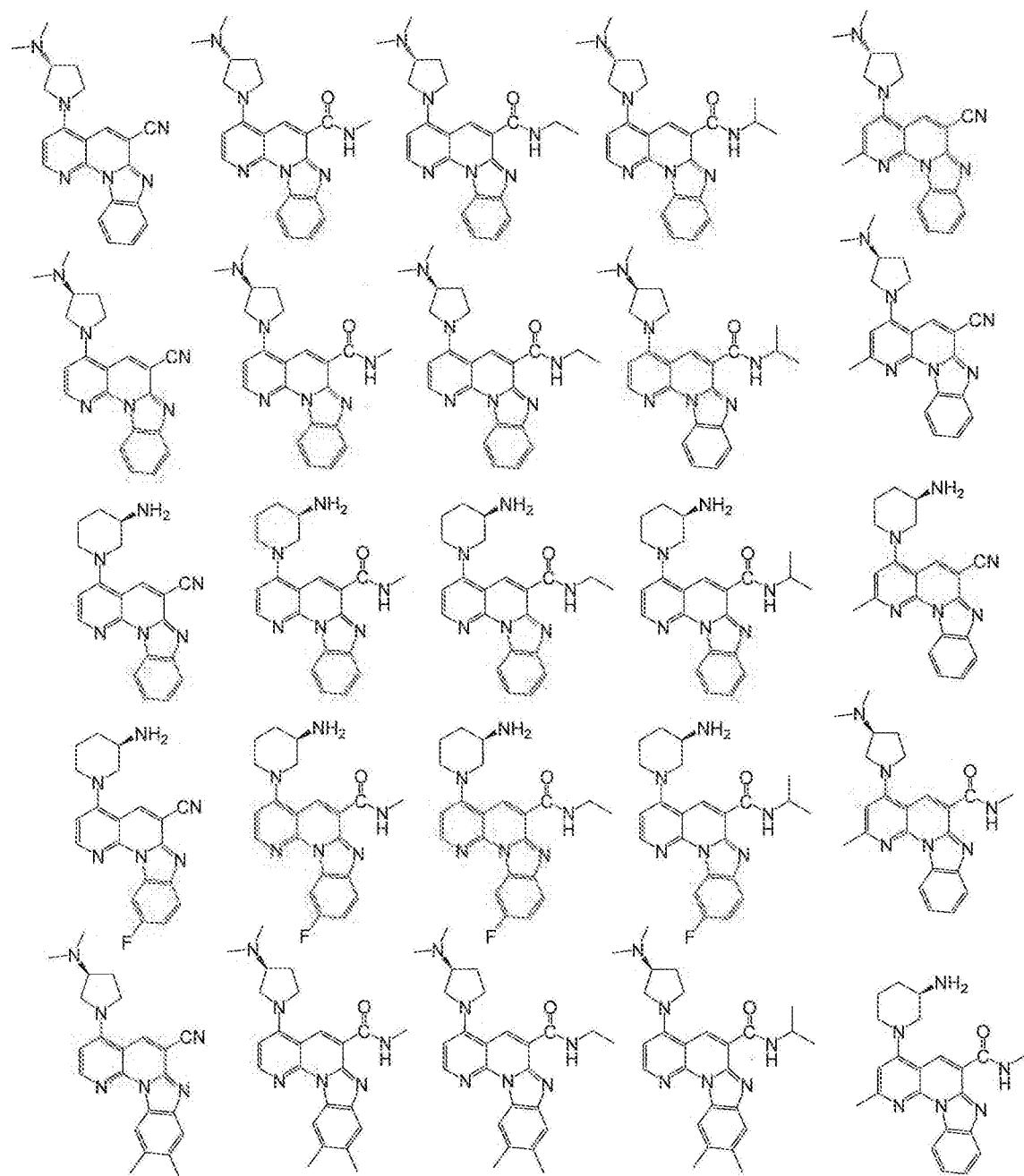


[0187] Compounds of Formula 3 are prepared from the reaction of Reagents 1 and Reagent 2 in appropriate solvent and appropriate temperature in the presence of an amine. The acid of Formula 4 can be prepared from hydrolysis of Compounds of Formula 3 (X = COOEt) and subsequent amide

coupling leads to Compounds of Formula 5.

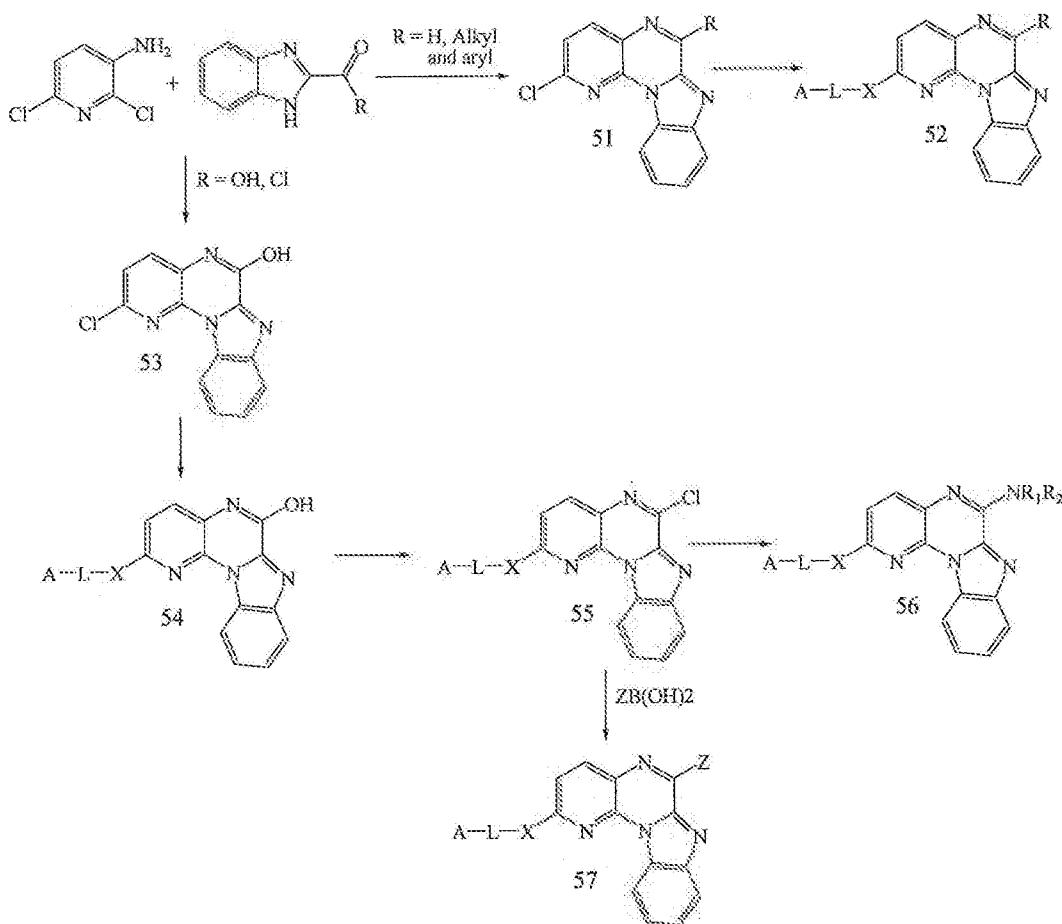
[0188] Non-limiting specific examples that can be prepared by the method set forth in Exemplary Scheme 10 include:





[0189] Compounds described herein are also prepared according to Exemplary Scheme 11.

Exemplary Scheme 11



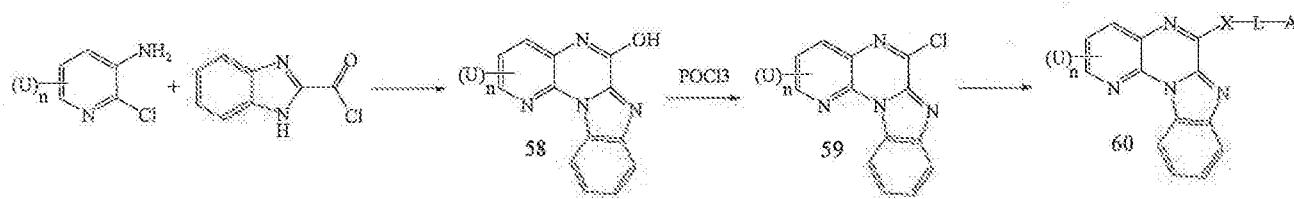
[0190] The reductive amination of aldehyde or ketone reagents by 3-amino-2,6-dichloropyridine, followed by formation of a 6-membred ring by nucleophilic attack on 2-chloro give Compounds of Formula 51. Nucleophilic attack by A-L-XH (as defined above) leads to Compounds of Formula 52. The amide formation from the reaction of 3-amino-2,6-dichloropyridine with acid or acid chloride derivative, and subsequent cyclization as described for Compounds of Formula 51 give Compounds of Formula 53.

[0191] Nucleophilic attack by A-L-XH (as defined above) leads to Compounds of Formula 54. The chlorination of Compounds of Formula 54 using chlorinating agent such as  $\text{POCl}_3$  leads to Compounds of Formula 55. Compounds of Formula 55 undergo nucleophilic substitution with

amines ( $R_1R_2NH$  as defined in figure 5) to yield Compounds of Formula 56 or C-C bond formation reaction such as Suzuki coupling to yield Compounds of Formula 57.

[0192] Compounds described herein are also prepared according to Scheme 12.

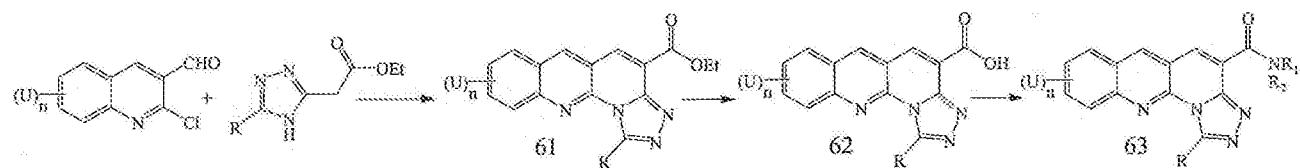
**Exemplary Scheme 12**



[0193] Compounds of Formula 59 are prepared as described above. Nucleophilic attack by A-L-XH (as defined in above) leads to Compounds of Formula 60.

[0194] Compounds described herein are also prepared according to Scheme 13.

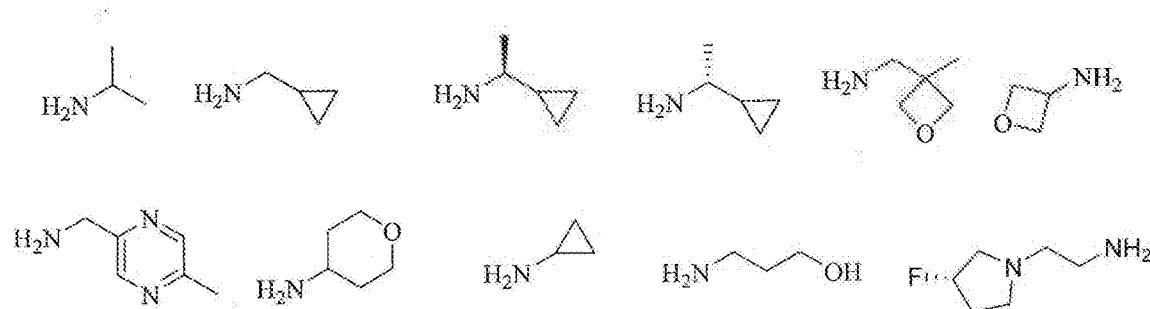
**Exemplary Scheme 13**

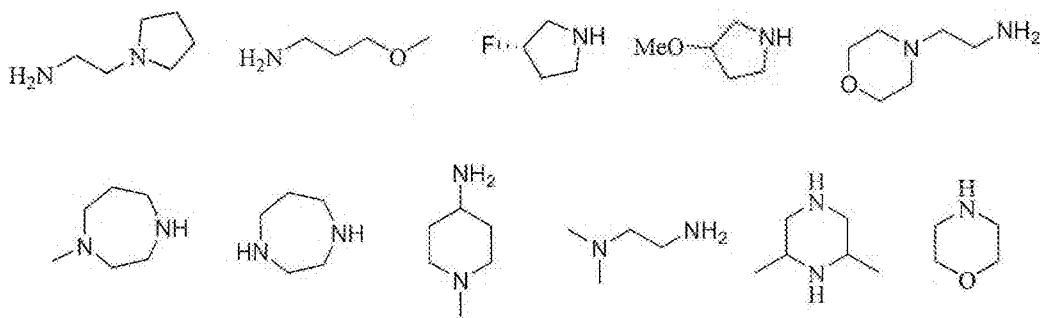


[0195] Compounds of Formula 63 are prepared as described above.

[0196] Figure 5 provides non-limiting representative examples of  $R_2R_1NH$  used in the methods described herein.

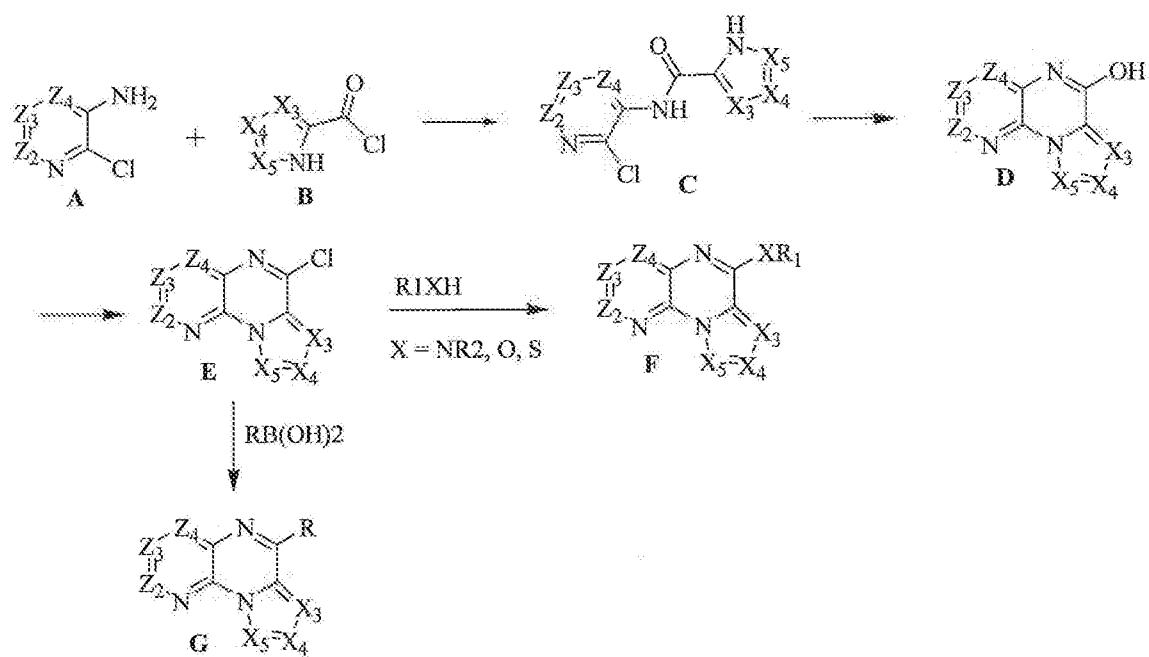
**Figure 5**





[0197] Compounds described herein are also prepared according to Scheme 14.

Exemplary Scheme 14



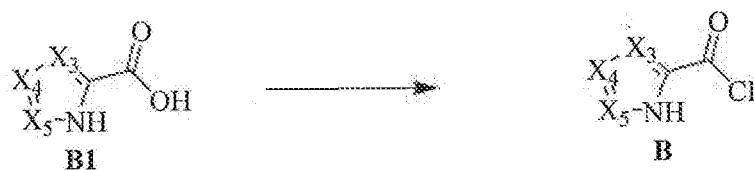
[0198] Compounds of Formula C are formed by reacting Compounds of Formula A with Compound of Formula B in the presence of base such as sodium hydride.

[0199] In certain instances, the reaction of Compounds of Formula A and Compounds of Formula B lead in one step to Compounds of Formula D. In other instances, two steps are needed to form Compounds of Formula D. First step is the formation of the amide products of Formula C followed by nucleophilic reaction under appropriate conditions.

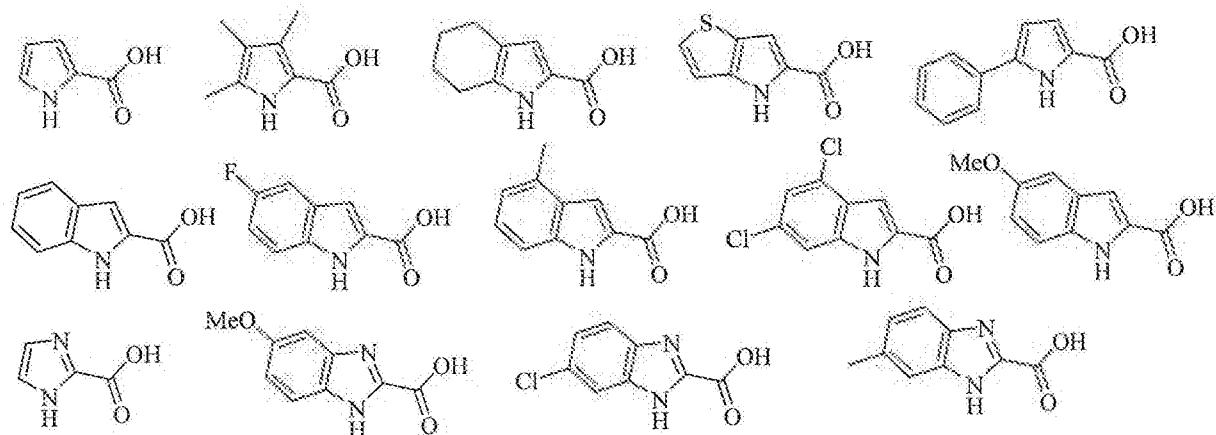
[0200] Compounds of Formula E are formed by reacting Compounds of Formula D with known chlorinating agents. In certain instances, the treatment of Compounds of Formula E with nucleophiles formed Compounds of Formula F. In other instances, the Suzuki type reaction of Compounds of Formula E with substituted boronic acid derivatives formed Compounds of Formula G.

[0201] Another general synthetic method for preparing starting materials described herein is shown in Exemplary Scheme 15.

Exemplary Scheme 15

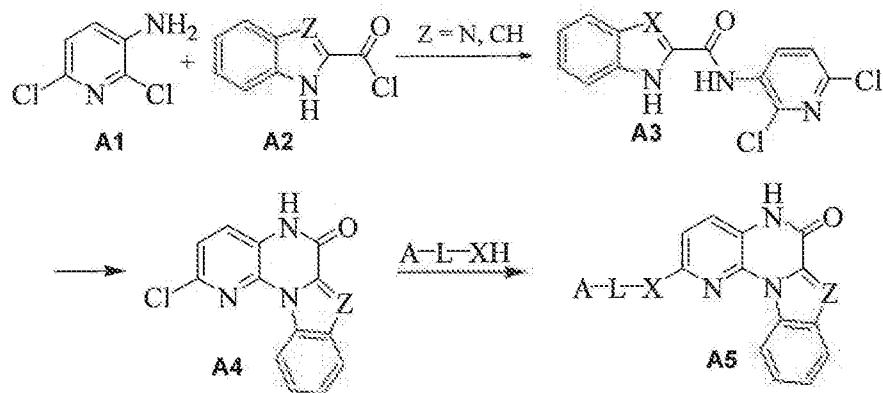


[0202] Exemplary starting materials useful in Exemplary Scheme 15 include:



[0203] Another general synthetic method for preparing Compounds of Formula III(A) described herein is shown in Exemplary Scheme 16.

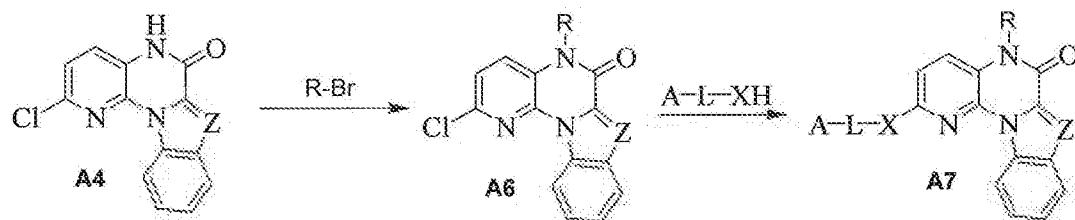
Exemplary Scheme 16



[0204] Compound A1 reacts with compound A2 to form amide A3. Compound A3 undergoes a ring closure under basic conditions to form A4. Nucleophilic attack on A4 with A-L-XH as defined above leads to compound A5.

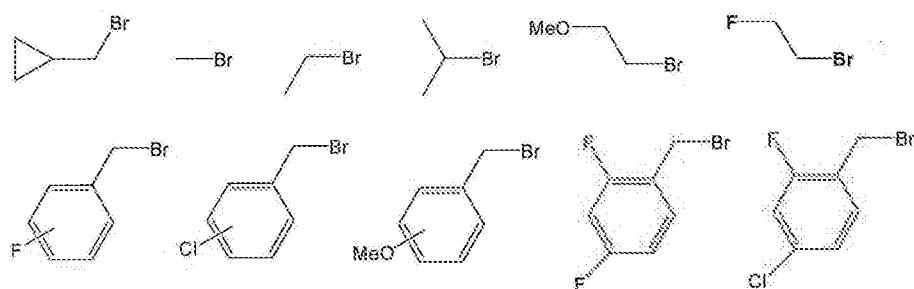
[0205] Another general synthetic method for preparing Compounds of Formula III(A)(1) described herein is shown in Exemplary Scheme 17.

Exemplary Scheme 17

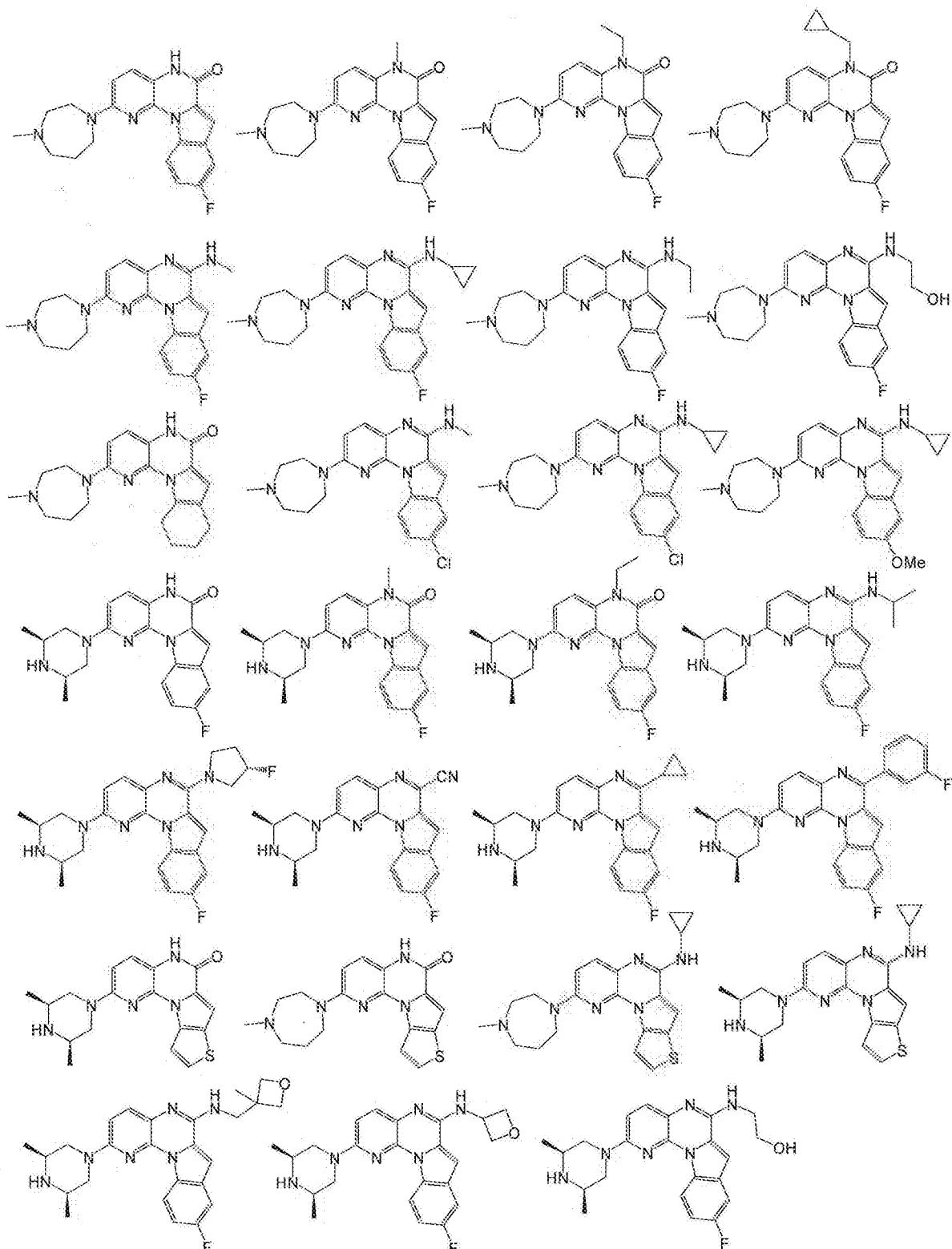


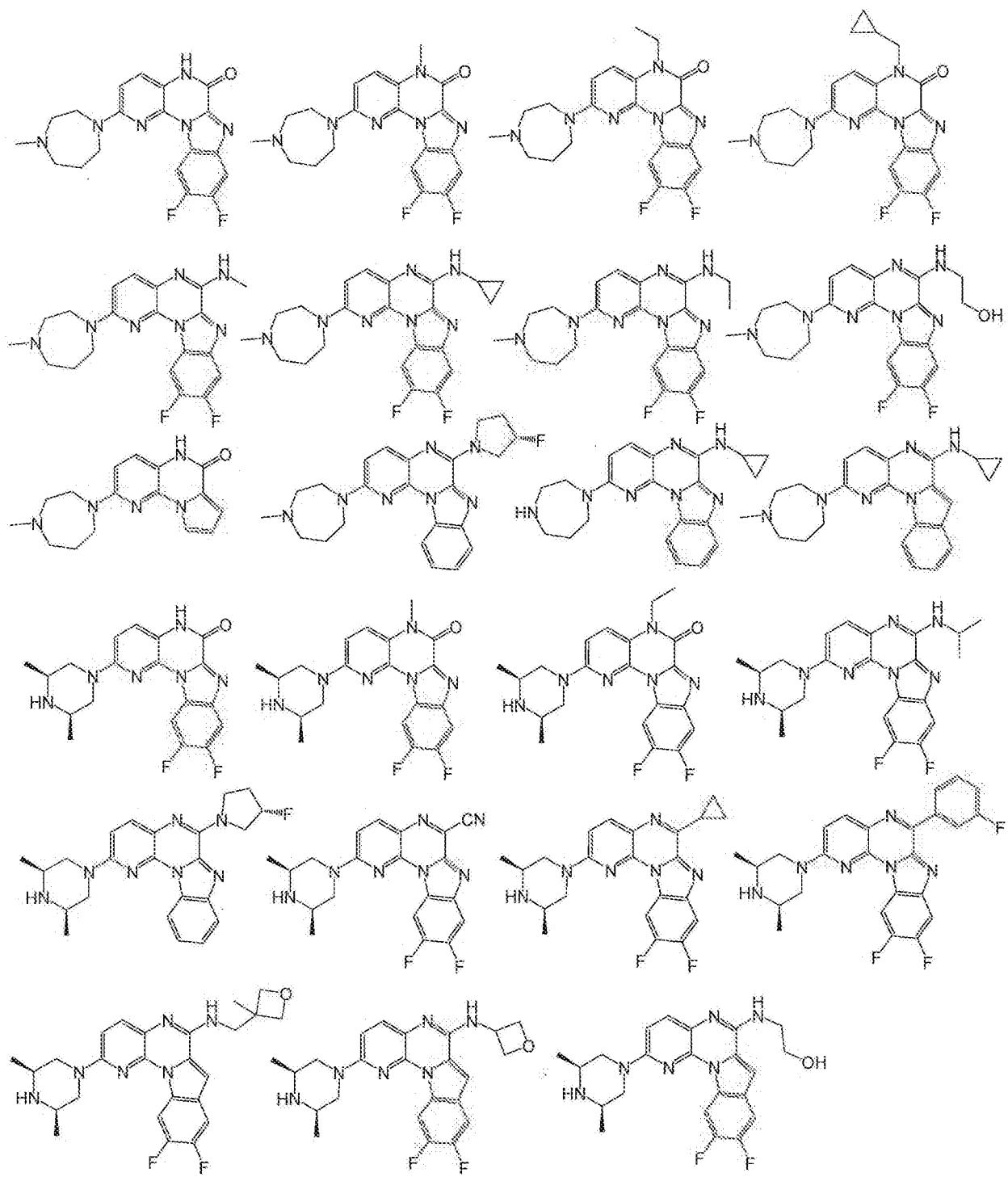
[0206] Compound A4 reacts with R-Br under basic condition to form A6. Nucleophilic attack on A6 with A-L-XH as defined above leads to compound A7.

