(19) Europäisches Patentamt
European Patent Office
Office européen des brevets

(11) EP 3 085 696 A1

(12) **EUROPEAN PATENT APPLICATION**

(43) Date of publication:
26.10.2016 Bulletin 2016/43

(21) Application number: **16169386.6**

(22) Date of filing: **29.06.2012**

(51) Int Cl.:
C07D 267/14 (2006.01)
C07D 413/12 (2006.01)
C07D 498/04 (2006.01)
A61P 9/10 (2006.01)
C07D 413/04 (2006.01)
C07D 413/14 (2006.01)
A61K 31/553 (2006.01)

(84) Designated Contracting States:
AL AT BE BG CH CY CZ DE DK EE ES FI FR GB GR HR HU IE IS IT LI LT LU LV MC MK MT NL NO PL PT RO RS SE SI SK SM TR
Designated Extension States:
BA ME

(30) Priority: **01.07.2011 US 201161503980 P**
30.12.2011 US 201161582160 P

(62) Document number(s) of the earlier application(s) in accordance with Art. 76 EPC:
12735402.5 / 2 726 466

(71) Applicant: **Gilead Sciences, Inc.**
Foster City, CA 94404 (US)

(72) Inventors:
- **Corkey, Britton Kenneth**
  Foster City, CA 94404 (US)
- **Elzein, Elfatih**
  Foster City, CA 94404 (US)
- **Jiang, Robert H**
  Foster City, CA 94404 (US)
- **Kalla, Rao V**
  Foster City, CA 94404 (US)
- **Koltun, Dmitry**
  Foster City, CA 94404 (US)
- **Li, Xiaofen**
  Foster City, CA 94404 (US)
- **Martinez, Ruben**
  Foster City, CA 94404 (US)
- **Parkhill, Eric Q**
  Foster City, CA 94404 (US)
- **Perry, Thao**
  Foster City, CA 94404 (US)
- **Zablocki, Jeff**
  Foster City, CA 94404 (US)
- **Venkataramani, Chandrasekar**
  Foster City, CA 94404 (US)
- **Graupe, Michael**
  Foster City, CA 94404 (US)
- **Guerrero, Juan A.**
  Foster City, CA 94404 (US)

(74) Representative: **Lumsden, Stuart Edward Henry**
Marks & Clerk LLP
90 Long Acre
London WC2E 9RA (GB)

Remarks:
This application was filed on 12-05-2016 as a divisional application to the application mentioned under INID code 62.

(54) **FUSED BENZOXAZEPINONES AS ION CHANNEL MODULATORS**

(57) The present disclosure relates to compounds that are sodium channel inhibitors and to their use in the treatment of various disease states, including cardiovascular diseases and diabetes.

EP 3 085 696 A1

Description

Field

[0001] The present disclosure relates to novel compounds and to their use in the treatment of various diseases, including cardiovascular diseases and diabetes.

[0002] The disclosure also relates to methods for preparation of the compounds and to pharmaceutical compositions comprising such compounds.

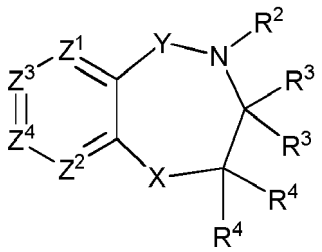
Background

[0003] The late sodium current (INaL) is a sustained component of the fast Na+ current of cardiac myocytes and neurons. Many common neurological and cardiac conditions are associated with abnormal (INaL) enhancement, which contributes to the pathogenesis of both electrical and contactile dysfunction in mammals. See, for example, Pathophysiology and Pharmacology of the Cardiac "Late Sodium Current", Pharmacology and Therapeutics 119 (2008) 326-339. Accordingly, compounds that selectively inhibit (INaL) in mammals are useful in treating such disease states.

[0004] One example of a selective inhibitor of (INaL) is RANEXA®, a compound approved by the FDA for the treatment of chronic stable angina pectoris. RANEXA® has also been shown to be useful for the treatment of a variety of cardiovascular diseases, including ischemia-reperfusion injury, arrhythmia and unstable angina, and also for the treatment of diabetes. It would be desirable to provide novel compounds that selectively inhibit (INaL) in mammals and that have the similar or improved selectivity over peak INa inhibition of the cardiac sodium channel as RANEXA®.

Summary

[0005] Accordingly, typical embodiments the present disclosure provide novel compounds that function as late sodium channel blockers. In one embodiment, the disclosure provides compounds of Formula I:

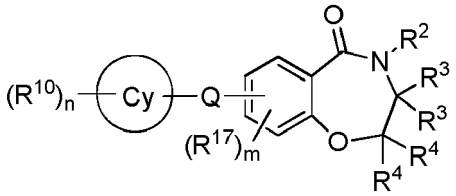


I

wherein: Z^1 and Z^2 are each independently selected from the group consisting of CR^7 and N; Z^3 and Z^4 are each independently selected from the group consisting of CR^7, C-Q-R^1 and N, provided that one of Z^3 and Z^4 is C-Q-R^1 and the other of Z^3 and Z^4 is CR^7 or N and further provided that only one of Z^1, Z^2 and Z^4 is N; X is -O- or -NR^6-; Y is -C(O)-, -$C(R^{11})_2$- or -$S(O)_2$-; Q is a covalent bond, -O-C_{0-2} alkylene, -NR^{11}-C_{0-2} alkylene, C_2 alkylene, C_2 alkenylene or C_2 alkynylene; R^1 is aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl; wherein said aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -CN, -SF_5,-$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S$(O)_2$-R^{26}, -S$(O)_2$-R^{20}, -O-S$(O)_2$-R^{20}, -S$(O)_2$-(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}),-C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; wherein each -C_{1-6} alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, -NO_2, -CN, -O-R^{20}, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{20})(R^{22}), -N(R^{20})-S$(O)_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};L is -O-, -S-, -C(O)-, -NHS$(O)_2$-, -S$(O)_2$NH-, -C(O)NH-, or -NHC(O)-; provided that when Y is -$C(R^{11})_2$-, then R^2 is -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5 and L is not -C(O)-; and when R^2 is-L-R^5 or

-L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, -NHS(O)$_2$- or -NHC(O)-; each R^3 is independently hydrogen, deuterium, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl;
wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, - N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo,-NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};or when Y is-C(O)-, then R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl;wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, -O-R^{20}, -N(R^{20})(R^{22}), -N(R^{20})-C(O)-OR^{20} and -C(O)-OR^{20}; and wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl;each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{26}), cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and-O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo,-NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl,
heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20};R^6 is hydrogen, C_{1-6} alkyl or cycloalkyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^7 is hydrogen, halo, -O-R^{20} or C_{1-6} alkyl; R^{11} is hydrogen or C_{1-4} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, -CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof; provided that when Y is -C(O)-, X is - O-, each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl and Q is a bond, then R^1 is not unsubstituted phenyl or morpholinyl; and that when Y is -S(O)$_2$-, X is -O-, R^2 is benzyl, each R^3 is hydrogen, Z^4 is C-Q-R^1, Q is a bond and R^1 is aryl or heteroaryl, then both R^4 are hydrogen.

[0006] In certain embodiments, the disclosure provides compounds of Formula IA:



IA

wherein:Cy is aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl; Q is a covalent bond, -O-C_{0-2} alkylene, -NR^{11}-C_{0-2} alkylene, C_2 alkylene, C_2 alkenylene or C_2 alkynylene; m is 0, 1, 2 or 3; n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, -NO_2,-CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}),-N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S$(O)_2$-R^{26}, -S$(O)_2$-R^{20}, -O-S$(O)_2$-R^{20}, -S$(O)_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; wherein each -C_{1-6} alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, -NO_2, -CN, -O-R^{20}, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{20})(R^{22}), -N(R^{20})-S$(O)_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; L is -O-, -S-, -C(O)-, -NHS$(O)_2$-,-S$(O)_2$NH-, -C(O)NH- or -NHC(O)-; provided that when R^2 is -L-R^5 or -L-C_{1-6}alkylene-R^5, then L is not -O-, -S-, -NHS$(O)_2$- or -NHC(O)-; and each R^3 is independently hydrogen, deuterium, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20},-C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl;wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, -O-R^{20}, -N(R^{20})(R^{22}), -N(R^{20})-C(O)-OR^{20} and -C(O)-OR^{20}; and wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl;each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{26}), cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and - O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo,-NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S$(O)_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S$(O)_2$-R^{20} and -O-R^{20}; R^{17} is halo, -O-R^{20} or C_{1-6} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted

with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo,-NO_2, -$S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO_2, -$S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, -CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof; provided that when each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl, Q is a bond and Cy is phenyl or morpholinyl, then n is 1, 2, 3, 4 or 5.

[0007] Some embodiments provide a method of using the compounds of Formula I, IA, IB, II, IIA, IIB, III, IIIA, IV, V, VI, VIII, VIIIA, IX, X, XII or XIII, or additional Formula(s) described throughout, in the treatment of a disease or condition in a mammal that is amenable to treatment by a late sodium channel blocker. Such diseases include cardiovascular diseases such as atrial and ventricular arrhythmias, heart failure (including congestive heart failure, diastolic heart failure, systolic heart failure, acute heart failure), Prinzmetal's (variant) angina, stable and unstable angina, exercise induced angina, congestive heart disease, ischemia, recurrent ischemia, reperfusion injury, myocardial infarction, acute coronary syndrome, peripheral arterial disease and intermittent claudication. Such diseases may also include diabetes and conditions related to diabetes, e.g. diabetic peripheral neuropathy. Such diseases may also include conditions affecting the neuromuscular system resulting in pain, seizures or paralysis. Therefore, it is contemplated that the compounds of the disclosure and their pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers and/or tautomer forms are potentially of use as medicaments for the treatment of the aforementioned diseases.

[0008] In certain embodiments, the disclosure provides pharmaceutical compositions comprising a therapeutically effective amount of a compound of the disclosure (e.g. a compound of Formula I or additional Formulas described throughout), and at least one pharmaceutically acceptable excipient.

[0009] In certain embodiments, the compound is:

4-((3-methyloxetan-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-1);

4-(2-(pyrrolidin-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-3);

4-((5-cyclobutyl-1,3,4-oxadiazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-4);

4-((2,3-dihydrobenzo[b][1,4]dioxin-6-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-5);

4-(quinolin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-7);

(R)-2-(pyrimidin-2-ylmethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-8);

4-(cyclopropylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-10);

(S)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-12);

(R)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f] [1,4]oxazepin-5(2H)-one (II-13);

6-((5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methyl)picolinonitrile (II-14);

7-(4-(trifluoromethoxy)phenyl)-4-((6-(trifluoromethyl)pyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-15);

7-(4-(trifluoromethoxy)phenyl)-4-((6-(trifluoromethyl)pyridin-3-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-16);

4-((6-methylpyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-17);

(2R,11aS)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-21);

(R)-2-(2,2-difluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-22);

(R)-2-ethyl-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-23);

(S)-2-(2,2-difluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-24);

(S)-2-ethyl-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-25);

4-(pyrazin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-31);

4-((5-methyloxazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-33);

7-(4-(trifluoromethoxy)phenyl)-4-(2-(2,5,5-trimethyl-1,3-dioxan-2-yl)ethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-35);

tert-butyl (2R,11aR)-5-oxo-7-(4-(trifluoromethyl)phenyl)-1,2,3,5,11,11a-hexahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-2-ylcarbamate (II-39);

4-((5-(pyridin-2-yl)isoxazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-41);

4-((4,6-dimethoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-42);

ethyl 3-((5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methyl)benzoate (II-43);

4-(2-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-44);

4-(3,4-difluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-45);

4-(2-chlorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-47);

4-(2,6-dichlorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-48);

4-(2,6-difluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-49);

4-(2-(1H-pyrazol-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-50);

(2S,11aS)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-51);

4-(2-(pyridin-2-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-54);

4-(2-fluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-57);

(R)-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1c][1,4]oxazepin-5(1H)-one (II-59);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-61);

4-(4-fluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-62);

4-((1-methyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-64);

4-((5-chloropyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-65);

4-(pyridin-4-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-67);

4-((5-cyclopropyl-1,3,4-oxadiazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-68);

4-(2-(pyrimidin-2-yloxy)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-69);

4-(pyridin-3-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-70);

4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-72);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-73);

4-((3-methylpyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-75);

(R)-2-(2,2,2-trifluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-83);

4-(pyrimidin-2-ylmethyl)-7-p-tolyl-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-87);

7-(4-chlorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-88);

7-(4-isopropylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-89);

7-(4-ethylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-91);

7-(4-cyclopropylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-92);

(R)-4-(1-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-95);

7-(4-isobutoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-97);

7-(4-tert-butylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-98);

7-(4-cyclopropoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-102);

7-(4-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-104);

7-(2-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-105);

7-(3-fluoro-4-(2,2,2-trifluoroethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-106);

4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-107);

7-(2-chloro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-110);

7-(4-(trifluoromethoxy)phenyl)-4-((4-(trifluoromethyl)pyrimidin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-113);

7-(4-(trifluoromethoxy)phenyl)-4-((5-(6-(trifluoromethyl)pyridin-3-yl)pyrimidin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-115);

7-(4-chloro-2-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-117);

1-(4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)phenyl)cyclopentanecarbonitrile (II-122);

7-(4-ethoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-123);

7-(4-(difluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-124);

4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-129);

4-((4-morpholinopyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-133);

4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-134);

4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-135);

7-(3-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-136);

4-((4-methoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-137);

4-((4-methylpyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-138);

4-((4-(piperidin-1-yl)pyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-139);

4-((4-(dimethylamino)pyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-140);

4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-141);

4-((3-methoxypyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f] [1,4]oxazepin-5(2H)-one (II-143);

7-(4-(cyclobutylmethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-144);

7-(2-methyl-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-145);

7-(2-methyl-4-(trifluoromethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-146);

4-((1-(difluoromethyl)-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-147);

7-(4-(trifluoromethoxy)phenyl)-4-((3-(trifluoromethyl)-1H-pyrazol-1-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-

5(2H)-one (II-148);

4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-150);

4-(pyridin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-151);

4-((1-cyclopentyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-152);

4-((1-ethyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-153);

4-((1-methyl-1H-imidazol-4-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-154);

4-((4-methyl-1H-pyrazol-1-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-155);

4-((4-chloro-1H-pyrazol-1-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-156);

7-(4-(difluoromethyl)phenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-157);

7-(4-chloro-3-fluorophenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-158);

7-(4-(difluoromethoxy)phenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-159);

4-((1-methyl-1H-pyrazol-4-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-160);

4-(pyrimidin-2-ylmethyl)-7-(2,3,4-trifluorophenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-162);

7-(3,4-difluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-163);

4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-164);

4-benzyl-9-fluoro-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-165);

4-benzyl-9-fluoro-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-166);

4-benzyl-8-fluoro-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-167);

4-benzyl-8-fluoro-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-168);

7-(4-chloro-3-fluorophenyl)-4-((3-fluoropyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-169);

7-(2-fluoro-4-(trifluoromethyl)phenyl)-4-((3-fluoropyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-170);

4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)phenyl trifluoromethanesulfonate (II-171);

4-((5-methylpyrazin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-172);

2,2,3,3-tetradeutero-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-174);

4-((6-methylpyrazin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-175);

4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-176);

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][l,4]oxazepin-4(5H)-yl)ethyl)benzenesulfonamide (II-177);

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)cyclopropanesulfonamide (II-179);

4-((1-methyl-1H-imidazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-186);

4-((1-benzyl-1H-imidazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-187);

4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-189);

N-cyclopropyl-3-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)propane-1-sulfonamide (II-190);

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)pyrimidine-2-carboxamide (II-192);

7-(4-(4-fluorophenoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-193);

7-(4-phenoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-194);

7-(3-phenoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-195);

7-(4-tert-butylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (V-1);

7-cyclohexenyl-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (V-3);

7-(4-methylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (V-5);

7-(2-tert-butoxypyridin-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-4);

7-(1-methyl-2-oxo-1,2-dihydropyridin-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-12);

4-(pyridin-2-ylmethyl)-7-(5-(trifluoromethyl)pyridin-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-26);

7-(2-isopropylthiazol-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-30);

4-(pyridin-2-ylmethyl)-7-(5-(trifluoromethyl)thiophen-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-31);

7-(5-cyclopropylthiophen-2-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-32);

7-(5-cyclopropylthiophen-2-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-36); and

4-(pyrimidin-2-ylmethyl)-7-(5-(trifluoromethyl)thiophen-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-37);

4-(pyrimidin-2-ylmethyl)-7-((4-(trifluoromethoxy)phenyl)ethynyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-4);

7-(phenylethynyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-5);

4-(pyrimidin-2-ylmethyl)-7-((4-(trifluoromethyl)phenyl)ethynyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-6);

4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-7);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-8);

4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-9);

(E)-4-benzyl-7-(4-(trifluoromethyl)styryl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-10); and

4-benzyl-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-11);

2-((pyrimidin-2-yl)methyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (IX-2);

2-((5-chloropyrimidin-2-yl)methyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (IX-3);

4-(2-(benzyloxy)ethyl)-1-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (X-7);

4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (X-8);

4-benzyl-1-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (X-11);

5-benzyl-8-(4-(trifluoromethyl)phenyl)-4H-benzo[f]imidazo[1,2-a][1,4]diazepin-6(5H)-one (X-12);

4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-1);

4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[2,3-f][1,4]oxazepin-5(2H)-one (XII-2);

4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydropyrido[2,3-f][1,4]oxazepin-5(2H)-one (XII-3);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-5);

4-((4-methylpyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-8);

4-(cyclopropylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-9);

4-((3-methoxypyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-10);

4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-11);

4-((4-methoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-14);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-1);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenoxy)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-2);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-3);

4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-4);

4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-6); or

7-(methyl(4-(trifluoromethoxy)phenyl)amino)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-10);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0010] In other embodiments, the compound is:

4-(2,2-difluoroethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-6);

4-(2-methoxyethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-11);

(R)-3-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-19);

4-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-46);

(S)-3-isopropyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-77);

3-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-142);

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)ethanesulfonamide (II-178); or

4-(3-(azetidin-1-ylsulfonyl)propyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f] [1,4]oxazepin-5(2H)-one (II-191);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0011] In other embodiments, the compound is:

pyrimidin-2-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-1);

phenyl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-4);

(1-methylcyclopropyl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-10);

(3,3-difluorocyclobutyl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-11);

(1-methyl-1H-pyrazol-4-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-12);

(1H-pyrazol-3-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-15);

pyrazin-2-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-23);

pyridazin-3-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-24);

2-(pyridin-2-yl)-1-(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethanone (III-29);

2-(pyrimidin-2-yl)-1-(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethanone (III-30);

(1-methyl-1H-imidazol-5-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-32);

(1H-imidazol-2-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-33);

(1-methyl-1H-imidazol-2-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-37);

(R)-(2-methyl-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)(pyrimidin-2-yl)methanone (III-38);

tert-butyl 2-(7-(4-(trifluoromethyl)phenyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepine-4-carbonyl)-5,6-dihydroimidazo[1,2-a]pyrazine-7(8H)-carboxylate (III-40);

(1H-1,2,4-triazol-3-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-50); or

(1,5-dimethyl-1H-pyrazol-3-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-58);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0012] The inventions of this disclosure are described throughout. In addition, specific embodiments of the invention are as disclosed herein.

Detailed Description

1. Definitions and General Parameters

[0013] As used in the present specification, the following words and phrases are generally intended to have the meanings as set forth below, except to the extent that the context in which they are used indicates otherwise.

[0014] The term "alkyl" refers to a monoradical branched or unbranched saturated hydrocarbon chain having from 1 to 20 carbon atoms, or from 1 to 15 carbon atoms, or from 1 to 10 carbon atoms, or from 1 to 8 carbon atoms, or from 1 to 6 carbon atoms, or from 1 to 4 carbon atoms. This term is exemplified by groups such as methyl, ethyl, n-propyl, iso-propyl, n-butyl, iso-butyl, t-butyl, n-hexyl, n-decyl, tetradecyl, and the like.

[0015] The term "substituted alkyl" refers to:

1) an alkyl group as defined above, having 1, 2, 3, 4 or 5 substituents, (in some embodiments, 1, 2 or 3 substituents) selected from the group consisting of alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkenyl, cycloalkoxy, cycloalkenyloxy, acyl, acylamino, acyloxy, amino, substituted amino, aminocarbonyl, alkoxycarbonylamino, azido, cyano, halogen, hydroxy, keto, thiocarbonyl, carboxy, carboxyalkyl, arylthio, heteroarylthio, heterocyclylthio, thiol, alkylthio, aryl, aryloxy, heteroaryl, aminosulfonyl, aminocarbonylamino, heteroaryloxy, heterocyclyl, heterocyclooxy, hydroxyamino, alkoxyamino, nitro, -S(O)-alkyl, -S(O)-cycloalkyl, -S(O)-heterocyclyl, -S(O)-aryl,-S(O)-heteroaryl, $-S(O)_2$-alkyl, $-S(O)_2$-cycloalkyl, $-S(O)_2$-heterocyclyl,$-S(O)_2$-aryl and $-S(O)_2$-heteroaryl. Unless otherwise constrained by the definition, all substituents may optionally be further substituted by 1, 2 or 3 substituents chosen from alkyl, alkenyl, alkynyl, carboxy, carboxyalkyl, aminocarbonyl, hydroxy, alkoxy, halogen, CF_3, amino, substituted amino, cyano, cycloalkyl, heterocyclyl, aryl, heteroaryl, and $-S(O)_nR^a$, in which R^a is alkyl, aryl or heteroaryl and n is 0, 1 or 2; or

2) an alkyl group as defined above that is interrupted by 1-10 atoms (e.g. 1, 2, 3, 4 or 5 atoms) independently chosen from oxygen, sulfur and NR^a, where R^a is chosen from hydrogen, alkyl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, aryl, heteroaryl and heterocyclyl. All substituents may be optionally further substituted by alkyl, alkenyl, alkynyl, carboxy, carboxyalkyl, aminocarbonyl, hydroxy, alkoxy, halogen, CF_3, amino, substituted amino, cyano, cycloalkyl, heterocyclyl, aryl, heteroaryl, and $-S(O)_nR^a$, in which R^a is alkyl, aryl or heteroaryl and n is 0, 1 or 2; or

3) an alkyl group as defined above that has both 1, 2, 3, 4 or 5 substituents as defined above and is also interrupted by 1-10 atoms (e.g. 1, 2, 3, 4 or 5 atoms) as defined above.

[0016] The term "lower alkyl" refers to a monoradical branched or unbranched saturated hydrocarbon chain having 1, 2, 3, 4, 5 or 6 carbon atoms. This term is exemplified by groups such as methyl, ethyl, n-propyl, iso-propyl, n-butyl, iso-butyl, t-butyl, n-hexyl, and the like.

[0017] The term "substituted lower alkyl" refers to lower alkyl as defined above having 1 to 5 substituents (in some embodiments, 1, 2 or 3 substituents), as defined for substituted alkyl or a lower alkyl group as defined above that is interrupted by 1, 2, 3, 4 or 5 atoms as defined for substituted alkyl or a lower alkyl group as defined above that has both

1, 2, 3, 4 or 5 substituents as defined above and is also interrupted by 1, 2, 3, 4 or 5 atoms as defined above.

[0018] The term "alkylene" refers to a diradical of a branched or unbranched saturated hydrocarbon chain, in some embodiments, having from 1 to 20 carbon atoms (e.g. 1-10 carbon atoms or 1, 2, 3, 4, 5 or 6 carbon atoms). This term is exemplified by groups such as methylene ($-CH_2-$), ethylene ($-CH_2CH_2-$), the propylene isomers (e.g., $-CH_2CH_2CH_2-$ and $-CH(CH_3)CH_2-$), and the like.

[0019] The term "lower alkylene" refers to a diradical of a branched or unbranched saturated hydrocarbon chain, in some embodiments, having 1, 2, 3, 4, 5 or 6 carbon atoms.

[0020] The term "substituted alkylene" refers to an alkylene group as defined above having 1 to 5 substituents (in some embodiments, 1, 2 or 3 substituents) as defined for substituted alkyl.

[0021] The term "aralkyl" refers to an aryl group covalently linked to an alkylene group, where aryl and alkylene are defined herein. "Optionally substituted aralkyl" refers to an optionally substituted aryl group covalently linked to an optionally substituted alkylene group. Such aralkyl groups are exemplified by benzyl, phenylethyl, 3-(4-methoxyphenyl)propyl, and the like.

[0022] The term "aralkyloxy" refers to the group -O-aralkyl. "Optionally substituted aralkyloxy" refers to an optionally substituted aralkyl group covalently linked to an optionally substituted alkylene group. Such aralkyl groups are exemplified by benzyloxy, phenylethyloxy, and the like.

[0023] The term "alkenyl" refers to a monoradical of a branched or unbranched unsaturated hydrocarbon group having from 2 to 20 carbon atoms (in some embodiments, from 2 to 10 carbon atoms, e.g. 2 to 6 carbon atoms) and having from 1 to 6 carbon-carbon double bonds, e.g. 1, 2 or 3 carbon-carbon double bonds. In some embodiments, alkenyl groups include ethenyl (or vinyl, i.e. $-CH=CH_2$), 1-propylene (or allyl, i.e. $-CH_2CH=CH_2$), isopropylene ($-C(CH_3)=CH_2$), and the like.

[0024] The term "lower alkenyl" refers to alkenyl as defined above having from 2 to 6 carbon atoms.

[0025] The term "substituted alkenyl" refers to an alkenyl group as defined above having 1 to 5 substituents (in some embodiments, 1, 2 or 3 substituents) as defined for substituted alkyl.

[0026] The term "alkenylene" refers to a diradical of a branched or unbranched unsaturated hydrocarbon group having from 2 to 20 carbon atoms (in some embodiments, from 2 to 10 carbon atoms, e.g. 2 to 6 carbon atoms) and having from 1 to 6 carbon-carbon double bonds, e.g. 1, 2 or 3 carbon-carbon double bonds.

[0027] The term "alkynyl" refers to a monoradical of an unsaturated hydrocarbon, in some embodiments, having from 2 to 20 carbon atoms (in some embodiments, from 2 to 10 carbon atoms, e.g. 2 to 6 carbon atoms) and having from 1 to 6 carbon-carbon triple bonds e.g. 1, 2 or 3 carbon-carbon triple bonds. In some embodiments, alkynyl groups include ethynyl ($-C\equiv CH$), propargyl (or propynyl, i.e. $-C\equiv CCH_3$), and the like.

[0028] The term "substituted alkynyl" refers to an alkynyl group as defined above having 1 to 5 substituents (in some embodiments, 1, 2 or 3 substituents) as defined for substituted alkyl.

[0029] The term "alkynylene" refers to a diradical of an unsaturated hydrocarbon, in some embodiments, having from 2 to 20 carbon atoms (in some embodiments, from 2 to 10 carbon atoms, e.g. 2 to 6 carbon atoms) and having from 1 to 6 carbon-carbon triple bonds e.g. 1, 2 or 3 carbon-carbon triple bonds.

[0030] The term "hydroxy" or "hydroxyl" refers to a group -OH.

[0031] The term "alkoxy" refers to the group R-O-, where R is alkyl or -Y-Z, in which Y is alkylene and Z is alkenyl or alkynyl, where alkyl, alkenyl and alkynyl are as defined herein. In some embodiments, alkoxy groups are alkyl-O- and includes, by way of example, methoxy, ethoxy, n-propoxy, iso-propoxy, n-butoxy, tert-butoxy, sec-butoxy, n-pentoxy, n-hexyloxy, 1,2-dimethylbutoxy, and the like.

[0032] The term "lower alkoxy" refers to the group R-O- in which R is optionally substituted lower alkyl. This term is exemplified by groups such as methoxy, ethoxy, n-propoxy, iso-propoxy, n-butoxy, iso-butoxy, t-butoxy, n-hexyloxy, and the like.

[0033] The term "substituted alkoxy" refers to the group R-O-, where R is substituted alkyl or-Y-Z, in which Y is substituted alkylene and Z is substituted alkenyl or substituted alkynyl, where substituted alkyl, substituted alkenyl and substituted alkynyl are as defined herein.

[0034] The term "C_{1-3} haloalkyl" refers to an alkyl group having from 1 to 3 carbon atoms covalently bonded to from 1 to 7, or from 1 to 6, or from 1 to 3, halogen(s), where alkyl and halogen are defined herein. In some embodiments, C_{1-3} haloalkyl includes, by way of example, trifluoromethyl, difluoromethyl, fluoromethyl, 2,2,2-trifluoroethyl, 2,2-difluoroethyl, 2-fluoroethyl, 3,3,3-trifluoropropyl, 3,3-difluoropropyl, 3-fluoropropyl.

[0035] The term "cycloalkyl" refers to cyclic alkyl groups of from 3 to 20 carbon atoms, or from 3 to 10 carbon atoms, having a single cyclic ring or multiple condensed rings. Such cycloalkyl groups include, by way of example, single ring structures such as cyclopropyl, cyclobutyl, cyclopentyl, cyclooctyl and the like or multiple ring structures such as adamantanyl and bicyclo[2.2.1]heptanyl or cyclic alkyl groups to which is fused an aryl group, for example indanyl, and the like, provided that the point of attachment is through the cyclic alkyl group.

[0036] The term "cycloalkenyl" refers to cyclic alkyl groups of from 3 to 20 carbon atoms having a single cyclic ring or multiple condensed rings and having at least one double bond and in some embodiments, from 1 to 2 double bonds.

[0037] The terms "substituted cycloalkyl" and "susbstituted cycloalkenyl" refer to cycloalkyl or cycloalkenyl groups having 1, 2, 3, 4 or 5 substituents (in some embodiments, 1, 2 or 3 substituents), selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkenyl, cycloalkoxy, cycloalkenyloxy, acyl, acylamino, acyloxy, amino, substituted amino, aminocarbonyl, alkoxycarbonylamino, azido, cyano, halogen, hydroxy, keto, thiocarbonyl, carboxy, carboxyalkyl, arylthio, heteroarylthio, heterocyclylthio, thiol, alkylthio, aryl, aryloxy, heteroaryl, aminosulfonyl, aminocarbonylamino, heteroaryloxy, heterocyclyl, heterocyclooxy, hydroxyamino, alkoxyamino, nitro, -S(O)-alkyl, -S(O)-cycloalkyl, -S(O)-heterocyclyl, -S(O)-aryl,-S(O)-heteroaryl, -$S(O)_2$-alkyl, -$S(O)_2$-cycloalkyl, -$S(O)_2$-heterocyclyl, -$S(O)_2$-aryl and-$S(O)_2$-heteroaryl. The term "substituted cycloalkyl" also includes cycloalkyl groups wherein one or more of the annular carbon atoms of the cycloalkyl group has an oxo group bonded thereto. In addition, a substituent on the cycloalkyl or cycloalkenyl may be attached to the same carbon atom as, or is geminal to, the attachment of the substituted cycloalkyl or cycloalkenyl to the 6,7-ring system. Unless otherwise constrained by the definition, all substituents may optionally be further substituted by 1, 2 or 3 substituents chosen from alkyl, alkenyl, alkynyl, carboxy, carboxyalkyl, aminocarbonyl, hydroxy, alkoxy, halogen, CF_3, amino, substituted amino, cyano, cycloalkyl, heterocyclyl, aryl, heteroaryl, and -$S(O)_nR^a$, in which R^a is alkyl, aryl or heteroaryl and n is 0, 1 or 2.

[0038] The term "cycloalkoxy" refers to the group cycloalkyl-O-.

[0039] The term "substituted cycloalkoxy" refers to the group substituted cycloalkyl-O-.

[0040] The term "cycloalkenyloxy" refers to the group cycloalkenyl-O-.

[0041] The term "substituted cycloalkenyloxy" refers to the group substituted cycloalkenyl-O-.

[0042] The term "aryl" refers to an aromatic carbocyclic group of 6 to 20 carbon atoms having a single ring (e.g., phenyl) or multiple rings (e.g., biphenyl) or multiple condensed (fused) rings (e.g., naphthyl, fluorenyl and anthryl). In some embodiments, aryls include phenyl, fluorenyl, naphthyl, anthryl, and the like.

[0043] Unless otherwise constrained by the definition for the aryl substituent, such aryl groups can optionally be substituted with 1, 2, 3, 4 or 5 substituents (in some embodiments, 1, 2 or 3 substituents), selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkenyl, cycloalkoxy, cycloalkenyloxy, acyl, acylamino, acyloxy, amino, substituted amino, aminocarbonyl, alkoxycarbonylamino, azido, cyano, halogen, hydroxy, keto, thiocarbonyl, carboxy, carboxyalkyl, arylthio, heteroarylthio, heterocyclylthio, thiol, alkylthio, aryl, aryloxy, heteroaryl, aminosulfonyl, aminocarbonylamino, heteroaryloxy, heterocyclyl, heterocyclooxy, hydroxyamino, alkoxyamino, nitro, -S(O)-alkyl, -S(O)-cycloalkyl, -S(O)-heterocyclyl, -S(O)-aryl,-S(O)-heteroaryl, -$S(O)_2$-alkyl, -$S(O)_2$-cycloalkyl, -$S(O)_2$-heterocyclyl, -$S(O)_2$-aryl and-$S(O)_2$-heteroaryl. Unless otherwise constrained by the definition, all substituents may optionally be further substituted by 1, 2 or 3 substituents chosen from alkyl, alkenyl, alkynyl, carboxy, carboxyalkyl, aminocarbonyl, hydroxy, alkoxy, halogen, CF_3, amino, substituted amino, cyano, cycloalkyl, heterocyclyl, aryl, heteroaryl, and -$S(O)_nR^a$, in which R^a is alkyl, aryl or heteroaryl and n is 0, 1 or 2.

[0044] The term "aryloxy" refers to the group aryl-O- wherein the aryl group is as defined above, and includes optionally substituted aryl groups as also defined above. The term "arylthio" refers to the group R-S-, where R is as defined for aryl.

[0045] The term "heterocyclyl," "heterocycle," or "heterocyclic" refers to a monoradical saturated group having a single ring or multiple condensed rings, having from 1 to 40 carbon atoms and from 1 to 10 hetero atoms, and from 1 to 4 heteroatoms, selected from nitrogen, sulfur, phosphorus, and/or oxygen within the ring. In some embodiments, the heterocyclyl," "heterocycle," or "heterocyclic" group is linked to the remainder of the molecule through one of the heteroatoms within the ring.

[0046] Unless otherwise constrained by the definition for the heterocyclic substituent, such heterocyclic groups can be optionally substituted with 1 to 5 substituents (in some embodiments, 1, 2 or 3 substituents), selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkenyl, cycloalkoxy, cycloalkenyloxy, acyl, acylamino, acyloxy, amino, substituted amino, aminocarbonyl, alkoxycarbonylamino, azido, cyano, halogen, hydroxy, keto, thiocarbonyl, carboxy, carboxyalkyl, arylthio, heteroarylthio, heterocyclylthio, thiol, alkylthio, aryl, aryloxy, heteroaryl, aminosulfonyl, aminocarbonylamino, heteroaryloxy, heterocyclyl, heterocyclooxy, hydroxyamino, alkoxyamino, nitro, -S(O)-alkyl, -S(O)-cycloalkyl, -S(O)-heterocyclyl, -S(O)-aryl,-S(O)-heteroaryl, -$S(O)_2$-alkyl, -$S(O)_2$-cycloalkyl, -$S(O)_2$-heterocyclyl,-$S(O)_2$-aryl and -$S(O)_2$-heteroaryl. In addition, a substituent on the heterocyclic group may be attached to the same carbon atom as, or is geminal to, the attachment of the substituted heterocyclic group to the 6,7-ring system. Unless otherwise constrained by the definition, all substituents may optionally be further substituted by 1, 2 or 3 substituents chosen from alkyl, alkenyl, alkynyl, carboxy, carboxyalkyl, aminocarbonyl, hydroxy, alkoxy, halogen, CF_3, amino, substituted amino, cyano, cycloalkyl, heterocyclyl, aryl, heteroaryl, and -$S(O)_nR^a$, in which R^a is alkyl, aryl or heteroaryl and n is 0, 1 or 2. Examples of heterocyclics include tetrahydrofuranyl, morpholino, piperidinyl, and the like.

[0047] The term "heterocyclooxy" refers to the group -O-heterocyclyl.

[0048] The term "heteroaryl" refers to a group comprising single or multiple rings comprising 1 to 15 carbon atoms and 1 to 4 heteroatoms selected from oxygen, nitrogen and sulfur within at least one ring. The term "heteroaryl" is generic to the terms "aromatic heteroaryl" and "partially saturated heteroaryl". The term "aromatic heteroaryl" refers to a heteroaryl in which at least one ring is aromatic, regardless of the point of attachment. Examples of aromatic heteroaryls include pyrrole, thiophene, pyridine, quinoline, pteridine.

[0049] The term "partially saturated heteroaryl" refers to a heteroaryl having a structure equivalent to an underlying aromatic heteroaryl which has had one or more double bonds in an aromatic ring of the underlying aromatic heteroaryl saturated. Examples of partially saturated heteroaryls include dihydropyrrole, dihydropyridine, chroman, 2-oxo-1,2-dihydropyridin-4-yl, and the like.

[0050] Unless otherwise constrained by the definition for the heteroaryl substituent, such heteroaryl groups can be optionally substituted with 1 to 5 substituents (in some embodiments, 1, 2 or 3 substituents) selected from the group consisting alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkenyl, cycloalkoxy, cycloalkenyloxy, acyl, acylamino, acyloxy, amino, substituted amino, aminocarbonyl, alkoxycarbonylamino, azido, cyano, halogen, hydroxy, keto, thiocarbonyl, carboxy, carboxyalkyl, arylthio, heteroarylthio, heterocyclylthio, thiol, alkylthio, aryl, aryloxy, heteroaryl, aminosulfonyl, aminocarbonylamino, heteroaryloxy, heterocyclyl, heterocyclooxy, hydroxyamino, alkoxyamino, nitro, -S(O)-alkyl, -S(O)-cycloalkyl, -S(O)-heterocyclyl, -S(O)-aryl,-S(O)-heteroaryl, -$S(O)_2$-alkyl, -$S(O)_2$-cycloalkyl, -$S(O)_2$-heterocyclyl, -$S(O)_2$-aryl and-$S(O)_2$-heteroaryl. Unless otherwise constrained by the definition, all substituents may optionally be further substituted by 1, 2 or 3 substituents chosen from alkyl, alkenyl, alkynyl, carboxy, carboxyalkyl, aminocarbonyl, hydroxy, alkoxy, halogen, CF_3, amino, substituted amino, cyano, cycloalkyl, heterocyclyl, aryl, heteroaryl, and -$S(O)_nR^a$, in which R^a is alkyl, aryl or heteroaryl and n is 0, 1 or 2. Such heteroaryl groups can have a single ring (e.g., pyridyl or furyl) or multiple condensed rings (e.g., indolizinyl, benzothiazole or benzothienyl). Examples of nitrogen heterocyclyls and heteroaryls include, but are not limited to, pyrrole, imidazole, pyrazole, pyridine, pyrazine, pyrimidine, pyridazine, indolizine, isoindole, indole, indazole, purine, quinolizine, isoquinoline, quinoline, phthalazine, naphthylpyridine, quinoxaline, quinazoline, cinnoline, pteridine, carbazole, carboline, phenanthridine, acridine, phenanthroline, isothiazole, phenazine, isoxazole, phenoxazine, phenothiazine, imidazolidine, imidazoline, and the like as well as N-alkoxy-nitrogen containing heteroaryl compounds.

[0051] The term "heteroaryloxy" refers to the group heteroaryl-O-.

[0052] The term "amino" refers to the group -NH_2.

[0053] The term "substituted amino" refers to the group -NRR where each R is independently selected from the group consisting of hydrogen, alkyl, cycloalkyl, aryl, heteroaryl and heterocyclyl provided that both R groups are not hydrogen or a group -Y-Z, in which Y is optionally substituted alkylene and Z is alkenyl, cycloalkenyl or alkynyl. Unless otherwise constrained by the definition, all substituents may optionally be further substituted by 1, 2 or 3 substituents chosen from alkyl, alkenyl, alkynyl, carboxy, carboxyalkyl, aminocarbonyl, hydroxy, alkoxy, halogen, CF_3, amino, substituted amino, cyano, cycloalkyl, heterocyclyl, aryl, heteroaryl, and -$S(O)_nR^a$, in which R^a is alkyl, aryl or heteroaryl and n is 0, 1 or 2.

[0054] The term "alkyl amine" refers to R-NH_2 in which R is optionally substituted alkyl.

[0055] The term "dialkyl amine" refers to R-NHR in which each R is independently an optionally substituted alkyl.

[0056] The term "trialkyl amine" refers to NR_3 in which each R is independently an optionally substituted alkyl.

[0057] The term "cyano" refers to the group -CN.

[0058] The term "azido" refers to a group

$$-N{=}\overset{\oplus}{N}{=}\overset{\ominus}{N}\,.$$

[0059] The term "keto" or "oxo" refers to a group =O.

[0060] The term "carboxy" refers to a group -C(O)-OH.

[0061] The term "ester" or "carboxyester" refers to the group -C(O)OR, where R is alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl, which may be optionally further substituted by alkyl, alkoxy, halogen, CF_3, amino, substituted amino, cyano or -$S(O)_nR^a$, in which R^a is alkyl, aryl or heteroaryl and n is 0, 1 or 2.

[0062] The term "acyl" denotes the group -C(O)R, in which R is hydrogen, alkyl, cycloalkyl, heterocyclyl, aryl or heteroaryl. Unless otherwise constrained by the definition, all substituents may optionally be further substituted by 1, 2 or 3 substituents selected from the group consisting of alkyl, alkenyl, alkynyl, carboxy, carboxyalkyl, aminocarbonyl, hydroxy, alkoxy, halogen, CF_3, amino, substituted amino, cyano, cycloalkyl, heterocyclyl, aryl, heteroaryl, and -$S(O)_nR^a$, in which R^a is alkyl, aryl or heteroaryl and n is 0, 1 or 2.

[0063] The term "carboxyalkyl" refers to the groups -C(O)O-alkyl or -C(O)O-cycloalkyl, where alkyl and cycloalkyl are as defined herein, and may be optionally further substituted by alkyl, alkenyl, alkynyl, carboxy, carboxyalkyl, aminocarbonyl, hydroxy, alkoxy, halogen, CF_3, amino, substituted amino, cyano, cycloalkyl, heterocyclyl, aryl, heteroaryl, and -$S(O)_nR^a$, in which R^a is alkyl, aryl or heteroaryl and n is 0, 1 or 2.

[0064] The term "aminocarbonyl" refers to the group -C(O)NRR where each R is independently hydrogen, alkyl, cycloalkyl, aryl, heteroaryl, or heterocyclyl, or where both R groups are joined to form a heterocyclic group (e.g., morpholino). Unless otherwise constrained by the definition, all substituents may optionally be further substituted by 1, 2 or 3 substituents selected from the group consisting of alkyl, alkenyl, alkynyl, carboxy, carboxyalkyl, aminocarbonyl, hydroxy, alkoxy, halogen, CF_3, amino, substituted amino, cyano, cycloalkyl, heterocyclyl, aryl, heteroaryl, and -$S(O)_nR^a$, in which

R^a is alkyl, aryl or heteroaryl and n is 0, 1 or 2.

[0065] The term "acyloxy" refers to the group -OC(O)-R, in which R is alkyl, cycloalkyl, heterocyclyl, aryl or heteroaryl. Unless otherwise constrained by the definition, all substituents may optionally be further substituted by 1, 2 or 3 substituents selected from the group consisting of alkyl, alkenyl, alkynyl, carboxy, carboxyalkyl, aminocarbonyl, hydroxy, alkoxy, halogen, CF_3, amino, substituted amino, cyano, cycloalkyl, heterocyclyl, aryl, heteroaryl, and $-S(O)_nR^a$, in which R^a is alkyl, aryl or heteroaryl and n is 0, 1 or 2.

[0066] The term "acylamino" refers to the group -NRC(O)R where each R is independently hydrogen, alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl. Unless otherwise constrained by the definition, all substituents may optionally be further substituted by 1, 2 or 3 substituents selected from the group consisting of alkyl, alkenyl, alkynyl, carboxy, carboxyalkyl, aminocarbonyl, hydroxy, alkoxy, halogen, CF_3, amino, substituted amino, cyano, cycloalkyl, heterocyclyl, aryl, heteroaryl, and $-S(O)_nR^a$, in which R^a is alkyl, aryl or heteroaryl and n is 0, 1 or 2.

[0067] The term "alkoxycarbonylamino" refers to the group $-N(R^d)C(O)OR$ in which R is alkyl and R^d is hydrogen or alkyl. Unless otherwise constrained by the definition, each alkyl may optionally be further substituted by 1, 2 or 3 substituents selected from the group consisting of alkyl, alkenyl, alkynyl, carboxy, carboxyalkyl, aminocarbonyl, hydroxy, alkoxy, halogen, CF_3, amino, substituted amino, cyano, cycloalkyl, heterocyclyl, aryl, heteroaryl, and $-S(O)_nR^a$, in which R^a is alkyl, aryl or heteroaryl and n is 0, 1 or 2.

[0068] The term "aminocarbonylamino" refers to the group $-NR^cC(O)NRR$, wherein R^c is hydrogen or alkyl and each R is hydrogen, alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl. Unless otherwise constrained by the definition, all substituents may optionally be further substituted by 1, 2 or 3 substituents selected from the group consisting of alkyl, alkenyl, alkynyl, carboxy, carboxyalkyl, aminocarbonyl, hydroxy, alkoxy, halogen, CF_3, amino, substituted amino, cyano, cycloalkyl, heterocyclyl, aryl, heteroaryl, and $-S(O)_nR^a$, in which R^a is alkyl, aryl or heteroaryl and n is 0, 1 or 2.

[0069] The term "thiol" refers to the group -SH.

[0070] The term "thiocarbonyl" refers to a group =S.

[0071] The term "alkylthio" refers to the group -S-alkyl.

[0072] The term "substituted alkylthio" refers to the group -S-substituted alkyl.

[0073] The term "heterocyclylthio" refers to the group -S-heterocyclyl.

[0074] The term "arylthio" refers to the group -S-aryl.

[0075] The term "heteroarylthiol" refers to the group -S-heteroaryl wherein the heteroaryl group is as defined above including optionally substituted heteroaryl groups as also defined above.

[0076] The term "sulfoxide" refers to a group -S(O)R, in which R is alkyl, cycloalkyl, heterocyclyl, aryl or heteroaryl. "Substituted sulfoxide" refers to a group -S(O)R, in which R is substituted alkyl, substituted cycloalkyl, substituted heterocyclyl, substituted aryl or substituted heteroaryl, as defined herein.

[0077] The term "sulfone" refers to a group $-S(O)_2R$, in which R is alkyl, cycloalkyl, heterocyclyl, aryl or heteroaryl. "Substituted sulfone" refers to a group $-S(O)_2R$, in which R is substituted alkyl, substituted cycloalkyl, substituted heterocyclyl, substituted aryl or substituted heteroaryl, as defined herein.

[0078] The term "aminosulfonyl" refers to the group $-S(O)_2NRR$, wherein each R is independently hydrogen, alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl. Unless otherwise constrained by the definition, all substituents may optionally be further substituted by 1, 2 or 3 substituents selected from the group consisting of alkyl, alkenyl, alkynyl, carboxy, carboxyalkyl, aminocarbonyl, hydroxy, alkoxy, halogen, CF_3, amino, substituted amino, cyano, cycloalkyl, heterocyclyl, aryl, heteroaryl, and $-S(O)_nR^a$, in which R^a is alkyl, aryl or heteroaryl and n is 0, 1 or 2.

[0079] The term "hydroxyamino" refers to the group -NHOH.

[0080] The term "alkoxyamino" refers to the group -NHOR in which R is optionally substituted alkyl.

[0081] The term "halogen" or "halo" refers to fluoro, bromo, chloro and iodo.

[0082] "Optional" or "optionally" means that the subsequently described event or circumstance may or may not occur, and that the description includes instances where said event or circumstance occurs and instances in which it does not.

[0083] A "substituted" group includes embodiments in which a monoradical substituent is bound to a single atom of the substituted group (e.g. forming a branch), and also includes embodiments in which the substituent may be a diradical bridging group bound to two adjacent atoms of the substituted group, thereby forming a fused ring on the substituted group.

[0084] Where a given group (moiety) is described herein as being attached to a second group and the site of attachment is not explicit, the given group may be attached at any available site of the given group to any available site of the second group. For example, a "lower alkyl-substituted phenyl", where the attachment sites are not explicit, may have any available site of the lower alkyl group attached to any available site of the phenyl group. In this regard, an "available site" is a site of the group at which a hydrogen of the group may be replaced with a substituent.

[0085] It is understood that in all substituted groups defined above, polymers arrived at by defining substituents with further substituents to themselves (e.g., substituted aryl having a substituted aryl group as a substituent which is itself substituted with a substituted aryl group, etc.) are not intended for inclusion herein. Also not included are infinite numbers of substituents, whether the substituents are the same or different. In such cases, the maximum number of such substituents is three. Each of the above definitions is thus constrained by a limitation that, for example, substituted aryl

groups are limited to -substituted aryl-(substituted aryl)-substituted aryl.

[0086] A compound of a given formula (e.g. the compound of Formula I, which also includes Formula IA, IB, II, IIA, III, IIIA, IV, V, VI, VIII, VIIIA, IX, X, XI and XIII) is intended to encompass the compounds of the disclosure, and the pharmaceutically acceptable salts, pharmaceutically acceptable esters, isomers, tautomers, solvates, isotopes, hydrates, polymorphs, and prodrugs of such compounds. Additionally, the compounds of the disclosure may possess one or more asymmetric centers, and can be produced as a racemic mixture or as individual enantiomers or diastereoisomers. The number of stereoisomers present in any given compound of a given formula depends upon the number of asymmetric centers present (there are 2^n stereoisomers possible where n is the number of asymmetric centers). The individual stereoisomers may be obtained by resolving a racemic or non-racemic mixture of an intermediate at some appropriate stage of the synthesis or by resolution of the compound by conventional means. The individual stereoisomers (including individual enantiomers and diastereoisomers) as well as racemic and non-racemic mixtures of stereoisomers are encompassed within the scope of the present disclosure, all of which are intended to be depicted by the structures of this specification unless otherwise specifically indicated.

[0087] "Isomers" are different compounds that have the same molecular formula. Isomers include stereoisomers, enantiomers and diastereomers.

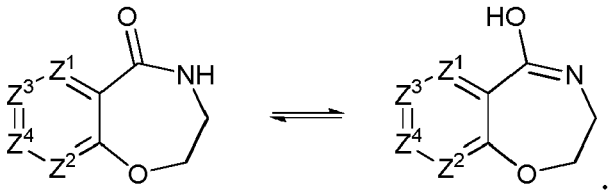
[0088] "Stereoisomers" are isomers that differ only in the way the atoms are arranged in space.

[0089] "Enantiomers" are a pair of stereoisomers that are non-superimposable mirror images of each other. A 1:1 mixture of a pair of enantiomers is a "racemic" mixture. The term "(±)" is used to designate a racemic mixture where appropriate.

[0090] "Diastereoisomers" are stereoisomers that have at least two asymmetric atoms, but which are not mirror-images of each other.

[0091] The absolute stereochemistry is specified according to the Cahn Ingold Prelog R S system. When the compound is a pure enantiomer the stereochemistry at each chiral carbon may be specified by either R or S. Resolved compounds whose absolute configuration is unknown are designated (+) or (-) depending on the direction (dextro- or laevorotary) that they rotate the plane of polarized light at the wavelength of the sodium D line.

[0092] Some of the compounds exist as tautomeric isomers. Tautomeric isomers are in equilibrium with one another. For example, amide containing compounds may exist in equilibrium with imidic acid tautomers. Regardless of which tautomer is shown, and regardless of the nature of the equilibrium among tautomers, the compounds are understood by one of ordinary skill in the art to comprise both amide and imidic acid tautomers. Thus, the amide containing compounds are understood to include their imidic acid tautomers. Likewise, the imidic acid containing compounds are understood to include their amide tautomers. Non-limiting examples of amide-comprising and imidic acid-comprising tautomers are shown below:



[0093] The term "therapeutically effective amount" refers to an amount that is sufficient to effect treatment, as defined below, when administered to a mammal in need of such treatment. The therapeutically effective amount will vary depending upon the subject and disease condition being treated, the weight and age of the subject, the severity of the disease condition, the manner of administration and the like, which can readily be determined by one of ordinary skill in the art.

[0094] The term "polymorph" refers to different crystal structures of a crystalline compound. The different polymorphs may result from differences in crystal packing (packing polymorphism) or differences in packing between different conformers of the same molecule (conformational polymorphism).

[0095] The term "solvate" refers to a complex formed by the combining of a compound of Formula I, IA, IB, II, IIA, IIB, III, IIIA, IV, V, VI, VIII, VIIIA, IX, X, XII or XIII and a solvent.

[0096] The term "hydrate" refers to the complex formed by the combining of a compound of Formula I, IA, IB, II, IIA, IIB, III, IIIA, IV, V, VI, VIII, VIIIA, IX, X, XII or XIII and water.

[0097] The term "prodrug" refers to compounds of Formula I, IA, IB, II, IIA, IIB, III, IIIA, IV, V, VI, VIII, VIIIA, IX, X, XII or XIII that include chemical groups which, *in vivo,* can be converted and/or can be split off from the remainder of the molecule to provide for the active drug, a pharmaceutically acceptable salt thereof or a biologically active metabolite thereof.

[0098] Any formula or structure given herein, including Formula I, IA, IB, II, IIA, IIB, III, IIIA, IV, V, VI, VIII, VIIIA, IX, X,

XII or XIII compounds, is also intended to represent unlabeled forms as well as isotopically labeled forms of the compounds. Isotopically labeled compounds have structures depicted by the formulas given herein except that one or more atoms are replaced by an atom having a selected atomic mass or mass number. Examples of isotopes that can be incorporated into compounds of the disclosure include isotopes of hydrogen, carbon, nitrogen, oxygen, phosphorous, fluorine and chlorine, such as, but not limited to ^{2}H (deuterium, D), ^{3}H (tritium), ^{11}C, ^{13}C, ^{14}C, ^{15}N, ^{18}F, ^{31}P, ^{32}P, ^{35}S, ^{36}Cl and ^{125}I. Various isotopically labeled compounds of the present disclosure, for example those into which radioactive isotopes such as ^{3}H, ^{13}C and ^{14}C are incorporated. Such isotopically labelled compounds may be useful in metabolic studies, reaction kinetic studies, detection or imaging techniques, such as positron emission tomography (PET) or single-photon emission computed tomography (SPECT) including drug or substrate tissue distribution assays or in radioactive treatment of patients.

[0099] The disclosure also included compounds of Formula I, IA, IB, II, IIA, IIB, III, IIIA, IV, V, VI, VIII, VIIIA, IX, X, XII or XIII in which from 1 to n hydrogens attached to a carbon atom is/are replaced by deuterium, in which n is the number of hydrogens in the molecule. Such compounds exhibit increased resistance to metabolism and are thus useful for increasing the half life of any compound of Formula I when administered to a mammal. See, for example, Foster, "Deuterium Isotope Effects in Studies of Drug Metabolism", Trends Pharmacol. Sci. 5(12):524-527 (1984). Such compounds are synthesized by means well known in the art, for example by employing starting materials in which one or more hydrogens have been replaced by deuterium.

[0100] Deuterium labelled or substituted therapeutic compounds of the disclosure may have improved DMPK (drug metabolism and pharmacokinetics) properties, relating to distribution, metabolism and excretion (ADME). Substitution with heavier isotopes such as deuterium may afford certain therapeutic advantages resulting from greater metabolic stability, for example increased *in vivo* half-life, reduced dosage requirements and/or an improvement in therapeutic index. An ^{18}F labeled compound may be useful for PET or SPECT studies. Isotopically labeled compounds of this disclosure and prodrugs thereof can generally be prepared by carrying out the procedures disclosed in the schemes or in the examples and preparations described below by substituting a readily available isotopically labeled reagent for a non-isotopically labeled reagent. It is understood that deuterium in this context is regarded as a substituent in the compound of Formula I.

[0101] The concentration of such a heavier isotope, specifically deuterium, may be defined by an isotopic enrichment factor. In the compounds of this disclosure any atom not specifically designated as a particular isotope is meant to represent any stable isotope of that atom. Unless otherwise stated, when a position is designated specifically as "H" or "hydrogen", the position is understood to have hydrogen at its natural abundance isotopic composition. Accordingly, in the compounds of this disclosure any atom specifically designated as a deuterium (D) is meant to represent deuterium.

[0102] The term "treatment" or "treating" means administration of a compound of the invention, by or at the direction of a competent caregiver, to a mammal having a disease for purposes including:

(i) preventing the disease, that is, causing the clinical symptoms of the disease not to develop;

(ii) inhibiting the disease, that is, arresting the development of clinical symptoms; and/or

(iii) relieving the disease, that is, causing the regression of clinical symptoms.

[0103] In many cases, the compounds of this disclosure are capable of forming acid and/or base salts by virtue of the presence of amino and/or carboxyl groups or groups similar thereto.

[0104] The term "pharmaceutically acceptable salt" of a given compound refers to salts that retain the biological effectiveness and properties of the given compound, and which are not biologically or otherwise undesirable. Pharmaceutically acceptable base addition salts can be prepared from inorganic and organic bases. Salts derived from inorganic bases include, by way of example only, sodium, potassium, lithium, ammonium, calcium and magnesium salts. Salts derived from organic bases include, but are not limited to, salts of primary, secondary and tertiary amines, such as alkyl amines, dialkyl amines, trialkyl amines, substituted alkyl amines, di(substituted alkyl) amines, tri(substituted alkyl) amines, alkenyl amines, dialkenyl amines, trialkenyl amines, substituted alkenyl amines, di(substituted alkenyl) amines, tri(substituted alkenyl) amines, cycloalkyl amines, di(cycloalkyl) amines, tri(cycloalkyl) amines, substituted cycloalkyl amines, disubstituted cycloalkyl amine, trisubstituted cycloalkyl amines, cycloalkenyl amines, di(cycloalkenyl) amines, tri(cycloalkenyl) amines, substituted cycloalkenyl amines, disubstituted cycloalkenyl amine, trisubstituted cycloalkenyl amines, aryl amines, diaryl amines, triaryl amines, heteroaryl amines, diheteroaryl amines, triheteroaryl amines, heterocyclic amines, diheterocyclic amines, triheterocyclic amines, mixed di- and tri-amines where at least two of the substituents on the amine are different and are selected from the group consisting of alkyl, substituted alkyl, alkenyl, substituted alkenyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, heterocyclic, and the like. Also included are amines where the two or three substituents, together with the amino nitrogen, form a heterocyclic or heteroaryl group. Amines are of general structure $N(R^{30})(R^{31})(R^{32})$, wherein mono-substituted amines have 2 of the

three substituents on nitrogen (R^{30}, R^{31} and R^{32}) as hydrogen, di-substituted amines have 1 of the three substituents on nitrogen (R^{30}, R^{31} and R^{32}) as hydrogen, whereas trisubstituted amines have none of the three substituents on nitrogen (R^{30}, R^{31} and R^{32}) as hydrogen. R^{30}, R^{31} and R^{32} are selected from a variety of substituents such as hydrogen, optionally substituted alkyl, aryl, heteroayl, cycloalkyl, cycloalkenyl, heterocyclyl and the like. The above-mentioned amines refer to the compounds wherein either one, two or three substituents on the nitrogen are as listed in the name. For example, the term "cycloalkenyl amine" refers to cycloalkenyl-NH_2, wherein "cycloalkenyl" is as defined herein. The term "diheteroarylamine" refers to $NH(heteroaryl)_2$, wherein "heteroaryl" is as defined herein and so on.

[0105] Specific examples of suitable amines include, by way of example only, isopropylamine, trimethyl amine, diethyl amine, tri(iso-propyl) amine, tri(n-propyl) amine, ethanolamine, 2-dimethylaminoethanol, tromethamine, lysine, arginine, histidine, caffeine, procaine, hydrabamine, choline, betaine, ethylenediamine, glucosamine, N-alkylglucamines, theobromine, purines, piperazine, piperidine, morpholine, N-ethylpiperidine, and the like.

[0106] Pharmaceutically acceptable acid addition salts may be prepared from inorganic and organic acids. Salts derived from inorganic acids include hydrochloric acid, hydrobromic acid, sulfuric acid, nitric acid, phosphoric acid, and the like. Salts derived from organic acids include acetic acid, propionic acid, glycolic acid, pyruvic acid, oxalic acid, malic acid, malonic acid, succinic acid, maleic acid, fumaric acid, tartaric acid, citric acid, benzoic acid, cinnamic acid, mandelic acid, methanesulfonic acid, ethanesulfonic acid, p-toluene-sulfonic acid, salicylic acid, and the like.

[0107] As used herein, "pharmaceutically acceptable carrier" or "pharmaceutically acceptable excipient" includes any and all solvents, dispersion media, coatings, antibacterial and antifungal agents, isotonic and absorption delaying agents and the like. The use of such media and agents for pharmaceutically active substances is well known in the art. Except insofar as any conventional media or agent is incompatible with the active ingredient, its use in the therapeutic compositions is contemplated. Supplementary active ingredients can also be incorporated into the compositions.

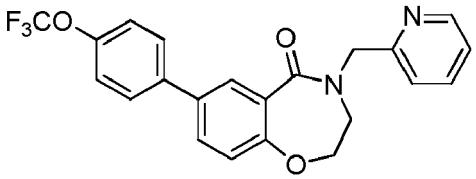
[0108] "Coronary diseases" or "cardiovascular diseases" refer to diseases of the cardiovasculature arising from any one or more than one of, for example, heart failure (including congestive heart failure, diastolic heart failure and systolic heart failure), acute heart failure, ischemia, recurrent ischemia, myocardial infarction, arrhythmias, angina (including exercise-induced angina, variant angina, stable angina, unstable angina), acute coronary syndrome, diabetes and intermittent claudication.

[0109] "Intermittent claudication" means the pain associated with peripheral artery disease. "Peripheral artery disease" or PAD is a type of occlusive peripheral vascular disease (PVD). PAD affects the arteries outside the heart and brain. The most common symptom of PAD is a painful cramping in the hips, thighs or calves when walking, climbing stairs or exercising. The pain is called intermittent claudication. When listing the symptom intermittent claudication, it is intended to include both PAD and PVD.

[0110] Arrhythmia refers to any abnormal heart rate. Bradycardia refers to abnormally slow heart rate whereas tachycardia refers to an abnormally rapid heart rate. As used herein, the treatment of arrhythmia is intended to include the treatment of supra ventricular tachycardias such as atrial fibrillation, atrial flutter, AV nodal reentrant tachycardia, atrial tachycardia and the ventricular tachycardias (VTs), including idiopathic ventricular tachycardia, ventricular fibrillation, pre-excitation syndrome and Torsade de Pointes (TdP).

2. Nomenclature

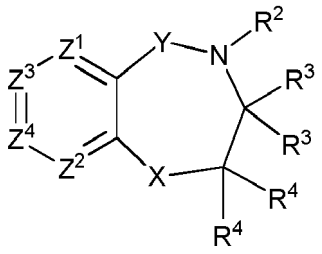
[0111] Names of compounds of the present disclosure are provided using ACD/Name software for naming chemical compounds (Advanced Chemistry Development, Inc., Toronto, Canada). Other compounds or radicals may be named with common names or systematic or non-systematic names. The naming and numbering of the compounds of the disclosure is illustrated with a representative compound of Formula I:



which is named 4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo [f] [1,4] oxazepin-5(2H)-one.

3. Compounds

[0112] Accordingly, typical embodiments the present disclosure provide novel compounds that function as late sodium channel blockers. In one embodiment, the disclosure provides compounds of Formula I:



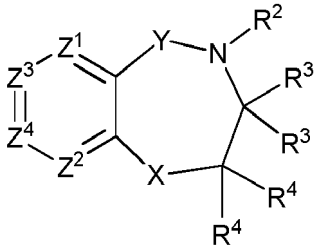
I

wherein: Z^1 and Z^2 are each independently selected from the group consisting of CR^7 and N; Z^3 and Z^4 are each independently selected from the group consisting of CR^7, C-Q-R^1 and N, provided that one of Z^3 and Z^4 is C-Q-R^1 and the other of Z^3 and Z^4 is CR^7 or N and further provided that only one of Z^1, Z^2 and Z^4 is N; X is -O- or -NR^6-; Y is -C(O)-, -$C(R^{11})_2$- or -$S(O)_2$-; Q is a covalent bond, -O-C_{0-2} alkylene, -NR^{11}-C_{0-2} alkylene, C_2 alkylene, C_2 alkenylene or C_2 alkynylene; R^1 is aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl; wherein said aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -CN, -SF_5,-$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-$S(O)_2$-R^{26}, -$S(O)_2$-R^{20}, -O-$S(O)_2$-R^{20}, -$S(O)_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6}alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}),-C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; wherein each -C_{1-6} alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, -NO_2, -CN, -O-R^{20}, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{20})(R^{22}), -N(R^{20})-$S(O)_2$-R^{20} , cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; L is -O-, -S-, -C(O)-, -NHS$(O)_2$-, $S(O)_2$NH-, -C(O)NH-, or -NHC(O)-; provided that when Y is -$C(R^{11})_2$-, then R^2 is -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5 and L is not -C(O)-; and when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, -NHS$(O)_2$- or -NHC(O)-; each R^3 is independently hydrogen, deuterium, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, - N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, - NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; or when Y is - C(O)-, then R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, -O-R^{20}, -N(R^{20})(R^{22}), -N(R^{20})-C(O)-OR^{20} and -C(O)-OR^{20}; and wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{26}), cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), - C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and - O-R^{20} ; andwherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-$S(O)_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl

or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^6 is hydrogen, C_{1-6} alkyl or cycloalkyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^7 is hydrogen, halo, $-O-R^{20}$ or C_{1-6} alkyl; R^{11} is hydrogen or C_{1-4} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof; provided that when Y is -C(O)-, X is - O-, each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl and Q is a bond, then R^1 is not unsubstituted phenyl or morpholinyl; and that when Y is $-S(O)_2-$, X is -O-, R^2 is benzyl, each R^3 is hydrogen, Z^4 is $C-Q-R^1$, Q is a bond and R^1 is aryl or heteroaryl, then both R^4 are hydrogen.

[0113] In another embodiment, the disclosure provides compounds of Formula I:

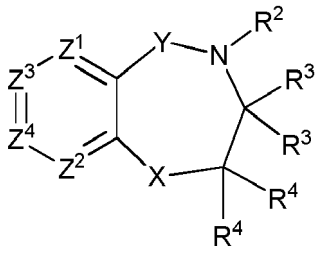


I

wherein: Z^1 and Z^2 are each independently selected from the group consisting of CR^7 and N; Z^3 and Z^4 are each independently selected from the group consisting of CR^7, $C-Q-R^1$ and N, provided that one of Z^3 and Z^4 is $C-Q-R^1$ and the other of Z^3 and Z^4 is CR^7 or N and further provided that only one of Z^1, Z^2 and Z^4 is N; X is -O- or $-NR^6-$; Y is -C(O)-; Q is a covalent bond, $-O-C_{0-2}$ alkylene, $-NR^{11}-C_{0-2}$ alkylene, C_2 alkylene, C_2 alkenylene or C_2 alkynylene; R^1 is aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl; wherein said aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl are optionally substituted with one, two, three, four or five substituents independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5; wherein each $-C_{1-6}$ alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, $-NO_2$, -CN, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $S(O)_2NH-$, -C(O)NH- or -NHC(O)-; provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-; and each R^3 is independently hydrogen, deuterium, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected

from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$,$-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, **h**
eteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-OR^{20}$ and $-C(O)-OR^{20}$; and wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{26})$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and-$O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, - NO_2, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl,
heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;R^6 is hydrogen, C_{1-6} alkyl or cycloalkyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^7 is hydrogen, halo, $-O-R^{20}$ or C_{1-6} alkyl; R^{11} is hydrogen or C_{1-4} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof; provided that when X is -O-, each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl and Q is a bond, then R^1 is not unsubstituted phenyl or morpholinyl.

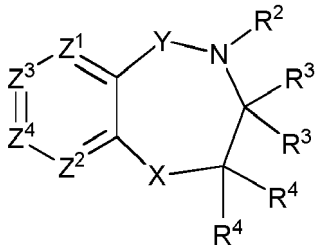
[0114] In another embodiment, the disclosure provides compounds of Formula I:



I

wherein Z^1, Z^2, Z^3, Z^4, X, R^3 and R^4 are as defined herein; Y is $-C(R^{11})_2-$; R^2 is -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; wherein each -C_{1-6} alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, $-NO_2$, -CN, -O-R^{20}, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20} , cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; L is -O-, -S-, -NHS(O)$_2$-, -S(O)$_2$NH-,-C(O)NH- or -NHC(O)-; and R^{11} is hydrogen or C_{1-4} alkyl.

[0115] In yet another embodiment, the disclosure provides compounds of Formula I:



I

wherein Z^1, Z^2, Z^3, Z^4, X, R^2, R^3 and R^4 are as defined herein; and Y is -S(O)$_2$-; provided that when X is -O-, R^2 is benzyl, each R^3 is hydrogen, Z^4 is C-Q-R^1, Q is a bond and R^1 is aryl or heteroaryl, then both R^4 are hydrogen.

[0116] In some embodiments, R^1 is aryl, cycloalkyl, cycloalkenyl or heteroaryl; wherein said aryl, cycloalkenyl or heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -O-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, C_{1-6} alkyl, cycloalkyl and heterocyclyl; and wherein said C_{1-6} alkyl or cycloalkyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -CN and -O-R^{20}.

[0117] In some embodiments, each R^3 is independently hydrogen, deuterium or C_{1-6} alkyl.

[0118] In some embodiments, each R^4 is independently hydrogen, deuterium or C_{1-6} alkyl.