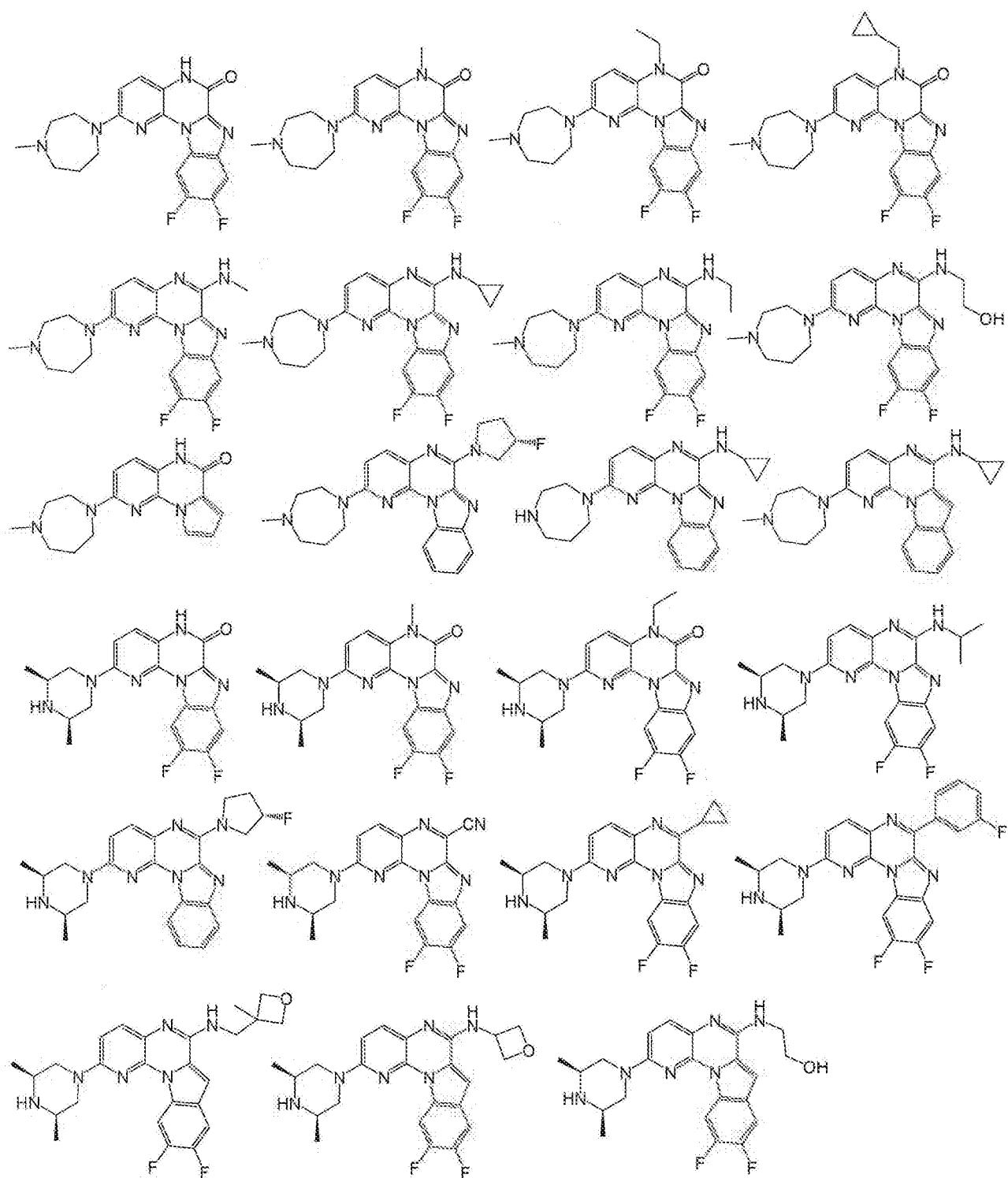
[0207] Exemplary R-Br useful in Exemplary Scheme 17 include:

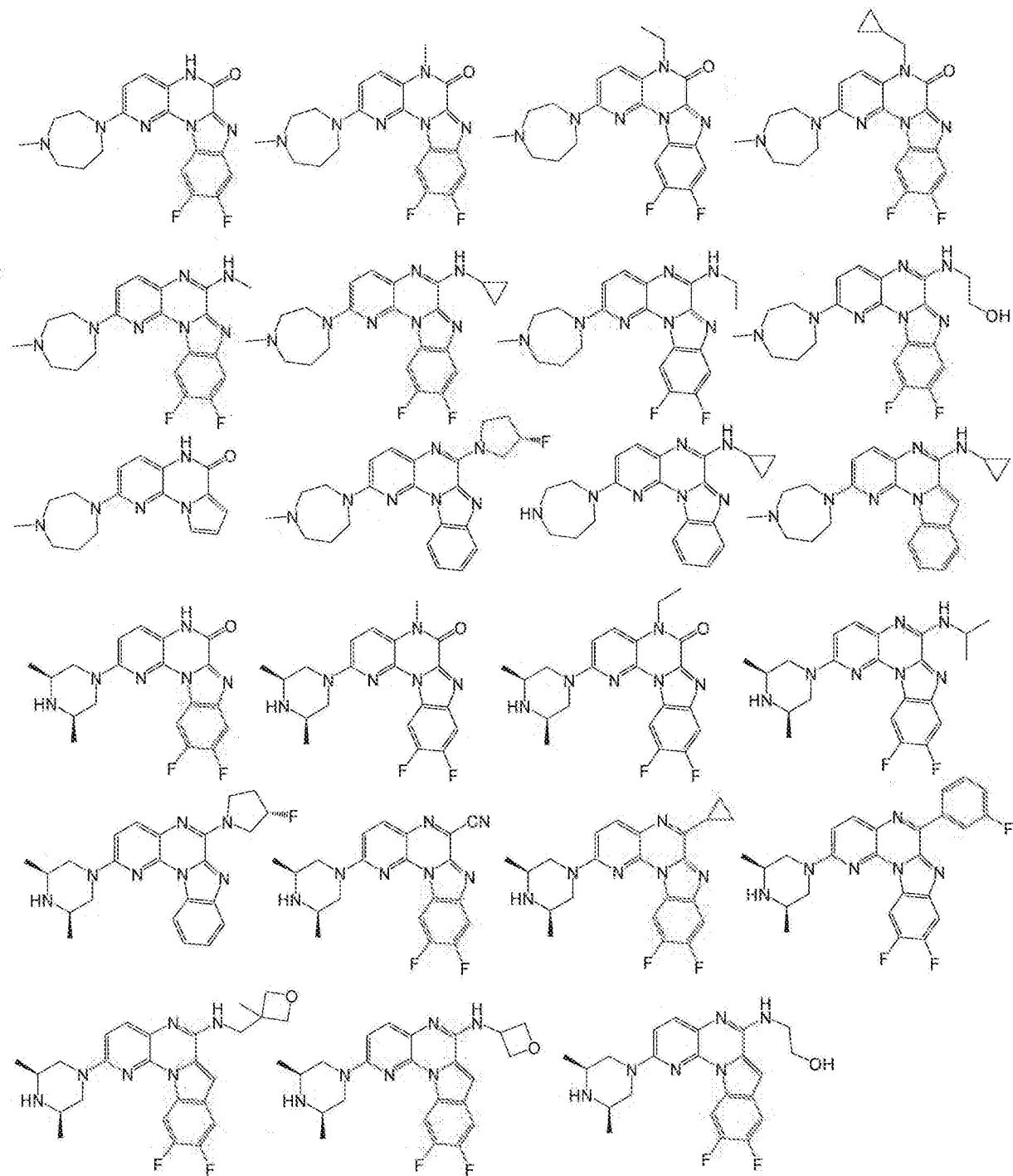


[0208] Other specific non-limiting examples prepared by the methods described herein include:









### Certain Terminology

[0209] Unless otherwise stated, the following terms used in this application have the definitions given below. The use of the term "including" as well as other forms, such as "include", "includes,"

and “included,” is not limiting. The section headings used herein are for organizational purposes only and are not to be construed as limiting the subject matter described.

[0210] As used herein, C<sub>1</sub>-C<sub>x</sub> includes C<sub>1</sub>-C<sub>2</sub>, C<sub>1</sub>-C<sub>3</sub> . . . C<sub>1</sub>-C<sub>x</sub>. By way of example only, a group designated as “C<sub>1</sub>-C<sub>4</sub>” indicates that there are one to four carbon atoms in the moiety, *i.e.* groups containing 1 carbon atom, 2 carbon atoms, 3 carbon atoms or 4 carbon atoms. Thus, by way of example only, “C<sub>1</sub>-C<sub>4</sub> alkyl” indicates that there are one to four carbon atoms in the alkyl group, *i.e.*, the alkyl group is selected from among methyl, ethyl, propyl, *iso*-propyl, *n*-butyl, *iso*-butyl, *sec*-butyl, and *t*-butyl.

[0211] An “alkyl” group refers to an aliphatic hydrocarbon group. The alkyl group is branched or straight chain. In some embodiments, the “alkyl” group has 1 to 10 carbon atoms, *i.e.* a C<sub>1</sub>-C<sub>10</sub>alkyl. Whenever it appears herein, a numerical range such as “1 to 10” refers to each integer in the given range; *e.g.*, “1 to 10 carbon atoms” means that the alkyl group consist of 1 carbon atom, 2 carbon atoms, 3 carbon atoms, *etc.*, up to and including 10 carbon atoms, although the present definition also covers the occurrence of the term “alkyl” where no numerical range is designated. In some embodiments, an alkyl is a C<sub>1</sub>-C<sub>6</sub>alkyl. In one aspect the alkyl is methyl, ethyl, propyl, *iso*-propyl, *n*-butyl, *iso*-butyl, *sec*-butyl, or *t*-butyl. Typical alkyl groups include, but are in no way limited to, methyl, ethyl, propyl, *isopropyl*, butyl, *isobutyl*, *sec*-butyl, tertiary butyl, pentyl, neopentyl, or hexyl.

[0212] An “alkylene” group refers to a divalent alkyl radical. Any of the above mentioned monovalent alkyl groups may be an alkylene by abstraction of a second hydrogen atom from the alkyl. In some embodiments, an alkylene is a C<sub>1</sub>-C<sub>6</sub>alkylene. In other embodiments, an alkylene is a C<sub>1</sub>-C<sub>4</sub>alkylene. Typical alkylene groups include, but are not limited to, -CH<sub>2</sub>-, -CH(CH<sub>3</sub>)-, -C(CH<sub>3</sub>)<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH(CH<sub>3</sub>)-, -CH<sub>2</sub>C(CH<sub>3</sub>)<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-, and the like.

[0213] “Azacyclic” or “azacyclic ring” refers to a saturated, partially unsaturated, or aromatic 3-7 membered monocyclic ring or an 8-12 membered fused bicyclic ring system containing at least one nitrogen atom. Such azacyclic rings may optionally contain from 1-2 additional heteroatoms selected from N, O, and S as ring members, and may optionally be substituted to the extent such substitutions make chemical sense.

[0214] “Deuteroalkyl” refers to an alkyl group where 1 or more hydrogen atoms of an alkyl are replaced with deuterium.

[0215] The term “alkenyl” refers to a type of alkyl group in which at least one carbon-carbon double bond is present. In one embodiment, an alkenyl group has the formula  $-C(R)=CR_2$ , wherein R refers to the remaining portions of the alkenyl group, which may be the same or different. In some embodiments, R is H or an alkyl. Non-limiting examples of an alkenyl group include  $-CH=CH_2$ ,  $-C(CH_3)=CH_2$ ,  $-CH=CHCH_3$ ,  $-C(CH_3)=CHCH_3$ , and  $-CH_2CH=CH_2$ .

[0216] The term “alkynyl” refers to a type of alkyl group in which at least one carbon-carbon triple bond is present. In one embodiment, an alkenyl group has the formula  $-C\equiv C-R$ , wherein R refers to the remaining portions of the alkynyl group. In some embodiments, R is H or an alkyl. Non-limiting examples of an alkynyl group include  $-C\equiv CH$ ,  $-C\equiv CCH_3$ ,  $-C\equiv CCH_2CH_3$ ,  $-CH_2C\equiv CH$ .

[0217] An “alkoxy” group refers to a (alkyl)O- group, where alkyl is as defined herein.

[0218] The term “alkylamine” refers to the  $-N(alkyl)_xH_y$  group, where x is 0 and y is 2, or where x is 1 and y is 1, or where x is 2 and y is 0.

[0219] The term “aromatic” refers to a planar ring having a delocalized  $\pi$ -electron system containing  $4n+2$   $\pi$  electrons, where n is an integer. The term “aromatic” includes both carbocyclic aryl (“aryl”, e.g., phenyl) and heterocyclic aryl (or “heteroaryl” or “heteroaromatic”) groups (e.g., pyridine). The term includes monocyclic or fused-ring polycyclic (*i.e.*, rings which share adjacent pairs of carbon atoms) groups.

[0220] The term “carbocyclic” or “carbocycle” refers to a ring or ring system where the atoms forming the backbone of the ring are all carbon atoms. The term thus distinguishes carbocyclic from “heterocyclic” rings or “heterocycles” in which the ring backbone contains at least one atom which is different from carbon. In some embodiments, at least one of the two rings of a bicyclic carbocycle is aromatic. In some embodiments, both rings of a bicyclic carbocycle are aromatic.

[0221] As used herein, the term “aryl” refers to an aromatic ring wherein each of the atoms forming the ring is a carbon atom. In one aspect, aryl is phenyl or a naphthyl. In some embodiments, an aryl is a phenyl. In some embodiments, an aryl is a  $C_6-C_{10}$ aryl. Depending on the structure, an aryl group is a monoradical or a diradical (*i.e.*, an arylene group).

[0222] The term “cycloalkyl” refers to a monocyclic or polycyclic aliphatic, non-aromatic radical, wherein each of the atoms forming the ring (*i.e.* skeletal atoms) is a carbon atom. In some embodiments, cycloalkyls are spirocyclic or bridged compounds. In some embodiments, cycloalkyls

are optionally fused with an aromatic ring, and the point of attachment is at a carbon that is not an aromatic ring carbon atom. Cycloalkyl groups include groups having from 3 to 10 ring atoms. In some embodiments, cycloalkyl groups are selected from among cyclopropyl, cyclobutyl, cyclopentyl, cyclopentenyl, cyclohexyl, cyclohexenyl, cycloheptyl, cyclooctyl, spiro[2.2]pentyl, norbornyl and bicyclo[1.1.1]pentyl. In some embodiments, a cycloalkyl is a C<sub>3</sub>-C<sub>6</sub>cycloalkyl.

[0223] The term "halo" or, alternatively, "halogen" or "halide" means fluoro, chloro, bromo or iodo. In some embodiments, halo is fluoro, chloro, or bromo.

[0224] The term "fluoroalkyl" refers to an alkyl in which one or more hydrogen atoms are replaced by a fluorine atom. In one aspect, a fluoralkyl is a C<sub>1</sub>-C<sub>6</sub>fluoroalkyl.

[0225] The term "heteroalkyl" refers to an alkyl group in which one or more skeletal atoms of the alkyl are selected from an atom other than carbon, e.g., oxygen, nitrogen (e.g. -NH-, -N(alkyl)-, sulfur, or combinations thereof. A heteroalkyl is attached to the rest of the molecule at a carbon atom of the heteroalkyl. In one aspect, a heteroalkyl is a C<sub>1</sub>-C<sub>6</sub>heteroalkyl.

[0226] The term "heterocycle" or "heterocyclic" refers to heteroaromatic rings (also known as heteroaryls) and heterocycloalkyl rings (also known as heterocyclic groups) containing one to four heteroatoms in the ring(s), where each heteroatom in the ring(s) is selected from O, S and N, wherein each heterocyclic group has from 3 to 10 atoms in its ring system, and with the proviso that any ring does not contain two adjacent O or S atoms. Non-aromatic heterocyclic groups (also known as heterocycloalkyls) include rings having 3 to 10 atoms in its ring system and aromatic heterocyclic groups include rings having 5 to 10 atoms in its ring system. The heterocyclic groups include benzofused ring systems. Examples of non-aromatic heterocyclic groups are pyrrolidinyl, tetrahydrofuranyl, dihydrofuranyl, tetrahydrothienyl, oxazolidinonyl, tetrahydropyranlyl, dihydropyranlyl, tetrahydrothiopyranlyl, piperidinyl, morpholinyl, thiomorpholinyl, thioxanyl, piperazinyl, aziridinyl, azetidinyl, oxetanyl, thietanyl, homopiperidinyl, oxepanyl, thiepanyl, oxazepinyl, diazepinyl, thiazepinyl, 1,2,3,6-tetrahydropyridinyl, pyrrolin-2-yl, pyrrolin-3-yl, indolinyl, 2H-pyranyl, 4H-pyranyl, dioxanyl, 1,3-dioxolanyl, pyrazolinyl, dithianyl, dithiolanyl, dihydropyranlyl, dihydrothienyl, dihydrofuranyl, pyrazolidinyl, imidazolinyl, imidazolidinyl, 3-azabicyclo[3.1.0]hexanyl, 3-azabicyclo[4.1.0]heptanyl, 3H-indolyl, indolin-2-onyl, isoindolin-1-onyl, isoindoline-1,3-dionyl, 3,4-dihydroisoquinolin-1(2H)-onyl, 3,4-dihydroquinolin-2(1H)-onyl,

isoindoline-1,3-dithionyl, benzo[d]oxazol-2(3H)-onyl, 1H-benzo[d]imidazol-2(3H)-onyl, benzo[d]thiazol-2(3H)-onyl, and quinolizinyl. Examples of aromatic heterocyclic groups are pyridinyl, imidazolyl, pyrimidinyl, pyrazolyl, triazolyl, pyrazinyl, tetrazolyl, furyl, thienyl, isoxazolyl, thiazolyl, oxazolyl, isothiazolyl, pyrrolyl, quinolinyl, isoquinolinyl, indolyl, benzimidazolyl, benzofuranyl, cinnolinyl, indazolyl, indolizinyl, phthalazinyl, pyridazinyl, triazinyl, isoindolyl, pteridinyl, purinyl, oxadiazolyl, thiadiazolyl, furazanyl, benzofurazanyl, benzothiophenyl, benzothiazolyl, benzoxazolyl, quinazolinyl, quinoxaliny, naphthyridinyl, and furopyrnidinyl. The foregoing groups are either C-attached (or C-linked) or N-attached where such is possible. For instance, a group derived from pyrrole includes both pyrrol-1-yl (N-attached) or pyrrol-3-yl (C-attached). Further, a group derived from imidazole includes imidazol-1-yl or imidazol-3-yl (both N-attached) or imidazol-2-yl, imidazol-4-yl or imidazol-5-yl (all C-attached). The heterocyclic groups include benzo-fused ring systems. Non-aromatic heterocycles are optionally substituted with one or two oxo (=O) moieties, such as pyrrolidin-2-one. In some embodiments, at least one of the two rings of a bicyclic heterocycle is aromatic. In some embodiments, both rings of a bicyclic heterocycle are aromatic.

[0227] The terms “heteroaryl” or, alternatively, “heteroaromatic” refers to an aryl group that includes one or more ring heteroatoms selected from nitrogen, oxygen and sulfur. Illustrative examples of heteroaryl groups include monocyclic heteroaryls and bicyclic heteroaryls. Monocyclic heteroaryls include pyridinyl, imidazolyl, pyrimidinyl, pyrazolyl, triazolyl, pyrazinyl, tetrazolyl, furyl, thienyl, isoxazolyl, thiazolyl, oxazolyl, isothiazolyl, pyrrolyl, pyridazinyl, triazinyl, oxadiazolyl, thiadiazolyl, and furazanyl. Bicyclic heteroaryls include indolizine, indole, benzofuran, benzothiophene, indazole, benzimidazole, purine, quinolizine, quinoline, isoquinoline, cinnoline, phthalazine, quinazoline, quinoxaline, 1,8-naphthyridine, and pteridine. In some embodiments, a heteroaryl contains 0-4 N atoms in the ring. In some embodiments, a heteroaryl contains 1-4 N atoms in the ring. In some embodiments, a heteroaryl contains 0-4 N atoms, 0-1 O atoms, and 0-1 S atoms in the ring. In some embodiments, a heteroaryl contains 1-4 N atoms, 0-1 O atoms, and 0-1 S atoms in the ring. In some embodiments, heteroaryl is a C<sub>1</sub>-C<sub>9</sub>heteroaryl. In some embodiments, monocyclic heteroaryl is a C<sub>1</sub>-C<sub>5</sub>heteroaryl. In some embodiments, monocyclic heteroaryl is a 5-

membered or 6-membered heteroaryl. In some embodiments, bicyclic heteroaryl is a C<sub>6</sub>-C<sub>9</sub>heteroaryl.

[0228] A “heterocycloalkyl” or “heteroalicyclic” group refers to a cycloalkyl group that includes at least one heteroatom selected from nitrogen, oxygen and sulfur. In some embodiments, a heterocycloalkyl is fused with an aryl or heteroaryl. In some embodiments, the heterocycloalkyl is oxazolidinonyl, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothienyl, tetrahydropyranyl, tetrahydrothiopyranyl, piperidinyl, morpholinyl, thiomorpholinyl, piperazinyl, piperidin-2-onyl, pyrrolidine-2,5-dithionyl, pyrrolidine-2,5-dionyl, pyrrolidinonyl, imidazolidinyl, imidazolidin-2-onyl, or thiazolidin-2-onyl. The term heteroalicyclic also includes all ring forms of the carbohydrates, including but not limited to the monosaccharides, the disaccharides and the oligosaccharides. In one aspect, a heterocycloalkyl is a C<sub>2</sub>-C<sub>10</sub>heterocycloalkyl. In another aspect, a heterocycloalkyl is a C<sub>4</sub>-C<sub>10</sub>heterocycloalkyl. In some embodiments, a heterocycloalkyl contains 0-2 N atoms in the ring. In some embodiments, a heterocycloalkyl contains 0-2 N atoms, 0-2 O atoms and 0-1 S atoms in the ring.

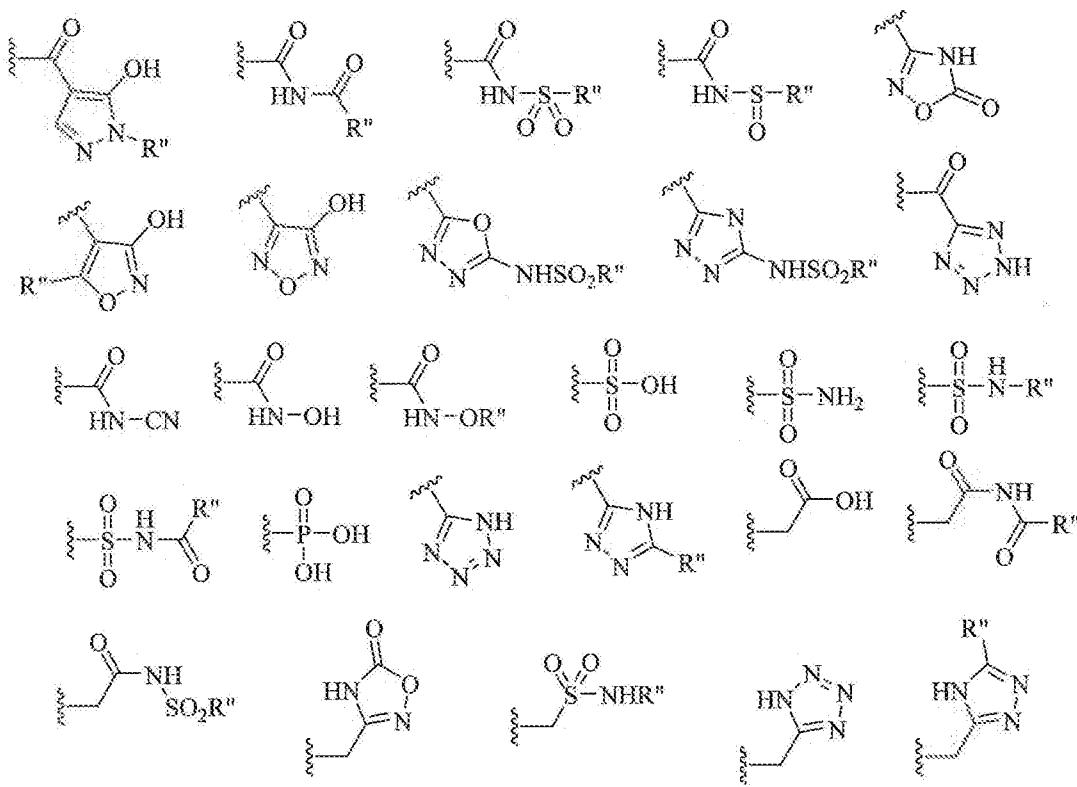
[0229] The term “bond” or “single bond” refers to a chemical bond between two atoms, or two moieties when the atoms joined by the bond are considered to be part of larger substructure. In one aspect, when a group described herein is a bond, the referenced group is absent thereby allowing a bond to be formed between the remaining identified groups.