[0119] In some embodiments, R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, halo, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and-O-R^{20} ; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, C_{1-6} alkyl, aryl, heterocyclyl and heteroaryl; andwherein said C_{1-6} alkyl is optionally further substituted with one, two or three halo.

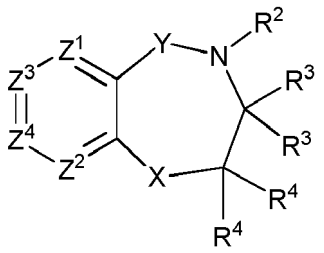
[0120] In some embodiments, R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, -O-R^{20}, -N(R^{20})(R^{22}) and -C(O)-OR^{20}; and wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl.

[0121] In certain embodiments of each of the formulas disclosed herein, each -C_{1-6} alkylene of R^2 is unsubstituted -C_{1-6} alkylene.

[0122] In certain embodiments, the compound is not tert-butyl 6-oxo-8-phenyl-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepine-2(6H)-carboxylate, tert-butyl 6-oxo-9-phenyl-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepine-2(6H)-carboxylate, 8-phenyl-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one, 9-phenyl-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c] [1,4]oxazepin-6(2H)-one, 8-

morpholino-1,2,3,4,12,12a-hexahydrobenzo[e]pyrazino[1,2-a]azepin-6(11H)-one, tert-butyl 8-morpholino-6-oxo-3,4,6,11,12,12a-hexahydrobenzo[e]pyrazino[1,2-a]azepine-2(1H)-carboxylate, tert-butyl 2-morpholino-12-oxo-5,6,6a,7,9,10-hexahydropyrazino [1,2-a]pyrido [3,2-e] azepine-8(12H)-carboxylate, 2-morpholino-6,6a,7,8,9,10-hexahydropyrazino[1,2-a]pyrido[3,2-e]azepin-12(5H)-one, 2-morpholino-8,9,10,10a,11,12-hexahydropyrazino[1,2-a]pyrido[2,3-e]azepin-5(7H)-one or tert-butyl 2-morpholino-5-oxo-7,8,10,10a,11,12-hexahydropyrazino[1,2-a]pyrido[2,3-e]azepine-9(5H)-carboxylate.

[0123] In alternative embodiments, the disclosure provides compounds of Formula I:



I

wherein: Z^1 and Z^2 are each independently selected from the group consisting of CR^7 and N; Z^3 and Z^4 are each independently selected from the group consisting of CR^7, C-Q-R^1 and N, provided that one of Z^3 and Z^4 is C-Q-R^1 and the other of Z^3 and Z^4 is CR^7 or N and further provided that only one of Z^1, Z^2 and Z^4 is N; X is -O- or -NR^6-; Y is -C(O)-, -C(R^{11})2- or -$S(O)_2$-; Q is a covalent bond, -O-C_{0-2} alkylene, -NR^{11}-C_{0-2} alkylene or C_2 alkynylene; R^1 is aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl; wherein said aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-$S(O)_2$-R^{26}, -$S(O)_2$-R^{20}, -O-$S(O)_2$-R^{20}, -$S(O)_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20},-C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; L is -O-, -S-, -C(O)-, -NHS$(O)_2$-, -$S(O)_2$NH-,-C(O)NH- or -NHC(O)-; provided that when Y is -C(R^{11})$_2$-, then R^2 is -L-R^5, -L-C_{1-6} alkylene-R^5,-C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; each R^3 is independently hydrogen, deuterium, C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl,-N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, - NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; or when Y is - C(O)-, then R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-15} alkyl, -O-R^{20}, -N(R^{20})(R^{22}), -N(R^{20})-C(O)-OR^{20} and -C(O)-OR^{20}; and wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; each R^4 is independently hydrogen, deuterium, C_{1-15} alkyl, C_{1-4} alkoxy,-C(O)-OR^{26}, -C(O)-N(R^{26})(R^{26}), -N(R^{20})-$S(O)_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl;
wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl,-N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}),

-N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20};R^6 is hydrogen, C_{1-15} alkyl, -C(O)-R^{20}, -C(O)-OR^{26}, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl,-N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^7 is hydrogen, halo or C_{1-6} alkyl; R^{11} is hydrogen or C_{1-4} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy,-CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof; provided that when Y is - C(O)-, X is -O-, each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl and Q is a bond, then R^1 is not unsubstituted phenyl or morpholinyl; and that when Y is -S(O)$_2$-, X is -O-, R^2 is benzyl, each R^3 is hydrogen, Z^4 is C-Q-R^1, Q is a bond and R^1 is aryl or heteroaryl, then both R^4 are hydrogen.

[0124] In some embodiments, R^1 is aryl, cycloalkyl, cycloalkenyl or heteroaryl; wherein said aryl, cycloalkenyl or heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -O-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, C_{1-6} alkyl, cycloalkyl and heterocyclyl; and wherein said C_{1-6} alkyl or cycloalkyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -CN and -O-R^{20}.

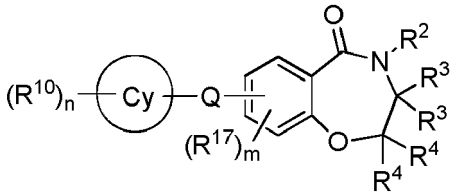
[0125] In some embodiments, each R^3 is independently hydrogen, deuterium or C_{1-15} alkyl.

[0126] In some embodiments, each R^4 is independently hydrogen, deuterium or C_{1-15} alkyl.

[0127] In some embodiments, R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, halo, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -OR^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, C_{1-6} alkyl, aryl, heterocyclyl and heteroaryl; and wherein said C_{1-6} alkyl is optionally further substituted with one, two or three halo.

[0128] In some embodiments, Y is -C(O)- and R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-15} alkyl, -O-R^{20}, -N(R^{20})(R^{22}) and -C(O)-OR^{20}; and wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl.

[0129] In some embodiments, the disclosure provides compounds of Formula IA:

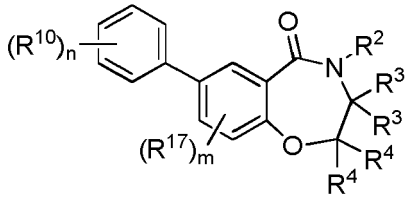


IA

wherein: Cy is aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl; Q is a covalent bond, -O-C_{0-2} alkylene, -NR^{11}-C_{0-2} alkylene, C_2 alkylene, C_2 alkenylene or C_2 alkynylene; m is 0, 1, 2 or 3; n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, -NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; wherein each -C_{1-6} alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, -NO_2, -CN, -O-R^{20}, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; L is -O-, -S-, -C(O)-, -NHS(O)$_2$-,-S(O)$_2$NH-, -C(O)NH- or -NHC(O)-; provided that when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, -NHS(O)$_2$- or -NHC(O)-; and each R^3 is independently hydrogen, deuterium, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20},-C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, -O-R^{20}, -N(R^{20})(R^{22}), -N(R^{20})-C(O)-OR^{20} and -C(O)-OR^{20}; and wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{26}), cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and-O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, - NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20}; R^{17} is halo, -O-R^{20} or C_{1-6} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted

with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, - NO_2, -$S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO_2, -$S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, -CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof; provided that when each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl, Q is a bond and Cy is phenyl or morpholinyl, then n is 1, 2, 3, 4 or 5.

[0130] In certain embodiments, the disclosure provides compounds of Formula II:



II

wherein: m is 0, 1, 2 or 3; n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, -NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R_2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; wherein each -C_{1-6} alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, -NO_2, -CN, -O-R^{20}, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; L is -O-, -S-, -C(O)-, -NHS(O)$_2$-,-S(O)$_2$NH-, -C(O)NH- or -NHC(O)-, provided that when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, -NHS(O)$_2$- or -NHC(O)-; each R^3 is independently hydrogen, deuterium, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, -O-R^{20}, -N(R^{20})(R^{22}), -N(R^{20})-C(O)-OR^{20} and -C(O)-OR^{20}; and wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{26}), cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and-O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, - NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^5 is cycloalkyl, aryl,

heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{17} is halo, $-O-R^{20}$ or C_{1-6} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo,$-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof; provided that when m is 0, each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl and Q is a bond, then n is 1, 2 or 3.

[0131] In some embodiments, R^2 is $-C_{1-6}$ alkylene-R^5 or $-C_{1-6}$ alkylene-L-R^5.

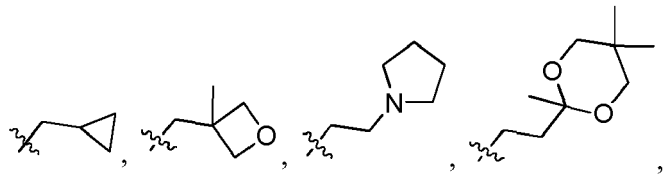
[0132] In some embodiments, each $-C_{1-6}$ alkylene of R^2 is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, $-NO_2$, -CN, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$.

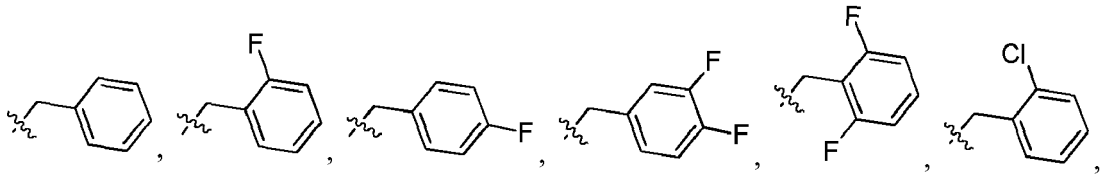
[0133] In some embodiments, each $-C_{1-6}$ alkylene of R^2 is unsubstituted.

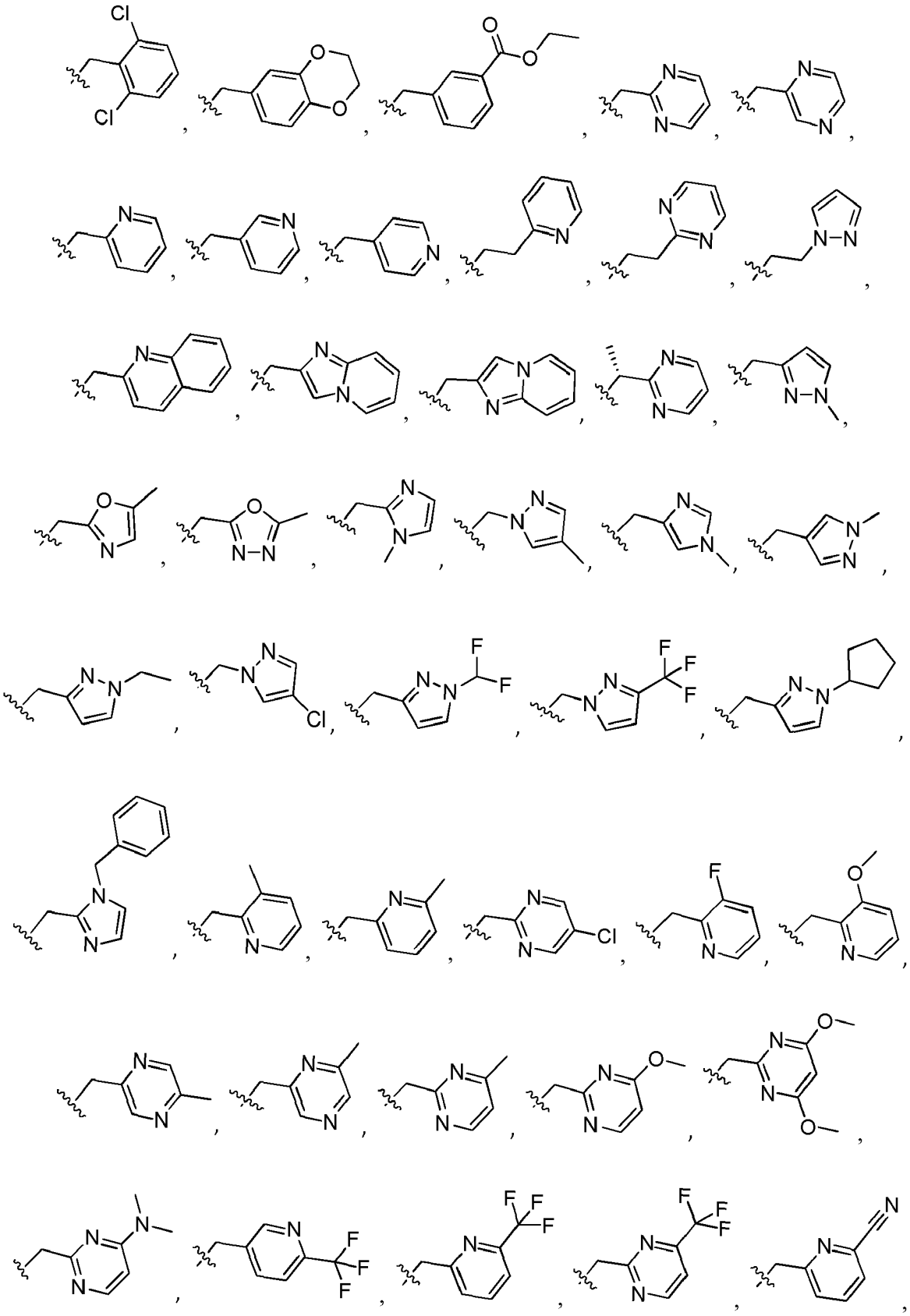
[0134] In some embodiments, R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, halo, cycloalkyl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-OR^{20}$, -CN and $-O-R^{20}$; wherein said C_{1-6} alkyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, C_{1-6} alkyl and aryl; and wherein said C_{1-6} alkyl is optionally further substituted with one, two or three halo.

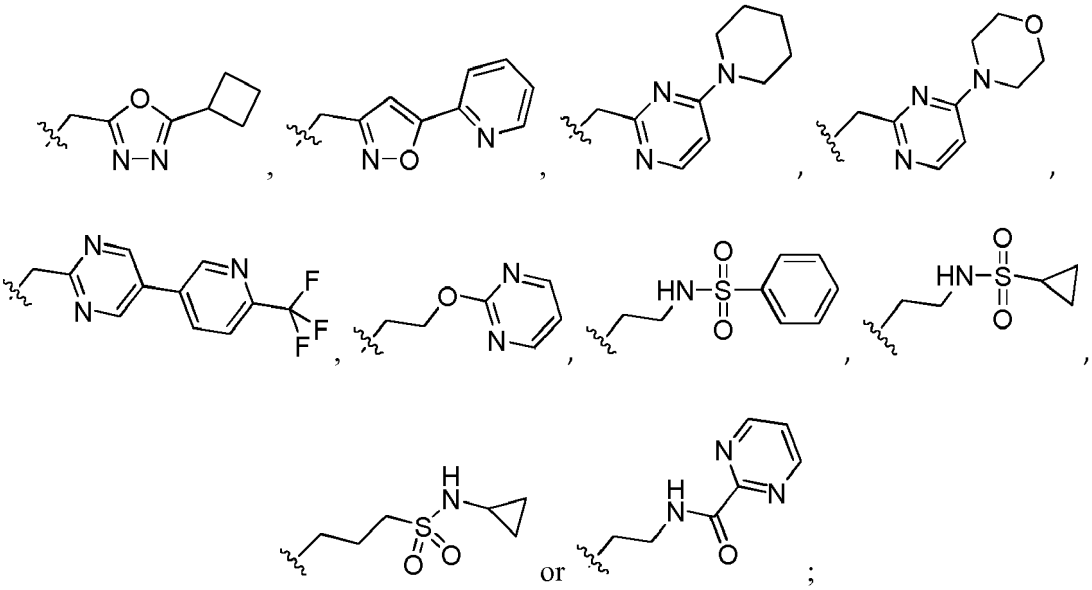
[0135] In some embodiments, R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, $-O-R^{20}$, $-N(R^{20})(R^{22})$ and $-C(O)-OR^{20}$; and wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl.

[0136] In some embodiments, R^2 is

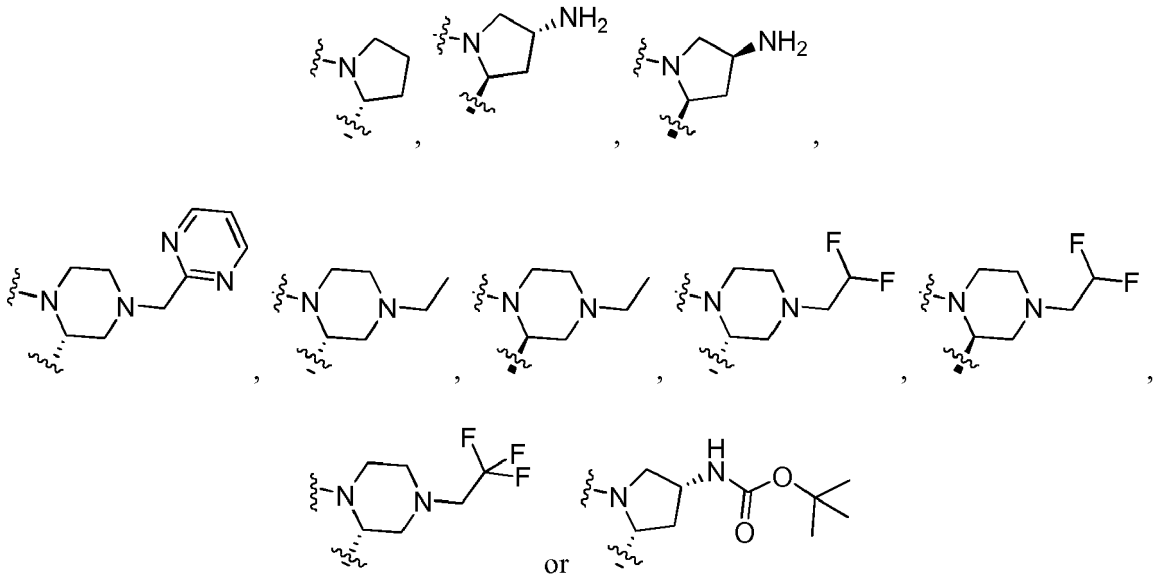








or R^2 and one of R^3 together with the carbon atoms to which they are attached form a



[0137] In some embodiments, n is 1, 2 or 3; and each R^{10} is independently selected from the group consisting of halo, -O-R^{20}, -O-S(O)$_2$-R^{20}, C_{1-4} alkyl and cycloalkyl; and wherein said alkyl and cycloalkyl are optionally substituted with one, two or three halo or -CN; and R^{20} is independently selected from the group consisting of C_{1-6} alkyl, cycloalkyl and aryl; and wherein the alkyl and aryl are optionally substituted with one, two or three halo or cycloalkyl.

[0138] In some embodiments, n is 1, 2 or 3; and each R^{10} is independently 2-fluoro, 3-fluoro, 4-fluoro, 2-chloro, 4-chloro, 2-methyl, 4-methyl, 4-ethyl, 4-isopropyl, 4-tert-butyl, 4-difluoromethyl, 4-trifluoromethyl, 4-cyclopropyl, 4-isobutoxy, 4-difluoromethoxy, 4-trifluoromethoxy, 4-(2,2,2-trifluoroethoxy), 4-trifluoromethylsulfoxyl, 4-(2,2,2-trifluoroethyl), 4-cyclopropoxy, 4-cyclobutylmethoxy, 4-fluorophenoxy, 4-phenoxy or 3-phenoxy.

[0139] In some embodiments, each R^3 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl; or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, -N(R^{20})(R^{22}) and -N(R^{20})-C(O)-OR^{20}; and wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; and R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl and heteroaryl.

[0140] In some embodiments, each R^3 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl; and each R^4 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl.

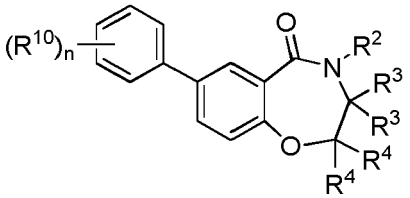
[0141] In some embodiments, each R^3 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl; m is 0 or 1; and R^{17} is halo.

[0142] In some embodiments, each R^3 is independently hydrogen, deuterium, methyl, isopropyl or pyridin-2-ylmethyl; m is 0 or 1; and R^{17} is fluoro.

[0143] In some embodiments, each R^4 is independently hydrogen, deuterium or C_{1-6} alkyl.

[0144] In some embodiments, each R^3 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl; or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, $-N(R^{20})(R^{22})$ and $-N(R^{20})-C(O)-OR^{20}$; and wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; and each R^4 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl.

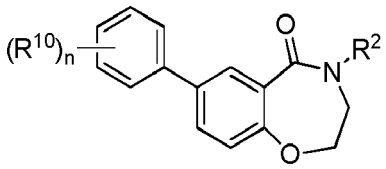
[0145] In certain embodiments, the disclosure provides compounds of Formula IIA:



IIA

wherein: n is 0, 1, 2 or 3; each R^{10} is independently selected from the group consisting of halo,$-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20}(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, C_{1-6} alkylene-L-R^5 or $-C_{1-6}$ alkylene-L-C_{1-6} alkylene-R^5; L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is-L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-; each R^3 is independently hydrogen or C_{1-6} alkyl; each R^4 is independently hydrogen or C_{1-6} alkyl; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl,$-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy,$-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0146] In certain embodiments, the disclosure provides compounds of Formula IIB:



IIB

wherein: n is 0, 1, 2 or 3; each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$ $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl,
halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$,$-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$; and wherein said C_{1-6} alkyl is optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy,$-CF_3$, $-OCF_3$, $-OCH_2CF_3$ and $-C(O)-NH_2$; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$ and $-OCF_3$; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0147] In some embodiments, n is 1, 2 or 3; and each R^{10} is independently selected from the group consisting of halo, $-O-R^{20}$, $-O-S(O)_2-R^{20}$, C_{1-4} alkyl and cycloalkyl; and wherein said alkyl and cycloalkyl are optionally substituted with one, two or three halo or -CN; and R^{20} is C_{1-6} alkyl, cycloalkyl or aryl; and wherein the alkyl and aryl are optionally substituted with one, two or three halo or cycloalkyl.

[0148] In some embodiments, n is 1, 2 or 3; and each R^{10} is independently 2-fluoro, 3-fluoro, 4-fluoro, 2-chloro, 4-chloro, 2-methyl, 4-methyl, 4-ethyl, 4-isopropyl, 4-tert-butyl, 4-difluoromethyl, 4-trifluoromethyl, 4-cyclopropyl, 4-isobutoxy, 4-difluoromethoxy, 4-trifluoromethoxy, 4-(2,2,2-trifluoroethoxy), 4-trifluoromethylsulfoxyl, 4-(2,2,2-trifluoroethyl), 4-cyclopropoxy, 4-cyclobutylmethoxy, 4-fluorophenoxy, 4-phenoxy or 3-phenoxy.

[0149] In some embodiments, the compound is selected from the group consisting of:

4-((3-methyloxetan-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-1);

4-(2-(pyrrolidin-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-3);

4-((5-cyclobutyl-1,3,4-oxadiazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-4);

4-((2,3-dihydrobenzo[b][1,4]dioxin-6-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-5);

4-(quinolin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-7);

(R)-2-(pyrimidin-2-ylmethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-8);

4-(cyclopropylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-10);

(S)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-12);

(R)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-13);

6-((5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methyl)picolinonitrile (II-14);

7-(4-(trifluoromethoxy)phenyl)-4-((6-(trifluoromethyl)pyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-15);

7-(4-(trifluoromethoxy)phenyl)-4-((6-(trifluoromethyl)pyridin-3-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-16);

4-((6-methylpyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-17);

(2R,11aS)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-21);

(R)-2-(2,2-difluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-22);

(R)-2-ethyl-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-23);

(S)-2-(2,2-difluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-24);

(S)-2-ethyl-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-25);

4-(pyrazin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-31);

4-((5-methyloxazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-33);

7-(4-(trifluoromethoxy)phenyl)-4-(2-(2,5,5-trimethyl-1,3-dioxan-2-yl)ethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-35);

tert-butyl (2R,11aR)-5-oxo-7-(4-(trifluoromethyl)phenyl)-1,2,3,5,11,11a-hexahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-2-ylcarbamate (II-39);

4-((5-(pyridin-2-yl)isoxazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-41);

4-((4,6-dimethoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-42);

ethyl 3-((5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methyl)benzoate (II-43);

4-(2-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-44);

4-(3,4-difluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-45);

4-(2-chlorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-47);

4-(2,6-dichlorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-48);

4-(2,6-difluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-49);

4-(2-(1H-pyrazol-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-50);

(2S,11aS)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-51);

4-(2-(pyridin-2-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-54);

4-(2-fluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-57);

(R)-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-59);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-61);

4-(4-fluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-62);

4-((1-methyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-64);

4-((5-chloropyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-65);

4-(pyridin-4-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-67);

4-((5-cyclopropyl-1,3,4-oxadiazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-68);

4-(2-(pyrimidin-2-yloxy)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-69);

4-(pyridin-3-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-70);

4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-72);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-73);

4-((3-methylpyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-75);

(R)-2-(2,2,2-trifluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-83);

4-(pyrimidin-2-ylmethyl)-7-p-tolyl-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-87);

7-(4-chlorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-88);

7-(4-isopropylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-89);

7-(4-ethylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-91);

7-(4-cyclopropylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-92);

(R)-4-(1-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-95);

7-(4-isobutoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-97);

7-(4-tert-butylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-98);

7-(4-cyclopropoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-102);

7-(4-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-104);

7-(2-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-105);

7-(3-fluoro-4-(2,2,2-trifluoroethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-106);

4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-107);

7-(2-chloro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-110);

7-(4-(trifluoromethoxy)phenyl)-4-((4-(trifluoromethyl)pyrimidin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-113);

7-(4-(trifluoromethoxy)phenyl)-4-((5-(6-(trifluoromethyl)pyridin-3-yl)pyrimidin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-115);

7-(4-chloro-2-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-117);

1-(4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)phenyl)cyclopentanecarbonitrile (II-122);

7-(4-ethoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-123);

7-(4-(difluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-124);

4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-129);

4-((4-morpholinopyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-133);

4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-134);

4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-135);

7-(3-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-136);

4-((4-methoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-137);

4-((4-methylpyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-138);

4-((4-(piperidin-1-yl)pyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-139);

4-((4-(dimethylamino)pyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-140);

4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-141);

4-((3-methoxypyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-143);

7-(4-(cyclobutylmethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-144);

7-(2-methyl-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-145);

7-(2-methyl-4-(trifluoromethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-146);

4-((1-(difluoromethyl)-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-147);

7-(4-(trifluoromethoxy)phenyl)-4-((3-(trifluoromethyl)-1H-pyrazol-1-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-148);

4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-150);

4-(pyridin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-151);

4-((-cyclopentyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-152);

4-((1-ethyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-153);

4-((1-methyl-1H-imidazol-4-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-154);

4-((4-methyl-1H-pyrazol-1-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-155);

4-((4-chloro-1H-pyrazol-1-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-156);

7-(4-(difluoromethyl)phenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-157);

7-(4-chloro-3-fluorophenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-158);

7-(4-(difluoromethoxy)phenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-159);

4-((1-methyl-1H-pyrazol-4-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-160);

4-(pyrimidin-2-ylmethyl)-7-(2,3,4-trifluorophenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-162);

7-(3,4-difluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-163);

4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-164);

4-benzyl-9-fluoro-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-165);

4-benzyl-9-fluoro-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-166);

4-benzyl-8-fluoro-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-167);

4-benzyl-8-fluoro-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-168);

7-(4-chloro-3-fluorophenyl)-4-((3-fluoropyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-169);

7-(2-fluoro-4-(trifluoromethyl)phenyl)-4-((3-fluoropyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-170);

4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)phenyl trifluoromethanesulfonate (II-171);

4-((5-methylpyrazin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-172);

2,2,3,3-tetradeutero-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-174);

4-((6-methylpyrazin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-175);

4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-176);

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)benzenesulfonamide (II-177);

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)cyclopropanesulfonamide (II-179);

4-((1-methyl-1H-imidazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-186);

4-((1-benzyl-1H-imidazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-187);

4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-189);

N-cyclopropyl-3-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)propane-1-sulfonamide (II-190);

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)pyrimidine-2-carboxamide (II-192);

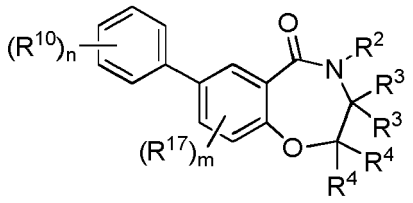
7-(4-(4-fluorophenoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-193);

7-(4-phenoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-194); and

7-(3-phenoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-195);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0150] In other embodiments, the disclosure provides compounds of Formula II:



II

wherein: m is 0 or 1; n is 0, 1, 2 or 3: each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, C_{1-6} alkylene-L-R^5 or $-C_{1-6}$ alkylene-L-C_{1-6} alkylene-R^5; L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-; each R^3 is independently hydrogen, deuterium, C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, - $N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, - NO_2, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-15} alkyl, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-N(R^0)-C(O)-OR^{20}$ and $-C(O)-OR^{20}$; and wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; each R^4 is independently hydrogen, deuterium, C_{1-15} alkyl, C_{1-4} alkoxy, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{26})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl,$-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$,$-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{17} is halo or C_{1-6} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted

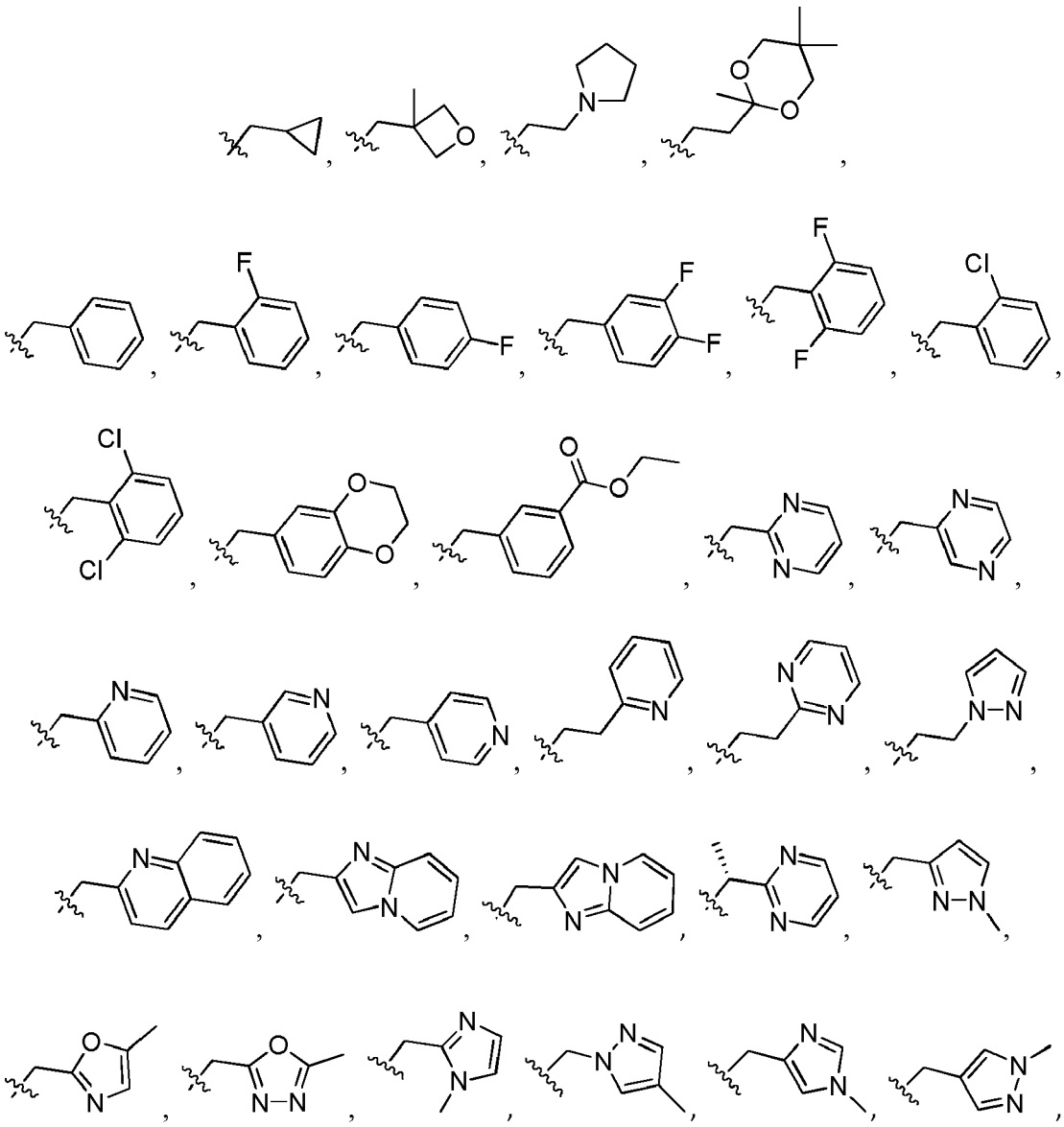
with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy,-CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof; provided the compound is not tert-butyl 6-oxo-8-phenyl-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepine-2(6H)-carboxylate, tert-butyl 6-oxo-9-phenyl-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepine-2(6H)-carboxylate, 8-phenyl-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one, or 9-phenyl-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one.

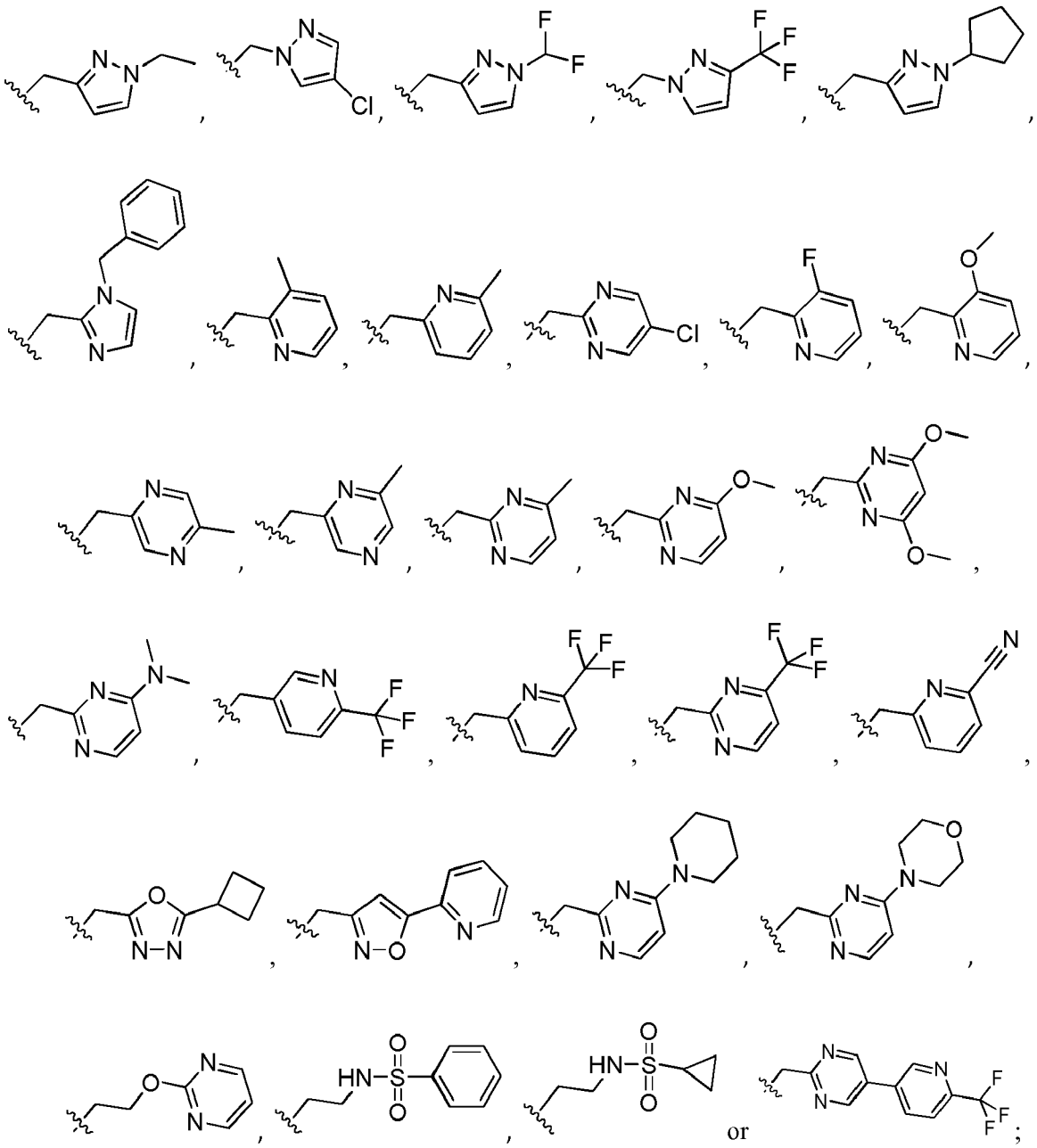
[0151] In some embodiments, R^2 is -C_{1-6} alkylene-R^5 or -C_{1-6} alkylene-L-R^5.

[0152] In some embodiments, R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, halo, cycloalkyl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-OR^{20}, -CN and -O-R^{20}; wherein said C_{1-6} alkyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, C_{1-6} alkyl and aryl; and wherein said C_{1-6} alkyl is optionally further substituted with one, two or three halo.

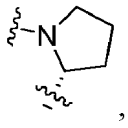
[0153] In some embodiments, R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-15} alkyl, -OR^{20}, -N(R^{20})(R^{22}) and -C(O)-OR^{20}; and wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl.

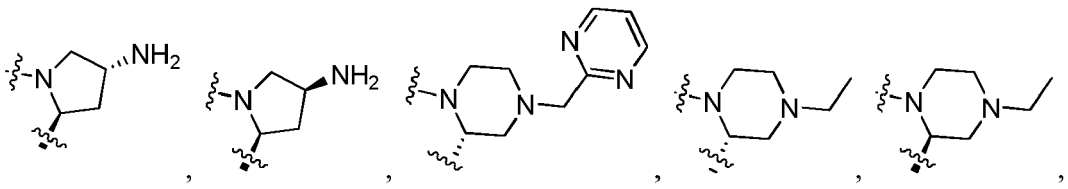
[0154] In some embodiments, R^2 is

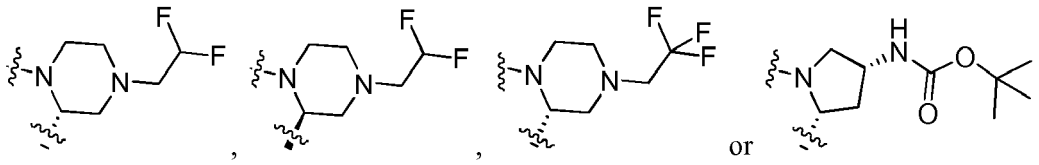




or R^2 and one of R^3 together with the carbon atoms to which they are attached form a







[0155] In some embodiments, n is 1, 2 or 3; and each R^{10} is independently selected from the group consisting of halo, -O-R^{20}, -O-S(O)$_2$-R^{20}, C_{1-4} alkyl and cycloalkyl; and wherein said alkyl is optionally substituted with one, two or three halo; and R^{20} is independently selected from the group consisting of C_1-C_{15} alkyl and cycloalkyl; and wherein the alkyl is optionally substituted with one, two or three halo or cycloalkyl.

[0156] In some embodiments, n is 1, 2 or 3; and each R^{10} is independently 2-fluoro, 3-fluoro, 4-fluoro, 2-chloro, 4-chloro, 2-methyl, 4-methyl, 4-ethyl, 4-isopropyl, 4-tert-butyl, 4-difluoromethyl, 4-trifluoromethyl, 4-cyclopropyl, 4-isobutoxy, 4-difluoromethoxy, 4-trifluoromethoxy, 4-(2,2,2-trifluoroethoxy), 4-trifluoromethylsulfoxyl, 4-(2,2,2-trifluoroethyl), 4-cyclopropoxy or 4-cyclobutylmethoxy.

[0157] In some embodiments, each R^3 is independently hydrogen, deuterium or C_{1-15} alkyl optionally substituted with heteroaryl; or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-15} alkyl, -N(R^{20})(R^{22}) and -N(R^{20})-C(O)-OR^{20}; and wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; and R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_1-C_{15} alkyl and heteroaryl.

[0158] In some embodiments, each R^3 is independently hydrogen, deuterium or C_{1-15} alkyl optionally substituted with heteroaryl.

[0159] In some embodiments, each R^3 is independently hydrogen, deuterium, methyl, isopropyl or pyridin-2-ylmethyl.

[0160] In some embodiments, each R^4 is independently hydrogen, deuterium or C_{1-15} alkyl.

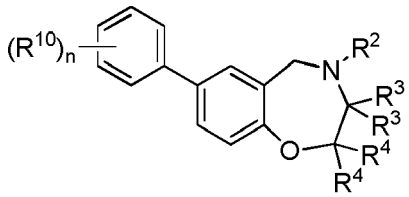
[0161] In some embodiments, each R^4 is independently hydrogen, deuterium or methyl.

[0162] In some embodiments, m is 0.

[0163] In some embodiments, m is 1; and R^{17} is halo.

[0164] In some embodiments, m is 1; and R^{17} is fluoro.

[0165] In certain embodiments, the disclosure provides compounds of Formula III:

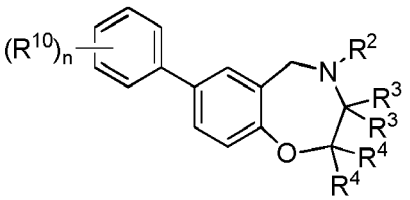


III

wherein: n is 0, 1, 2, 3, 4 or 5: each R^{10} is independently selected from the group consisting of halo, -NO_2, -CN, -SF_5, -Si(CH_3)$_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26} -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; wherein each -C_{1-6} alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, -NO_2, -CN, -O-R^{20}, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{26},-C(O)-N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; L is -O-, -S-, -NHS(O)$_2$-, -S(O)$_2$NH-,-C(O)NH- or -NHC(O)-, provided that when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-,-S-, -NHS(O)$_2$- or -NHC(O)-; each R^3 is independently hydrogen, deuterium, C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three

substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; each R^4 is independently hydrogen, deuterium, C_{1-15} alkyl, C_{1-4} alkoxy, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{26})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, - $N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0166] In other embodiments, the disclosure provides compounds of Formula III:



III

wherein: n is 0, 1, 2 or 3: each R^{10} is independently selected from the group consisting of halo,$-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{20}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5; L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-; each R^3 is independently hydrogen, deuterium, C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$,$-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected

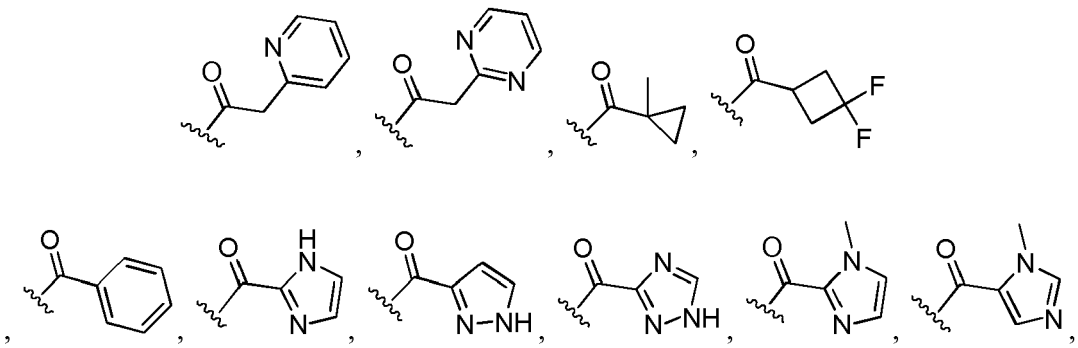
from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; each R^4 is independently hydrogen, deuterium, C_{1-15} alkyl, C_{1-4} alkoxy, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{26})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, - $N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

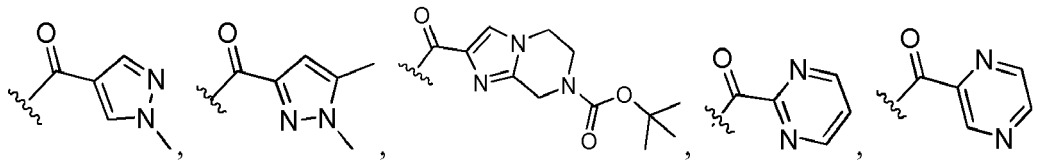
[0167] In some embodiments, R^2 is $-C(O)-R^5$ or $-C(O)-C_{1-6}$ alkylene-R^5; and R^5 is cycloalkyl, aryl or heteroaryl; wherein said cycloalkyl or heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, halo and - $C(O)-OR^{20}$.

[0168] In some embodiments, R^5 is cycloalkyl, aryl or heteroaryl; wherein said cycloalkyl or heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, halo and $-C(O)-OR^{20}$.

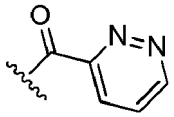
[0169] In some embodiments, each $-C_{1-6}$ alkylene of R^2 is unsubstituted.

[0170] In some embodiments, R^2 is





or



[0171] In some embodiments, n is 1; and R^{10} is -O-R^{20} or C_{1-4} alkyl; wherein said alkyl is optionally substituted with one, two or three halo; and R^{20} is C_1-C_{15} alkyl; wherein the alkyl is optionally substituted with one, two or three halo.

[0172] In some embodiments, n is 1; and R^{10} is 4-trifluoromethyl or 4-trifluoromethoxy.

[0173] In some embodiments, the compound is selected from the group consisting of:

pyrimidin-2-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-1);

phenyl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-4);

(1-methylcyclopropyl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-10);

(3,3-difluorocyclobutyl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-11);

(1-methyl-1H-pyrazol-4-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-12);

(1H-pyrazol-3-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-15);

pyrazin-2-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-23);

pyridazin-3-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-24);

2-(pyridin-2-yl)-1-(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethanone (III-29);

2-(pyrimidin-2-yl)-1-(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethanone (III-30);

(1-methyl-1H-imidazol-5-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-32);

(1H-imidazol-2-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-33);

(1-methyl-1H-imidazol-2-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-37);

(R)-(2-methyl-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)(pyrimidin-2-yl)methanone (III-38);

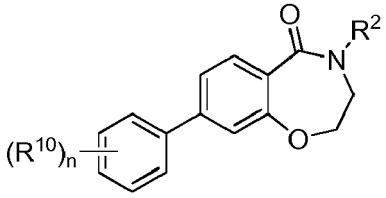
tert-butyl 2-(7-(4-(trifluoromethyl)phenyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepine-4-carbonyl)-5,6-dihydroimidazo[1,2-a]pyrazine-7(8H)-carboxylate (III-40);

(1H-1,2,4-triazol-3-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-50); and

(1,5-dimethyl-1H-pyrazol-3-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-58);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

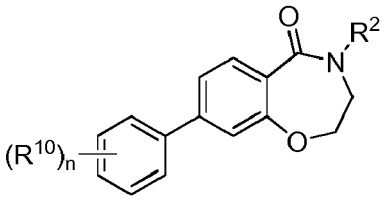
[0174] In certain embodiments, the disclosure provides compounds of Formula IV:



IV

wherein: n is 0, 1, 2, 3, 4 or 5: each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$ $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-L-R^5 or $-C_{1-6}$ alkylene-L-C_{1-6} alkylene-R^5; wherein each $-C_{1-6}$ alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, $-NO_2$, -CN, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; L is -O-,-S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is $-L-R^5$ or-$L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, - $N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$,$-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy,$-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy,$-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0175] In other embodiments, the disclosure provides compounds of Formula IV:

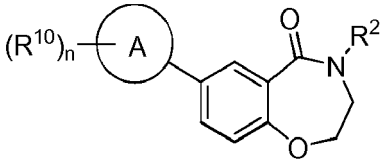


IV

n is 0, 1, 2 or 3: each R^{10} is independently selected from the group consisting of halo, $-NO_2$, - CN, $-SF_5$, $-Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}),-N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{21}, -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5;
L is -O-, -S-, -C(O)-, -NHS(O)$_2$-, -S(O)$_2$NH-, -C(O)NH- or -NHC(O)-; S(O)R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, - N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$,$-CF_3$, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20}; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy,$-CF_3$, $-OCF_3$, $-OCH_2CF_3$, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy,$-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0176] In some embodiments, each -C_{1-6} alkylene of R^2 is unsubstituted.

[0177] In certain embodiments, the disclosure provides compounds of Formula V:

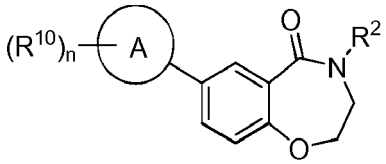


V

wherein: A is cycloalkenyl; n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; wherein each -C_{1-6} alkylene is optionally substituted by one substit-

uent independently selected from the group consisting of C_{2-4} alkynyl, halo, $-NO_2$, -CN, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; L is -O-, -S-, -C(O)-, $-NHS(O)_2-$,$-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0178] In other embodiments, the disclosure provides compounds of Formula V:



V

wherein: A is cycloalkenyl; n is 0, 1, 2 or 3: each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-L-R^5 or $-C_{1-6}$ alkylene-L-C_{1-6} alkylene-R^5; L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH-or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$,

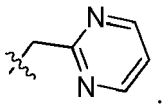
aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0179] In some embodiments, R^2 is $-C_{1-6}$ alkylene-R^5.

[0180] In some embodiments, R^5 is heteroaryl.

[0181] In some embodiments, each $-C_{1-6}$ alkylene of R^2 is unsubstituted.

[0182] In some embodiments, R^2 is



[0183] In some embodiments, A is cyclohex-1-enyl.

[0184] In some embodiments, A is cyclohex-1-enyl; n is 0 or 1; and R^{10} is 4-methyl or 4-*tert*-butyl.

[0185] In some embodiments, the compound is selected from the group consisting of:

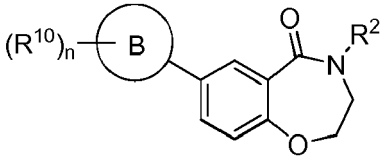
7-(4-tert-butylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one(V-1);

7-cyclohexenyl-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (V-3); and

7-(4-methylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (V-5);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0186] In certain embodiments, the disclosure provides compounds of Formula VI:

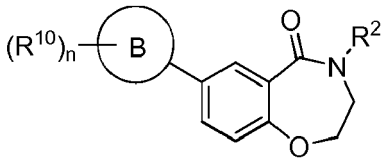


VI

wherein: B is heterocyclyl or heteroaryl; n is 0, 1, 2, 3, 4 or 5: each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, $-C_{1-6}$ alkylene-L-R^5 or $-C_{1-6}$ alkylene-L-C_{1-6} alkylene-R^5; wherein each $-C_{1-6}$ alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, $-NO_2$, -CN, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; L is -O-, -S-, -C(O)-, $-NHS(O)_2-$,$-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting

of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0187] In other embodiments, the disclosure provides compounds of Formula VI:



VI

wherein: B is heterocyclyl or heteroaryl; n is 0, 1, 2 or 3: each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, $-C_{1-6}$ alkylene-L-R^5 or $-C_{1-6}$ alkylene-L-C_{1-6} alkylene-R^5; L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH-or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers,

tautomer, polymorph and/or prodrug thereof.

[0188] In some embodiments, B is heteroaryl.

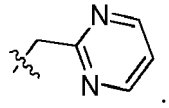
[0189] In some embodiments, B is 2-oxo-1,2-dihydropyridin-4-yl, pyridin-4-yl, pyridin-2-yl, thiazol-4-yl or thiophen-2-yl.

[0190] In some embodiments, each $-C_{1-6}$ alkylene of R^2 is unsubstituted.

[0191] In some embodiments, R^2 is $-C_{1-6}$ alkylene-R^5.

[0192] In some embodiments, R^5 is heteroaryl.

[0193] In some embodiments, R^2 is



[0194] In some embodiments, n is 1;
R^{10} is cycloalkyl, $-O-R^{20}$ or C_{1-4} alkyl;
wherein said alkyl is optionally substituted with one, two or three halo; and
R^{20} is C_1-C_{15} alkyl.

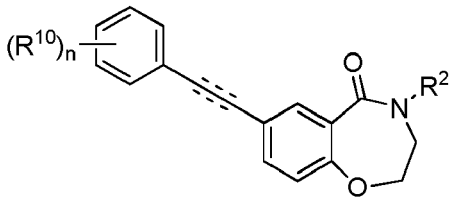
[0195] In some embodiments, n is 1;
R^{10} is $-O-R^{20}$ or C_{1-4} alkyl;
wherein said alkyl is optionally substituted with one, two or three halo; and
R^{20} is C_1-C_{15} alkyl.

[0196] In some embodiments, B is 2-oxo-1,2-dihydropyridin-4-yl, pyridin-4-yl, 5-(trifluoromethyl)pyridin-2-yl, 2-isopropylthiazol-4-yl, 5-(trifluoromethyl)thiophen-2-yl or 5-cyclopropylthiophen-2-yl.

[0197] In some embodiments, the compound is selected from the group consisting of:

7-(2-tert-butoxypyridin-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-4);
7-(1-methyl-2-oxo-1,2-dihydropyridin-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-12);
4-(pyridin-2-ylmethyl)-7-(5-(trifluoromethyl)pyridin-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-26);
7-(2-isopropylthiazol-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-30);
4-(pyridin-2-ylmethyl)-7-(5-(trifluoromethyl)thiophen-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-31);
7-(5-cyclopropylthiophen-2-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-32);
7-(5-cyclopropylthiophen-2-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-36); and
4-(pyrimidin-2-ylmethyl)-7-(5-(trifluoromethyl)thiophen-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-37);
or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0198] In certain embodiments, the disclosure provides compounds of Formula VIII:



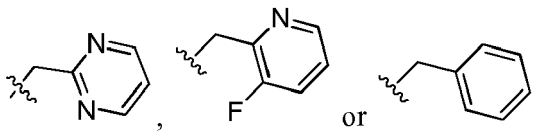
VIII

wherein: n is 0, 1, 2, 3, 4 or 5; ⩸ represents a single, double or triple bond; each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, $-C_{1-6}$ alkylene-L-R^5 or $-C_{1-6}$ alkylene-L-C_{1-6} alkylene-R^5; wherein each $-C_{1-6}$

alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, $-NO_2$, -CN, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; L is -O-, -S-, -C(O)-, $-NHS(O)_2-$,$-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$,$-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0199] In some embodiments, each $-C_{1-6}$ alkylene of R^2 is unsubstituted.

[0200] In some embodiments, R^2 is



[0201] In some embodiments, n is 0 or 1; and R^{10} is 4-trifluoromethyl or 4-trifluoromethoxy.

[0202] In some embodiments, the compound is selected from the group consisting of:

4-(pyrimidin-2-ylmethyl)-7-((4-(trifluoromethoxy)phenyl)ethynyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-4);

7-(phenylethynyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-5);

4-(pyrimidin-2-ylmethyl)-7-((4-(trifluoromethyl)phenyl)ethynyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-6);

4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-7);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-8);

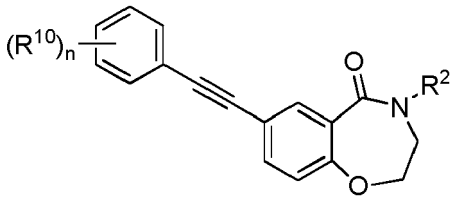
4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-9);

(E)-4-benzyl-7-(4-(trifluoromethyl)styryl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-10); and

4-benzyl-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-11);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0203] In other embodiments, the disclosure provides compounds of Formula VIIIA:



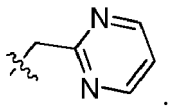
VIIIA

wherein: n is 0, 1, 2 or 3: each R^{10} is independently selected from the group consisting of halo, - NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, _NO_2, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; L is -O-, -S-, -C(O)-, -NHS(O)$_2$-, -S(O)$_2$NH-, -C(O)NH- or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, - N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2,-CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20}; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy,-CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy,-CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0204] In some embodiments, R^2 is -C_{1-6} alkylene-R^5.

[0205] In some embodiments, R^5 is heteroaryl.

[0206] In some embodiments, R^2 is



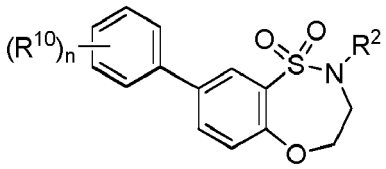
[0207] In some embodiments, n is 0 or 1; R^{10} is -O-R^{20} or C_{1-4} alkyl; wherein the alkyl is optionally substituted with

three halo; and R^{20} is C_1-C_{15} alkyl; and wherein the alkyl is optionally substituted with one, two or three halo.

[0208] In some embodiments, n is 0 or 1; and R^{10} is 4-trifluoromethyl or 4-trifluoromethoxy.

[0209] In some embodiments, the compound is selected from the group consisting of: 4-(pyrimidin-2-ylmethyl)-7-((4-(trifluoromethoxy)phenyl)ethynyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-4);
7-(phenylethynyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-5); and
4-(pyrimidin-2-ylmethyl)-7-((4-(trifluoromethyl)phenyl)ethynyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-6);
or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

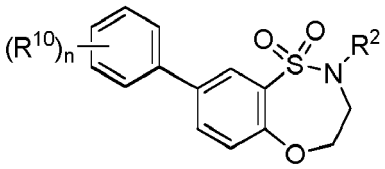
[0210] In certain embodiments, the disclosure provides compounds of Formula IX:



IX

wherein: n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-L-R^5 or $-C_{1-6}$ alkylene-L-C_{1-6} alkylene-R^5; wherein each $-C_{1-6}$ alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, $-NO_2$, -CN, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; L is -O-, -S-, -C(O)-, $-NHS(O)_2-$,$-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$,$-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0211] In other embodiments, the disclosure provides compounds of Formula IX:



IX

wherein: n is 0, 1, 2 or 3: each R^{10} is independently selected from the group consisting of halo, - NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; L is -O-, -S-, -C(O)-, -NHS(O)$_2$-, -S(O)$_2$NH-, -C(O)NH- or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl,-N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2,-CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20}; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy,-CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy,-CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

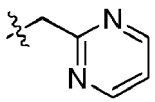
[0212] In some embodiments, each -C_{1-6} alkylene of R^2 is unsubstituted.

[0213] In some embodiments, R^2 is -C_{1-6} alkylene-R^5.

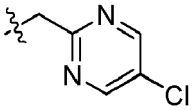
[0214] In some embodiments, R^2 is not benzyl.

[0215] In some embodiments, R^5 is heteroaryl;
wherein said heteroaryl is optionally further substituted with halo.

[0216] In some embodiments, R^2 is selected from the group consisting of



and



[0217] In some embodiments, R^{10} is 4-trifluoromethyl.

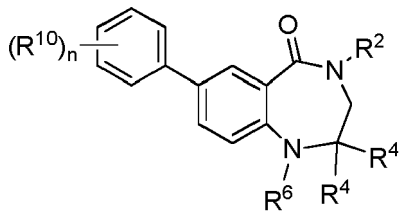
[0218] In some embodiments, the compound is selected from the group consisting of:

2-((pyrimidin-2-yl)methyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (IX-2); and

2-((5-chloropyrimidin-2-yl)methyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (IX-3);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0219] In certain embodiments, the disclosure provides compounds of Formula X:

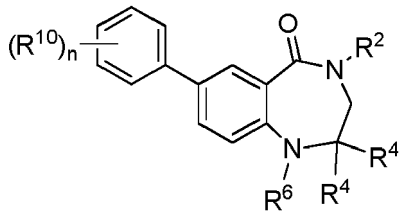


X

wherein: n is 0, 1, 2, 3, 4 or 5; R^{10} is independently selected from the group consisting of halo,-NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; wherein each -C_{1-6} alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, -NO_2, -CN, -OR^{20}, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; L is -O-,-S-, -C(O)-, -NHS(O)$_2$-, -S(O)$_2$NH-, -C(O)NH- or -NHC(O)-, provided that when R^2 is -L-R^5 or-L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, -NHS(O)$_2$- or -NHC(O)-; each R^4 is independently hydrogen, deuterium, C_{1-15} alkyl, C_{1-4} alkoxy, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{26}), -N(R^{20})-S(O)$_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; or two R^4 together with the carbon atom to which they are attached form an oxo; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl,-N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2,-CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20}; R^6 is hydrogen, C_{1-6} alkyl or cycloalkyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^{20} and R^{22} are in each instance independ-

ently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0220] In other embodiments, the disclosure provides compounds of Formula X:



X

wherein: n is 0, 1, 2 or 3; R^{10} is independently selected from the group consisting of halo, $-NO_2$,-CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$,$-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, $-C_{1-6}$ alkylene-L-R^5 or $-C_{1-6}$ alkylene-L-C_{1-6} alkylene-R^5; L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-; each R^4 is independently hydrogen, deuterium, C_{1-15} alkyl, C_{1-4} alkoxy, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{26})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; or two R^4 together with the carbon atom to which they are attached form an oxo; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl,$-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$,$-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^6 is hydrogen, C_{1-15} alkyl, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, - $N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$,

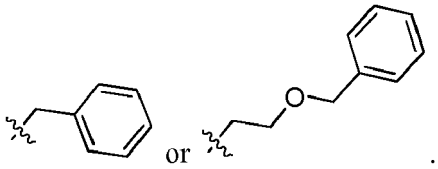
-N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo,-NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, -CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0221] In some embodiments, each -C_{1-6} alkylene of R^2 is unsubstituted.

[0222] In some embodiments, R^2 is -C_{1-6} alkylene-R^5.

[0223] In some embodiments, R^5 is aryl.

[0224] In some embodiments, R^2 is



[0225] In some embodiments, R^{10} is 4-trifluoromethyl or 4-trifluoromethoxy.

[0226] In some embodiments, each R^4 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl, or two R^4 together with the carbon atom to which they are attached form an oxo.

[0227] In some embodiments, two R^4 together with the carbon atom to which they are attached form an oxo.

[0228] In some embodiments, R^6 is hydrogen or C_{1-6} alkyl.

[0229] In some embodiments, R^6 is hydrogen or methyl.

[0230] In some embodiments, the compound is selected from the group consisting of:

4-(2-(benzyloxy)ethyl)-1-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (X-7);

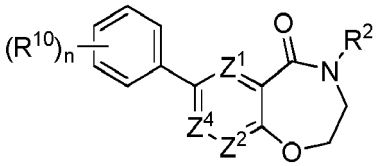
4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (X-8);

4-benzyl-1-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (X-11); and

5-benzyl-8-(4-(trifluoromethyl)phenyl)-4H-benzo[f]imidazo[1,2-a][1,4]diazepin-6(5H)-one (X-12);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0231] In certain embodiments, the disclosure provides compounds of Formula XII:

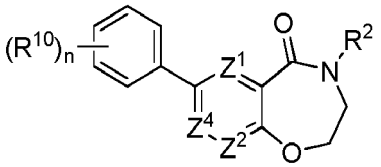


XII

wherein: Z^1 and Z^2 are each independently selected from the group consisting of CR^7 and N; Z^4 is CR^7 or N; provided that only one of Z^1, Z^2 and Z^4 is N; n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting

of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R-^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, $-C_{1-6}$ alkylene-L-R^5 or $-C_{1-6}$ alkylene-L-C_{1-6} alkylene-R^5; wherein each $-C_{1-6}$ alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, $-NO_2$, -CN, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; L is -O-, -S-, -C(O)-, $-NHS(O)_2-$,$-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^7 is hydrogen, halo or C_{1-6} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy,
acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy,$-CF_3$ and $-OCF_3$;or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0232] In other embodiments, the disclosure provides compounds of Formula XII:



XII

wherein: Z^1 and Z^2 are each independently selected from the group consisting of CR^7 and N; Z^4 is CR^7 or N; provided that only one of Z^1, Z^2 and Z^4 is N; n is 0, 1, 2 or 3: each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, - $C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^7 is $-C_{1-6}$ alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, $-C_{1-6}$ alkylene-L-R^5 or $-C_{1-6}$ alkylene-L-C_{1-6} alkylene-R^5; L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$,-C(O)NH- or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$,

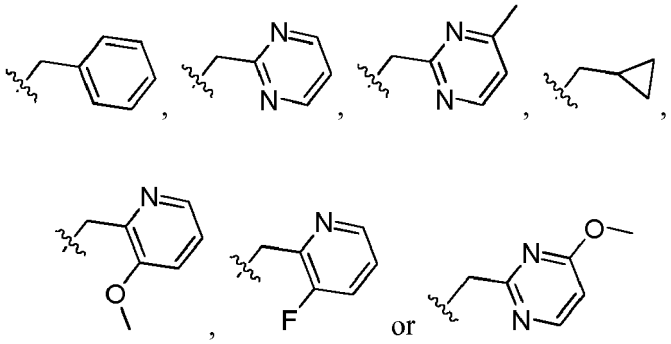
-N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20}; R^7 is hydrogen, halo or C_{1-6} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy,
acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy,-CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0233] In some embodiments, R^2 is -C_{1-6} alkylene-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5.

[0234] In some embodiments, each -C_{1-6} alkylene of R^2 is unsubstituted.

[0235] In some embodiments, R^5 is cycloalkyl, aryl or heteroaryl; wherein said heteroaryl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, halo and -O-R^{20}.

[0236] In some embodiments, R^2 is



[0237] In some embodiments, n is 0 or 1; R^{10} is -O-R^{20} or C_{1-4} alkyl; wherein the alkyl is optionally substituted with three halo; and R^{20} is C_1-C_{15} alkyl; and wherein the alkyl is optionally substituted with one, two or three halo.

[0238] In some embodiments, n is 0 or 1; and R^{10} is 4-trifluoromethyl or 4-trifluoromethoxy.

[0239] In some embodiments, the compound is selected from the group consisting of:

4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-1);

4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[2,3-f][1,4]oxazepin-5(2H)-one (XII-2);

4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydropyrido[2,3-f][1,4]oxazepin-5(2H)-one (XII-3);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-5);

4-((4-methylpyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-8);

4-(cyclopropylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-9);

4-((3-methoxypyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one

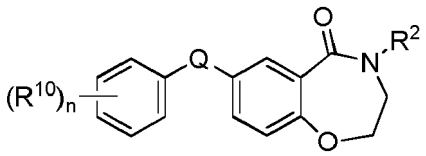
(XII-10);

4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-11); and

4-((4-methoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-14);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

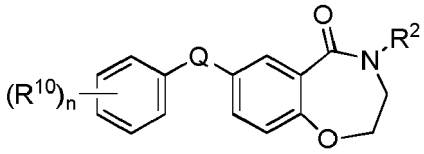
[0240] In certain embodiments, the disclosure provides compounds of Formula XIII:



XIII

wherein: Q is a -O-C_{0-2} alkylene- or -NR^{11}-C_{0-2} alkylene-; n is 1, 2, 3, 4 or 5; R^{10} is halo, -NO_2,-CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}),-N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)2-R^{26}, -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; wherein each -C_{1-6} alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, -NO_2, -CN, -O-R^{20}, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; L is -O-, -S-, -C(O)-, -NHS(O)$_2$-,-S(O)$_2$NH-, -C(O)NH- or -NHC(O)-, provided that when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, -NHS(O)$_2$- or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20},-C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20}; R^{11} is hydrogen or C_{1-4} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, -CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0241] In other embodiments, the disclosure provides compounds of Formula XIII:



XIII

wherein: Q is a -O-C_{0-2} alkylene- or -NR^{11}-C_{0-2} alkylene-; n is 1, 2 or 3; R^{10} is halo, -NO_2, -CN, - SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; L is -O-, -S-, -C(O)-, - NHS(O)$_2$-, -S(O)$_2$NH-, -C(O)NH- or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20}; R^{11} is hydrogen or C_{1-4} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy,-CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy,-CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0242] In some embodiments, Q is a -O-, -NH- or -NR^{11}-.

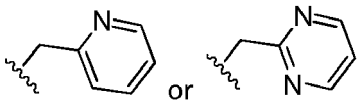
[0243] In some embodiments, R^{11} is methyl

[0244] In some embodiments, each -C_{1-6} alkylene of R^2 is unsubstituted.

[0245] In some embodiments, R^2 is -C_{1-6} alkylene-R^5.

[0246] In some embodiments, R^5 is heteroaryl.

[0247] In some embodiments, R^2 is



[0248] In some embodiments, n is 1; R^{10} is -O-R^{20}; R^{20} is C_1-C_{15} alkyl; and wherein the alkyl is optionally substituted with one, two or three halo.

[0249] In some embodiments, R^{10} is 4-trifluoromethoxy.

[0250] In some embodiments, the compound is selected from the group consisting of:

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-1);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenoxy)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-2);

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-3);

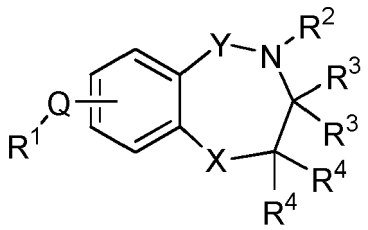
4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-4);

4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-6); and

7-(methyl(4-(trifluoromethoxy)phenyl)amino)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-10);

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

[0251] In certain alternative embodiments, the disclosure provides compounds of Formula IB:



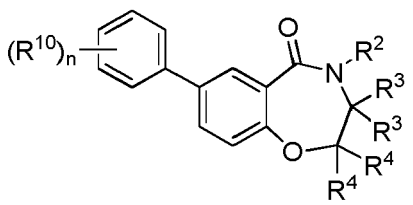
IB

wherein: R^1 is aryl, cycloalkenyl, heterocyclyl or heteroaryl; wherein said aryl, cycloalkenyl, heterocyclyl or heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^7 is hydrogen, C_{1-15} alkyl, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{28})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-OR^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and-$O-R^{20}$; Q is a covalent bond or C_2 alkynylene; Y is -C(O)-, $-CH_2-$, $-C(NR^5)-$ or $-S(O)_2-$; X is -O- or $-NR^6-$; each R^2 is independently hydrogen, C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, - $N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, - NO_2, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-15} alkyl, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-OR^{20}$ and-$C(O)-OR^{20}$; and wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; each R^4 is independently hydrogen, C_{1-15} alkyl, C_{1-4} alkoxy, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{28})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, hetero-

cyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -OR^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo; R^5 is hydrogen, C_{1-15} alkyl, C_{1-4} alkoxy, -C(O)-O-R^{26}, -C(O)-N(R^{26})(R^{28}), -N(R^{20})-S(O)$_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; or R^7 and R^5 can join together with the atom to which they are attached to form a heterocyclyl or heteroaryl; wherein said heterocyclyl or heteroaryl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-15} alkyl, cycloalkyl, heteroaryl, -O-R^{20}, -N(R^{20})(R^{22}), -N(R^{20})-C(O)-OR^{20} and -C(O)-OR^{20}; and wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; R^6 is hydrogen, C_{1-15} alkyl, -C(O)-R^{20}, -C(O)-OR^{26}, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and - O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryl, aryloxy, aralkyloxy, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and R^{26} and R^{28} are in each instance independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, -CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0252] In certain alternative embodiments, when Y is -C(O)-, X is -O-, each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl and Q is a bond, then R^1 is not unsubstituted phenyl or morpholinyl; and that when Y is -S(O)$_2$-, X is -O-, R^2 is benzyl, each R^3 is hydrogen, Z^4 is C-Q-R^1, Q is a bond and R^1 is aryl or heteroaryl, then both R^4 are hydrogen.

[0253] In certain alternative embodiments, the disclosure provides compounds of Formula IIA:



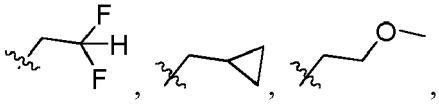
IIA

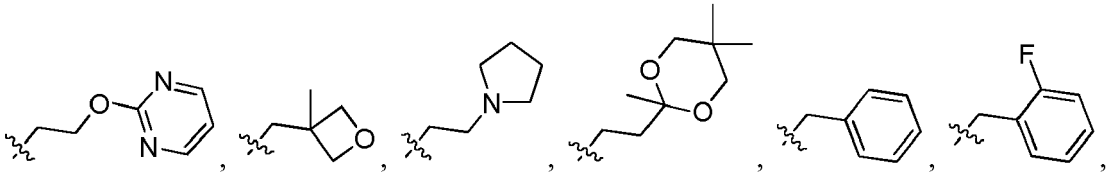
wherein: n is 0, 1, 2 or 3: each R^{10} is independently selected from the group consisting of halo, - NO_2, -CN, -SF_5, -Si(CH_3)$_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting

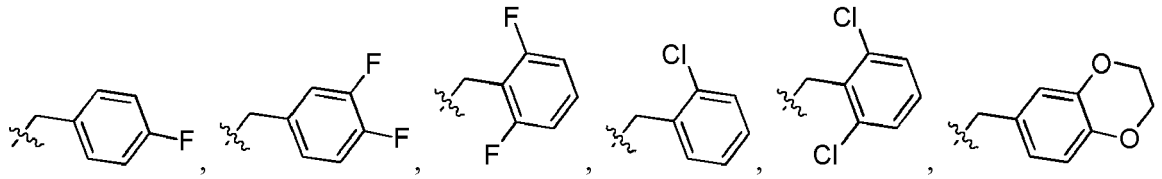
of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is hydrogen, C_{1-15} alkyl, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{28})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-OR^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and-$O-R^{20}$; each R^3 is independently hydrogen, C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, - $N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo,$-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-15} alkyl, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-OR^{20}$ and-$C(O)-OR^{20}$; and wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; each R^4 is independently hydrogen, C_{1-15} alkyl, C_{1-4} alkoxy, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{28})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-OR^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and R^{26} and R^{28} are in each instance independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

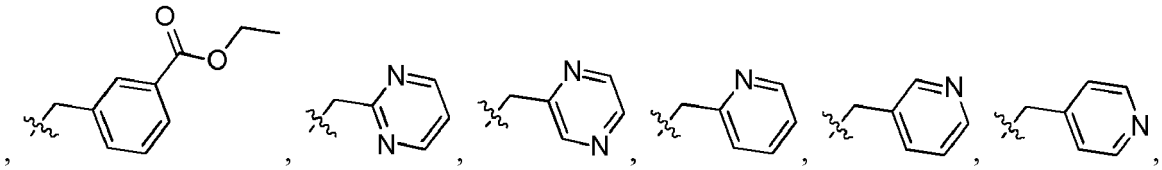
[0254] In some embodiments, R^2 is hydrogen or C_{1-15} alkyl; wherein said alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, heterocyclyl, heteroaryl, cycloalkyl and $-O-R^{20}$; wherein said aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, C_{1-6} alkyl, heterocyclyl, heteroaryl, cycloalkyl, $-C(O)-OR^{20}$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl,or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo and-CF_3; or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-15} alkyl, $-N(R^{20})(R^{22})$ and $-N(R^{20})-C(O)-OR^{20}$; and wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; and R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_1-C_{15} alkyl and heteroaryl.

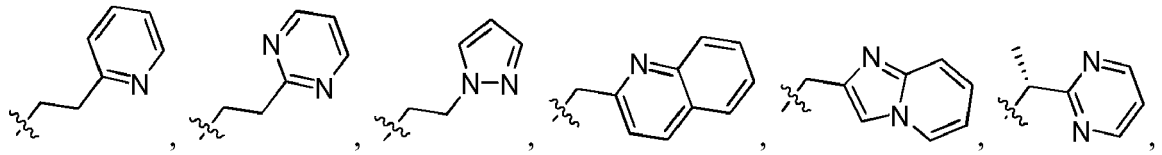
[0255] In some embodiments, R^2 is hydrogen,

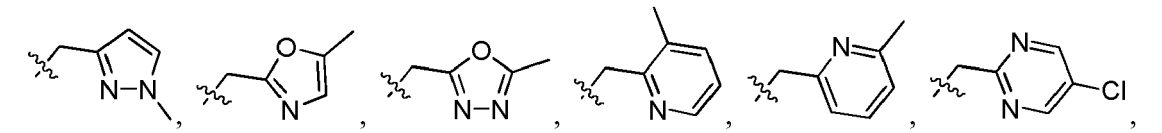


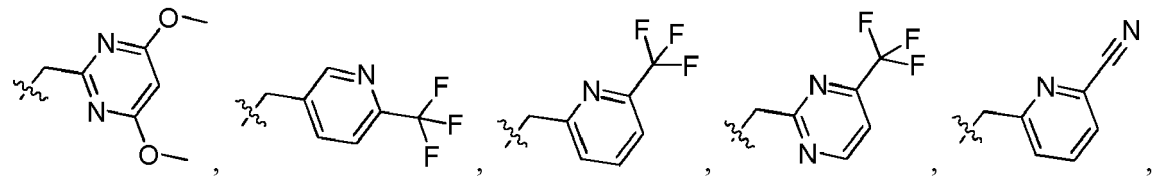


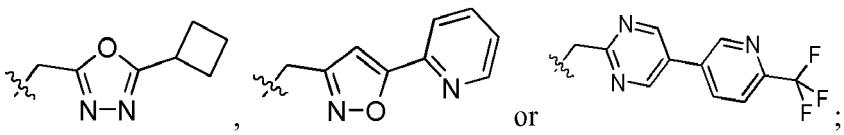




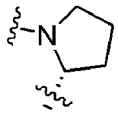


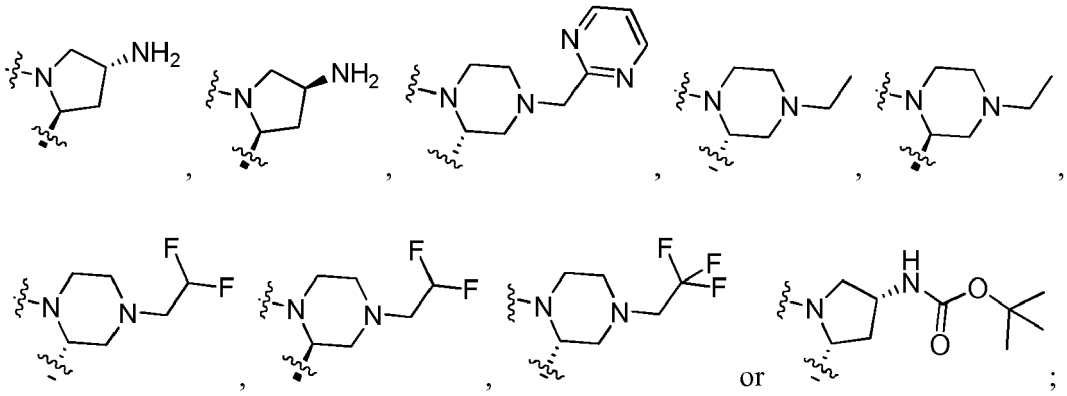






or R^2 and one of R^3 together with the carbon atoms to which they are attached form a





or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0256] In some embodiments, n is 1 or 2; and each R^{10} is independently selected from the group consisting of halo, -O-R^{20}, C_{1-4} alkyl and cycloalkyl; and wherein said alkyl is optionally substituted with one, two or three halo; and R^{20} is independently selected from the group consisting of C_1-C_{15} alkyl and cycloalkyl; and wherein the alkyl is optionally substituted with one, two or three halo.

[0257] In some embodiments, n is 1 or 2; and each R^{10} is independently selected from the group consisting of 2-fluoro, 3-fluoro, 4-fluoro, 2-chloro, 4-chloro, 4-ethyl, 4-isopropyl, 4-tert-butyl, 4-trifluoromethyl, 4-cyclopropyl, 4-isobutoxy, 4-trifluoromethoxy, 4-(2,2,2-trifluoroethoxy) and 4-cyclopropoxy.

[0258] In some embodiments, each R^3 is independently hydrogen or C_{1-15} alkyl; or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-15} alkyl, -N(R^{20})(R^{22}) and -N(R^{20})-C(O)-OR^{20}, and wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; and R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_1-C_{15} alkyl and heteroaryl.

[0259] In some embodiments, each R^3 is independently hydrogen or C_{1-15} alkyl.

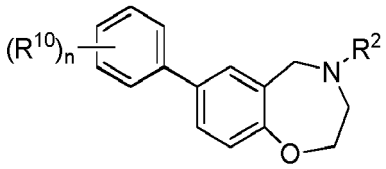
[0260] In some embodiments, each R^3 is independently hydrogen, methyl or isopropyl.

[0261] In some embodiments, the compound is selected from the group consisting of 4-((3-methyloxetan-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo [f][1,4]oxazepin-5(2H)-one;
4-(2-(pyrrolidin-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-((5-cyclobutyl-1,3,4-oxadiazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo [f][1,4]oxazepin-5(2H)-one;
4-((2,3-dihydrobenzo[b][1,4]dioxin-6-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-(2,2-difluoroethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-(quinolin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
(R)-2-(pyrimidin-2-ylmethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one;
4-(cyclopropylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-(2-methoxyethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
(S)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
(R)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
6-((5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methyl)picolinonitrile;
7-(4-(trifluoromethoxy)phenyl)-4-((6-(trifluoromethyl)pyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
7-(4-(trifluoromethoxy)phenyl)-4-((6-(trifluoromethyl)pyridin-3-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-((6-methylpyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
(R)-3-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
(2R,11aS)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one;

(R)-2-(2,2-difluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one;
(R)-2-ethyl-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one;
(S)-2-(2,2-difluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one;
(S)-2-ethyl-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one;
4-(pyrazin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-((5-methyloxazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
7-(4-(trifluoromethoxy)phenyl)-4-(2-(2,5,5-trimethyl-1,3-dioxan-2-yl)ethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
tert-butyl (2R,11aR)-5-oxo-7-(4-(trifluoromethyl)phenyl)-1,2,3,5,11,11a-hexahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-2-ylcarbamate;
4-((5-(pyridin-2-yl)isoxazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-((4,6-dimethoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
ethyl 3-((5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methyl)benzoate;
4-(2-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-(3,4-difluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-(2-chlorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one; 4-(2,6-dichlorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-(2,6-difluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-(2-(1H-pyrazol-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
(2S,11aS)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one;
4-(2-(pyridin-2-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-(2-fluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
(R)-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one;
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-(4-fluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-((1-methyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-((5-chloropyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-(pyridin-4-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-((5-cyclopropyl-1,3,4-oxadiazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-(2-(pyrimidin-2-yloxy)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-(pyridin-3-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-((3-methylpyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
(S)-3-isopropyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
(R)-2-(2,2,2-trifluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one;
4-(pyrimidin-2-ylmethyl)-7-p-tolyl-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
7-(4-chlorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
7-(4-isopropylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
7-(4-ethylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
7-(4-cyclopropylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
(R)-4-(1-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
7-(4-isobutoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
7-(4-tert-butylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
7-(4-cyclopropoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
7-(4-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
7-(2-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
7-(3-fluoro-4-(2,2,2-trifluoroethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
7-(2-chloro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
7-(4-(trifluoromethoxy)phenyl)-4-((4-(trifluoromethyl)pyrimidin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
7-(4-(trifluoromethoxy)phenyl)-4-((5-(6-(trifluoromethyl)pyridin-3-yl)pyrimidin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;

7-(4-chloro-2-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one; and 4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0262] In certain alternative embodiments, the disclosure provides compounds of Formula IIIA:

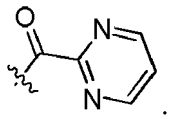


IIIA

wherein: n is 0, 1, 2 or 3: each R^{10} is independently selected from the group consisting of halo, - NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is hydrogen, C_{1-15} alkyl, -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{28}), -N(R^{20})-S(O)$_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -OR^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and-O-R^{20}; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryl, aryloxy, aralkyloxy, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and R^{26} and R^{28} are in each instance independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, -CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0263] In some embodiments, R^2 is -C(O)-R^{20}; and R^{20} is heteroaryl.

[0264] In some embodiments, R^2 is



[0265] In some embodiments, n is 1; and R^{10} is -O-R^{20}; and R^{20} is C_1-C_{15} alkyl; and wherein the alkyl is optionally substituted with one, two or three halo.

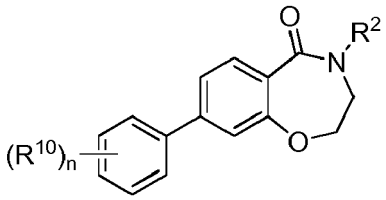
[0266] In some embodiments, n is 1; and R^{10} is 4-trifluoromethoxy.

[0267] In some embodiments, the compound is

pyrimidin-2-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone

or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

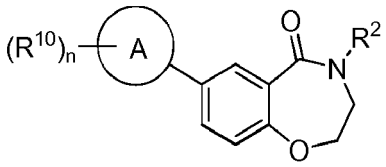
[0268] In certain alternative embodiments, the disclosure provides compounds of Formula IV:



IV

wherein: n is 0, 1, 2 or 3: each R^{10} is independently selected from the group consisting of halo,-NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is hydrogen, C_{1-15} alkyl, -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{28}), -N(R^{20})-S(O)$_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -OR^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and-O-R_{20}; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryl, aryloxy, aralkyloxy, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and R^{26} and R^{28} are in each instance independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, -CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0269] In certain alternative embodiments, the disclosure provides compounds of Formula V:



V

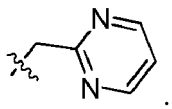
wherein: A is cycloalkenyl; n is 0, 1, 2 or 3: each R^{10} is independently selected from the group consisting of halo, -NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20},

-C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is hydrogen, C_{1-15} alkyl, -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{28}), -N(R^{20})-S(O)$_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20}; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryl, aryloxy, aralkyloxy, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and R^{26} and R^{28} are in each instance independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, -CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0270] In some embodiments, A is cyclohex-1-enyl.

[0271] In some embodiments, R^2 is C_{1-15} alkyl; wherein said alkyl is optionally substituted with heteroaryl.

[0272] In some embodiments, R^2 is

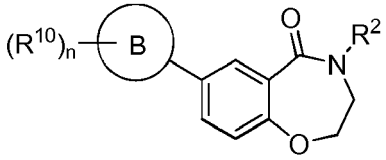


[0273] In some embodiments, n is 0 or 1; and R^{10} is C_{1-4} alkyl.

[0274] In some embodiments, A is cyclohex-1-enyl; n is 0 or 1; and R^{10} is 4-methyl or 4-*tert*-butyl.

[0275] In some embodiments, the compound is selected from the group consisting of
7-(4-tert-butylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
7-cyclohexenyl-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one; and 7-(4-methylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0276] In certain alternative embodiments, the disclosure provides compounds of Formula VI:



VI

wherein: B is heterocyclyl or heteroaryl; n is 0, 1, 2 or 3: each R^{10} is independently selected from the group consisting of halo, -NO_2, -CN, -SF_5, -Si(CH_3)$_3$, -O-R_{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is hydrogen, C_{1-15} alkyl, -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{28}),

-N(R^{20})-S(O)$_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20}; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; and wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryl, aryloxy, aralkyloxy, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and R^{26} and R^{28} are in each instance independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, -CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0277] In some embodiments, B is heterocyclyl.

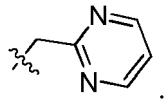
[0278] In some embodiments, B is 2-oxo-1,2-dihydropyridin-4-yl.

[0279] In some embodiments, B is heteroaryl.

[0280] In some embodiments, B is pyridin-4-yl.

[0281] In some embodiments, R^2 is C_{1-15} alkyl; wherein said alkyl is optionally substituted with heteroaryl.

[0282] In some embodiments, R^2 is



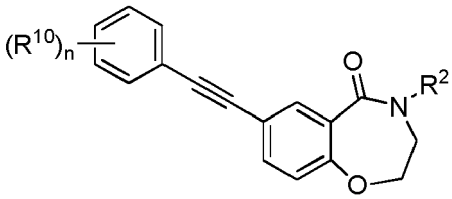
[0283] In some embodiments, n is 1; R^{10} is -O-R^{20} or C_{1-4} alkyl; and R^{20} is C_1-C_{15} alkyl.

[0284] In some embodiments, B is 2-tert-butoxypyridin-4-yl.

[0285] In some embodiments, B is 1-methyl-2-oxo-1,2-dihydropyridin-4-yl.

[0286] In some embodiments, the compound is selected from the group consisting of
7-(2-tert-butoxypyridin-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one; and
7-(1-methyl-2-oxo-1,2-dihydropyridin-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0287] In certain alternative embodiments, the disclosure provides compounds of Formula VIIIA:



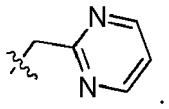
VIIIA

wherein: n is 0, 1, 2 or 3: each R^{10} is independently selected from the group consisting of halo, - NO_2, -CN, -SF_5, -Si(CH_3)$_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or

heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is hydrogen, C_{1-15} alkyl, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{28})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and R^{26} and R^{28} are in each instance independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0288] In some embodiments, R^2 is C_{1-15} alkyl; wherein said alkyl is optionally substituted with heteroaryl.

[0289] In some embodiments, R^2 is

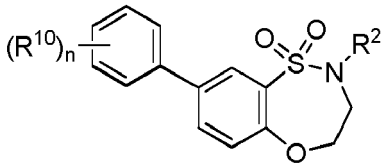


[0290] In some embodiments, n is 0 or 1; R^{10} is $-O-R^{20}$ or C_{1-4} alkyl; wherein the alkyl is optionally substituted with three halo; and R^{20} is C_1-C_{15} alkyl; and wherein the alkyl is optionally substituted with one, two or three halo.

[0291] In some embodiments, n is 0 or 1; and R^{10} is 4-trifluoromethyl or 4-trifluoromethoxy.

[0292] In some embodiments, the compound is selected from the group consisting of
4-(pyrimidin-2-ylmethyl)-7-((4-(trifluoromethoxy)phenyl)ethynyl)-3,4-dihydrobenzo [f][1,4]oxazepin-5(2H)-one;
7-(phenylethynyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one; and
4-(pyrimidin-2-ylmethyl)-7-((4-(trifluoromethyl)phenyl)ethynyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one;
or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0293] In certain alternative embodiments, the disclosure provides compounds of Formula IX:



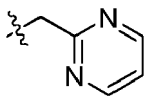
IX

wherein: n is 0, 1, 2 or 3: each R^{10} is independently selected from the group consisting of halo, - NO_2, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting

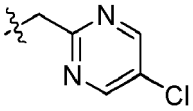
of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is hydrogen, C_{1-15} alkyl, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{28})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and R^{26} and R^{28} are in each instance independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0294] In some embodiments, R^2 is C_{1-15} alkyl; wherein said alkyl is optionally substituted with heteroaryl; and wherein said heteroaryl is optionally further substituted with halo.

[0295] In some embodiments, R^2 is selected from the group consisting of



and



[0296] In some embodiments, R^{10} is 4-trifluoromethyl.

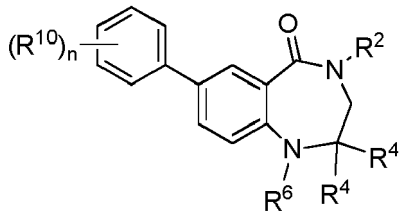
[0297] In some embodiments, the compound is selected from the group consisting of:

2-((pyrimidin-2-yl)methyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone; and

2-((5-chloropyrimidin-2-yl)methyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b] [1,4,5]oxathiazepin-sulfone;

or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0298] In certain alternative embodiments, the disclosure provides compounds of Formula X:

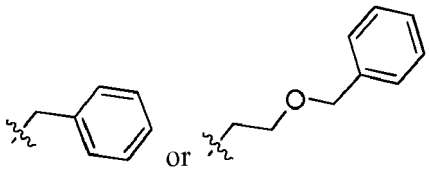


X

wherein: n is 0, 1, 2 or 3; R^{10} is independently selected from the group consisting of halo, $-NO_2$,-CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$,$-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$,$-C(O-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is hydrogen, C_{1-15} alkyl, $-C(O)-R^{20}$,$-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{28})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; each R^4 is independently hydrogen, C_{1-15} alkyl, C_{1-4} alkoxy, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{28})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and - $O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, - NO_2, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;or two R^4 together with the carbon atom to which they are attached form an oxo; R^6 is hydrogen, C_{1-15} alkyl, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, - $N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and R^{26} and R^{28} are in each instance independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0299] In some embodiments, R^2 is C_{1-15} alkyl; wherein the alkyl is optionally substituted with aryl or $-O-R^{20}$; and R^{20} is C_1-C_{15} alkyl; wherein the alkyl is optionally substituted with aryl.

[0300] In some embodiments, R^2 is



[0301] In some embodiments, R^{10} is 4-trifluoromethyl or 4-trifluoromethoxy.

[0302] In some embodiments, two R^4 together with the carbon atom to which they are attached form an oxo.

[0303] In some embodiments, R^6 is hydrogen or C_{1-15} alkyl.

[0304] In some embodiments, R^6 is hydrogen or methyl.

[0305] In some embodiments, the compound is selected from the group consisting of 4-(2-(benzyloxy)ethyl)-1-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione; and 4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][l,4]diazepine-2,5-dione; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

[0306] In some embodiments of Formula I and each of the other formulas disclosed herein, R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl.

[0307] In certain embodiments, R^{20} is hydrogen or C_{1-6} alkyl; wherein the C_{1-6} alkyl is optionally substituted with one, two or three halo.

[0308] In certain embodiments, R^{20} is hydrogen. In other embodiments, $R^{20}$is $-CF_{3-}$

4. Further Embodiments

[0309] In some embodiments, the compounds provided by the present disclosure are effective in the treatment of conditions or diseases known to respond to administration of late sodium channel blockers, including but not limited to cardiovascular diseases such as atrial and ventricular arrhythmias, including atrial fibrillation, Prinzmetal's (variant) angina, stable angina, unstable angina, ischemia and reperfusion injury in cardiac, kidney, liver and the brain, exercise induced angina, pulmonary hypertension, congestive heart disease including diastolic and systolic heart failure, and myocardial infarction. In some embodiments, compounds provided by the present disclosure which function as late sodium channel blockers may be used in the treatment of diseases affecting the neuromuscular system resulting in pain, itching, seizures, or paralysis, or in the treatment of diabetes or reduced insulin sensitivity, and disease states related to diabetes, such as diabetic peripheral neuropathy.

[0310] Certain compounds of the disclosure may also possess a sufficient activity in modulating neuronal sodium channels, i.e., Na_v 1.1., 1.2, 1.3, 1.5, 1.7, and/or 1.8, and may have appropriate pharmacokinetic properties such that they may be active with regard to the central and/or peripheral nervous system. Consequently, some compounds of the disclosure may also be of use in the treatment of epilepsy or pain or itching or heachache of a neuropathic origin.

[0311] In one embodiment, this disclosure provides a method of treating a disease state in a mammal that is alleviable by treatment with an agent capable of reducing late sodium current, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound of Formula I, IA, IB, II, IIA, IIB, III, IIIA, IV, V, VI, VIII, VIIIA, IX, X, XII or XIII or other formulas or compounds disclosed herein. In another embodiment, the disease state is a cardiovascular disease selected from one or more of atrial and ventricular arrhythmias, heart failure (including congestive heart failure, diastolic heart failure, systolic heart failure, acute heart failure), Prinzmetal's (variant) angina, stable and unstable angina, exercise induced angina, congestive heart disease, ischemia, recurrent ischemia, reperfusion injury, myocardial infarction, acute coronary syndrome, peripheral arterial disease, pulmonary hypertension, and intermittent claudication.

[0312] In another embodiment, the disease state is diabetes or diabetic peripheral neuropathy. In a further embodiment, the disease state results in one or more of neuropathic pain, epilepsy, heachache, seizures, or paralysis.

[0313] In one embodiment, this disclosure provides a method of treating diabetes in a mammal, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound of Formula I, IA, IB, II, IIA, IIB, III, IIIA, IV, V, VI, VIII, VIIIA, IX, X, XII or XIII or other formulas or compounds disclosed herein. Diabetes mellitus is a disease

characterized by hyperglycemia; altered metabolism of lipids, carbohydrates and proteins; and an increased risk of complications from vascular disease. Diabetes is an increasing public health problem, as it is associated with both increasing age and obesity.

[0314] There are two major types of diabetes mellitus: 1) Type I, also known as insulin dependent diabetes (IDDM) and 2) Type II, also known as insulin independent or non-insulin dependent diabetes (NIDDM). Both types of diabetes mellitus are due to insufficient amounts of circulating insulin and/or a decrease in the response of peripheral tissue to insulin.

[0315] Type I diabetes results from the body's failure to produce insulin, the hormone that "unlocks" the cells of the body, allowing glucose to enter and fuel them. The complications of Type I diabetes include heart disease and stroke; retinopathy (eye disease); kidney disease (nephropathy); neuropathy (nerve damage); as well as maintenance of good skin, foot and oral health.

[0316] Type II diabetes results from the body's inability to either produce enough insulin or the cells inability to use the insulin that is naturally produced by the body. The condition where the body is not able to optimally use insulin is called insulin resistance. Type II diabetes is often accompanied by high blood pressure and this may contribute to heart disease. In patients with type II diabetes mellitus, stress, infection, and medications (such as corticosteroids) can also lead to severely elevated blood sugar levels. Accompanied by dehydration, severe blood sugar elevation in patients with type II diabetes can lead to an increase in blood osmolality (hyperosmolar state). This condition can lead to coma.

[0317] It has been suggested that ranolazine (RANEXA®, a selective inhibitor of INaL) may be an antidiabetic agent that causes β-cell preservation and enhances insulin secretion in a glucose-dependent manner in diabetic mice (see, Y. Ning et al. J Pharmacol Exp Ther. 2011, 337(1), 50-8). Therefore it is contemplated that the compounds of Formula I, IA, IB, II, IIA, IIB, III, IIIA, IV, V, VI, VIII, VIIIA, IX, X, XII or XIII or other formulas or compounds disclosed herein can be used as antidiabetic agents for the treatment of diabetes.

5. Pharmaceutical Compositions and Administration

[0318] Compounds provided in accordance with the present disclosure are usually administered in the form of pharmaceutical compositions. This disclosure therefore provides pharmaceutical compositions that contain, as the active ingredient, one or more of the compounds described, or a pharmaceutically acceptable salt or ester thereof, and one or more pharmaceutically acceptable excipients, carriers, including inert solid diluents and fillers, diluents, including sterile aqueous solution and various organic solvents, permeation enhancers, solubilizers and adjuvants. The pharmaceutical compositions may be administered alone or in combination with other therapeutic agents. Such compositions are prepared in a manner well known in the pharmaceutical art (see, e.g., Remington's Pharmaceutical Sciences, Mace Publishing Co., Philadelphia, PA 17th Ed. (1985); and Modern Pharmaceutics, Marcel Dekker, Inc. 3rd Ed. (G.S. Banker & C.T. Rhodes, Eds.)

[0319] The pharmaceutical compositions may be administered in either single or multiple doses by any of the accepted modes of administration of agents having similar utilities, for example as described in those patents and patent applications incorporated by reference, including rectal, buccal, intranasal and transdermal routes, by intra-arterial injection, intravenously, intraperitoneally, parenterally, intramuscularly, subcutaneously, orally, topically, as an inhalant, or via an impregnated or coated device such as a stent, for example, or an artery-inserted cylindrical polymer.

[0320] One mode for administration is parenteral, particularly by injection. The forms in which the novel compositions of the present disclosure may be incorporated for administration by injection include aqueous or oil suspensions, or emulsions, with sesame oil, corn oil, cottonseed oil, or peanut oil, as well as elixirs, mannitol, dextrose, or a sterile aqueous solution, and similar pharmaceutical vehicles. Aqueous solutions in saline are also conventionally used for injection, but less preferred in the context of the present disclosure. Ethanol, glycerol, propylene glycol, liquid polyethylene glycol, and the like (and suitable mixtures thereof), cyclodextrin derivatives, and vegetable oils may also be employed. The proper fluidity can be maintained, for example, by the use of a coating, such as lecithin, by the maintenance of the required particle size in the case of dispersion and by the use of surfactants. The prevention of the action of microorganisms can be brought about by various antibacterial and antifungal agents, for example, parabens, chlorobutanol, phenol, sorbic acid, thimerosal, and the like.

[0321] Sterile injectable solutions are prepared by incorporating a compound according to the present disclosure in the required amount in the appropriate solvent with various other ingredients as enumerated above, as required, followed by filtered sterilization. Generally, dispersions are prepared by incorporating the various sterilized active ingredients into a sterile vehicle which contains the basic dispersion medium and the required other ingredients from those enumerated above. In the case of sterile powders for the preparation of sterile injectable solutions, the preferred methods of preparation are vacuum-drying and freeze-drying techniques which yield a powder of the active ingredient plus any additional desired ingredient from a previously sterile-filtered solution thereof. Preferably, for parenteral administration, sterile injectable solutions are prepared containing a therapeutically effective amount, e.g., 0.1 to 700 mg, of a compound described herein. It will be understood, however, that the amount of the compound actually administered usually will be determined

by a physician, in the light of the relevant circumstances, including the condition to be treated, the chosen route of administration, the actual compound administered and its relative activity, the age, weight, and response of the individual patient, the severity of the patient's symptoms, and the like.

[0322] Oral administration is another route for administration of compounds in accordance with the disclosure. Administration may be via capsule or enteric coated tablets, or the like. In making the pharmaceutical compositions that include at least one compound described herein, the active ingredient is usually diluted by an excipient and/or enclosed within such a carrier that can be in the form of a capsule, sachet, paper or other container. When the excipient serves as a diluent, it can be in the form of a solid, semi-solid, or liquid material (as above), which acts as a vehicle, carrier or medium for the active ingredient. Thus, the compositions can be in the form of tablets, pills, powders, lozenges, sachets, cachets, elixirs, suspensions, emulsions, solutions, syrups, aerosols (as a solid or in a liquid medium), ointments containing, for example, up to 10% by weight of the active compound, soft and hard gelatin capsules, sterile injectable solutions, and sterile packaged powders.

[0323] Some examples of suitable excipients include lactose, dextrose, sucrose, sorbitol, mannitol, starches, gum acacia, calcium phosphate, alginates, tragacanth, gelatin, calcium silicate, microcrystalline cellulose, polyvinylpyrrolidone, cellulose, sterile water, syrup, and methyl cellulose. The formulations can additionally include: lubricating agents such as talc, magnesium stearate, and mineral oil; wetting agents; emulsifying and suspending agents; preserving agents such as methyl and propylhydroxy-benzoates; sweetening agents; and flavoring agents.

[0324] The compositions of the disclosure can be formulated so as to provide quick, sustained or delayed release of the active ingredient after administration to the patient by employing procedures known in the art. Controlled release drug delivery systems for oral administration include osmotic pump systems and dissolutional systems containing polymer-coated reservoirs or drug-polymer matrix formulations. Examples of controlled release systems are given in U.S. Patent Nos. 3,845,770; 4,326,525; 4,902,514; and 5,616,345. Another formulation for use in the methods of the present disclosure employs transdermal delivery devices ("patches"). Such transdermal patches may be used to provide continuous or discontinuous infusion of the compounds of the present disclosure in controlled amounts. The construction and use of transdermal patches for the delivery of pharmaceutical agents is well known in the art. See, e.g., U.S. Patent Nos. 5,023,252, 4,992,445 and 5,001,139. Such patches may be constructed for continuous, pulsatile, or on demand delivery of pharmaceutical agents.

[0325] The compositions are preferably formulated in a unit dosage form. The term "unit dosage forms" refers to physically discrete units suitable as unitary dosages for human subjects and other mammals, each unit containing a predetermined quantity of active material calculated to produce the desired therapeutic effect, in association with a suitable pharmaceutical excipient (e.g., a tablet, capsule, ampoule). The compounds are generally administered in a pharmaceutically effective amount. Preferably, for oral administration, each dosage unit contains from 1 mg to 2 g, or alternatively, or 100 mg to 500 mg, of a compound described herein, and for parenteral administration, preferably from 0.1 mg to 700 mg, or alternatively, 0.1 mg to 100 mg, of a compound a compound described herein. It will be understood, however, that the amount of the compound actually administered usually will be determined by a physician, in the light of the relevant circumstances, including the condition to be treated, the chosen route of administration, the actual compound administered and its relative activity, the age, weight, and response of the individual patient, the severity of the patient's symptoms, and the like.

[0326] For preparing solid compositions such as tablets, the principal active ingredient is mixed with a pharmaceutical excipient to form a solid preformulation composition containing a homogeneous mixture of a compound of the present disclosure. When referring to these preformulation compositions as homogeneous, it is meant that the active ingredient is dispersed evenly throughout the composition so that the composition may be readily subdivided into equally effective unit dosage forms such as tablets, pills and capsules.

[0327] The tablets or pills of the present disclosure may be coated or otherwise compounded to provide a dosage form affording the advantage of prolonged action, or to protect from the acid conditions of the stomach. For example, the tablet or pill can comprise an inner dosage and an outer dosage component, the latter being in the form of an envelope over the former. The two components can be separated by an enteric layer that serves to resist disintegration in the stomach and permit the inner component to pass intact into the duodenum or to be delayed in release. A variety of materials can be used for such enteric layers or coatings, such materials including a number of polymeric acids and mixtures of polymeric acids with such materials as shellac, cetyl alcohol, and cellulose acetate.

[0328] Compositions for inhalation or insufflation include solutions and suspensions in pharmaceutically acceptable, aqueous or organic solvents, or mixtures thereof, and powders. The liquid or solid compositions may contain suitable pharmaceutically acceptable excipients as described supra. Preferably, the compositions are administered by the oral or nasal respiratory route for local or systemic effect. Compositions in preferably pharmaceutically acceptable solvents may be nebulized by use of inert gases. Nebulized solutions may be inhaled directly from the nebulizing device or the nebulizing device may be attached to a facemask tent, or intermittent positive pressure breathing machine. Solution, suspension, or powder compositions may be administered, preferably orally or nasally, from devices that deliver the formulation in an appropriate manner.

Combination Therapy

[0329] Patients being treated by administration of the late sodium channel blockers of the disclosure often exhibit diseases or conditions that benefit from treatment with other therapeutic agents. These diseases or conditions can be of cardiovascular nature or can be related to pulmonary disorders, metabolic disorders, gastrointestinal disorders and the like. Additionally, some coronary patients being treated by administration of the late sodium channel blockers of the disclosure exhibit conditions that can benefit from treatment with therapeutic agents that are antibiotics, analgesics, and/or antidepressants and anti-anxiety agents.

Cardiovascular Agent Combination Therapy

[0330] Cardiovascular related diseases or conditions that can benefit from a combination treatment of the late sodium channel blockers of the disclosure with other therapeutic agents include, without limitation, angina including stable angina, unstable angina (UA), exercised-induced angina, variant angina, arrhythmias, intermittent claudication, myocardial infarction including non-STE myocardial infarction (NSTEMI), pulmonary hypertension including pulmonary arterial hypertension, heart failure including congestive (or chronic) heart failure and diastolic heart failure and heart failure with preserved ejection fraction (diastolic dysfunction), acute heart failure, or recurrent ischemia.

[0331] Therapeutic agents suitable for treating cardiovascular related diseases or conditions include anti-anginals, heart failure agents, antithrombotic agents, antiarrhythmic agents, antihypertensive agents, and lipid lowering agents.

[0332] The co-administration of the late sodium channel blockers of the disclosure with therapeutic agents suitable for treating cardiovascular related conditions allows enhancement in the standard of care therapy the patient is currently receiving. In some embodiments, the late sodium channel blockers of the disclosure are co-administered with ranolazine (RANEXA®).

Anti-anginals

[0333] Anti-anginals include beta-blockers, calcium channel blockers, and nitrates. Beta blockers reduce the heart's need for oxygen by reducing its workload resulting in a decreased heart rate and less vigorous heart contraction. Examples of beta-blockers include acebutolol (Sectral®), atenolol (Tenormin®), betaxolol (Kerlone®), bisoprolol/hydrochlorothiazide (Ziac®), bisoprolol (Zebeta®), carteolol (Cartrol®), esmolol (Brevibloc®), labetalol (Normodyne®, Trandate®), metoprolol (Lopressor®, Toprol® XL), nadolol (Corgard®), propranolol (Inderal®), sotalol (Betapace®), and timolol (Blocadren®).

[0334] Nitrates dilate the arteries and veins thereby increasing coronary blood flow and decreasing blood pressure. Examples of nitrates include nitroglycerin, nitrate patches, isosorbide dinitrate, and isosorbide-5-mononitrate.

[0335] Calcium channel blockers prevent the normal flow of calcium into the cells of the heart and blood vessels causing the blood vessels to relax thereby increasing the supply of blood and oxygen to the heart. Examples of calcium channel blockers include amlodipine (Norvasc®, Lotrel®), bepridil (Vascor®), diltiazem (Cardizem®, Tiazac®), felodipine (Plendil®), nifedipine (Adalat®, Procardia®), nimodipine (Nimotop®), nisoldipine (Sular®), verapamil (Calan®, Isoptin®, Verelan®), and nicardipine.

Heart Failure Agents

[0336] Agents used to treat heart failure include diuretics, ACE inhibitors, vasodilators, and cardiac glycosides. Diuretics eliminate excess fluids in the tissues and circulation thereby relieving many of the symptoms of heart failure. Examples of diuretics include hydrochlorothiazide, metolazone (Zaroxolyn®), furosemide (Lasix®), bumetanide (Bumex®), spironolactone (Aldactone®), and eplerenone (Inspra®).

[0337] Angiotensin converting enzyme (ACE) inhibitors reduce the workload on the heart by expanding the blood vessels and decreasing resistance to blood flow. Examples of ACE inhibitors include benazepril (Lotensin®), captopril (Capoten®), enalapril (Vasotec®), fosinopril (Monopril®), lisinopril (Prinivil®, Zestril®), moexipril (Univasc®), perindopril (Aceon®), quinapril (Accupril®), ramipril (Altace®), and trandolapril (Mavik®).

[0338] Vasodilators reduce pressure on the blood vessels by making them relax and expand. Examples of vasodilators include hydralazine, diazoxide, prazosin, clonidine, and methyldopa. ACE inhibitors, nitrates, potassium channel activators, and calcium channel blockers also act as vasodilators.

[0339] Cardiac glycosides are compounds that increase the force of the heart's contractions. These compounds strengthen the pumping capacity of the heart and improve irregular heartbeat activity. Examples of cardiac glycosides include digitalis, digoxin, and digitoxin.

Antithrombotic Agents

[0340] Antithrombotics inhibit the clotting ability of the blood. There are three main types of antithrombotics - platelet inhibitors, anticoagulants, and thrombolytic agents.

[0341] Platelet inhibitors inhibit the clotting activity of platelets, thereby reducing clotting in the arteries. Examples of platelet inhibitors include acetylsalicylic acid (aspirin), ticlopidine, clopidogrel (Plavix®), prasugrel (Effient®), dipyridamole, cilostazol, persantine sulfinpyrazone, dipyridamole, indomethacin, and glycoprotein IIb/IIIa inhibitors, such as abciximab, tirofiban, and eptifibatide (Integrelin®). Beta blockers and calcium channel blockers also have a platelet-inhibiting effect.

[0342] Anticoagulants prevent blood clots from growing larger and prevent the formation of new clots. Examples of anticoagulants include bivalirudin (Angiomax®), warfarin (Coumadin®), unfractionated heparin, low molecular weight heparin, danaparoid, lepirudin, and argatroban.

[0343] Thrombolytic agents act to break down an existing blood clot. Examples of thrombolytic agents include streptokinase, urokinase, and tenecteplase (TNK), and tissue plasminogen activator (t-PA).

Antiarrhythmic agents

[0344] Antiarrhythmic agents are used to treat disorders of the heart rate and rhythm. Examples of antiarrhythmic agents include amiodarone, dronedarone, quinidine, procainamide, lidocaine, and propafenone. Cardiac glycosides and beta blockers are also used as antiarrhythmic agents.

[0345] Combinations with amiodarone and dronedarone are of particular interest (see U.S. Patent Application Publication No. 2010/0056536 and U.S. Patent Application Publication No. 2011/0183990, the entirety of which are incorporated herein).

Antihypertensive agents

[0346] Antihypertensive agents are used to treat hypertension, a condition in which the blood pressure is consistently higher than normal. Hypertension is associated with many aspects of cardiovascular disease, including congestive heart failure, atherosclerosis, and clot formation. Examples of antihypertensive agents include alpha-1-adrenergic antagonists, such as prazosin (Minipress®), doxazosin mesylate (Cardura®), prazosin hydrochloride (Minipress®), prazosin, polythiazide (Minizide®), and terazosin hydrochloride (Hytrin®); beta-adrenergic antagonists, such as propranolol (Inderal®), nadolol (Corgard®), timolol (Blocadren®), metoprolol (Lopressor®), and pindolol (Visken®); central alpha-adrenoceptor agonists, such as clonidine hydrochloride (Catapres®), clonidine hydrochloride and chlorthalidone (Clorpres®, Combipres®), guanabenz Acetate (Wytensin®), guanfacine hydrochloride (Tenex®), methyldopa (Aldomet®), methyldopa and chlorothiazide (Aldoclor®), methyldopa and hydrochlorothiazide (Aldoril®); combined alpha/beta-adrenergic antagonists, such as labetalol (Normodyne®, Trandate®), carvedilol (Coreg®); adrenergic neuron blocking agents, such as guanethidine (Ismelin®), reserpine (Serpasil®); central nervous system-acting antihypertensives, such as clonidine (Catapres®), methyldopa (Aldomet®), guanabenz (Wytensin®); anti-angiotensin II agents; ACE inhibitors, such as perindopril (Aceon®) captopril (Capoten®), enalapril (Vasotec®), lisinopril (Prinivil®, Zestril®); angiotensin-II receptor antagonists, such as candesartan (Atacand®), eprosartan (Teveten®), irbesartan (Avapro®), losartan (Cozaar®), telmisartan (Micardis®), valsartan (Diovan®); calcium channel blockers, such as verapamil (Calan®, Isoptin®), diltiazem (Cardizem®), nifedipine (Adalat®, Procardia®); diuretics; direct vasodilators, such as nitroprusside (Nipride®), diazoxide (Hyperstat® IV), hydralazine (Apresoline®), minoxidil (Loniten®), verapamil; and potassium channel activators, such as aprikalim, bimakalim, cromakalim, emakalim, nicorandil, and pinacidil.

Lipid Lowering Agents

[0347] Lipid lowering agents are used to lower the amounts of cholesterol or fatty sugars present in the blood. Examples of lipid lowering agents include bezafibrate (Bezalip®), ciprofibrate (Modalim®), and statins, such as atorvastatin (Lipitor®), fluvastatin (Lescol®), lovastatin (Mevacor®, Altocor®), mevastatin, pitavastatin (Livalo®, Pitava®) pravastatin (Lipostat®), rosuvastatin (Crestor®), and simvastatin (Zocor®).

[0348] In this disclosure, the patient presenting with an acute coronary disease event often suffers from secondary medical conditions such as one or more of a metabolic disorder, a pulmonary disorder, a peripheral vascular disorder, or a gastrointestinal disorder. Such patients can benefit from treatment of a combination therapy comprising administering to the patient a compound as disclosed herein (e.g., Formula I, IA, IB, II, IIA, IIB, III, IIIA, IV, V, VI, VIII, VIIIA, IX, X, XII or XIII) in combination with at least one therapeutic agent.

Pulmonary Disorders Combination Therapy

[0349] Pulmonary disorder refers to any disease or condition related to the lungs. Examples of pulmonary disorders include, without limitation, asthma, chronic obstructive pulmonary disease (COPD), bronchitis, and emphysema.

[0350] Examples of therapeutics agents used to treat pulmonary disorders include bronchodilators including beta2 agonists and anticholinergics, corticosteroids, and electrolyte supplements. Specific examples of therapeutic agents used to treat pulmonary disorders include epinephrine, terbutaline (Brethaire®, Bricanyl®), albuterol (Proventil®), salmeterol (Serevent®, Serevent Diskus®), theophylline, ipratropium bromide (Atrovent®), tiotropium (Spiriva®), methylprednisolone (Solu-Medrol®, Medrol®), magnesium, and potassium.

Metabolic Disorders Combination Therapy

[0351] Examples of metabolic disorders include, without limitation, diabetes, including type I and type II diabetes, metabolic syndrome, dyslipidemia, obesity, glucose intolerance, hypertension, elevated serum cholesterol, and elevated triglycerides.

[0352] Examples of therapeutic agents used to treat metabolic disorders include antihypertensive agents and lipid lowering agents, as described in the section "Cardiovascular Agent Combination Therapy" above. Additional therapeutic agents used to treat metabolic disorders include insulin, sulfonylureas, biguanides, alpha-glucosidase inhibitors, and incretin mimetics.

Peripheral Vascular Disorders Combination Therapy

[0353] Peripheral vascular disorders are disorders related to the blood vessels (arteries and veins) located outside the heart and brain, including, for example peripheral arterial disease (PAD), a condition that develops when the arteries that supply blood to the internal organs, arms, and legs become completely or partially blocked as a result of atherosclerosis.

Gastrointestinal Disorders Combination Therapy

[0354] Gastrointestinal disorders refer to diseases and conditions associated with the gastrointestinal tract. Examples of gastrointestinal disorders include gastroesophageal reflux disease (GERD), inflammatory bowel disease (IBD), gastroenteritis, gastritis and peptic ulcer disease, and pancreatitis.

[0355] Examples of therapeutic agents used to treat gastrointestinal disorders include proton pump inhibitors, such as pantoprazole (Protonix®), lansoprazole (Prevacid®), esomeprazole (Nexium®), omeprazole (Prilosec®), rabeprazole; H2 blockers, such as cimetidine (Tagamet®), ranitidine (Zantac®), famotidine (Pepcid®), nizatidine (Axid®); prostaglandins, such as misoprostol (Cytotec®); sucralfate; and antacids.

[0356] Patients presenting with an acute coronary disease event may exhibit conditions that [0356] Patients presenting with an acute coronary disease event may exhibit conditions that benefit from administration of therapeutic agent or agents that are antibiotics, analgesics, antidepressant and anti-anxiety agents in combination with a compound as disclosed herein (e.g., Formula I, IA, IB, II, IIA, IIB, III, IIIA, IV, V, VI, VIII, VIIIA, IX, X, XII or XIII). *Antibiotics*

[0357] Antibiotics are therapeutic agents that kill, or stop the growth of, microorganisms, including both bacteria and fungi. Example of antibiotic agents include β-Lactam antibiotics, including penicillins (amoxicillin), cephalosporins, such as cefazolin, cefuroxime, cefadroxil (Duricef®), cephalexin (Keflex®), cephradine (Velosef®), cefaclor (Ceclor®), cefuroxime axtel (Ceftin®), cefprozil (Cefzil®), loracarbef (Lorabid®), cefixime (Suprax®), cefpodoxime proxetil (Vantin®), ceftibuten (Cedax®), cefdinir (Omnicef®), ceftriaxone (Rocephin®), carbapenems, and monobactams; tetracyclines, such as tetracycline; macrolide antibiotics, such as erythromycin; aminoglycosides, such as gentamicin, tobramycin, amikacin; quinolones such as ciprofloxacin; cyclic peptides, such as vancomycin, streptogramins, polymyxins; lincosamides, such as clindamycin; oxazolidinoes, such as linezolid; and sulfa antibiotics, such as sulfisoxazole.

Analgesic

[0358] Analgesics are therapeutic agents that are used to relieve pain. Examples of analgesics include opiates and morphinomimetics, such as fentanyl and morphine; paracetamol; NSAIDs, and COX-2 inhibitors. Given the abilty of the late sodium channel blockers of the disclosure to treat neuropathic pain via inhibition of the Na_V 1.7 and 1.8 sodium channels, combination with analgesics are particularly invisioned. See U.S. Patent Application Publication 20090203707.

Antidepressant and Anti-anxiety agents,

[0359] Antidepressant and anti-anxiety agents include those agents used to treat anxiety disorders, depression, and those used as sedatives and tranquillers. Examples of antidepressant and anti-anxiety agents include benzodiazepines, such as diazepam, lorazepam, and midazolam; enzodiazepines; barbiturates; glutethimide; chloral hydrate; meprobamate; sertraline (Zoloft®, Lustral®, Apo-Sertral®, Asentra®, Gladem®, Serlift®, Stimuloton®); escitalopram (Lexapro®, Cipralex®); fluoxetine (Prozac®, Sarafem®, Fluctin®, Fontex®, Prodep®, Fludep®, Lovan®); venlafaxine (Effexor® XR, Efexor®); citalopram (Celexa®, Cipramil®, Talohexane®); paroxetine (Paxil®, Seroxat®, Aropax®); trazodone (Desyrel®); amitriptyline (Elavil®); and bupropion (Wellbutrin®, Zyban®).

[0360] Accordingly, one aspect of the disclosure provides for a composition comprising the late sodium channel blockers of the disclosure and at least one therapeutic agent. In an alternative embodiment, the composition comprises the late sodium channel blockers of the disclosure and at least two therapeutic agents. In further alternative embodiments, the composition comprises the late sodium channel blockers of the disclosure and at least three therapeutic agents, the late sodium channel blockers of the disclosure and at least four therapeutic agents, or the late sodium channel blockers of the disclosure and at least five therapeutic agents.

[0361] The methods of combination therapy include co-administration of a single formulation containing the the late sodium channel blockers of the disclosure and therapeutic agent or agents, essentially contemporaneous administration of more than one formulation comprising the late sodium channel blocker of the disclosure and therapeutic agent or agents, and consecutive administration of a late sodium channel blocker of the disclosure and therapeutic agent or agents, in any order, wherein preferably there is a time period where the late sodium channel blocker of the disclosure and therapeutic agent or agents simultaneously exert their therapeutic affect.

6. Synthesis of Example Compounds

[0362] The compounds of the disclosure may be prepared using methods disclosed herein and routine modifications thereof which will be apparent given the disclosure herein and methods well known in the art. Conventional and well-known synthetic methods may be used in addition to the teachings herein. The synthesis of typical compounds described herein, e.g. compounds having structures described by one or more of Formula I, IA, IB, II, IIA, IIB, III, IIIA, IV, V, VI, VIII, VIIIA, IX, X, XII or XIII or other formulas or compounds disclosed herein, may be accomplished as described in the following examples. If available, reagents may be purchased commercially, e.g. from Sigma Aldrich or other chemical suppliers.

General Syntheses

[0363] Typical embodiments of compounds in accordance with the present disclosure may be synthesized using the general reaction schemes described below. It will be apparent given the description herein that the general schemes may be altered by substitution of the starting materials with other materials having similar structures to result in products that are correspondingly different. Descriptions of syntheses follow to provide numerous examples of how the starting materials may vary to provide corresponding products. Given a desired product for which the substituent groups are defined, the necessary starting materials generally may be determined by inspection. Starting materials are typically obtained from commercial sources or synthesized using published methods. For synthesizing compounds which are embodiments of the present disclosure, inspection of the structure of the compound to be synthesized will provide the identity of each substituent group. The identity of the final product will generally render apparent the identity of the necessary starting materials by a simple process of inspection, given the examples herein.

Synthetic Reaction Parameters

[0364] The compounds of this disclosure can be prepared from readily available starting materials using, for example, the following general methods and procedures. It will be appreciated that where typical or preferred process conditions (i.e., reaction temperatures, times, mole ratios of reactants, solvents, pressures, etc.) are given, other process conditions can also be used unless otherwise stated. Optimum reaction conditions may vary with the particular reactants or solvent used, but such conditions can be determined by one skilled in the art by routine optimization procedures.

[0365] Additionally, as will be apparent to those skilled in the art, conventional protecting groups may be necessary to prevent certain functional groups from undergoing undesired reactions. Suitable protecting groups for various functional groups as well as suitable conditions for protecting and deprotecting particular functional groups are well known in the art. For example, numerous protecting groups are described in T. W. Greene and G. M. Wuts (1999) Protecting Groups in Organic Synthesis, 3rd Edition, Wiley, New York, and references cited therein.

[0366] Furthermore, the compounds of this disclosure may contain one or more chiral centers. Accordingly, if desired,

such compounds can be prepared or isolated as pure stereoisomers, i.e., as individual enantiomers or diastereomers or as stereoisomer-enriched mixtures. All such stereoisomers (and enriched mixtures) are included within the scope of this disclosure, unless otherwise indicated. Pure stereoisomers (or enriched mixtures) may be prepared using, for example, optically active starting materials or stereoselective reagents well-known in the art. Alternatively, racemic mixtures of such compounds can be separated using, for example, chiral column chromatography, chiral resolving agents, and the like.

[0367] The starting materials for the following reactions are generally known compounds or can be prepared by known procedures or obvious modifications thereof. For example, many of the starting materials are available from commercial suppliers such as Aldrich Chemical Co. (Milwaukee, Wisconsin, USA), Bachem (Torrance, California, USA), Emka-Chemce or Sigma (St. Louis, Missouri, USA). Others may be prepared by procedures or obvious modifications thereof, described in standard reference texts such as Fieser and Fieser's Reagents for Organic Synthesis, Volumes 1-15 (John Wiley, and Sons, 1991), Rodd's Chemistry of Carbon Compounds, Volumes 1-5, and Supplementals (Elsevier Science Publishers, 1989) organic Reactions, Volumes 1-40 (John Wiley, and Sons, 1991), March's Advanced Organic Chemistry, (John Wiley, and Sons, 5th Edition, 2001), and Larock's Comprehensive Organic Transformations (VCH Publishers Inc., 1989).

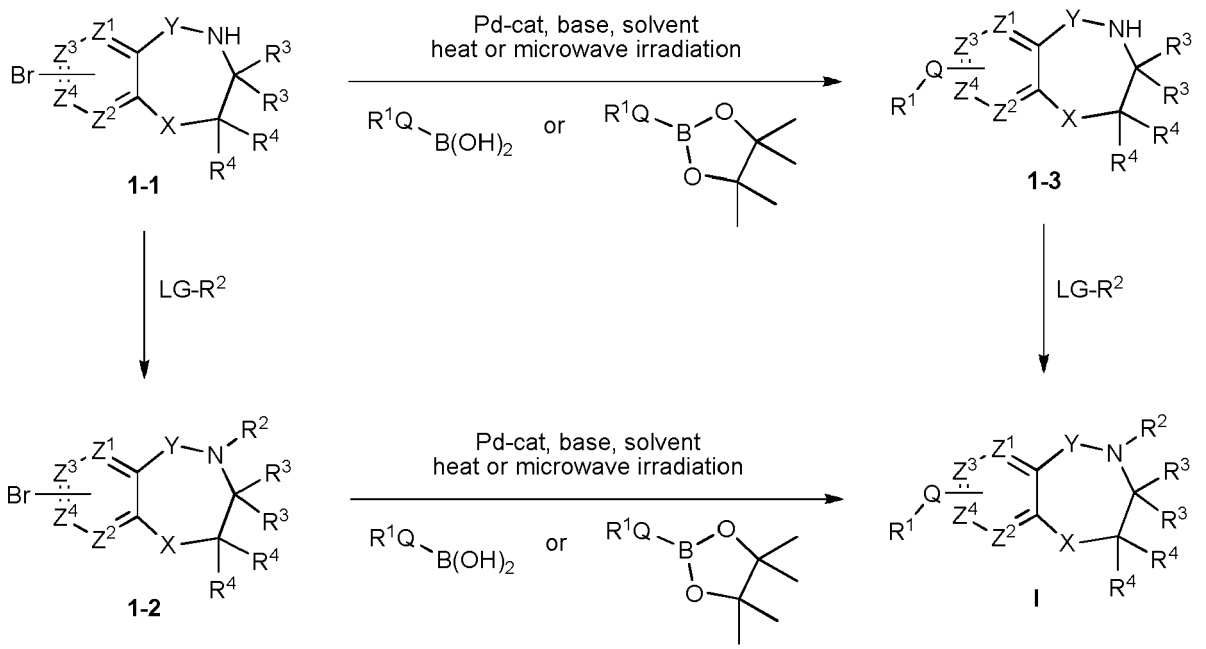
[0368] The terms "solvent," "inert organic solvent" or "inert solvent" refer to a solvent inert under the conditions of the reaction being described in conjunction therewith (including, for example, benzene, toluene, acetonitrile, tetrahydrofuran ("THF"), dimethylformamide ("DMF"), chloroform, methylene chloride (or dichloromethane), diethyl ether, methanol, pyridine and the like). Unless specified to the contrary, the solvents used in the reactions of the present disclosure are inert organic solvents, and the reactions are carried out under an inert gas, preferably nitrogen.

[0369] The term "q.s." means adding a quantity sufficient to achieve a stated function, e.g., to bring a solution to the desired volume (i.e., 100%).

Synthesis of the Compounds of Formula I

[0370] The compounds of Formula I (and Formula IA, IB, II, IIA, IIB, III, IIIA, IV, V, VI, VIII, VIIIA, IX, X, XII or XIII) are typically prepared by first providing the molecular core 1-1 and then attaching the desired -Q-R^1 substituents using suitable coupling conditions (e.g., Suzuki coupling) and the desired -R^2 substituents using suitable substitution conditions. These processes are show below in Scheme 1 for the synthesis of a compound of Formula I, wherein -Q-R^1 is at either Z^3 or Z^4 in each of Formulas **1-1, 1-2, 1-3** and **I** shown in Scheme 1, wherein the bromo and/or -Q-R^1 is at either Z^3 or Z^4 in each of the Formulas shown in Scheme 1.

Scheme 1



[0371] In general, a halogenated compound of formula **1-1,** in this case a brominated compound, is reacted with an appropriately substituted boronic acid derivative of formula $R^1Q\text{-}B(OH)_2$ or a boronic ester thereof, in an inert solvent,

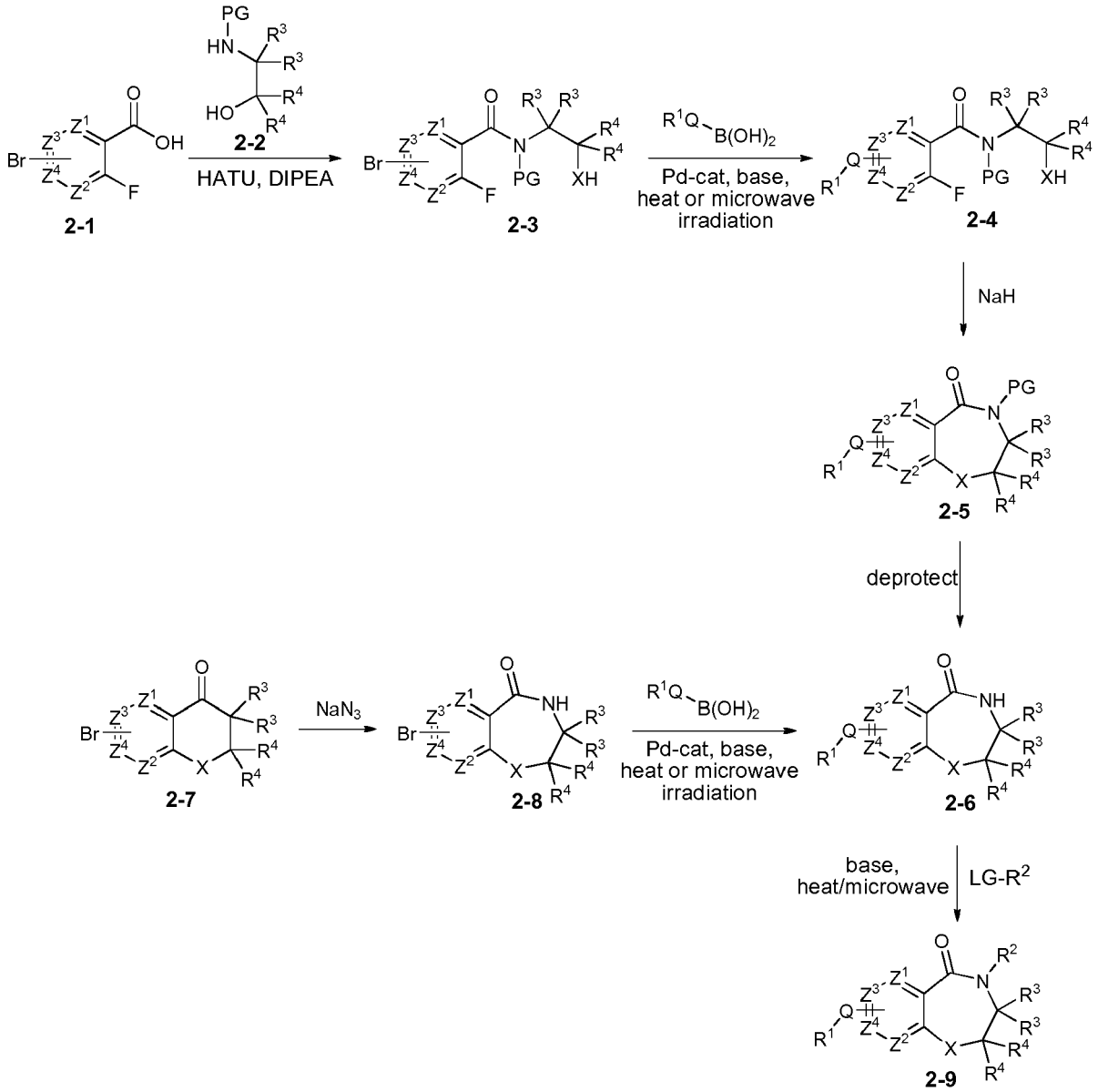
for example aqueous N,N-dimethylformamide, in the presence of a mild base, for example potassium carbonate or sodium bicarbonate. The reaction is typically conducted in the presence of a metal catalyst with an appropriate ligand, for example dichlorobis(triphenylphosphine) palladium(II), at a temperature of about 120-170°C, for about 10 minutes to about 1 hour or at a lower temperature, i.e., 90-110°C for 2 to 5 days. When the reaction is substantially complete, the product of Formula I is isolated by conventional means.

[0372] It will be appreciated that the R^2 subsitutent can be modified or added either before (as shown in Scheme 1) or after the addition of the R^1 moiety. The R^2 moiety may be coupled to the core **1-1** under substitution reaction conditions with an appropriate reagent of formula LG-R^2 (where LG is a leaving group such as a halo, hydroxyl, alkoxy or the like) as shown in Scheme 1. Typical substitution reaction conditions include the presence of a base, such as ssium carbonate, sodium bicarbonate, triethylamine, and the like, in a polar aprotic solvent, such as N,N-dimethylformamide, and optionally an elevated temperature of about 100-150°C or in a microwave. Also, in the case where the R^2 substituent contains a heteroaryl ring, the heteroaryl ring may be synthesized and cyclized before or after addition of the -Q-R^1 portion.

Optional Core Synthesis

[0373] In certain embodiments, the core may be synthesized before or after addition of the -Q-R^1 subsitutent (Scheme 2). For example, such alternative routes for the synthesis of 3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one compounds of Formula **2-8** (i.e., Formula IA, II, IIA, IIB, IV, V, VI VIII, X, XII and XIII) are shown in Scheme 2, below, wherein the bromo and/or-Q-R^1 is at either Z^3 or Z^4 in each of the Formulas shown in Scheme 2.

Scheme 2



[0374] In one embodiment, compounds of Formula **2-3** can be provided from compounds of Formula **2-1** via amide formation with a suitably protected amino alcohol **2-2,** where PG is a protecting group, such as benzyl. Compounds of Formula **2-3** are coupled with an appropriately substituted boronic acid derivative of formula $R^1Q\text{-}B(OH)_2$ or a boronic ester thereof, under typical coupling reaction conditions. Typical coupling reaction conditions an inert solvent, for example aqueous N,N-dimethylformamide, in the presence of a mild base, for example potassium carbonate or sodium bicarbonate. The reaction is typically conducted in the presence of a metal catalyst with an appropriate ligand, for example dichlorobis(triphenylphosphine) palladium(II), at a temperature of about 120-170°C, for about 10 minutes to about 1 hour or at a lower temperature, i.e., 90-110°C for 2 to 5 days. When the reaction is substantially complete, the compounds of Formula **2-4** can be isolated by conventional means. Compounds of Formula **2-4** are cyclized to afford compounds of Formula **2-5** using sodium hydride, in a suitable solvent, such as dimethylformamide. Deprotection under suitable conditions provides compounds of Formula **2-6.**

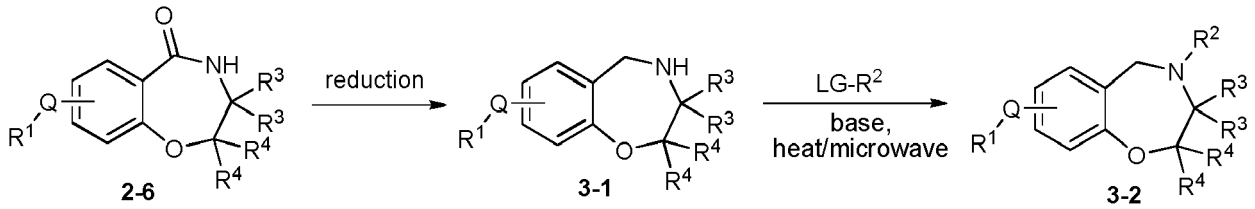
[0375] In another embodiment, compounds of Formula **2-8** are prepared from commercially available compounds of Formula **2-7** using sodium azide. Compounds of Formula **2-6** can be obtained from compounds of Formula **2-8** via reaction with an appropriately substituted boronic acid derivative of formula $R^1Q\text{-}B(OH)_2$ or a boronic ester thereof, under typical coupling reaction conditions as described above.

[0376] The R^2 moiety may be coupled to compounds of Formula **2-6** under substitution reaction conditions with an

appropriate reagent of formula LG-R^2 (where LG is a leaving group such as a halo, hydroxyl, alkoxy or the like) as shown in Scheme 1 to afford 3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one compounds of Formula **2-9.** Typical substitution reaction conditions include the presence of a base, such as ssium carbonate, sodium bicarbonate, triethylamine, and the like, in a polar aprotic solvent, such as N,N-dimethylformamide, and optionally an elevated temperature of about 100-150°C or in a microwave.

[0377] 2,3,4,5-Tetrahydrobenzo[f][1,4]oxazepine compounds of Formula **3-2** (i.e., Formula III and IIIA) are synthesized from compounds of Formula **2-6** as shown in Scheme 3, below, wherein -Q-R^1 is at either C7 or C8 in each of the Formulas shown in Scheme 2.

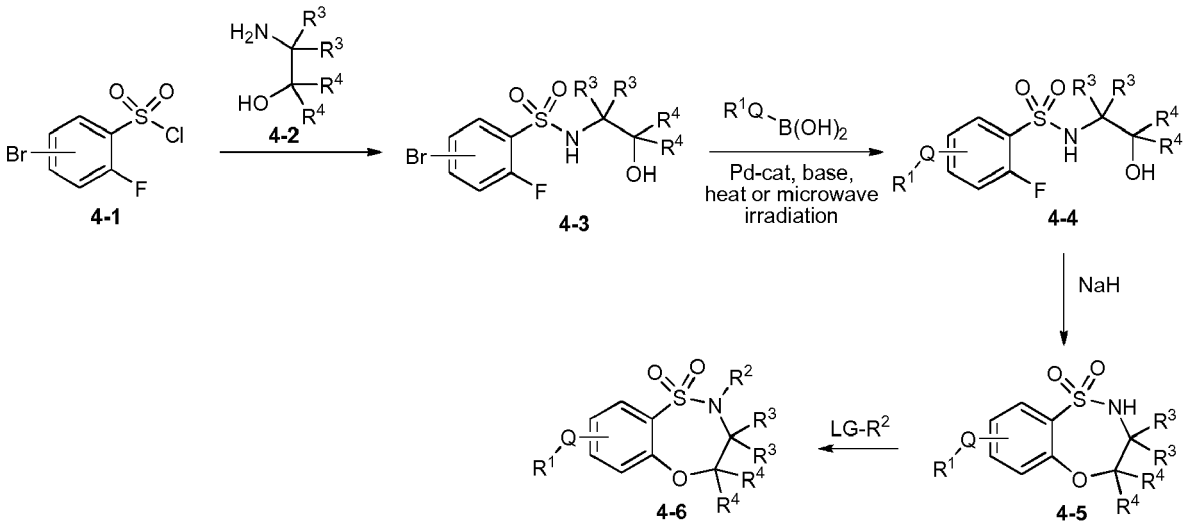
Scheme 3



[0378] In one embodiment, compounds of Formula **3-1** can be provided from the reduction of compounds of Formula **2-6** via amide formation with a suitably protected amino alcohol 2-2, where PG is a protecting group, such as benzyl. The R^2 moiety may be coupled to compounds of Formula **2-6** under substitution reaction conditions with an appropriate reagent of formula LG-R^2 (where LG is a leaving group such as a halo, hydroxyl, alkoxy or the like) as shown in Scheme 1 to afford compounds of Formula **3-2.**

[0379] Compounds of Formula **4-3** (i.e., Formula IX) are synthesized as shown in Scheme 4, below, wherein -Q-R^1 is at either C7 or C8 in each of the Formulas shown in Scheme 2.