[0230] The term “moiety” refers to a specific segment or functional group of a molecule. Chemical moieties are often recognized chemical entities embedded in or appended to a molecule.

[0231] The term “optionally substituted” or “substituted” means that the referenced group is optionally substituted with one or more additional group(s) individually and independently selected from halogen, -CN, -NH<sub>2</sub>, -NH(alkyl), -N(alkyl)<sub>2</sub>, -OH, -CO<sub>2</sub>H, -CO<sub>2</sub>alkyl, -C(=O)NH<sub>2</sub>, -C(=O)NH(alkyl), -C(=O)N(alkyl)<sub>2</sub>, -S(=O)<sub>2</sub>NH<sub>2</sub>, -S(=O)<sub>2</sub>NH(alkyl), -S(=O)<sub>2</sub>N(alkyl)<sub>2</sub>, alkyl, cycloalkyl, fluoroalkyl, heteroalkyl, alkoxy, fluoroalkoxy, heterocycloalkyl, aryl, heteroaryl, aryloxy, alkylthio, arylthio, alkylsulfoxide, arylsulfoxide, alkylsulfone, and arylsulfone. In some other embodiments, optional substituents are independently selected from halogen, -CN, -NH<sub>2</sub>, -NH(CH<sub>3</sub>), -N(CH<sub>3</sub>)<sub>2</sub>, -OH, -CO<sub>2</sub>H, -CO<sub>2</sub>(C<sub>1</sub>-C<sub>4</sub>alkyl), -C(=O)NH<sub>2</sub>, -C(=O)NH(C<sub>1</sub>-C<sub>4</sub>alkyl), -C(=O)N(C<sub>1</sub>-C<sub>4</sub>alkyl)<sub>2</sub>, -S(=O)<sub>2</sub>NH<sub>2</sub>, -S(=O)<sub>2</sub>NH(C<sub>1</sub>-C<sub>4</sub>alkyl), -S(=O)<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>alkyl)<sub>2</sub>, C<sub>1</sub>-C<sub>4</sub>alkyl,

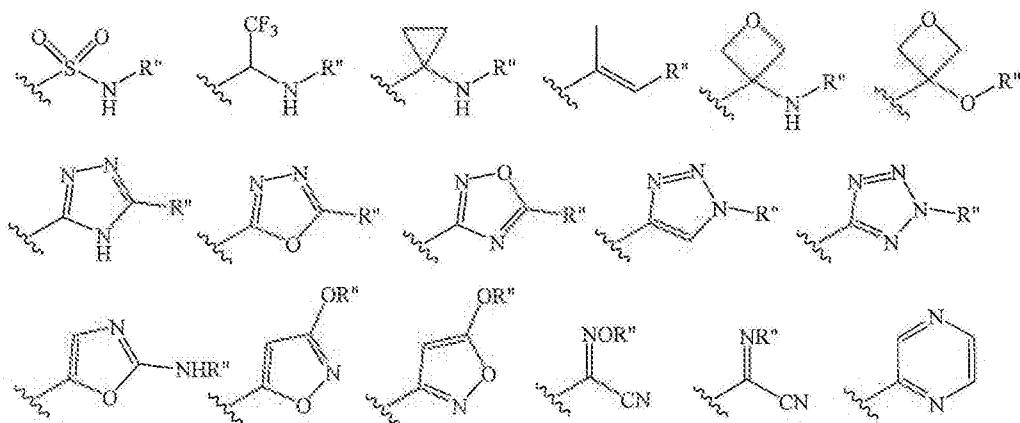
C<sub>3</sub>-C<sub>6</sub>cycloalkyl, C<sub>1</sub>-C<sub>4</sub>fluoroalkyl, C<sub>1</sub>-C<sub>4</sub>heteroalkyl, C<sub>1</sub>-C<sub>4</sub>alkoxy, C<sub>1</sub>-C<sub>4</sub>fluoroalkoxy, -SC<sub>1</sub>-C<sub>4</sub>alkyl, -S(=O)C<sub>1</sub>-C<sub>4</sub>alkyl, and -S(=O)<sub>2</sub>C<sub>1</sub>-C<sub>4</sub>alkyl. In some embodiments, optional substituents are independently selected from halogen, -CN, -NH<sub>2</sub>, -OH, -NH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CF<sub>3</sub>, -OCH<sub>3</sub>, and -OCF<sub>3</sub>. In some embodiments, substituted groups are substituted with one or two of the preceding groups. In some embodiments, an optional substituent on an aliphatic carbon atom (acyclic or cyclic) includes oxo (=O).

[0232] “Carboxylate bioisostere” or “carboxy bioisostere” as used herein refers to a moiety that is expected to be negatively charged to a substantial degree at physiological pH. In certain embodiments, the carboxylate bioisostere is a moiety selected from the group consisting of:



and salts of the forgoing, wherein each R'' is independently H or an optionally substituted member selected from the group consisting of C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>2</sub>-C<sub>10</sub> heteroalkyl, C<sub>3</sub>-C<sub>8</sub> carbocyclic ring; or R'' is a C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkyl substituted with an optionally substituted C<sub>3</sub>-C<sub>8</sub> carbocyclic ring or C<sub>3</sub>-C<sub>8</sub> heterocyclic ring.

[0233] Amide bioisostere and ester bioisostere as used herein refer to a moieties represented by the following examples:



wherein each R'' is independently H or an optionally substituted member selected from the group consisting of C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> heteroalkyl, C<sub>3-8</sub> carbocyclic ring; or R'' is a C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, or C<sub>2-10</sub> heteroalkyl substituted with an optionally substituted C<sub>3-8</sub> carbocyclic ring or C<sub>3-8</sub> heterocyclic ring.

[0234] The compounds presented herein may possess one or more stereocenters and each center may exist in the R or S configuration. The compounds presented herein include all diastereomeric, enantiomeric, and epimeric forms as well as the appropriate mixtures thereof. Stereoisomers may be obtained, if desired, by methods known in the art such as, for example, the separation of individual stereoisomers by chiral chromatographic columns or by stereoselective synthesis.

[0235] A “quaternary amine” is a positively charged polyatomic ion of the structure NR<sub>4</sub><sup>+</sup>, where R is an alkyl or aryl group. The four (4) R groups that make up the quaternary amine may be the same or different and may be connected to one another. Quaternary amines can be prepared by the alkylation of tertiary amines, in a process called quaternization, as well as by other methods known in the art.

[0236] The term “acceptable” with respect to a formulation, composition or ingredient, as used herein, means having no persistent detrimental effect on the general health of the subject being treated.

[0237] The term “modulate” as used herein, means to interact with a target either directly or indirectly so as to alter the activity of the target, including, by way of example only, to enhance the

activity of the target, to inhibit the activity of the target, to limit the activity of the target, or to extend the activity of the target.

[0238] The term “modulator” as used herein, refers to a molecule that interacts with a target either directly or indirectly. The interactions include, but are not limited to, the interactions of an agonist, partial agonist, an inverse agonist, antagonist, degrader, or combinations thereof. In some embodiments, a modulator is an antagonist. In some embodiments, a modulator is a degrader.

[0239] The terms “administer,” “administering”, “administration,” and the like, as used herein, refer to the methods that may be used to enable delivery of compounds or compositions to the desired site of biological action. These methods include, but are not limited to oral routes, intraduodenal routes, parenteral injection (including intravenous, subcutaneous, intraperitoneal, intramuscular, intravascular or infusion), topical and rectal administration. Those of skill in the art are familiar with administration techniques that can be employed with the compounds and methods described herein. In some embodiments, the compounds and compositions described herein are administered orally.

[0240] The terms “co-administration” or the like, as used herein, are meant to encompass administration of the selected therapeutic agents to a single patient, and are intended to include treatment regimens in which the agents are administered by the same or different route of administration or at the same or different time.

[0241] The terms “effective amount” or “therapeutically effective amount,” as used herein, refer to a sufficient amount of an agent or a compound being administered, which will relieve to some extent one or more of the symptoms of the disease or condition being treated. The result includes reduction and/or alleviation of the signs, symptoms, or causes of a disease, or any other desired alteration of a biological system. For example, an “effective amount” for therapeutic uses is the amount of the composition comprising a compound as disclosed herein required to provide a clinically significant decrease in disease symptoms. An appropriate “effective” amount in any individual case is optionally determined using techniques, such as a dose escalation study.

[0242] The terms “enhance” or “enhancing,” as used herein, means to increase or prolong either in potency or duration a desired effect. Thus, in regard to enhancing the effect of therapeutic agents, the term “enhancing” refers to the ability to increase or prolong, either in potency or duration, the

effect of other therapeutic agents on a system. An “enhancing-effective amount,” as used herein, refers to an amount adequate to enhance the effect of another therapeutic agent in a desired system.

[0243] The term “pharmaceutical combination” as used herein, means a product that results from the mixing or combining of more than one active ingredient and includes both fixed and non-fixed combinations of the active ingredients. The term “fixed combination” means that the active ingredients, e.g. a compound described herein, or a pharmaceutically acceptable salt thereof, and a co-agent, are both administered to a patient simultaneously in the form of a single entity or dosage. The term “non-fixed combination” means that the active ingredients, e.g. a compound described herein, or a pharmaceutically acceptable salt thereof, and a co-agent, are administered to a patient as separate entities either simultaneously, concurrently or sequentially with no specific intervening time limits, wherein such administration provides effective levels of the two compounds in the body of the patient. The latter also applies to cocktail therapy, e.g. the administration of three or more active ingredients.

[0244] The terms “kit” and “article of manufacture” are used as synonyms.

[0245] The term “subject” or “patient” encompasses mammals. Examples of mammals include, but are not limited to, any member of the Mammalian class: humans, non-human primates such as chimpanzees, and other apes and monkey species; farm animals such as cattle, horses, sheep, goats, swine; domestic animals such as rabbits, dogs, and cats; laboratory animals including rodents, such as rats, mice and guinea pigs, and the like. In one aspect, the mammal is a human.

[0246] The terms “treat,” “treating” or “treatment,” as used herein, include alleviating, abating or ameliorating at least one symptom of a disease or condition, preventing additional symptoms, inhibiting the disease or condition, e.g., arresting the development of the disease or condition, relieving the disease or condition, causing regression of the disease or condition, relieving a condition caused by the disease or condition, or stopping the symptoms of the disease or condition either prophylactically and/or therapeutically.

#### Pharmaceutical Compositions

[0247] In some embodiments, the compounds described herein are formulated into pharmaceutical compositions. Pharmaceutical compositions are formulated in a conventional manner using one or

more pharmaceutically acceptable inactive ingredients that facilitate processing of the active compounds into preparations that are used pharmaceutically. It is understood in the art that proper formulation is dependent upon the route of administration chosen. A summary of pharmaceutical compositions described herein is found, for example, in Remington: The Science and Practice of Pharmacy, Nineteenth Ed (Easton, Pa.: Mack Publishing Company, 1995); Hoover, John E., Remington's Pharmaceutical Sciences, Mack Publishing Co., Easton, Pennsylvania 1975; Liberman, H.A. and Lachman, L., Eds., Pharmaceutical Dosage Forms, Marcel Decker, New York, N.Y., 1980; and Pharmaceutical Dosage Forms and Drug Delivery Systems, Seventh Ed. (Lippincott Williams & Wilkins 1999), herein incorporated by reference for such disclosure.

[0248] In some embodiments, the compounds described herein are administered either alone or in combination with pharmaceutically acceptable carriers, excipients or diluents, in a pharmaceutical composition. Administration of the compounds and compositions described herein can be effected by any method that enables delivery of the compounds to the site of action. These methods include, though are not limited to delivery via enteral routes (including oral, gastric or duodenal feeding tube, rectal suppository and rectal enema), parenteral routes (injection or infusion, including intraarterial, intracardiac, intradermal, intraduodenal, intramedullary, intramuscular, intraosseous, intraperitoneal, intrathecal, intravascular, intravenous, intravitreal, epidural and subcutaneous), inhalational, transdermal, transmucosal, sublingual, buccal and topical (including epicutaneous, dermal, enema, eye drops, ear drops, intranasal, vaginal) administration, although the most suitable route may depend upon for example the condition and disorder of the recipient. By way of example only, compounds described herein can be administered locally to the area in need of treatment, by for example, local infusion during surgery, topical application such as creams or ointments, injection, catheter, or implant. The administration can also be by direct injection at the site of a diseased tissue or organ.

[0249] In some embodiments, pharmaceutical compositions suitable for oral administration are presented as discrete units such as capsules, cachets or tablets each containing a predetermined amount of the active ingredient; as a powder or granules; as a solution or a suspension in an aqueous liquid or a non-aqueous liquid; or as an oil-in-water liquid emulsion or a water-in-oil liquid emulsion. In some embodiments, the active ingredient is presented as a bolus, electuary or paste.

[0250] Pharmaceutical compositions which can be used orally include tablets, push-fit capsules made of gelatin, as well as soft, sealed capsules made of gelatin and a plasticizer, such as glycerol or sorbitol. Tablets may be made by compression or molding, optionally with one or more accessory ingredients. Compressed tablets may be prepared by compressing in a suitable machine the active ingredient in a free-flowing form such as a powder or granules, optionally mixed with binders, inert diluents, or lubricating, surface active or dispersing agents. Molded tablets may be made by molding in a suitable machine a mixture of the powdered compound moistened with an inert liquid diluent. In some embodiments, the tablets are coated or scored and are formulated so as to provide slow or controlled release of the active ingredient therein. All formulations for oral administration should be in dosages suitable for such administration. The push-fit capsules can contain the active ingredients in admixture with filler such as lactose, binders such as starches, and/or lubricants such as talc or magnesium stearate and, optionally, stabilizers. In soft capsules, the active compounds may be dissolved or suspended in suitable liquids, such as fatty oils, liquid paraffin, or liquid polyethylene glycols. In some embodiments, stabilizers are added. Dragee cores are provided with suitable coatings. For this purpose, concentrated sugar solutions may be used, which may optionally contain gum arabic, talc, polyvinyl pyrrolidone, carbopol gel, polyethylene glycol, and/or titanium dioxide, lacquer solutions, and suitable organic solvents or solvent mixtures. Dyestuffs or pigments may be added to the tablets or Dragee coatings for identification or to characterize different combinations of active compound doses.

[0251] In some embodiments, pharmaceutical compositions are formulated for parenteral administration by injection, *e.g.*, by bolus injection or continuous infusion. Formulations for injection may be presented in unit dosage form, *e.g.*, in ampoules or in multi-dose containers, with an added preservative. The compositions may take such forms as suspensions, solutions or emulsions in oily or aqueous vehicles, and may contain formulatory agents such as suspending, stabilizing and/or dispersing agents. The compositions may be presented in unit-dose or multi-dose containers, for example sealed ampoules and vials, and may be stored in powder form or in a freeze-dried (lyophilized) condition requiring only the addition of the sterile liquid carrier, for example, saline or sterile pyrogen-free water, immediately prior to use. Extemporaneous injection solutions

and suspensions may be prepared from sterile powders, granules and tablets of the kind previously described.

[0252] Pharmaceutical compositions for parenteral administration include aqueous and non-aqueous (oily) sterile injection solutions of the active compounds which may contain antioxidants, buffers, bacteriostats and solutes which render the formulation isotonic with the blood of the intended recipient; and aqueous and non-aqueous sterile suspensions which may include suspending agents and thickening agents. Suitable lipophilic solvents or vehicles include fatty oils such as sesame oil, or synthetic fatty acid esters, such as ethyl oleate or triglycerides, or liposomes. Aqueous injection suspensions may contain substances which increase the viscosity of the suspension, such as sodium carboxymethyl cellulose, sorbitol, or dextran. Optionally, the suspension may also contain suitable stabilizers or agents which increase the solubility of the compounds to allow for the preparation of highly concentrated solutions.

[0253] Pharmaceutical compositions may also be formulated as a depot preparation. Such long acting formulations may be administered by implantation (for example subcutaneously or intramuscularly) or by intramuscular injection. Thus, for example, the compounds may be formulated with suitable polymeric or hydrophobic materials (for example, as an emulsion in an acceptable oil) or ion exchange resins, or as sparingly soluble derivatives, for example, as a sparingly soluble salt.

[0254] For buccal or sublingual administration, the compositions may take the form of tablets, lozenges, pastilles, or gels formulated in conventional manner. Such compositions may comprise the active ingredient in a flavored basis such as sucrose and acacia or tragacanth.

[0255] Pharmaceutical compositions may also be formulated in rectal compositions such as suppositories or retention enemas, e.g., containing conventional suppository bases such as cocoa butter, polyethylene glycol, or other glycerides.

[0256] Pharmaceutical compositions may be administered topically, that is by non-systemic administration. This includes the application of a compound of the present invention externally to the epidermis or the buccal cavity and the instillation of such a compound into the ear, eye and nose, such that the compound does not significantly enter the blood stream. In contrast, systemic administration refers to oral, intravenous, intraperitoneal and intramuscular administration.

[0257] Pharmaceutical compositions suitable for topical administration include liquid or semi-liquid preparations suitable for penetration through the skin to the site of inflammation such as gels, liniments, lotions, creams, ointments or pastes, and drops suitable for administration to the eye, ear or nose. The active ingredient may comprise, for topical administration, from 0.001% to 10% w/w, for instance from 1% to 2% by weight of the formulation.

[0258] Pharmaceutical compositions for administration by inhalation are conveniently delivered from an insufflator, nebulizer pressurized packs or other convenient means of delivering an aerosol spray. Pressurized packs may comprise a suitable propellant such as dichlorodifluoromethane, trichlorofluoromethane, dichlorotetrafluoroethane, carbon dioxide or other suitable gas. In the case of a pressurized aerosol, the dosage unit may be determined by providing a valve to deliver a metered amount. Alternatively, for administration by inhalation or insufflation, pharmaceutical preparations may take the form of a dry powder composition, for example a powder mix of the compound and a suitable powder base such as lactose or starch. The powder composition may be presented in unit dosage form, in for example, capsules, cartridges, gelatin or blister packs from which the powder may be administered with the aid of an inhalator or insufflator.

[0259] It should be understood that in addition to the ingredients particularly mentioned above, the compounds and compositions described herein may include other agents conventional in the art having regard to the type of formulation in question, for example those suitable for oral administration may include flavoring agents.

#### **Methods of Dosing and Treatment Regimens**

[0260] In one embodiment, the compounds described herein, or a pharmaceutically acceptable salt thereof, are used in the preparation of medicaments for the treatment of diseases or conditions in a mammal that would benefit from inhibiting POL1 transcription. Methods for treating any of the diseases or conditions described herein in a mammal in need of such treatment, involves administration of pharmaceutical compositions that include at least one compound described herein or a pharmaceutically acceptable salt, active metabolite, prodrug, or pharmaceutically acceptable solvate thereof, in therapeutically effective amounts to said mammal.

[0261] In some embodiments, the invention provides methods of treating conditions associated with polymerase I transcription, comprising: administering to a patient in need thereof an effective

amount of a compound of the invention. In another embodiment, the invention provides a method of inhibiting polymerase I transcription: comprising, contacting the enzyme with a compound of the invention. In a further embodiment, the invention provides a method of inhibiting polymerase I transcription: comprising, administering a first compound to a subject that is converted *in vivo* to a compound of the invention.

[0262] "Conditions associated with polymerase I transcription" include disorders and diseases in which the inhibition of polymerase I transcription provides a therapeutic benefit, such as cancer, allergy/asthma, diseases and conditions of the immune system, inflammation, disease and conditions of the central nervous system (CNS), cardiovascular disease, viral infections, dermatological disease, and diseases and conditions related to uncontrolled angiogenesis, and the like. Where general terms are used herein to describe conditions associated with polymerase I transcription it is understood that the more specifically described conditions mentioned in the various diagnostic manuals and other materials are included within the scope of this invention.

[0263] The term "cancer," as used herein refers to an abnormal growth of cells, which tend to proliferate in an uncontrolled way and, in some cases, to metastasize (spread). The types of cancer include, but is not limited to, solid tumors (such as those of the bladder, bowel, brain, breast, endometrium, heart, kidney, lung, lymphatic tissue (lymphoma), ovary, pancreas or other endocrine organ (thyroid), prostate, skin (melanoma) or hematological tumors (such as the leukemias). *See*, Ding X Z et al., *Anticancer Drugs*. 2005 June; 16(5):467-73. Review; Chen X et al., *Clin Cancer Res*. 2004 Oct. 1; 10(19):6703-9, each of which are incorporated by reference herein in their entirety.

[0264] For example, it is understood that the treatment of cancer includes treatment of all neoplasia, regardless of their histopathological appearance. Particularly, the cancers that can be treated include, but are not limited to, cancer of blood, including myelofibrosis, leukemia (including acute myelogenous leukemia, chronic myelogenous leukemia, acute lymphocytic leukemia, chronic lymphocytic leukemia), cancer of the skin, including melanoma, basal cell carcinoma, and squamous cell carcinoma, bone, liver, lung (including small-cell lung tumor, non small-cell lung cancer and bronchioalveolar cancer), brain, breast, prostate, larynx, gall bladder, pancreas, rectum, bile duct, parathyroid, thyroid, adrenal, neural tissue, bladder, spleen, head and neck, included the jaw, mouth, and nose, colon, stomach, testes, esophagus, uterus, cervix and vulva, colorectal, bronchi, bile duct,

bladder, kidney, ovary, pancreas, multiple myeloma, lymphomas, basal cell carcinoma, squamous cell carcinoma of both ulcerating and papillary type, osteo sarcoma, Ewing's sarcoma, veticulum cell sarcoma, myeloma, giant cell tumor, islet cell tumor, acute and chronic lymphocytic and granulocytic tumors, hairy-cell tumor, adenoma, hyperplasia, medullary carcinoma, pheochromocytoma, mucosal neuronms, intestinal ganglioneuromas, hyperplastic corneal nerve tumor, marfanoid habitus tumor, Wilm's tumor, seminoma, ovarian tumor, leiomyomater tumor, cervical dysplasia and in situ carcinoma, neuroblastoma, retinoblastoma, myelodysplastic syndrome, mycosis fungicide, rhabdomyosarcoma, astrocytoma, non-Hodgkin's lymphoma, Kaposi's sarcoma, osteogenic and other sarcoma, malignant hypercalcemia, polycythermia vera, adenocarcinoma, glioblastoma multiforma, glioma, lymphomas, epidermoid carcinomas, and other carcinomas and sarcomas.

[0265] Benign tumors may also be treated by the compounds of the present invention and include, but are not limited to, hemangiomas, hepatocellular adenoma, cavernous haemangioma, focal nodular hyperplasia, acoustic neuromas, neurofibroma, bile duct adenoma, bile duct cystanoma, fibroma, lipomas, leiomyomas, mesotheliomas, teratomas, myxomas, nodular regenerative hyperplasia, trachomas, pyogenic granulomas, and the like, and hamartoma conditions such as Peutz-Jeghers Syndrome (PJS), Cowden disease, Bannayan-Riley-Ruvalcaba Syndrome (BRRS), Proteus syndrome, Lhermitte-Duclos disease and Tuberous Sclerosis (TSC).

[0266] The compounds of the present invention may also be used to treat abnormal cell proliferation due to insults to body tissue during surgery. These insults may arise as a result of a variety of surgical procedures such as joint surgery, bowel surgery, and cheloid scarring. Diseases that produce fibrotic tissue include emphysema. Repetitive motion disorders that may be treated using the present invention include carpal tunnel syndrome.

[0267] The compounds of the invention may also be useful in the prevention of restenosis that is the control of undesired proliferation of normal cells in the vasculature in response to the introduction of stents in the treatment of vasculature disease.

[0268] Proliferative responses associated with organ transplantation that may be treated using Pol I transcription inhibitors of the invention include proliferative responses contributing to potential

organ rejections or associated complications. Specifically, these proliferative responses may occur during transplantation of the heart, lung, liver, kidney, and other body organs or organ systems. [0269] The compounds of the invention may also be useful the treatment of abnormal angiogenesis including the abnormal angiogenesis accompanying rheumatoid arthritis, ischemic-reperfusion related brain edema and injury, cortical ischemia, ovarian hyperplasia and hypervascularity, (polycystic ovary syndrome), endometriosis, psoriasis, diabetic retinopathy, and other ocular angiogenic diseases such as retinopathy of prematurity (retrolental fibroplastic), macular degeneration, corneal graft rejection, neurosular glaucoma, Oster Webber syndrome, retinal/choroidal neuvascularization and corneal neovascularization, Best's disease, myopia, optic pits, Stargart's diseases, Pagets disease, vein occlusion, artery occlusion, sickle cell anemia, sarcoid, syphilis, pseudoxanthoma elasticum carotid obstructive diseases, chronic uveitis/vitritis, mycobacterial infections, Lyme's disease, systemic lupus erythematosis, retinopathy of prematurity, Eales disease, diabetic retinopathy, macular degeneration, Bechets diseases, infections causing a retinitis or chroiditis, presumed ocular histoplasmosis, pars planitis, chronic retinal detachment, hyperviscosity syndromes, toxoplasmosis, trauma and post-laser complications, diseases associated with rubesis (neovascularization of the angle), diseases caused by the abnormal proliferation of fibrovascular or fibrous tissue including all forms of proliferative vitreoretinopathy, atopic keratitis, superior limbic keratitis, pterygium keratitis sicca, sjogrens, acne rosacea, phylectenulosis, diabetic retinopathy, retinopathy of prematurity, corneal graft rejection, Mooren's ulcer, Terrien's marginal degeneration, marginal keratolysis, polyarteritis, Wegener sarcoidosis, scleritis, periphigoid radial keratotomy, neovascular glaucoma and retrolental fibroplasia, syphilis, Mycobacteria infections, lipid degeneration, chemical burns, bacterial ulcers, fungal ulcers, Herpes simplex infections, Herpes zoster infections, protozoan infections, and Kaposi sarcoma, Alzheimer's disease, Parkinson's disease amyotrophic lateral sclerosis (ALS), epilepsy, seizures, Huntington's disease, polyglutamine diseases, traumatic brain injury, ischemic and hemorrhaging stroke, cerebral ischemias or neurodegenerative disease, including apoptosis-driven neurodegenerative disease, caused by traumatic injury, acute hypoxia, ischemia or glutamate neurotoxicity.

[0270] For example, it is understood that treatments of inflammation include, but are not limited to, acute pancreatitis, chronic pancreatitis, asthma, allergies, chronic obstructive pulmonary disease,

adult respiratory distress syndrome and chronic inflammatory diseases associated with uncontrolled angiogenesis, inflammatory bowel diseases such as Crohn's disease and ulcerative colitis, psoriasis, sarcoidosis, and rheumatoid arthritis, sarcoidosis, and multisystem granulomatous disorder.

[0271] For example, it is understood that treatment of autoimmune includes, but is not limited to, glomerulonephritis, rheumatoid arthritis, systemic lupus erythematosus, scleroderma, chronic thyroiditis, Graves' disease, autoimmune gastritis, diabetes, autoimmune hemolytic anemia, autoimmune neutropenia, thrombocytopenia, atopic dermatitis, chronic active hepatitis, myasthenia gravis, multiple sclerosis, inflammatory bowel disease, ulcerative colitis, Crohn's disease, psoriasis, graft vs. host disease, multiple sclerosis, or Sjogren's syndrome.

[0272] In certain embodiments, the compositions containing the compound(s) described herein are administered for prophylactic and/or therapeutic treatments. In certain therapeutic applications, the compositions are administered to a patient already suffering from a disease or condition, in an amount sufficient to cure or at least partially arrest at least one of the symptoms of the disease or condition. Amounts effective for this use depend on the severity and course of the disease or condition, previous therapy, the patient's health status, weight, and response to the drugs, and the judgment of the treating physician. Therapeutically effective amounts are optionally determined by methods including, but not limited to, a dose escalation and/or dose ranging clinical trial.

[0273] In prophylactic applications, compositions containing the compounds described herein are administered to a patient susceptible to or otherwise at risk of a particular disease, disorder or condition. Such an amount is defined to be a "prophylactically effective amount or dose." In this use, the precise amounts also depend on the patient's state of health, weight, and the like. When used in patients, effective amounts for this use will depend on the severity and course of the disease, disorder or condition, previous therapy, the patient's health status and response to the drugs, and the judgment of the treating physician. In one aspect, prophylactic treatments include administering to a mammal, who previously experienced at least one symptom of the disease being treated and is currently in remission, a pharmaceutical composition comprising a compound described herein, or a pharmaceutically acceptable salt thereof, in order to prevent a return of the symptoms of the disease or condition.

[0274] In certain embodiments wherein the patient's condition does not improve, upon the doctor's discretion the administration of the compounds are administered chronically, that is, for an extended period of time, including throughout the duration of the patient's life in order to ameliorate or otherwise control or limit the symptoms of the patient's disease or condition.

[0275] In certain embodiments wherein a patient's status does improve, the dose of drug being administered is temporarily reduced or temporarily suspended for a certain length of time (*i.e.*, a "drug holiday"). In specific embodiments, the length of the drug holiday is between 2 days and 1 year, including by way of example only, 2 days, 3 days, 4 days, 5 days, 6 days, 7 days, 10 days, 12 days, 15 days, 20 days, 28 days, or more than 28 days. The dose reduction during a drug holiday is, by way of example only, by 10%-100%, including by way of example only 10%, 15%, 20%, 25%, 30%, 35%, 40%, 45%, 50%, 55%, 60%, 65%, 70%, 75%, 80%, 85%, 90%, 95%, and 100%.

[0276] Once improvement of the patient's conditions has occurred, a maintenance dose is administered if necessary. Subsequently, in specific embodiments, the dosage or the frequency of administration, or both, is reduced, as a function of the symptoms, to a level at which the improved disease, disorder or condition is retained. In certain embodiments, however, the patient requires intermittent treatment on a long-term basis upon any recurrence of symptoms.

[0277] The amount of a given agent that corresponds to such an amount varies depending upon factors such as the particular compound, disease condition and its severity, the identity (*e.g.*, weight, sex) of the subject or host in need of treatment, but nevertheless is determined according to the particular circumstances surrounding the case, including, *e.g.*, the specific agent being administered, the route of administration, the condition being treated, and the subject or host being treated.

[0278] In general, however, doses employed for adult human treatment are typically in the range of 0.01 mg-5000 mg per day. In one aspect, doses employed for adult human treatment are from about 1 mg to about 1000 mg per day. In one embodiment, the desired dose is conveniently presented in a single dose or in divided doses administered simultaneously or at appropriate intervals, for example as two, three, four or more sub-doses per day.

[0279] In one embodiment, the daily dosages appropriate for the compound described herein, or a pharmaceutically acceptable salt thereof, are from about 0.01 to about 50 mg/kg per body weight. In some embodiments, the daily dosage or the amount of active in the dosage form are lower or higher

than the ranges indicated herein, based on a number of variables in regard to an individual treatment regime. In various embodiments, the daily and unit dosages are altered depending on a number of variables including, but not limited to, the activity of the compound used, the disease or condition to be treated, the mode of administration, the requirements of the individual subject, the severity of the disease or condition being treated, and the judgment of the practitioner.

[0280] Toxicity and therapeutic efficacy of such therapeutic regimens are determined by standard pharmaceutical procedures in cell cultures or experimental animals, including, but not limited to, the determination of the LD<sub>50</sub> and the ED<sub>50</sub>. The dose ratio between the toxic and therapeutic effects is the therapeutic index and it is expressed as the ratio between LD<sub>50</sub> and ED<sub>50</sub>. In certain embodiments, the data obtained from cell culture assays and animal studies are used in formulating the therapeutically effective daily dosage range and/or the therapeutically effective unit dosage amount for use in mammals, including humans. In some embodiments, the daily dosage amount of the compounds described herein lies within a range of circulating concentrations that include the ED<sub>50</sub> with minimal toxicity. In certain embodiments, the daily dosage range and/or the unit dosage amount varies within this range depending upon the dosage form employed and the route of administration utilized.

[0281] In any of the aforementioned aspects are further embodiments in which the effective amount of the compound described herein, or a pharmaceutically acceptable salt thereof, is: (a) systemically administered to the mammal; and/or (b) administered orally to the mammal; and/or (c) intravenously administered to the mammal; and/or (d) administered by injection to the mammal; and/or (e) administered topically to the mammal; and/or (f) administered non-systemically or locally to the mammal.

[0282] In any of the aforementioned aspects are further embodiments comprising single administrations of the effective amount of the compound, including further embodiments in which (i) the compound is administered once a day; or (ii) the compound is administered to the mammal multiple times over the span of one day.

[0283] In any of the aforementioned aspects are further embodiments comprising multiple administrations of the effective amount of the compound, including further embodiments in which (i) the compound is administered continuously or intermittently; as in a single dose; (ii) the time

between multiple administrations is every 6 hours; (iii) the compound is administered to the mammal every 8 hours; (iv) the compound is administered to the mammal every 12 hours; (v) the compound is administered to the mammal every 24 hours. In further or alternative embodiments, the method comprises a drug holiday, wherein the administration of the compound is temporarily suspended or the dose of the compound being administered is temporarily reduced; at the end of the drug holiday, dosing of the compound is resumed. In one embodiment, the length of the drug holiday varies from 2 days to 1 year.

[0284] In certain instances, it is appropriate to administer at least one compound described herein, or a pharmaceutically acceptable salt thereof, in combination with one or more other therapeutic agents. In certain embodiments, the pharmaceutical composition further comprises one or more anti-cancer agents.

[0285] In one embodiment, the therapeutic effectiveness of one of the compounds described herein is enhanced by administration of an adjuvant (*i.e.*, by itself the adjuvant has minimal therapeutic benefit, but in combination with another therapeutic agent, the overall therapeutic benefit to the patient is enhanced). Or, in some embodiments, the benefit experienced by a patient is increased by administering one of the compounds described herein with another agent (which also includes a therapeutic regimen) that also has therapeutic benefit.

[0286] A wide variety of therapeutic agents may have a therapeutic additive or synergistic effect with the compounds according to the present invention. Combination therapies that comprise one or more compounds of the present invention with one or more other therapeutic agents can be used, for example, to: (1) enhance the therapeutic effect(s) of the one or more compounds of the present invention and/or the one or more other therapeutic agents; (2) reduce the side effects exhibited by the one or more compounds of the present invention and/or the one or more other therapeutic agents; and/or (3) reduce the effective dose of the one or more compounds of the present invention and/or the one or more other therapeutic agents. It is noted that combination therapy is intended to cover when agents are administered before or after each other (sequential therapy) as well as when the agents are administered at the same time.

[0287] Examples of such therapeutic agents that may be used in combination with the present compounds include, but are not limited to, anti-cell proliferation agents, anticancer agents, alkylating

agents, antibiotic agents, antimetabolic agents, hormonal agents, plant-derived agents, and biologic agents.

[0288] Anti-cell proliferation agents useful in combination with the compounds of the present invention include, but are not limited to, retinoid acid and derivatives thereof, 2-methoxyestradiol, ANGIOSTATIN™ protein, ENDOSTATIN™ protein, suramin, squalamine, tissue inhibitor of metalloproteinase-1, tissue inhibitor of metalloproteinase-2, plasminogen activator inhibitor-1, plasminogen activator inhibitor-2, cartilage-derived inhibitor, paclitaxel, platelet factor 4, protamine sulphate (clupeine), sulphated chitin derivatives (prepared from queen crab shells), sulphated polysaccharide peptidoglycan complex (sp-pg), staurosporine, modulators of matrix metabolism, including for example, proline analogs ((1-azetidine-2-carboxylic acid (LACA), cishydroxyproline, d,L-3,4-dehydroproline, thiaproline, beta-aminopropionitrile fumarate, 4-propyl-5-(4-pyridinyl)-2(3H)-oxazolone, methotrexate, mitoxantrone, heparin, interferons, 2 macroglobulin-serum, chimp-3, chymostatin, beta.-cyclodextrin tetradecasulfate, eponemycin; fumagillin, gold sodium thiomalate, d-penicillamine (CDPT), beta-1-anticollagenase-serum, alpha-2-antiplasmin, bisantrene, lobenzarit disodium, *n*-(2-carboxyphenyl-4-chloroanthronilic acid disodium or "CCA", thalidomide, angostatic steroid, carbboxyaminolmidazole, metalloproteinase inhibitors such as BB94. Other anti-angiogenesis agents that may be used include antibodies, preferably monoclonal antibodies against these angiogenic growth factors: bFGF, aFGF, FGF-5, VEGF isoforms, VEGF-C, HGF/SF and Ang-1/Ang-2.

[0289] Inhibitors of mTOR, PI3K, MEK, MAPK, PIM or ERK kinases are useful in combination with the compounds of the present invention. Specifically, (*R*)-3-(2,3-Dihydroxypropyl)-6-fluoro-5-(2-fluoro-4-iodophenylamino)-8-methylpyrido[2,3-d]pyrimidine-4,7(3H,8H)-dione useful in combination with the compounds of the present invention. Inhibitors of Hedgehog kinase are useful in combination with the compounds of the present invention. Proteasome inhibitors, in particular bortezomib is useful in combination with the compounds of the present invention.

[0290] NAE inhibitors, VPS34 inhibitors, Aurora kinase, including Aurora A inhibitors, and EGFR inhibitors (both antibodies and kinase inhibitors) are useful in combination with the compounds of the present invention.

[0291] Alkylating agents useful in combination with the compounds disclosed herein include, but are not limited to, bischloroethylamines (nitrogen mustards, e.g. chlorambucil, cyclophosphamide, ifosfamide, mechlorethamine, melphalan, uracil mustard), aziridines (e.g. thiotepa), alkyl alkone sulfonates (e.g. busulfan), nitrosoureas (e.g. carmustine, lomustine, streptozocin), nonclassic alkylating agents (altretamine, dacarbazine, and procarbazine), platinum compounds (carboplatin and cisplatin). Combination therapy including a polymerase I inhibitor and an alkylating agent is expected to have therapeutic synergistic effects in the treatment of cancer and reduce sides affects associated with these chemotherapeutic agents.

[0292] Examples of antibiotic agents useful in combination with the compounds disclosed herein include, but are not limited to, anthracyclines (e.g. doxorubicin, daunorubicin, epirubicin, idarubicin and anthracenedione), mitomycin C, bleomycin, dactinomycin, plicatomycin. These antibiotic agents interfere with cell growth by targeting different cellular components.

[0293] Antimetabolic agents useful in combination with the compounds disclosed herein include, but are not limited to, fluorouracil (5-FU), floxuridine (5-FUDR), methotrexate, leucovorin, hydroxyurea, thioguanine (6-TG), mercaptopurine (6-MP), cytarabine, pentostatin, fludarabine phosphate, cladribine (2-CDA), asparaginase, and gemcitabine. Combination therapy including a compound disclosed herein and an antimetabolic agent is expected to have therapeutic synergistic effects on cancer and reduce sides affects associated with these chemotherapeutic agents.

[0294] Hormonal agents useful in combination with the compounds disclosed herein include synthetic estrogens (e.g. diethylstibestrol), antiestrogens (e.g. tamoxifen, toremifene, fluoxymesterol and raloxifene), antiandrogens (bicalutamide, nilutamide, and flutamide), aromatase inhibitors (e.g., aminoglutethimide, anastrozole and tetrazole), ketoconazole, goserelin acetate, leuprolide, megestrol acetate and mifepristone. Combination therapy including a compound disclosed herein and a hormonal agent is expected to have therapeutic synergistic effects on cancer and reduce sides affects associated with these chemotherapeutic agents.

Plant-derived agents useful in combination with the compounds disclosed herein include, but are not limited to, vinca alkaloids (e.g., vincristine, vinblastine, vindesine, vinzolidine and vinorelbine), podophyllotoxins (e.g., etoposide (VP-16) and teniposide (VM-26)), taxanes (e.g., paclitaxel and docetaxel). These plant-derived agents generally act as antimitotic agents that bind to tubulin and

inhibit mitosis. Podophyllotoxins such as etoposide are believed to interfere with DNA synthesis by interacting with topoisomerase II, leading to DNA strand scission. Combination therapy including a compound disclosed herein and a plant-derived agent is expected to have therapeutic synergistic effects on cancer and reduce side effects associated with these chemotherapeutic agents.

[0295] In any case, regardless of the disease, disorder or condition being treated, the overall benefit experienced by the patient is simply be additive of the two therapeutic agents or the patient experiences a synergistic benefit.

[0296] In certain embodiments, different therapeutically-effective dosages of the compounds disclosed herein will be utilized in formulating pharmaceutical composition and/or in treatment regimens when the compounds disclosed herein are administered in combination with one or more additional agent, such as an additional therapeutically effective drug, an adjuvant or the like. Therapeutically-effective dosages of drugs and other agents for use in combination treatment regimens is optionally determined by means similar to those set forth hereinabove for the actives themselves. Furthermore, the methods of prevention/treatment described herein encompasses the use of metronomic dosing, i.e., providing more frequent, lower doses in order to minimize toxic side effects. In some embodiments, a combination treatment regimen encompasses treatment regimens in which administration of a compound described herein, or a pharmaceutically acceptable salt thereof, is initiated prior to, during, or after treatment with a second agent described herein, and continues until any time during treatment with the second agent or after termination of treatment with the second agent. It also includes treatments in which a compound described herein, or a pharmaceutically acceptable salt thereof, and the second agent being used in combination are administered simultaneously or at different times and/or at decreasing or increasing intervals during the treatment period. Combination treatment further includes periodic treatments that start and stop at various times to assist with the clinical management of the patient.

[0297] It is understood that the dosage regimen to treat, prevent, or ameliorate the condition(s) for which relief is sought, is modified in accordance with a variety of factors (e.g. the disease, disorder or condition from which the subject suffers; the age, weight, sex, diet, and medical condition of the subject). Thus, in some instances, the dosage regimen actually employed varies and, in some embodiments, deviates from the dosage regimens set forth herein.

[0298] For combination therapies described herein, dosages of the co-administered compounds vary depending on the type of co-drug employed, on the specific drug employed, on the disease or condition being treated and so forth. In additional embodiments, when co-administered with one or more other therapeutic agents, the compound provided herein is administered either simultaneously with the one or more other therapeutic agents, or sequentially.

[0299] In combination therapies, the multiple therapeutic agents (one of which is one of the compounds described herein) are administered in any order or even simultaneously. If administration is simultaneous, the multiple therapeutic agents are, by way of example only, provided in a single, unified form, or in multiple forms (e.g., as a single pill or as two separate pills).

[0300] The compounds described herein, or a pharmaceutically acceptable salt thereof, as well as combination therapies, are administered before, during or after the occurrence of a disease or condition, and the timing of administering the composition containing a compound varies. Thus, in one embodiment, the compounds described herein are used as a prophylactic and are administered continuously to subjects with a propensity to develop conditions or diseases in order to prevent the occurrence of the disease or condition. In another embodiment, the compounds and compositions are administered to a subject during or as soon as possible after the onset of the symptoms. In specific embodiments, a compound described herein is administered as soon as is practicable after the onset of a disease or condition is detected or suspected, and for a length of time necessary for the treatment of the disease. In some embodiments, the length required for treatment varies, and the treatment length is adjusted to suit the specific needs of each subject. For example, in specific embodiments, a compound described herein or a formulation containing the compound is administered for at least 2 weeks, about 1 month to about 5 years.

[0301] In some embodiments, a compound described herein, or a pharmaceutically acceptable salt thereof, is administered in combination with chemotherapy, hormone blocking therapy, radiation therapy, monoclonal antibodies, or combinations thereof.

[0302] Chemotherapy includes the use of one or more anti-cancer agents.

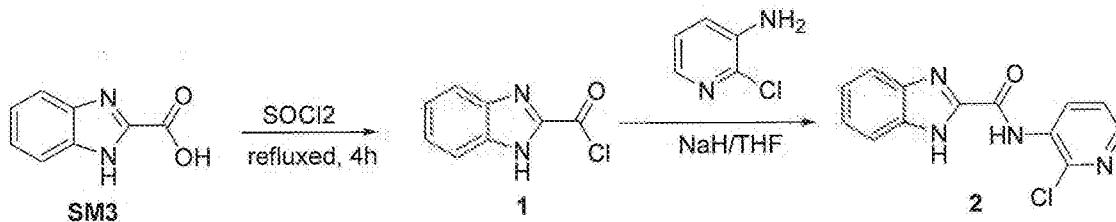
#### EXAMPLES

[0303] The following examples are provided for illustrative purposes only and not to limit the scope

of the claims provided herein.

[0304] Having now generally described the invention, the same will be more readily understood through reference to the following examples which are provided by way of illustration, and are not intended to be limiting of the present invention, unless specified.

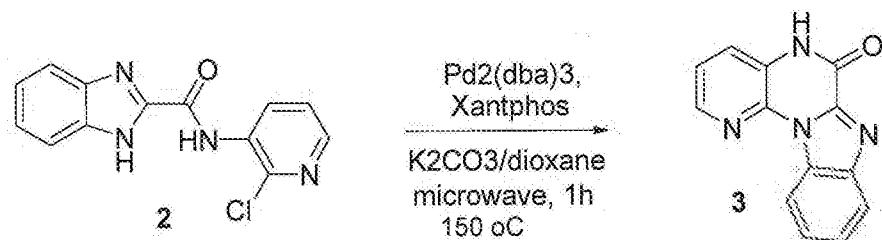
### Example 1



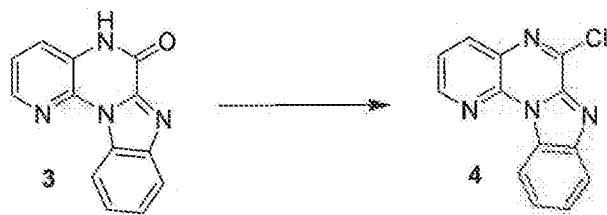
[0305] A mixture of SM3 (648 mg, 4 mmol) in  $\text{SOCl}_2$  (20 ml) was refluxed for 4h and concentrated to get the acyl chloride (Compound 1). To a solution of 2-chloropyridin-3-amine (512 mg, 4 mmol) in dry THF (20 ml) was added 60% NaH (480 mg, 12 mmol) at ice bath and stirred at ice bath for 0.5h.

[0306] A solution of the acyl chloride in dry THF (10 mL) was added and the reaction mixture was stirred at room temperature overnight. The mixture was diluted with EtOAc and washed with water, dried over  $\text{Na}_2\text{SO}_4$ , concentrated and purified by silica gel column (PE/EtOAc=5:1~2:1) to get 1H-Benzimidazole-2-carboxylic acid (2-chloro-pyridin-3-yl)-amide (Compound 2) (320 mg, 32%yield) as gray solid. LC-MS: 273.1  $[\text{M}+1]^+$

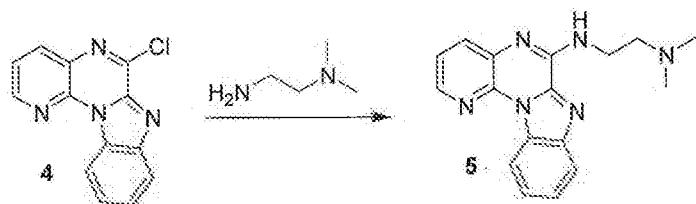
### Example 2



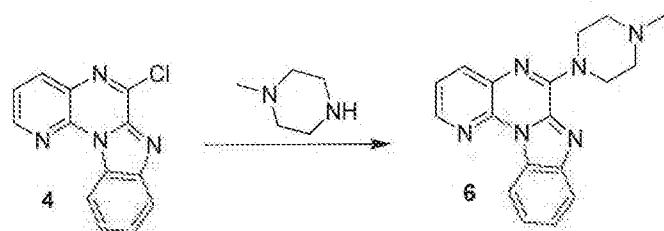
[0307] A mixture of Compound 2 (320 mg, 1.17 mmol),  $\text{Pd}_2(\text{dba})_3$  (120 mg, 0.23 mmol), Xantphos (130 mg, 0.23 mmol) and  $\text{K}_2\text{CO}$  (242 mg, 1.75 mmol) in dioxane (15 ml) was heated by microwave at 150°C for 1h. After cooling, the mixture was poured into water, filtered and washed with  $\text{EtOAc}$  to get Compound 3 (270 mg, 82% yield) as gray solid. LC-MS: 237.2  $[\text{M}+1]^+$ .

**Example 3**

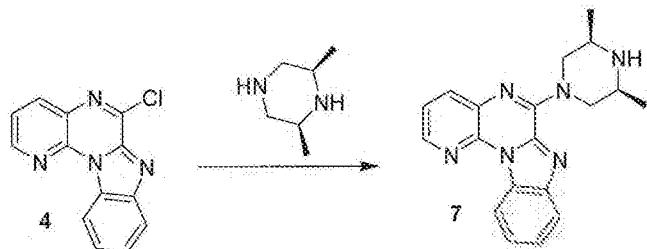
[0308] A mixture of Compound 3 (230 mg, 0.97 mmol) in  $\text{POCl}_3$  (10 ml) was stirred at refluxing for 3h. After cooling, the mixture was concentrated washed with  $\text{EtOAc}$  to get Compound 4 (210 mg, 85%yield) as gray solid. LC-MS: 255.2  $[\text{M}+1]^+$ .

**Example 4**

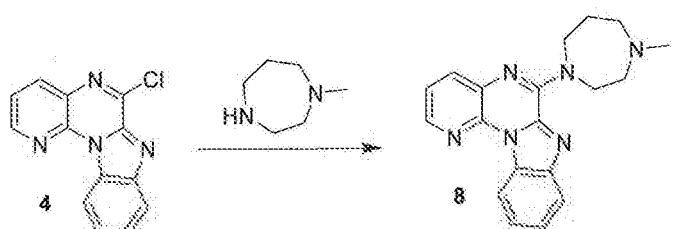
[0309] A mixture of Compound 4 (54 mg, 0.21 mmol),  $\text{Pd}_2(\text{dba})_3$  (22.2 mg, 0.042 mmol), Xantphos (23.6 mg, 0.042 mmol),  $\text{K}_2\text{CO}_3$  (43 mg, 0.315 mmol) and N1,N1-dimethylethane-1,2-diamine (38 mg, 0.42 mmol) in dioxane (2 ml) was stirred by microwave at 150 °C for 1h. After cooling, the mixture was diluted with  $\text{EtOAc}$ , washed with water, concentrated and purified by pre-HPLC to get Compound 5 (16 mg, 25%yield) as pale yellow solid. LC-MS: 307.2  $[\text{M}+1]^+$ .

**Example 5**

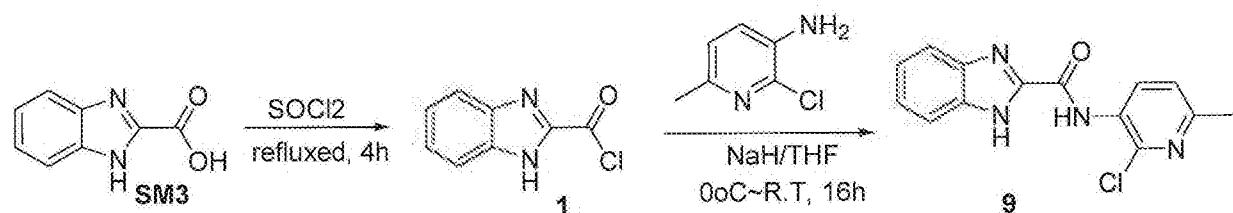
[0310] Compound 6 is prepared according to the procedure described in Example 4: Yield=32%, 21 mg, pale yellow solid. LC-MS: 319.2  $[\text{M}+1]^+$ .

Example 6

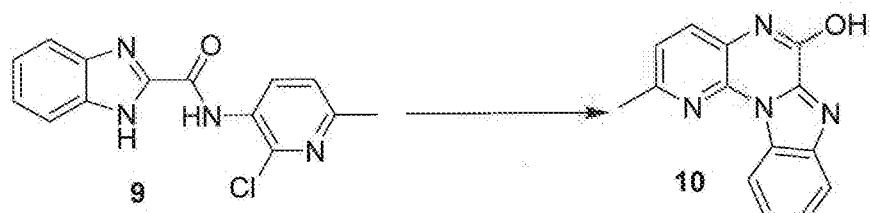
[0311] Compound 7 is prepared according to the procedure described in Example 4: Yield=33%, 24 mg, pale yellow solid. LC-MS: 333.2 [M+1]<sup>+</sup>.

Example 7

[0312] Compound 8 is prepared according to the procedure described in Example 4: Yield=33%, 23 mg, pale yellow solid. LC-MS: 333.4 [M+1]<sup>+</sup>.

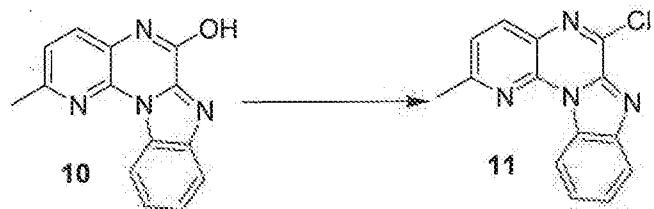
Example 8

[0313] Compound 9 is prepared according to the procedure outlined in Example 4: Yield=32%, 380 mg, white solid. LC-MS: 286.9 [M+1]<sup>+</sup>.

Example 9

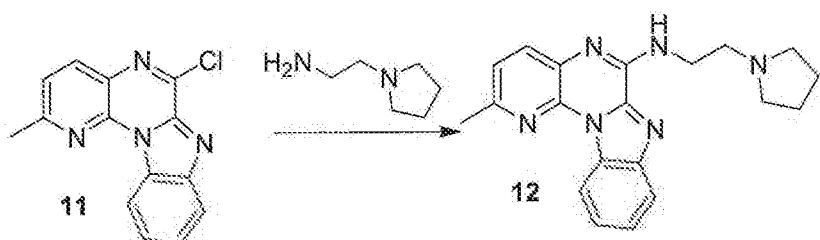
[0314] Compound 10 is prepared according to the procedure outlined in Example 2: Yield=98%, 362 mg, off-white solid. LC-MS: 251.2 [M+1]<sup>+</sup>.