Scheme 4



[0380] In one embodiment, compounds of Formula **4-3** can be provided from compounds of Formula **4-1** via sulfonamide formation with an amino alcohol **4-2.** Compounds of Formula **4-3** are coupled with an appropriately substituted boronic acid derivative of formula R^1Q-$B(OH)_2$ or a boronic ester thereof, under typical coupling reaction conditions as discussed in Scheme 2. Compounds of Formula **4-4** are cyclized to afford compounds of Formula **5-5** using sodium hydride, in a suitable solvent, such as dimethylformamide.

[0381] The R^2 moiety may be coupled to compounds of Formula **4-5** under substitution reaction conditions with an appropriate reagent of formula LG-R^2 (where LG is a leaving group such as a halo, hydroxyl, alkoxy or the like) as shown in Scheme 1 to afford compounds of Formula **4-6.** Typical substitution reaction conditions include the presence of a base, such as ssium carbonate, sodium bicarbonate, triethylamine, and the like, in a polar aprotic solvent, such as N,N-dimethylformamide, and optionally an elevated temperature of about 100-150 °C or in a microwave.

[0382] It will also be appreciated that the addition of any substituent may result in the production of a number of isomeric products any or all of which may be isolated and purified using conventional techniques.

Examples

[0383] The following examples are included to demonstrate preferred embodiments of the disclosure. It should be appreciated by those of skill in the art that the techniques disclosed in the examples which follow represent techniques discovered by the inventor to function well in the practice of the disclosure, and thus can be considered to constitute preferred modes for its practice. However, those of skill in the art should, in light of the present disclosure, appreciate that many changes can be made in the specific embodiments which are disclosed and still obtain a like or similar result without departing from the spirit and scope of the disclosure.

List of abbreviations and acronyms.

Abbreviation	Meaning
°C	Degree Celcius
anal	Analytical
ATP	Adenosine-5'-triphosphate
ATX II	Anemonia sulcata toxin
ACN	Acetonitrile
CHO	Chinese hamster ovary
conc.	Concentrated
d	Doublet
DABCO	1,4-Diazabicyclo[2.2.2]octane
dd	Doublet of doublets
DCM	Dichloromethane
DIPEA	N,N-diisopropylethylamine
DMF	Dimethylformamide
DMSO	Dimethylsulfoxide
dppf	1,1 '-Bis(diphenylphosphino)ferrocene
EA	Ethyl alcohol
ECF	Extracellular fluid
EDTA	Ethylenediaminetetraacetic acid
EGTA	Ethylene glycol tetraacetic acid
equiv/eq	Equivalents
ESI	Electrospray ionization
Ac	Acetate
Et	Ethyl
g	Grams
HEPES	(4-(2-Hydroxyethyl)-1-piperazineethanesulfonic acid)
HATU	2-(7-Aza-1H-Benzotriazole -1-yl)-1,1,3,3-tetramethyluronium hexafluorophosphate
hERG	human Ether-à-go-go Related Gene
HPLC	High-performance liquid chromatography
h	Hours
Hz	Hertz
IC_{50}	The half maximal inhibitory concentration
IMR-32	Human neuroblastoma cell line
J	Coupling constant
Kg	Kilogram
kHz	Kilohertz
LCMS/LC-MS	Liquid chromatography-mass spectrometry
M	Molar
m	multiplet
m/z	mass-to-charge ratio

(continued)

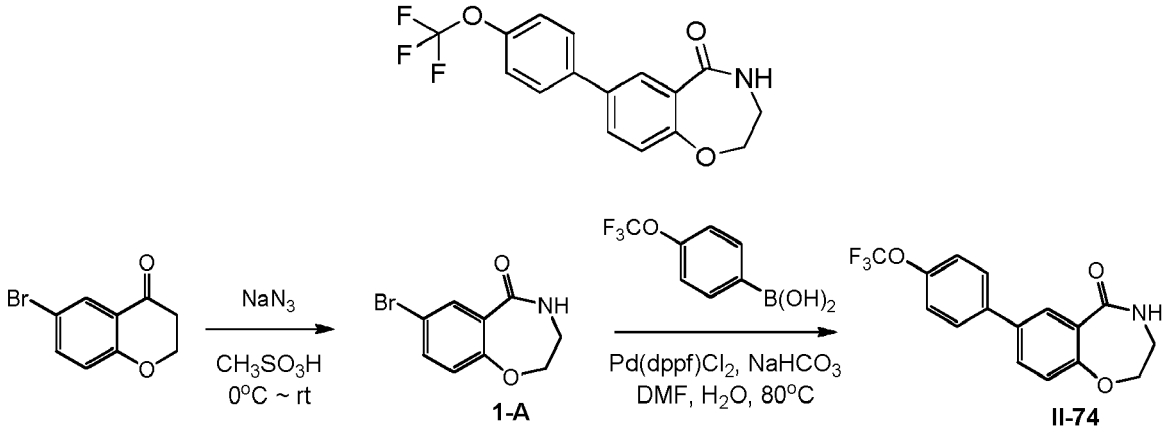
Abbreviation	Meaning
M+	Mass peak
M+H	Mass peak plus hydrogen
Me	Methyl
mg	Milligram
MHz	Megahertz
min/m	Minute
ml/mL	Milliliter
mM	Millimolar
mmol	Millimole
nmol	Nanomole
mOsmol	Milliosmole
MRM	Magnetic Resonance Microscopy
MS	Mass spectroscopy
ms	Millisecond
mV	Millivolt
mw	Microwave
N	Normal
mol	Mole
NMR	Nuclear magnetic resonance
pA	Picoamps
Ph	Phenyl
prep	Preparative
q.s.	Quantity sufficient to achieve a stated function
Rf	Retention factor
RT/rt	Room temperature
s	Second
s	Singlet
SEM	Standard error of the mean
t	Triplet
TB	Tonic Block
TEA	Triethylamine
TFA	Trifluoroacetic acid
THF	Tetrahydrofuran
TLC	Thin layer chromatography
TTX	Tetrodotoxin
UDB	Use Dependent Block
WT	Wild type
δ	Chemical shift
μg	Microgram
μL/ μl	Microliter
μM	Micromolar
μm	Micrometer
μmol	Micromole

EXAMPLES

Example 1

7-(4-(triftuoromethoxy)phenyl)-3,4-dihydrobenzo[f] [1,4]oxazepin-5(2H)-one (Compound II-74)

[0384]



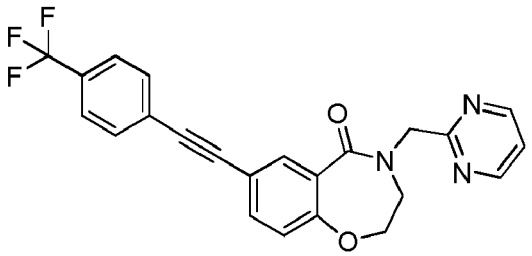
[0385] Commercially available 6-bromochroman-4-one (1.0g, 3 mmol) was dissolved in 10 mL methanesulfonic acid. The solution was cooled using an ice bath and sodium azide (0.30 g, 4.5 mmol) was added over a period of 45 min. The mixture was stirred at RT for 16 h. The mixture was neutralized using conc. HCl. The resulting solid was filtered and washed with water to afford **Comound 1-A** as analytically pure sample.

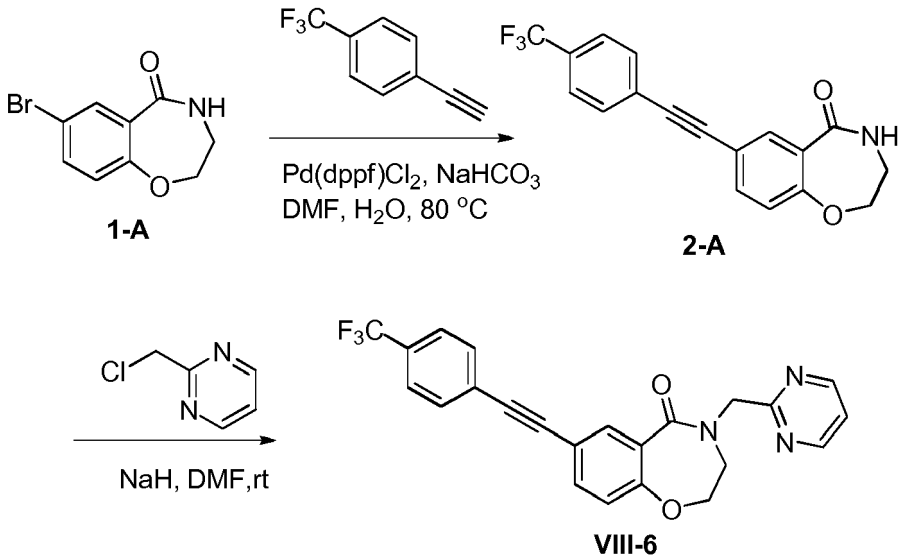
[0386] For the Suzuki coupling reaction the following conditions were applied: To a suspension of **Compound 1-A** (1 eq), the substituted boronic acid or boronate ester (1.2 eq) and base sodium bicarbonate (3 eq) in solvent (DMF:water in the ratio of 4:1) was added palladium catalyst $Pd(dppf)Cl_2$ (10 mol%) and heated at 80 °C for 2-4h. The reaction progress was followed by LC and after completion, the reaction mixture was filtered through celite, washed with ethyl acetate. The filtrate was concentrated the filtrate and purified by prep TLC/ prep HPLC or column chromatography to afford **Compound 11-74.**

Example 2

4-(pyrimidin-2-ylmethyl)-7-((4-(trifluoromethyl)phenyl)ethynyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VIII-6)

[0387]





[0388] **Compound 2-A** was prepared from **Compound 1-A** according to Example 1 using 1-ethynyl-4-(trifluoromethyl)benzene in place of the boronic acid.

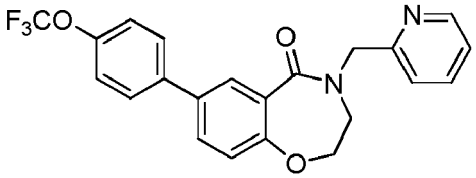
[0389] To a solution of **2-A** (1 eq) in DMF was added the corresponding halide (1.3 eq). To the mixture was added sodium hydride (60% dispersion in oil, 2 mmol) and stirred at room temperature for 10 min, followed by heating at 80 °C for 24h. The reaction mixture was quenched with water, extracted with ethyl acetate (100 mL). The organic layer was washed with water, brine and dried over sodium sulphate and concentrated And purified using prep TLC/ prep HPLC or column chromatography to afford **Compound VIII-6.**

[0390] ^{1}H-NMR ($CDCl_6$) δ 8.71 (d, 2H, *J* = 4.4 Hz), 8.20 (d, 1H, *J* = 2.4 Hz), 7.55-7.59 (m, 5H), 7.20 (t, 1H, .*I* = 4.8 Hz), 7.01 (d, 1H, *J* = 8.4 Hz), 5.08 (s, 2H), 4.58 (t, 2H, .*I* = 4.6 Hz), 3.76 (t, 2H, *J*= 5.0 Hz); MS *m*/*z* 424.1 (M+H).

Example 3

4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-72)

[0391]

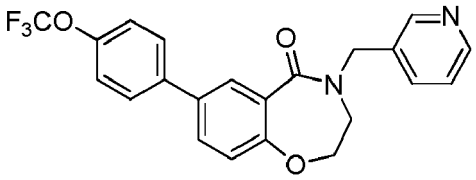


[0392] **Compound 11-72** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR ($CDCl_3$) δ 8.81 (d, 1H, *J*= 5.6 Hz), 8.27 (t, 1H, *J* = 7.8 Hz), 8.07 (d, 1H, *J* = 8.4 Hz), 8.02 (d, 1H, *J* = 2.4 Hz), 7.75 (t, 1H, *J* = 6.4 Hz), 7.65 (dd, 1H, *J* = 8.6, 2.6 Hz), 7.58 (dd, 2H, *J* = 4.8, 2.8 Hz), 7.28 (d, 2H, *J* = 8.4 Hz), 7.12 (d, 1H, *J* = 8.4 Hz), 5.24 (s, 2H), 4.39 (t, 2H, *J* = 5.0 Hz), 3.85 (t, 2H, *J*= 5.0 Hz); MS *m*/*z* 415.1 (M+H).

Example 4

4-(pyridin-3-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-70)

[0393]

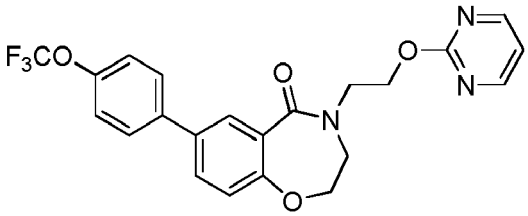


[0394] **Compound 11-70** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR ($CDCl_3$) δ 9.00 (s, 1H), 8.75 (d, 1H, *J* = 5.2 Hz), 8.47 (d, 1H, *J* = 7.6 Hz), 8.05 (d, 1H, *J* = 2.4 Hz), 7.83 (dd, 1H, *J* = 7.8, 5.4 Hz), 7.66 (dd, 1H, *J* = 8.8, 2.4 Hz), 7.60 (d, 2H, *J* = 8.4 Hz), 7.28 (d, 2H, *J* = 8.4 Hz), 7.13 (d, 1H, *J* = 8.0 Hz), 4.99 (s, 2H), 4.37 (t, 2H, *J* = 5.0 Hz), 3.67 (t, 2H, *J*= 5.0 Hz); MS *m*/*z* 415.1 (M+H).

Example 5

4-(2-(pyrimidin-2-yloxy)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-69)

[0395]

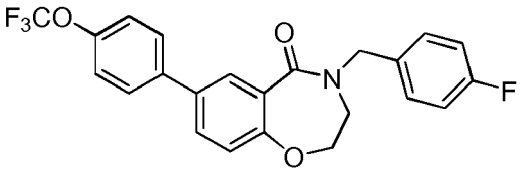


[0396] **Compound 11-69** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR ($CDCl_3$) δ 8.53 (d, 2H, *J* = 4.8 Hz), 8.03 (d, 1H, *J* = 2.4 Hz), 7.58-7.61 (m, 3H), 7.27 (d, 2H, *J*= 5.2 Hz), 7.07 (d, 1H, *J* = 8.0 Hz), 6.97 (t, 1H, *J* = 4.8 Hz), 4.66 (t, 2H, *J* = 4.8 Hz), 4.51 (t, 2H, *J*= 5.2 Hz), 4.07 (t, 2H, *J*= 5.0 Hz), 3.78 (t, 2H, *J*= 5.0 Hz); MS *m*/*z* 468.0 (M+Na).

Example 6

4-(4-fluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one **(Compound 11-62)**

[0397]

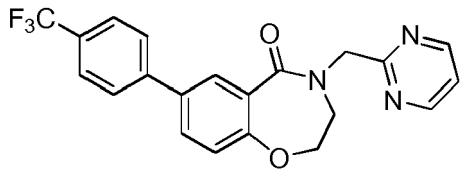


[0398] **Compound 11-62** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR ($CDCl_3$) δ 8.10 (d, 1H, *J* = 2.8 Hz), 7.60-7.63 (m, 3H), 7.35 (dd, 2H, *J* = 8.4, 1.2 Hz), 7.28 (d, 2H, *J* = 8.0 Hz), 7.03-7.09 (m, 3H), 4.82 (s, 2H), 4.22 (t, 2H, *J* = 5.2 Hz), 3.51 (t, 2H, .*I* = 5.2 Hz); MS *m*/*z* 432.1 (M+H).

Example 7

4-(pyrimidin-2-ylmethyl)-7-(4-(triftuoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-61)

[0399]

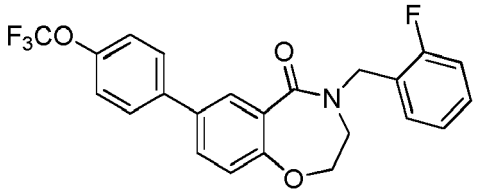


[0400] **Compound 11-61** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR ($CDCl_3$) δ 8.80 (d, 2H, *J* = 5.2 Hz), 8.19 (d, 1H, *J* = 2.8 Hz), 7.66-7.71 (m, 5H), 7.33 (t, 1H, *J*= 5.0 Hz), 7.13 (d, 1H, *J* = 8.4 Hz), 5.14 (s, 2H), 4.59 (t, 2H, *J* = 4.8 Hz), 3.81 (t, 2H, *J*= 5.0 Hz); MS *m*/*z* 400.1 (M+H).

Example 8

4-(2-fluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound II-57)

[0401]

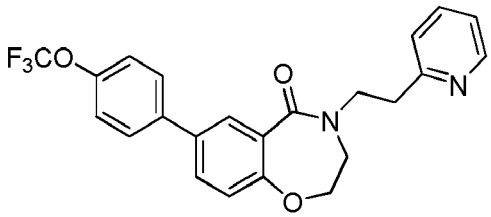


[0402] **Compound 11-57** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR ($CDCl_3$) δ 8.07 (d, 1H, *J*= 2.4 Hz), 7.58-7.61 (m, 3H), 7.49-7.51 (m, 1H), 7.26-7.31 (m, 3H), 7.16 (t, 1H, *J*= 7.6 Hz), 7.07-7.18 (m, 2H), 4.92 (s, 2H), 4.29 (t, 2H, *J*= 4.8 Hz), 3.61 (t, 2H, *J*= 5.0 Hz); MS *m*/*z* 432.1 (M+H).

Example 9

4-(2-(pyridin-2-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound II-54)

[0403]

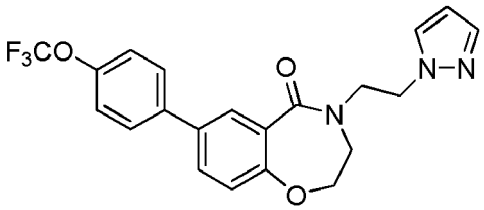


[0404] **Compound II-54** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR ($CDCl_3$) δ 8.57 (d, 1H, *J* = 4.8 Hz), 8.03 (d, 1H, *J* = 2.4 Hz), 7.67-7.69 (m, 1H), 7.57-7.61 (m, 3H), 7.20-7.33 (m, 4H), 7.04 (d, 1H, *J* = 8.8 Hz), 4.19 (t, 2H, *J* = 4.8 Hz), 4.06 (t, 2H, *J* = 7.4 Hz), 3.51 (t, 2H, *J* = 5.0 Hz), 3.24 (t, 2H, *J* = 6.8 Hz); MS *m*/*z* 429.1 (M+H).

Example 10

4-(2-(1H-pyrazol-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound II-50)

[0405]

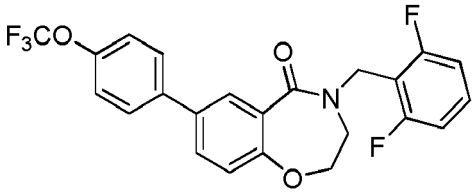


[0406] **Compound II-50** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR ($CDCl_3$) δ 8.02 (d, 1H, *J*= 2.4 Hz), 7.58-7.64 (m, 4H), 7.47 (d, 1H, *J*= 1.6 Hz), 7.28 (d, 2H, *J* = 8.8 Hz), 7.04 (d, 1H, *J* = 8.4 Hz), 6.30 (t, 1H, *J* = 2.2 Hz), 4.55 (t, 2H, *J* = 5.8 Hz), 4.11 (t, 2H, *J*= 5.4 Hz), 3.96 (t, 2H, *J*= 5.0 Hz), 3.28 (t, 2H, *J*= 5.0 Hz); MS *m*/*z* 418.1 (M+H).

Example 11

4-(2,6-difluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-49)

[0407]

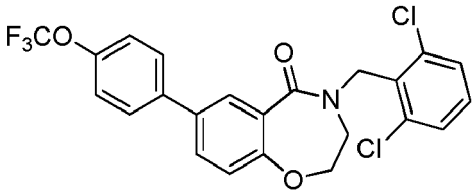


[0408] **Compound 11-49** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR ($CDCl_3$) δ 8.08 (d, 1H, *J* = 2.4 Hz), 7.57-7.61 (m, 3H), 7.26-7.33 (m, 3H), 7.05 (d, 1H, *J*= 8.4 Hz), 6.95 (t, 2H, *J*= 8.0 Hz), 4.98 (s, 2H), 4.23 (t, 2H, *J*= 4.8 Hz), 3.59 (t, 2H, *J*= 4.8 Hz); MS *m*/*z* 450.1 (M+H).

Example 12

4-(2,6-dichlorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-48)

[0409]

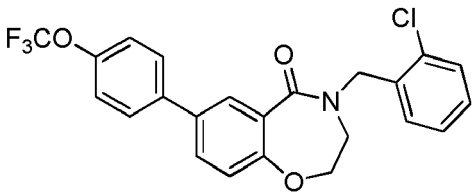


[0410] **Compound 11-48** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR ($CDCl_3$) δ 8.06 (d, 1H, *J* = 2.4 Hz), 7.59-7.62 (m, 3H), 7.40 (d, 2H, *J* = 8.0 Hz), 7.25-7.29 (m, 3H), 7.06 (d, 1H, *J* = 8.4 Hz), 5.24 (s, 2H), 4.07 (t, 2H, *J* = 5.0 Hz), 3.42 (t, 2H, *J* = 5.2 Hz); MS *m*/*z* 483.0 (M+H).

Example 13

4-(2-chlorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-47)

[0411]

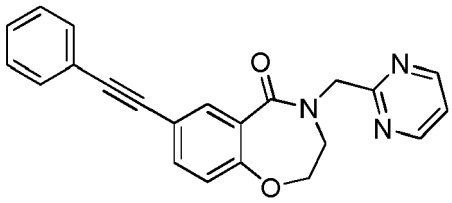


[0412] **Compound 11-47** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR ($CDCl_3$) δ 8.10 (d, 1H, *J* = 2.4 Hz), 7.60-7.64 (m, 3H), 7.47 (dd, 1H, *J* = 7.0, 2.2 Hz), 7.41 (dd, 1H, *J* = 7.4, 1.8 Hz), 7.26-7.30 (m, 4H), 7.09 (d, 1H, *J* = 8.4 Hz), 5.01 (s, 2H), 4.28 (t, 2H, .*l* = 5.0 Hz), 3.58 (t, 2H, .*l* = 5.2 Hz); MS *m*/*z* 448.1 (M+H).

Example 14

7-(phenylethynyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VIII-5)

[0413]

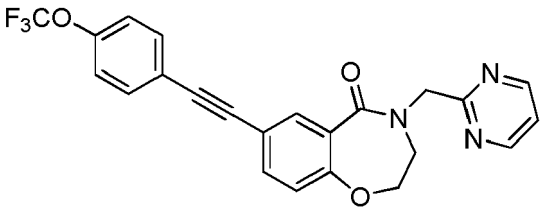


[0414] **Compound VIII-5** was prepared according to Example 2 using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.76 (d, 2H, *J* = 4.8 Hz), 7.92 (d, 1H, *J* = 2.4 Hz), 7.60 (dd, 1H, *J* = 8.6, 1.8 Hz), 7.48-7.51 (m, 2H), 7.35-7.39 (m, 4H), 7.07 (d, 1H, *J* = 8.8 Hz), 5.05 (s, 2H), 4.59 (t, 2H, *J*= 4.8 Hz), 3.83 (t, 2H, *J*= 4.8 Hz); MS *m*/*z* 356.1 (M+H).

Example 15

4-(pyrimidin-2-ylmethyl)-7-((4-(trifluoromethoxy)phenyl)ethynyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VIII-4)

[0415]

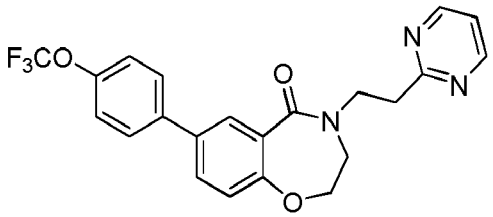


[0416] **Compound VIII-4** was prepared according to Example 2 using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.76 (d, 2H, *J* = 7.2 Hz), 7.95 (d, 1H, *J* = 2.4 Hz), 7.59-7.63 (m, 3H), 7.38 (t, 1H, *J* = 5.0 Hz), 7.29 (d, 2H, *J* = 8.4 Hz), 7.08 (d, 1H, *J* = 8.8 Hz), 5.05 (s, 2H), 4.60 (t, 2H, .*l* = 5.0 Hz), 3.83 (t, 2H, .*l* = 4.8 Hz); MS *m*/*z* 440.1 (M+H).

Example 16

4-(2-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-44)

[0417]

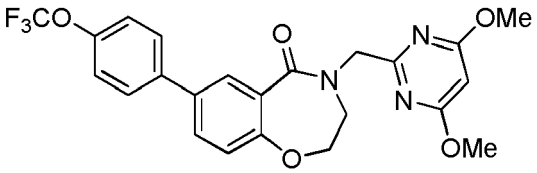


[0418] **Compound 11-44** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR ($CDCl_3$) δ 8.70 (d, 2H, *.l* = 5.2 Hz), 8.00 (d, 1H, *.l* = 2.4 Hz), 7.56-7.59 (m, 3H), 7.26(d, 2H, *J* = 8.4 Hz), 7.20 (t, 1H, *J* = 5.2 Hz), 7.04 (d, 1H, *J* = 8.8 Hz), 4.36 (t, 2H, *J* = 5.0 Hz), 4.16 (t, 2H, *.l* = 7.0 Hz), 3.59 (t, 2H, *.l* = 5.0 Hz), 3.38 (t, 2H, *.l* = 6.0 Hz); MS *m/z* 430.1 (M+H).

Example 17

4-((4,6-dimethoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-42)

[0419]

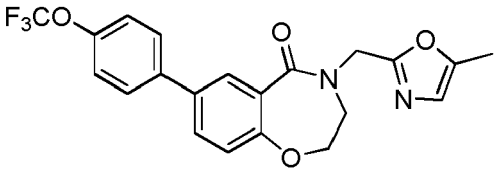


[0420] **Compound 11-42** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.00 (d, 1H, *J* = 2.4 Hz), 7.76 (dd, 1H, *J* = 8.2, 2.6 Hz), 7.69 (dd, 2H, *J* = 6.8, 2.0 Hz), 7.34 (d, 2H, *J* = 8.0 Hz), 7.16 (d, 1H, *J* = 8.8 Hz), 6.11 (s, 1H), 4.87 (s, 2H), 4.58 (t, 2H, *J* = 5.0 Hz), 3.93 (s, 6H), 3.84 (t, 2H, *J* = 5.2 Hz); MS *m/z* 476.1 (M+H).

Example 18

4-((5-methyloxazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-33)

[0421]

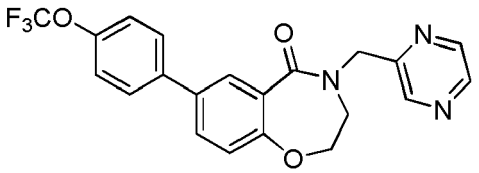


[0422] **Compound 11-33** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.00 (d, 1H, *J* = 2.4 Hz), 7.77 (dd, 1H, *J* = 8.4, 2.4 Hz), 7.71(d, 2H, *J* = 8.8 Hz), 7.34 (d, 2H, *J* = 8.0 Hz), 7.15 (d, 1H, *J* = 8.4 Hz), 6.81 (d, 1H, *J* = 0.8 Hz), 4.93 (s, 2H), 4.43 (t, 2H, *J* = 5.2 Hz), 3.76 (t, 2H, *.l* = 5.2 Hz), 2.34 (d, 3H, *.l* = 0.8 Hz); MS *m/z* 419.1 (M+H).

Example 19

4-(pyrazin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-31)

[0423]

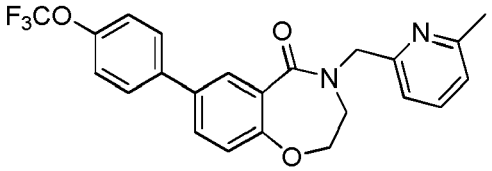


[0424] **Compound 11-31** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.71 (d, 1H, *J* = 0.8 Hz), 8.60 (t, 1H, *J* = 2.0 Hz), 8.53 (d, 1H, *J* = 2.4 Hz), 7.99 (d, 1H, *J* = 2.4 Hz), 7.77 (dd, 1H, *J* = 8.4, 2.4 Hz), 7.72 (dd, 2H, *J* = 6.6, 2.2 Hz), 7.34 (d, 2H, *J* = 8.0 Hz), 7.15 (d, 1H, *J* = 8.4 Hz), 5.01 (s, 2H), 4.47 (t, 2H, *J* = 5.2 Hz), 3.82 (t, 2H, *J* = 5.0 Hz); MS *m*/*z* 416.1 (M+H).

Example 20

4-((6-methylpyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-17)

[0425]

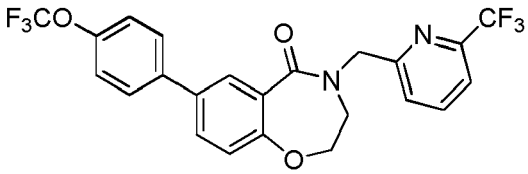


[0426] **Compound II-17** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.28 (t, 1H, *J* = 7.8 Hz), 8.00 (t, 1H, *J* = 2.4 Hz), 7.81 (dd, 1H, *J* = 8.2, 2.6 Hz), 7.68-7.73 (m, 4H), 7.35 (dd, 2H, *J* = 8.6, 1.0 Hz), 7.20 (d, 1H, *J* = 8.8 Hz), 5.09 (s, 2H), 4.50 (t, 2H, .*I* = 5.0 Hz), 3.86 (t, 2H, *J* = 5.0 Hz), 2.77 (s, 3H); MS *m*/*z* 429.1 (M+H).

Example 21

7-(4-(trifluoromethoxy)phenyl)-4-((6-(trifluoromethyl)pyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-15)

[0427]

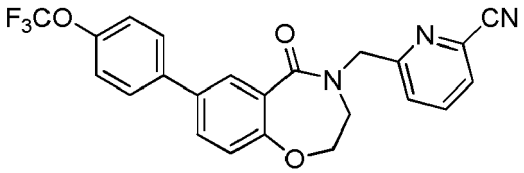


[0428] **Compound 11-15** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 7.98-8.04 (m, 2H), 7.68-7.77 (m, 5H), 733 (d, 2H, *J* = 8.0 Hz), 7.14 (d, 1H, *J* = 8.4 Hz), 5.01 (s, 2H), 4.48 (t, 2H, *J* = 5.2 Hz), 3.80 (t, 2H, .*I* = 5.2 Hz); MS *m*/*z* 483.1 (M+H).

Example 22

6-((5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methyl)picolinonitrile (Compound 11-14)

[0429]

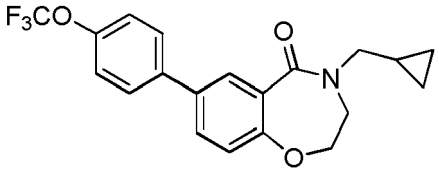


[0430] **Compound 11-14** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 7.96-8.00 (m, 2H), 7.69-7.79 (m, 5H), 733 (d, 2H, *J* = 8.0 Hz), 7.15 (d, 1H, *J*= 8.4 Hz), 4.98 (s, 2H), 4.46 (t, 2H, *J*= 5.2 Hz), 3.79 (t, 2H, *J*= 5.0 Hz); MS *m*/*z* 440.1 (M+H).

Example 23

4-(cyclopropylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-10)

[0431]

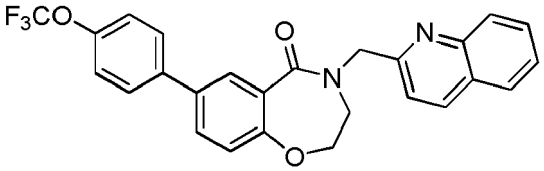


[0432] **Compound 11-10** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 7.92 (d, 1H, *J* = 2.8 Hz), 7.69-7.75 (m, 3H), 7.34 (d, 2H, *J* = 8.0 Hz), 7.13 (d, 1H, *J* = 8.4 Hz), 4.48 (t, 2H, *J* = 5.2 Hz), 3.70 (t, 2H, *J* = 5.2 Hz), 3.53 (d, 2H, *J* = 6.8 Hz), 1.13-1.18 (m, 1H), 0.57-0.61 (m, 2H), 0.35-0.40 (m, 2H); MS *m*/*z* 378.1 (M+H).

Example 24

4-(quinolin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound II-7)

[0433]

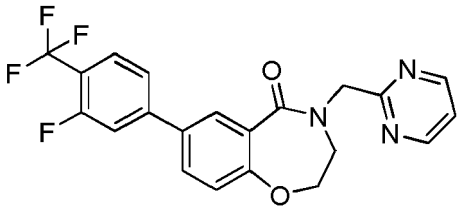


[0434] **Compound II-7** was prepared according to Example 1 using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.35 (d, 1H, *J* = 8.8 Hz), 8.02-8.05 (m, 2H), 7.93 (d, 1H, *J* = 7.6 Hz), 7.72-7.79 (m, 4H), 7.60 (d, 2H, *J* = 8.4 Hz), 7.35 (d, *2H, J* = 8.0 Hz), 7.16 (d, 1H, *J* = 8.8 Hz), 5.15 (s, 2H), 4.43 (t, 2H, *J* = 5.2 Hz), 3.79 (t, 2H, *J* = 5.0 Hz); MS *m*/*z* 465.1 (M+H).

Example 25

7-(3-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-130)

[0435]



[0436] 7-Bromo-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (1.0g, 4.13mmol) was dissolved in DMF (10 ml) cooled down in a ice/water bath and treated with sodium hydride (60% dispersion) (363mg, 9.08mmol) portion wise. After 10 min a solution of 2-(chloromethyl)pyrimidine hydrochloride (813mg, 4.96mmol) in DMF (4ml) was added, the reaction mixture warmed up to room temperature and quenched with 12 mL of water after it was complete. The reaction mixture was extracted with EtOAc and water and the organic phase was dried, evaporated and purified by silica gel chromatography (95% DCM/MeOH) to afford 7-bromo-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one.

[0437] Similar procedure to Example 1 for the synthesis of 7-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one was followed to obtain the title compound using instead of 7 -bromo-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one.

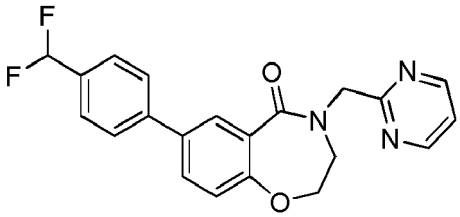
[0438] A mixture of 7-bromo-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (50mg, 0.15mmol), 2-(3-fluoro-4-(trifluoromethyl)phenyl)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane (52mg, 0.18mmol), cesium carbonate (146mg, 0.45mmol), 1,1'-bis(diphenylphosphino)ferrocene]dichloropalladium (10mg, 0.015 mmol) was dissolved in a degassed mixture of DMF and water 3/1.5 (4.5 mL). The mixture was heated in microwave at 85 °C for 40 min. The mixture was poured into EtOAc and washed with water and brine. The organic layer was collected, dried over sodium sulfate and loaded onto silica gel. A flash column (5% MeOH in EtOAc) and reverse phase chromatography gave 7-(3-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one.

[0439] MS found for $C_{21}H_{15}F_4N_3O_2$ as $(M+H)^+$ 418.13. ^{1}H NMR (400 MHz, *DMSO-d_6):* δ: 8.78 (d, *J*=4.0Hz, 2H), 8.09 (d, *J*=2.0Hz, 1H), 7.91 (dd, J=2.4, 8.0Hz, 1H), 7.85-7.80 (m, 2H), 7.70 (d, *J*=8.4Hz, 1H), 7.41 (t, *J*=4.8Hz, 1H), 7.17 (d, *J*=8.4Hz, 1H), 4.98 (s, 2H), 4.55 (t, *J*=4.8Hz, 2H), 3.79 (t, *J*=4.8Hz, 2H).

Example 26

7-(4-(difluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-124)

[0440]

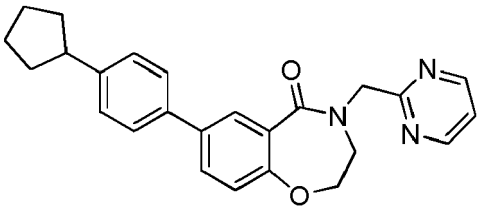


[0441] **Compound 11-124** was prepared according to Example 25 using 4-(difluoromethyl)phenylboronic acid. MS found for $C_{21}H_{17}F_2N_3O_2$ as $(M+H)^+$ 382.15. ^{1}H NMR (400 MHz, *DMSO -d_6):* δ: 8.77 (d, *J*=4.8Hz, 2H), 8.00 (d, *J*=2.4Hz0, 1H), 7.84-7.77 (m, 4H), 7.63 (d, *J*=7.6Hz, 2H), 7.40 (t, *J*=5.2Hz, 1H), 7.15 (d, *J*=8.8Hz, 1H), 7.06 (t, *J*=56.4Hz, 1H), 4.98 (s, 2H), 4.52 (t, *J*=4.4Hz, 2H), 3.77 (t, *J*=5.2Hz, 2H).

Example 27

7-(4-cyclopentylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-120)

[0442]

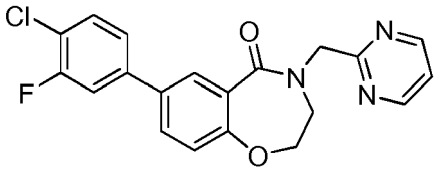


[0443] **Compound 11-120** was prepared according to Example 25 using 4-cyclopentylphenylboronic acid. MS found for C25H25N3O2 as $(M+H)^+$ 400.2. ^{1}H NMR (400 MHz, *DMS0 -d$_6$):* δ: 8.77 (d, *J*=4.8Hz, 2H), 7.90 (d, *J*=2.4Hz, 1H), 7.74 (dd, J=2.4, 8.8 Hz, 1H), 7.52 (d, *J*=8.4Hz, 2H), 7.40 (t, *J*=4.8Hz, 1H), 7.30 (d, *J*=8.0Hz, 2H), 7.10 (d, *J*=8.8Hz, 1H), 4.97 (s, 2H), 4.48 (t, *J*=4.4Hz, 2H), 3.74 (t, *J*=5.2Hz, 2H), 3.00-2.96 (m, 1H), 2.01-1.97 (m, 2H), 1.78-1.51 (m, 6H).

Example 28

7-(4-chloro-3-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-131)

[0444]

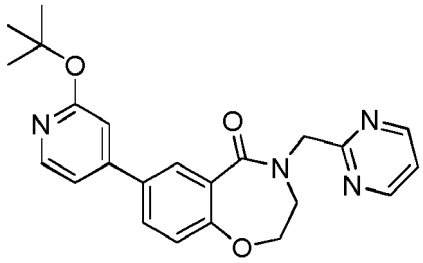


[0445] **Compound 11-131** was prepared according to Example 25 using 4-chloro-3-fluorophenylboronic acid. MS found for C20H15C1FN3O2 as $(M+H)^+$ 384.09. ^{1}H NMR (400 MHz, *DMSO-d$_6$):* δ: 8.78 (d, *J*=5.2Hz, 2H), 7.99 (d, *J*=2.4Hz0, 1H), 7.83 (dd, J=2.0-8.0 Hz, 1H), 7.72 (d, *J*=8.8Hz, 1H), 7.62 (t, *J*=8.0Hz, 1H), 7.51 (dd, J=1.2-8.4 Hz, 1H), 7.42 (t, *J*=4.8Hz, 1H), 7.13 (d, *J*=8.0Hz, 1H), 4.98 (s, 2H), 4.52 (t, *J*=4.8Hz, 2H), 3.77 (t, *J*=4.8Hz, 2H).

Example 29

7-(2-tert-butoxypyridin-4-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-2)

[0446]



[0447] To a mixture of 4-bromo-2-tert-butoxypyridine (1.0 g, 4.34 mmol), bis(pinacolato)diboron (1.32 g, 5.22 mmol), potassium acetate (1.28 g, 13.0 mmol), [1,1'-bis(diphenylphosphino)ferrocene]dichloropalladium methylene choloride complex (310 mg, 0.43 mmol) was suspended with degassed dioxane (15 mL) and heated at 85 °C for 60 min. The reaction mixture was diluted with EtOAc, washed with water and brine, dried ($MgS(O)_4$ filtered and concentrated. The concentrate was purified by flash chromatography on silica gel eluding with 33% percent ethyl acetate/hexanes to afford the compound 2-tert-butoxy-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)pyridine.

[0448] Similar procedure as in Example 25 was followed to obtain the title compound using 2-tert-butoxy-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)pyridine that was previously prepared.

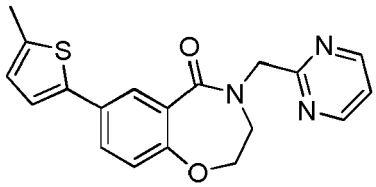
[0449] MS found for C23H24N4O3 as $(M+H)^+$ 405.13. ^{1}H NMR (400MHz, *DMSO-d$_6$):* δ: 8.77 (d, *J*=4.8Hz, 2H), 8.14

(d, *J*=5.6Hz, 1H), 8.03 (d, *J*=2.4Hz, 1H), 7.88 (dd, J=2.4-8.4 Hz, 1H), 7.40 (t, *J*=4.8Hz, 1H), 7.18 (d, *J*=5.6Hz, 1H), 7.12 (d, *J*=8.4Hz, 1H), 6.89 (s, 1H), 4.97 (s, 2H), 4.53 (t, *J*=4.8Hz, 2H), 3.77 (t, *J*=4.4Hz, 2H), 1.54 (s, 9H).

Example 30

7-(5-methylthiophen-2-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-20)

[0450]



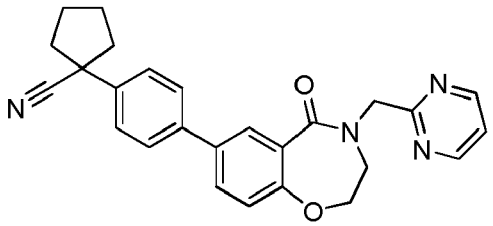
[0451] A mixture of 4-(pyrimidin-2-ylmethyl)-7-(,4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (50mg, 0.13mmol), 2-bromo-5-methylthiophene (28mg, 0.156mmol), cesium carbonate (128mg, 0.39mmol), 1,1'-Bis(diphenylphosphino)ferrocene]dichloropalladium (9mg, 0.013 mmol) was dissolved in a degassed mixture of DMF and water 3/1.5 (4.5ml). The mixture was heated in microwave at 85°C for 40min. The mixture was poured into EtOAc and washed with water and brine. The organic layer was collected, dried over sodium sulfate and loaded onto silica gel. A flash column (5% MeOH in EtOAc) and reverse phase chromatography gave 7-(5-methylthiophen-2-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one.

[0452] MS found for C19H17N3O2S as $(M+H)^+$ 352.09. ^{1}H NMR (400 MHz, *DMSO-d_6):* ^{1}H-NMR (DMSO) δ: 8.70 (d, *J*=4.0Hz, 2H), 7.80 (d, *J*=2.0Hz, 1H), 7.68 (dd, J=2.0-8.4 Hz, 1H), 7.40 (t, *J*=4.8Hz, 1H), 7.23 (d, *J*=3.2Hz, 1H), 7.05 (d, *J*=8.4Hz, 1H), 6.77 (d, *J*=2.8Hz, 1H), 4.95 (s, 2H), 4.46 (t, *J*=4.8Hz, 2H), 3.73 (t, *J*=4.8Hz, 2H), 2.48 (s, 3H).

Example 31

1-(4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)phenyl)cyclopentanecarbonitrile (Compound 11-122)

[0453]



[0454] To a solution of 2-(4-bromophenyl)acetonitrile (1.0 g, 5.10 mmol) and 1,4-dibromobutane (0.67 ml, 5.6 mmol) in THF (10 ml) was added potassium bis (trimethylsilyl) amide(2.23 g, 11.2 mmol) and tetra-n-butylammonium bromide (164mg, 0.51 mmol). The mixture was stirred for 2 h and then quenched with IN HCl. Ethyl acetate was added, the layers separated and the organic layer was washed with water and brine. Drying, solvent evaporation and flash chromatography (silica gel, 20% EtOAc/hexanes) gave 1-(4-bromophenyl)cyclopentanecarbonitrile.

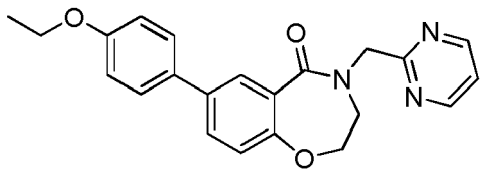
[0455] Similar procedure as in Example 30 was followed to obtain the title compound using 1-(4-bromophenyl)cyclopentanecarbonitrile.

[0456] MS found for C26H24N4O2 as $(M+H)^+$ 425.21. ^{1}H NMR (400MHz, *DMSO-d_6):* ^{1}H-NMR (DMSO) δ: 8.72 (d, *J*=4.0Hz, 2H), 7.90 (d, *J*=2.4Hz, 1H), 7.74 (dd, J=2.4-8.8 Hz, 1H), 7.63 (d, *J*=8.4Hz, 2H), 7.50 (d, *J*=8.4Hz, 2H), 7.35 (t, *J*=4.8Hz, 1H), 7.08 (d, *J*=8.8Hz, 1H), 4.92 (s, 2H), 4.45 (t, *J*=4.4Hz, 2H), 3.71 (t, *J*=4.8Hz, 2H), 2.37-2.34 (m, 2H), 2.05-2.02 (m, 2H), 1.85-1.83 (m, 4H).

Example 32

7-(4-ethoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-123)

[0457]

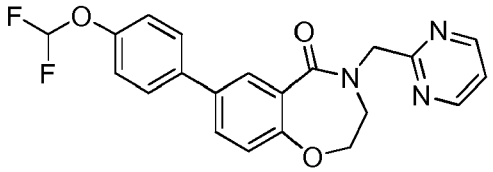


[0458] **Compound 11-123** was prepared according to Example 30 using 1-bromo-4-ethoxybenzene. MS found for C22H21N3O3 as $(M+H)^+$ 376.15. ^{1}H NMR (400MHz, *DMSO-d_6):* δ: 8.77 (d, *J*=5.2Hz, 2H), 7.86 (d, *J*=2.4Hz0, 1H), 7.71 (dd, J=2.8-8.4 Hz, 1H), 7.54 (d, *J*=8.8Hz, 2H), 7.40 (t, *J*=4.8Hz, 1H), 7.08 (d, *J*=8.0Hz, 1H), 6.97 (d, *J*=8.4Hz, 2H), 4.96 (s, 2H), 4.47 (t, *J*=4.8Hz, 2H), 4.06-4.01 (m, 2H), 3.74 (t, *J*=4.4Hz, 2H), 1.34-1.30 (m, 3H).

Example 33

7-(4-(difluoromethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-119)

[0459]

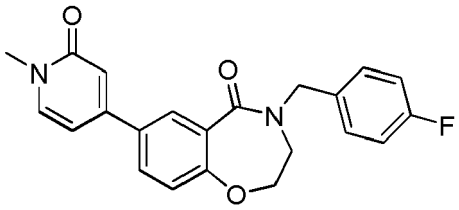


[0460] **Compound 11-119** was prepared according to Example 30 using 1-bromo-4-(difluoromethoxy)benzene. MS found for C21H17F2N3O3 as $(M+H)^+$ 398.13. ^{1}H NMR (400MHz, *DMSO-d_6):* ^{1}H-NMR (DMSO) δ: 8.77 (d, *J*=4.8Hz, 2H), 7.92 (d, *J*=2.0Hz0, 1H), 7.77 (dd, J=2.4-8.4 Hz, 1H), 7.68 (d, *J*=8.4Hz, 2H), 7.40 (t, *J*=4.8Hz, 1H), 7.26 (t, *J*=74.0Hz, 2H), 7.23 (d, *J*=8.8Hz, 1H), 7.12 (d, *J*=8.4Hz, 1H), 4.97 (s, 2H), 4.50 (t, *J*=4.8Hz, 2H), 3.75 (t, *J*=4.8Hz, 2H).

Example 34

4-(4-fluorobenzyl)-7-(1-methyl-2-oxo-1,2-dihydropyridin-4-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-22)

[0461]

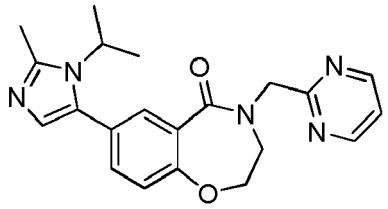


[0462] **Compound VI-22** was prepared according to Example 30 using 1-(chloromethyl)-4-fluorobenzene and 4-bromo-1-methylpyridin-2(1H)-one. MS found for C22H19FN2O3 as $(M+H)^+$ 379.27 ^{1}H NMR (400MHz, *DMSO-d_6*): δ: 8.01 (d, *J*=2.4Hz, 1H), 7.83 (dd, J=2.0-8.4 Hz, 1H), 7.75 (d, *J*=6.8Hz, 1H), 7.42-7.38 (m, 2H), 7.17 (t, *J*=9.2Hz, 2H), 7.10 (d, *J*=8.0Hz, 1H), 6.63 (s, 1H), 6.56 (dd, J=2.0-7.2 Hz, 1H), 4.74 (s, 2H), 4.27 (t, *J*=4.8Hz, 2H), 3.56 (t, *J*=4.8Hz, 2H), 3.42 (s, 3H).

Example 35

7-(1-isopropyl-2-methyl-1H-imidazol-5-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-23)

[0463]

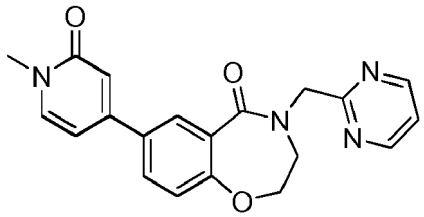


[0464] **Compound VI-23** was prepared according to Example 30 using 5-bromo-1-isopropyl-2-methyl-1H-imidazole. MS found for C21H23N5O2 as $(M+H)^+$ 378.14 ^{1}H NMR (400MHz, *DMSO-d$_6$*): δ: 8.77 (d, *J*=4.8Hz, 2H), 8.15 (s, 1H), 7.63 (d, *J*=2.0Hz, 1H), 7.40 (t, *J*=4.8Hz, 2H), 7.10 (d, *J*=8.0Hz, 1H), 6.68 (s, 1H), 4.95 (s, 2H), 4.52 (t, *J*=4.8Hz, 1H), 4.32-4.29 (s, 1H), 3.77 (t, *J*=4.8Hz, 2H), 2.41 (s, 3H), 1.34 (d, *J*=6.8Hz, 6H).

Example 36

7-(1-methyl-2-oxo-1,2-dihydropyridin-4-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-13)

[0465]



[0466] A mixture of 7-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (200 mg, 0.69 mmol), 4-bromo-1-methylpyridin-2(1H)-one (156mg, 0.83mmol), cesium carbonate (674mg, 2.07 mmol), 1,1'-Bis(diphenylphosphino)ferrocene]dichloropalladium (49 mg, 0.069 mmol) was dissolved in a degassed mixture of DMF and water 3/1.5 (4.5mL). The mixture was heated in microwave at 85°C for 40min. The mixture was poured into EtOAc and washed with water and brine. The organic layer was collected, dried over sodium sulfate and loaded onto silica gel. A flash column (5% MeOH in EtOAc) and reverse phase chromatography gave 7-(1-methyl-2-oxo-1,2-dihydropyridin-4-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one.

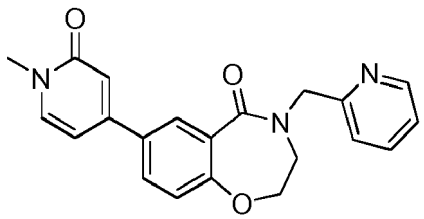
[0467] 7-(1-methyl-2-oxo-1,2-dihydropyridin-4-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (50mg, 0.185mmol) was dissolved in DMF (3 mL) and cooled down in a ice/water bath and treated with sodium hydride (60% dispersion) (17mg, 0.41mmol) portion wise. After 10 min a solution of 2-(chloromethyl)pyrimidine hydrochloride (37mg, 0.22mmol) in DMF (2mL) was added and the reaction mixture was warmed up to room temperature and quenched with 6mL of water after it was complete. The reaction mixture was extracted with EtOAc and water and the organic phase was dried, evaporated and purified by silica gel chromatography (95% DCM/MeOH) and then purified by reverse phase chromatography to afford 7-(1-methyl-2-oxo-1,2-dihydropyridin-4-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one.

[0468] MS found for C20H18N4O3 as $(M+H)^+$ 363.19. ^{1}H NMR (400MHz, *DMSO-d$_6$*) δ: 8.77 (d, *J*=5.2Hz, 2H), 7.99 (d, *J*=2.8Hz0, 1H), 7.83 (dd, J=2.4-8.4 Hz, 1H), 7.73 (d, *J*=7.2Hz, 1H), 7.40 (t, *J*=5.2Hz, 1H), 7.12 (d, *J*=8.8Hz, 1H), 6.60 (d, *J*=1.6Hz, 1H), 6.53 (dd, J=2.0-7.2 Hz, 1H), 4.97 (s, 2H), 4.54 (t, *J*=4.8Hz, 2H), 3.77 (t, *J*=4.4Hz, 2H), 3.42 (s, 3H).

Example 37

7-(1-methyl-2-oxo-1,2-dihydropyridin-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-12)

[0469]

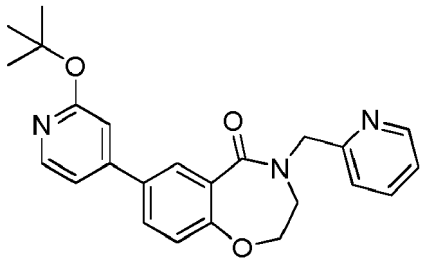


[0470] **Compound VI-12** was prepared according to Example 36 using 2-(chloromethyl)pyridine hydrochloride. MS found for C21H19N3O3 as $(M+H)^+$ 362.18. ^{1}H NMR (400MHz, *DMSO-d$_6$*): δ: 8.73 (s, 1H), 8.25 (s, 1H), 7.99 (s, 1H), 7.84-7.75 (m, 4H), 7.12 (d, *J*=8.0Hz, 1H), 6.60-6.53 (m, 2H), 5.02 (s, 2H), 4.44 (s, 2H), 3.79 (s, 2H), 3.41(s, 3H).

Example 38

7-(2-tert-butoxypyridin-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-4)

[0471]



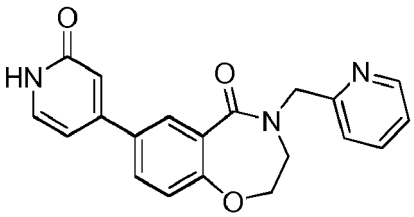
[0472] **Compound VI-4** was prepared according to Example 36 using 7-bromo-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one, 2-tert-butoxy-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)pyridine and 2-(chloromethyl)pyridine hydrochloride.

[0473] MS found for C24H25N3O3 as $(M+H)^+$ 404.18. ^{1}H NMR (400MHz, *DMSO-d$_6$*): δ: 8.52 (d, *J*=4.8Hz, 1H), 8.15 (d, *J*=5.2Hz, 1H), 8.03 (d, *J*=2.4Hz, 1H), 7.87 (dd, J=2.0-8.0 Hz, 1H), 7.79-7.75 (m, 1H), 7.35 (d, *J*=8.0Hz, 1H), 7.29 (dd, J=4.8-6.8 Hz, 1H), 7.21 (d, *J*=5.6Hz, 1H), 7.12 (d, *J*=8.4Hz, 1H), 6.91 (s, 1H), 4.85 (s, 2H), 4.39 (t, *J*=4.4Hz, 2H), 3.69 (t, *J*=4.8Hz, 2H), 1.54 (s, 9H).

Example 39

7-(2-oxo-1,2-dihydropyridin-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-3)

[0474]

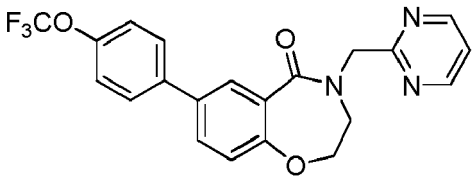


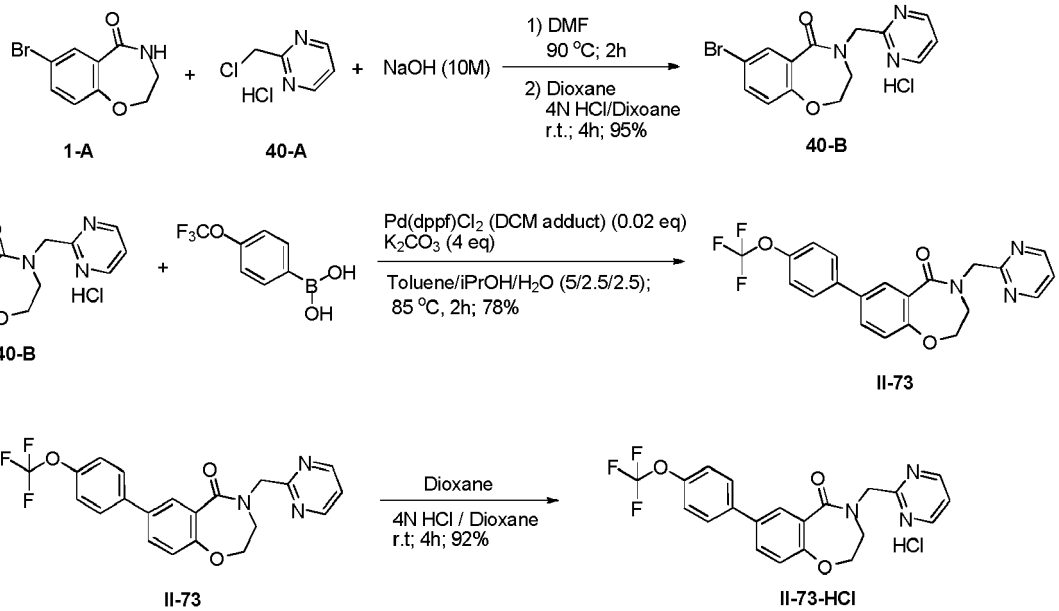
[0475] **Compound VI-3** was generated after the acidic hydrolysis of **Compound VI-4** with formic acid. MS found for C20H17N3O3 as $(M+H)^+$ 348.13 ^{1}H NMR (400MHz, *DMSO-d_6*): δ: 11.56 (s, 1H), 8.52 (d, *J*=4.8Hz, 1H), 7.98 (d, *J*=2.4Hz, 1H), 7.82-7.75 (m, 2H), 7.42 (d, *J*=6.8Hz, 1H), 7.35 (d, *J*=7.6Hz, 1H), 7.28 (dd, J=4.8-6.8 Hz, 1H), 7.11 (d, *J*=8.8Hz, 1H), 6.53 (s, 1H), 6.47 (dd, *J*=1.6-6.4 Hz, 1H), 4.85 (s, 2H), 4.39 (t, *J*=4.4Hz, 2H), 3.69 (t, *J*=4.4Hz, 2H).

Example 40

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-73)

[0476]





[0477] To a solution of **Compound 1-A** (20 g, 0.083 mol, 1 eq.) and **Compound 40-A** (25 g, 0.15 mol, 1.8 eq.) in DMF (150 mL), NaOH solution (20 mL, 10M, 5 eq.) was slowly added at room temperature (slightly exothermic) and stirred at r.t. for 10 min, followed by heating at 95 °C for 2h. After cooling the reaction mixture, ethyl acetate (200 mL) was added and the organic layer was separated. The organics was washed with water (20 mL), brine, dried over sodium sulphate and concentrated.

[0478] The residue was dissolved in 1,4-dioxane (50 mL) and to this 4N HCl in dioxane (50 mL) and conc. HCl (2mL) was added and stirred at room temperature for 4h, filtered the precipitate, washed with ethyl acetate and dried. **Compound 40-B** obtained (30 g) was a light yellow solid.

[0479] To the bromide (15 g, 0.04 mol, 1 eq), boronic acid (12.5 g, 0.06 mol, 1.5 eq) and potassium carbonate (22 g, 0.16 mol, 4 eq) in a round bottom flask, solvent (150 mL, toluene/isopropano/water : 2/1/1) was added and stirred under nitrogen for 10 min. To the above solution the palladium catalyst (1 g, 0.012 mol, 0.02 eq) was added and heated at 85 °C for 2h. The reaction mixture was diluted with ethyl acetate, separated the organic layer and filtered the organic layer through a plug of celite and silica gel and concentrated. Column purification on silica gel using ethyl acetate/hexane as eluent provided **Compound 11-73** (13 g).

[0480] To a solution of **Compound 11-73** (26 g) in 1,4-dioxane (25 mL), 4N HCl/dioxane (25 mL) was added followed by conc. HCl (2 mL) and stirred at room temperature for 4h. Solvent was distilled off, dichloromethane was added and distilled off and to the residue, ethyl acetate (150 mL) was added and stirred at room temperature overnight and filtered the precipitate, washed with ethyl acetate, hexane and dried under vacuum. **Compound II-73-HCl** obtained (24.8 g)

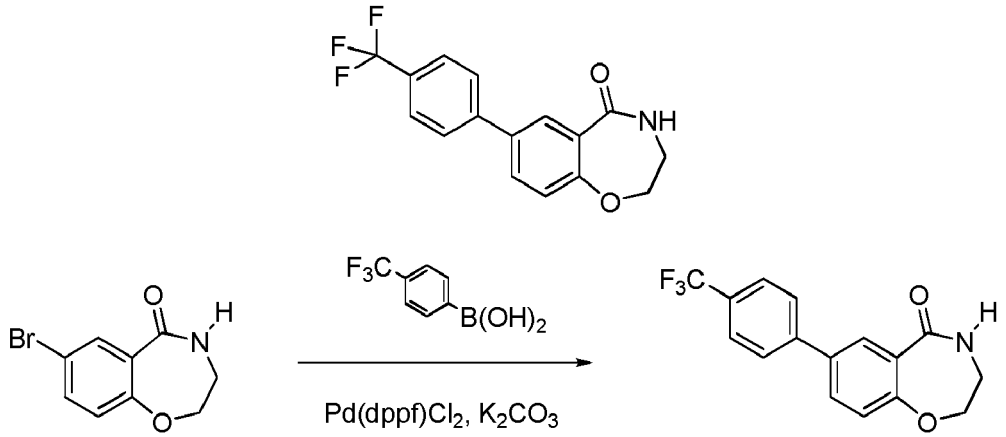
was a white solid.

[0481] ^{1}H-NMR ($CDCl_3$) δ 8.72 (d, 2H, *J* = 5.2 Hz), 8.17 (d, 1H, *J* = 2.4 Hz), 7.59-7.63 (m, 3H), 7.26 (d, 2H, *J* = 3.2 Hz), 7.22 (t, 1H, *J* = 4.8 Hz), 7.10 (d, 1H, *J* = 8.4 Hz), 5.10 (s, 2H), 4.56 (t, 2H, *J* = 5.0 Hz), 3.77 (t, 2H, *J* = 5.0 Hz); MS *m*/*z* 416.1 (M+H).

Example 41

7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound II-128)

[0482]



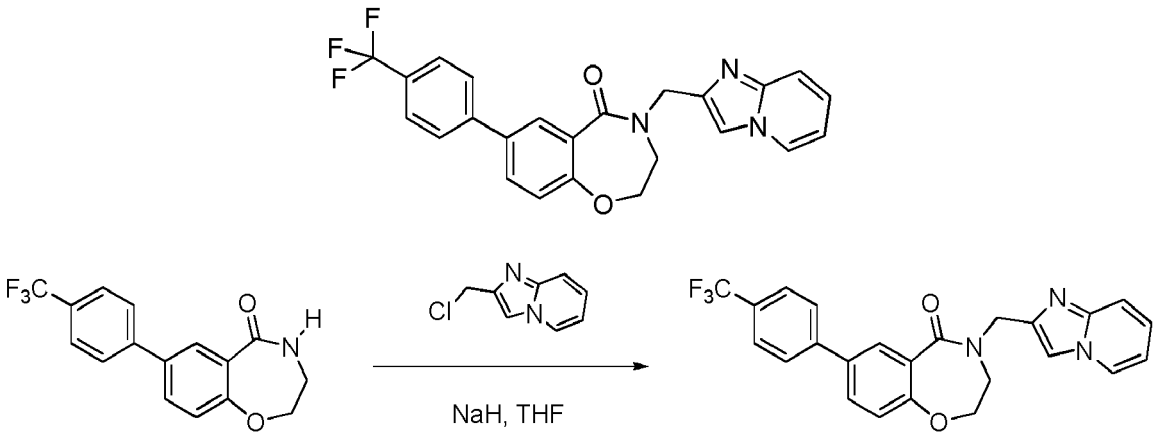
[0483] 7-Bromo-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (2.0 g), 4-trifluoromethoxyphenylboronic acid (2.2 g) and potassium carbonate (2.0 g) were combined in a mixture of toluene (20 mL), isopropanol (10 mL) and water (10 mL) and the resulting suspension was degassed with nitrogen. Palladium chloride dppf complex was added (0.42 g) and the reaction was heated overnight at 85 °C. After cooling aqueous layer was discarded and the organic layer was diluted 2-fold with ethyl acetate, dried over $MgS(O)_4$ and concentrated. Recrystallization was conducted by dissolving in a minimum necessary amount of dichloromethane and crushing with excess hexane, resulting in 7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one as a grey solid (1.43 g).

[0484] ^{1}H NMR: 8.42 (t, 1H); 8.12 (d, 1H); 7.86 - 7.76 (m, 5H); 7.13 (d, 1H); 4.38 (t, 2H); 3.37 (quartet, 2H).

Example 42

4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-129)

[0485]



[0486] 7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (50 mg) was dissolved in dry THF

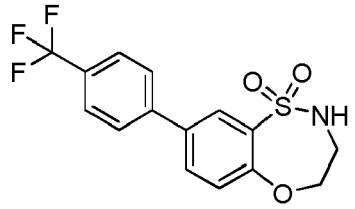
and the NaH suspension (6 mg, 60% in oil) was added, followed shortly by 2-(chloromethyl)imidazo[1,2-a]pyridine (29 mg) and stirred overnight at room temperature. Worked up with ethyl acetate and pH 7 buffer organic layer dried over $MgS(O)_4$ and concentrated. Purification was conducted on normal phase (CH_2Cl_2 / 10% EtOH in ethyl acetate gradient) followed by reverse-phase (ACN / H_2O, 0.1% TFA). Resulting glassy solid was dissolved in dioxane, diluted 10-fold with 0.1N HCl and lyophilized resulting in 4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one hydrochloride salt as a white solid (42.2 mg).

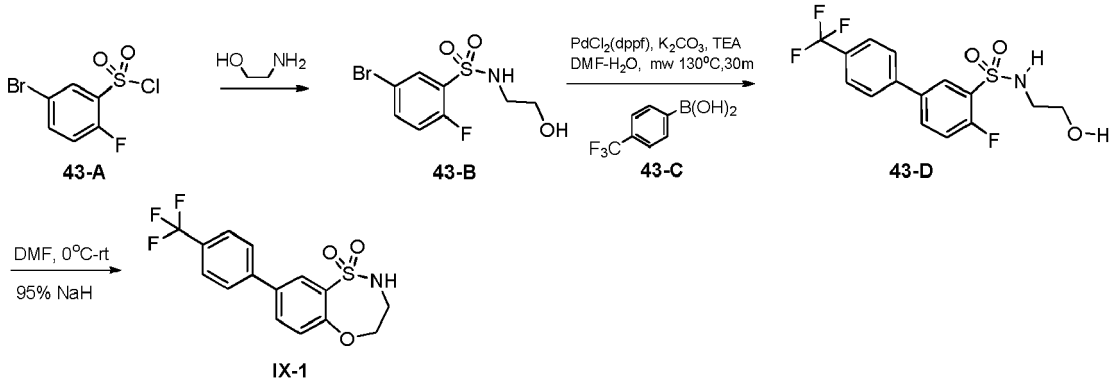
[0487] ^{1}H NMR: 7.95 (s, 1H); 7.53 (d, 2H); 7.36 (m, 2H); 7.31 (d, 2H); 7.20 (d, 1H); 5.30 (s, 2H); 2.16 (s, 3H); ^{19}F NMR: -58.36 (s); MS (ESI+): 391.0 (base peak, $M+H^+$); 803.2 ($2M+Na^+$).

Example 43

8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (Compound IX-1)

[0488]





[0489] To a cooled (0°C) solution of Compound 43-A (1.368 g, 5.0 mmol) in anhydrous THF (10 mL) was added dropwise 2-aminoethanol (1.833 g, 30.0 mmol) in THF (10 mL) with stir. After completion of addition, the reaction mixture was allowed to warm to room temperature overnight. The mixture was *concentrated in vaccuo,* taken up in EA-H_2O (100-50 mL), transferred to separation funnel, the aqueous layer was extracted with EA (50 mL x 3), combined organic phase was washed with 0.1 N HCl (100 mL x 2), dried, concentrated to give **Compound 43-B** (1.355 g). LCMS m/z 226.0 (M+H), 228.0 (M+H+2), anal HPLC > 98%. It was used directly in the next step without further purification.