Example 10



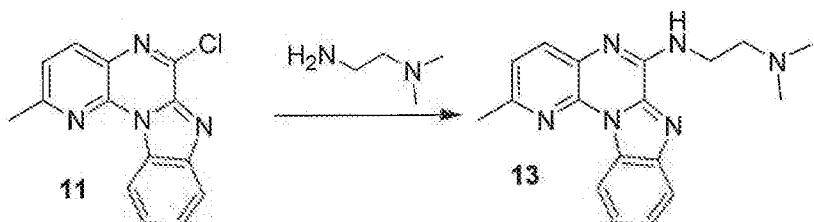
[0315] Compound 11 is prepared according to the procedure outlined in Example 3: Yield=98%, 380 mg, brown solid. LC-MS: 269.2 [M+1]<sup>+</sup>.

Example 11

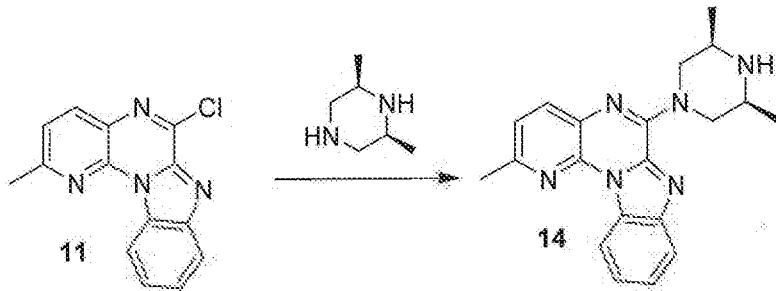


[0316] Compound 12 is prepared according to the procedure outlined in Example 4: Yield=30%, 30 mg, pale yellow solid. LC-MS: 347.2 [M+1]<sup>+</sup>.

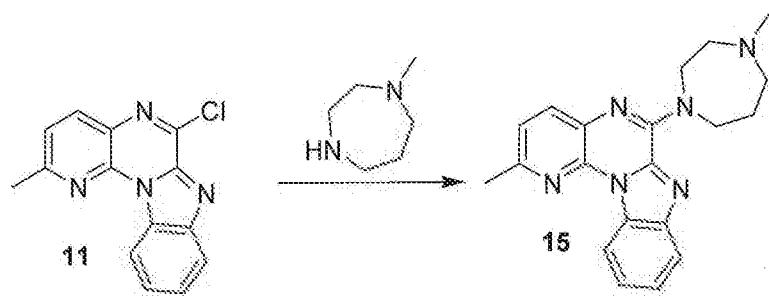
Example 12



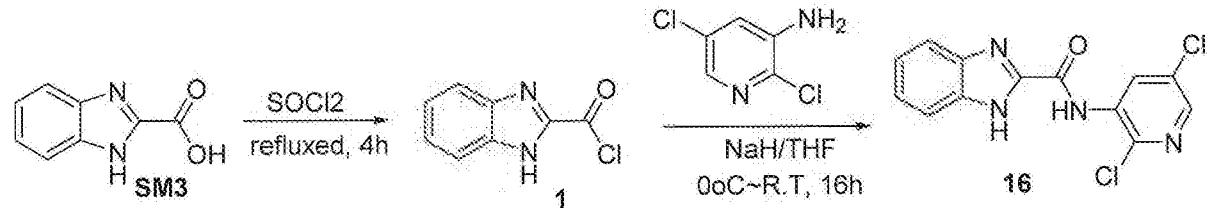
[0317] Compound 13 is prepared according to the procedure outlined in Example 4: Yield=33%, 32 mg, pale yellow solid. LC-MS: 321.2 [M+1]<sup>+</sup>.

Example 12

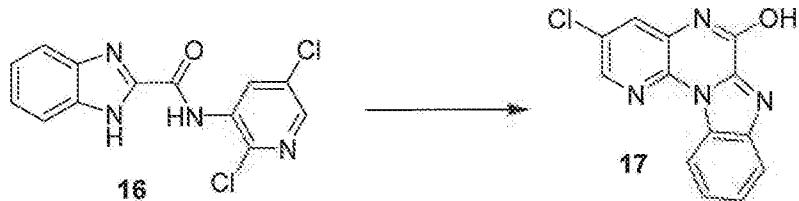
[0318] Compound 14 is prepared according to the procedure outlined in Example 4: Yield=28%, 28 mg, gray solid. LC-MS: 347.2 [M+1]<sup>+</sup>.

Example 13

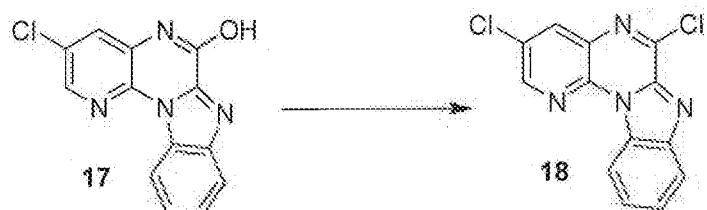
[0319] Compound 15 is prepared according to the procedure outlined in Example 4: Yield=18%, 18 mg, gray solid. LC-MS: 347.2 [M+1]<sup>+</sup>.

Example 14

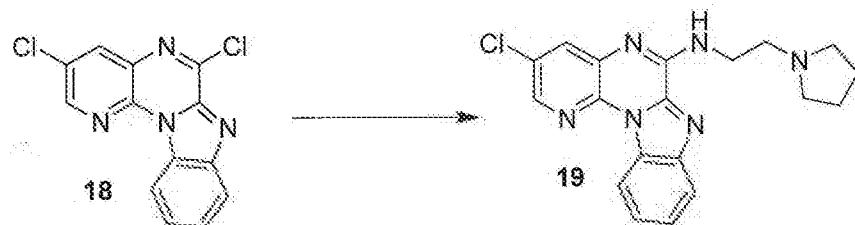
[0320] Compound 16 is prepared according to the procedure outlined in Example 1: Yield=79%, 900 mg, gray solid. LC-MS: 309.1 [M+1]<sup>+</sup>.

Example 15

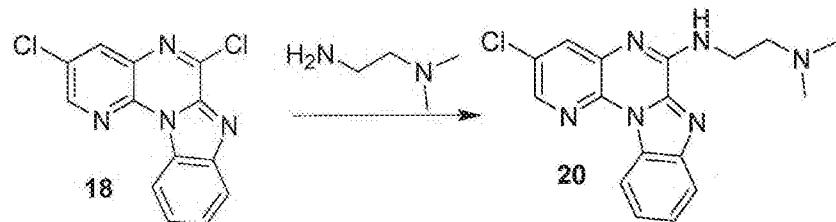
[0321] Compound 17 is prepared according to the procedure outlined in Example 2: Yield=92%, 365 mg, gray solid. LC-MS: 271.1 [M+1]<sup>+</sup>.

Example 16

[0322] Compound 18 is prepared according to the procedure outlined in Example 3: Yield=98%, 380 mg, brown solid. LC-MS: 289.1 [M+1]<sup>+</sup>.

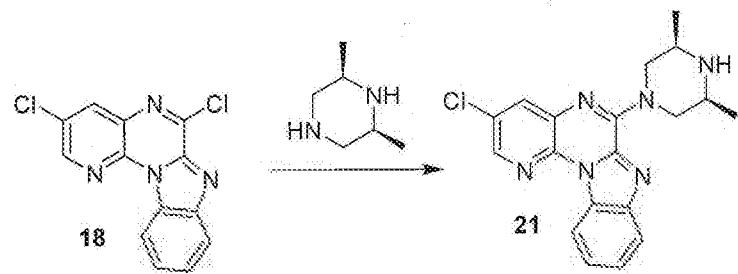
Example 17

[0323] Compound 19 is prepared according to the procedure outlined in Example 4: Yield=29%, 29 mg, gray solid. LC-MS: 367.2 [M+1]<sup>+</sup>.

Example 18

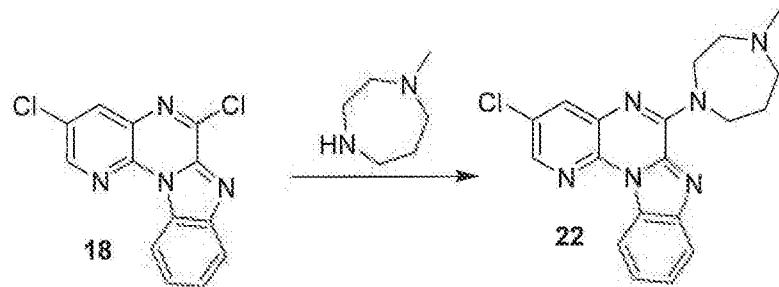
[0324] Compound 20 is prepared according to the procedure outlined in Example 4: Yield=20%, 18 mg, gray solid. LC-MS: 341.1 [M+1]<sup>+</sup>.

Example 19



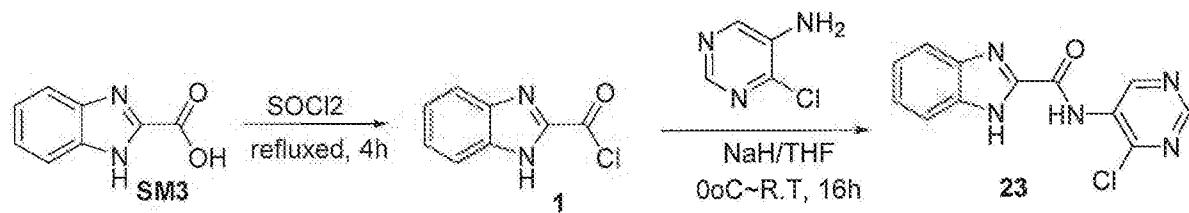
[0325] Compound 21 is prepared according to the procedure outlined in Example 4: Yield=17%, 17 mg, gray solid. LC-MS: 367.2 [M+1]<sup>+</sup>.

Example 20

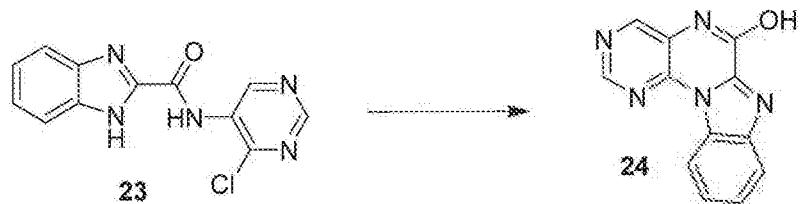


[0326] Compound 22 is prepared according to the procedure outlined in Example 4: Yield=27%, 27 mg, gray solid. LC-MS: 367.2 [M+1]<sup>+</sup>.

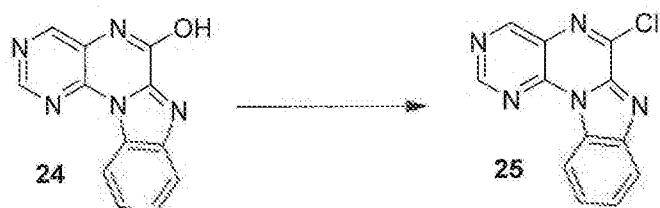
Example 21



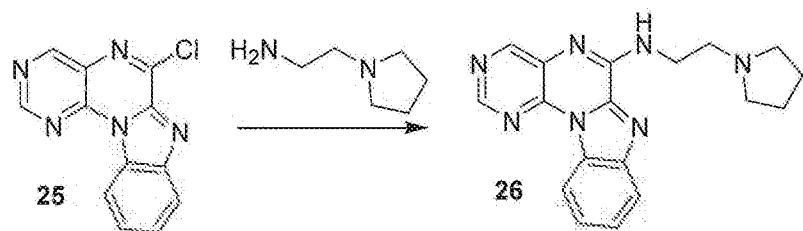
[0327] Compound 23 is prepared according to the procedure outlined in Example 1: Yield=69%, 690 mg, gray solid. LC-MS: 274.1 [M+1]<sup>+</sup>.

Example 22

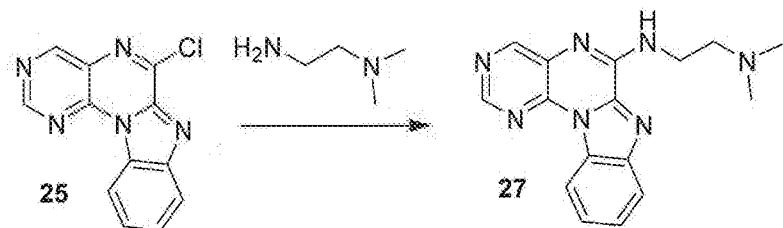
[0328] Compound 24 is prepared according to the procedure outlined in Example 2; Yield=76%, 230 mg, gray solid. LC-MS: 238.2 [M+1]<sup>+</sup>.

Example 23

[0329] Compound 25 is prepared according to the procedure outlined in Example 3; Yield=99%, 250 mg, brown solid. LC-MS: 256.2 [M+1]<sup>+</sup>.

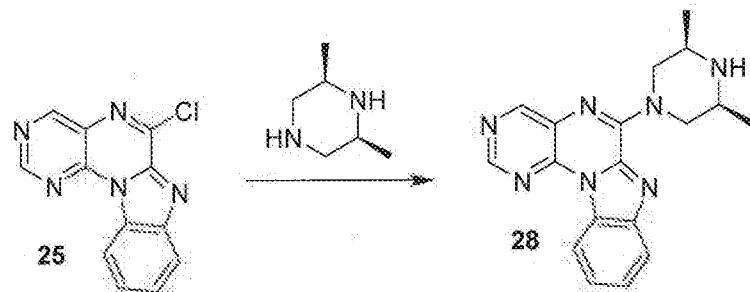
Example 24

[0330] Compound 26 is prepared according to the procedure outlined in Example 4; Yield=26%, 20 mg, gray solid. LC-MS: 334.0 [M+1]<sup>+</sup>.

Example 25

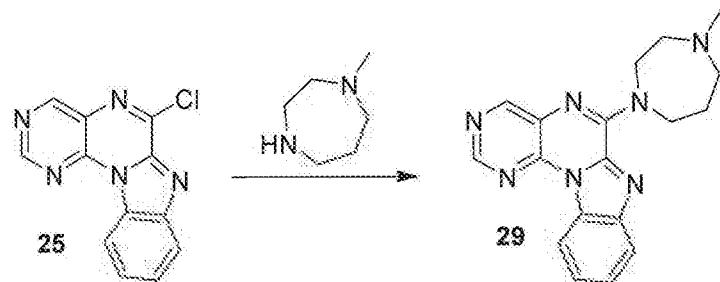
[0331] Compound 27 is prepared according to the procedure outlined in Example 4: Yield=22%, 16 mg, gray solid. LC-MS: 308.2 [M+1]<sup>+</sup>.

Example 26



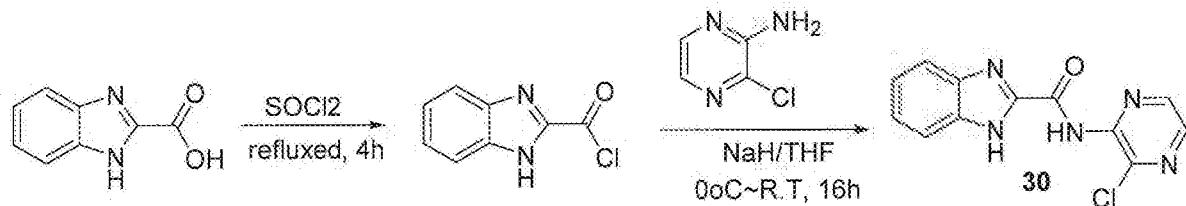
[0332] Compound 28 is prepared according to the procedure outlined in Example 4: Yield=23%, 18 mg, gray solid. LC-MS: 334.2 [M+1]<sup>+</sup>.

Example 27

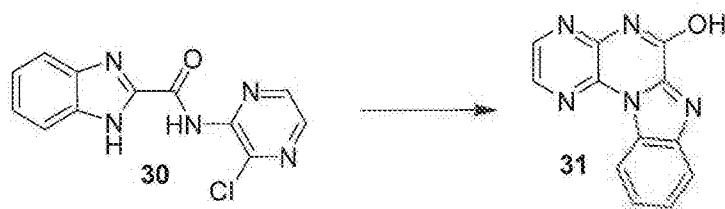


[0333] Compound 29 is prepared according to the procedure outlined in Example 4: Yield=28%, 23 mg, gray solid. LC-MS: 334.2 [M+1]<sup>+</sup>.

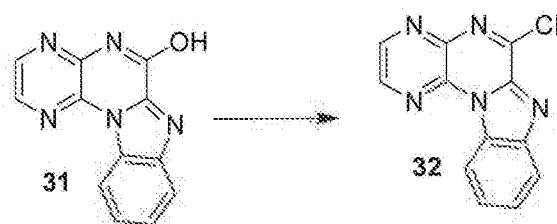
Example 28



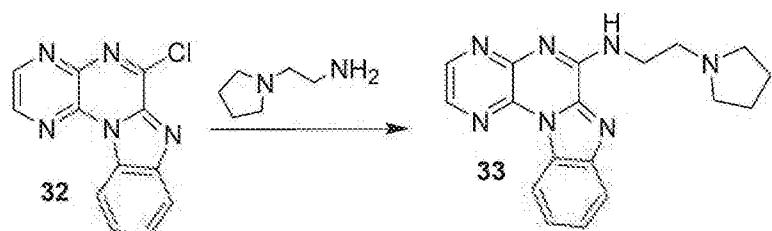
[0334] Compound 30 is prepared according to the procedure outlined in Example 1: Yield=65%, 520 mg, gray solid. LC-MS: 274.1 [M+1]<sup>+</sup>.

Example 29

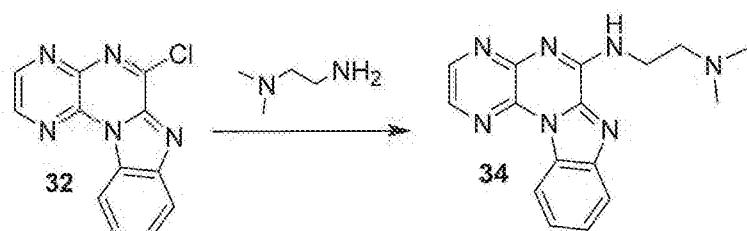
[0335] Compound 31 is prepared according to the procedure outlined in Example 2: Yield=97%, 270 mg, gray solid. LC-MS: 238.2  $[M+1]^+$ .

Example 30

[0336] Compound 32 is prepared according to the procedure outlined in Example 3: Yield=92%, 266mg, brown solid. LC-MS: 255.9  $[M+1]^+$ .

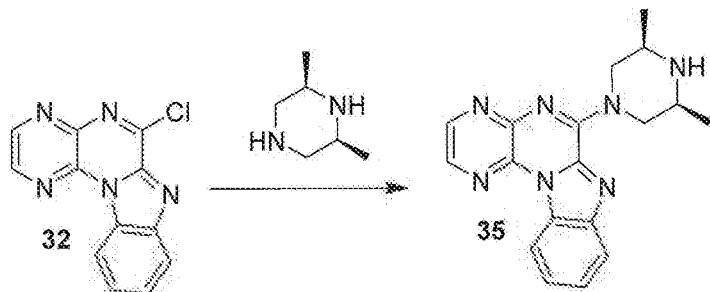
Example 31

[0337] Compound 33 is prepared according to the procedure outlined in Example 4: Yield=26%, 20 mg, gray solid. LC-MS: 334.3  $[M+1]^+$ .

Example 32

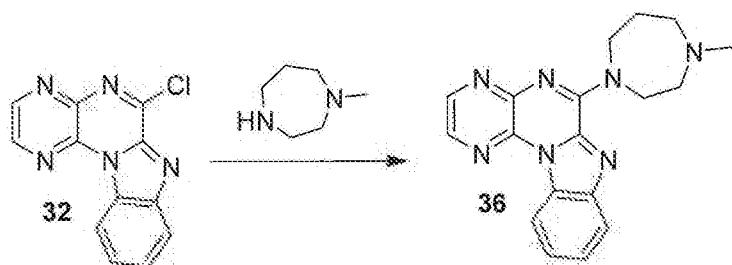
[0338] Compound 34 is prepared according to the procedure outlined in Example 4: Yield=22%, 16 mg, gray solid. LC-MS: 308.3 [M+1]<sup>+</sup>.

Example 33



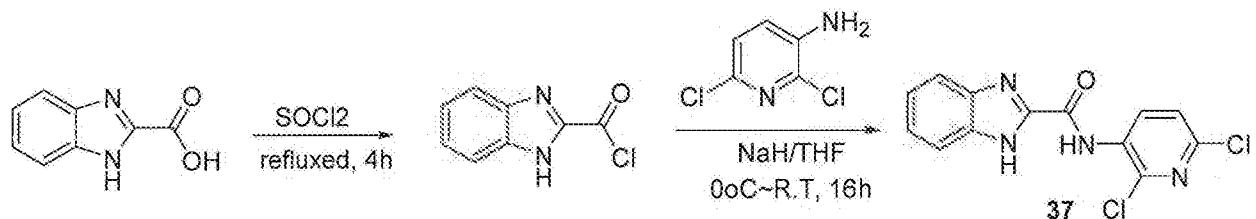
[0339] Compound 35 is prepared according to the procedure outlined in Example 4: Yield=23%, 18 mg, gray solid. LC-MS: 334.2 [M+1]<sup>+</sup>.

Example 34

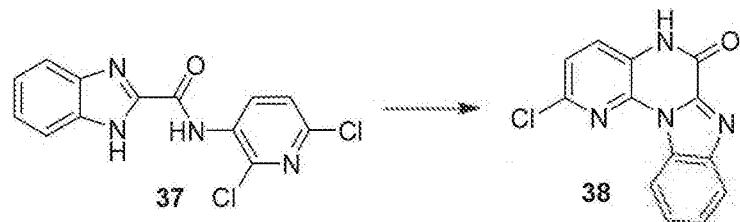


[0340] Compound 36 is prepared according to the procedure outlined in Example 4: Yield=28%, 23 mg, gray solid. LC-MS: 334.2 [M+1]<sup>+</sup>.

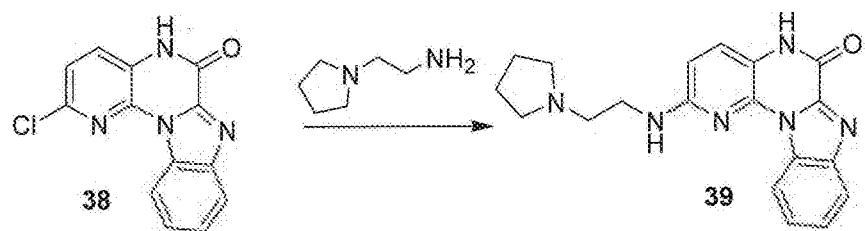
Example 35



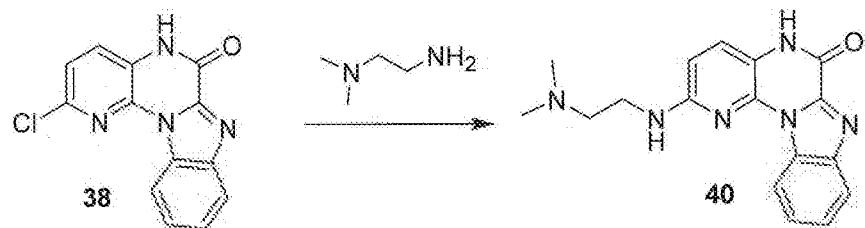
[0341] Compound 37 is prepared according to the procedure outlined in Example 1: Yield=76%, 740mg, brown solid. LC-MS: 307.1 [M+1]<sup>+</sup>.

Example 36

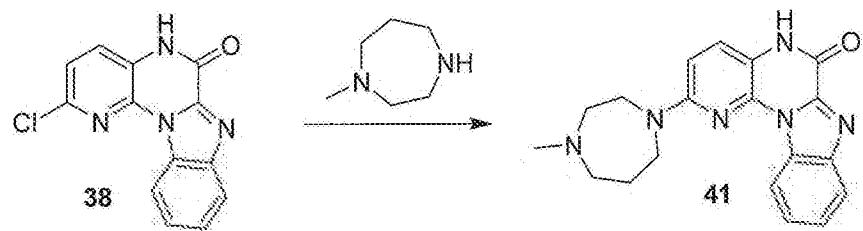
[0342] Compound 38 is prepared according to the procedure outlined in Example 2; Yield=71%, 220mg, brown solid. LC-MS: 271.1 [M+1]<sup>+</sup>.

Example 37

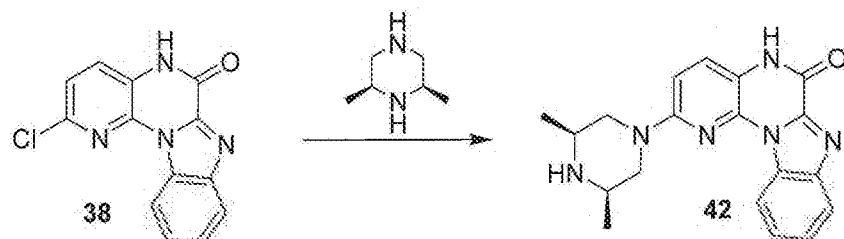
[0343] Compound 39 is prepared according to the procedure outlined in Example 4; Yield=40%, 28 mg, yellow solid. LC-MS: 349.1 [M+1]<sup>+</sup>.

Example 38

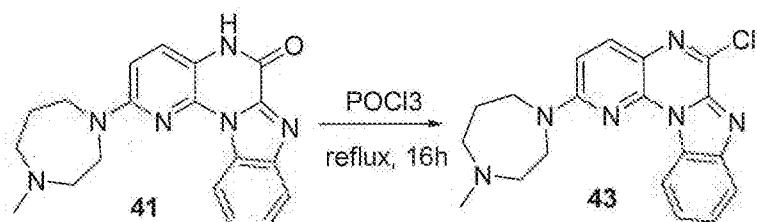
[0344] Compound 40 is prepared according to the procedure outlined in Example 4; Yield=32%, 23 mg, yellow solid. LC-MS: 323.0 [M+1]<sup>+</sup>.