[0490] To a solution of **Compound 43-B** (920 mg, 3.11 mmol) and 4-trifluoromethylphenylboronic acid **Compound 43-C** (886 mg, 4.66 mmol) in DMF (6 mL) was added K_2CO_3 (1.932 g, 13.98 mmol), triethylamine (1 mL) and H_2O (1 mL). The reaction mixture was stirred for 5 min under an atmosphere of dry N_2. $PdCl_2$(dppf) (68 mg, 0.09 mmol) was added and the resulting mixture was heated at 130°C for 30 min in a Biotage microwave. The reaction mixture was cooled, diluted with EtOAc (30 mL), filtered through a layer of celite, washed with 20% DMF in EtOAc (60 mL), combined filtrate concentrated in vaccuo. To the resulting slurry was added 1% MOH in CH_2Cl_2 (10 mL), filtered and the filtrate was subjected to Yamazen chromatography, eluting with a gradient of EtOAc in CH_2Cl_2 to afford the desired product **Compound 43-D** (823 mg, 2.26 mmol, 73%). LCMS m/z 364.1 (M+H), anal HPLC > 92% in purity.

[0491] To a cooled (0°C) solution of **Compound 43-D** (73 mg, 0.20 mmol) in anhydrous DMF (3 mL) was added 95% NaH (10 mg, 0.40 mmol) in 3 portions and the resulting mixture was allowed to warm to room temperature under an atmosphere of N_2 for 3 h. The reaction was quenched with solid NH_4Cl (159 mg, 3.0 mmol), then EtOAc-H_2O (30 mL and 10 mL) was added, transferred to a separation funnel. The aqueous layer was extracted with EtOAc (3 x 10 mL), combined organic phase dried ($MgS(O)_4$), concentrated. The crude mixture was subjected to Yamazen chromatography, eluting with a gradient of EtOAc in CH_2Cl_2 (0% to 25%) to afford **Compound IX-1** (34 mg, 0.10 mmol, 50%).

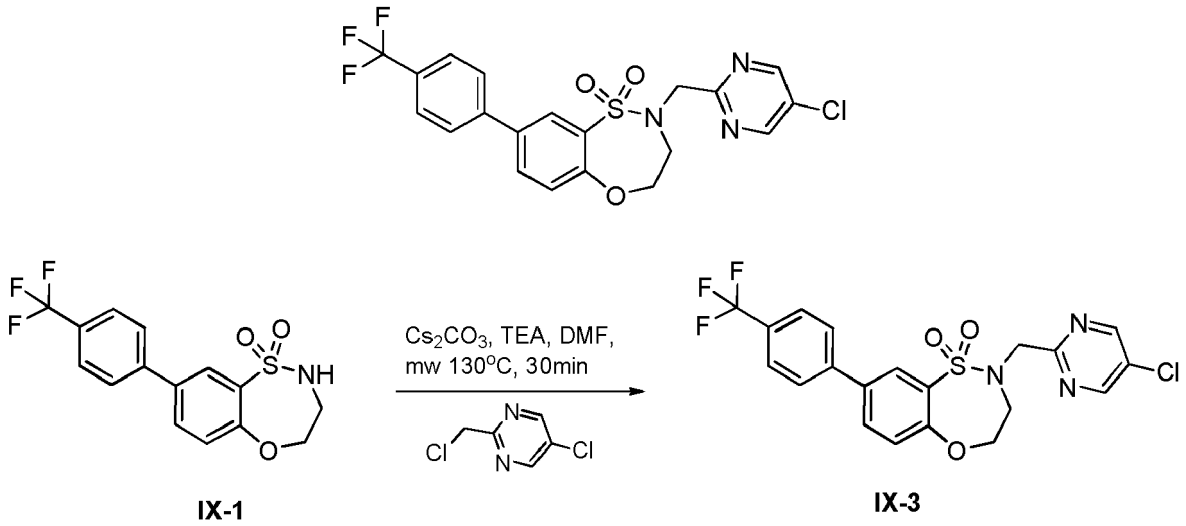
[0492] LCMS m/z 344.0 (M+H), anal HPLC > 96% in purity. ^{1}H NMR (400 MHz; DMSO-d6) δ 7.97 (d, J = 2.3 Hz, 1H);

7.93 (dd, *J* = 8.3, 2.4 Hz, 1H); 7.90 (s, 1H); 7.85 (m, 4H); 7.35 (d, *J* = 8.2 Hz, 1H); 4.14 (m, 2H); 3.47 (m, 2H). ^{19}F NMR (400 MHz; DMSO-d6) δ -61.50 (s, 3F).

Example 44

2-((5-chloropyrimidin-2-yl)methyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (Compound IX-3)

[0493]



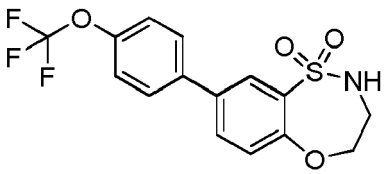
[0494] A mixture of chloromethyl-5-chloropyrimidine (82 mg, 0.50 mmol), **Compound IX-1** (17 mg, 0.05 mmol), K_2CO_3 (169 mg, 1.22 mmol), triethylamine (0.5 mL) anhydrous DMF (3 mL) in a Biotage microwave vial was capped and irradiated at 130 °C for 30 min in a Biotage microwave. The reaction was cooled, taken up in EtOAc (30 mL), filtered through a silica gel plug and concentrated. The crude mixture was subjected to Gilson preparative HPLC, eluting with a gradient of ACN in N_2O (5% to 95%) to afford **Compound IX-3** (19 mg, 0.04 mmol, 80%).

[0495] LCMS m/z 470.0 (M+H), 472.0 (M+H+2), anal HPLC > 98% in purity, ^{1}H NMR (400 MHz; acetone-d6) 8.77 (s, 2H); 8.04 (d, *J* = 2.3 Hz, 1H); 7.95 (m, 3H); 7.84 (d, *J* = 8.4 Hz, 2H); 7.37 (d, *J* = 8.4 Hz, 1H); 4.57 (s, 2H); 4.41 (m, 2H); 4.00 (m, 2H). ^{19}F NMR (400 MHz; acetone -d6) -63.62 (s, 3F).

Example 45

8-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (Compound IX-5)

[0496]

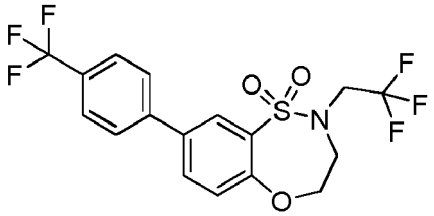


[0497] **Compound IX-5** was prepared according to Example 44 using the appropriate starting materials [m/z 360.1, M+H].

Example 46

2-(2,2,2-trifluoroeth-1-yl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (Compound IX-4)

[0498]

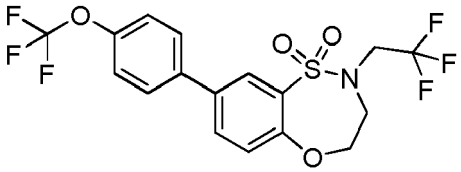


[0499] **Compound IX-4** was prepared according to Example 44 using the appropriate starting materials [*m*/*z* 426.1, M+H].

Example 47

2-(2,2,2-trifluoroeth-1-yl)-8-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (Compound IX-7)

[0500]

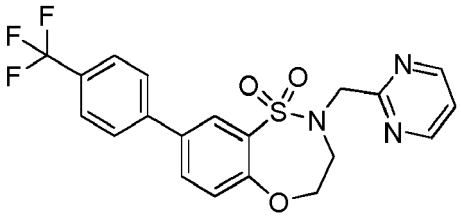


[0501] **Compound IX-7** was prepared according to Example 44 using the appropriate starting materials.

Example 48

2-((pyrimidin-2-yl)methyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (Compound IX-2)

[0502]

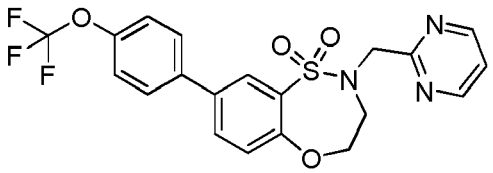


[0503] **Compound IX-2** was prepared according to Example 44 using the appropriate starting materials [*m*/*z* 436.1, M+H].

Example 49

2-((pyrimidin-2-yl)methyl)-8-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (Compound IX-6)

[0504]

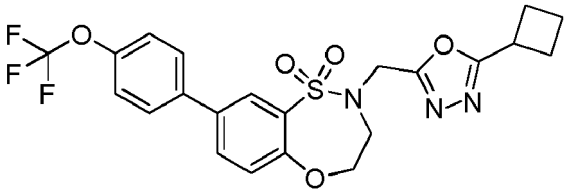


[0505] **Compound IX-6** was prepared according to Example 44 using the appropriate starting materials.

Example 50

2-((5-cyclobutyl-1,3,4-oxadiazol-2-yl)methyl)-8-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (Compound IX-8)

[0506]

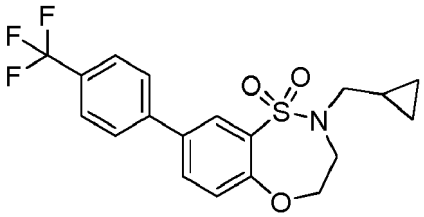


[0507] **Compound IX-8** was prepared according to Example 44 using the appropriate starting materials.

Example 51

2-(cyclopropylmethyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (Compound IX-9)

[0508]

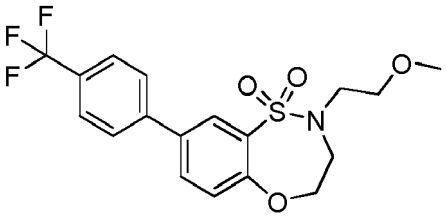


[0509] **Compound IX-9** was prepared according to Example 44 using the appropriate starting materials.

Example 52

2-(2-methoxyeth-1-yl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (Compound IX-10)

[0510]

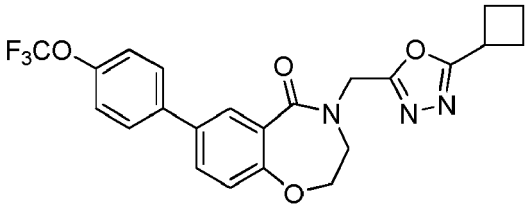


[0511] **Compound IX-10** was prepared according to Example 44 using the appropriate starting materials [*m*/*z* 402.1, M+H].

Example 53

4-((5-cyclobutyl-1,3,4-oxadiazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound **II-4)**

[0512]

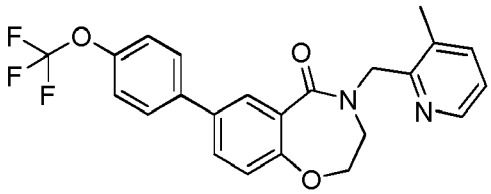


[0513] **Compound II-4** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.01 (d, 1H, *J*= 2.0 Hz), 7.78 (dd, 1H, *J*= 8.8, 2.4 Hz), 7.71 (d, 2H, *J*= 8.4 Hz), 7.35 (d, 2H, *J*= 8.0 Hz), 7.16 (d, 1H, *J*= 8.8 Hz), 5.07 (s, 2H), 4.49 (t, 2H, *J*= 5.0 Hz), 3.75-3.83 (m, 3H), 2.41-2.47 (m, 4H), 2.00-2.21 (m, 2H); MS *m*/*z* 460.1 (M+H).

Example 54

4-((3-methylpyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-75)

[0514]

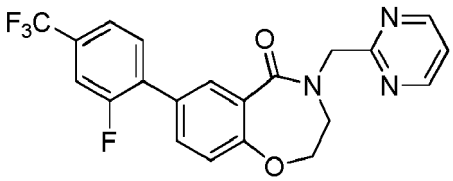


[0515] **Compound 11-75** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.35 (d, 1H, *J* = 4.8 Hz), 8.00 (d, 1H, *J* = 2.4 Hz), 7.70-7.77 (m, 3H), 7.66 (d, 1H, *J* = 7.6 Hz), 7.35 (d, 1H, *J* = 8.0 Hz), 7.26-7.29 (m, 2H), 7.13 (d, 1H, *J* = 8.0 Hz), 5.01 (s, 2H), 4.25 (t, 2H, *J* = 5.2 Hz), 3.68 (t, 2H, *J* = 5.2 Hz), 2.43 (s, 3H); MS *m*/*z* 429.1 (M+H).

Example 55

7-(2-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-105)

[0516]



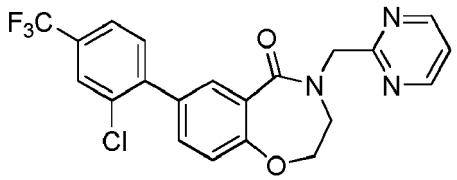
[0517] **Compound 11-105** was prepared according to the Examples disclosed herein using the appropriate starting

materials. ^{1}H-NMR (CD_3OD) δ 8.76 (d, 2H, *J* = 4.8 Hz), 8.02 (s, 1H), 7.71-7.75 (m, 2H), 7.54-7.59 (m, 2H), 7.38 (t, 1H, *J* = 4.8 Hz), 7.18 (d, 1H, *J* = 8.4 Hz), 5.07 (s, 2H), 4.62 (t, 2H, *J* = 4.8 Hz), 3.86 (t, 2H, *J* = 4.8 Hz); MS *m*/*z* 418.1 (M+H).

Example 56

7-(2-chloro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-110)

[0518]

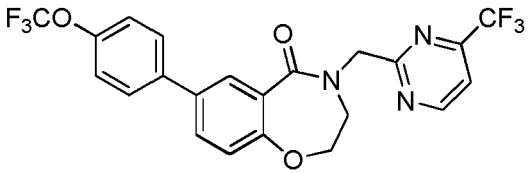


[0519] **Compound 11-110** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.76 (d, 2H, *J* = 4.8 Hz), 7.88 (d, 1H, *J* = 2.4 Hz), 7.82 (s, 1H), 7.69 (d, 1H, *J* = 7.6 Hz), 7.60-7.63 (m, 2H), 7.38 (t, 1H, *J* = 5.0 Hz), 7.17 (d, 1H, *J* = 8.0 Hz), 5.07 (s, 2H), 4.62 (t, 2H, *J* = 4.8 Hz), 3.86 (t, 2H, *J* = 4.8 Hz); MS *m*/*z* 434.0 (M+H).

Example 57

7-(4-(trifluoromethoxy)phenyl)-4-((4-(trifluoromethyl)pyrimidin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-113)

[0520]

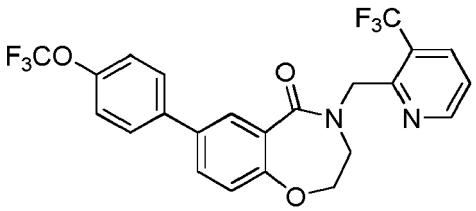


[0521] **Compound 11-113** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 9.08 (d, 1H, *J* = 5.2 Hz), 8.01 (d, 1H, *J* = 2.0 Hz), 7.76-7.79 (m, 2H), 7.71 (d, 2H, *J* = 9.2 Hz), 7.34 (d, 2H, *J* = 8.0 Hz), 7.17 (d, 1H, *J* = 8.4 Hz), 5.16 (s, 2H), 4.63 (t, 2H, *J*= 5.0 Hz), 3.88 (t, 2H, *J*= 4.8 Hz); MS *m*/*z* 484.1 (M+H).

Example 58

7-(4-(trifluoromethoxy)phenyl)-4-((3-(trifluoromethyl)pyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-126)

[0522]



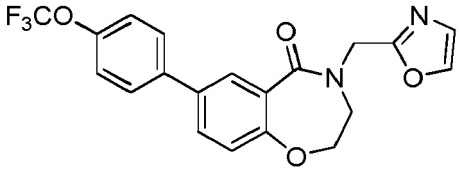
[0523] **Compound 11-126** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.74 (d, 1H, *J* = 5.2 Hz), 8.13 (d, 1H, *J* = 7.6 Hz), 8.01 (d, 1H, *J* = 6.4 Hz), 7.77 (dd, 1H,

J = 8.2, 2.2Hz), 7.71 (d, 2H, *J* = 8.4 Hz), 7.48 (dd, 1H, *J* = 7.4, 5.0 Hz), 7.34 (d, 2H, *J* = 8.4 Hz), 7.16 (d, 1H, *J* = 8.8 Hz), 5.18 (s, 2H), 4.57 (t, 2H, *J* = 4.8 Hz), 3.81 (t, 2H, *J* = 5.2 Hz); MS *m/z* 483.1 (M+H).

Example 59

4-(oxazol-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-127)

[0524]

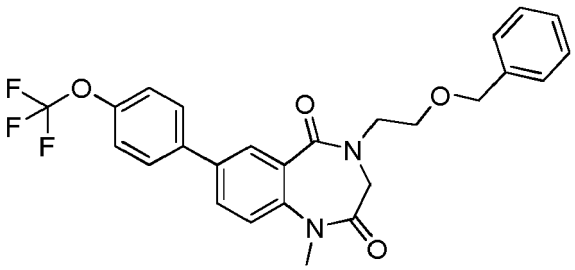


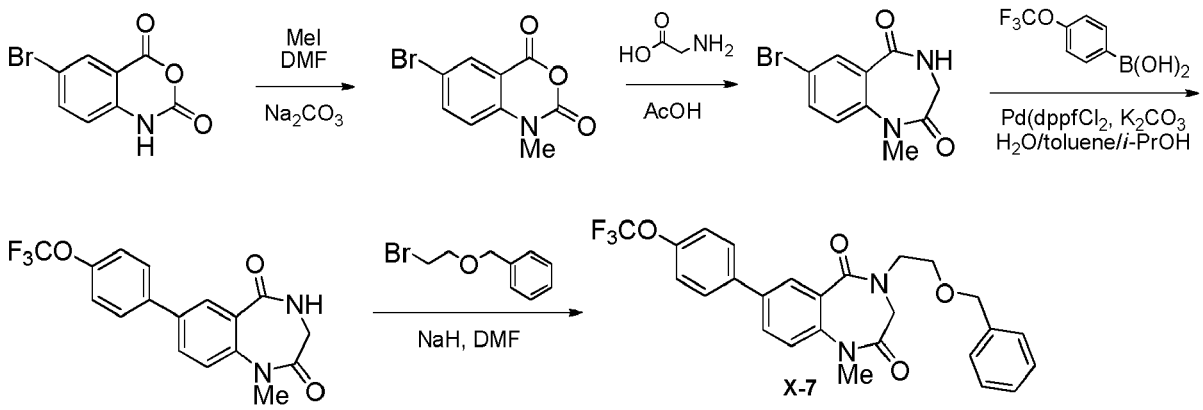
[0525] Compound 11-127 was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.00 (d, 1H, *J* = 2.4 Hz), 7.92 (s, 1H), 7.77 (dd, 1H, *J* = 8.6, 2.2 Hz), 7.72 (d, 2H, *J* = 8.4 Hz), 7.35 (d, 2H, *J* = 8.0 Hz), 7.14-7.17 (m, 2H), 4.99 (s, 2H), 4.44 (t, 2H, *J* = 5.0 Hz), 3.78 (t, 2H, *J* = 5.0 Hz); MS *m/z* 405.0 (M+H).

Example 60

4-(2-(benzyloxy)ethyl)-1-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (Compound X-7)

[0526]





[0527] 6-Bromo-1H-benzo[d][1,3]oxazine-2,4-dione (5.0 g, 20.66 mmol), iodomethane (1.94 mL, d = 2.28, 4.4 g, 31.0 mmol, 1.5 equiv.) and Na_2CO_3 (4.38 g, 41.3 mmol, 2 equiv.) were placed in a round bottomed flask. To the flask were added DMF (40 mL) at ambient temperature. The mixture was stirred overnight at room temperature and then filtered through a glass filter. Obtained filtrate was diluted with water to form precipitates. The precipitates were dissolved in EtOAc and the solution was dried over MgS(O)4. The solvent was removed under reduced pressure. At this point, since

the conversion was ~50%, K_2CO_3 (14.3 g, 103.3 mmol, 5 equiv.) and iodomethane (2.58 mL, d = 2.28, 41.3 mmol, 2.0 equiv.) were added to the solution of the crude material in DMF. The mixture was heated at 30°C so that the reaction can go to completion and then filtered through a glass filter. Obtained filtrate was diluted with water to form precipitates. Formed precipitates were filtered through a glass filter to give the desired product (6-bromo-1-methyl-1H-benzo[d][1,3]oxazine-2,4-dione). This was used for the subsequent step without further purification.

[0528] 6-Bromo-1-methyl-1H-benzo[d][1,3]oxazine-2,4-dione (5.29 g, 20.66 mmol) and glycine (1.7 g, 22.73 mmol, 1.1 equiv.) were dissolved in AcOH (100 mL) in a round bottomed flask. The mixture was heated under reflux conditions for 2 hours. The mixture was purified by automated silica-gel column chromatography using EtOAc/hexane gradient as the eluent. The purification give the desired product (7-bromo-1-methyl-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione, colorless powder, 446.7 mg).

[0529] 7-Bromo-1-methyl-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (446.7 mg, 1.661 mmol), 4-trifluoromethoxyboronic acid (445.0 mg, 2.159 mmol, 1.3 equiv.) Pd(dppf)Cl2·CH_2Cl_2 (120.0 mg, 0.166 mmol, 10 mol%) and K_2CO_3 (482.0 mg, 3.49 mmol, 2.1 equiv.) were dissolved in a mixed solvents, H_2O/toluene/i-PrOH (2.5 mL: 5 mL: 2.5 mL) in a 10 mL round bottomed flask under a nitrogen atmosphere. The mixture was heated at 60°C for 64 h. The mixture was purified by automated silica-gel column chromatography using EtOAc/hexane gradient as the eluent. The purification give the desired product (1-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione, 415.0 mg).

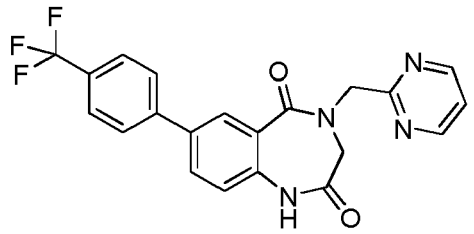
[0530] 1-Methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (50.0 mg, 0.143 mmol) and NaH (17 mg, 0.428 mmol, 3.0 equiv.) were placed in a 2-5 mL Smith process vial under a nitrogen atmosphere. To the vial was added DMF (5 mL) to observe hydrogen extlusion. And then ((2-bromoethoxy)methyl)benzene (45 μL, 0.285 mmol, d = 0.135, 2 equiv.) was added at room temperature. After stirring for 50 min, the reaction was quenched with AcOH. Resulting mixture was directly injected to a preparative HPLC to give the desired product (4-(2-(benzyloxy)ethyl)-1-methyl-7-(4-(trifluoromethoxy)-phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione, 42.7 mg) as a light yellow film.

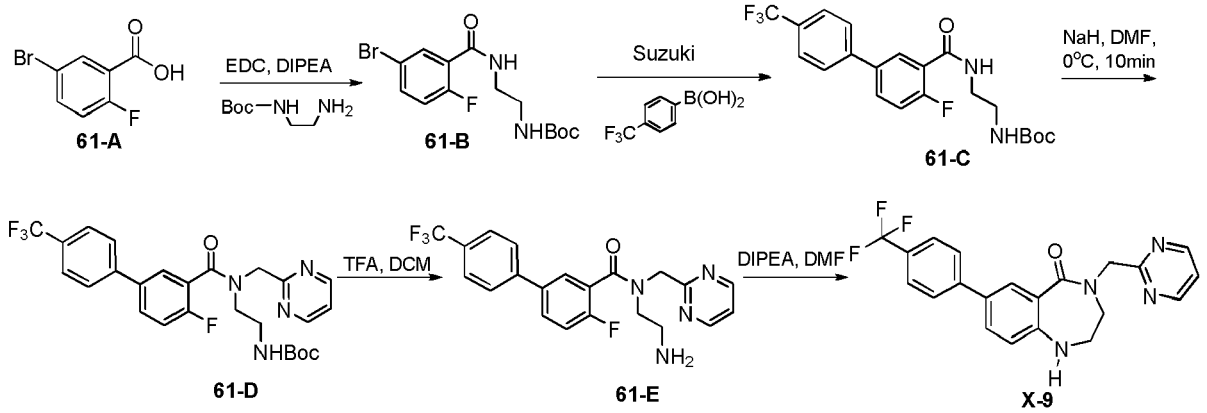
[0531] LCMS (EI: 70 eV) 503 (M^++Na), 486 (M^++1).

Example 61

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (Compound X-9)

[0532]





[0533] Procedure to **61-B** To a mixture of compound **61-A** (4.380 g, 20.0 mmol), N-Boc diamine (5.000 g, 31.2 mmol)

and EDC (5.600 g, 38.74 mmol) in anhydrous CH_2Cl_2 (80 mL) was added dropwise Hunig's base (10 mL, 56.16 mmol) with stir. After completion of addition, the reaction mixture was *concentrated in vaccuo,* taken up in EA-H_2O (200-100 mL), transferred to separation funnel, the aqueous layer was extracted with EA (100 mL x 3), combined organic phase was washed with 0.1 N HCl (100 mL x 2), dried, concentrated, column chromatographed using Yamazen, eluting with EaOAc/*n*-hexane to give compound **61-B** (6.386 g, 17.67 mmol, 88%). LCMS m/z 362.0 (M+H), anal HPLC > 90%. It was used directly in the next step without further purification.

[0534] Procedure to **Compound 61-C** Standard Suzuki coupling as described above, starting from compound **61-B** (658 mg, 1.8 mmol), a pale yellow solid **61-D** (610 mg, 1.4 mmol, 79%) was obtained using Yamazen chromatography eluting with EaOAc/*n*-hexane, LCMS m/z 327.1 (M-t-Butyl), 876.3 (2M+Na), it was used directly in the next step without further purification.

[0535] Procedure to **Compound 61-D** and **61-E** To a anhydrous DMF (30 mL) solution of compound C (213 mg, 0.500 mmol) and chloromethyl pyrimidine HCl salt (248 mg, 1.50 mmol) was added slowly 95% NaH (65 mg, 2.7 mmol) and stirred 5 min. Another portion of 95% NaH (55 mg, 2.3 mmol) was added, stirred for 5 min. The crude mixture was quenched by 30% aqueous NH_4Cl (40 mL), extracted with EtOAc (3 x 100 mL), combined organic phase was washed with saturated $NaHCO_3$ (100 mL), brine (100 mL), dried, concentrated *in vacuo.* Reverse-phase HPLC was used to obtain a yellow solid **61-D** (75 mg, 0.14 mmol, 29%). LCMS m/z 519.2 (M+H). It was used directly in the next step without further purification.

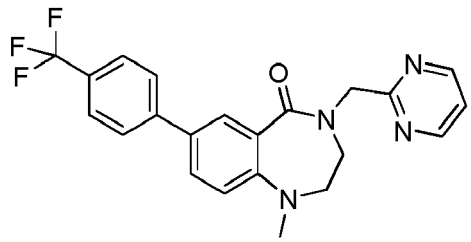
[0536] To a solution of compound **61-D** (70 mg, 0.13 mmol) in DCM (5.0 mL) was added TFA (2.0 mL) and stirred overnight. Then it was concentrated *in vacuo,* only one single peak in LCMS as compound **61-E,** m/z 419.1 (M+H), anal HPLC > 95 in purity.

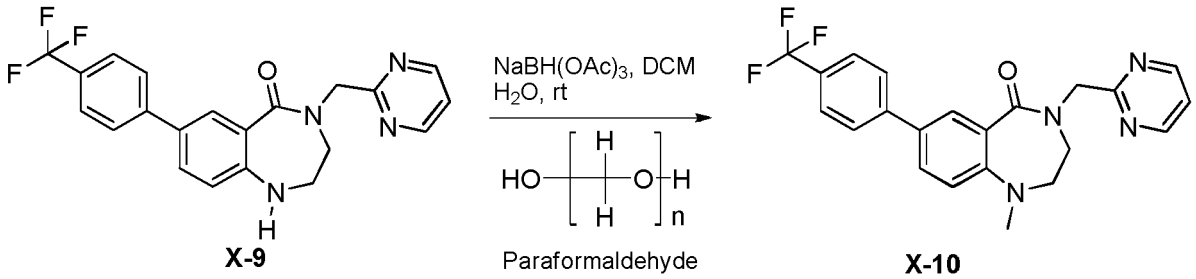
[0537] Procedure to compound **X-9** To a anhydrous DMF solution (15 mL) of the above compound **61-E** (54 mg, 0.13 mmol) was added Hunig's base (2 mL), capped in a Biotage microwave vial and subjected to microwave heating at 150°C for 40 min. The reaction mixture was filtered, *concentrated in vaccuo* and subjected to Gilson preparative HPLC, eluting with a gradient of ACN in H_2O (5% to 95%) to afford **X-9** (16 mg, 0.04 mmol, 31%). LCMS m/z 399.1 (M+H), anal HPLC > 98% in purity.

Example 62

1-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepin-5(2H)-one (Compound X-10)

[0538]



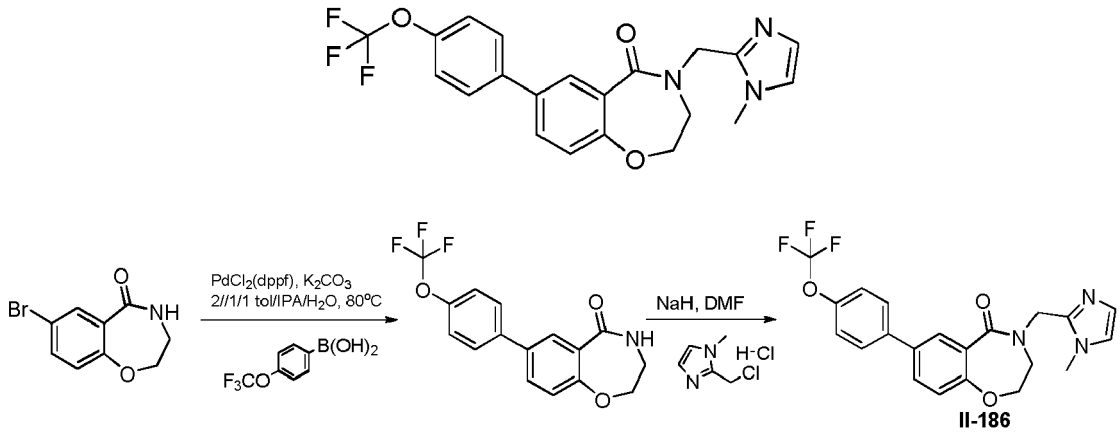


[0539] Procedure to compound **X-10** To a anhydrous DCM solution (3 mL) of the compound X-9 (14 mg, 0.035 mmol) was added paraformaldehyde (0.5 mL) and H_2O (1 mL), stirred for 5 min, THF (1 mL) was added to help solubility. After 5 min, borohydride (63 mg, 0.31 mmol) was added, stirred for 30 min until the starting material disappeared in LCMS. The crude mixture was quenched by 30% aqueous NH_4Cl (10 mL), extracted with EtOAc (3 x 30 mL), combined organic phase was washed with saturated $NaHCO_3$ (30 mL), brine (30 mL), dried, *concentrated in vaccuo.* Reverse-phase HPLC was used to obtain a yellow solid **X-10** (6 mg, 0.015 mmol, 42%). LCMS m/z 412.1 (M+H), anal HPLC > 98%.

Example 63

4-((1-methyl-1H-imidazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-186)

[0540]



[0541] **Compound 11-186** was prepared according to the Examples disclosed herein using the appropriate starting materials. The Suzuki coupling was performed under standard conditioned explained in the other procedures using $Pd(dppf)Cl_2$.

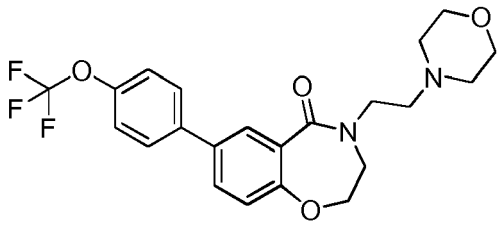
[0542] Alkylation of the amide was performed using sodium hydride following the standard procedure to provide the final products.

[0543] Mass $(M+H)^+$418.1. ^1H NMR (400 MHz; dmso-d_6) δ 7.93 (s, 1H); 7.75 (m, 3H); 7.58 (m, 2H); 7.42 (m, 2H); 4.86 (m, 2H); 4.18 (m, 2H); 3.75 (s, 3H); 3.65 (m, 2H). ^{19}F NMR (400 MHz; DMSO-d6) δ -57.26 (s, 3F).

Example 64

4-(2-morpholinoethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-188)

[0544]

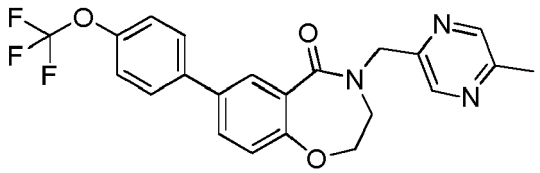


[0545] Compound 11-188 was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$437.1.

Example 65

4-((5-methylpyrazin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-172)

[0546]

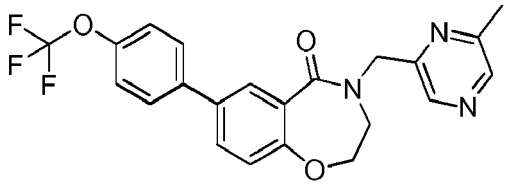


[0547] **Compound 11-172** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$430.1. ^{1}H NMR (400 MHz; DMSO-d6) δ 8.50 (m, 2H); 7.94 (s, 1H); 7.78 (m, 3H); 7.41 (d, J = 8.5 Hz, 2H); 7.13 (d, J = 8.1 Hz, 1H); 4.86 (s, 2H); 4.38 (m, 2H); 3.71 (m, 2H); 2.48 (s, 3H). ^{19}F NMR (400 MHz; DMSO-d6) δ -57.26 (s, 3F).

Example 66

4-((6-methylpyrazin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-175)

[0548]

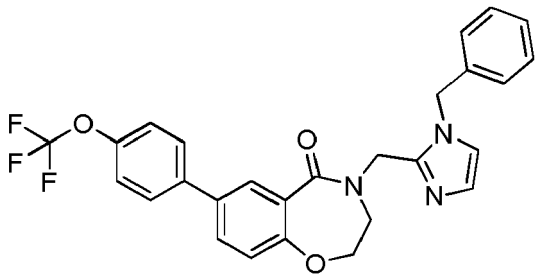


[0549] **Compound 11-175** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$430.1 ^{1}H NMR (400 MHz; CD_3OD) δ 8.48 (s, 1H); 8.41 (s, 1H); 7.97 (s, 1H); 7.73 (m, 3H); 7.32 (d, J = 8.6 Hz, 2H); 7.13 (d, J = 8.6 Hz, 1H); 4.95 (s, 2H); 4.46 (m, 2H); 3.80 (m, 2H); 3.30 (s, 3H). ^{19}F NMR (400 MHz; CD_3OD) δ -56.96 (s, 3F).

Example 67

4-((1-benzyl-1H-imidazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-187)

[0550]

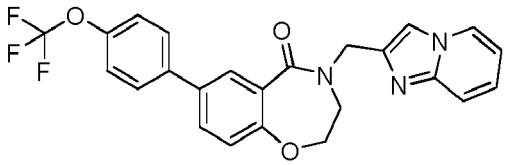


[0551] **Compound 11-187** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$494.1. ^{1}H NMR (400 MHz; dmso-d_6) δ 7.00 - 8.00 (m, 12H); 5.32 (s, 2H); 4.82 (s, 2H); 4.26 (m, 2H); 3.49 (m, 2H). ^{19}F NMR (400 MHz; DMSO-d6) δ -57.25 (s, 3F).

Example 68

4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-189)

[0552]

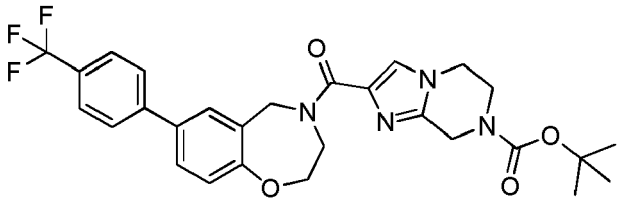


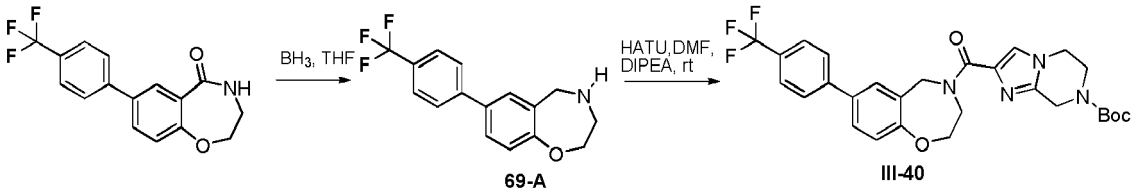
[0553] Compound 11-189 was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$454.1. ^{1}H NMR (400 MHz; dmso-d_6) δ 6.80 - 8.50 (m, 12H); 5.36 (s, 2H); 4.82 (m, 2H); 4.24 (m, 2H). ^{19}F NMR (400 MHz; DMSO-d6) δ -57.38 (s, 3F).

Example 69

tert-butyl 2-(7-(4-(trifluoromethyl)phenyl)-2,3,4,5-tetrahydrobenzo[f)[1,4]oxazepine-4-carbonyl)-5,6-dihydroimidazo[1,2-alpyrazine-7(8H)-carboxylate (Compound 111-40)

[0554]



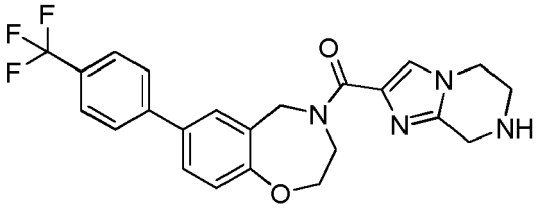


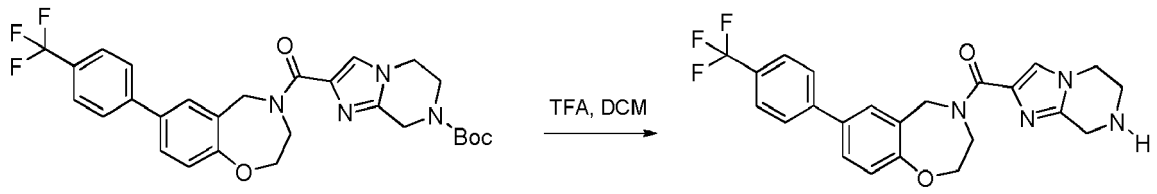
[0555] Decarboxylation of the amide was performed using 1M BH_3 in THF for 1-5 days following the standard procedure to provide amine **69-A.** This was followed by a standard HATU catalyzed condensation reaction to afford **Compound 111-40.** Mass $(M+H)^+$543.2.

Example 70

(5,6,7,8-tetrahydroimidazo[1,2-a]pyrazin-2-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f] [1,4]oxazepin-4(5H)-yl)methanone (Compound 111-42)

[0556]





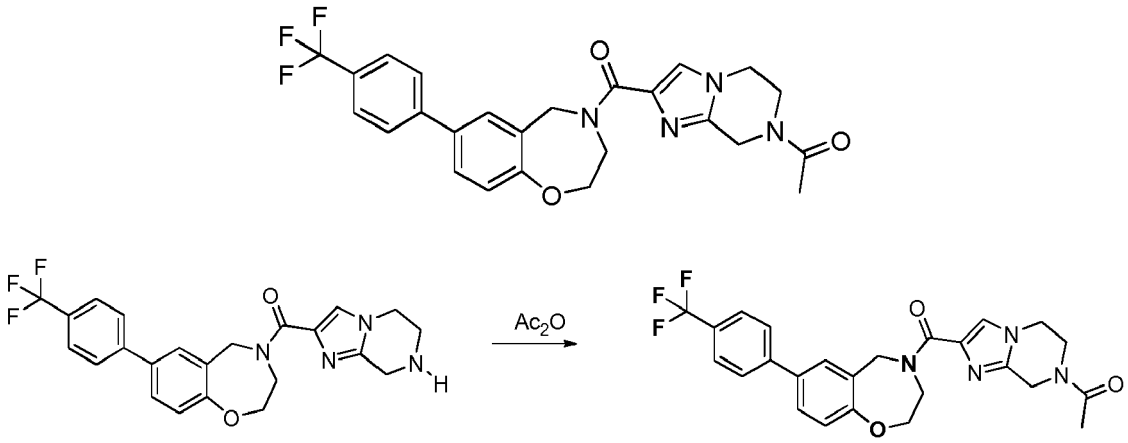
III-40 III-42

[0557] **Compound 111-40** was deprotected using TFA in dichloromethane in a standard procedure to give **Compound 111-42.** Mass $(M+H)^+$443.1.

Example 71

1-(2-(7-(4-(trifluoromethyl)phenyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepine-4-carbonyl)-5,6-dihydroimidazo[1,2-a]pyrazin-7(8H)-yl)ethanone (Compound 111-48)

[0558]



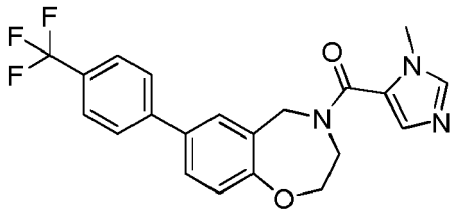
III-42 III-48

[0559] Standard acylation using acetic anhydride at room temperature of **Compound III-42** afforded **Compound 111-48.** Mass $(M+H)^+$485.1.

Example 72

(1-methyl-1H-imidazol-5-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f] [1,4]oxazepin-4(5H)-yl)methanone (Compound 111-32)

[0560]

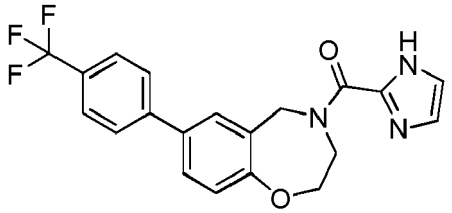


[0561] **Compound 111-32** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$402.1.

Example 73

(1H-imidazol-2-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (Compound 111-33)

[0562]

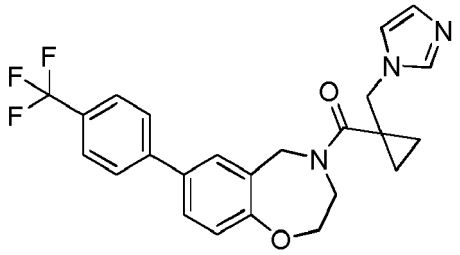


[0563] **Compound 111-33** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$388.1.

Example 74

(1-((1H-imidazol-1-yl)methyl)cyclopropyl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f] [1,4]oxazepin-4(5H)-yl)methanone (Compound 111-34)

[0564]

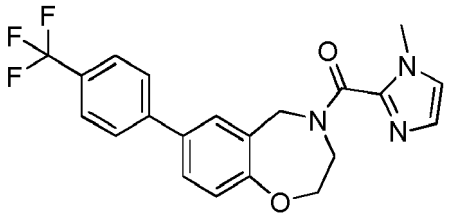


[0565] **Compound 111-34** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$442.1.

Example 75

(1-methyl-1H-imidazol-2-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f] [1,4]oxazepin-4(5H)-yl)methanone (Compound 111-37)

[0566]

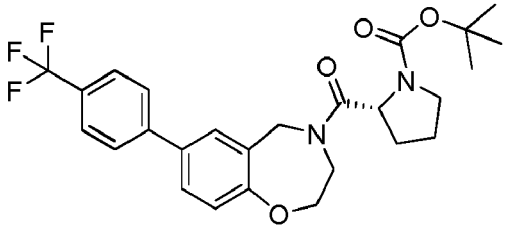


[0567] **Compound 111-37** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$ 402.1.

Example 76

(R)-tert-butyl 2-(7-(4-(trifluoromethyl)phenyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepine-4-carbonyl)pyrrolidine-1-carboxylate (Compound III-52)

[0568]

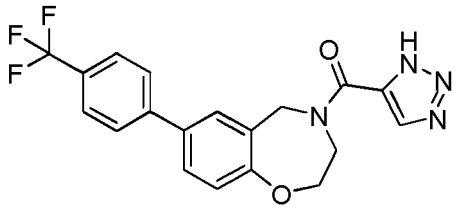


[0569] **Compound III-52** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$491.2.

Example 77

(1H-1,2,3-triazol-5-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (Compound 111-49)

[0570]

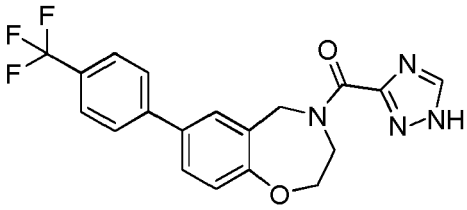


[0571] **Compound 111-49** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$389.1.

Example 78

(1H-1,2,4-triazol-3-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (Compound III-50)

[0572]

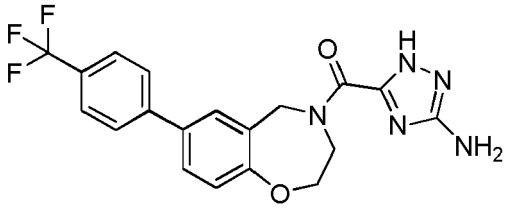


[0573] **Compound III-50** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$389.1.

Example 79

(3-amino-1H-1,2,4-triazol-5-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f] [1,4]oxazepin-4(5H)-yl)methanone (Compound III-51)

[0574]

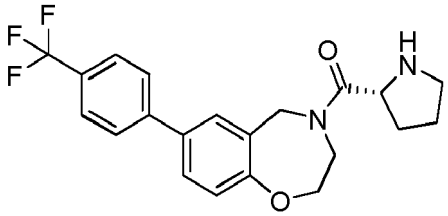


[0575] **Compound III-51** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$404.1.

Example 80

(R)-pyrrolidin-2-yl(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (Compound III-53)

[0576]

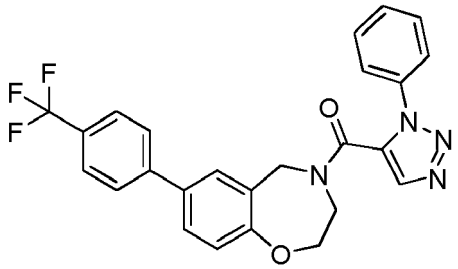


[0577] **Compound III-53** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$391.1.

Example 81

(1-phenyl-1H-1,2,3-triazol-5-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f] [1,4]oxazepin-4(5H)-yl)methanone (Compound III-54)

[0578]

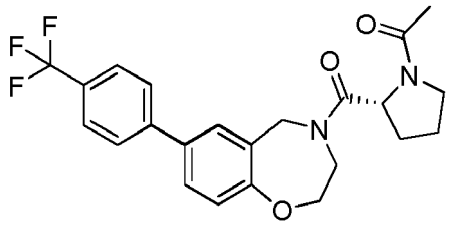


[0579] **Compound III-54** was prepared according to the Examples disclosed herein using the appropriate starting materials.

Example 82

(R)-1-(2-(7-(4-(trifluoromethyl)phenyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepine-4-carbonyl)pyrrolidin-1-yl)ethanone (Compound III-55)

[0580]

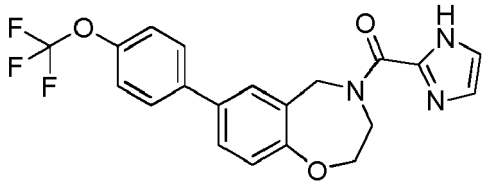


[0581] **Compound III-55** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$433.1.

Example 83

(1H-imidazol-2-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (Compound **III-56)**

[0582]

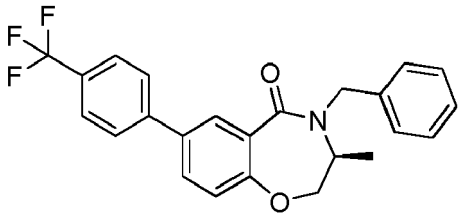


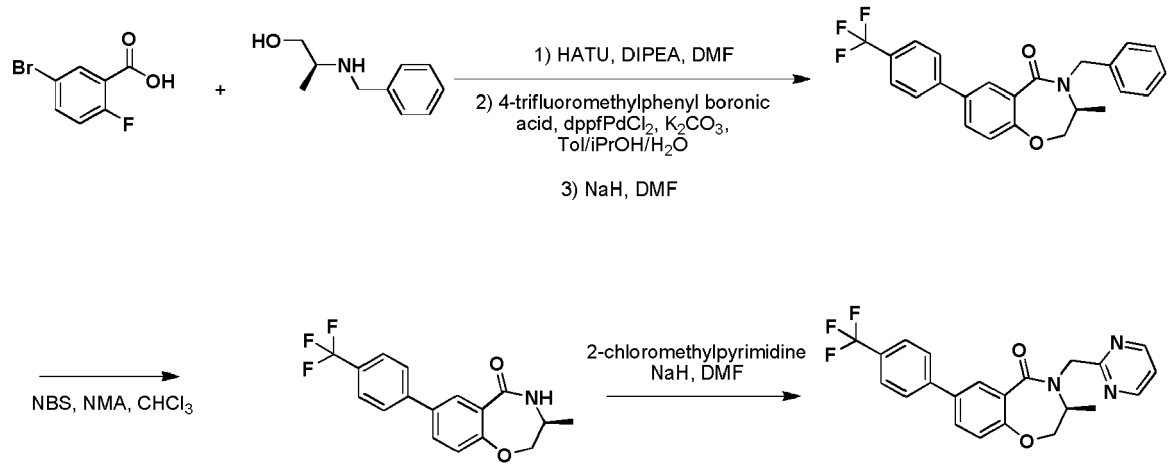
[0583] **Compound III-56** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$404.1.

Example 84

(S)-4-benzyl-3-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-132)

[0584]





[0585] A solution of 5-bromo-2-fluorobenzoic acid (1 mmol), benzyl (S)-valinol (1 mmol), HATU (1 mmol) and diisopropylethylamine (3 mmol) in DMF (3 mL) was stirred at room temperature for 30 minutes. The reaction mixture was poured into a 1:1 solution of 1M HCl and brine and extracted with ethyl acetate. The organic layer was washed with saturated sodium bicarbonate solution and brine, dried and concentrated. The resided was taken up in a mixture of toluene, isopropanol and water (1mL each) and added to a flask containing 4-trifluoromethylphenyl boronic acid (3 mmol), K_2CO_3 (3 mmol) and $dppfPdCl_2$ (40 mg) under nitrogen. The reaction mixture was stirred at 90°C for 1 h. The organic layer was separated and concentrated before being purified by flash chromatography (rf = 0.28 in 2:1 hexanes/ethyl acetate) to give a viscous oil. The product was dissolved in DMF (5 mL) and sodium hydride was added (5 mmol). The reaction mixture was stirred at room temperature for 40 minutes and was poured into a 1:1 solution of 1M HCl and brine and extracted with ethyl acetate. The organic layer was washed with saturated sodium bicarbonate solution and brine, dried and concentrated before being purified by flash chromatography (rf = 0.59 in 2:1 hexanes/ethyl acetate) to give (S)-**4-benzyl-3-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one** as an oil.

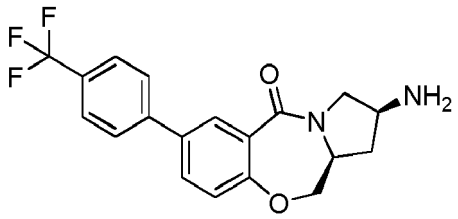
[0586] To a solution of the above product in chloroform was added NBS (2.5 equiv) and N-methylacetamide (10 mol%). The reaction was stirred for 18 hours at room temperature before being concentrated under vacuum. The residue was dissolved in ethyl acetate (10 mL) and 1M NaOH solution was added (10 mL). The mixture was stirred vigorously for 5 minutes and the organic layer was separated, washed with brine and concentrated. Flash chromatography (rf = 0.10 in 2:1 hexanes/ethyl acetate) gave the debenzylated product.

[0587] To a solution of the above product (20 mg) and 2-chloromethylpyrimidine HCl salt (30 mg) in DMF was added sodium hydride (40 mg) and the reaction was stirred for 1 h at room temperature. The reaction mixture was quenched with 1M HCl and purified by preparative HPLC to give (S)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one TFA salt as a white powder.

Example 85

(2S,11aS)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c] [1,4]oxazepin-5(1H)-one (Compound II-51)

[0588]

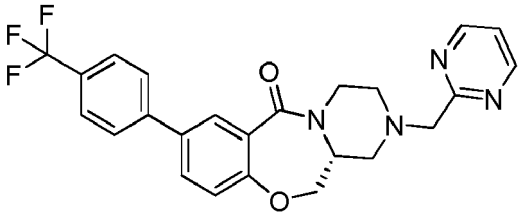


[0589] **Compound II-51** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{19}H_{17}F_3N_2O_2$ x TFA. 363.1 (M+1). ^{1}H NMR (DMSO) δ 8.34 (d, J = 2.8 Hz, 1H), 8.20 (br, 3H), 7.85 (m, 5H), 7.16 (d, J = 8.4 Hz, 1H), 4.61 (d, J = 12.0 Hz, 1H), 4.16 (m, 2H), 3.96 (m, 1H), 3.83 (br, 1H), 3.58 (m, 1H), 2.54 (m, 1H), 1.80 (m, 1H). ^{19}F NMR (DMSO) δ -61.4 (s, 3F).

Example 86

(R)-2-(pyrimidin-2-ylmethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (Compound II-8)

[0590]

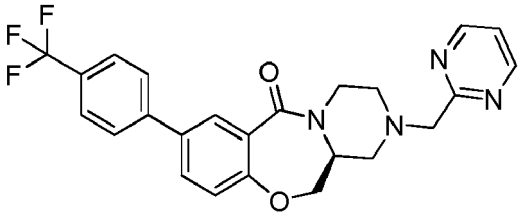


[0591] **Compound II-8** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{24}H_{21}F_3N_4O_2$ x 2-TFA. 455.1 (M+1).

Example 87

(S)-2-(pyrimidin-2-ylmethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (Compound II-9)

[0592]

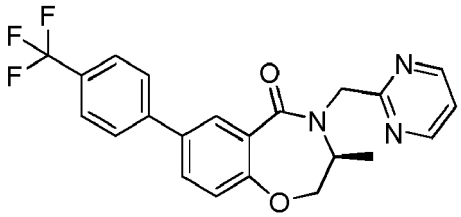


[0593] **Compound II-9** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{24}H_{21}F_3N_4O_2$ x 2-TFA. 455.1 (M+1).

Example 88

(S)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-12)

[0594]

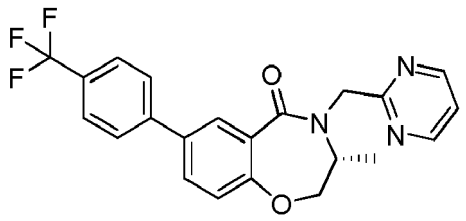


[0595] **Compound 11-12** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{22}H_{18}F_3N_3O_2$x TFA. 414.1 (M+1). ^{1}H NMR (DMSO) δ 8.77 (d, J = 5.2 Hz, 2H), 8.38 (d, J = 2.4 Hz, 1H), 7.85 (m, 5H), 7.40 (t, J = 5.0 Hz, 1H), 7.20 (d, J = 8.4 Hz, 1H), 5.10 (J = 17.0 Hz, 1H), 4.79 (d, J = 17.0 Hz, 1H), 4.60 (m, 2H), 4.05 (m, 1H). 1.22 (d, J = 6.8 Hz, 3H). ^{19}F NMR (DMSO) δ -61.37 (s, 3F).

Example 89

(R)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-13)

[0596]

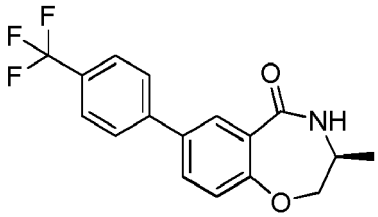


[0597] **Compound 11-13** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{22}H_{18}F_3N_3O_2$x TFA. 414.1 (M+1). ^{1}H NMR (DMSO) δ 8.77 (d, J = 5.2 Hz, 2H), 8.38 (d, J = 2.4 Hz, 1H), 7.85 (m, 5H), 7.40 (t, J = 5.0 Hz, 1H), 7.20 (d, J = 8.4 Hz, 1H), 5.10 (J = 17.0 Hz, 1H), 4.79 (d, J = 17.0 Hz, 1H), 4.60 (m, 2H), 4.05 (m, 1H). 1.22 (d, J = 6.8 Hz, 3H). ^{19}F NMR (DMSO) δ -61.37 (s, 3F).

Example 90

(S)-3-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-18)

[0598]

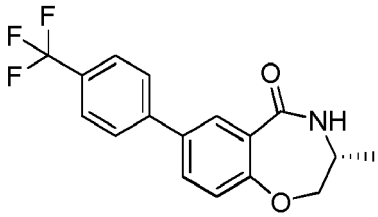


[0599] **Compound 11-18** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{17}H_{14}F_3NO_2$. 322.1 (M+1). ^{1}H NMR (DMSO) δ 8.41 (d, J = 4.4 Hz, 1H), 8.20 (d, J = 1.6 Hz, 1H), 7.85 (m, 5H), 7.16 (d, J = 8.4 Hz, 1H), 4.22 (m, 2 H), 3.68 (br, 1H), 1.15 (d, J = 6.4 Hz, 3H).

Example 91

(R)-3-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-19)

[0600]

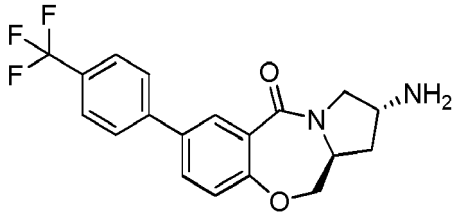


[0601] **Compound 11-19** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{17}H_{14}F_3NO_2$. 322.1 (M+1). ^{1}H NMR (DMSO) δ 8.41 (d, J = 4.4 Hz, 1H), 8.20 (d, J = 1.6 Hz, 1H), 7.85 (m, 5H), 7.16 (d, J = 8.4 Hz, 1H), 4.22 (m, 2 H), 3.68 (br, 1H), 1.15 (d, J = 6.4 Hz, 3H).

Example 92

(2R,11aS)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (Compound 11-21)

[0602]

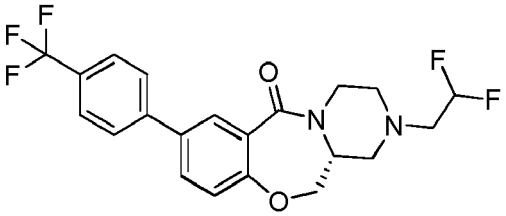


[0603] **Compound 11-21** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{19}H_{17}F_3N_2O_2$ x TFA. 363.1 (M+1).

Example 93

(R)-2-(2,2-difluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (Compound 11-22)

[0604]

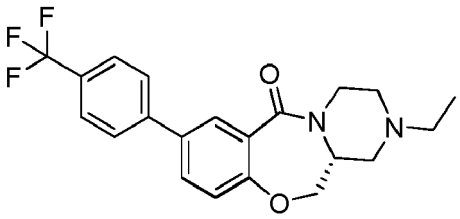


[0605] **Compound 11-22** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{21}H_{19}F_5N_2O_2$x TFA. 427.1 (M+1). ^{1}H NMR (DMSO) δ 8.22 (d, J = 2.4 Hz, 1H), 7.84 (m, 5H), 7.18 (d, J = 8.4 Hz, 1H), 6.22 (tm, J = 55.6 Hz, 1H), 4.53 (m, 1H), 4.27 (m, 1H), 3.97 (br, 2H), 3.62 (m, 1H), 2.90-2.60 (m, 6H). ^{19}F NMR (DMSO) δ -61.4 (s, 3F), - 119.4 (dt, 55.6, 16.2 Hz, 2F).

Example 94

(R)-2-ethyl-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c] [1,4]oxazepin-6(2H)-one (Compound 11-23)

[0606]

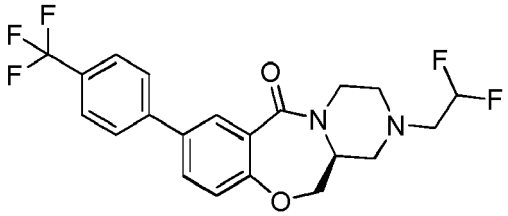


[0607] **Compound 11-23** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{21}H_{21}F_3N_2O_2$ x TFA. 391.1 (M+1).

Example 95

(S)-2-(2,2-difluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (Compound 11-24)

[0608]

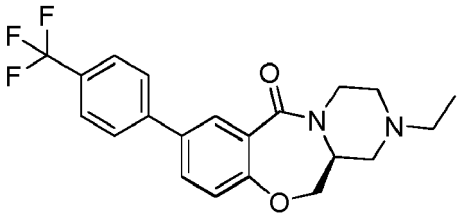


[0609] **Compound 11-24** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{21}H_{19}FsN_2O_2$ x TFA. 427.1 (M+1). ^{1}H NMR (DMSO) δ 8.22 (d, J = 2.4 Hz, 1H), 7.84 (m, 5H), 7.18 (d, J = 8.4 Hz, 1H), 6.22 (tm, J = 55.6 Hz, 1H), 4.53 (m, 1H), 4.27 (m, 1H), 3.97 (br, 2H), 3.62 (m, 1H), 2.90-2.60 (m, 6H). ^{19}F NMR (DMSO) δ -61.4 (s, 3F), - 119.4 (dt, 55.6, 16.2 Hz, 2F).

Example 96

(S)-2-ethyl-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c] [1,4]oxazepin-6(2H)-one (Compound 11-25)

[0610]

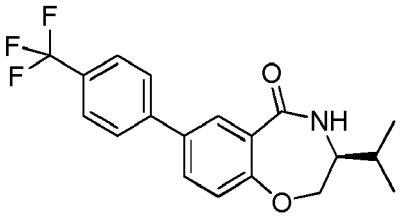


[0611] **Compound 11-25** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{21}H_{21}F_3N_2O_2$ x TFA. 391.1 (M+1).

Example 97

(S)-3-isopropyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-77)

[0612]

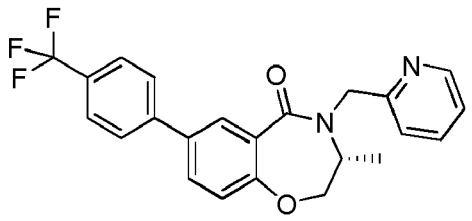


[0613] **Compound 11-77** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{19}H_{18}F_3NO_2$. 350.1 (M+1).

Example 98

(R)-3-methyl-4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-80)

[0614]

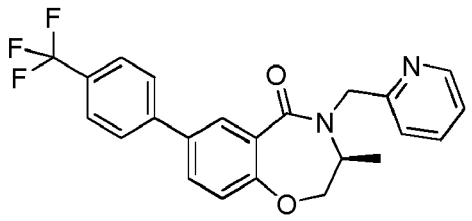


[0615] **Compound 11-80** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{23}H_{19}F_3N_2O_2$ x TFA. 413.1 (M+1).

Example 99

(S)-3-methyl-4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-81)

[0616]

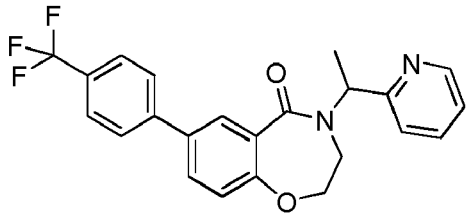


[0617] **Compound 11-81** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{23}H_{19}F_3N_2O_2$ x TFA. 413.1 (M+1).

Example 100

4-(1-(pyridin-2-yl)ethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-82)

[0618]

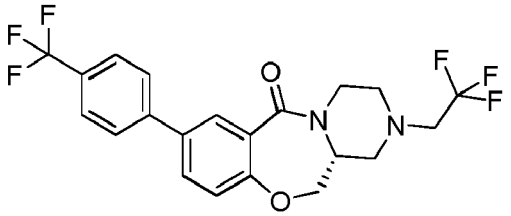


[0619] **Compound 11-82** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{22}H_{18}F_3N_3O_2$x TFA. 414.1 (M+1)

Example 101

(R)-2-(2,2,2-trifluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (Compound 11-83)

[0620]

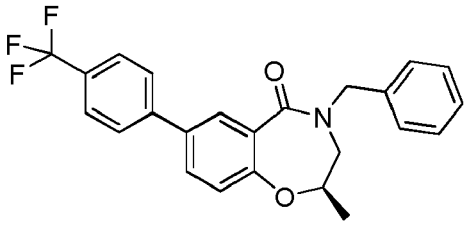


[0621] **Compound 11-83** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{21}H_{18}F_6N_2O_2$ x TFA. 445.1 (M+1)

Example 102

(R)-4-benzyl-2-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-85)

[0622]

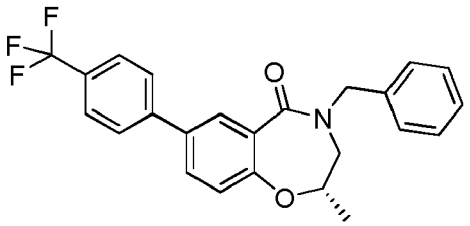


[0623] **Compound 11-85** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{24}H_{20}F_3NO_2$. 412.1 (M+1).

Example 103

(S)-4-benzyl-2-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-86)

[0624]

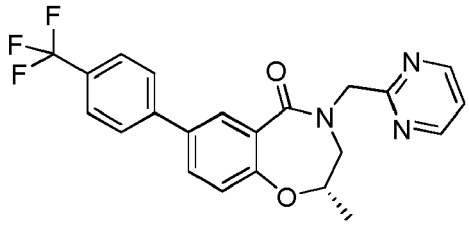


[0625] **Compound 11-86** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{24}H_{20}F_3NO_2$. 412.1 (M+1).

Example 104

(S)-2-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-101)

[0626]

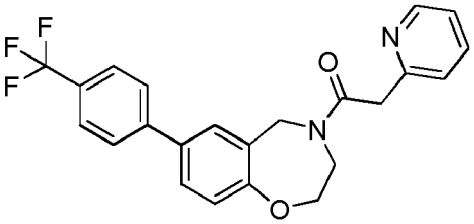


[0627] **Compound 11-101** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{22}H_{18}F_3N_3O_2$. 414.1 (M+1)

Example 105

2-(pyridin-2-yl)-1-(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethanone (Compound 111-29)

[0628]

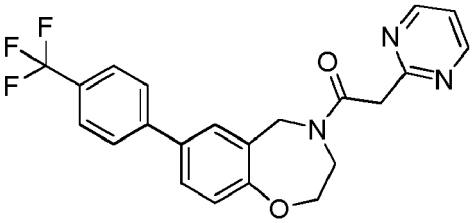


[0629] **Compound 111-29** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{23}H_{19}F_3N_2O_2$. 413.1 (M+1).

Example 106

2-(pyrimidin-2-yl)-1-(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethanone (Compound 111-30)

[0630]

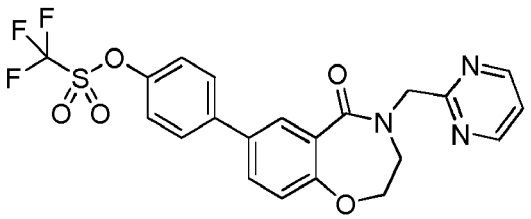


[0631] **Compound 111-30** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{22}H_{18}F_3N_3O_2$. 414.1 (M+1).

Example 107

4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)phenyl trifluoromethanesulfonate (Compound 11-171)

[0632]

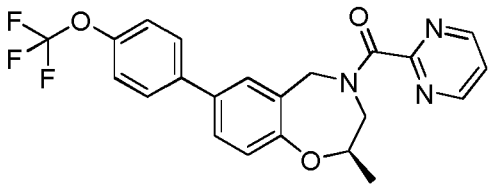


[0633] **Compound 11-171** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{21}H_{16}F_3N_3O_5S$. 480.1 (M+1).

Example 108

(R)-(2-methyl-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)(pyrimidin-2-yl)methanone (Compound 111-38)

[0634]

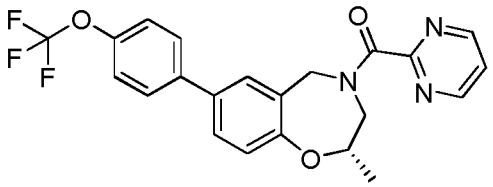


[0635] **Compound 111-38** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{22}H_{18}F_3N_3O_3$. 430.1 (M+1).

Example 109

(S)-(2-methyl-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)(pyrimidin-2-yl)methanone (Compound 111-39)

[0636]

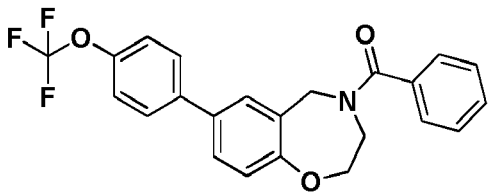


[0637] **Compound 111-39** was prepared according to the Examples disclosed herein using the appropriate starting materials. $C_{22}H_{18}F_3N_3O_3$. 430.1 (M+1).

Example 110

Phenyl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (Compound III-4)

[0638]

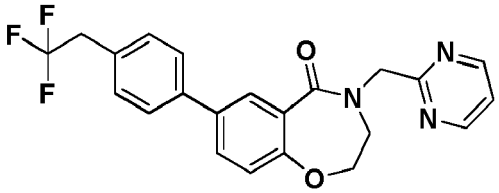


[0639] **Compound III-4** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{23}H_{18}F_3NO_3$ as $(M+H)^+$ 414.1.

Example 111

4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-150)

[0640]

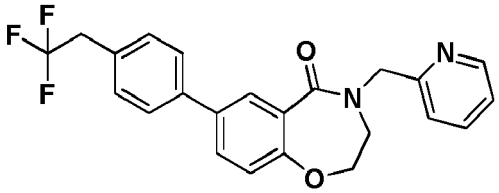


[0641] **Compound 11-150** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{23}H_{18}F_3NO_3$ as $(M+H)^+$ 414.2.

Example 112

4-(pyridin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-151)

[0642]

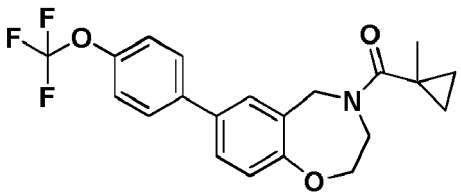


[0643] **Compound 11-151** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{23}H_{19}F_3N_2O_2$ as $(M+H)^+$ 413.2 ^{1}H NMR (400MHz, *dmso-d_6):* δ: 8.54 (d, *J=5.6* Hz, 1H), 7.96 (d, *J*=2.4 Hz, 1H), 7.80-7.76 (m, 2H); 7.67 (d, *J* = 8.0 Hz, 1H), 7.42-7.28 (m, 4H); 7.14 *(d, J*= 8.4 Hz, 1H); 4.86 (s, 2H), 4.38-4.36 (m, 2H), 3.72-3.64 (m, 4H).

Example 113

(1-methylcyclopropyl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4] oxazepin-4(5H)-yl)methanone (Compound 111-10)

[0644]

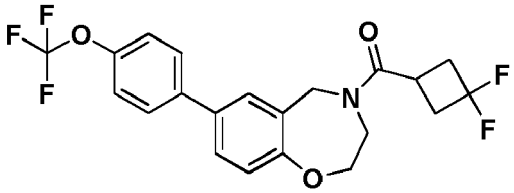


[0645] **Compound 111-10** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{21}H_{20}F_3NO_3$ as $(M+H)^+$ 392.0.

Example 114

(3,3-difluorocyclobutyl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4] oxazepin-4(5H)-yl)methanone (Compound III-11)

[0646]

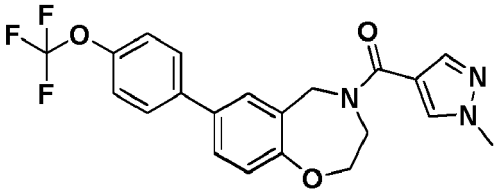


[0647] **Compound III-11** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{21}H_{18}F_5NO_3$ as $(M+H)^+$ 428.1.

Example 115

(1-methyl-1H-pyrazol-4-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4] oxazepin-4(5H)-yl)methanone (Compound 111-12)

[0648]

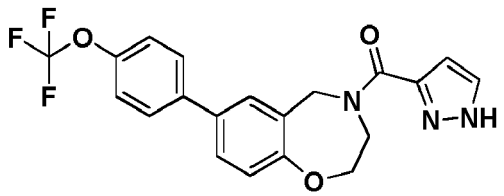


[0649] **Compound 111-12** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{21}H_{18}F_3N_3O_3$ as $(M+H)^+$ 418.1. ^1H NMR (400MHz, *dmso-d_6):* δ: 8.03 (s, 1H), 7.73-7.41 (m, 7H); 7.03 (d, *J*= 8.0 Hz, 1H), 4.82 (s, 2H), 4.26 (m, 2H); 4.00 (m, 2H); 383 (s, 3H).

Example 116

(1H-pyrazol-3-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4] oxazepin-4(5H)-yl)methanone (Compound 111-15)

[0650]

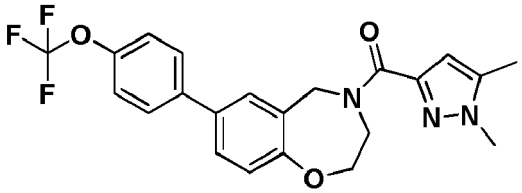


[0651] **Compound 111-15** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{20}H_{16}F_3N_3O_3$ as $(M+H)^+$ 404.1.

Example 117

(1,5-dimethyl-1H-pyrazol-3-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f] [1,4]oxazepin-4(5H)-yl)methanone (Compound III-58)

[0652]

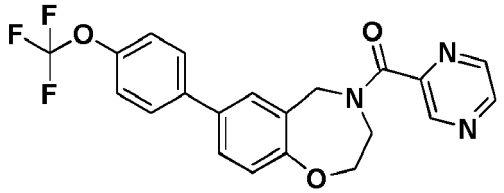


[0653] **Compound III-58** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{22}H_{20}F_3N_3O_3$ as $(M+H)^+$ 432.1

Example 118

Pyrazin-2-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (Compound 111-23)

[0654]

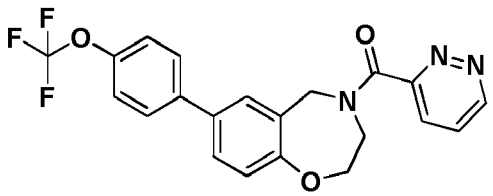


[0655] **Compound 111-23** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{21}H_{16}F_3N_3O_3$ as $(M+H)^+$ 416.1.

Example 119

Pyridazin-3-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (Compound 111-24)

[0656]

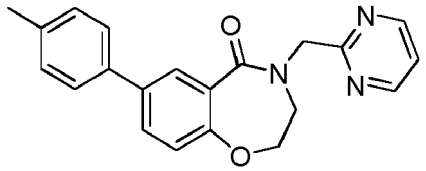


[0657] **Compound 111-24** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{16}H_{14}F_3NO_2$ as $(M+H)^+$ 310.1.MS found for $C_{21}H_{16}F_3N_3O_3$ as $(M+H)^+$ 416.1.

Example 120

4-(pyrimidin-2-ylmethyl)-7-p-tolyl-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound II-87)

[0658]

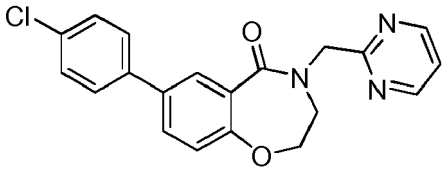


[0659] **Compound 11-87** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{21}H_{19}N_3O_2$ as $(M+H)^+$ 346.1 ^{1}H NMR (400MHz, *dmso-d$_6$):* δ: 8.77 (d, *J*=5.2Hz, 2H), 7.90 (d, *J*=2.4Hz, 1H), 7.75 (dd, J=2.4, 8.8 Hz, 1H), 7.52 (d, J=8.8Hz, 2H), 7.40 (t, *J*=5.2Hz, 1H), 7.25 (d, *J*=8.0Hz, 2H), 7.42 (d, *J*=8.4Hz, 1H), 4.96 (s, 2H), 4.49-4.47 (m, 2H), 3.75-3.73 (m, 2H), 2.31 (s, 3H).

Example 121

7-(4-chlorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-88)

[0660]

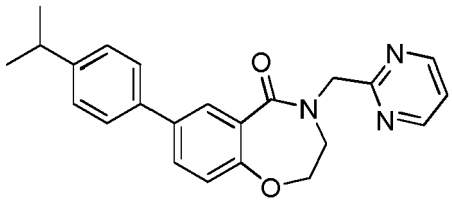


[0661] **Compound 11-88** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{20}H_{16}N_3O_2Cl$ as $(M+H)^+$ 366.1 ^{1}H NMR (400MHz, *dmso-d$_6$):* δ: 8.77 (d, *J*=5.2Hz, 2H), 7.94 (d, *J*=2.4Hz, 1H), 7.79 (dd, J=2.4, 8.8 Hz, 1H), 7.67 (d, *J*=8.8Hz, 2H), 7.49 (d, *J*=8.0Hz, 2H), 7.40 (t, *J*=5.2Hz, 1H), 7.13 (d, *J*=8.4Hz, 1H), 4.97 (s, 2H), 4.51-4.49 (m, 2H), 3.77-3.74 (m, 2H).

Example 122

7-(4-isopropylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-89)

[0662]

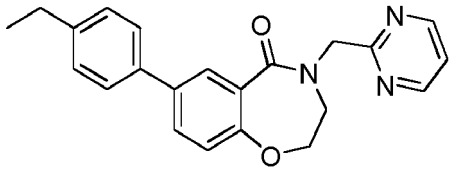


[0663] **Compound 11-89** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{23}H_{23}N_3O_2$ as $(M+H)^+$ 374.1 ^1H NMR (400MHz, *dmso-d_6):* δ: 8.77 (d, *J*=5.2Hz, 2H), 7.90 (d, *J*=2.4Hz, 1H), 7.75 (dd, J=2.4, 8.8 Hz, 1H), 7.55 (d, *J*=8.8Hz, 2H), 7.41 (t, *J*=5.2Hz, 1H), 7.29 (d, *J*=8.0Hz, 2H), 7.11 (d, *J*=8.4Hz, 1H), 4.96 (s, 2H), 4.49-4.47 (m, 2H), 3.75-3.73 (m, 2H), 2.91 (m, 1H); 1.22 (d, *J* = 7.2 Hz, 6H).

Example 123

7-(4-ethylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-91)

[0664]

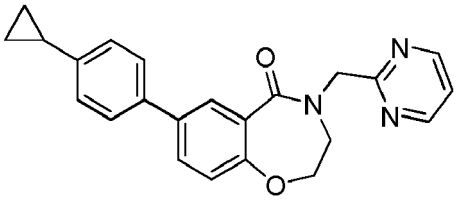


[0665] **Compound 11-91** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{22}H_{21}N_3O_2$ as $(M+H)^+$ 360.1 ^1H NMR (400MHz, *dmso-d_6):* δ: 8.77 (d, *J*=5.2Hz, 2H), 7.91 (d, *J*=2.4Hz, 1H), 7.75 (dd, J=2.4, 8.8 Hz, 1H), 7.54 (d, *J*=8.8Hz, 2H), 7.41 (t, *J*=5.2Hz, 1H), 7.28 (d, *J*=8.0Hz, 2H), 7.12 (d, *J*=8.4Hz, 1H), 4.97 (s, 2H), 4.49-4.47 (m, 2H), 3.75-3.73 (m, 2H), 2.64 (q, J = 7.6 Hz, 2H); 1.20 (d, J = 7.6 Hz, 3H).

Example 124

7-(4-cyclopropylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-92)

[0666]

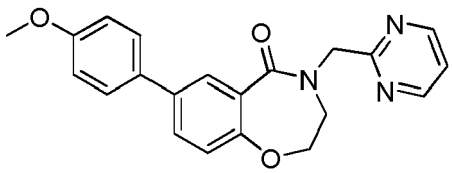


[0667] **Compound 11-92** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{22}H_{21}N_3O_2$ as $(M+H)^+$ 372.1 ^1H NMR (400MHz, *dmso-d_6):* δ: 8.77 (d, *J*=5.2Hz, 2H), 7.88 (d, *J*=2.4Hz, 1H), 7.74 (dd, J=2.4, 8.8 Hz, 1H), 7.50 (d, *J*=8.8Hz, 2H), 7.41 (t, *J*=5.2Hz, 1H), 7.14 (d, *J*=8.0Hz, 2H), 7.10 (d, *J*=8.4Hz, 1H), 4.96 (s, 2H), 4.49-4.47 (m, 2H), 3.75-3.73 (m, 2H), 1.94-1.89 (m, 1H); 0.97-0.93 (m, 2H); 0.70-0.66 (m, 2H).

Example 125

7-(4-methoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-94)

[0668]

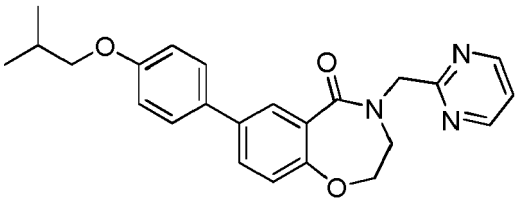


[0669] **Compound 11-94** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{21}H_{19}N_3O_3$ as $(M+H)^+$ 362.1 ^1H NMR (400MHz, *dmso-d_6):* δ: 8.78 (d, *J*=5.2Hz, 2H), 7.86 (d, *J*=2.4Hz, 1H), 7.72 (dd, J=2.4, 8.8 Hz, 1H), 7.56 (d, *J*=8.8Hz, 2H), 7.41 (t, *J*=5.2Hz, 1H), 7.10 (d, J=8.0Hz, 2H), 7.00 (d, *J*=8.4Hz, 1H), 4.97 (s, 2H), 4.48-4.45 (m, 2H), 3.76 (s, 3H); 3.74-3.72 (m, 2H).

Example 126

7-(4-isobutoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-97)

[0670]

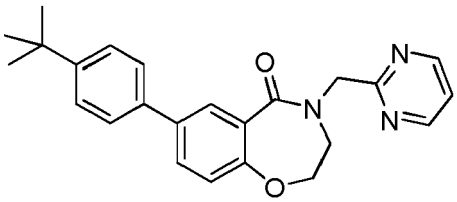


[0671] **Compound 11-97** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{24}H_{25}N_3O_3$ as $(M+H)^+$ 404.1. ^1H NMR (400MHz, *dmso-d_6):* δ: 8.78 (d, *J*=5.2Hz, 2H), 7.85 (d, *J*=2.4Hz, 1H), 7.72 (dd, J=2.4, 8.8 Hz, 1H), 7.54 (d, *J*=8.8Hz, 2H), 7.41 (t, *J*=5.2Hz, 1H), 7.10 (d, *J*=8.0Hz, 2H), 6.99 (d, *J*=8.4Hz, 1H), 4.97 (s, 2H), 4.48-4.46 (m, 2H), 3.76-3.72 (m, 4H); 2.03-1.97 (m, 1H); 0.97 (d, J = 6.4 Hz, 6H).

Example 127

7-(4-tert-butylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-98)

[0672]

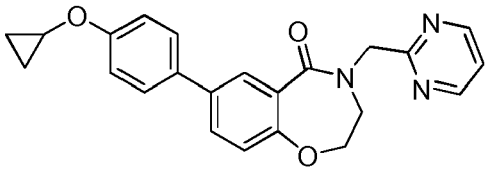


[0673] **Compound 11-98** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{24}H_{25}N_3O_3$ as $(M+H)^+$ 404.1 ^1H NMR (400MHz, *dmso-d_6):* δ: 8.78 (d, *J*=5.2Hz, 2H), 7.91 (d, *J*=2.4Hz, 1H), 7.75 (dd, J=2.4, 8.8 Hz, 1H), 7.55 (d, *J*=8.8Hz, 2H), 7.46 (d, *J*=8.0Hz, 2H); 7.41 (t, *J*=5.2Hz, 1H); 7.11(d, *J*=8.4Hz, 1H), 4.97 (s, 2H), 4.50-4.47 (m, 2H), 3.76-3.73 (m, 4H); 1.29 (s, 9H).

Example 128

7-(4-cyclopropoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-102)

[0674]

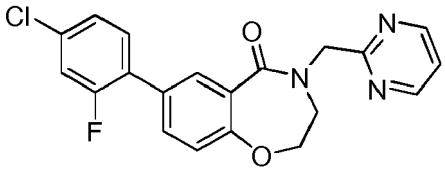


[0675] **Compound 11-102** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{23}H_{21}N_3O_3$ as $(M+H)^+$ 388.1 ^{1}H NMR (400MHz, *dmso-d$_6$):* δ: 8.78 (d, *J*=5.2Hz, 2H), 7.86 (d, *J*=2.4Hz, 1H), 7.72 (dd, J=2.4, 8.8 Hz, 1H), 7.57 (d, *J*=8.8Hz, 2H), 7.41 (t, *J*=5.2Hz, 1H); 7.46 (d, *J*=8.0Hz, 2H), 7.11 (m, 3H), 4.97 (s, 2H), 4.48-4.46 (m, 2H), 3.87-3.86 (m, 1H); 3.84-3.74 (m, 2H); 0.80-0.75 (m, 2H); 0.67-0.65 (m, 2H).

Example 129

7-(4-chloro-2-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-117)

[0676]

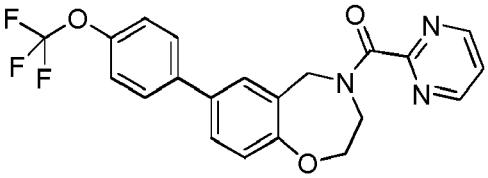


[0677] **Compound 11-117** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{20}H_{15}N_3O_2FCl$ as $(M+H)^+$ 384.1 ^{1}H NMR (400MHz, *dmso-d$_6$):* δ: 8.77 (d, *J*=5.2Hz, 2H), 7.87 (d, *J*=2.4Hz, 1H), 7.66 (dd, J=2.4, 8.8 Hz, 1H), 7.57-7.51 (m, 2H); 7.41-7.35 (m, 2H); 7.16 (d, *J*=8.0Hz, 1H), 4.97 (s, 2H), 4.54-4.52 (m, 2H), 3.79-3.76 (m, 2H).

Example 130

pyrimidin-2-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (Compound III-1)

[0678]



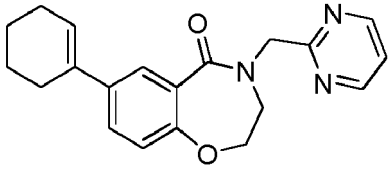
[0679] To a solution of **7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one** (660 mgs, 2.0 mmol) in THF (6 mL), 1.0M Borane in THF (6.0 mL, 6.0 mmol) was added and the mixture was heated at 70 °C. After 16h, the mixture was cooled to rt and Methanol (22 mL) and 6.0M HCl (22 mL) was added and stirred at rt for 2h. The reaction mixture was then concentrated and the solids formed were filtered and washed with ether and dried to give 7-(4-(trifluoromethoxy)phenyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepine as HCl salt. The above compound (100 mgs, 0.29 mmol), pyrimidine-2-carboxylic acid (47 mgs, 0.38 mmol), HATU (143 mgs, 0.38 mmol), in DMF (1 mL) was added NMM (0.1 mL, 0.86 mmol) and stirred at 60 °C for 30min.The reaction mixture was then diluted with EtOAc and washed with $NaHCO_3$, brine and dried ($MgS(O)_4$). The mixture was the filtered, concentrated and chromatographed (SiO_2, 50% EtOAc/DCM) to provide the title compound.

[0680] MS found for $C_{21}H_{16}F_3N_3O_3$ as $(M+H)^+$ 415.9. ^{1}H NMR (400MHz, *dmso-d$_6$):* mixture of rotomers (~2:1): ^{1}H-NMR (DMSO) of the major rotomer: δ 8.86 (d, *J*=5.2Hz, 2H), 7.77 (d, *J*=8.8 Hz, 2H), 7.75 (m, 1H); 7.69-7.54 (m, 2H); 7.47-7.40 (m, 2H); 7.11 (d, J = 8.0 Hz, 1H); 4.85 (s, 2H); 4.25-4.03 (m, 4H); 3.58-3.56 (m, 2H).

Example 131

7-cyclohexenyl-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound V-3)

[0681]

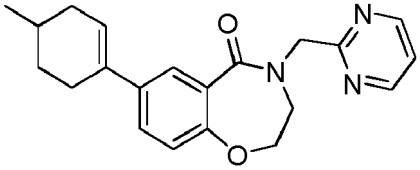


[0682] Compound V-3 was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{20}H_{21}N_3O_2$ as $(M+H)^+$ 336.1.

Example 132

7-(4-methylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound V-5)

[0683]

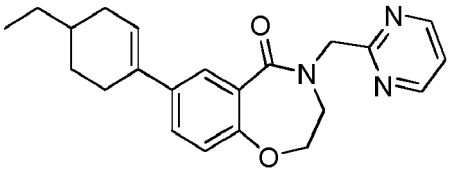


[0684] Compound V-5 was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{21}H_{23}N_3O_2$ as $(M+H)^+$ 350.1 ^{1}H NMR (400MHz, *dmso-d$_6$*): δ: 8.76 (d, *J*=5.2Hz, 2H), 7.65 (d, *J* =2.4Hz, 1H), 7.53 (dd, J=2.4, 8.4 Hz, 1H), 7.42-7.39 (m, 1H); 6.98 (d, *J*= 84Hz, 1H); 6.08 (m, 1H); 4.94 (s, 2H), 4.44-4.42 (m, 2H), 3.69-3.67 (m, 2H); 2.36-2.23 (m, 4H); 1.81-1.66 (m, 5H); 1.31-1.26 (m, 1H).

Example 133

7-(4-ethylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound V-6)

[0685]

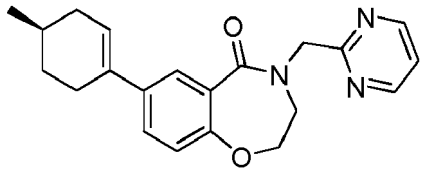


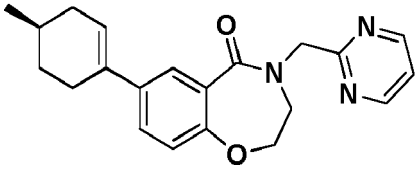
[0686] Compound V-6 was prepared according to the Examples disclosed herein using the appropriate starting materials. MS found for $C_{22}H_{25}N_3O_2$ as $(M+H)^+$ 364.1 ^{1}H NMR (400MHz, *dmso-d$_6$*): δ: 8.77 (d, *J*=5.2Hz, 2H), 7.65 (d, *J*=2.4Hz, 1H), 7.52 (dd, *J*=2.4, 8.4 Hz, 1H), 7.42-7.38 (m, 1H); 6.98 (d, *J*= 8.4Hz, 1H); 6.09 (m, 1H); 4.94 (s, 2H), 4.44-4.42 (m, 2H), 3.70-3.67 (m, 2H); 2.36-2.25 (m, 3H); 1.84-1.77 (m, 2H); 1.32-1.26 (m, 4H); 0.91-0.88 (m, 3H).

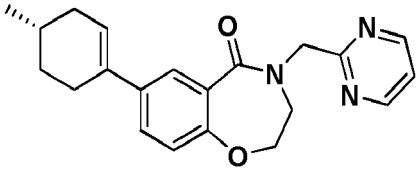
Example 134

(R)-7-(4-methylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound V-8)

[0687]







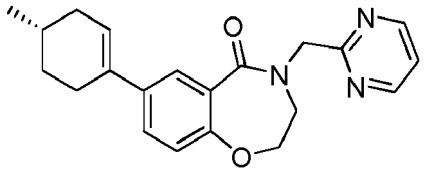
[0688] The racemic 7-(4-methylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one was separted using chiral preparative HPLC to give pure enantiomers of **Compound V-8** and **Compound V-9.**

[0689] R-enantiomer: MS found for $C_{21}H_{23}N_3O_2$ as $(M+H)^+$ 350.1

Example 135

(S)-7-(4-methylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound V-9)

[0690]

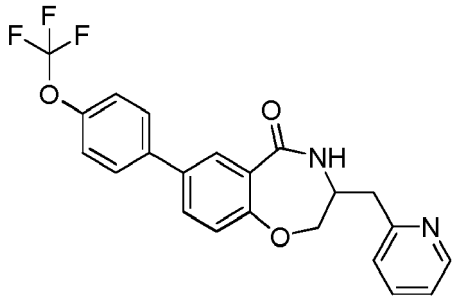


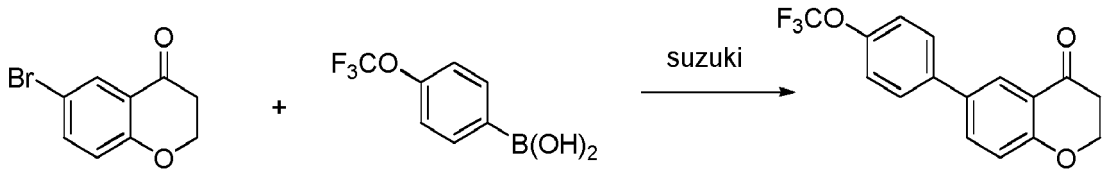
[0691] **Compound V-9** was prepared according to the Example above. S-enantiomer: MS found for $C_{21}H_{23}N_3O_2$ as $(M+H)^+$ 350.1

Example 136

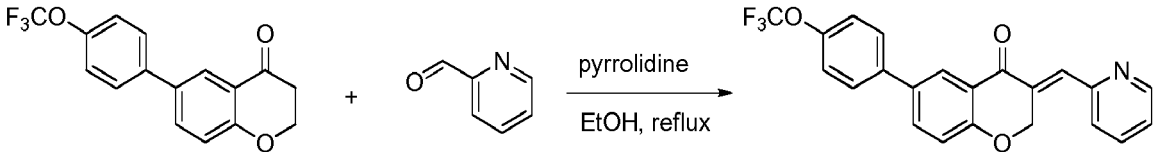
3-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-142)

[0692]

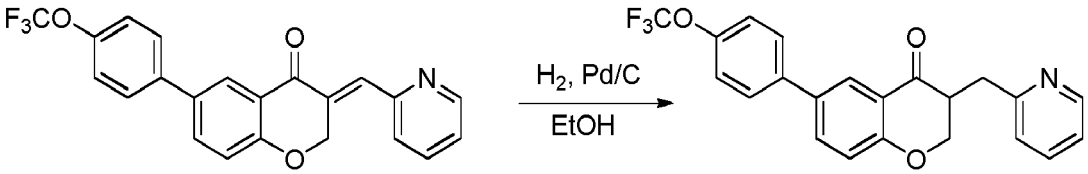




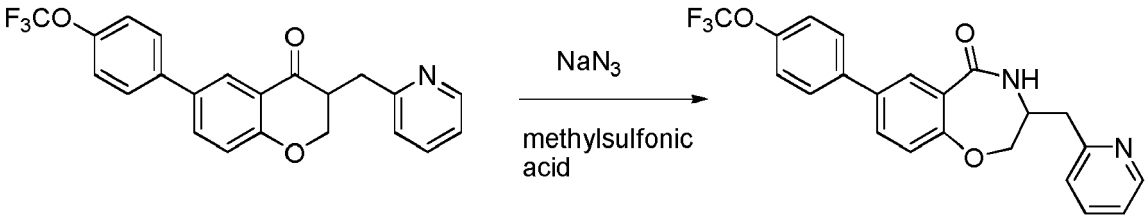
[0693] Synthesis of 6-(4-(trifluoromethoxy)phenyl)chroman-4-one. See previous Suzuki reaction conditions. m/z = 309.0



[0694] Synthesis of 3-(pyridin-2-ylmethylene)-6-(4-(trifluoromethoxy)phenyl)chroman-4-one. A solution of 400mg 6-(4-(trifluoromethoxy)phenyl)chroman-4-one (1.3 mmol, 1.0 eq), 150 μL 2-pyridine carboxaldehyde (1.6 mmol, 1.2 eq) and 130 μL pyrrolidine (1.6 mmol, 1.2 eq) in 10 mL ethanol was refluxed 3h. The reaction was concentrated and purified on silica gel column eluting with EA:Hex. 160 mg of a yellow solid was collected. m/z = 398.0



[0695] Synthesis of 3-(pyridin-2-ylmethyl)-6-(4-(trifluoromethoxy)phenyl)chroman-4-one. A solution of 150 mg 3-(pyridin-2-ylmethylene)-6-(4-(trifluoromethoxy)phenyl)chroman-4-one (0.38 mmol) in 20 mL EtOH with catalytic Pd/C was stirred under 1 atm of hydrogen gas for 16 h. The reaction was filtered through celite and the filtrate concentrated. The filtrate was purified on silica gel column eluting with EA:Hex. 85 mg of an off-white solid was collected. m/z= 400.

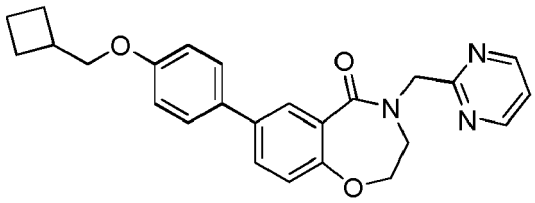


[0696] Synthesis of 3-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one. To a solution of 72 mg 3-(pyridin-2-ylmethyl)-6-(4-(trifluoromethoxy)phenyl)chroman-4-one (0.18 mmol) in 1mL methylsulfonic acid 35 mg sodium azide (0.54 mmol) was added. After 1h, reaction was diluted with 5 mL water and neutralized with addition of 1N NaOH solution. The precipitate was filter off to afford 65 mg off-white powder of product. m/z= 415.0

Example 137

7-(4-(cyclobutylmethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-144)

[0697]

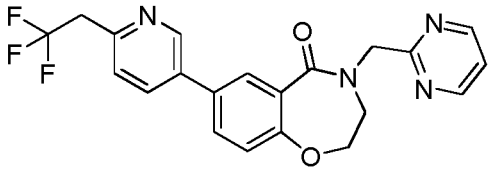


[0698] **Compound 11-144** was prepared according to example 25 using 2-(4-(cyclobutylmethoxy)phenyl)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane. MS found for C25H25N3O3 as $(M+H)^+$ 416.22 ^{1}H NMR (400MHz, *dmso-d$_6$*): ^{1}H-NMR (DMSO) δ: 8.78 (d, *J*= 5.2Hz, 2H), 7.86 (d, *J*=2.0Hz, 1H), 7.72 (dd, J=2.4-8.4Hz, 1H), 7.54 (d, *J*=8.4Hz, 2H), 7.41 (t, *J*= 5.2Hz, 1H), 7.09 (d, *J*=8.4Hz, 1H), 6.99 (d, *J*=8.8Hz, 2H), 4.97 (s, 2H), 4.48 (t, *J*=4.4Hz, 2H), 3.97 (d, *J*=6.8Hz, 2H), 3.74 (t, *J*=4.8Hz, 2H), 2.75-2.67 (m, 1H), 2.09-2.03 (m, 2H), 1.94-1.79 (m, 4H).

Example 138

4-(pyrimidin-2-ylmethyl)-7-(6-(2,2,2-trifluoroethyl)pyridin-3-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-24)

[0699]

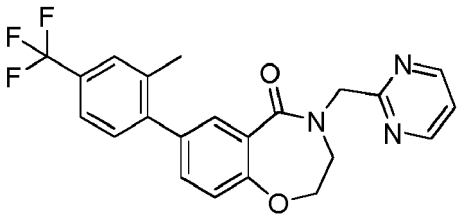


[0700] **Compound VI-24** was prepared according to example 25 using 5-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-2-(2,2,2-trifluoroethyl)pyridine.

Example 139

7-(2-methyl-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-145)

[0701]

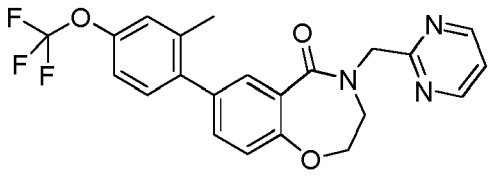


[0702] **Compound 11-145** was prepared according to example 25 using 2-methyl-4-(trifluoromethyl)phenylboronic acid. MS found for C22H18F3N3O2 as $(M+H)^+$ 414.32

Example 140

7-(2-methyl-4-(trifluoromethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-146)

[0703]

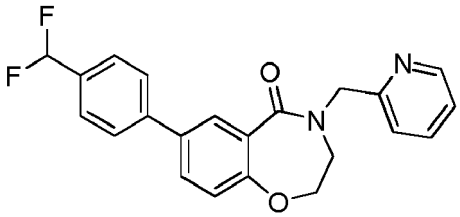


[0704] **Compound 11-146** was prepared according to example 25 using 2-methyl-4-(trifluoromethoxy)phenylboronic acid. MS found for C22H18F3N3O3 as $(M+H)^+$ 430.19 ^{1}H NMR (400MHz, *dmso-d$_6$*): ^{1}H-NMR (DMSO) δ: 8.77 (d, *J*= 5.2Hz, 2H), 7.64 (d, *J*=2.4Hz, 1H), 7.48 (dd, J=2.4-8.4Hz, 1H), 7.40 (t, *J*=4.8Hz, 1H), 7.31 (d, *J*= 8.4Hz, 2H), 7.23 (d, *J*=8.8Hz, 1H), 7.11 (d, *J*=8.4Hz, 1H), 4.96 (s, 2H), 4.52 (t, *J*=4.4Hz, 2H), 3.78 (t, *J*=4.4Hz, 2H), 2.25 (s, 3H).

Example 141

7-(4-(difluoromethyl)phenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-157)

[0705]

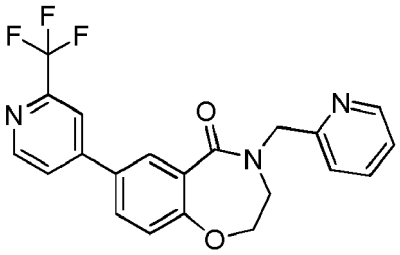


[0706] **Compound 11-157** was prepared according to example 25 using 4-(difluoromethyl)phenylboronic acid. MS found for C22H18F2N2O2 as $(M+H)^+$ 381.20 ^{1}H NMR (400MHz, *dmso-d$_6$*): ^{1}H-NMR (DMSO) δ: 8.54 (s, 1H), 8.02 (s, 1H), 7.85-7.80 (m, 4H), 7.65 (d, *J*=7.6Hz, 2H), 7.38-7.31 (m, 2H), 7.16 *(d, J*= 8.0Hz, 1H), 7.08 (t, *J*=55.6Hz, 1H), 4.87 (s, 2H), 4.40 (s, 2H), 3.71 (s, 2H).

Example 142

4-(pyridin-2-ylmethyl)-7-(2-(trifluoromethyl)pyridin-4-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-25)

[0707]

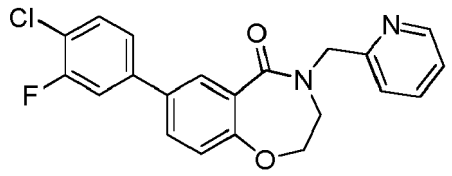


[0708] **Compound VI-25** was prepared according to example 25 using 4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-2-(trifluoromethyl)pyridine.

Example 143

7-(4-chloro-3-fluorophenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-158)

[0709]

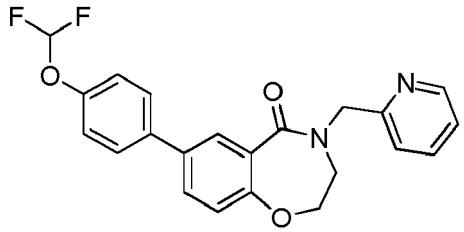


[0710] **Compound 11-158** was prepared according to example 25 using 4-chloro-3-fluorophenylboronic acid. MS found for C21H16C1FN2O2 as $(M+H)^+$ 383.17 ^{1}H NMR (400MHz, *dmso-d$_6$*): ^{1}H-NMR (DMSO) δ: 8.60 (d, *J*=4.8Hz, 1H), 8.01 (d, *J*=7.2Hz, 1H), 7.94 (d, J=2.4Hz, 1H), 7.79 (dd, *J*=2.4-8.4Hz, 1H), 7.69 (dd, *J*= 2.0-10.8Hz, 1H), 7.61-7.47 (m, 4H), 7.09 (d, *J*=8.4Hz, 1H), 4.90 (s, 2H), 4.36 (t, *J*=4.8Hz, 2H), 3.69 (t, *J*=4.8Hz, 2H).

Example 144

7-(4-(difluoromethoxy)phenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-159)

[0711]

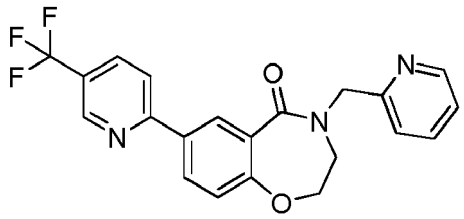


[0712] **Compound 11-159** was prepared according to example 25 using 2-(4-(difluoromethoxy)phenyl)-4,4,5,5-tetramethyl-1,3,2-dioxaborolane. MS found for $C_{22}H_{18}F_2N_2O_3$ as $(M+H)^+$ 397.22.

Example 145

4-(pyridin-2-ylmethyl)-7-(5-(trifluoromethyl)pyridin-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-26)

[0713]

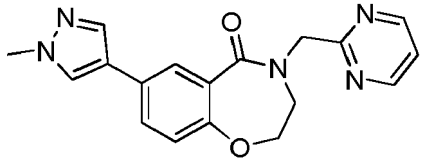


[0714] **Compound VI-26** was prepared according to example 25 using 2-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-5-(trifluoromethyl)pyridine. MS found for C21H16F3N3O2 as $(M+H)^+$ 400.21.

Example 146

7-(1-methyl-1H-pyrazol-4-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-27)

[0715]

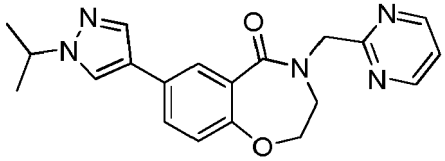


[0716] **Compound VI-27** was prepared according to example 25 using 1-methyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1 H-pyrazole.

Example 147

7-(1-isopropyl-H-pyrazol-4-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-28)

[0717]

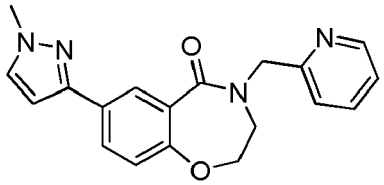


[0718] **Compound VI-28** was prepared according to example 25 using 1-isopropyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1 H-pyrazole.

Example 148

7-(1-methyl-1H-pyrazol-3-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-29)

[0719]

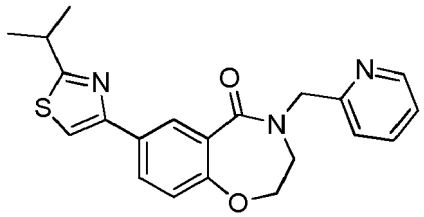


[0720] **Compound VI-29** was prepared according to example 25 using 1-methyl-3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1 H-pyrazole.

Example 149

7-(2-isopropylthiazol-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-30)

[0721]

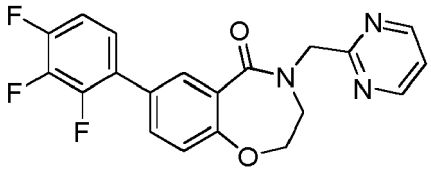


[0722] **Compound VI-30** was prepared according to example 25 using 2-isopropyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)thiazole. MS found for C21H21N3O2S as $(M+H)^+$ 380.20 ^{1}H NMR (400MHz, *dmso-d$_6$*): ^{1}H-NMR (DMSO) δ: 8.53 (d, *J*=4.8Hz, 1H), 8.26 (d, *J*=2.0Hz, 1H), 8.01 (dd, *J*=2.0-8.8Hz, 1H), 7.94 (s, 1H), 7.78 (t, *J*= 7.2Hz, 1H), 7.36-7.28 (m, 2H), 7.09 (d, *J*=8.0Hz, 1H), 4.85 (s, 2H), 4.36 (t, *J*=4.4Hz, 2H), 3.66 (t, *J*=4.8Hz, 2H), 1.36 (d, *J*=6.8Hz, 6H).

Example 150

4-(pyrimidin-2-ylmethyl)-7-(2,3,4-trifluorophenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-162)

[0723]

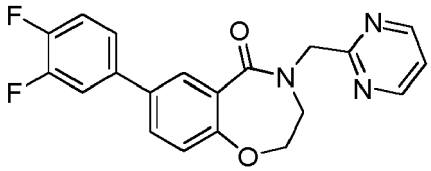


[0724] **Compound 11-162** was prepared according to example 25 using 2,3,4-trifluorophenylboronic acid. MS found for C20H14F3N3O2 as $(M+H)^+$ 386.14.

Example 151

7-(3,4-difluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-163)

[0725]

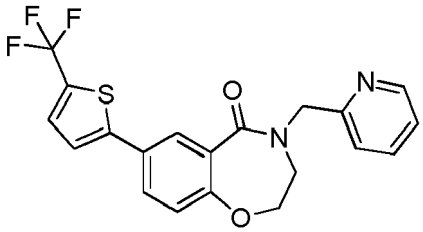


[0726] **Compound 11-163** was prepared according to example 25 using 3,4-difluorophenylboronic acid. MS found for C20H15F2N3O2 as $(M+H)^+$ 368.15.

Example 152

4-(pyridin-2-ylmethyl)-7-(5-(trifluoromethyl)thiophen-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-31)

[0727]

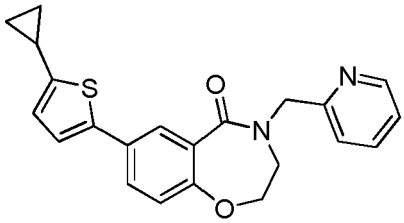


[0728] **Compound VI-31** was prepared according to example 29 using 2-bromo-5-(trifluoromethyl)thiophene. MS found for C20H15F3N2O2S as $(M+H)^+$ 405.16 ^{1}H NMR (400MHz, *dmso-d_6*): ^{1}H-NMR (DMSO) δ: 8.53 (d, *J*= 4.8Hz, 1H), 8.02 (d, *J*=2.0Hz, 1H), 7.87-7.71 (m, 3H), 7.59 *(d, J*= 3.2Hz, 1H), 7.37-7.28 (m, 2H), 7.13 (d, *J*= 8.4Hz, 1H), 4.85 (s, 2H), 4.40 (t, *J*=4.8Hz, 2H), 3.70 (t, *J*=4.8Hz, 2H).

Example 153

7-(5-cyclopropylthiophen-2-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-32)

[0729]

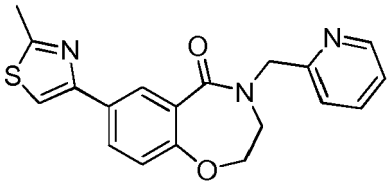


[0730] **Compound VI-32** was prepared according to example 29 using 2-bromo-5-cyclopropylthiophene. MS found for C22H20N2O2S as $(M+H)^+$ 377.18 ^{1}H NMR (400MHz, *dmso-d_6*): ^{1}H-NMR (DMSO) δ: 8.53 (d, *J*= 4.8Hz, 1H), 7.81-7.76 (m, 2H), 7.68 (dd, *J*=2.4-8.0Hz, 1H), 7.36-7.24 (m, 3H), 7.04 (d, *J*= 8.4Hz, 1H), 6.80 (d, *J*= 3.6Hz, 1H), 4.84 (s, 2H), 4.34 (t, *J*=5.2Hz, 2H), 3.66 (t, *J*=5.2Hz, 2H), 2.14-2.10 (m, 1H), 1.02-0.97 (m, 2H), 0.71-0.67 (m, 2H).

Example 154

7-(2-methylthiazol-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-33)

[0731]

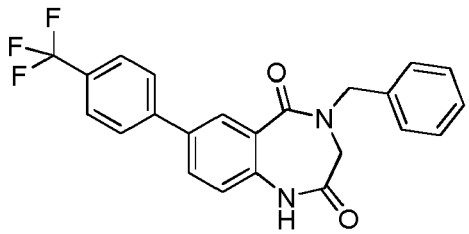


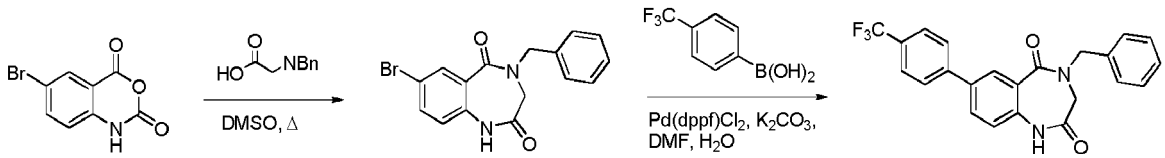
[0732] **Compound VI-33** was prepared according to example 29 using 4-bromo-2-methylthiazole.

Example 155

4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (Compound X-8)

[0733]





[0734] A mixture of 5-bromoisatoic anhydride (1g, 4.13mmol), N-benzylglycine (0.628g, 4.13mmol) and DMSO (3mL) was heated in the microwave at 200°C for one hour. After cooling, the mixture was diluted with water and the precipitate was filtered off, washed with water and dried, giving 4-benzyl-7-bromo-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (1.4g, 98%) as an off-white powder.

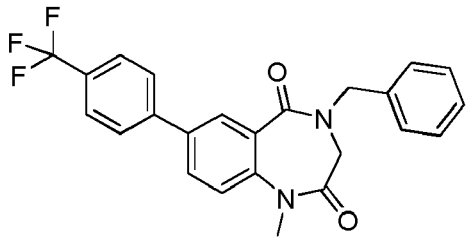
[0735] 4-Benzyl-7-bromo-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (1.4g, 4.05mmol) was combined with 4-(trifluoromethyl)phenylboronic acid (0.77g, 4.05mmol), potassium carbonate (1g) and [1,1'-Bis(diphenylphosphino)ferrocene]dichloropalladium(II) (148 mg, 0.202 mmol) in 5mL DMF. Water (3mL) was added and the mixture was heated under nitrogen atmosphere at 80°C for three hours. After cooling the mixture was diluted with ethyl acetate, washed with water and brine, dried with magnesium sulfate and evaporated. Purification by silica-gel chromatography (20-100% ethyl acetate in hexane) followed by recrystallization gave 4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (1.25g, 75%) as a white powder.

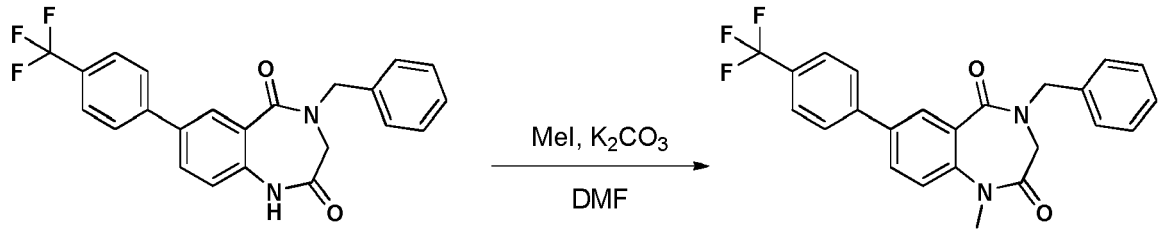
[0736] ^{1}H-NMR (DMSO) δ: 10.61 (s, 1H), 8.13 (d, J=1.6Hz, 1H), 7.92 (d, J=8.4Hz, 3H), 7.11 (d, J=8.4Hz, 2H), 7.36-7.25 (m, 5H), 7.22 (d, J=8.4Hz, 1H), 4.79 (s, 2H), 3.92 (s, 2H). MS: 411 (MH^+).

Example 156

4-benzyl-1-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (Compound X-11)

[0737]





[0738] 4-Benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (9.80 mg, 0.024 mmol) and K_2CO_3 (10 mg, 0.072 mmol, 3.0 equiv.) were placed in a 0.5-2 mL Smith process vial under a nitrogen atmosphere. To the vial were added DMF (0.5 mL) and iodomethane (2.25 μL, 0.036 mmol, d = 2.28 g/cm^3, 1.5 equiv) at room temperature. After heating, stirred, at 60°C for 2 hours, the reaction mixture was concentrated en vacuo. The

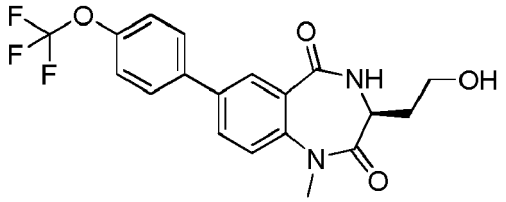
resulting crude mixture was diluted with acetonitrile (1 mL), filtered through a syringe filter and injected into a preparative HPLC to give desired product (4-benzyl-1-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione, 1.8 mg) as a yellow film.

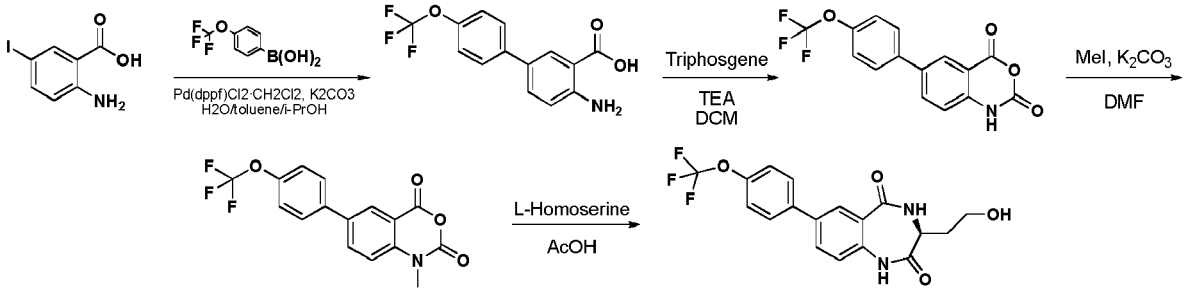
[0739] ^{1}H-NMR (400 MHz; CD_3CN) δ 8.16 (d, 1H, *J* = 2 Hz), 7.93 (dd, 1H, *J* = 8.4 Hz, 2 Hz), 7.92 (d, 2H, *J* = 7.8 Hz), 7.82 (d, 2H, *J* = 7.8 Hz), 7.47 (d, 1H, *J* = 8.4 Hz), 4.98 (d, 1H, *J* = 15 Hz), 4.73 (d, 1H, *J* = 15 Hz), 4.10 (d, 1H, *J* = 15 Hz), 3.70 (d, 1H, *J* = 15 Hz), 3.37 (s, 3H). ^{19}F-NMR (400 MHz; CD_3CN) δ -63.96 (s, 3F). LCMS (EI: 70 eV) 447.1 (M++Na), 425.1 (M++1).

Example 157

(S)-3-(2-hydroxyethyl)-1-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (Compound X-1)

[0740]





[0741] 2-Amino-5-iodobenzoic acid (1.327 g, 5.05 mmol), 4-trifluoromethoxyboronic acid (1.455 g, 7.07 mmol, 1.4 equiv.), $Pd(dppf)Cl_2 \cdot CH_2Cl_2$ (183.0 mg, 0.252 mmol, 5 mol%) and K_2CO_3 (1.604 g, 11.61 mmol, 2.3 equiv.) were dissolved in a mixture of H2O/toluene/i-PrOH (2.5 mL: 5 mL: 2.5 mL) in a 10 mL Smith process vial equipped with a stir bar under a nitrogen atmosphere. The mixture was heated at 90°C for 1 hour. After aqueous workup and removal of volatile solvents en vacuo, the mixture was purified by automated silica-gel column chromatography using an EtOAc/hexane gradient as the eluent. The purification gave the desired product (4-amino-4'-(trifluoromethoxy)biphenyl-3-carboxylic acid, 462.0 mg) as a colorless powder.

[0742] To a suspension of 4-amino-4'-(trifluoromethoxy)biphenyl-3-carboxylic acid (462.0 mg, 1.554 mmol) in CH_2Cl_2 (10 mL) in a round bottomed flask was added triethylamine (210μL, 1.492 mmol, d = 0.726 g/cm^3, 0.96 equiv.). Flask was charged with nitrogen, cooled to 0°C and a solution of triphosgene (148.0 mg, 0.497 mmol, 0.32 equiv.) in 2 mL DCM was added, followed by a solution ofN,N-dimethyl-4-aminopyridine (30 mg, 0.246 mmol, 25 mol%) in CL_2Cl_2 (2 mL). Reaction mixture was allowed to stir 2 hours, then quenched with a small portion of 1N HCl. Reaction mixture with resulting precipitate was filtered through a disposable filter funnel and air-dried to give desired product (6-(4-(trifluoromethoxy)phenyl)-1H-benzo[d][1,3]oxazine-2,4-dione, 348.6 mg) as a colorless solid.

[0743] 6-(4-(Trifluoromethoxy)phenyl)-1H-benzo[d][1,3]oxazine-2,4-dione (348.6 mg, 1.077 mmol) and K_2CO_3 (228 mg, 2.153 mmol, 2 equiv.) were placed in a 0.5-2 mL Smith process vial. To the vial was added DMF (3 mL) and iodomethane (101 μL, d = 2.28, 1.615 mmol, 1.5 equiv.) at ambient temperature. The mixture was stirred overnight at room temperature and then filtered through a disposable filter funnel. Obtained filtrate was diluted with water to form precipitates, which were collected on a disposable filter funnel and allowed to air-dry to give desired product (1-methyl-6-(4-(trifluoromethoxy)phenyl)-1H-benzo[d][1,3]oxazine-2,4-dione, 357.2 mg) as a colorless solid.

[0744] 1-Methyl-6-(4-(trifluoromethoxy)phenyl)-1H-benzo[d][1,3]oxazine-2,4-dione (60 mg, 0.178 mmol) and L-homoserine (23.3 mg, 0.196 mmol, 1.1 equiv.) were added to a magnetically stirred 0.5-2 mL Smith process vial containing 0.75 mL glacial acetic acid. Reaction mixture was then heated for 2 hours at 130°C. Excess acetic acid was then removed en vacuo, residue was dissolved into a minimal amount of acetonitrile and purified by reverse-phase preparative HPLC

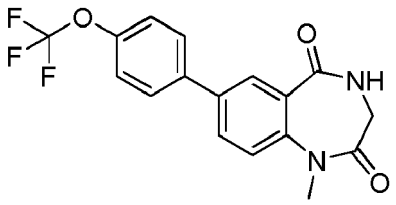
to give the title compound (7.6 mg) following removal of solvent as a clear yellow film.

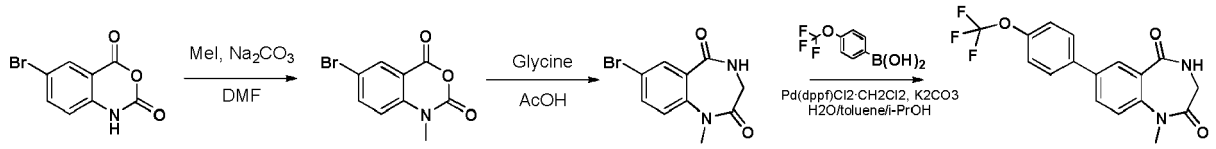
[0745] LCMS (EI: 70 eV) 459.1 (M++Na), 437.1 (M++1)

Example 158

1-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (Compound X-2)

[0746]





[0747] 6-Bromo-1H-benzo[d][1,3]oxazine-2,4-dione (5.0 g, 20.66 mmol), iodomethane: (1.94 mL, d = 2.28, 4.4 g, 31.0 mmol, 1.5 equiv.) and Na_2CO_3 (4.38 g, 41.3 mmol, 2 equiv.) were placed in a round bottomed flask. To the flask were added DMF (40 mL) at ambient temperature. The mixture was stirred overnight at room temperature and then filtered through a glass filter. Obtained filtrate was diluted with water to form precipitates. The precipitates were dissolved in EtOAc and the solution was dried over $MgS(O)_4$. The solvent was removed under reduced pressure. At this point, since the conversion was ~50%, K_2CO_3 (14.3 g, 103.3 mmol, 5 equiv.) and iodomethane (2.58 mL, d = 2.28, 41.3 mmol, 2.0 equiv.) were added to the solution of the crude material in DMF. The mixture was heated at 30°C so that the reaction can go to completion and then filtered through a glass filter. Obtained filtrate was diluted with water to form precipitates. Formed precipitates were filtered through a glass filter to give the desired product (6-bromo-1-methyl-1H-benzo[d][1,3]oxazine-2,4-dione). This was used for the subsequent step without further purification.

[0748] 6-Bromo-1-methyl-1H-benzo[d][1,3]oxazine-2,4-dione (5.29 g, 20.66 mmol) and glycine (1.7 g, 22.73 mmol, 1.1 equiv.) were dissolved in AcOH (100 mL) in a round bottomed flask. The mixture was heated under reflux conditions for 2 hours. The mixture was purified by automated silica-gel column chromatography using EtOAc/hexane gradient as the eluent. The purification give the desired product (7-bromo-1-methyl-3,4 dihydro-1H-benzo[e][1,4]diazepine-2,5-dione, colorless powder, 446.7 mg).

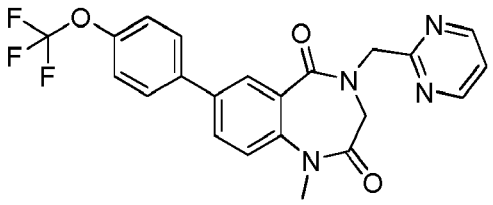
[0749] 7-Bromo-1-methyl-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (446.7 mg, 1.661 mmol), 4-trifluoromethoxyboronic acid (445.0 mg, 2.159 mmol, 1.3 equiv.) $Pd(dppf)Cl_2{\cdot}CH_2Cl_2$ (120.0 mg, 0.166 mmol, 10 mol%) and K_2CO_3 (482.0 mg, 3.49 mmol, 2.1 equiv.) were dissolved in a mixture of H2O/toluene/i-PrOH (2.5 mL: 5 mL: 2.5 mL) in a 10 mL round bottomed flask under a nitrogen atmosphere. The mixture was heated at 60°C for 64 hours. The mixture was purified by automated silica-gel column chromatography using EtOAc/hexane gradient as the eluent. Evaporation of solvent en vacuo gave the title compound (415.0 mg) as a white powder.

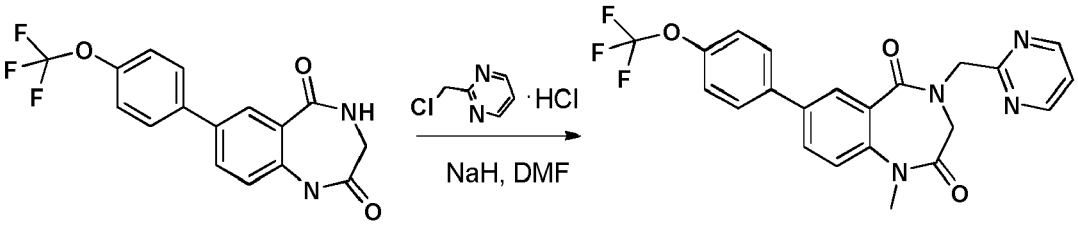
[0750] LCMS (EI: 70 eV) 373.1 (M++Na), 351.1 (M++1)

Example 159

1-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (Compound X-3)

[0751]





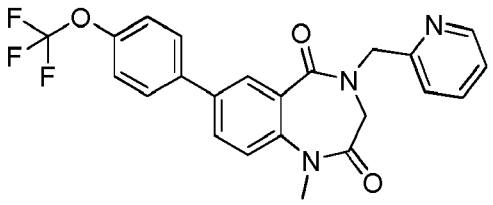
[0752] 1-Methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (22.9 mg, 0.065 mmol) and NaH (15.6 mg, 0.650 mmol, 10.0 equiv.) were placed in a 0.5-2 mL Smith process vial. To the vial was added DMF (0.5 mL) followed by 2-(chloromethyl)pyrimidine hydrochloride (53.9 mg, 0.327 mmol, 5 equiv.) was added at room temperature. After stirring for 50 min, reaction was quenched with AcOH. Resulting mixture was filtered and purified via preparative reverse phase HPLC to give the title compound (2.2 mg) as a clear yellow film.

[0753] LCMS (EI: 70 eV) 443.1 (M++1)

Example 160

1-methyl-4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (Compound X-4)

[0754]

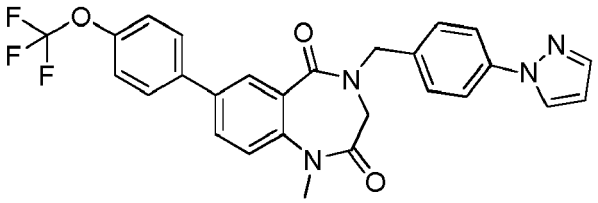


[0755] **Compound X-4** was prepared according to the above example using the appropriate starting materials.

Example 161

4-(4-(1H-pyrazol-1-yl)benzyl)-1-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (Compound X-6)

[0756]

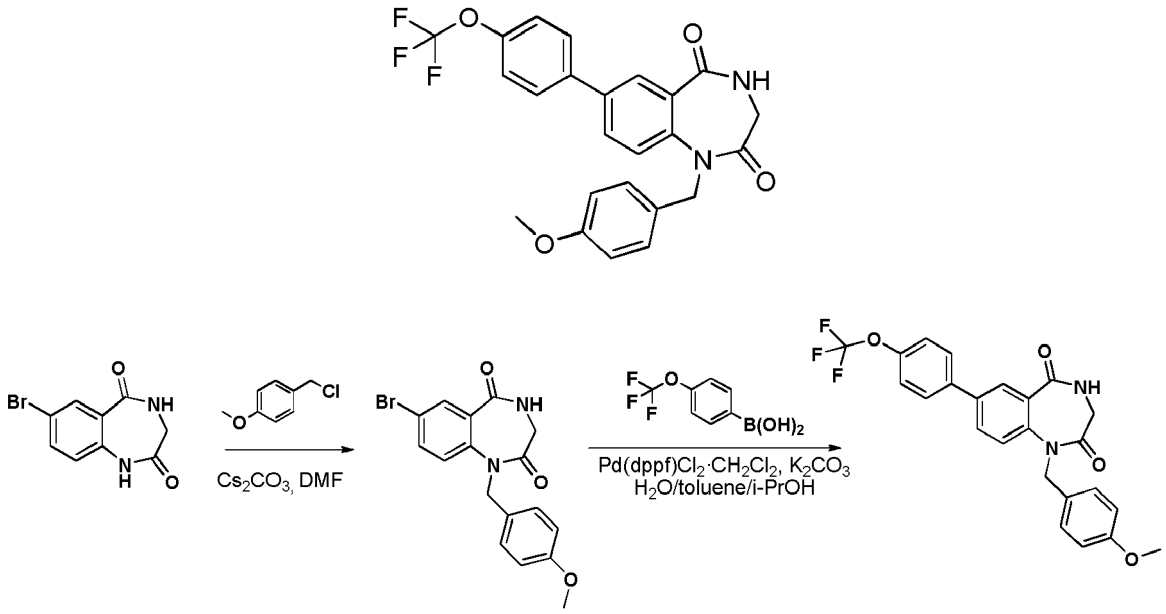


[0757] **Compound X-6** was prepared according to the above example using the appropriate starting materials.

Example 162

1-(4-methoxybenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (Compound X-5)

[0758]



[0759] 7-Bromo-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (510.0 mg, 2 mmol) and Cs_2CO_3 (1.955 mg, 6 mmol, 3 equiv.) were placed in a round bottomed flask. To the reaction vessel was added DMF (10 mL) and 4-methoxybenzyl chloride (273 μL, 1.615 mmol, d = 1.15 g/mL, 1 equiv.) at ambient temperature. The mixture was stirred overnight at room temperature and then filtered through a disposable filter funnel. Resulting filtrate was concentrated en vacuo and purified by automated silica-gel column chromatography using an EtOAc/hexane gradient as the eluent to give the desired product (7-bromo-1-(4-methoxybenzyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione, 378.3 mg) as a colorless solid.

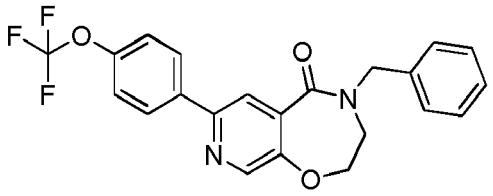
[0760] 7-Bromo-1-methyl-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (375.0 mg, 1.007 mmol), 4-trifluoromethoxyboronic acid (270.0 mg, 1.31 mmol, 1.3 equiv.) $Pd(dppf)Cl_2{\cdot}CH_2Cl_2$ (72.9.0 mg, 0.101 mmol, 10 mol%) and K_2CO_3 (292.0 mg, 2.116 mmol, 2.1 equiv.) were dissolved in a mixture of H_2O/toluene/i-PrOH (1.25 mL: 2.5 mL: 1.25 mL) in a 2-5 mL Smith process vial equipped with a stir bar under a nitrogen atmosphere. The mixture was heated at 50°C for 17 hours. After aqueous workup and removal of volatile solvents en vacuo, the mixture was purified by automated silica-gel column chromatography using an EtOAc/hexane gradient as the eluent. The purification gave the title compound (419 mg) as a colorless powder.

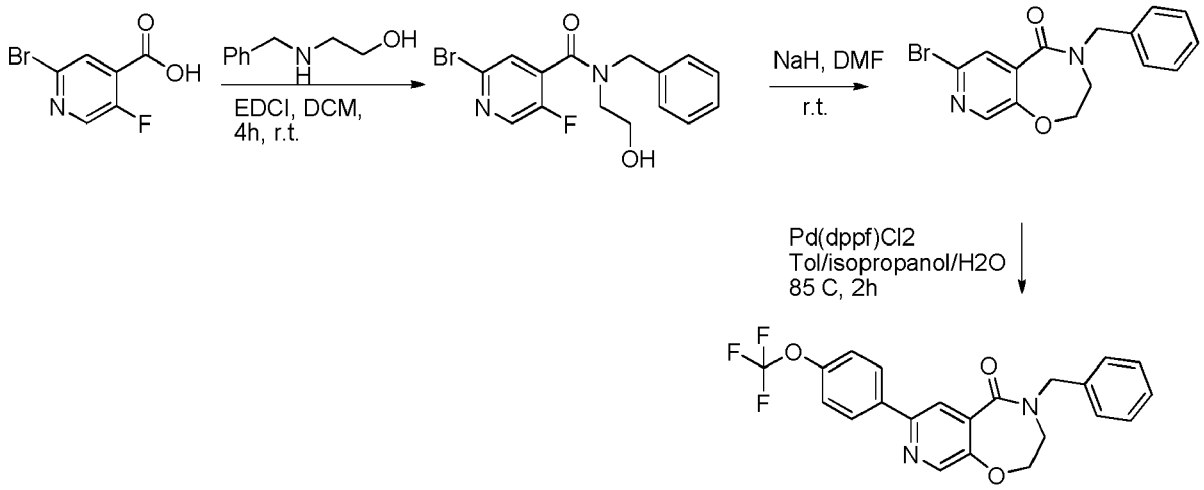
[0761] LCMS (EI: 70 eV) 479.1 (M++Na), 457.1 (M++1)

Example 163

4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (Compound XII-1)

[0762]





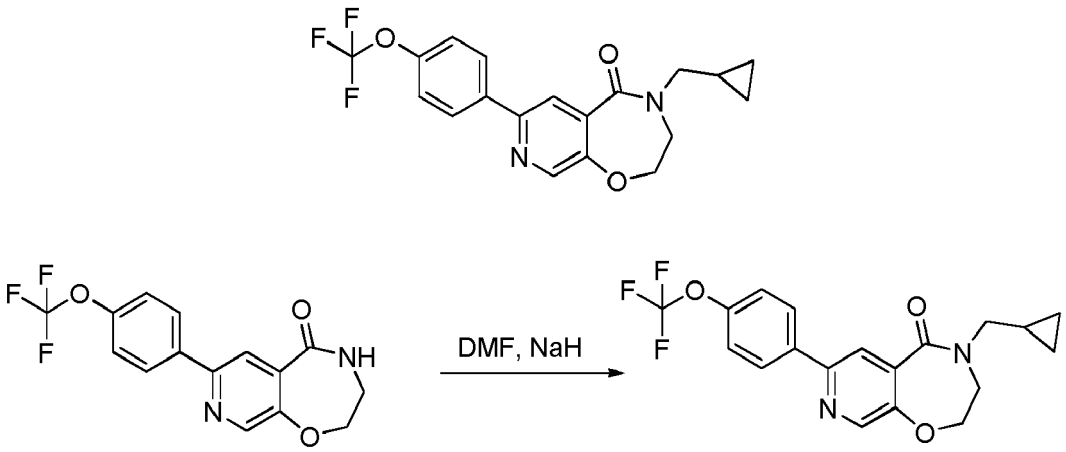
[0763] To 2-bromo-5-fluoroisonicotinic acid (5 g, 22.72 mmol) benzyl amino ethanol (4.20 g, 27.27 mmol, 1.2 eq) was added in the presence of EDCI (5.2 g, 27.27 mmol, 1.2 eq) in dichloromethane (100 mL) and stirred at room temperature for 4h. The reaction mixture was diluted with dichloromethane, washed with water, brine, dried over sodium sulfate and concentrated (5.0 g). The residue (5.0g, 14.16 mmol) was cyclized by dissolving in DMF (20 mL), sodium hydride (1.2 g, 28 mmol) was added and stirred at room temperature for 2h. The reaction mixture was neutralized with dil. HCl and extracted with ethyl acetate, washed with water, brine, dried over sodium sulfate and concentrated. Purified by flash chromatography furnished 4.4 g of the cyclized product.

[0764] The Suzuki coupling was performed under standard conditioned explained in the other procedures using $Pd(dppf)Cl_2$. Mass $(M+H)^+$ 415.1. $CDCl_3$: 8.46 (S, 1H), 8.28 (S, 1H), 8.05 (d, J = 8.8 Hz, 2H), 7.42-7.32 (m, 5H), 7.30 (d, J = 8.0 Hz, 2H), 4.86 (s, 2H), 4.31 (t, J = 4 Hz, 2H), 3.57 (t, J = 4 Hz, 2H)

Example 164

4-(cyclopropylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (Compound XII-9)

[0765]



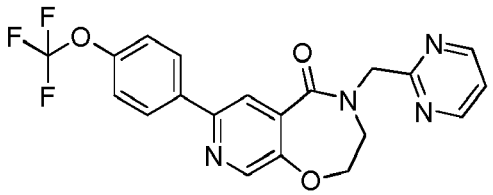
XII-4 **XII-9**

[0766] Alkylation of the amide was performed using sodium hydride following the standard procedure to provide **Compound XII-9.** Mass $(M+H)^+$ 379.0.

Example 165

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (Compound XII-5)

[0767]

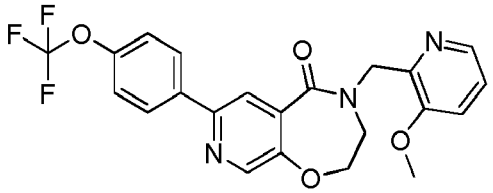


[0768] **Compound XII-5** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$ 417.0.

Example 166

4-((3-methoxypyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (Compound XII-10)

[0769]

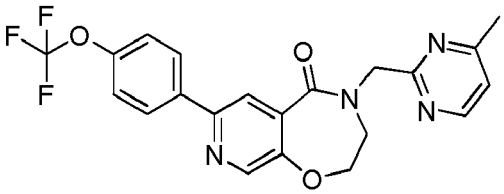


[0770] **Compound XII-10** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$ 446.1. $CDCl_3$: 8.55 (s, 1H), 8.41 (s, 1H), 8.22 (s, 1H), 7.97 (d, J = 8.2 Hz, 2H), 7.61 (d, J = 2.8 Hz, 2H), 7.30 (d, J = 8.4 Hz, 2H), 5.12 (s, 2H), 4.55 (t, J = 4 Hz, 2H), 4.03 (s, 3H), 3.89 (t, J = 4 Hz, 2h).