Example 39

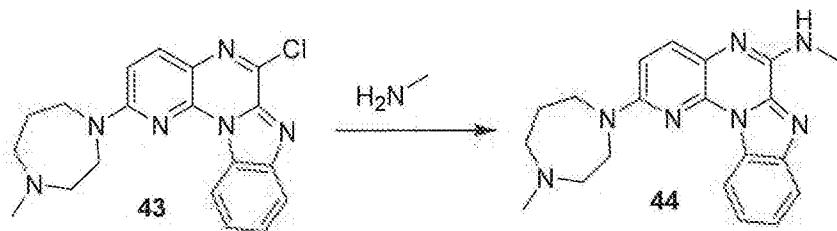
[0345] A solution of compound 38 (370 mg, 1.37 mmol) and N-Methylhomopiperazine (313 mg, 2.75 mmol) in NMP (15 mL) was stirred at 200°C by microwave for 7h. The mixture was concentrated and the residue was washed with MeOH to get 2-(4-Methyl-[1,4]diazepan-1-yl)-5H-1,5,7,11b-tetraaza-benzo[c]fluoren-6-one (compound 41) (260 mg, Yield=54%) as brown solid. LC-MS: 349.1 [M+1]<sup>+</sup>.

Example 40

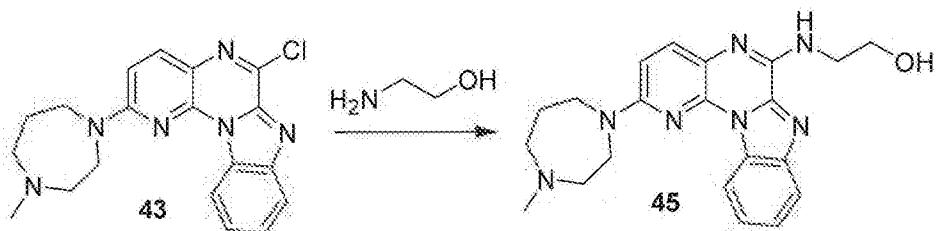
[0346] Compound 42 is prepared according to the procedure described in Example 38: Yield=28%, 16 mg, yellow solid. LC-MS: 349.3 [M+1]<sup>+</sup>.

Example 41

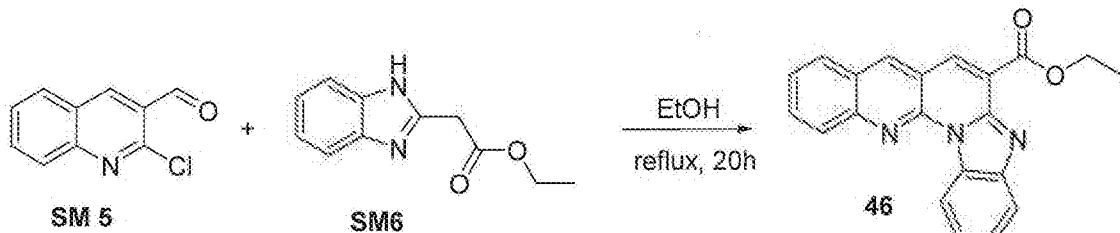
[0347] Compound 43 is prepared according to the procedure described in Example 3: Yield=98%, 270 mg, brown solid. LC-MS: 367.3 [M+1]<sup>+</sup>.

Example 42

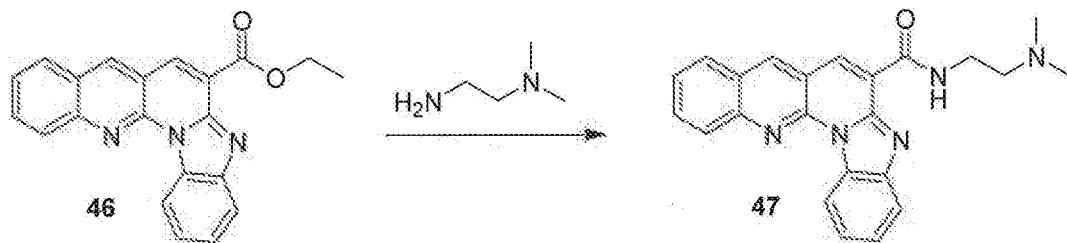
[0348] A suspension of Compound 43 (70 mg, 0.191 mmol) in  $\text{CH}_3\text{NH}_2/\text{EtOH}$  (2M, 2 ml) was heated to reflux for 16h. After cooling, the mixture was concentrated, and the residue was added water and stirred at r.t. for 1h, filtered, washed with  $\text{CH}_3\text{CN}$  to get the desired product (68 mg, 98%yield) as yellow solid. LC-MS: 362.3  $[\text{M}+1]^+$ .

Example 43

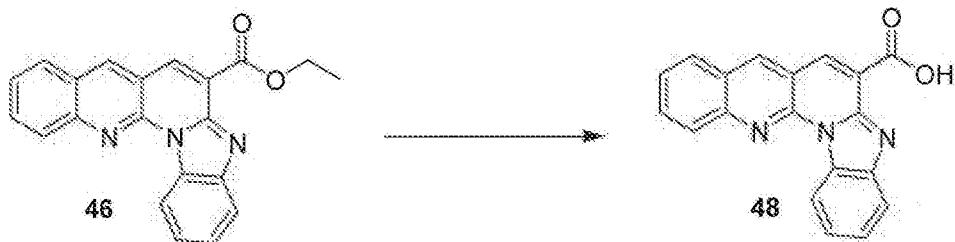
[0349] Compound 45 is prepared according to the procedure described in Example 41; LC-MS:  $\text{Rt}=1.06\text{ min, }392.4\text{ }[\text{M}+1]^+$

Example 44

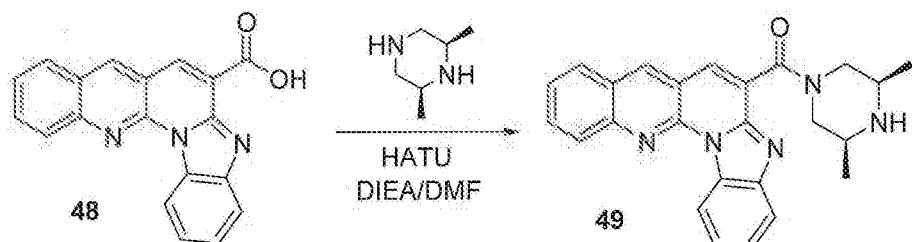
[0350] To a solution of Compound SM5 (0.96 g, 5 mmol) and Compound SM6 (1.02 g, 5 mmol) in 2- (20 mL) in 2-Methoxyethanol (8 mL) was added  $\text{Et}_3\text{N}$  (2 mL, 15 mmol) and the mixture was stirred at refluxing for 18h. After cooling, the mixture was filtered and washed with  $\text{EtOH}$  to get Compound 46 (940 mg, 55%yield) as brown solid. LC-MS: 342.3  $[\text{M}+1]^+$ .

Example 45

[0351] To a suspension of Compound 46 (50 mg, 0.147 mmol) in EtOH (2 mL) was added N1,N1-dimethylethane-1,2-diamine (0.2 mL, 2.14 mmol) and the mixture was stirred at refluxing for 5h. After cooling, the mixture was filtered and washed with EtOH to give Compound 47 (30 mg, 53%yield) as yellow solid. LC-MS: Rt=1.153min, 384.2 [M+1]<sup>+</sup>.

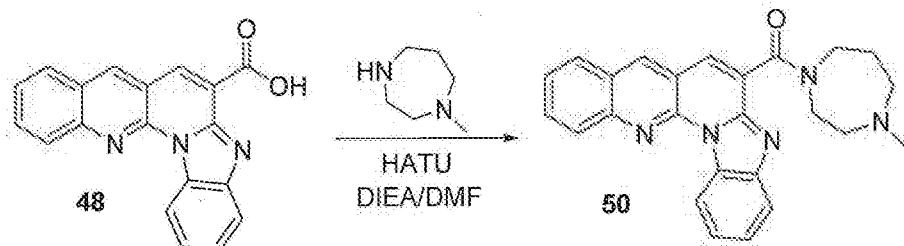
Example 46

[0352] To a suspension of Compound 46 (0.6 g, 1.76 mmol) in EtOH (10 mL, 1:1 v/v) was 4N NaOH (aq., 2.2 mL, 8.8 mmol) and the mixture was stirred at 60°C for 30 min. The mixture was acidified to pH 6 by addition of 2 N HCl and stirred at r.t. for 30min, the mixture was filtered and washed with water, dried to give Compound 48 (540 mg, 98%yield) as a yellow solid. LC-MS: Rt=1.38min, 314.2 [M+1]<sup>+</sup>.

Example 47

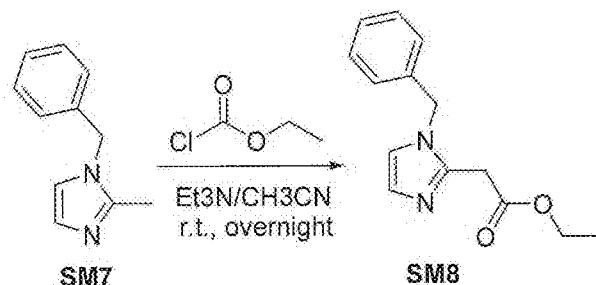
[0353] To a mixture of Compound 48 (100 mg, 0.319 mmol), HATU (183 mg, 0.478 mmol) and (2S,6R)-2,6-dimethylpiperazine (73 mg, 0.638 mmol) in DMF (8 mL) was added DIEA (0.2 mL) and stirred at 50 °C overnight. The mixture was poured into water and filtered, washed with water, purified by pre-HPLC to give Compound 49 (38 mg, 29% yield) as yellow solid. LC-MS: Rt=1.207min, 410.0 [M+1]<sup>+</sup>

Example 48

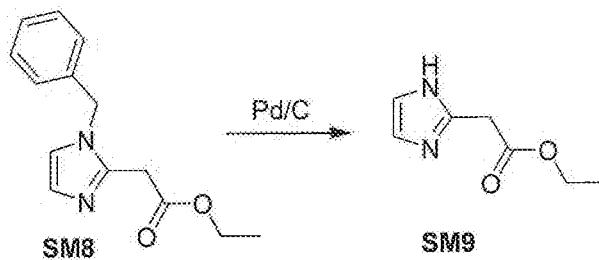


[0354] Compound 50 is prepared according to the procedure described in Example 47: Yield=15%, 26 mg, yellow solid. LC-MS: 410.2 [M+1]<sup>+</sup>.

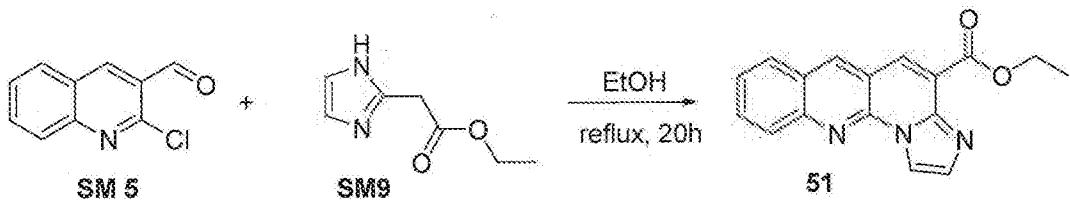
Example 49



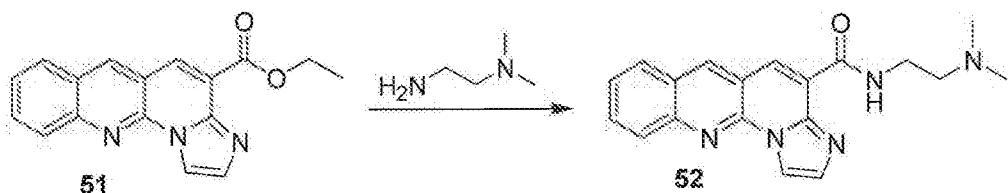
[0355] To a solution of SM7 (17.2 g, 100 mmol) and Et<sub>3</sub>N (27.7 ml, 200 mmol) in MeCN, ethyl carbonochloridate (14.2 ml, 150 mmol) was added drop wise at 0 °C and stirred at r.t. overnight. The reaction mixture was concentrated and dissolved in EtOAc, washed with H<sub>2</sub>O, brine, then purified by silica gel column (Petro ether : EtOAc = 5 : 1) to give SM8 as yellow oil (12.6 g, 51.6% yield). LC-MS: 245.1 [M+1]<sup>+</sup>.

Example 50

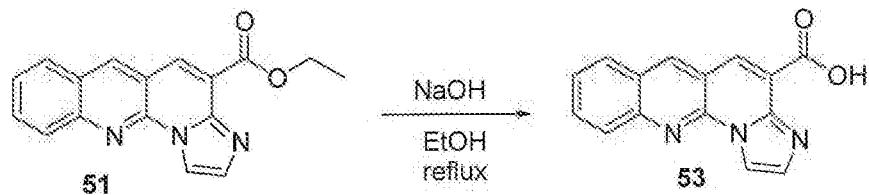
[0356] To a solution of SM8 (3.48 mmol) in EtOH, 10%Pd/C (70 mg) was added and stirred at r.t. for 2h. The reaction mixture was filtered and the filtrate was concentrated and dried under vacuum to give Compound SM9: Yield=89%, 480 mg, pale yellow oil. LC-MS: 155.3 [M+1]<sup>+</sup>.

Example 51

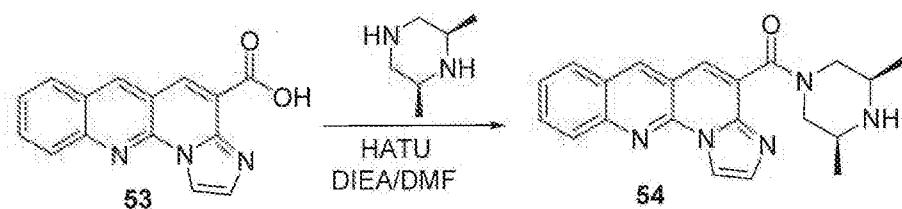
[0357] To a solution of Compound SM5 (595 mg, 3.1 mmol) and Compound SM9 (480 mg, 3.1 mmol) in ethanol (8 mL) was added Et<sub>3</sub>N (1.2 mL, 8.6mmol) and the mixture was stirred at reflux for 18h. After cooling, the mixture was concentrated and the residue was diluted with EtOAc to get Compound 51 (430 mg, 47%yield) as brown solid. LC-MS: Rt=1.073min, 292.0 [M+1]<sup>+</sup>.

Example 52

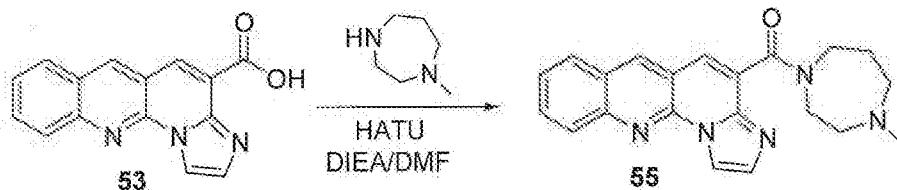
[0358] Compound 52 is prepared according to the procedure described in Example 41: Yield=58%, 40 mg, yellow solid. LC-MS: 333.9 [M+1]<sup>+</sup>.

Example 53

[0359] Compound 53 is prepared according to the procedure described in Example 47: Yield=95%, 320 mg, yellow solid. LC-MS: 263.9 [M+1]<sup>+</sup>.

Example 54

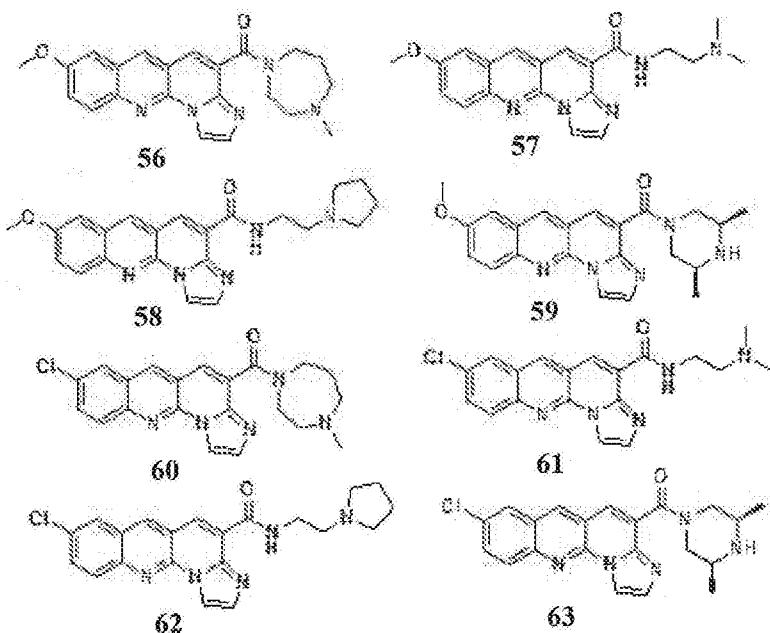
[0360] Compound 54 is prepared according to the procedure described in Example 47: Yield=13%, 18 mg, yellow solid. LC-MS: 360.0 [M+1]<sup>+</sup>.

Example 55

[0361] Compound 54 is prepared according to the procedure described in Example 47: Yield=14%, 32 mg, yellow solid. LC-MS: 360.2 [M+1]<sup>+</sup>.

Example 56

[0362] The following compounds are prepared according to the methods used for the preparation of compounds 52 and 53.



**Example 57: Representative Cell-Based IC<sub>50</sub> Data**

[0363] Inhibitory activity on cell proliferation of representative compounds of the invention was determined using an Alamar Blue cell viability assay as described hereafter.

[0364] 3000 cancer cells in 100  $\mu$ L of cell culture media were plated in each well of a 96-well clear bottom, black wall cell culture-pretreated plate.

[0365] The next day compounds are serially diluted (3-fold in cell culture media) across a 96-well polypropylene mother plate from row A to row F, to yield 6 concentrations (10  $\mu$ M, 3.3  $\mu$ M, 1.1  $\mu$ M, 370 nM, 124 nM and 41 nM) for each test compound. Rows G and H contain only DMSO.

[0366] Once titrations are made, the media in plates with cells were disposed and 100  $\mu$ L of drug dilutions are transferred to plates with cells. After a ninety six-hour incubation at 37 °C, 10  $\mu$ L of resazurin solution from Alamar Blue Cell Viability kit (Invitrogen, Carlsbad, CA) was added to the media and cells were incubated at 37 °C for three more hours. At the end of this incubation the production of resofuran was measured using Spectrmax M2 microplate reader (Molecular Devices, Sunnyvale, CA)

**Example 58: qRT-PCR Assay for Selective Inhibition of RNA Polymerase I Transcription**

[0367] 3000 cancer cells in 100  $\mu$ L of cell culture media were plated in each well of a 96-well clear bottom, black wall cell culture-pretreated plate.

[0368] The next day compounds are serially diluted (3-fold in cell culture media) across a 96-well polypropylene mother plate from row A to row F, to yield 6 concentrations (10 uM, 3.3 uM, 1.1 uM, 370 nM, 124 nM and 41 nM) for each test compound. Rows G and H contain only DMSO.

[0369] Once titrations are made, the media in plates with cells were disposed and 100  $\mu$ L of drug dilutions are transferred to plates with cells. After a ninety six-hour incubation at 37 °C, 10  $\mu$ L of resazurin solution from Alamar Blue Cell Viability kit (Invitrogen, Carlsbad, CA) was added to the media and cells were incubated at 37 °C for three more hours.

[0370] At the end of this incubation the production of resofurin was measured using Spectrmax M2 microplate reader (Molecular Devices, Sunnyvale, CA)

[0371] The Pol I transcription assay was used to measure the compound-dependent inhibition of the synthesis of rRNA versus mRNA. Briefly, this procedure utilizes a quantitative real time polymerase chain reaction assay (qRT-PCR) to quantify the amount of newly synthesized rRNA and mRNA in cancer cells treated with the drugs. The format of this assay is the same for all cell lines tested.

Assay protocol is described hereafter.

[0372]  $2 \times 10^5$  cancer cells in 2 mL of cell culture media were plated in each well of a 6-well clear bottom, black wall cell culture-pretreated plate. The next day compounds are serially diluted (5-fold in cell culture media) in 15 mL conical tubes to yield 6 concentrations (25 uM, 5 uM, 1 uM, 200 nM, 40 nM and 8 nM) for each test compound.

[0373] Once titrations are made, the media in plates with cells were disposed and 2 mL of drug dilutions are transferred to plates with cells. After two-hour incubation at 37 °C, the media with drug dilutions is disposed, the cells in the plate are washed once with 2 mL of ice-cold PBS and the total RNA from cells is isolated using RNAqueous®-Micro Total RNA Isolation Kit (Life Technologies, Carlsbad, CA) according to the manufacturer's protocol) and its concentration was determined using Ribogreen reagent (Life Technologies, Carlsbad, CA).

[0374] Relative levels of 45S pre-rRNA and c-myc mRNA were measured using Applied Biosystems' (Foster City, CA) proprietary primers-probe set for c-myc mRNA and custom primers probe set (forward primer: CCGCGCTCTACCTTACCTACCT (SEQ ID 1), reverse primer: GCATGGCTTAATCTTGAGACAAG (SEQ ID 2), probe: TTGATCCTGCCAGTAGC (SEQ ID

3)) for pre-rRNA. Analysis was run on 7500HT Real Time PCR System (Applied Biosystems, Foster City, CA).

**Example 59: Cell-Free Pol I Transcription Assay**

[0375] To measure the direct effect of representative compounds on RNA Polymerase I transcription, a nuclear extract-based assay was used. Assay protocol is described hereafter.

[0376] Compounds are serially diluted (5-fold in cell culture media) across a 96-well polypropylene mother plate from row A to row E, to yield 5 concentrations (50 uM, 10 uM, 2 uM, 400 nM and 80 nM) for each test compound. Row G contained only DMSO.

[0377] Once titrations were made, the reaction mixture consisting of 30 ng/uL DNA template corresponding to (-160/+379) region on rDNA and 3 mg/mL nuclear extract isolated from HeLa S3 cells in a buffer containing 10 mM Tris HCl pH 8.0, 80 mM KCl, 0.8% polyvinyl alcohol, 10 mg/mL a-amanitin was combined with the test compounds and incubated at ambient for 20 min.

[0378] Transcription was initiated by addition of rNTP mix (New England Biolabs, Ipswich, MA) to a final concentration of 1 mM and was incubated for one hour at 30 °C. Afterwards DNase I was added and the reaction was further incubated for 2 hr at 37 °C.

DNase digestion was terminated by the addition of EDTA to final concentration of 10 mM, followed immediately by 10 min incubation at 75 °C, and then samples were transferred to 4 °C. The levels of resultant transcript were analyzed by qRT-PCR on 7500HT Real Time PCR System (Applied Biosystems, Foster City, CA) using the following primer-probe set: Pol I probe ctctggctaccggtgaccggeta, Pol I forward primer gctgacacgtgtccctggcg and Pol I reverse primer ggctcaaggcaggagcgccgc.

**Example 60: Testing Inhibition of RNA Polymerase I and II – Driven Transcriptions**

[0379] MM231 cells were plated in a 6-well format at 2\*10^5 cells/well overnight. The next day the cells were treated by a dilution series (6 doses total: 25 uM, 5 uM, 1 uM, 200 nM, 40 nM, 8 nM) of test compounds. Two hours after the beginning of treatment cells were washed and lysed for RNA isolation that was performed using RNAqueous-Mini Total RNA Isolation kit (Ambion).

[0380] The resulting RNA concentrations were determined using Quant-iT RiboGreen RNA Assay Kit (Molecular Probes). Effect on RNA Polymerase I and RNA Polymerase II -- driven transcription

was assessed by monitoring resulting levels of 45S pre-rRNA and cMYC mRNA respectively. For this we performed Taqman qRT-PCR assay using TaqMan® RNA-to-Ct™ 1-Step Kit (Life Technologies) with custom primer-probe set for 45S pre-rRNA (Drygin et al 2009 Cancer Res 69:7653) and Hs00153408\_m1 primer-probe mix (Life Technologies) for cMYC mRNA. The assay was performed on Applied Biosystems 7500 Fast Real-Time PCR System (ABI) using Absolute Quantitation method. The data was analyzed using GraphPad Prism (GraphPad) software.

[0381] Representative Pol I transcription inhibition, in MM231 cell line, from quantitative PCR (QPCR) (Example 86 & Example 87) data is provided in Table 1.

**Table 1**

Compound ID	41	42	44	45	52	5
Pol I	A	B	B	A	D	D

+++ indicates an activity of less than 1  $\mu$ M; ++ indicates an activity of greater than 1  $\mu$ M and less than 5  $\mu$ M; + indicates an activity of greater than 5  $\mu$ M and less than 10  $\mu$ M; and - indicates an activity of greater than 10  $\mu$ M.

**Example 61: Anti-Cancer Activity of Representative Compounds**

[0382] Representative cell proliferation inhibition from Alamar Blue assay (e.g. Example 84 herein) is provided in Table 2.

**Table 2**

Compound ID	Cell Line	
	MDA-MB-231	SK-BR-3
12	B	B
13	B	B
15	B	B
14	B	B
19	B	B
20	B	B
22	C	B
21	D	D
26	B	B
27	B	B
29	B	B
28	B	B
34	B	B
36	B	B

Compound ID	Cell Line	
	MDA-MB-231	SK-BR-3
35	B	B
62	D	D
61	D	D
60	D	D
63	D	D
58	B	B
57	B	B
56	D	D

A indicates an activity of less than 1  $\mu$ M; and B indicates an activity of greater than 1  $\mu$ M and less than 5  $\mu$ M; C indicates an activity of greater than 5  $\mu$ M and less than 10  $\mu$ M; and D indicates an activity of greater than 10  $\mu$ M.

**Example 62: Anti-Cancer Activity of Representative Compounds**

[0383] Representative cell proliferation inhibition from Alamar Blue assay (e.g. Example 84 herein) is provided in Table 3.

Table 3

Cell line	Compound ID				
	5	52	55	39	41
SKM-1_1	B	A			
P12-					
ICHIKAWA	B	B			
THP-1	B	B			
KG-1	B	B			
NB-4-1	B	B			
ML-2	B	B			
MM231			D	B	
SK-BR-3			D	B	A

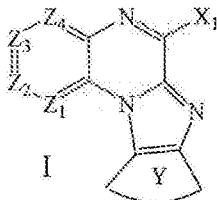
A indicates an activity of less than 1  $\mu$ M; and B indicates an activity of greater than 1  $\mu$ M and less than 5  $\mu$ M; C indicates an activity of greater than 5  $\mu$ M and less than 10  $\mu$ M; and D indicates an activity of greater than 10  $\mu$ M.

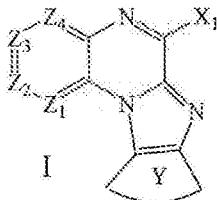
[0384] The above description of the disclosed embodiments is provided to enable any person skilled in the art to make or use the invention. Various modifications to these embodiments will be readily apparent to those skilled in the art, and the generic principles described herein can be applied to other embodiments without departing from the spirit or scope of the invention. Thus, it is to be understood

that the description and drawings presented herein represent a presently preferred embodiment of the invention and are therefore representative of the subject matter which is broadly contemplated by the present invention. It is further understood that the scope of the present invention fully encompasses other embodiments that may become obvious to those skilled in the art and that the scope of the present invention is accordingly not limited.