Example 167

4-((4-methylpyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (Compound XII-8)

[0771]

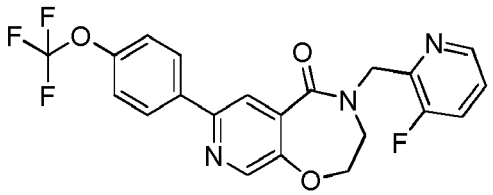


[0772] **Compound XII-8** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$ 431.1. $CDCl_3$: 8.54 (d, J = 4.8 Hz, 1H), 8.50 (s, 1H), 8.32 (s, 1H), 80.2 (d, J = 8.8 Hz, 2H), 7.29 (d, J = 83.4 Hz, 2H), 7.08 (d, J = 5.2 Hz, 1H), 5.05 (s, 2H), 4.72 (t, J = 4.4 Hz, 2H), 3.83 (t, J = 4.4 Hz, 2H), 2.52 (s, 3H).

Example 168

4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (Compound XII-11)

[0773]

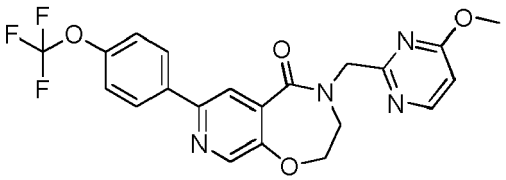


[0774] **Compound XII-11** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$ 434.0. $CDCl_3$: 8.42 (s, 1H), 8.30 (d, J = 4.4 Hz, 1H), 8.23 (s, 1H), 7.96 (d, J = 8.4 Hz, 2H), 7.37 (t, J = 8.4 Hz, 1H), 7.22 (d, J = 8 Hz, 2H), 7.21 (d, J = 8.4 Hz, 1H), 4.99 (s, 2H), 4.53 (t, J = 4.4 Hz, 2H), 3.78 (t, J = 4Hz, 2H).

Example 169

4-((4-methoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (Compound XII-14)

[0775]

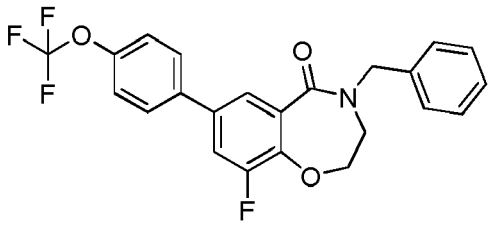


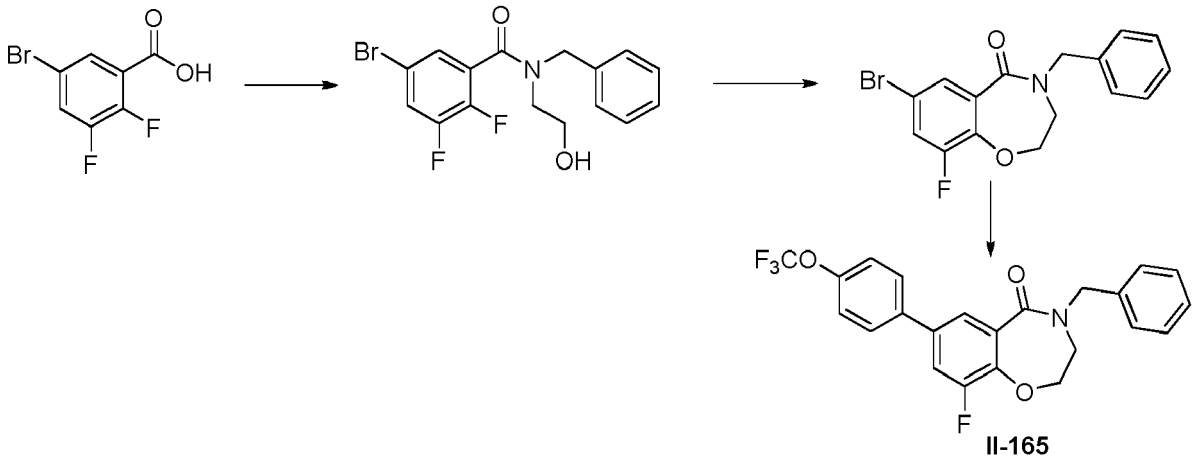
[0776] **Compound XII-14** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$ 447.1.

Example 170

4-benzyl-9-fluoro-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-165)

[0777]





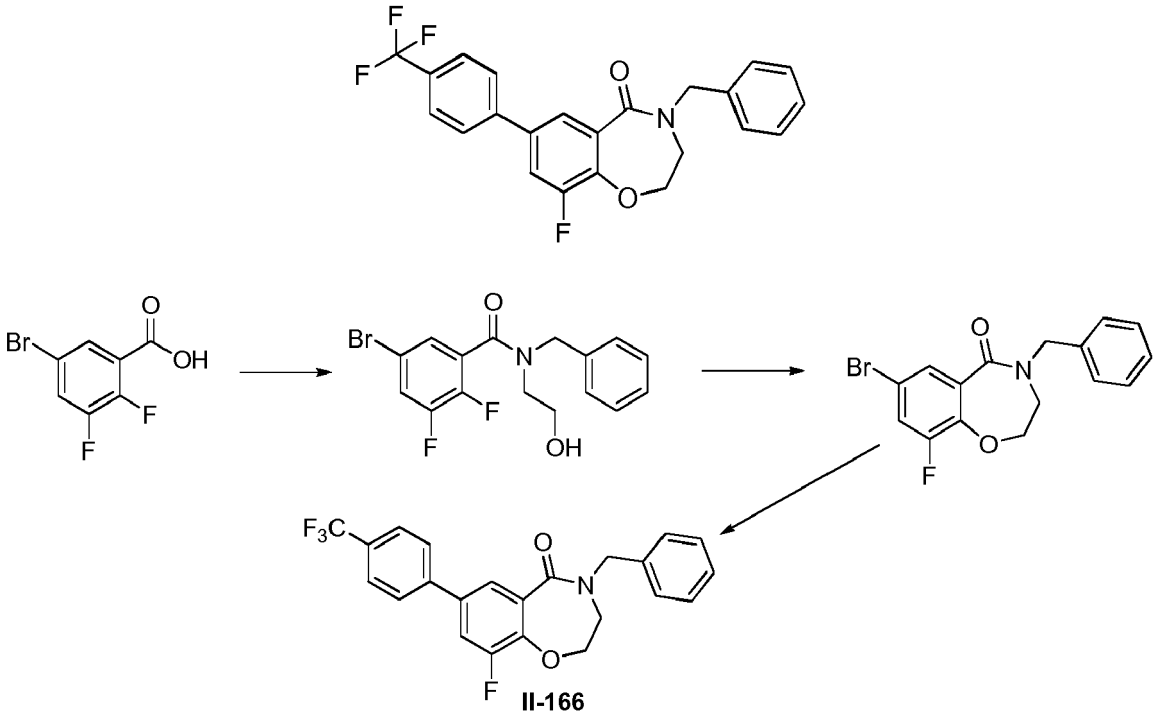
II-165

[0778] **Compound 11-165** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$ 432.1. $CDCl_3$:7.80 (s, 1H), 7.53 (d, J = 8.8 Hz, 2H), 7.37 (dd, J1 = 2.4 Hz, J2 = 11.2 Hz, 1H), 7.31 (d, J = 4 Hz, 2H), 7.29-7.20 (m, 5H), 4.79 (s, 2H), 4.21 (t, J = 5.2 Hz, 2H), 3.47 (t, J = 5.2 Hz, 2H).

Example 171

4-benzyl-9-fluoro-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-166)

[0779]



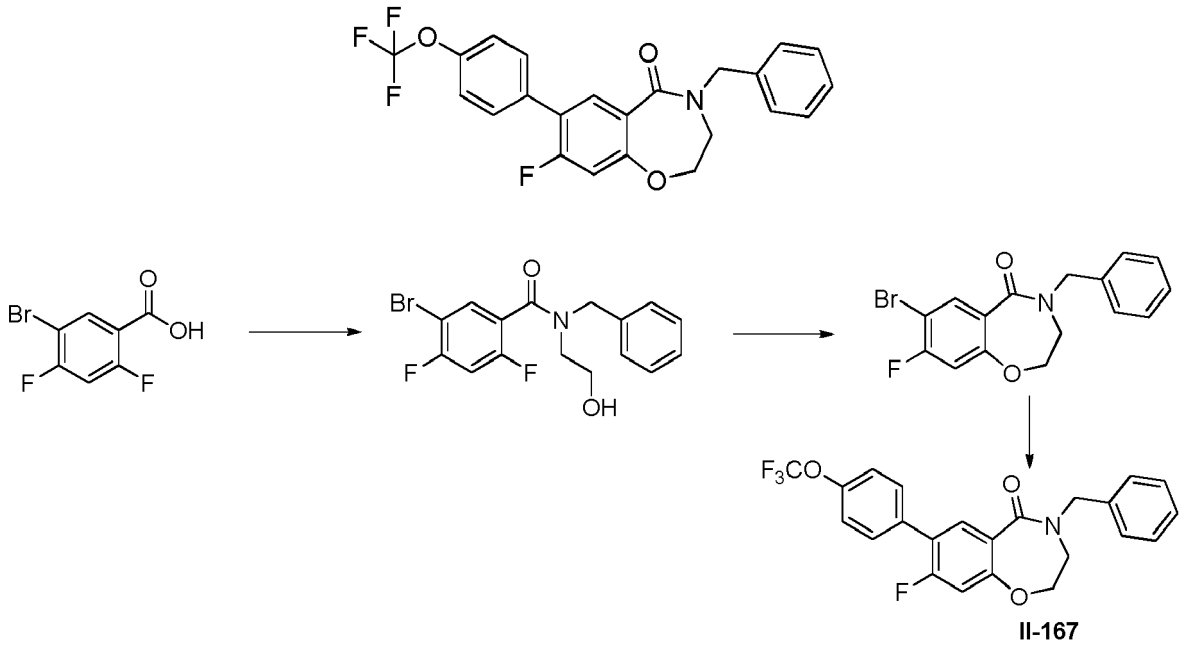
II-166

[0780] **Compound 11-166** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$ 416.1. $CDCl_3$:7.87 (s, 1H), 7.63 (s, 4H), 7.42 (dd, J1 = 1.6 Hz, J2 = 10.8 Hz, 1H), 7.32 - 7.24 (m, 5H), 4.79 (s, 2H), 4.22 (t, J = 5.2 Hz, 2H), 3.48 (t, J = 5.2 Hz, 2H).

Example 172

4-benzyl-8-fluoro-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-167)

[0781]

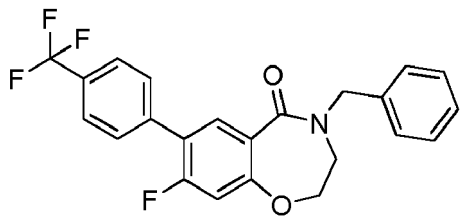


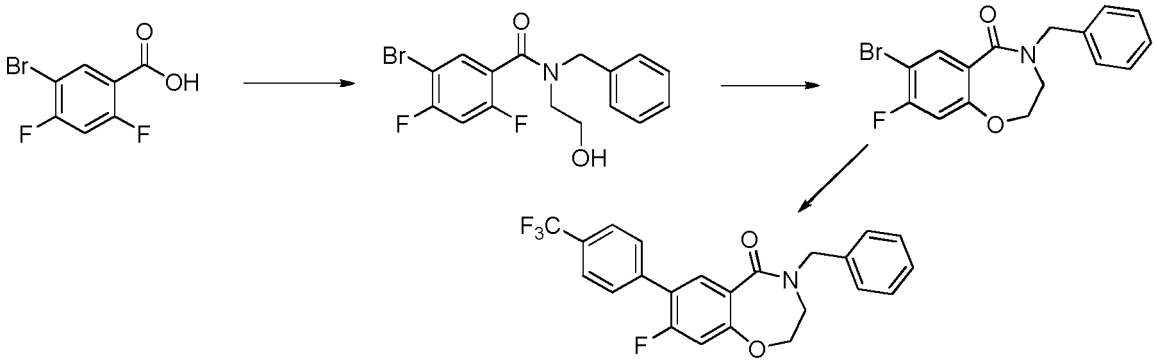
[0782] **Compound 11-167** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$ 432.1. $CDCl_3$:8.07 (d, J = 9.2 Hz, 1H), 7.58 (d, J = 7.6 Hz, 2h), 7.40 - 7.32 (m, 5H), 7.28 (d, J = 8.4 Hz, 2H), 6.81 (d, J = 11.2 Hz, 1H), 4.84 (s, 2H), 4.24 (t, J = 4.8 Hz, 2H), 3.54 (t, J = 4.8 Hz, 2H).

Example 173

4-benzyl-8-fluoro-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-168)

[0783]





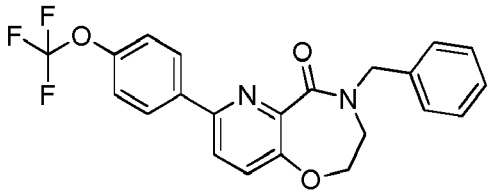
II-168

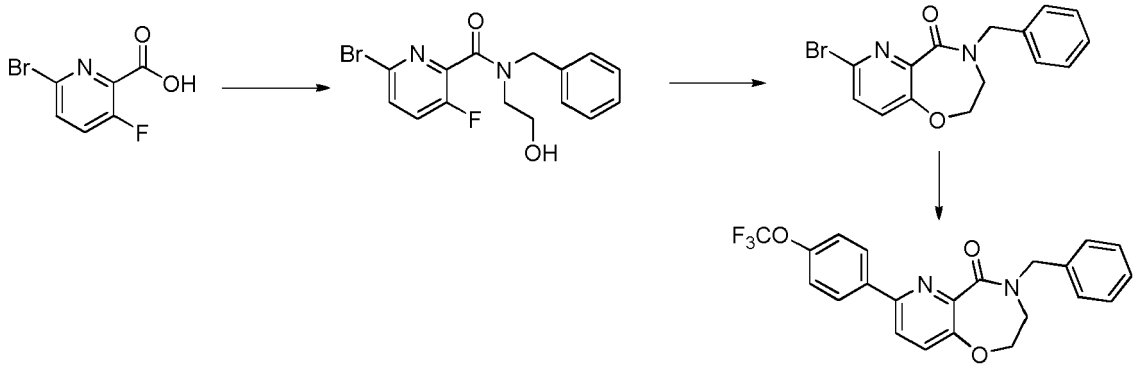
[0784] **Compound 11-168** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$ 416.1. $CDCl_3$:8.11 (d, J = 9.2 Hz, 1H), 7.74 - 7.64 (m, 4H), 7.40 - 7.30 (m, 5H), 6.83 (d, J = 11.6 Hz, 1H), 4.85 (s, 2H), 4.26 (t, J = 4.8 Hz, 2H), 3.56 (t, J = 4.8 Hz, 2H).

Example 174

4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[2,3-f][1,4]oxazepin-5(2H)-one (Compound XII-2)

[0785]





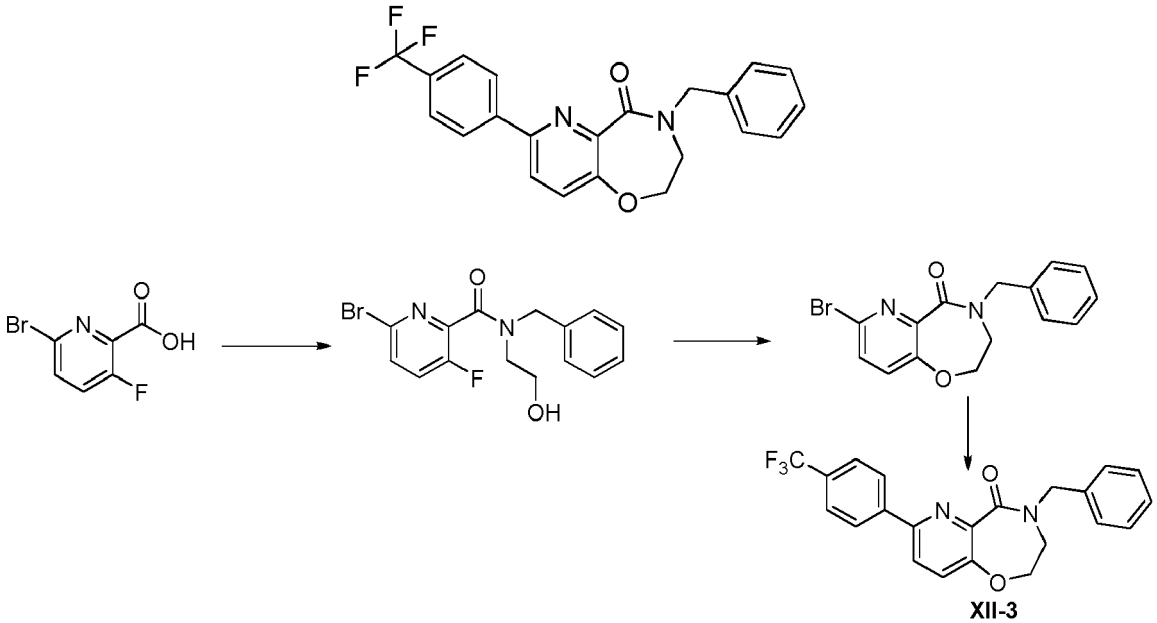
XII-2

[0786] **Compound XII-2** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$ 415.1. $CDCl_3$: 8.09 (d, J = 8.4 Hz, 2H), 7.79 (d, J = 8.8 Hz, 1H), 7.46 (d, J = 8.8 Hz, 1H), 7.44-7.32 (m, 5H), 7.30 (d, J = 8 Hz, 2H), 4.91 (s, 2H), 4.18 (t, J = 5.2 Hz, 2H), (t, J = 5.2 Hz, 2H).

Example 175

4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydropyrido[2,3-f][1,4]oxazepin-5(2H)-one (Compound XII-3)

[0787]



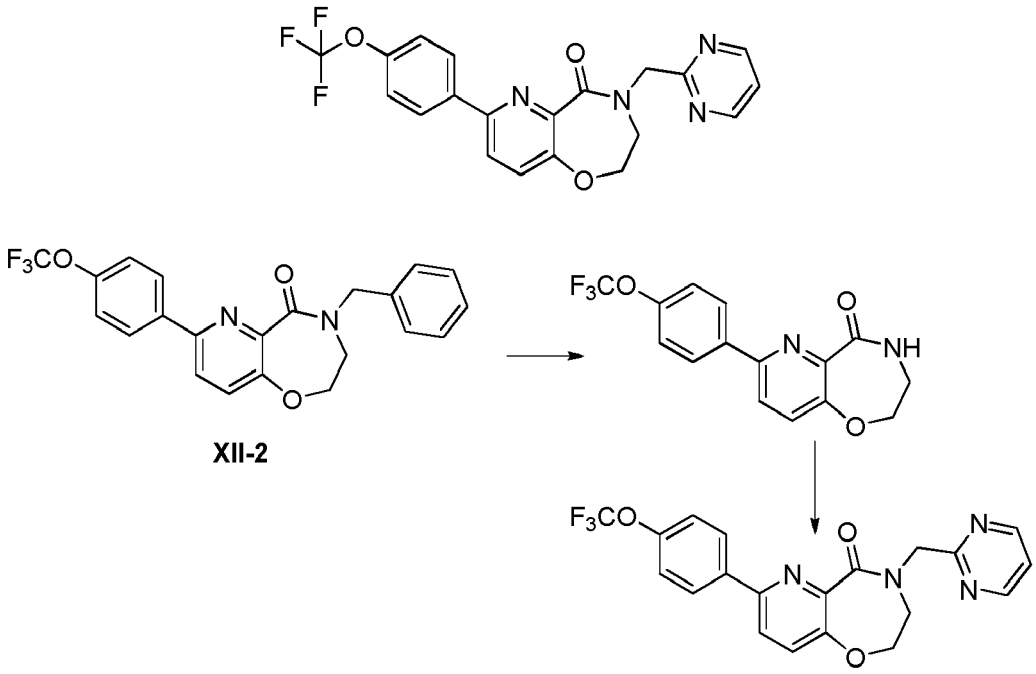
XII-3

[0788] **Compound XII-3** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$ 399.1. $CDCl_3$: 8.18 (d, J = 8.4 Hz, 2H), 7.84 (d, J = 8.4 Hz, 1H), 7.71 (d, J = 8Hz, 2H), 7.48 (d, J = 8 Hz, 1H), 7.46 - 7.30 (m, 5H), 4.91 (s, 2H), 4.20(t, J = 5.2 Hz, 2H), 3.54 (t, J = 5.2 Hz, 2H).

Example 176

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[2,3-f][1,4]oxazepin-5(2H)-one (Compound XII-6)

[0789]



XII-2

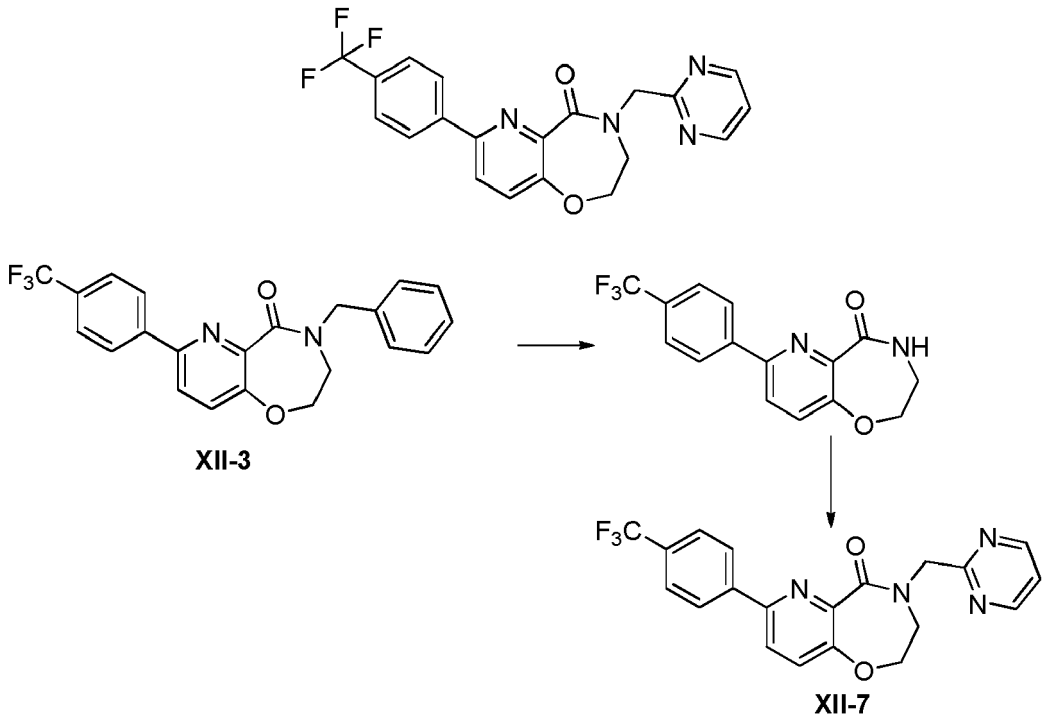
XII-6

[0790] **Compound XII-6** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$ 417.0.

Example 177

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydropyrido[2,3-f][1,4]oxazepin-5(2H)-one (Compound XII-7)

[0791]

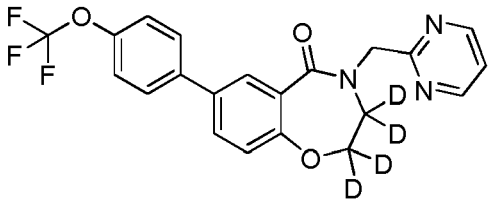


[0792] **Compound XII-7** was prepared according to the Examples disclosed herein using the appropriate starting materials. Mass $(M+H)^+$ 401.0.

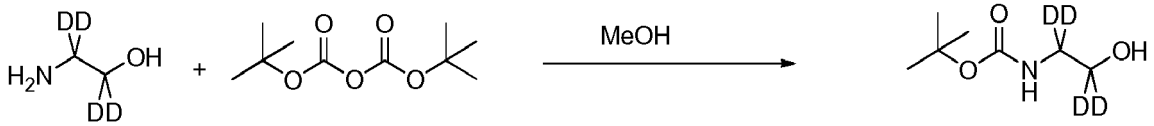
Example 178

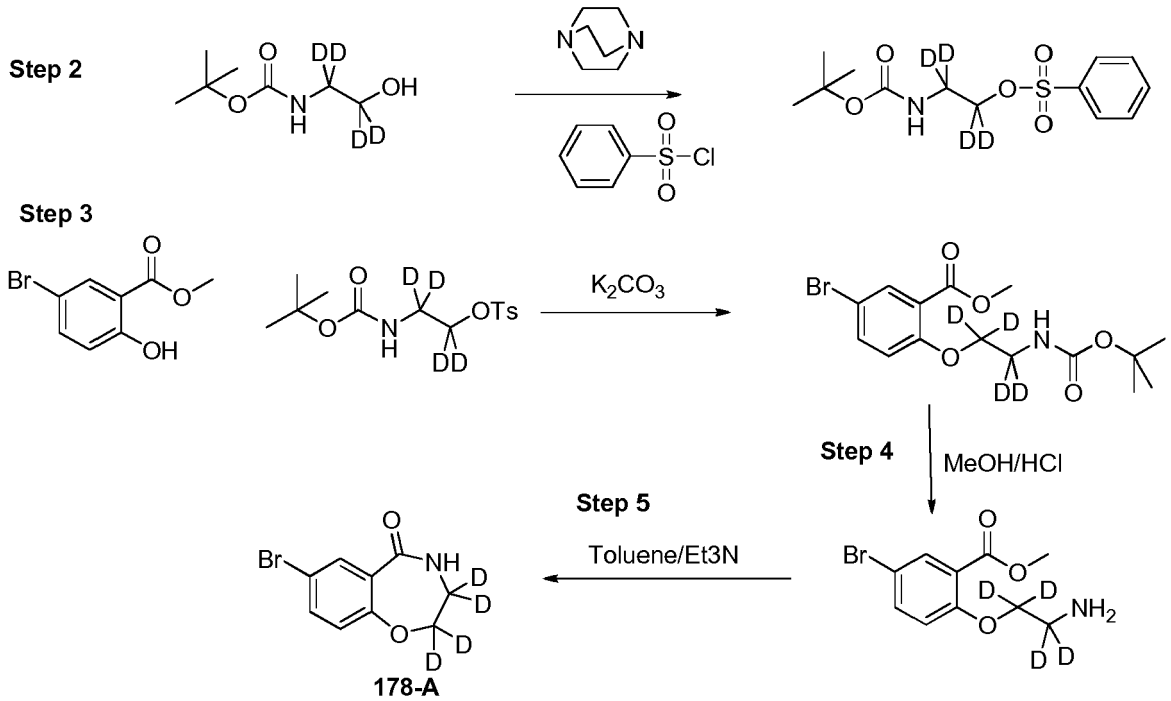
2,2,3,3-tetradeutero-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-174)

[0793]



Step 1





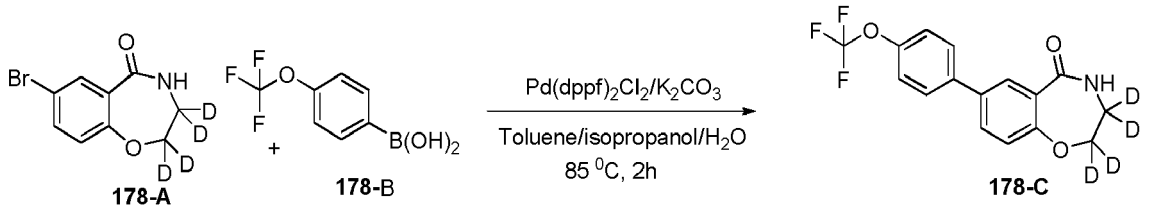
[0794] Step 1: To a solution of 2-aminoethanol (2.0 g, 30 mmol) in methanol (50 mL) at 0 °C, Boc_2O (6.0 g, 27 mmol) was added slowly and the reaction mixture was stirred at r.t. for 2h. Concentrate the reaction mixture to remove methanol, the residue was dissolved in ethyl acetate, the organic layer was washed with brine, dried over sodium sulfate and concentrated to get the Boc protected amino ethanol (5.0 g) and used directly for the next reaction.

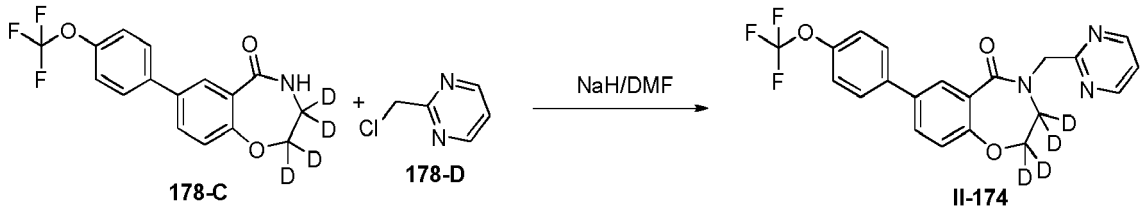
[0795] Step 2: To a solution of DABCO (5 g, 45 mmol) in toluene (50 mL), N-Boc-2-aminoethanol (5 g, 30 mmol) in toluene was added at room temperature. The reaction mixture was cooled to 0 °C and benzenesulfonyl chloride (5.8 g, 33 mmol) was added slowly and stirred at room temperature for 2h. Water was added to the reaction mixture, adjust the pH of the mixture to 2~3 by adding 6N HCl. The organic layer was separated, washed with water, sodium bicarbonate, water and brine. Dried over sodium sulfate and concentrated to get an oily product (6.0 g, 70% yield from two steps) which was used directly for the next step.

[0796] Step 3: To a solution of protected aminoethanol (6 g, 19.5 mmol) in DMF (20 mL) methyl 5-bromo-2-hydroxy-benzoate (3 g, 13 mmol) was added followed by potassium carbonate (3.58 g, 26 mmol) and heated the mixture at 70 °C for 4 h. Solvent was distilled off, the residue was treated with ethyl acetate. The organic layer was washed with water, brine and concentrated to give an oily product (4 g, 81%) and is used for the next step.

[0797] Step 4: To the above oily product in methanol (10 mL) at room temperature HCl in methanol (2 ml in 10 mL) was added and heated at 70 °C for 2h. Solvent was distilled off, the residue was treated with ether, filtered the precipitate. The product obtained (2.5 g, 85%) is used for the cyclization step.

[0798] Step 5: To the above product (2.5 g, 9 mmol) in toluene (10 mL), triethylamine (4 ml, 36 mmol) was added and heated at 105 °C for 48 h, until the LC-MS no starting material. The reaction mixture was cooled, diluted with methylene chloride, separated the organic layer. Add water to the organic layer and treated with 6N HCl, to adjust the pH 2. The organics were washed with water, brine and dried and concentrated. The residue was treated with dichloromethane and hexane and filtered the product 178-A (2.0 g, 90% yield).





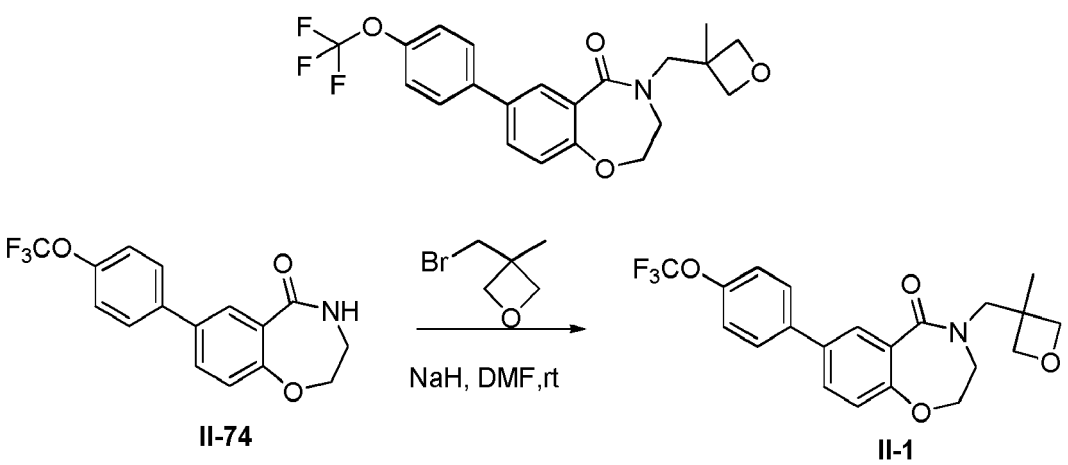
[0799] Suzuki: To the bromide **178-A** (2 g, 8.16 mmol, 1 eq), boronic acid **178-B** (2.5 g, 12.2 mmol, 1.5 eq) and potassium carbonate (3.4 g, 24.48 mol, 3 eq) in a round bottom flask, solvent (60 mL, toluene/isopropano/water : 2/1/1) was added and stirred under nitrogen for 10 min. To the above solution the palladium catalyst Pd(dppf)Cl_2 (142 mg, 0.16 mmol, 0.02 eq) was added and heated at 85 °C for 2h. The reaction mixture was diluted with ethyl acetate, separated the organic layer and filtered the organic layer through a plug of celite and silica gel and concentrated. Column purification on silica gel using ethyl acetate/hexane as eluent provided **178-C** (2 g, 75% yield).

[0800] Alkylation: To a solution of **178-C** (2 g, 6.12 mmol, 1 eq.) chloromethyl pyrimidine **178-D** (1.5 g, 9.17 mmol, 1.5 eq.) in DMF (10 mL), NaH (60% dispersion in oil) (600 mg, 25 mmol, 4 eq.) was slowly added at room temperature (slightly exothermic) and stirred at r.t. for 30 min. The reaction mixture was treated with few drops of HCl, diluted the reaction mixture with ethyl acetate and treated with water. The organic layer was separated, washed with brine, dried and concentrated. Column purification on silica gel using ethyl acetate/hexane as eluent provided **Compound 11-174** (1.8 g, 70% yield). Mass $(M+H)^+$ 420.1. $CDCl_3$:8.65 (d, J = 5.2 Hz, 2H), 8.10 (s, 1H), 7.58 - 7.50 (m, 3H), 7.18 (d, J = 8 Hz, 2H), 7.14 (t, J = 5.2 Hz, 1H), 7.02 (d, J = 8.4 Hz, 1H), 5.02 (s, 2H).

Example 179

4-((3-methyloxetan-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound II-1)

[0801]



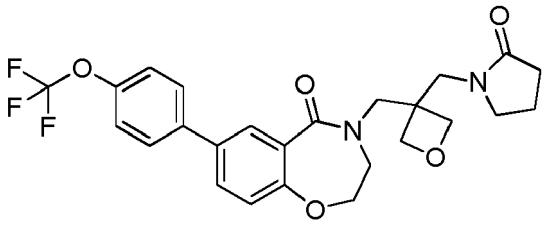
[0802] 4-((3-Methyloxetan-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one was prepared according to Example 25 using 3-(bromomethyl)-3methyloxetane.

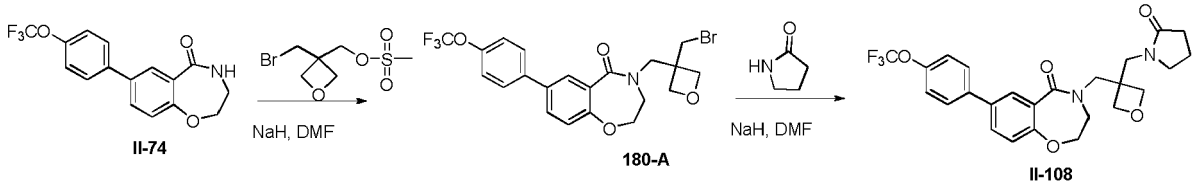
[0803] ^{1}H-NMR (400 MHz, DMSO) 1.305 (s, 3H), 3.618-3.643 (m, 2H), 3.750 (s, 2H), 4.183-4.198 (d, 2H, *J* = 6 Hz), 4.346-4.322 (t, 2H, *J* = 4.8 Hz), 4.563-4.577 (d, 2H, *J* = 5.6 Hz), 7.109- 7.131 (d, 1H, *J* = 8.8 Hz), 7.413-7.433 (s, 2H, *J* = 8 Hz), 7.752-7.786 (m, 3H), 7.878-7.883 (d, 1H, *J* = 2 Hz), MS *m/z* 407.1 (M^+).

Example 180

4-((3-((2-oxopyrrolidin-1-yl)methyl)oxetan-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-108)

[0804]



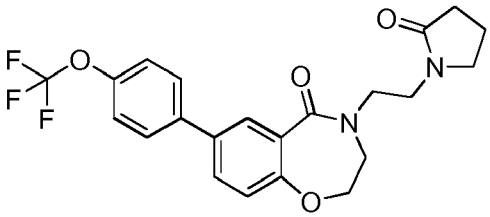


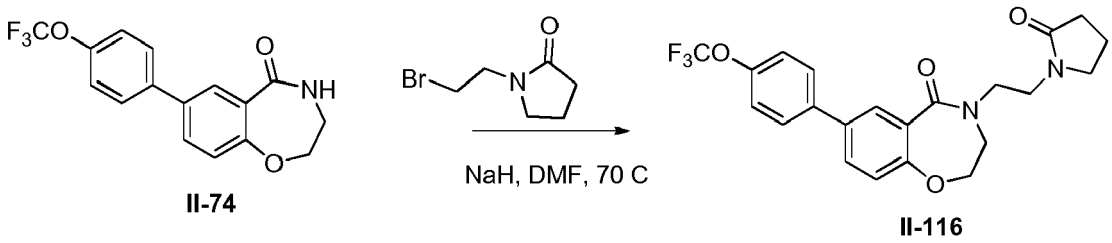
[0805] **Compound 180-A** and **Compound 11-108** was prepared according to Example 25 using (3-(bromomethyl)oxetan-3-yl)methyl methanesulfonate.

Example 181

4-(2-(2-oxopyrrolidin-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-116)

[0806]



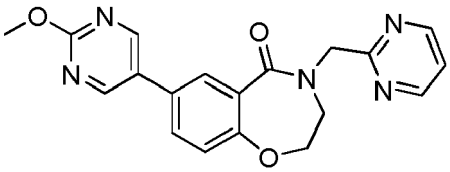


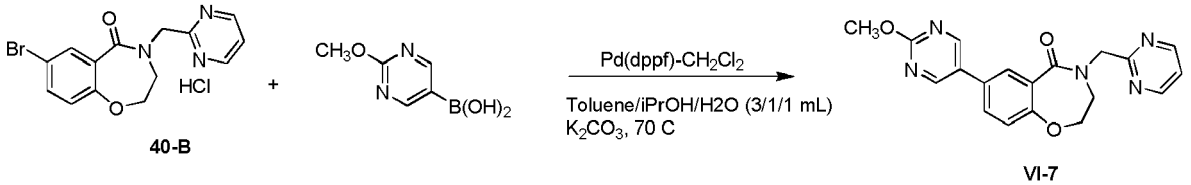
[0807] **Compound 11-116** was prepared according to Example 25 using 1-(2-bromoethyl)pyrrolidin-2-one.

Example 182

7-(2-methoxypyrimidin-5-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-7)

[0808]



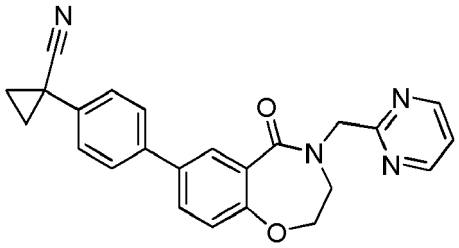


[0809] **40-B** (0.405 mmol), potassium carbonate (111 mmol) and Palladium chloride dppf catalyst (0.05 mmol) were combined in a mixture of toluene (3 mL), isopropanol (1 mL) and water (1 mL). The resulting suspension was heated at 85 degrees for 2 hours. The reaction mixture was concentrated down and diluted with ethyl acetate and filtered through celite. The filtrate was washed with water. The organic layer was purified by prep HPLC and prep TLC to afford **Compound VI-7.**

Example 183

1-(4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)phenyl)cyclopropanecarbonitrile (Compound 11-109)

[0810]

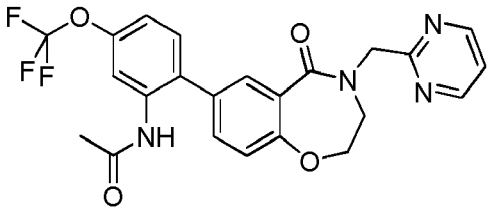


[0811] **Compound 11-109** was prepared according to the Examples disclosed herein using the appropriate starting materials.

Example 184

N-(2-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)-5-(trifluoromethoxy)phenyl)acetamide (Compound 11-111)

[0812]

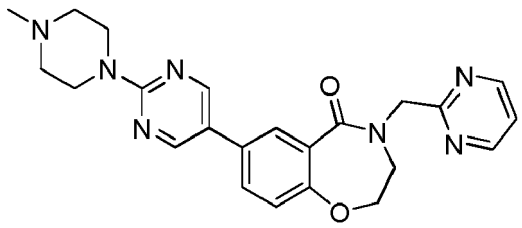


[0813] **Compound 11-111** was prepared according to the Examples disclosed herein using the appropriate starting materials.

Example 185

7-(2-(4-methylpiperazin-l-yl)pyrimidin-5-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-14)

[0814]

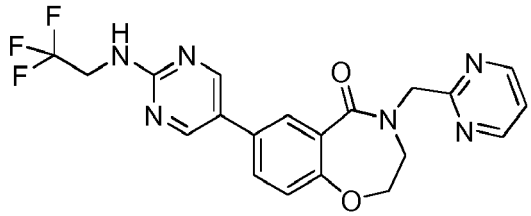


[0815] **Compound VI-14** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS m/z 432.2 (M^+).

Example 186

4-(pyrimidin-2-ylmethyl)-7-(2-(2,2,2-trifluoroethylamino)pyrimidin-5-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-15)

[0816]

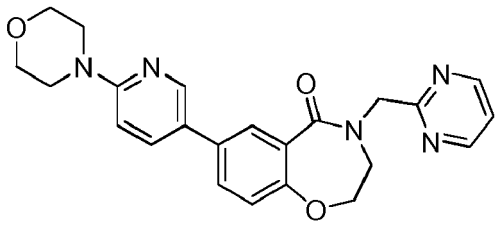


[0817] **Compound VI-15** was prepared according to the Examples disclosed herein using the appropriate starting materials.

Example 187

7-(6-morpholinopyridin-3-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-16)

[0818]

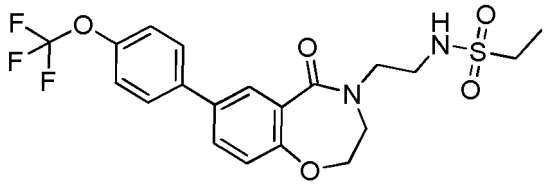


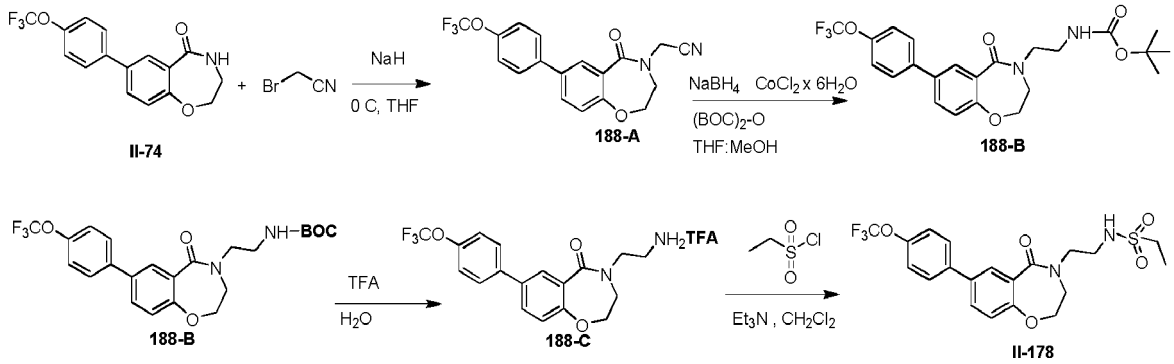
[0819] **Compound VI-16** was prepared according to the Examples disclosed herein using the appropriate starting materials.

Example 188

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)ethanesulfonamide (Compound 11-178)

[0820]





[0821] **11-74** (1.04 mmol) and NaH (3.13 mmol) was stirred in THF (6mL) at 0 degrees under nitrogen. Bromoacetonitrile was added dropwise. The resulting reaction mixture was allowed to slowly warm up to room temperature over the period of 2 hours after which time the reaction mixture was quenched with water and then extracted with dichloromethane. The organic layer was purified by prep HPLC to afford **188-A.**

[0822] **188-A** (0.635 mmol) was dissolved in a mixture of THF:MeOH (4:6 mL). To this was added cobalt chloride (2.49 mmol) and di-tert-butyldicarbonate (1.26 mmol) under nitrogen follow by addition of sodium borohydride (0.762 mmol). The resulting mixture was stirred at ambient temperature overnight. The mixture was filtered through celite and washed with 9:1 mixture of MeOH/H_2O. The filtrate was washed with saturated $NaHCO_3$ and then extracted with ethyl acetate. The organic layer was dried over $Na_2S(O)_4$ and concentrated down to afford **188-B** as an oil which was used without further purifications to make **188-C.**

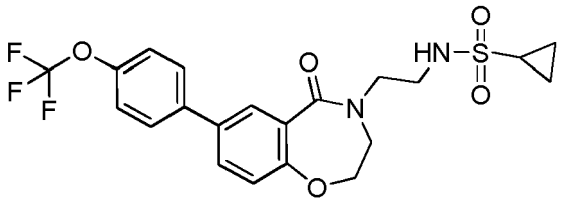
[0823] **188-B** (200 mg) was combined with TFA (9 mL) and H_2O (1 mL) and stirred under nitrogen for 2 hours. The reaction mixture was concentrated and used without further purifications to make **Compound 11-178.**

[0824] A solution of **188-C** (25mg) in dicholoromethane (3 mL) was chilled in an ice bath. To this was added triethylamine (0.1 mL) followed by ethanesulfonyl chloride (0.05 mL). The reaction mixture was stirred under cold conditions for 2 hours after which it was quenched with water. The mixture was extracted with dichloromethane and purified by prep HPLC to afford **Compound 11-178.** MS m/z 459.1 (M^+).

Example 189

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)cyclopropanesulfonamide (Compound 11-179)

[0825]

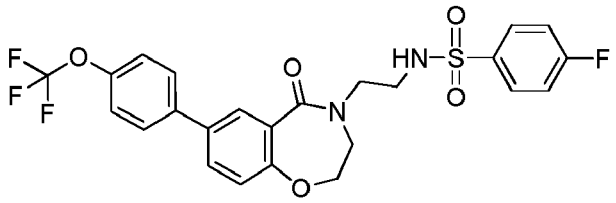


[0826] **Compound 11-179** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS m/z 471.1 (M^+).

Example 190

4-fluoro-N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)benzenesulfonamide (Compound 11-181)

[0827]

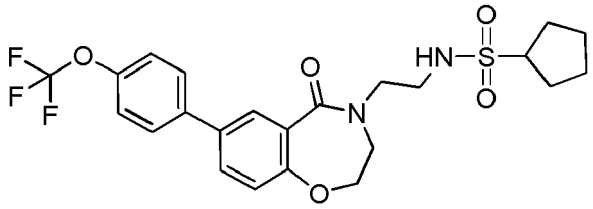


[0828] **Compound 11-181** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS m/z 525.1 (M^+).

Example 191

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)cyclopentanesulfonamide (Compound 11-183)

[0829]

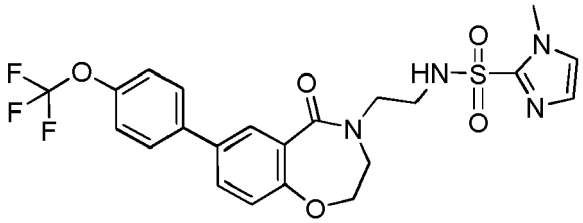


[0830] **Compound 11-183** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS m/z 499.1 (M^+).

Example 192

1-methyl-N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)-1H-imidazole-2-sulfonamide (Compound 11-184)

[0831]

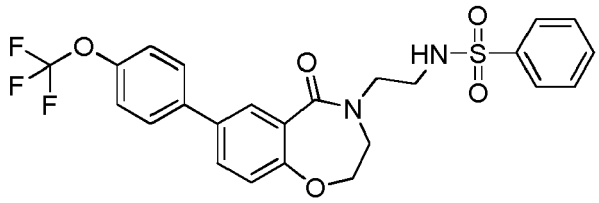


[0832] **Compound 11-184** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS m/z 511.1 (M^+).

Example 193

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)benzenesulfonamide (Compound 11-177)

[0833]

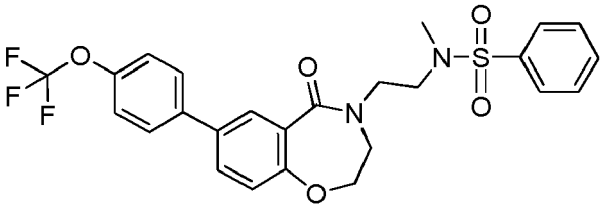


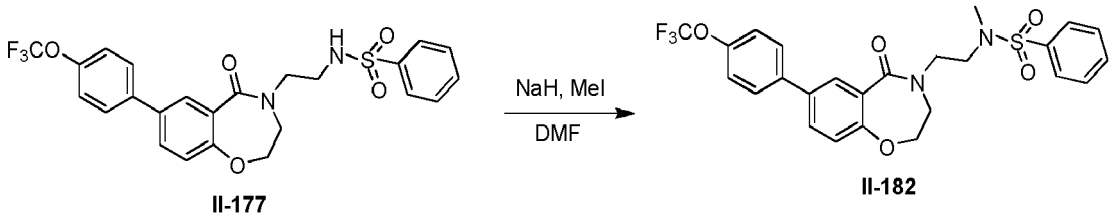
[0834] **Compound 11-177** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS m/z 507.1 (M^+).

Example 194

N-methyl-N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)benzenesulfonamide (Compound 11-182)

[0835]



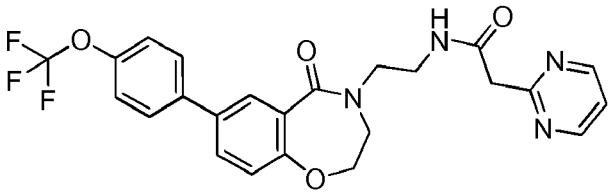


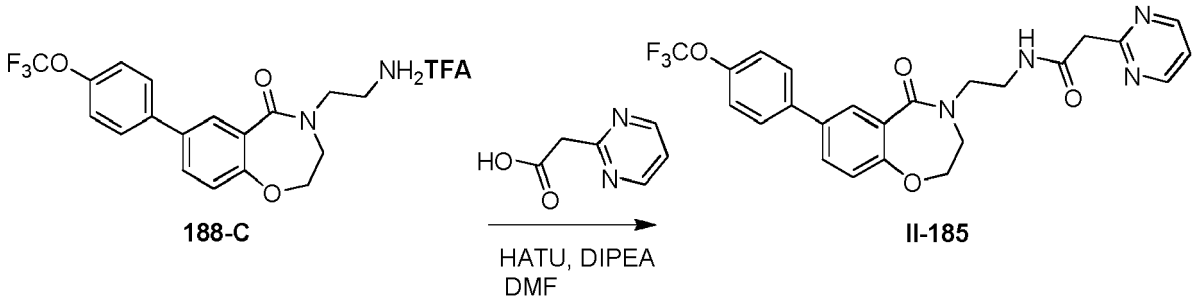
[0836] **Compound 11-182** was prepared according to Example 25 using iodomethane and **Compound 11-177.**

Example 195

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)-2-(pyrimidin-2-yl)acetamide (Compound 11-185)

[0837]



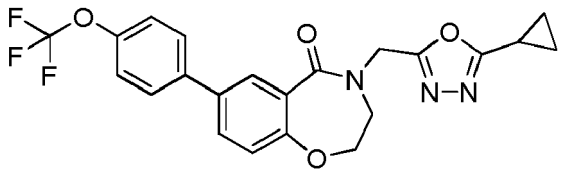


[0838] **188-C** (0.054 mmol) was dissolved in DMF (3mL) follow by addition of HATU and DIPEA. The resulting mixture was stirred at room temperature for 3 hours after which water was added and extracted with dichloromethane. The organic was purified by prep HPLC to afford **Compound 11-185.**

Example 196

4-((5-cyclopropyl-1,3,4-oxadiazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-68)

[0839]

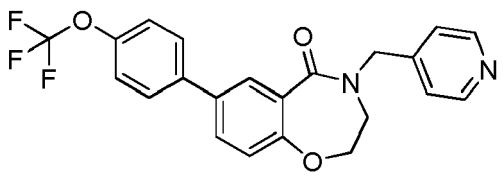


[0840] **Compound 11-68** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 446.1 (M+H).

Example 197

4-(pyridin-4-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-67)

[0841]

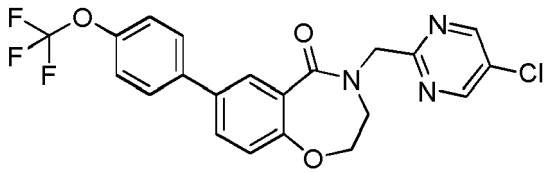


[0842] **Compound 11-67** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 415.1 (M+H).

Example 198

4-((5-chloropyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-65)

[0843]

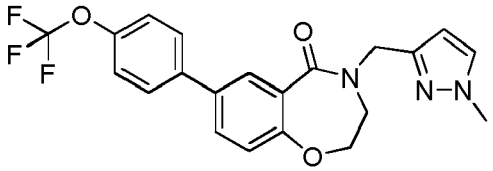


[0844] **Compound 11-65** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m*/*z* 450.0 (M+H).

Example 199

4-((1-methyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-64)

[0845]

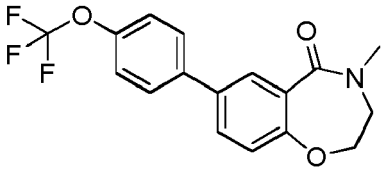


[0846] **Compound 11-64** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m*/*z* 418.1 (M+H).

Example 200

4-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-46)

[0847]

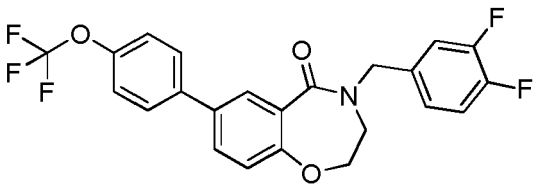


[0848] **Compound 11-46** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m*/*z* 338.1 (M+H).

Example 201

4-(3,4-difluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-45)

[0849]



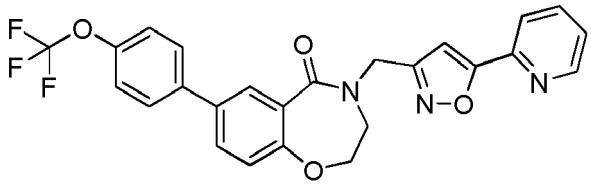
[0850] **Compound 11-45 was** prepared according to the Examples disclosed herein using the appropriate starting

materials. MS *m/z* 450.1 (M+H).

Example 202

4-((5-(pyridin-2-yl)isoxazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-41)

[0851]

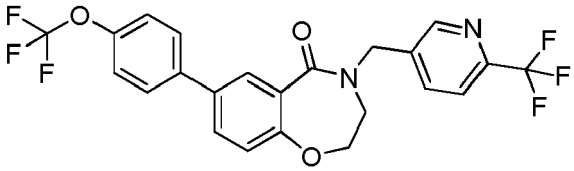


[0852] **Compound 11-41** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 482.1 (M+H).

Example 203

7-(4-(trifluoromethoxy)phenyl)-4-((6-(trifluoromethyl)pyridin-3-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound II-16)

[0853]

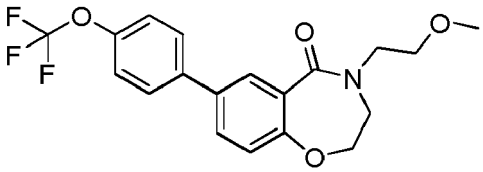


[0854] **Compound 11-16** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 483.1 (M+H).

Example 204

4-(2-methoxyethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-11)

[0855]

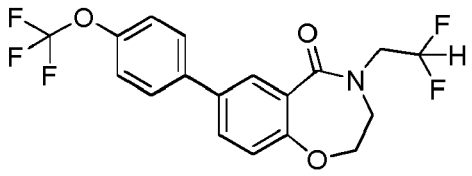


[0856] **Compound 11-11** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 382.1 (M+H).

Example 205

4-(2,2-difluoroethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound II-6)

[0857]

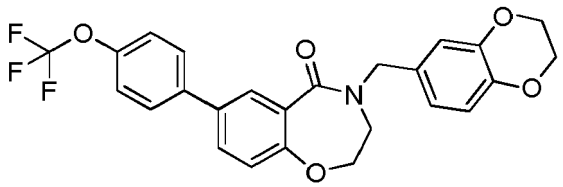


[0858] **Compound II-6** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 388.1 (M+H).

Example 206

4-((2,3-dihydrobenzo[b][1,4]dioxin-6-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound II-5)

[0859]

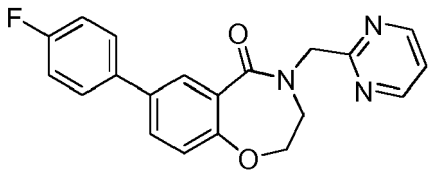


[0860] **Compound II-5** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 472.1 (M+H).

Example 207

7-(4-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-104)

[0861]

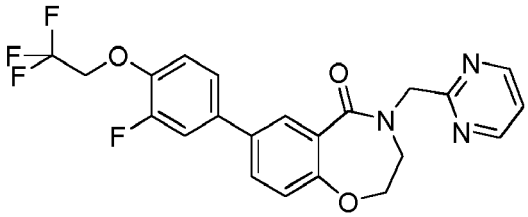


[0862] **Compound 11-104** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 350.1 (M+H).

Example 208

7-(3-fluoro-4-(2,2,2-trifluoroethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-106)

[0863]

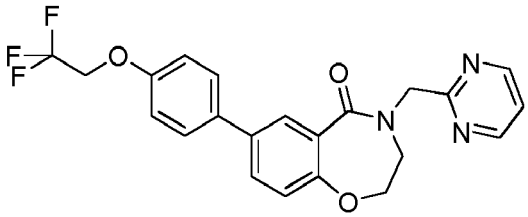


[0864] **Compound 11-106** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 448.1 (M+H).

Example 209

4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-107)

[0865]

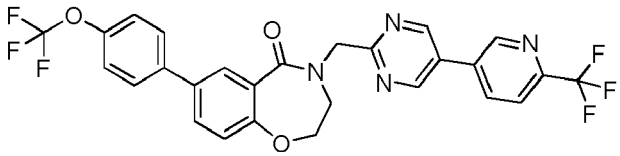


[0866] **Compound 11-107** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 430.1 (M+H).

Example 210

7-(4-(trifluoromethoxy)phenyl)-4-((5-(6-(trifluoromethyl)pyridin-3-yl)pyrimidin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-115)

[0867]

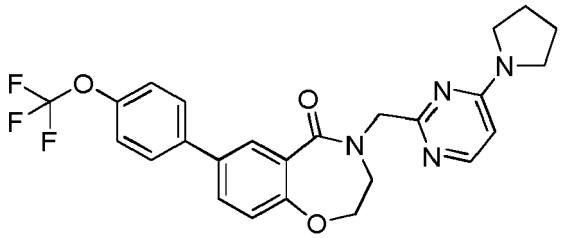


[0868] **Compound 11-115** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 561.1 (M+H).

Example 211

4-((4-(pyrrolidin-1-yl)pyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-125)

[0869]

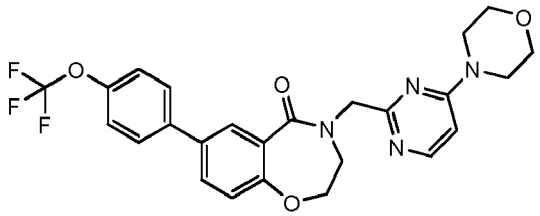


[0870] **Compound 11-125** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 485.1 (M+H).

Example 212

4-((4-morpholinopyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-133)

[0871]

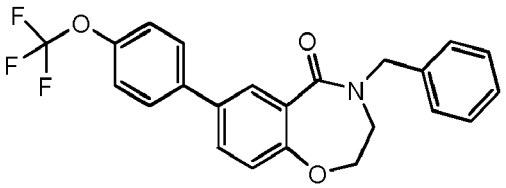


[0872] **Compound 11-133** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 501.1 (M+H).

Example 213

4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-134)

[0873]

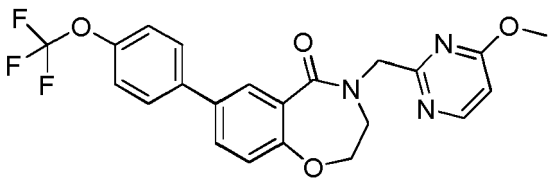


[0874] **Compound 11-134** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.01 (d, 1H, *J* = 2.4 Hz), 7.72-7.78 (m, 3H), 7.31-7.42 (m, 7H), 7.14 (d, 1H, *J* = 8.0 Hz), 4.85 (s, 2H), 4.25 (t, 2H, *J* = 5.0 Hz), 3.60 (t, *2H, J*= 5.4 Hz); MS *m/z* 414.1 (M+H).

Example 214

4-((4-methoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-137)

[0875]

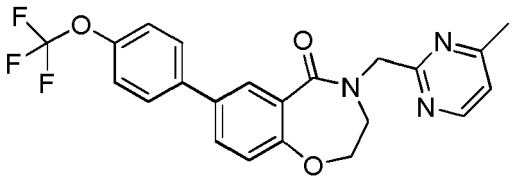


[0876] **Compound 11-137** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.41 (d, 1H, *J* = 6.0 Hz), 8.01 (d, 1H, *J* = 2.4 Hz), 7.77 (dd, 1H, *J* = 8.8, 2.4 Hz), 7.71 (d, 2H, *J* = 8.4 Hz), 7.35 (d, 2H, *J* = 8.0 Hz), 7.17 (d, 1H, *J* = 8.0 Hz), 6.75 (d, 1H, *J* = 6.0 Hz), 4.97 (s, 2H), 4.58 (t, 2H, *J* = 4.8 Hz), 3.95 (s, 3H), 3.84 (t, 2H, *J* = 5.2 Hz); MS *m/z* 446.1 (M+H).

Example 215

4-((4-methylpyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-138)

[0877]

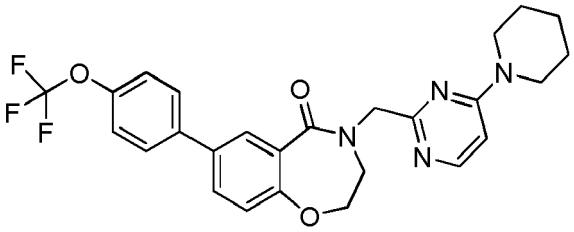


[0878] **Compound 11-138** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.59 (d, 1H, *J* = 5.2 Hz), 8.02 (d, 1H, *J* = 2.4 Hz), 7.76 (dd, 1H, *J* = 8.4, 2.4 Hz), 7.71 (d, 2H, *J* = 8.4 Hz), 7.34 (d, 2H, *J* = 8.0 Hz), 7.28 (d, 1H, *J* = 5.2 Hz), 7.16 (d, 1H, *J* = 8.4 Hz), 5.03 (s, 2H), 4.59 (t, 2H, *J* = 5.0 Hz), 3.83 (t, 2H, *J* = 5.0 Hz)), 2.53 (s, 3H); MS *m/z* 430.1 (M+H).

Example 216

4-((4-(piperidin-1-yl)pyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-139)

[0879]

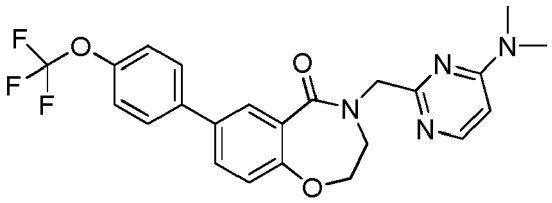


[0880] **Compound 11-139** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.10 (d, 1H, *J* = 7.2 Hz), 7.98 (d, 1H, *J* = 2.4 Hz), 7.81 (dd, 1H, *J* = 8.4, 2.4 Hz), 7.71 (d, 2H, *J* = 9.2 Hz), 7.35 (d, 2H, *J* = 8.0 Hz), 7.20 (d, 1H, *J* = 8.8 Hz), 7.01 (d, 1H, *J* = 7.6 Hz), 4.91 (s, 2H), 4.56 (t, 2H, *J*= 5.0 Hz), 4.01 (br, 2H), 3.88 (t, 2H, *J*= 4.8 Hz)), 3.73 (br, 2H), 1.59-1.73 (m, 6H); MS *m/z* 499.2 (M+H).

Example 217

4-((4-(dimethylamino)pyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-140)

[0881]

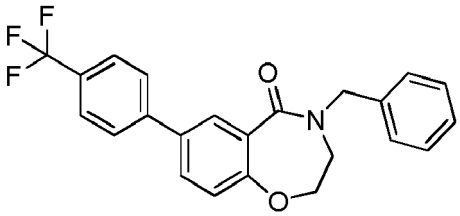


[0882] **Compound 11-140** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.14 (d, 1H, *J* = 7.2 Hz), 7.99 (d, 1H, *J* = 2.4 Hz), 7.81 (dd, 1H, *J* = 8.0, 2.4 Hz), 7.70 (d, 2H, *J* = 9.2 Hz), 7.35 (d, 2H, *J* = 8.4 Hz), 7.19 (d, 1H, *J* = 8.4 Hz), 6.93 (d, 1H, *J* = 7.2 Hz), 4.93 (s, 2H), 4.59 (t, 2H, *J* = 5.0 Hz), 3.90 (t, 2H, *J* = 5.0 Hz)), 3.30 (s, 6H); MS *m/z* 459.1 (M+H).

Example 218

4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-141)

[0883]

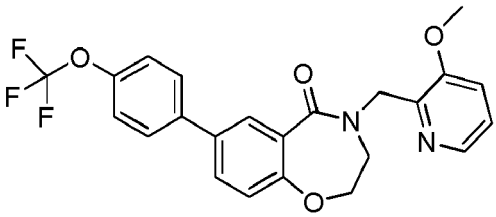


[0884] **Compound 11-141** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.08 (d, 1H, *J* = 2.4 Hz), 7.79-7.84 (m, 3H), 7.74 (d, 2H, *J* = 8.4 Hz), 7.29-7.41 (m, 5H), 7.15 (d, 1H, *J* = 8.4 Hz), 4.86 (s, 2H), 4.26 (t, 2H, *J* = 5.2 Hz), 3.60 (t, 2H, *J* = 5.2 Hz); MS *m/z* 398.1 (M+H).

Example 219

4-((3-methoxypyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-143)

[0885]

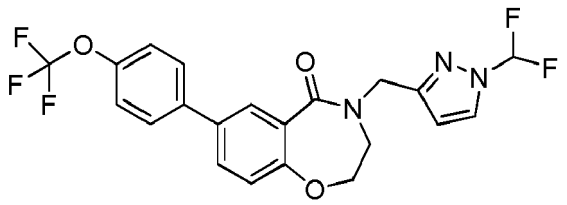


[0886] **Compound 11-143** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.23 (d, 1H, *J* = 5.6 Hz), 8.00 (d, 1H, *J* = 2.8 Hz), 7.92 (d, 1H, *J* = 8.4 Hz), 7.77 (dd, 1H, *J* = 8.4, 2.4 Hz), 7.68-7.71 (m, 3H), 7.34 (d, 2H, *J* = 8.0 Hz), 7.15 (d, 1H, *J* = 8.8 Hz), 5.03 (s, 2H), 4.45 (t, 2H, *J* = 4.8 Hz), 4.05 (s, 3H), 3.82 (t, 2H, *J* = 5.0 Hz); MS *m/z* 445.1 (M+H).

Example 220

4-((1-(difluoromethyl)-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-147)

[0887]

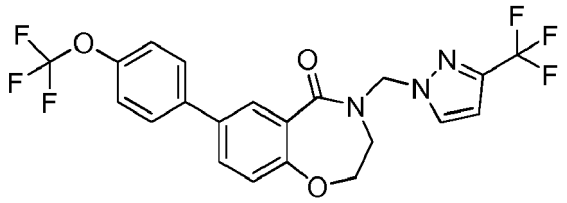


[0888] **Compound 11-147** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.01 (dd, 2H, *J* = 9.4, 2.6 Hz), 7.76 (dd, 1H, *J* = 8.2, 2.6 Hz), 7.72 (d, 2H, *J* = 8.8 Hz), 7.73-7.76 (m, 2H), 7.13 (d, 1H, *J* = 8.4 Hz), 6.54 (d, 1H, *J* = 2.4 Hz), 4.88 (s, 2H), 4.35 (t, 2H, *J* = 5.0 Hz), 3.69 (t, 2H, *J* = 5.0 Hz); MS *m/z* 454.0 (M+H).

Example 221

7-(4-(trifluoromethoxy)phenyl)-4-((3-(trifluoromethyl)-1H-pyrazol-1-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-148)

[0889]

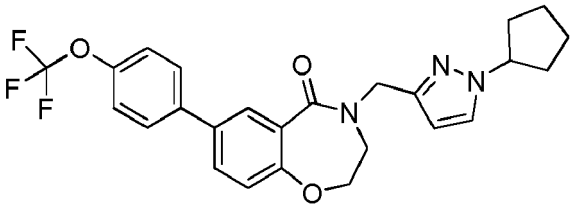


[0890] **Compound 11-148** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 494.0 (M+Na).