## CLAIMS

## WHAT IS CLAIMED IS:



1. A compound of Formula I:  , or a pharmaceutically acceptable salt, esters prodrug, hydrate, or tautomer thereof; wherein:

each  $Z_1$ ,  $Z_2$ ,  $Z_3$ , and  $Z_4$  is N, CH, or  $CR_1$ , provided any three N are non-adjacent; and further provided that one or more of  $Z_1$ ,  $Z_2$ ,  $Z_3$ , and  $Z_4$  is  $CR_1$ ;

each  $R_1$  is independently an optionally substituted  $C_1$ - $C_8$  alkyl,  $C_2$ - $C_8$  heteroalkyl,  $C_2$ - $C_8$  alkenyl,  $C_2$ - $C_8$  heteroalkenyl,  $C_2$ - $C_8$  alkynyl,  $C_2$ - $C_8$  heteroalkynyl,  $C_1$ - $C_8$  acyl,  $C_2$ - $C_8$  heteroacyl,  $C_6$ - $C_{10}$  aryl,  $C_5$ - $C_{12}$  heteroaryl,  $C_7$ - $C_{12}$  arylalkyl, or  $C_6$ - $C_{12}$  heteroarylalkyl group, or each  $R_1$  is independently H, halo,  $CF_3$ ,  $OR_2$ ,  $NR_2R_3$ ,  $NR_2OR_3$ ,  $NR_2NR_2R_3$ ,  $SR_2$ ,  $SOR_2$ ,  $SO_2R_2$ ,  $SO_2NR_2R_3$ ,  $NR_2SO_2R_3$ ,  $NR_2CONR_2R_3$ ,  $NR_2COOR_3$ ,  $NR_2COR_3$ , CN,  $COOR_2$ , COOH,  $CONR_2R_3$ ,  $OOCR_2$ ,  $COR_2$ , or  $NO_2$ ;

and wherein  $R_2$  and  $R_3$  groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S atoms; and each  $R_2$  and  $R_3$  groups, and each ring formed by linking  $R_2$  and  $R_3$  groups together, is optionally substituted with one or more substituents selected from halo,  $=O$ ,  $=N-CN$ ,  $=N-OR'$ ,  $=NR'$ ,  $OR'$ ,  $N(R')_2$ ,  $SR'$ ,  $SO_2R'$ ,  $SO_2NR'_2$ ,  $NR'SO_2R'$ ,  $NR'CONR'_2$ ,  $NR'COOR'$ ,  $NR'COR'$ , CN,  $COOR'$ ,  $CON(R')_2$ ,  $OOCR'$ ,  $COR'$ , and  $NO_2$ , wherein each  $R'$  is independently H,  $C_1$ - $C_6$  alkyl,  $C_2$ - $C_6$  heteroalkyl,  $C_1$ - $C_6$  acyl,  $C_2$ - $C_6$  heteroacyl,  $C_6$ - $C_{10}$  aryl,  $C_5$ - $C_{10}$  heteroaryl,  $C_7$ - $C_{12}$  arylalkyl, or  $C_6$ - $C_{12}$  heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  heteroalkyl,  $C_1$ - $C_6$  acyl,  $C_1$ - $C_6$  heteroacyl, hydroxy, amino, and  $=O$ ; wherein two  $R'$  can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

or each  $R_1$  is independently  $-W$ ,  $-L-W$ ,  $-X-L-A$ ; wherein X is  $NR_6$ , O, or S; W is an optionally substituted 4-7 membered azacyclic ring, optionally containing an additional heteroatom selected from N, O and S as a ring member; L is a  $C_1$ - $C_{10}$  alkylene,  $C_1$ - $C_{10}$  heteroalkylene,

C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl; and A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group;

R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S; R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group,

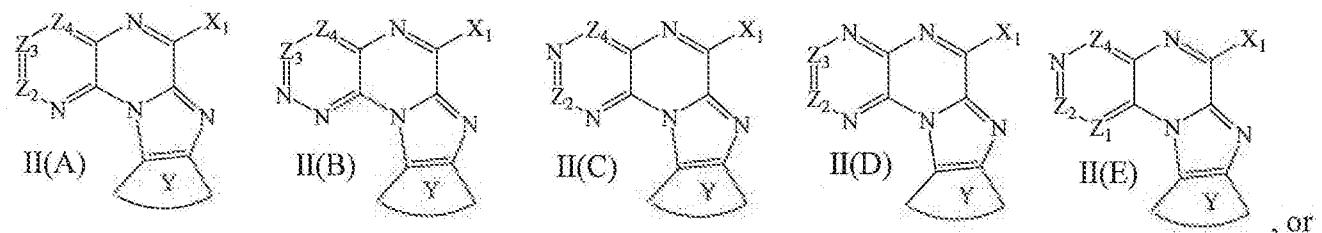
R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring; and R<sub>4</sub> or R<sub>5</sub> is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

Y is an optionally substituted 5-6 membered carbocyclic or heterocyclic ring;

$X_1$  is an optionally substituted  $C_1$ - $C_8$  alkyl,  $C_2$ - $C_8$  heteroalkyl,  $C_2$ - $C_8$  alkenyl,  $C_2$ - $C_8$  heteroalkenyl,  $C_2$ - $C_8$  alkynyl,  $C_2$ - $C_8$  heteroalkynyl,  $C_1$ - $C_8$  acyl,  $C_2$ - $C_8$  heteroacyl,  $C_6$ - $C_{10}$  aryl,  $C_5$ - $C_{12}$  heteroaryl,  $C_7$ - $C_{12}$  arylalkyl, or  $C_6$ - $C_{12}$  heteroarylalkyl group, optionally substituted with one or more halogens,  $=O$ ,  $CF_3$ ,  $CN$ ,  $OR_7$ ,  $NR_8R_9$ ,  $SR_7$ ,  $SO_2NR_8R_9$ ,  $C_1$ - $C_8$  alkyl,  $C_2$ - $C_8$  heteroalkyl,  $C_2$ - $C_8$  alkenyl,  $C_2$ - $C_8$  heteroalkenyl,  $C_2$ - $C_8$  alkynyl,  $C_2$ - $C_8$  heteroalkynyl,  $C_1$ - $C_8$  acyl,  $C_2$ - $C_8$  heteroacyl,  $C_6$ - $C_{10}$  aryl,  $C_5$ - $C_{12}$  heteroaryl,  $C_7$ - $C_{12}$  arylalkyl, or  $C_6$ - $C_{12}$  heteroarylalkyl group, or;

$X_1$  is  $H$ ,  $NR_2R_3$ ,  $SOR_2$ ,  $SO_2R_2$ ,  $SO_2NR_2R_3$ ,  $NR_2SO_2R_3$ ,  $NR_2CONR_2R_3$ ,  $NR_2COOR_3$ ,  $NR_2COR_3$ ,  $CN$ ,  $COOR_2$ , ester bioisostere,  $COOH$ , carboxy bioisostere,  $CONR_2R_3$ , amide bioisostere,  $OOCR_2$ ,  $COR_2$ , or  $NO_2$ ;

2. A compound of Formula II(A), II(B), II(C), II(D) and II(E),



a pharmaceutically acceptable salt, esters prodrug, hydrate, or tautomer thereof; wherein:

$Z_2$ ,  $Z_3$  and  $Z_4$  are independently  $CH$  or  $CR_1$ ;

each  $R_1$  is independently an optionally substituted  $C_1$ - $C_8$  alkyl,  $C_2$ - $C_8$  heteroalkyl,  $C_2$ - $C_8$  alkenyl,  $C_2$ - $C_8$  heteroalkenyl,  $C_2$ - $C_8$  alkynyl,  $C_2$ - $C_8$  heteroalkynyl,  $C_1$ - $C_8$  acyl,  $C_2$ - $C_8$  heteroacyl,  $C_6$ - $C_{10}$  aryl,  $C_5$ - $C_{12}$  heteroaryl,  $C_7$ - $C_{12}$  arylalkyl, or  $C_6$ - $C_{12}$  heteroarylalkyl group, or each  $R_1$  is independently halo,  $CF_3$ ,  $OR_2$ ,  $NR_2R_3$ ,  $NR_2OR_3$ ,  $NR_2NR_2R_3$ ,  $SR_2$ ,  $SOR_2$ ,  $SO_2R_2$ ,  $SO_2NR_2R_3$ ,  $NR_2SO_2R_3$ ,  $NR_2CONR_2R_3$ ,  $NR_2COOR_3$ ,  $NR_2COR_3$ ,  $CN$ ,  $COOR_2$ ,  $COOH$ ,  $CONR_2R_3$ ,  $OOCR_2$ ,  $COR_2$ , or  $NO_2$ ;

or each  $R_1$  is independently  $-W$ ,  $-L-W$ ,  $-X-L-A$ ; wherein  $X$  is  $NR_6$ ,  $O$ , or  $S$ ;  $W$  is an optionally substituted 4-7 membered azacyclic ring, optionally containing an additional heteroatom selected from  $N$ ,  $O$  and  $S$  as a ring member;  $L$  is a  $C_1$ - $C_{10}$  alkylene,  $C_1$ - $C_{10}$  heteroalkylene,  $C_2$ - $C_{10}$  alkenylene or  $C_2$ - $C_{10}$  heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo ( $=O$ ), or  $C_1$ - $C_6$  alkyl; and  $A$  is heterocycloalkyl, heteroaryl or  $NR_4R_5$  where  $R_4$  and  $R_5$  are independently  $H$ ,

optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group;

R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group; or R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring; and R<sub>4</sub> or R<sub>5</sub> is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

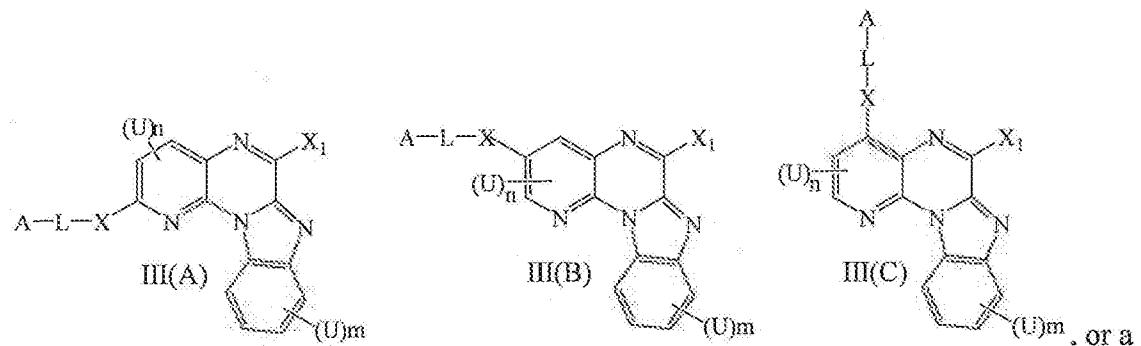
Y is an optionally substituted 5-6 membered carbocyclic or heterocyclic ring;

X<sub>1</sub> is an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or X<sub>1</sub> is H, NR<sub>2</sub>R<sub>3</sub>, SOR<sub>2</sub>, SO<sub>2</sub>R<sub>2</sub>,

$\text{SO}_2\text{NR}_2\text{R}_3$ ,  $\text{NR}_2\text{SO}_2\text{R}_3$ ,  $\text{NR}_2\text{CONR}_2\text{R}_3$ ,  $\text{NR}_2\text{COOR}_3$ ,  $\text{NR}_2\text{COR}_3$ ,  $\text{CN}$ ,  $\text{COOR}_2$ ,  $\text{COOH}$ , polar substituent, carboxy bioisostere,  $\text{CONR}_2\text{R}_3$ ,  $\text{OOCR}_2$ ,  $\text{COR}_2$ , or  $\text{NO}_2$ ;

wherein  $\text{R}_2$  and  $\text{R}_3$  groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each  $\text{R}_2$  and  $\text{R}_3$  groups, and each ring formed by linking  $\text{R}_2$  and  $\text{R}_3$  groups together, is optionally substituted with one or more substituents selected from halo,  $=\text{O}$ ,  $=\text{N}-\text{CN}$ ,  $=\text{N}-\text{OR}'$ ,  $=\text{NR}'$ ,  $\text{OR}'$ ,  $\text{N}(\text{R}')_2$ ,  $\text{SR}'$ ,  $\text{SO}_2\text{R}'$ ,  $\text{SO}_2\text{NR}'_2$ ,  $\text{NR}'\text{SO}_2\text{R}'$ ,  $\text{NR}'\text{CONR}'_2$ ,  $\text{NR}'\text{COOR}'$ ,  $\text{NR}'\text{COR}'$ ,  $\text{CN}$ ,  $\text{COOR}'$ ,  $\text{CON}(\text{R}')_2$ ,  $\text{OOCR}'$ ,  $\text{COR}'$ , and  $\text{NO}_2$ , wherein each  $\text{R}'$  is independently H,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_2\text{-C}_6$  heteroalkyl,  $\text{C}_1\text{-C}_6$  acyl,  $\text{C}_2\text{-C}_6$  heteroacyl,  $\text{C}_6\text{-C}_{10}$  aryl,  $\text{C}_5\text{-C}_{10}$  heteroaryl,  $\text{C}_7\text{-C}_{12}$  arylalkyl, or  $\text{C}_6\text{-C}_{12}$  heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo,  $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$  heteroalkyl,  $\text{C}_1\text{-C}_6$  acyl,  $\text{C}_1\text{-C}_6$  heteroacyl, hydroxy, amino, and  $=\text{O}$ ; wherein two  $\text{R}'$  can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S.

3. A compound of Formula III(A), III(B) and III(C):



pharmaceutically acceptable salt, esters prodrug, hydrate, or tautomer thereof; wherein:

$\text{L}$  is a  $\text{C}_1\text{-C}_{10}$  alkylene,  $\text{C}_1\text{-C}_{10}$  heteroalkylene,  $\text{C}_2\text{-C}_{10}$  alkenylene or  $\text{C}_2\text{-C}_{10}$  heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo ( $=\text{O}$ ), or  $\text{C}_1\text{-C}_6$  alkyl;

$\text{A}$  is heterocycloalkyl, heteroaryl or  $\text{NR}_4\text{R}_5$  where  $\text{R}_4$  and  $\text{R}_5$  are independently H, optionally substituted  $\text{C}_1\text{-C}_8$  alkyl,  $\text{C}_2\text{-C}_8$  heteroalkyl,  $\text{C}_2\text{-C}_8$  alkenyl,  $\text{C}_2\text{-C}_8$  heteroalkenyl,  $\text{C}_2\text{-C}_8$  alkynyl,  $\text{C}_2\text{-C}_8$  heteroalkynyl,  $\text{C}_1\text{-C}_8$  acyl,  $\text{C}_2\text{-C}_8$  heteroacyl,  $\text{C}_6\text{-C}_{10}$  aryl,  $\text{C}_5\text{-C}_{12}$  heteroaryl,  $\text{C}_7\text{-C}_{12}$  arylalkyl, or  $\text{C}_6\text{-C}_{12}$  heteroarylalkyl group;

R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR', NR'SO<sub>2</sub>R', NR'CONR', NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

X is NR<sub>6</sub>, O, or S;

R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group;

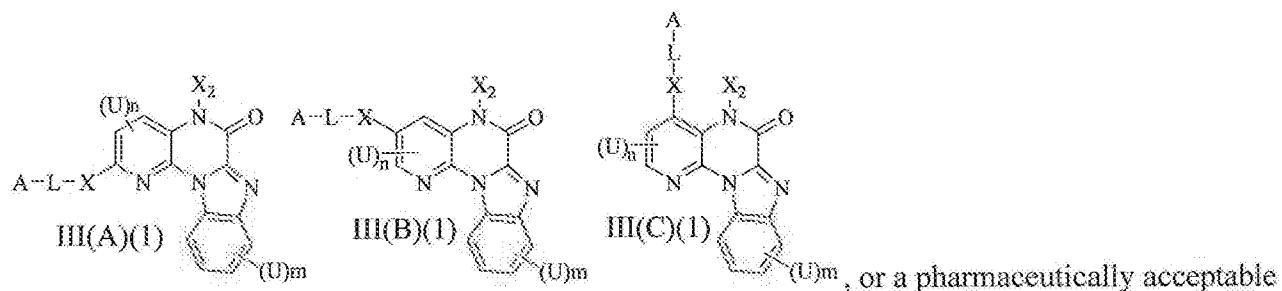
R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring; and R<sub>4</sub> or R<sub>5</sub> is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR', NR'SO<sub>2</sub>R', NR'CONR', NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

X<sub>1</sub> is an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or X<sub>1</sub> is H, NR<sub>2</sub>R<sub>3</sub>, SOR<sub>2</sub>, SO<sub>2</sub>R<sub>2</sub>, SO<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COOR<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, CN, COOR<sub>2</sub>, ester bioisostere, COOH, carboxy bioisostere, CONR<sub>2</sub>R<sub>3</sub>, amide bioisostere, OOCR<sub>2</sub>, COR<sub>2</sub>, or NO<sub>2</sub>;

$(U)_n$  and  $(U)_m$  are independently H, halogen,  $CF_3$ ,  $CN$ ,  $OR_7$ ,  $NR_8R_9$ ,  $SR_7$ ,  $SO_2NR_8R_9$ ,  $C_1-C_{10}$  alkyl,  $C_1-C_{10}$  heteroalkyl,  $C_2-C_{10}$  alkenyl, or  $C_2-C_{10}$  heteroalkenyl, each of which may be optionally substituted with one or more halogens,  $=O$ , or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring;

wherein  $R_2$  and  $R_3$  groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each  $R_2$  and  $R_3$  groups, and each ring formed by linking  $R_2$  and  $R_3$  groups together, is optionally substituted with one or more substituents selected from halo,  $=O$ ,  $=N-CN$ ,  $=N-OR'$ ,  $=NR'$ ,  $OR'$ ,  $N(R')_2$ ,  $SR'$ ,  $SO_2R'$ ,  $SO_2NR'_2$ ,  $NR'SO_2R'$ ,  $NR'CONR'_2$ ,  $NR'COOR'$ ,  $NR'COR'$ ,  $CN$ ,  $COOR'$ ,  $CON(R')_2$ ,  $OOCR'$ ,  $COR'$ , and  $NO_2$ , wherein each  $R'$  is independently H,  $C_1-C_6$  alkyl,  $C_2-C_6$  heteroalkyl,  $C_1-C_6$  acyl,  $C_2-C_6$  heteroacetyl,  $C_6-C_{10}$  aryl,  $C_5-C_{10}$  heteroaryl,  $C_7-C_{12}$  arylalkyl, or  $C_6-C_{12}$  heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo,  $C_1-C_4$  alkyl,  $C_1-C_4$  heteroalkyl,  $C_1-C_6$  acyl,  $C_1-C_6$  heteroacetyl, hydroxy, amino, and  $=O$ ; wherein two  $R'$  can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S.

4. A compound of Claim 3, wherein the compound has the following structure:



salt, esters prodrug, hydrate, or tautomer thereof; wherein:

$L$  is a  $C_1-C_{10}$  alkylene,  $C_1-C_{10}$  heteroalkylene,  $C_2-C_{10}$  alkenylene or  $C_2-C_{10}$  heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo ( $=O$ ), or  $C_1-C_6$  alkyl;

$A$  is heterocycloalkyl, heteroaryl or  $NR_4R_5$  where  $R_4$  and  $R_5$  are independently H, optionally substituted  $C_1-C_8$  alkyl,  $C_2-C_8$  heteroalkyl,  $C_2-C_8$  alkenyl,  $C_2-C_8$  heteroalkenyl,  $C_2-C_8$  alkynyl,  $C_2-C_8$  heteroalkynyl,  $C_1-C_8$  acyl,  $C_2-C_8$  heteroacetyl,  $C_6-C_{10}$  aryl,  $C_5-C_{12}$  heteroaryl,  $C_7-C_{12}$  arylalkyl, or  $C_6-C_{12}$  heteroarylalkyl group;

R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S; X is NR<sub>6</sub>, O, or S;

R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group;

R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring; and R<sub>4</sub> or R<sub>5</sub> is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

X<sub>2</sub> is an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group;

(U)<sub>n</sub> and (U)<sub>m</sub> are independently H, halogen, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which may be

optionally substituted with one or more halogens, =O, or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring;

wherein R<sub>2</sub> and R<sub>3</sub> groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>2</sub> and R<sub>3</sub> groups, and each ring formed by linking R<sub>2</sub> and R<sub>3</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S.

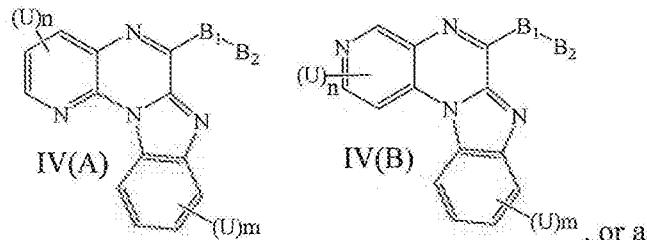
5. The compound of Claim 4, wherein L is a bond, C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which is optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl.
6. The compound of Claim 4, wherein A is heterocycloalkyl, heteroaryl, quaternary amine or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group.
7. The compound of Claim 4, wherein R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub>

acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S.

8. The compound of Claim 4, wherein X is NR<sub>6</sub>, O, or S.
9. The compound of Claim 4, wherein R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group.
10. The compound of Claim 4, wherein R<sub>6</sub> is linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring; and R<sub>4</sub> or R<sub>5</sub> are optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S.
11. The compound of Claim 4, wherein X<sub>2</sub> is H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which is optionally substituted with one or more halogens, =O, or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring.
12. The compound of Claim 4, wherein (U)<sub>n</sub> and (U)<sub>m</sub> are independently H, halogen, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which is optionally substituted with one or more halogens, =O, or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring.
13. The compound of Claim 4, wherein R<sub>2</sub> and R<sub>3</sub> groups on the same atom or on adjacent atoms are linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>2</sub> and R<sub>3</sub> groups, and each ring formed by linking R<sub>2</sub> and R<sub>3</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub>

heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S.

14. The compound of Claim 4, wherein X<sub>2</sub> is H.



15. A compound of Formula IV(A) and IV(B):

pharmaceutically acceptable salt, esters prodrug, hydrate, or tautomer thereof; wherein:

B<sub>1</sub> is a bond or C=O, B<sub>2</sub> is X-L-A;

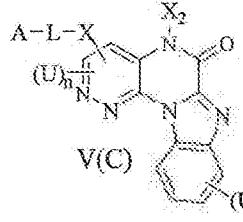
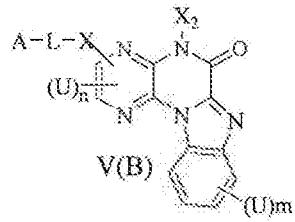
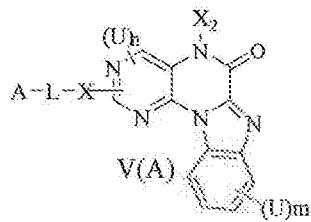
L is a C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl;

A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> wherein R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR', NR'SO<sub>2</sub>R', NR'CONR', NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

X is CR<sub>6</sub>R<sub>6</sub>, NR<sub>6</sub>, O, or S; wherein R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group; or R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring; and

16.  $(U)_n$  and  $(U)_m$  are independently H, halogen,  $CF_3$ ,  $CN$ ,  $OR_7$ ,  $NR_8R_9$ ,  $SR_7$ ,  $SO_2NR_8R_9$ ,  $C_1-C_{10}$  alkyl,  $C_1-C_{10}$  heteroalkyl,  $C_2-C_{10}$  alkenyl, or  $C_2-C_{10}$  heteroalkenyl, each of which may be optionally substituted with one or more halogens,  $=O$ , or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring.

17. A compound of Formula V(A), Formula V(B), and Formula V(C);



acceptable salt, esters prodrug, hydrate, or tautomer thereof; wherein:  
L is a bond, C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which is optionally substituted with one or more substituents

selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl; A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group;

$R_4$  and  $R_5$  can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each  $R_4$  and  $R_5$  groups, and each ring formed by linking  $R_4$  and  $R_5$  groups together, is optionally substituted with one or more substituents selected from halo,  $=O$ ,  $=N-CN$ ,  $=N-OR'$ ,  $=NR'$ ,  $OR'$ ,  $N(R')_2$ ,  $SR'$ ,  $SO_2R'$ ,  $SO_2NR'_2$ ,  $NR'SO_2R'$ ,  $NR'CONR'_2$ ,  $NR'COOR'$ ,  $NR'COR'$ ,  $CN$ ,  $COOR'$ ,  $CON(R')_2$ ,  $OOCR'$ ,  $COR'$ , and  $NO_2$ , wherein each  $R'$  is independently H,  $C_1-C_6$  alkyl,  $C_2-C_6$  heteroalkyl,  $C_1-C_6$  acyl,  $C_2-C_6$  heteroacyl,  $C_6-C_{10}$  aryl,  $C_5-C_{10}$  heteroaryl,  $C_7-C_{12}$  arylalkyl, or  $C_6-C_{12}$  heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo,  $C_1-C_4$  alkyl,  $C_1-C_4$  heteroalkyl,  $C_1-$

$C_6$  acyl,  $C_1$ - $C_6$  heteroacyl, hydroxy, amino, and  $=O$ ; wherein two  $R'$  can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;  $X$  is  $NR_6$ , O, or S;

$R_6$  is H, optionally substituted  $C_1$ - $C_8$  alkyl,  $C_2$ - $C_8$  heteroalkyl,  $C_2$ - $C_8$  alkenyl,  $C_2$ - $C_8$  heteroalkenyl,  $C_2$ - $C_8$  alkynyl,  $C_2$ - $C_8$  heteroalkynyl,  $C_1$ - $C_8$  acyl,  $C_2$ - $C_8$  heteroacyl,  $C_6$ - $C_{10}$  aryl,  $C_5$ - $C_{12}$  heteroaryl,  $C_7$ - $C_{12}$  arylalkyl, or  $C_6$ - $C_{12}$  heteroarylalkyl group;

$R_6$  can be linked to  $R_4$  or  $R_5$  to form a 3-8 membered ring; and  $R_4$  or  $R_5$  is optionally substituted with one or more substituents selected from halo,  $=O$ ,  $=N$ -CN,  $=N$ -OR',  $=NR'$ , OR',  $N(R')_2$ , SR',  $SO_2R'$ ,  $SO_2NR'_2$ ,  $NR'SO_2R'$ ,  $NR'CONR'_2$ ,  $NR'COOR'$ ,  $NR'COR'$ , CN, COOR',  $CON(R')_2$ ,  $OOCR'$ ,  $COR'$ , and  $NO_2$ , wherein each  $R'$  is independently H,  $C_1$ - $C_6$  alkyl,  $C_2$ - $C_6$  heteroalkyl,  $C_1$ - $C_6$  acyl,  $C_2$ - $C_6$  heteroacyl,  $C_6$ - $C_{10}$  aryl,  $C_5$ - $C_{10}$  heteroaryl,  $C_7$ - $C_{12}$  arylalkyl, or  $C_6$ - $C_{12}$  heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  heteroalkyl,  $C_1$ - $C_6$  acyl,  $C_1$ - $C_6$  heteroacyl, hydroxy, amino, and  $=O$ ; wherein two  $R'$  can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

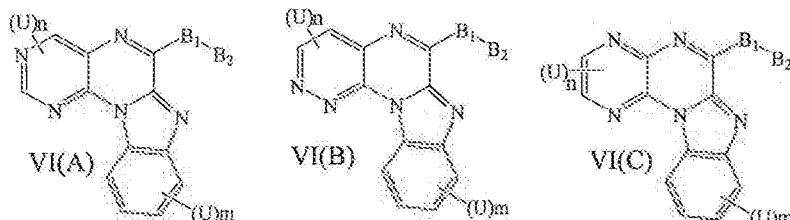
$X_2$  is H,  $C_1$ - $C_{10}$  alkyl,  $C_1$ - $C_{10}$  heteroalkyl,  $C_2$ - $C_{10}$  alkenyl, or  $C_2$ - $C_{10}$  heteroalkenyl, each of which is optionally substituted with one or more halogens,  $=O$ , or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring;

$(U)_n$  and  $(U)_m$  are independently H, halogen,  $CF_3$ , CN, OR<sub>7</sub>,  $NR_8R_9$ , SR<sub>7</sub>,  $SO_2NR_8R_9$ ,  $C_1$ - $C_{10}$  alkyl,  $C_1$ - $C_{10}$  heteroalkyl,  $C_2$ - $C_{10}$  alkenyl, or  $C_2$ - $C_{10}$  heteroalkenyl, each of which is optionally substituted with one or more halogens,  $=O$ , or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring;

wherein  $R_2$  and  $R_3$  groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each  $R_2$  and  $R_3$  groups, and each ring formed by linking  $R_2$  and  $R_3$  groups together, is optionally substituted with one or more substituents selected from halo,  $=O$ ,  $=N$ -CN,  $=N$ -OR',  $=NR'$ , OR',  $N(R')_2$ , SR',  $SO_2R'$ ,  $SO_2NR'_2$ ,  $NR'SO_2R'$ ,  $NR'CONR'_2$ ,  $NR'COOR'$ ,  $NR'COR'$ , CN, COOR',  $CON(R')_2$ ,  $OOCR'$ ,  $COR'$ , and  $NO_2$ , wherein each  $R'$  is independently H,  $C_1$ - $C_6$  alkyl,  $C_2$ - $C_6$  heteroalkyl,  $C_1$ - $C_6$  acyl,  $C_2$ - $C_6$  heteroacyl,  $C_6$ - $C_{10}$  aryl,  $C_5$ - $C_{10}$  heteroaryl,  $C_7$ - $C_{12}$  arylalkyl, or  $C_6$ - $C_{12}$

heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S.

18. A compound of Formula VI(A), VI(B) and VI(C):



, or a pharmaceutically acceptable salt, esters prodrug, hydrate, or tautomer thereof; wherein:

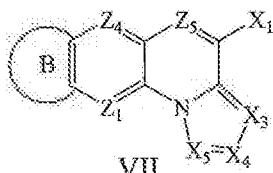
B<sub>1</sub> is a bond or C=O;

B<sub>2</sub> is X-L-A;

L is a C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl;

A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> wherein R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR', NR'SO<sub>2</sub>R', NR'CONR', NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

X is CR<sub>6</sub>R<sub>6</sub>, NR<sub>6</sub>, O, or S; wherein R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group; or R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring; and (U)<sub>n</sub> and (U)<sub>m</sub> are independently H, halogen, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which may be optionally substituted with one or more halogens, =O, or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring.



19. A compound of Formula VII:  , or a pharmaceutically acceptable salt, esters prodrug, hydrate, or tautomer thereof; wherein:

B is an optionally substituted 5-6 membered carbocyclic or heterocyclic ring;

Z<sub>5</sub> is N or CX<sub>2</sub>;

each Z<sub>1</sub> and Z<sub>4</sub> is N, CH, or CR<sub>1</sub>, provided any three N are non-adjacent; and further provided that one or more of Z<sub>1</sub>, Z<sub>2</sub>, Z<sub>3</sub>, and Z<sub>4</sub> is CR<sub>1</sub>;

each R<sub>1</sub> is independently an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or each R<sub>1</sub> is independently H, halo, CF<sub>3</sub>, OR<sub>2</sub>, NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>OR<sub>3</sub>, NR<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, SR<sub>2</sub>, SOR<sub>2</sub>, SO<sub>2</sub>R<sub>2</sub>, SO<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COOR<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, CN, COOR<sub>2</sub>, COOH, CONR<sub>2</sub>R<sub>3</sub>, OOCR<sub>2</sub>, COR<sub>2</sub>, or NO<sub>2</sub>; and

wherein R<sub>2</sub> and R<sub>3</sub> groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S atoms; and each R<sub>2</sub> and R<sub>3</sub> groups, and each ring formed by linking R<sub>2</sub> and R<sub>3</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR, CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub>

heteroaryalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

two R<sub>1</sub> groups on adjacent atoms may form a carboxylic ring, heterocyclic ring, aryl or heteroaryl, each of which may be optionally substituted and/or fused with a cyclic ring; or each R<sub>1</sub> is independently -W, -L-W, -X-L-A; wherein X is NR<sub>6</sub>, O, or S; W is an optionally substituted 4-7 membered azacyclic ring, optionally containing an additional heteroatom selected from N, O and S as a ring member; L is a C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl; and A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group;

R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S; R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group;

$R_6$  can be linked to  $R_4$  or  $R_5$  to form a 3-8 membered ring; and  $R_4$  or  $R_5$  is optionally substituted with one or more substituents selected from halo,  $=O$ ,  $=N-CN$ ,  $=N-OR'$ ,  $=NR'$ ,  $OR'$ ,  $N(R')_2$ ,  $SR'$ ,  $SO_2R'$ ,  $SO_2NR'_2$ ,  $NR'SO_2R'$ ,  $NR'CONR'_2$ ,  $NR'COOR'$ ,  $NR'COR'$ ,  $CN$ ,  $COOR'$ ,  $CON(R')_2$ ,  $OOCR'$ ,  $COR'$ , and  $NO_2$ , wherein each  $R'$  is independently H,  $C_1-C_6$  alkyl,  $C_2-C_6$  heteroalkyl,  $C_1-C_6$  acyl,  $C_2-C_6$  heteroacyl,  $C_6-C_{10}$  aryl,  $C_5-C_{10}$  heteroaryl,  $C_7-C_{12}$  arylalkyl, or  $C_6-C_{12}$  heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo,  $C_1-C_4$  alkyl,  $C_1-C_4$  heteroalkyl,  $C_1-C_6$  acyl,  $C_1-C_6$  heteroacyl, hydroxy, amino, and  $=O$ ; wherein two  $R'$  can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

$X_1$  is an optionally substituted  $C_1-C_8$  alkyl,  $C_2-C_8$  heteroalkyl,  $C_2-C_8$  alkenyl,  $C_2-C_8$  heteroalkenyl,  $C_2-C_8$  alkynyl,  $C_2-C_8$  heteroalkynyl,  $C_1-C_8$  acyl,  $C_2-C_8$  heteroacyl,  $C_6-C_{10}$  aryl,  $C_5-C_{12}$  heteroaryl,  $C_7-C_{12}$  arylalkyl, or  $C_6-C_{12}$  heteroarylalkyl group, optionally substituted with one or more halogens,  $=O$ ,  $CF_3$ ,  $CN$ ,  $OR_7$ ,  $NR_8R_9$ ,  $SR_7$ ,  $SO_2NR_8R_9$ ,  $C_1-C_8$  alkyl,  $C_2-C_8$  heteroalkyl,  $C_2-C_8$  alkenyl,  $C_2-C_8$  heteroalkenyl,  $C_2-C_8$  alkynyl,  $C_2-C_8$  heteroalkynyl,  $C_1-C_8$  acyl,  $C_2-C_8$  heteroacyl,  $C_6-C_{10}$  aryl,  $C_5-C_{12}$  heteroaryl,  $C_7-C_{12}$  arylalkyl, or  $C_6-C_{12}$  heteroarylalkyl group, or;

$X_1$  is  $H$ ,  $NR_2R_3$ ,  $SOR_2$ ,  $SO_2R_2$ ,  $SO_2NR_2R_3$ ,  $NR_2SO_2R_3$ ,  $NR_2CONR_2R_3$ ,  $NR_2COOR_3$ ,  $NR_2COR_3$ ,  $CN$ ,  $COOR_2$ , ester bioisostere,  $COOH$ , carboxy bioisostere,  $CONR_2R_3$ , amide bioisostere,  $OOCR_2$ ,  $COR_2$ , or  $NO_2$ ;

$X_2$  is,  $H$ , halogen,  $CF_3$ ,  $CN$ ,  $OR_7$ ,  $NR_8R_9$ ,  $SR_7$ ,  $SO_2NR_8R_9$ ,  $C_1-C_{10}$  alkyl,  $C_1-C_{10}$  heteroalkyl,  $C_2-C_{10}$  alkenyl, or  $C_2-C_{10}$  heteroalkenyl, each of which may be optionally substituted with one or more halogens,  $=O$ , or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring;

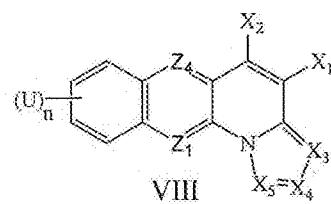
each  $X_3$ ,  $X_4$  and  $X_5$  is N or  $CR_{10}$ ;

each  $R_{10}$  is independently an optionally substituted  $C_1-C_8$  alkyl,  $C_2-C_8$  heteroalkyl,  $C_2-C_8$  alkenyl,  $C_2-C_8$  heteroalkenyl,  $C_2-C_8$  alkynyl,  $C_2-C_8$  heteroalkynyl,  $C_1-C_8$  acyl,  $C_2-C_8$  heteroacyl,  $C_6-C_{10}$  aryl,  $C_5-C_{12}$  heteroaryl,  $C_7-C_{12}$  arylalkyl, or  $C_6-C_{12}$  heteroarylalkyl group, or each  $R_1$  is independently  $H$ , halo,  $CF_3$ ,  $OR_2$ ,  $NR_2R_3$ ,  $NR_2OR_3$ ,  $NR_2NR_2R_3$ ,  $SR_2$ ,  $SOR_2$ ,

$\text{SO}_2\text{R}_2$ ,  $\text{SO}_2\text{NR}_2\text{R}_3$ ,  $\text{NR}_2\text{SO}_2\text{R}_3$ ,  $\text{NR}_2\text{CONR}_2\text{R}_3$ ,  $\text{NR}_2\text{COOR}_3$ ,  $\text{NR}_2\text{COR}_3$ ,  $\text{CN}$ ,  $\text{COOR}_2$ ,  $\text{COOH}$ ,  $\text{CONR}_2\text{R}_3$ ,  $\text{OOCR}_2$ ,  $\text{COR}_2$ , or  $\text{NO}_2$ ;

and wherein  $\text{R}_2$  and  $\text{R}_3$  groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S atoms; and each  $\text{R}_2$  and  $\text{R}_3$  groups, and each ring formed by linking  $\text{R}_2$  and  $\text{R}_3$  groups together, is optionally substituted with one or more substituents selected from halo,  $=\text{O}$ ,  $=\text{N}-\text{CN}$ ,  $=\text{N}-\text{OR}'$ ,  $=\text{NR}'$ ,  $\text{OR}'$ ,  $\text{N}(\text{R}')_2$ ,  $\text{SR}'$ ,  $\text{SO}_2\text{R}'$ ,  $\text{SO}_2\text{NR}'_2$ ,  $\text{NR}'\text{SO}_2\text{R}'$ ,  $\text{NR}'\text{CONR}'_2$ ,  $\text{NR}'\text{COO}_2\text{R}'$ ,  $\text{NR}'\text{COR}'$ ,  $\text{CN}$ ,  $\text{COOR}'$ ,  $\text{cON}(\text{R}')_2$ ,  $\text{OOCR}'$ ,  $\text{COR}'$ , and  $\text{NO}_2$ , wherein each  $\text{R}'$  is independently H,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_2\text{-C}_6$  heteroalkyl,  $\text{C}_1\text{-C}_6$  acyl,  $\text{C}_2\text{-C}_6$  heteroacyl,  $\text{C}_6\text{-C}_{10}$  aryl,  $\text{C}_5\text{-C}_{10}$  heteroaryl,  $\text{C}_7\text{-C}_{12}$  arylalkyl, or  $\text{C}_6\text{-C}_{12}$  heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo,  $\text{C}_1\text{-C}_4$  alkyl,  $\text{C}_1\text{-C}_4$  heteroalkyl,  $\text{C}_1\text{-C}_6$  acyl,  $\text{C}_1\text{-C}_6$  heteroacyl, hydroxy, amino, and  $=\text{O}$ ; wherein two  $\text{R}'$  can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

two  $\text{R}_{10}$  groups on adjacent atoms may form a carboxylic ring, heterocyclic ring, aryl or heteroaryl, each of which may be optionally substituted and/or fused with a cyclic ring; or each  $\text{R}_{10}$  is independently  $-\text{W}$ ,  $-\text{L}-\text{W}$ ,  $-\text{X}-\text{L}-\text{A}$ ; wherein X is  $\text{NR}_6$ , O, or S; W is an optionally substituted 4-7 membered azacyclic ring, optionally containing an additional heteroatom selected from N, O and S as a ring member; L is a  $\text{C}_1\text{-C}_{10}$  alkylene,  $\text{C}_1\text{-C}_{10}$  heteroalkylene,  $\text{C}_2\text{-C}_{10}$  alkenylene or  $\text{C}_2\text{-C}_{10}$  heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo ( $=\text{O}$ ), or  $\text{C}_1\text{-C}_6$  alkyl; and A is heterocycloalkyl, heteroaryl or  $\text{NR}_4\text{R}_5$  where  $\text{R}_4$  and  $\text{R}_5$  are independently H, optionally substituted  $\text{C}_1\text{-C}_8$  alkyl,  $\text{C}_2\text{-C}_8$  heteroalkyl,  $\text{C}_2\text{-C}_8$  alkenyl,  $\text{C}_2\text{-C}_8$  heteroalkenyl,  $\text{C}_2\text{-C}_8$  alkynyl,  $\text{C}_2\text{-C}_8$  heteroalkynyl,  $\text{C}_1\text{-C}_8$  acyl,  $\text{C}_2\text{-C}_8$  heteroacyl,  $\text{C}_6\text{-C}_{10}$  aryl,  $\text{C}_5\text{-C}_{12}$  heteroaryl,  $\text{C}_7\text{-C}_{12}$  arylalkyl, or  $\text{C}_6\text{-C}_{12}$  heteroarylalkyl group.



20. A compound of Formula VIII: , or a pharmaceutically acceptable salt, esters prodrug, hydrate, or tautomer thereof; wherein:

Z<sub>5</sub> is N or CX<sub>2</sub>;

each Z<sub>1</sub> and Z<sub>4</sub> is N, CH, or CR<sub>1</sub>;

each R<sub>1</sub> is independently an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or each R<sub>1</sub> is independently H, halo, CF<sub>3</sub>, OR<sub>2</sub>, NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>OR<sub>3</sub>, NR<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, SR<sub>2</sub>, SOR<sub>2</sub>, SO<sub>2</sub>R<sub>2</sub>, SO<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COOR<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, CN, COOR<sub>2</sub>, COOH, CONR<sub>2</sub>R<sub>3</sub>, OOCR<sub>2</sub>, COR<sub>2</sub>, or NO<sub>2</sub>;

and wherein R<sub>2</sub> and R<sub>3</sub> groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S atoms; and each R<sub>2</sub> and R<sub>3</sub> groups, and each ring formed by linking R<sub>2</sub> and R<sub>3</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

or each R<sub>1</sub> is independently -W, -L-W, -X-L-A; wherein X is NR<sub>6</sub>, O, or S; W is an optionally substituted 4-7 membered azacyclic ring, optionally containing an additional heteroatom selected from N, O and S as a ring member; L is a C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl; and A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group;

R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S; R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group; or R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring; and R<sub>4</sub> or R<sub>5</sub> is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR'<sub>2</sub>, NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

X<sub>1</sub> is an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, optionally substituted with one or more halogens, =O, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group; or

$X_1$  is H,  $NR_2R_3$ ,  $SOR_2$ ,  $SO_2R_2$ ,  $SO_2NR_2R_3$ ,  $NR_2SO_2R_3$ ,  $NR_2CONR_2R_3$ ,  $NR_2COOR_3$ ,  $NR_2COR_3$ ,  $CN$ ,  $COOR_2$ , ester bioisostere,  $COOH$ , carboxy bioisostere,  $CONR_2R_3$ , amide bioisostere,  $OOCR_2$ ,  $COR_2$ , or  $NO_2$ ;

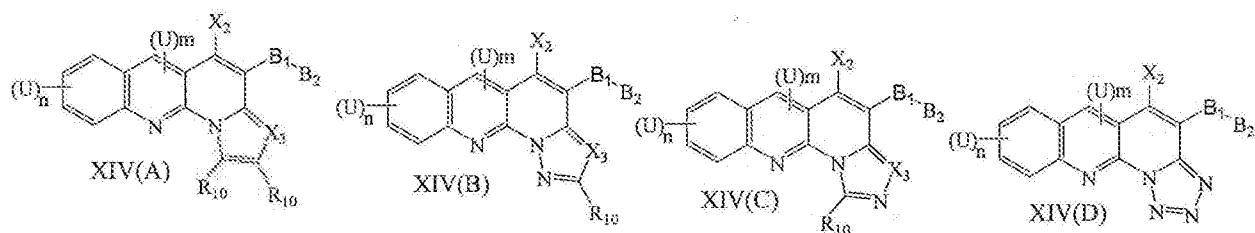
$X_2$  is, H, halogen,  $CF_3$ ,  $CN$ ,  $OR_7$ ,  $NR_8R_9$ ,  $SR_7$ ,  $SO_2NR_8R_9$ ,  $C_1\text{-}C_{10}$  alkyl,  $C_1\text{-}C_{10}$  heteroalkyl,  $C_2\text{-}C_{10}$  alkenyl, or  $C_2\text{-}C_{10}$  heteroalkenyl, each of which may be optionally substituted with one or more halogens,  $=O$ , or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring;

each  $X_3$ ,  $X_4$  and  $X_5$  is N or  $CR_{10}$ ;

each  $R_{10}$  is independently an optionally substituted  $C_1\text{-}C_8$  alkyl,  $C_2\text{-}C_8$  heteroalkyl,  $C_2\text{-}C_8$  alkenyl,  $C_2\text{-}C_8$  heteroalkenyl,  $C_2\text{-}C_8$  alkynyl,  $C_2\text{-}C_8$  heteroalkynyl,  $C_1\text{-}C_8$  acyl,  $C_2\text{-}C_8$  heteroacyl,  $C_6\text{-}C_{10}$  aryl,  $C_5\text{-}C_{12}$  heteroaryl,  $C_7\text{-}C_{12}$  arylalkyl, or  $C_6\text{-}C_{12}$  heteroarylalkyl group, or each  $R_1$  is independently H, halo,  $CF_3$ ,  $OR_2$ ,  $NR_2R_3$ ,  $NR_2OR_3$ ,  $NR_2NR_2R_3$ ,  $SR_2$ ,  $SOR_2$ ,  $SO_2R_2$ ,  $SO_2NR_2R_3$ ,  $NR_2SO_2R_3$ ,  $NR_2CONR_2R_3$ ,  $NR_2COOR_3$ ,  $NR_2COR_3$ ,  $CN$ ,  $COOR_2$ ,  $COOH$ ,  $CONR_2R_3$ ,  $OOCR_2$ ,  $COR_2$ , or  $NO_2$ ; and wherein  $R_2$  and  $R_3$  groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S atoms; and each  $R_2$  and  $R_3$  groups, and each ring formed by linking  $R_2$  and  $R_3$  groups together, is optionally substituted with one or more substituents selected from halo,  $=O$ ,  $=N\text{-}CN$ ,  $=N\text{-}OR'$ ,  $=NR'$ ,  $OR'$ ,  $N(R')_2$ ,  $SR'$ ,  $SO_2R'$ ,  $SO_2NR'_2$ ,  $NR'SO_2R'$ ,  $NR'CONR'_2$ ,  $NR'COOR'$ ,  $NR'COR'$ ,  $CN$ ,  $COOR'$ ,  $CON(R')_2$ ,  $OOCR'$ ,  $COR'$ , and  $NO_2$ , wherein each  $R'$  is independently H,  $C_1\text{-}C_6$  alkyl,  $C_2\text{-}C_6$  heteroalkyl,  $C_1\text{-}C_6$  acyl,  $C_2\text{-}C_6$  heteroacyl,  $C_6\text{-}C_{10}$  aryl,  $C_5\text{-}C_{10}$  heteroaryl,  $C_7\text{-}C_{12}$  arylalkyl, or  $C_6\text{-}C_{12}$  heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo,  $C_1\text{-}C_4$  alkyl,  $C_1\text{-}C_4$  heteroalkyl,  $C_1\text{-}C_6$  acyl,  $C_1\text{-}C_6$  heteroacyl, hydroxy, amino, and  $=O$ ; wherein two  $R'$  can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S; two  $R_{10}$  groups on adjacent atoms may form a carboxylic ring, heterocyclic ring, aryl or heteroaryl, each of which may be optionally substituted and/or fused with a cyclic ring; or each  $R_{10}$  is independently  $-W$ ,  $-L\text{-}W$ ,  $-X\text{-}L\text{-}A$ ; wherein:  $X$  is  $NR_6$ , O, or S;  $W$  is an optionally substituted 4-7 membered azacyclic ring, optionally containing an additional heteroatom selected from N, O and S as a ring member;  $L$  is a  $C_1\text{-}C_{10}$  alkylene,  $C_1\text{-}C_{10}$  heteroalkylene,

C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl; and A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group.

21. A compound of Formula XIV(A), XIV(B), XIV (C) and XIV (D):



or a pharmaceutically acceptable salt, esters prodrug, hydrate, or tautomer thereof; wherein:

B<sub>1</sub> is a bond or C=O and B<sub>2</sub> is X-L-A;

L is a C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl;

A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> wherein R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or R<sub>4</sub> and R<sub>5</sub> can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S; and each R<sub>4</sub> and R<sub>5</sub> groups, and each ring formed by linking R<sub>4</sub> and R<sub>5</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR', NR'SO<sub>2</sub>R', NR'CONR', NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and

=O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S;

X is CR<sub>6</sub>R<sub>6</sub>, NR<sub>6</sub>, O, or S; wherein R<sub>6</sub> is H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group; or R<sub>6</sub> can be linked to R<sub>4</sub> or R<sub>5</sub> to form a 3-8 membered ring;

X<sub>2</sub> is H, halogen, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which may be optionally substituted with one or more halogens, =O, or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring;

(U)<sub>n</sub> and (U)<sub>m</sub> are independently H, halogen, CF<sub>3</sub>, CN, OR<sub>7</sub>, NR<sub>8</sub>R<sub>9</sub>, SR<sub>7</sub>, SO<sub>2</sub>NR<sub>8</sub>R<sub>9</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> heteroalkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, or C<sub>2</sub>-C<sub>10</sub> heteroalkenyl, each of which may be optionally substituted with one or more halogens, =O, or an optionally substituted 3-7 membered carbocyclic or heterocyclic ring;

each X<sub>3</sub>, X<sub>4</sub> and X<sub>5</sub> is N or CR<sub>10</sub>;

each R<sub>10</sub> is independently an optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group, or each R<sub>1</sub> is independently H, halo, CF<sub>3</sub>, OR<sub>2</sub>, NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>OR<sub>3</sub>, NR<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, SR<sub>2</sub>, SOR<sub>2</sub>, SO<sub>2</sub>R<sub>2</sub>, SO<sub>2</sub>NR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COOR<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, CN, COOR<sub>2</sub>, COOH, CONR<sub>2</sub>R<sub>3</sub>, OOCR<sub>2</sub>, COR<sub>2</sub>, or NO<sub>2</sub>;

and wherein R<sub>2</sub> and R<sub>3</sub> groups on the same atom or on adjacent atoms can be linked to form a 3-8 membered ring, optionally containing one or more N, O or S atoms; and each R<sub>2</sub> and R<sub>3</sub> groups, and each ring formed by linking R<sub>2</sub> and R<sub>3</sub> groups together, is optionally substituted with one or more substituents selected from halo, =O, =N-CN, =N-OR', =NR', OR', N(R')<sub>2</sub>, SR', SO<sub>2</sub>R', SO<sub>2</sub>NR', NR'SO<sub>2</sub>R', NR'CONR'<sub>2</sub>, NR'COOR', NR'COR', CN, COOR', CON(R')<sub>2</sub>, OOCR', COR', and NO<sub>2</sub>, wherein each R' is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>2</sub>-C<sub>6</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>10</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl, each of which is optionally substituted with one or more groups

selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> heteroalkyl, C<sub>1</sub>-C<sub>6</sub> acyl, C<sub>1</sub>-C<sub>6</sub> heteroacyl, hydroxy, amino, and =O; wherein two R' can be linked to form a 3-7 membered ring optionally containing up to three heteroatoms selected from N, O and S; two R<sub>10</sub> groups on adjacent atoms may form a carboxylic ring, heterocyclic ring, aryl or heteroaryl, each of which may be optionally substituted and/or fused with a cyclic ring; or each R<sub>10</sub> is independently -W, -L-W, -X-L-A; wherein X is NR<sub>6</sub>, O, or S; W is an optionally substituted 4-7 membered azacyclic ring, optionally containing an additional heteroatom selected from N, O and S as a ring member; L is a C<sub>1</sub>-C<sub>10</sub> alkylene, C<sub>1</sub>-C<sub>10</sub> heteroalkylene, C<sub>2</sub>-C<sub>10</sub> alkenylene or C<sub>2</sub>-C<sub>10</sub> heteroalkenylene linker, each of which may be optionally substituted with one or more substituents selected from the group consisting of halogen, oxo (=O), or C<sub>1</sub>-C<sub>6</sub> alkyl; and A is heterocycloalkyl, heteroaryl or NR<sub>4</sub>R<sub>5</sub> where R<sub>4</sub> and R<sub>5</sub> are independently H, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> heteroalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> heteroalkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, C<sub>2</sub>-C<sub>8</sub> heteroalkynyl, C<sub>1</sub>-C<sub>8</sub> acyl, C<sub>2</sub>-C<sub>8</sub> heteroacyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>5</sub>-C<sub>12</sub> heteroaryl, C<sub>7</sub>-C<sub>12</sub> arylalkyl, or C<sub>6</sub>-C<sub>12</sub> heteroarylalkyl group.

22. A method for treating cancer in a subject comprising administering a therapeutically effective amount of a compound of any of Claims 1-21.
23. The method of Claim 22, wherein the cancer is of the breast, lung, colorectum, liver, pancreas, lymph node, colon, prostate, brain, head and neck, skin, liver, kidney, blood or heart.