Example 222

4-((1-cyclopentyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-152)

[0891]

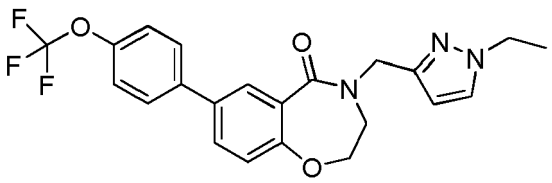


[0892] **Compound 11-152** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 472.1 (M+H).

Example 223

4-((1-ethyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-153)

[0893]

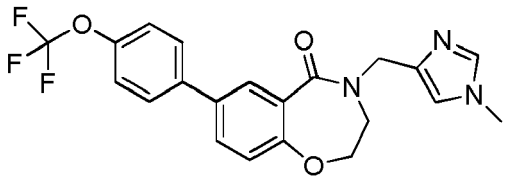


[0894] **Compound II-153** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 7.99 (d, 1H, *J* = 2.4 Hz), 7.71-7.76 (m, 3H), 7.61 (d, 1H, *J* = 2.4 Hz), 7.35 (d, 2H, *J* = 8.0 Hz), 7.12 (d, 1H, *J* = 8.4 Hz), 6.31 (d, 1H, *J* = 2.4 Hz), 4.82 (s, 2H), 4.29 (t, 2H, *J* = 5.0 Hz), 4.17 (q, 2H, *J* = 7.2 Hz), 3.64 (t, 2H, *J* = 7.4 Hz), 1.45 (t, 3H, *J* = 7.4 Hz); MS *m*/*z* 432.1 (M+H).

Example 224

4-((1-methyl-1H-imidazol-4-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-154)

[0895]

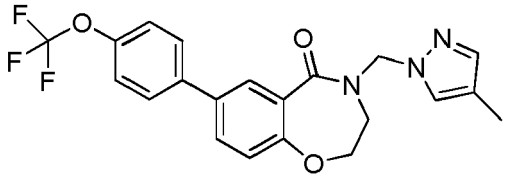


[0896] **Compound 11-154** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m*/*z* 418.1 (M+H).

Example 225

4-((4-methyl-1H-pyrazol-1-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-155)

[0897]

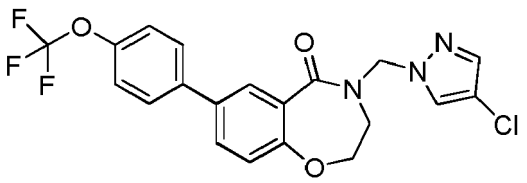


[0898] **Compound 11-155** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 7.98 (d, 1H, *J* = 2.4 Hz), 7.76 (dd, 1H, *J* = 8.2, 2.6 Hz), 7.71 (d, 2H, *J* = 8.4 Hz), 7.61 (s, 1H), 7.34-7.37 (m, 3H), 7.11 (d, 1H, *J* = 8.8 Hz), 5.83 (s, 2H), 4.21 (t, 2H, *J* = 5.0 Hz), 3.76 (t, 2H, *J* = 5.0 Hz), 2.09 (s, 3H); MS *m*/*z* 418.1 (M+H).

Example 226

4-((4-chloro-1H-pyrazol-1-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-156)

[0899]

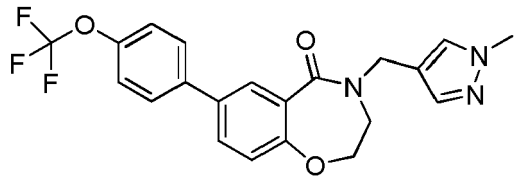


[0900] **Compound 11-156** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 7.99 (d, 1H, *J* = 2.4 Hz), 7.91 (s, 1H), 7.77 (dd, 1H, *J*= 8.4, 2.4 Hz), 7.71 (d, 2H, *J* = 8.8 Hz), 7.52 (s, 1H), 7.35 (d, 2H, *J*= 8.0 Hz), 7.13 (d, 1H, *J*= 8.8 Hz), 5.85 (s, 2H), 4.29 (t, 2H, *J*= 5.0 Hz), 3.81 (t, 2H, *J*= 5.2 Hz); MS *m*/*z* 438.0 (M+H).

Example 227

4-((1-methyl-1H-pyrazol-4-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-160)

[0901]

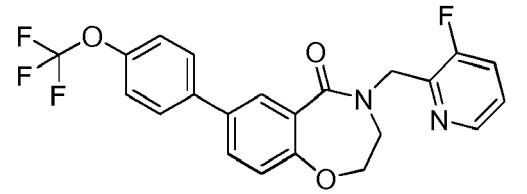


[0902] **Compound 11-160** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 7.98 (d, 1H, *J* = 2.8 Hz), 7.67-7.76 (m, 4H), 7.53 (s, 1H), 7.35 (d, 2H, *J* = 8.0 Hz), 7.12 (d, 1H, *J* = 8.0 Hz), 4.69 (s, 2H), 4.31 (t, 2H, *J* = 5.2 Hz), 3.87 (s, 3H), 3.62 (t, 2H, *J* = 5.0 Hz); MS *m*/*z* 418.1 (M+H).

Example 228

4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-164)

[0903]

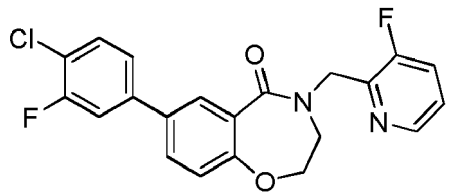


[0904] **Compound 11-164** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.37 (d, 1H, *J* = 4.8 Hz), 8.00 (d, 1H, *J* = 2.4 Hz), 7.76 (dd, 1H, *J* = 8.0, 2.4 Hz), 7.72 (d, 2H, *J* = 8.8 Hz), 7.61 (t, 1H, *J* = 9.2 Hz), 7.38-7.42 (m, 1H), 7.34 (d, 2H, *J* = 8.0 Hz), 7.14 (d, 1H, *J* = 8.0 Hz), 5.07 (s, 2H), 4.45 (t, 2H, *J* = 4.8 Hz), 3.78 (t, 2H, *J* = 4.8 Hz); MS *m*/*z* 433.1 (M+H).

Example 229

7-(4-chloro-3-fluorophenyl)-4-((3-fluoropyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-169)

[0905]

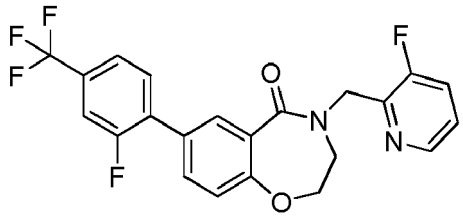


[0906] **Compound 11-169** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.35 (d, 1H, *J* = 5.2 Hz), 8.00 (s, 1H), 7.76 (d, 1H, *J* = 8.4 Hz), 7.61 (t, 1H, *J* = 9.2 Hz), 7.51-7.55 (m, 2H), 7.38-7.46 (m, 2H), 7.14 (d, 1H, *J* = 8.0 Hz), 5.07 (s, 2H), 4.46 (t, 2H, *J* = 4.8 Hz), 3.78 (t, 2H, *J* = 4.8 Hz); MS *m*/*z* 401.1 (M+H).

Example 230

7-(2-fluoro-4-(trifluoromethyl)phenyl)-4-((3-fluoropyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-170)

[0907]

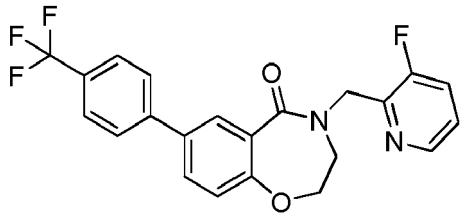


[0908] **Compound 11-170** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.37 (d, 1H, *J*= 4.8 Hz), 7.99 (s, 1H), 7.70-7.74 (m, 2H), 7.53-7.63 (m, 3H), 7.38-7.42 (m, 1H), 7.17 (d, 1H, *J*= 8.4 Hz), 5.07 (s, 2H), 4.49 (t, 2H, *J*= 5.0 Hz), 3.80 (t, 2H, *J*= 4.8 Hz); MS *m*/*z* 435.1 (M+H).

Example 231

4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-176)

[0909]

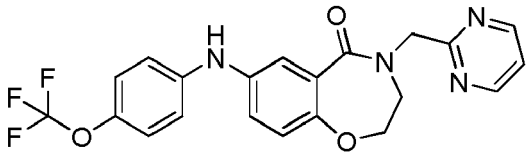


[0910] **Compound 11-176** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.36 (d, 1H, *J*= 4.4 Hz), 8.06 (s, 1H), 7.71-7.81 (m, 3H), 7.72 (d, 2H, *J* = 8.0 Hz), 7.60 (t, 1H, *J* = 9.0 Hz), 7.37-7.41 (m, 1H), 7.15 (d, 1H, *J* = 8.4 Hz), 5.06 (s, 2H), 4.46 (t, 2H, *J*= 5.0 Hz), 3.78 (t, 2H, *J* = 4.8 Hz); MS *m*/*z* 417.1 (M+H).

Example 232

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound XIII-1)

[0911]

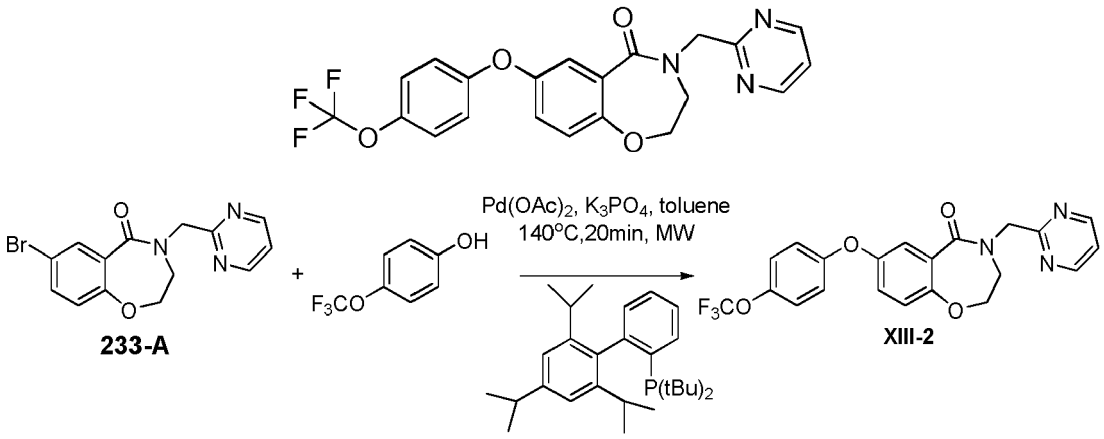


[0912] **Compound XIII-1** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 431.1 (M+H).

Example 233

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenoxy)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound XIII-2)

[0913]

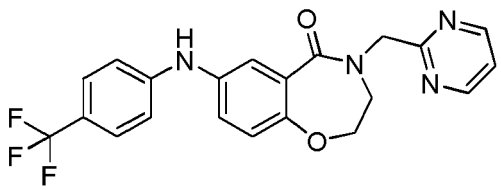


[0914] **233-A** (70 mg, 0.21 mmol), 4-(trifluoromethoxy)phenol (45 mg, 0.252 mmol), K_3PO_4 (134 mg, 0.63 mmol), $Pd(OAc)_2$ (3%) and di-tert-butyl(2'4'6'-triisopropylbiphenyl-2-yl)phosphine (6%) in toluene (3.5 mL) were put onto microwave at 140 °C for 20 min. The reaction mixture was diluted with EtOAC, filtered through ceilite and washed with EtOAc. The filtrate was concentrated and purified by HPLC followed by prep-TLC (EtOAc) to afford **Compound XIII-2** (1.8 mg). MS *m/z* 432.1 (M+H).

Example 234

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound XIII-3)

[0915]

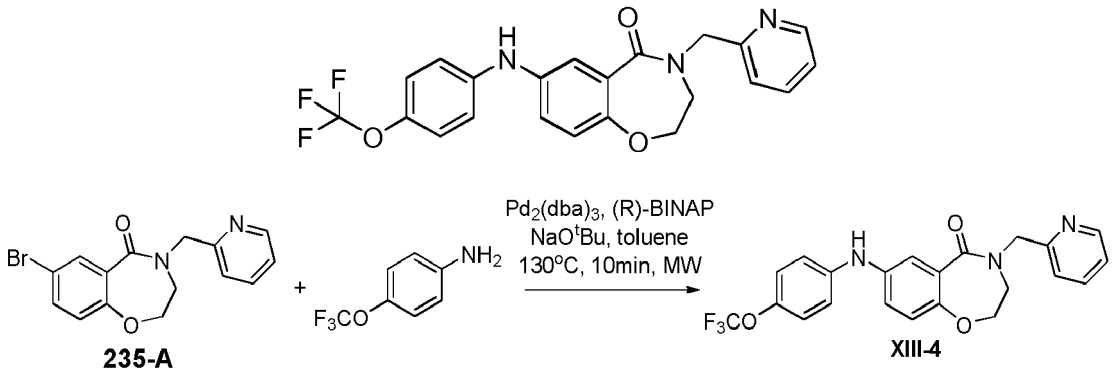


[0916] **Compound XIII-3** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 415.1 (M+H).

Example 235

4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound XIII-4)

[0917]



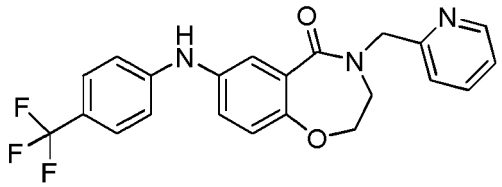
[0918] **235-A** (70 mg, 0.21 mmol), 4-(trifluoromethoxy)aniline (45 mg, 0.252 mmol), NaO^tBu (40mg, 0.42 mmol), $Pd_2(dba)_3$ (3%) and (R)-BINAP (6%) in toluene (3.5 mL) were put onto microwave at 130 °C for 10 min. The reaction mixture was diluted with EtOAC, filtered through ceilite and washed with EtOAc. The filtrate was concentrated and purified by HPLC to afford **Compound XIII-4** (22.8 mg).

[0919] ^{1}H-NMR (CD_3OD) δ 8.66 (d, 1H, *J* = 5.2 Hz), 8.23 (t, 1H, *J*= 8.0 Hz), 7.78 (d, 1H, *J* = 8.0 Hz), 7.68 (t, 1H, *J* = 6.4 Hz), 7.41 (s, 1H), 7.22-7.40 (m, 1H), 7.06-7.13 (m, 4H), 7.01 (d, 1H, *J* = 8.8 Hz), 5.04 (s, 2H), 4.33 (t, 2H, *J*= 5.0 Hz), 3.74 (t, 2H, *J*= 5.4 Hz); MS *m/z* 430.1 (M+H).

Example 236

4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound XIII-6)

[0920]

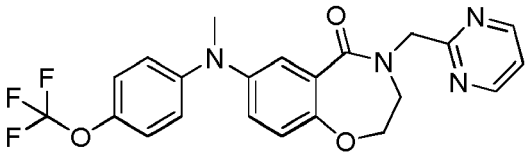


[0921] **Compound XIII-6** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.52 (d, 1H, *J* = 5.2 Hz), 7.84 (t, 1H, *J* = 7.6 Hz), 7.44-7.50 (m, 4H), 7.29-7.36 (m, 2H), 7.10 (d, 2H, *J* = 8.0 Hz), 7.03 (d, 1H, *J* = 8.8 Hz), 4.94 (s, 2H), 4.29 (t, 2H, *J* = 5.2 Hz), 3.68 (t, 2H, *J* = 5.6 Hz); MS *m/z* 414.1 (M+H).

Example 237

7-(methyl(4-(trifluoromethoxy)phenyl)amino)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound XIII-10)

[0922]

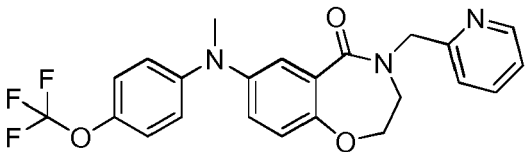


[0923] **Compound XIII-10** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 445.1 (M+H).

Example 238

7-(methyl(4-(trifluoromethoxy)phenyl)amino)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound XIII-12)

[0924]

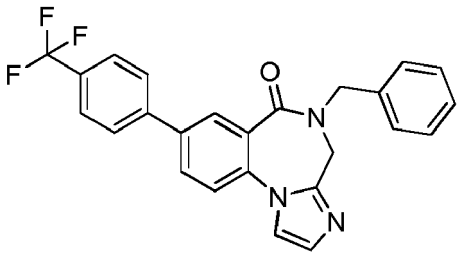


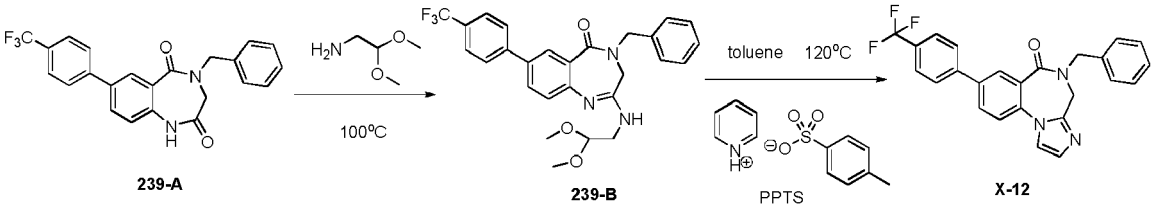
[0925] **Compound XIII-12** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 444.1 (M+H).

Example 239

5-benzyl-8-(4-(trifluoromethyl)phenyl)-4H-benzo[f]imidazo[1,2-a][1,4]diazepin-6(5H)-one (Compound X-12)

[0926]





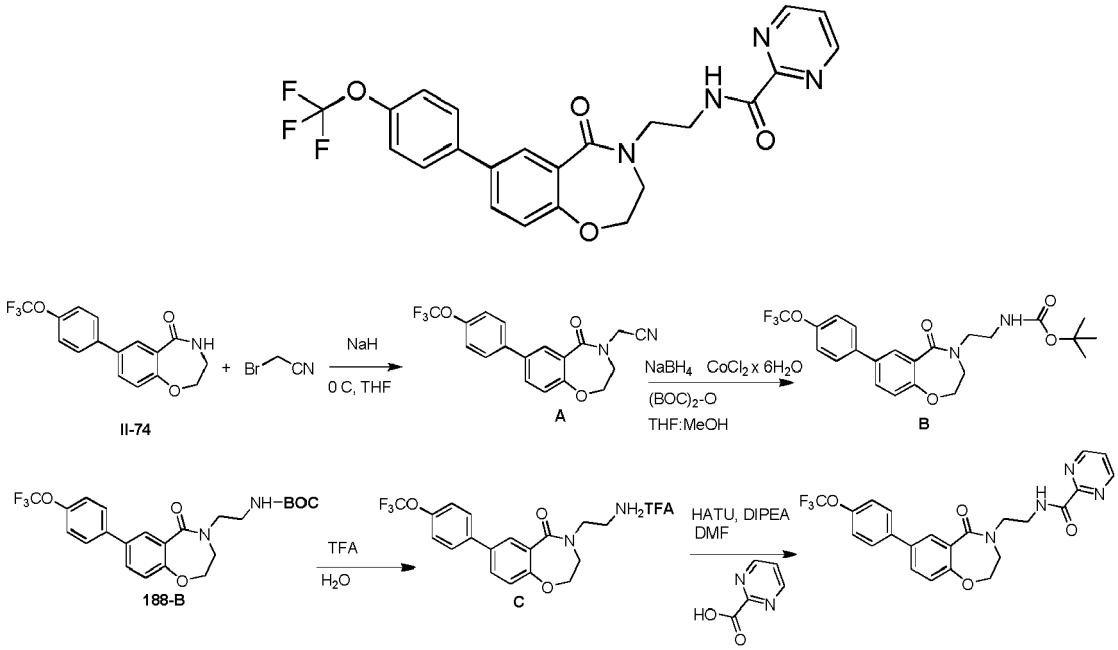
[0927] **239-A** (0.100g, 0.244mmol), 2, 2-dimethoxyethanamine (1mL, 9.3mmol) were mixed together, the resulting mixture was stirred at 100°C for 4 hours. When the reaction was cooled down, Water was added dropwise until precipitation was finished. The precipitates were collected by filtration and washed with water to afford **239-B** (0.111g, 92%), MS *m/z:* 498 $(M + H)^+$.

[0928] **239-B** (0.104g, 0.209mmol), PPTS (0.525g, 2.09mmol) were added to Toluene (5mL). The resulting mixture was stirred at 120°C overnight, concentrated and purified by preparative HPLC to afford **Compound X-12** (0.013g, 14%). MS *m/z:* 434 (MH^+).

Example 240

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][l,4]oxazepin-4(5H)-yl)ethyl)pyrimidine-2-carboxamide (Compound 11-192)

[0929]

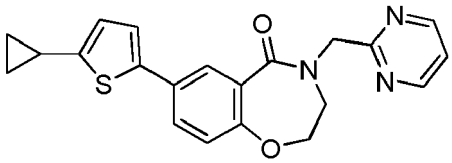


[0930] **Compound 11-192** was prepared according to Examples 188 and 195 disclosed herein using the appropriate starting materials. MS m/z 473.1 (M^+).

Example 241

7-(5-cyclopropylthiophen-2-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-36)

[0931]

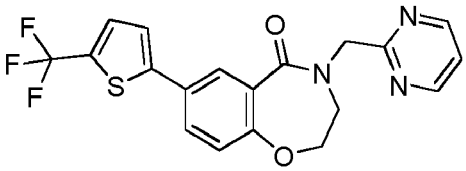


[0932] **Compound VI-36** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (DMSO) δ 8.77 (d, 2H, *J* = 5.2 Hz), 7.79 (d, 1H, *J* = 2.4 Hz), 7.68 (dd, 1H, *J* = 8.2, 2.6 Hz), 7.40 (t, 1H, *J*= 5.0 Hz), 7.22 (d, 1H, *J*= 3.2 Hz), 7.04 (d, 1H, *J* = 8.8 Hz), 6.78-6.79 (m, 1H), 4.95 (s, 2H), 4.47 (t, 2H, *J* = 5.0 Hz), 3.73 (t, 2H, *J* = 5.0 Hz), 2.07-2.13 (m, 1H), 0.96-1.00 (m, 2H), 0.66-0.70 (m, 2H); MS *m/z* 378 (M+H).

Example 242

4-(pyrimidin-2-ylmethyl)-7-(5-(trifluoromethyl)thiophen-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-37)

[0933]

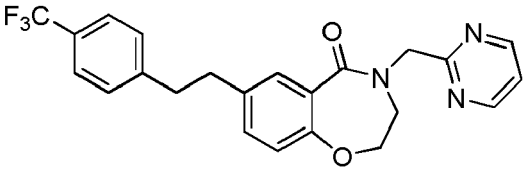


[0934] **Compound VI-37** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (DMSO) δ 8.70 (d, 2H, *J* = 5.2 Hz), 7.72 (d, 1H, *J* = 2.4 Hz), 7.61 (dd, 1H, *J* = 8.2, 2.6 Hz), 7.30 (t, 1H, *J* = 5.0 Hz), 7.12 (d, 1H, *J* = 3.2 Hz), 7.01 (d, 1H, *J*= 8.8 Hz), 6.72-6.75 (m, 1H), 4.91 (s, 2H), 4.42 (t, 2H, *J*= 5.0 Hz), 3.71 (t, 2H, *J*= 5.0 Hz), 2.07-2.11 (m, 1H), 0.94-1.1 (m, 2H), 0.64-0.69 (m, 2H); MS *m/z* 406 (M+H).

Example 243

4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VIII-8)

[0935]

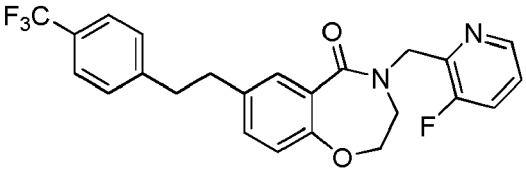


[0936] **Compound VIII-8** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.74 (d, 2H, *J* = 4.8 Hz), 7.51-7.54 (m, 3H), 7.33-7.37 (m, 3H), 7.26 (dd, 1H, *J* = 8.2, 2.2 Hz), 6.94 (d, 1H, *J* = 8.0 Hz), 5.02 (s, 2H), 4.45 (t, 2H, *J*= 5.2 Hz), 3.72 (t, 2H, *J*= 5.2 Hz), 2.91-3.00 (m, 4H); MS *m/z* 428.1 (M+H).

Example 244

4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VIII-9)

[0937]

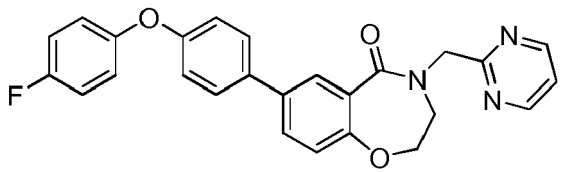


[0938] **Compound VIII-9** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.34 (d, 1H, *J* = 5.2 Hz), 7.50-7.60 (m, 4H), 7.33-7.40 (m, 3H), 7.25 (dd, 1H, *J* = 8.4, 2.4 Hz), 6.92 (d, 1H, *J* = 8.0 Hz), 5.01 (d, 2H, *J* = 1.6 Hz), 4.32 (t, 2H, *J* = 5.2 Hz), 3.66 (t, 2H, *J* = 5.2 Hz), 2.90-3.00 (m, 4H); MS *m/z* 445.1 (M+H).

Example 245

7-(4-(4-fluorophenoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-193)

[0939]

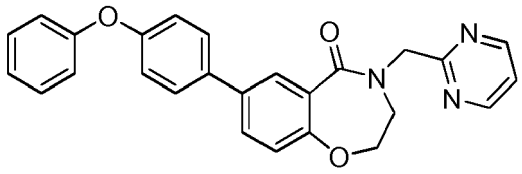


[0940] **Compound 11-193** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.77 (d, 2H, *J* = 5.2 Hz), 7.97 (d, 1H, *J* = 2.0 Hz), 7.73 (dd, 1H, *J* = 8.8, 2.4 Hz), 7.61 (dd, 2H, *J* = 6.8, 2.0 Hz), 7.38 (t, 1H, *J* = 4.8 Hz), 7.02-7.14 (m, 7H), 5.07 (s, 2H), 4.56 (t, 2H, *J* = 5.0 Hz), 3.82 (t, 2H, *J* = 5.0 Hz); MS *m*/*z* 442.1 (M+H).

Example 246

7-(4-phenoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-194)

[0941]

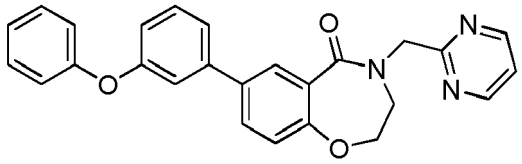


[0942] **Compound 11-194** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.77 (d, 2H, *J* = 5.2 Hz), 7.97 (d, 1H, *J* = 2.4 Hz), 7.74 (dd, 1H, *J* = 8.6, 2.6 Hz), 7.61 (dd, 2H, *J* = 6.8, 2.4 Hz), 7.35-7.39 (m, 3H), 7.10-7.15 (m, 2H), 7.01-7.06 (m, 4H), 5.07 (s, 2H), 4.56 (t, 2H, *J* = 5.2 Hz), 3.82 (t, 2H, *J* = 5.0 Hz); MS *m*/*z* 424.1 (M+H).

Example 247

7-(3-phenoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-195)

[0943]

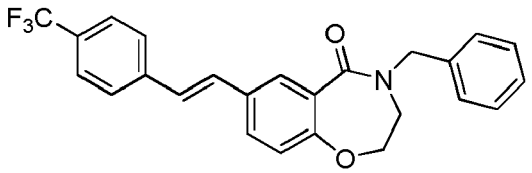


[0944] **Compound 11-195** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 8.76 (d, 2H, *J* = 5.2 Hz), 7.96 (d, 1H, *J* = 2.4 Hz), 7.71 (dd, 1H, *J* = 8.2, 2.6 Hz), 7.34-7.44 (m, 5H), 7.23 (t, 1H, *J* = 2.0 Hz), 7.10-7.14 (m, 2H), 7.02-7.04 (m, 2H), 6.93-6.96 (m, 1H), 5.06 (s, 2H), 4.56 (t, 2H, *J* = 5.0 Hz), 3.81 (t, 2H, *J* = 5.2 Hz); MS *m*/*z* 424.1 (M+H).

Example 248

(E)-4-benzyl-7-(4-(trifluoromethyl)styryl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VIII-10)

[0945]

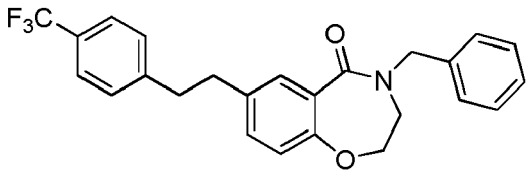


[0946] **Compound VIII-10** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z* 424.1 (M+H).

Example 249

4-benzyl-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VIII-11)

[0947]

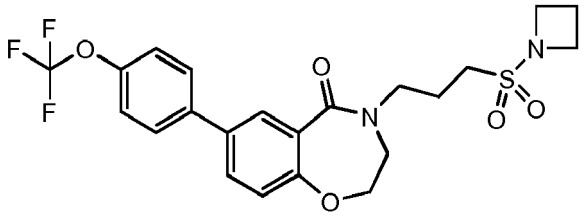


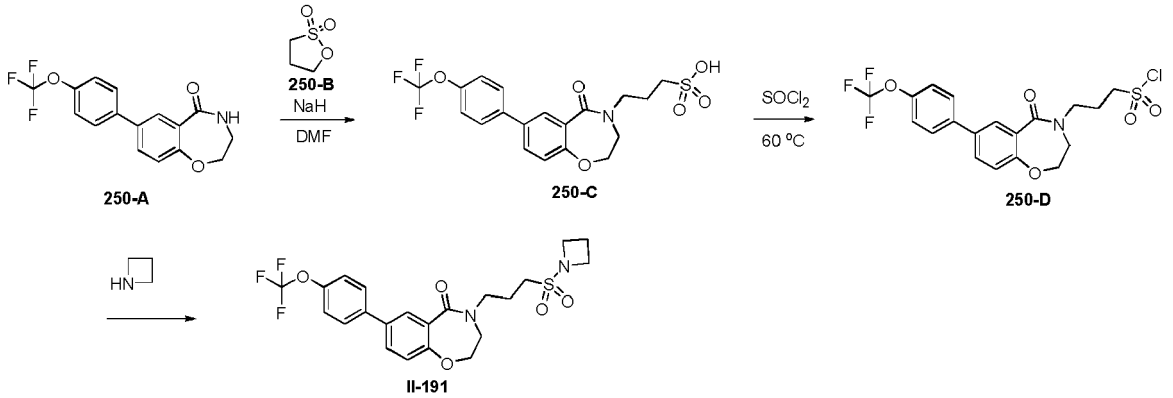
[0948] **Compound VIII-11** was prepared according to the Examples disclosed herein using the appropriate starting materials. ^{1}H-NMR (CD_3OD) δ 7.53-7.54 (m, 3H), 7.26-7.37 (m, 8H), 6.93 (d, 1H, *J* = 8.0 Hz), 4.82 (s, 2H), 4.16 (t, 2H, *J* = 5.2 Hz), 3.49 (t, 2H, *J* = 5.2 Hz), 2.95-3.02 (m, 4H); MS *m/z* 426.1 (M+H).

Example 250

4-(3-(azetidin-1-ylsulfonyl)propyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-191)

[0949]





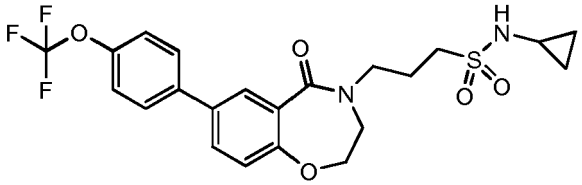
[0950] **Compound 250-C** was synthesized from **Compound 250-A** and sultone **250-B** following general alkylation procedures. **Compound 250-C** (84 mg, 0.19 mmol) was treated with thionyl chloride at 60°C overnight. The resulting

mixture was concentrated to afford crude **Compound 250-D** which was treated with a solution of azetidine (26μL, 2 eq) and triethylamine (250 μL) in DCM, the resulting mixture was stirred at room temperature for several hours, concentrated and purified with HPLC to afford **Compound 11-191** (42 mg). MS *m/z*: 485 (MH^+).

Example 251

N-cyclopropyl-3-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)propane-1-sulfonamide (Compound 11-190)

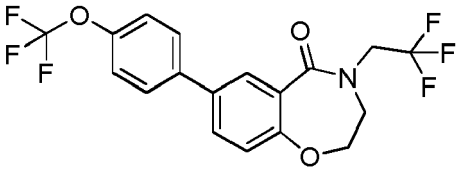
[0951]



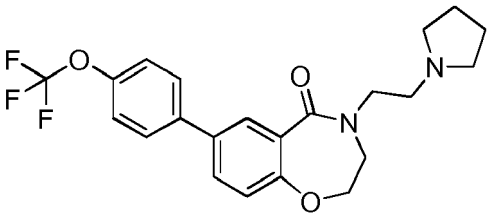
[0952] **Compound 11-190** was prepared according to the Examples disclosed herein using the appropriate starting materials. MS *m/z*: 485 (MH^+)

[0953] The following compounds were prepared according to the Examples disclosed herein using the appropriate starting materials:

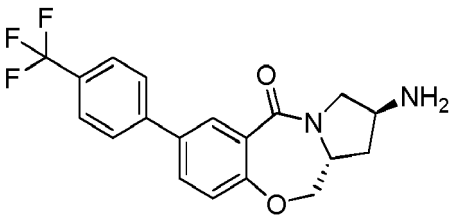
4-(2,2,2-trifluoroethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound II-2) MS *m/z* 406.0 (M+H)



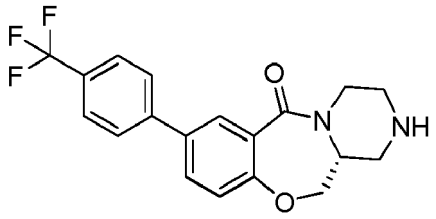
4-(2-(pyrrolidin-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound II-3) MS m/z 421.1 (M+H)



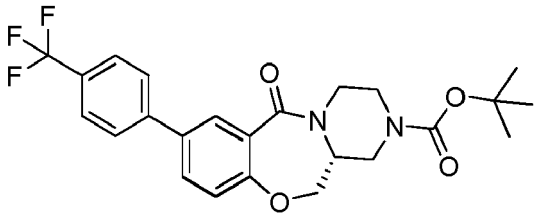
(2S,11aR)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c] [1,4]oxazepin-5(1H)-one (Compound 11-20) MS *m/z*: 363 (MH^+)



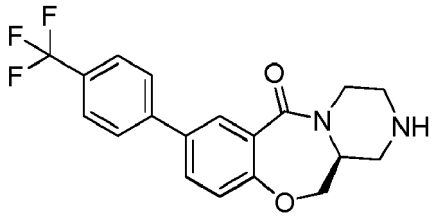
(R)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c] [1,4]oxazepin-6(2H)-one (Compound 11-26) MS *m/z*: 363 (MH^+)



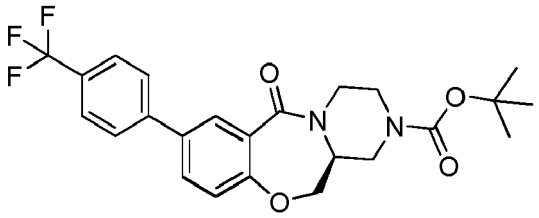
(R)-tert-butyl 6-oxo-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c] [1,4]oxazepine-2(6H)-carboxylate (Compound 11-27) MS *m/z*: 463 (MH^+)



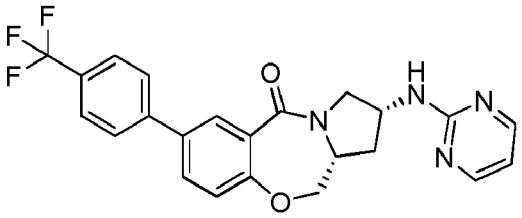
(S)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c] [1,4]oxazepin-6(2H)-one (Compound 11-28) MS *m/z*: 363 (MH^+)



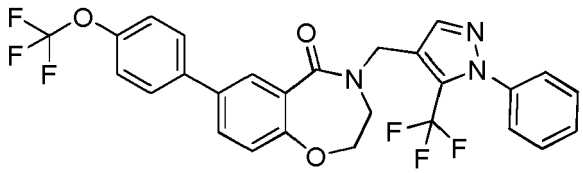
(S)-tert-butyl 6-oxo-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepine-2(6H)-carboxylate (Compound 11-29) MS *m/z*: 463 (MH^+)



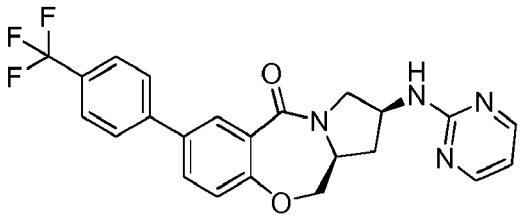
(2R,11aR)-2-(pyrimidin-2-ylamino)-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (Compound 11-30) MS *m/z*: 441 (MH^+)



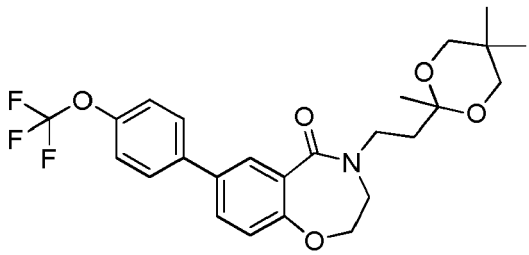
4-((1-phenyl-5-(trifluoromethyl)-1H-pyrazol-4-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-32) MS m/z 548.1 (M+H)



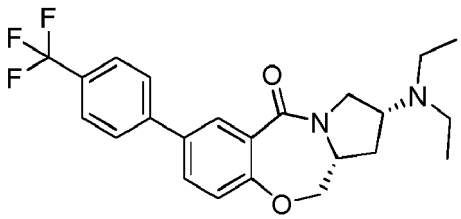
(2S,11aS)-2-(pyrimidin-2-ylamino)-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (Compound 11-34) MS *m/z*: 441 (MH^+)



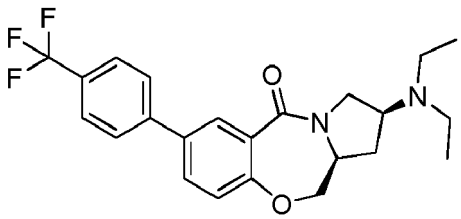
7-(4-(trifluoromethoxy)phenyl)-4-(2-(2,5,5-trimethyl-1,3-dioxan-2-yl)ethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-35) *m/z*: 480.1 (MH^+)



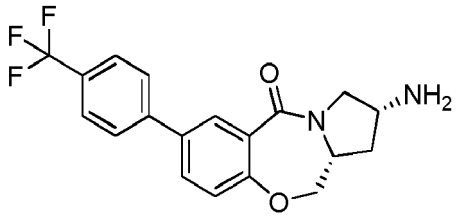
(2R,11aR)-2-(diethylamino)-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (Compound 11-36) MS *m/z*: 419 (MH^+)



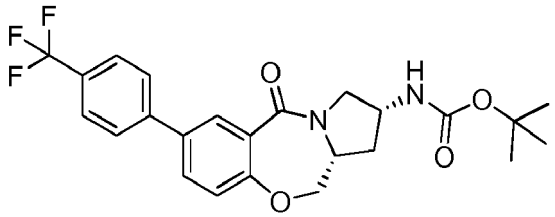
(2S,11aS)-2-(diethylamino)-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (Compound 11-37) MS *m/z*: 419 (MH^+)



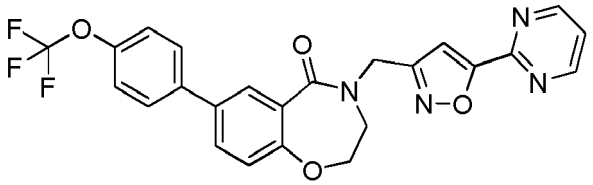
(2R,11aR)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c] [1,4]oxazepin-5(1H)-one (Compound 11-38) MS *m/z*: 363 (MH^+)



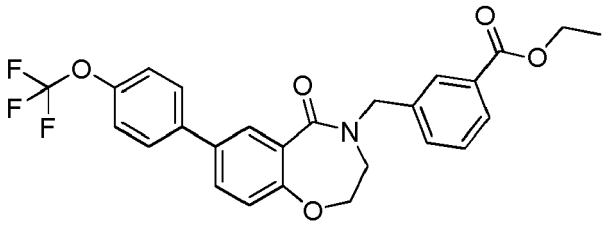
tert-butyl (2R,11aR)-5-oxo-7-(4-(trifluoromethyl)phenyl)-1,2,3,5,11,11a-hexahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-2-ylcarbamate (Compound 11-39) MS *m/z*: 463 (MH^+)



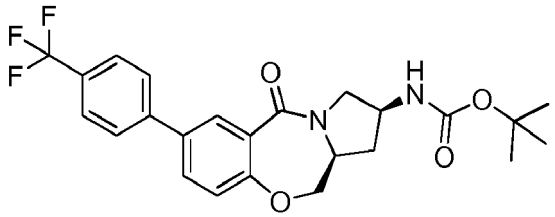
4-((5-(pyrimidin-2-yl)isoxazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-40) MS m/z 483.1 (M+H)



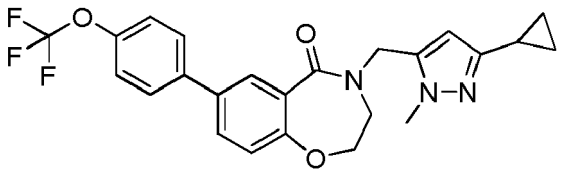
ethyl 3-((5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methyl)benzoate (Compound 11-43) *m/z*: 486.1 (MH^+)



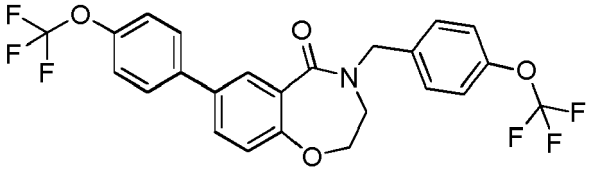
tert-butyl (2S,11aS)-5-oxo-7-(4-(trifluoromethyl)phenyl)-1,2,3,5,11,11a-hexahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-2-ylcarbamate (Compound II-52) MS *m/z*: 463 (MH^+)



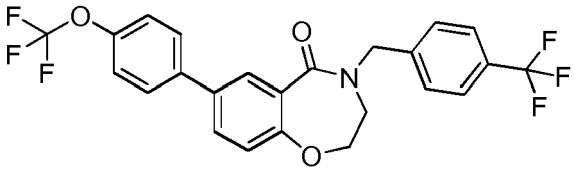
4-((3-cyclopropyl-1-methyl-1H-pyrazol-5-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound II-53) *MS m/z 458.1 (M+H)*



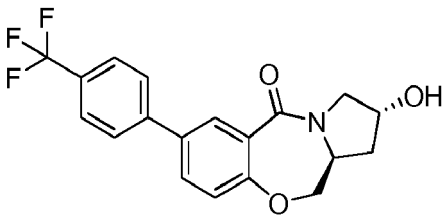
4-(4-(trifluoromethoxy)benzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound II-55) *MS m/z 498.1 (M+H)*



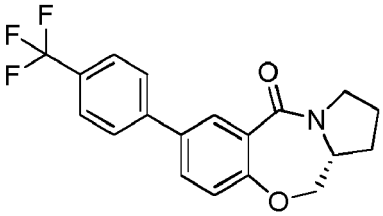
7-(4-(trifluoromethoxy)phenyl)-4-(4-(trifluoromethyl)benzyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound II-56) MS *m/z* 482.1 (M+H)



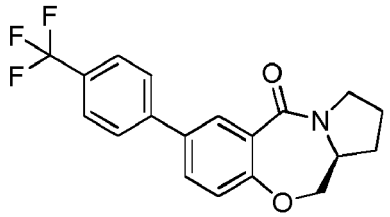
(2R,11aS)-2-hydroxy-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (Compound II-58) MS *m/z*: 364 (MH^+)



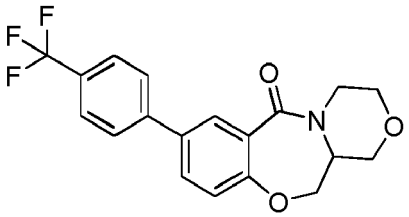
(R)-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (Compound II-59) MS *m/z*: 348 (MH^+)



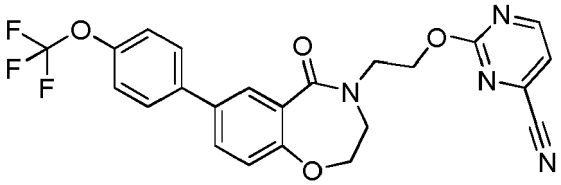
(S)-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (Compound 11-60) MS *m/z*: 348 (MH^+)



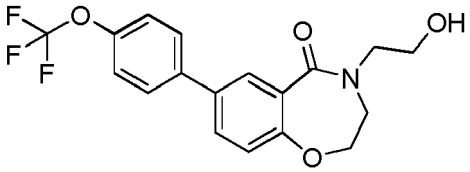
8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydrobenzo[f][1,4]oxazino[3,4-c][1,4]oxazepin-6(1H)-one (Compound 11-63) MS *m*/*z*: 364 (MH^+)



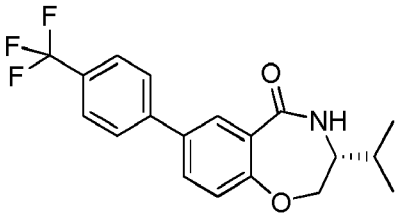
2-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethoxy)pyrimidine-4-carbonitrile (Compound 11-66) MS m/z 471.1 (M+H)



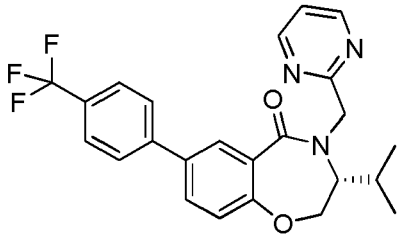
4-(2-hydroxyethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-71) MS m/z 368.1 (M+H)



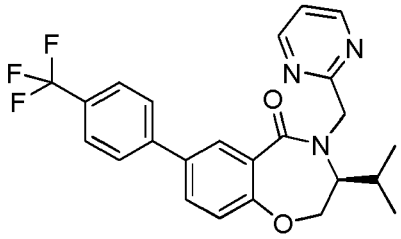
(R)-3-isopropyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-76) MS *m*/*z*: 349 (MH^+)



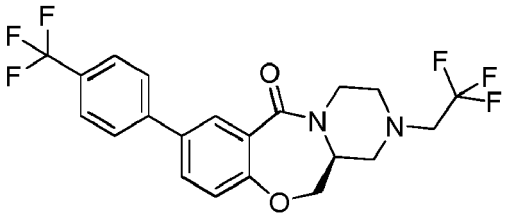
(R)-3-isopropyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-78) MS *m*/*z*: 442 (MH^+)



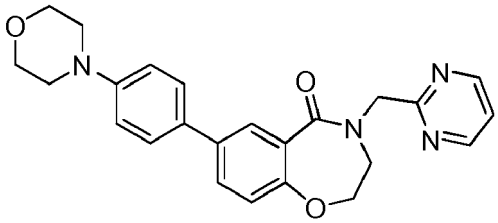
(S)-3-isopropyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-79) MS *m/z*: 442 (MH^+)



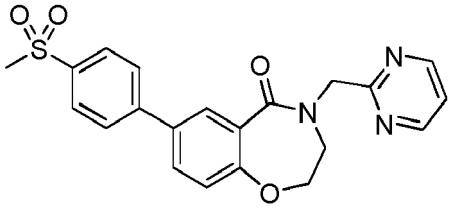
(S)-2-(2,2,2-trifluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (Compound 11-84) *m/z*: 445 (MH^+)



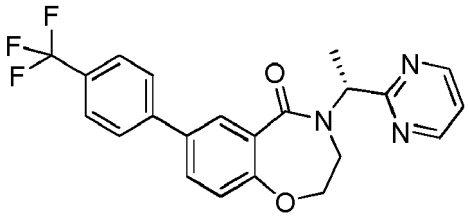
7-(4-morpholinophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-90) *m/z*: 417.2 (MH^+)



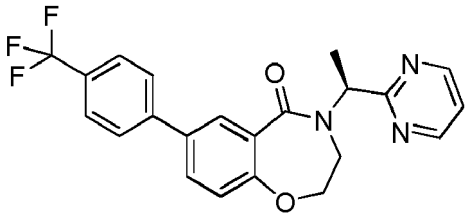
7-(4-(methylsulfonyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-93) *m/z*: 410.0 (MH^+)



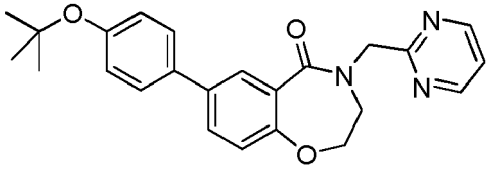
(R)-4-(1-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-95) *m/z*: 414 (MH^+)



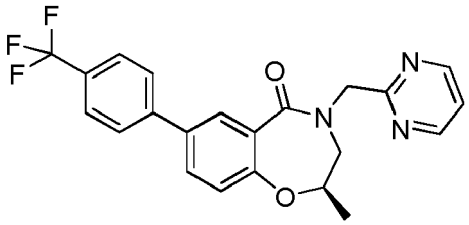
(S)-4-(1-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-96) *m/z*: 414 (MH^+)



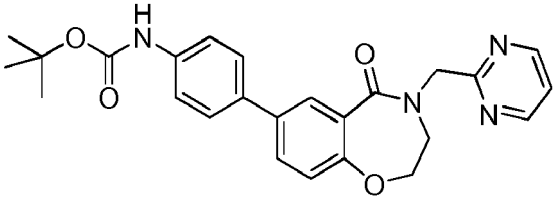
7-(4-tert-butoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-99) *m/z*: 404.5 (MH^+)



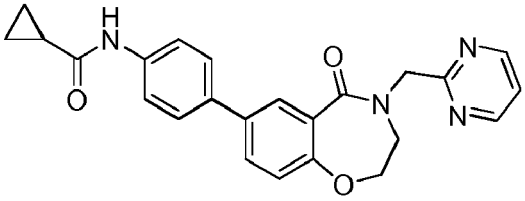
(R)-2-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-100) *m/z*: 414 (MH^+)



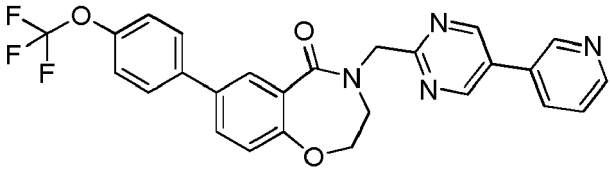
tert-butyl 4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)phenylcarbamate (Compound 11-103) *m/z*: 447.1 (MH^+)



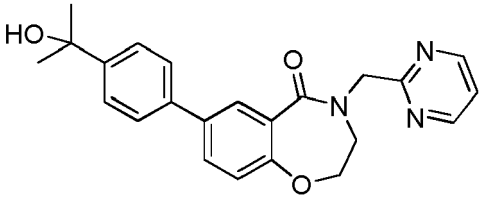
N-(4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)phenyl)cyclopropanecarboxamide (Compound 11-112) *m/z*: 415.2 (MH^+)



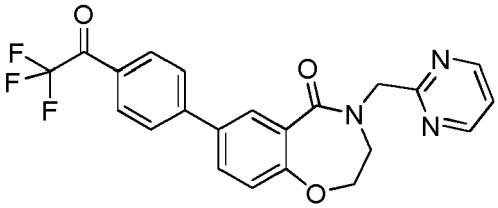
4-((5-(pyridin-3-yl)pyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-114) MS m/z 493.1 (M+H)



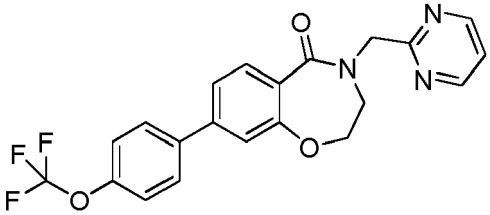
7-(4-(2-hydroxypropan-2-yl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-118) *m/z*: 390.2 (MH^+)



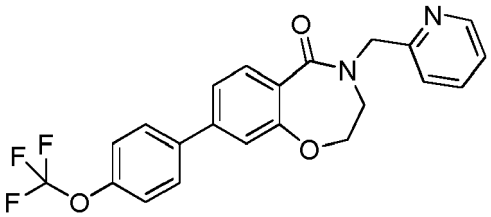
4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroacetyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-121) *m/z*: 428.2 (MH^+)



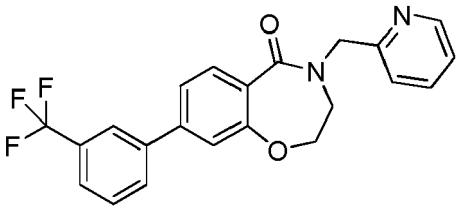
4-(pyrimidin-2-ylmethyl)-8-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound IV-1) MS m/z 416.0 (M+H)



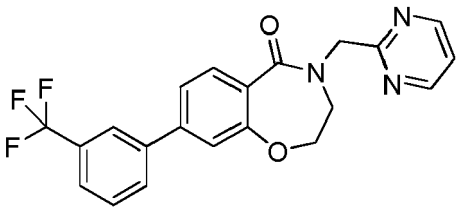
4-(pyridin-2-ylmethyl)-8-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound IV-2) MS m/z 415.1 (M+H)



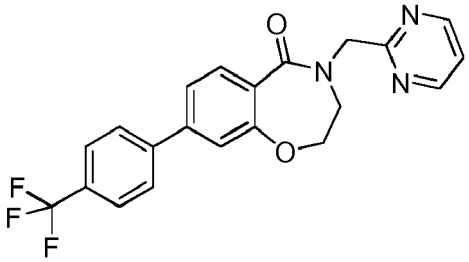
4-(pyridin-2-ylmethyl)-8-(3-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound IV-3) MS m/z 399.1 (M+H)



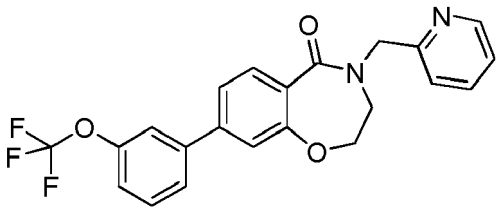
4-(pyrimidin-2-ylmethyl)-8-(3-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound IV-4) MS m/z 400.1 (M+H)



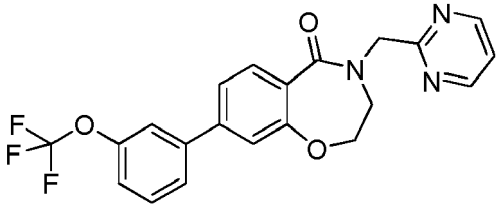
4-(pyrimidin-2-ylmethyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound IV-5) MS m/z 400.1 (M+H)



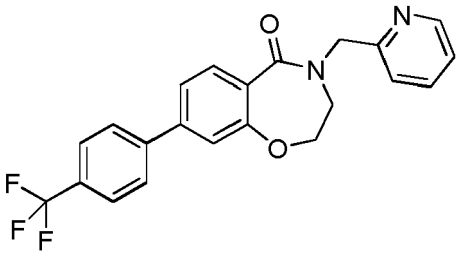
4-(pyridin-2-ylmethyl)-8-(3-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound IV-6) MS m/z 415.1 (M+H)



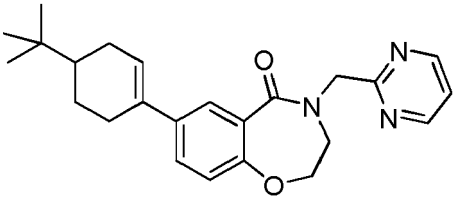
4-(pyrimidin-2-ylmethyl)-8-(3-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound IV-7) MS m/z 416.1 (M+H)



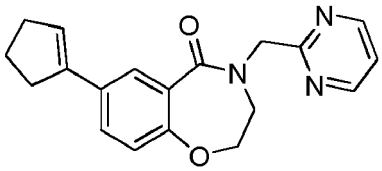
4-(pyridin-2-ylmethyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound IV-8) MS m/z 399.1 (M+H)



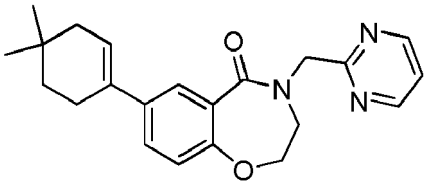
7-(4-tert-butylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound V-1) *m*/*z*: 392.2 (MH^+)



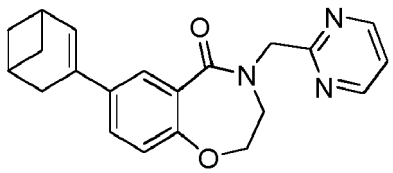
7-cyclopentenyl-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound V-2) *m*/*z*: 322.1 (MH^+)



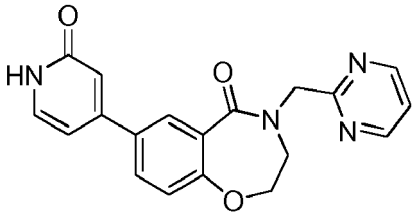
7-(4,4-dimethylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound V-4) *m*/*z*: 364.2 (MH^+)



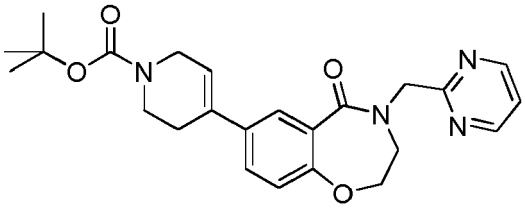
7-(bicyclo[3.1.1]hept-2-en-3-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound V-7) *m*/*z*: 348.1 (MH^+)



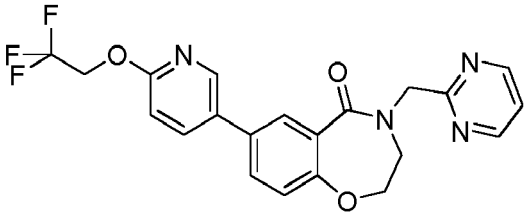
7-(2-oxo-1,2-dihydropyridin-4-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-1) *m/z*: 349.1 (MH^+)



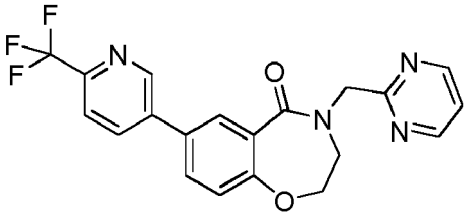
tert-butyl 4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)-5,6-dihydropyridine-1(2H)-carboxylate (Compound VI-5) *m/z*: 436.9 (MH^+)



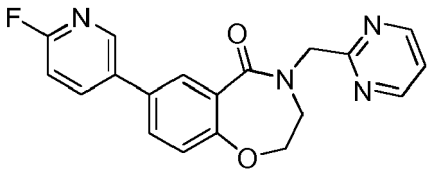
4-(pyrimidin-2-ylmethyl)-7-(6-(2,2,2-trifluoroethoxy)pyridin-3-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-6) MS m/z 431.1 (M+H)



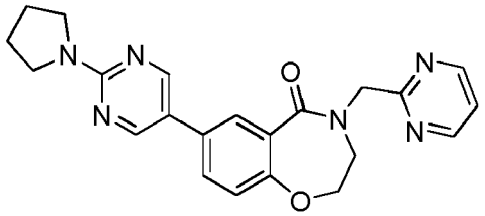
4-(pyrimidin-2-ylmethyl)-7-(6-(trifluoromethyl)pyridin-3-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-8) MS m/z 401.1 (M+H)



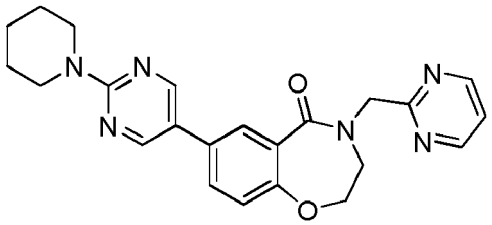
7-(6-fluoropyridin-3-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-9) MS m/z 351.1 (M+H)



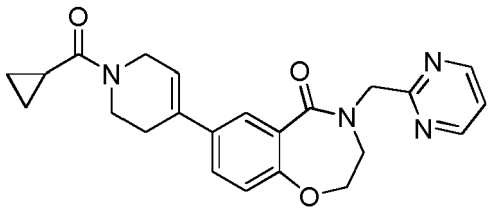
4-(pyrimidin-2-ylmethyl)-7-(2-(pyrrolidin-1-yl)pyrimidin-5-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-10) MS m/z 403.1 (M+H)



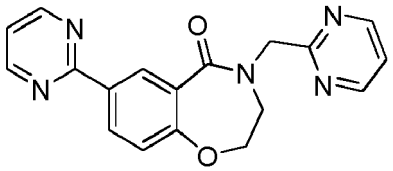
7-(2-(piperidin-1-yl)pyrimidin-5-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-11) MS m/z 417.1 (M+H)



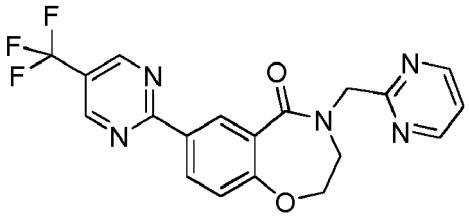
7-(1-(cyclopropanecarbonyl)-1,2,3,6-tetrahydropyridin-4-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-17) *m/z*: 405.2 (MH^+)



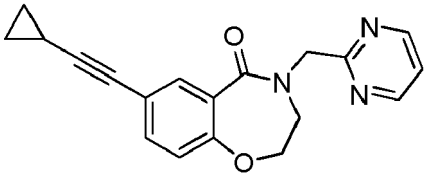
7-(pyrimidin-2-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-18) MS m/z 334.1 (M+H)



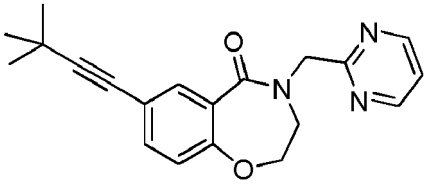
4-(pyrimidin-2-ylmethyl)-7-(5-(trifluoromethyl)pyrimidin-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-19) MS m/z 402.1 (M+H)



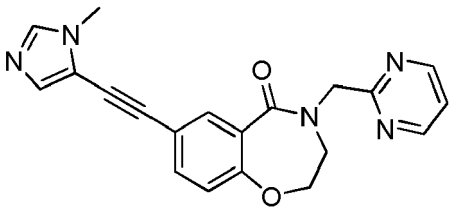
7-(cyclopropylethynyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VIII-1) *m/z*: 320.2 (MH^+)



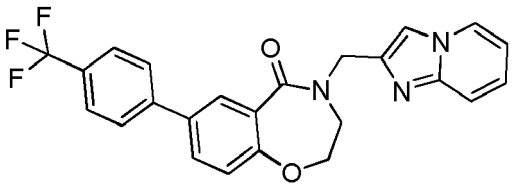
7-(3,3-dimethylbut-1-ynyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VIII-2) *m/z*: 336.1 (MH^+)



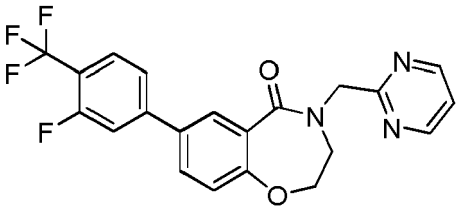
7-((1-methyl-1H-imidazol-5-yl)ethynyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VIII-3) *m/z*: 360.2 (MH^+)



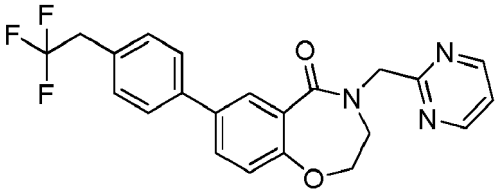
4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-135) *m/z*: 438.1 (MH^+)



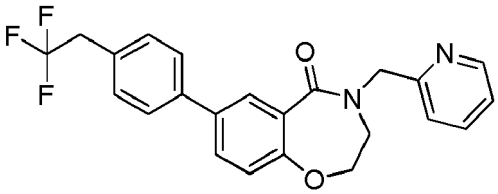
7-(3-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-136) *m/z*: 418.1 (MH^+)



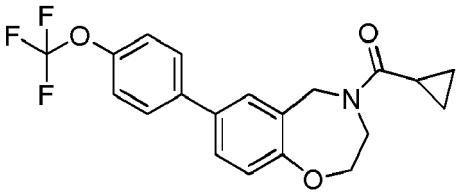
4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-150) *m/z*: 459.2 (MH^+)



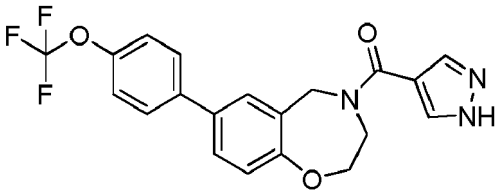
4-(pyridin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound 11-151) *m/z*: 458.2 (MH^+)



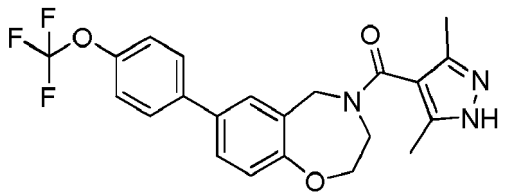
cyclopropyl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (Compound III-8) *m/z*: 378 (MH^+)



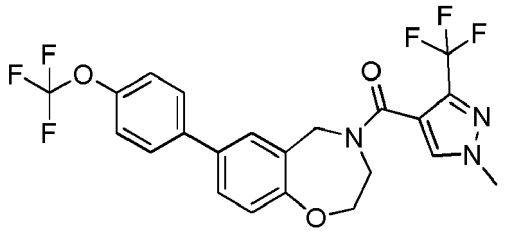
(1H-pyrazol-4-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (Compound 111-13) *m/z*: 404 (MH^+)



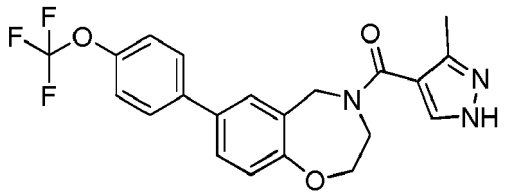
(3,5-dimethyl-1H-pyrazol-4-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (Compound 111-14) *m/z*: 432.2 (MH^+)



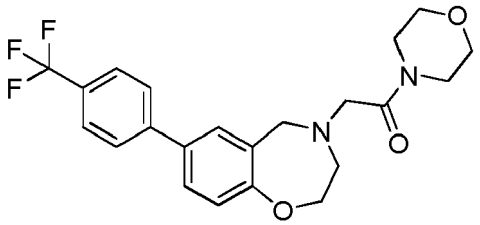
(1-methyl-3-(trifluoromethyl)-1H-pyrazol-4-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (Compound 111-16) *m/z*: 486.1 (MH^+)



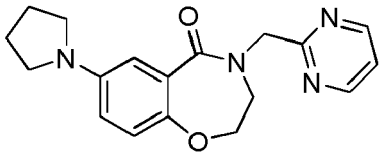
(3-methyl-1H-pyrazol-4-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (Compound 111-17) *m/z*: 418.2 (MH^+)



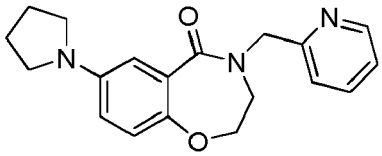
1-morpholino-2-(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethanone (Compound 111-28) *m/z*: 421 (MH^+)



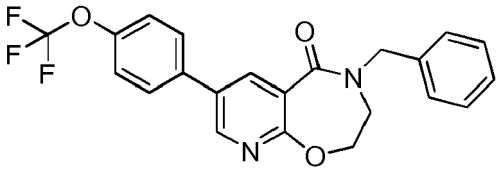
4-(pyrimidin-2-ylmethyl)-7-(pyrrolidin-1-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-34) MS m/z 325.1 (M+H)



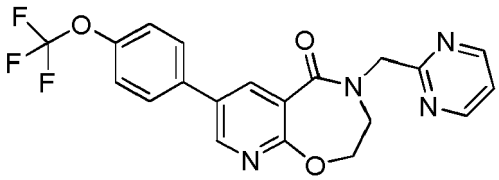
4-(pyridin-2-ylmethyl)-7-(pyrrolidin-1-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VI-35) MS m/z 324.1 (M+H)



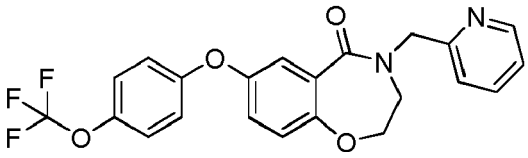
4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[3,2-f][1,4]oxazepin-5(2H)-one (Compound XII-12) MS m/z 415.1 (M+H)



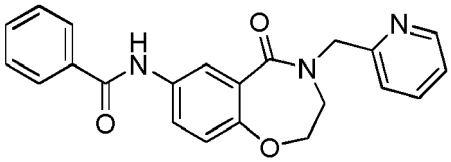
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[3,2-f] [1,4]oxazepin-5(2H)-one (Compound XII-13) MS m/z 417.1 (M+H)



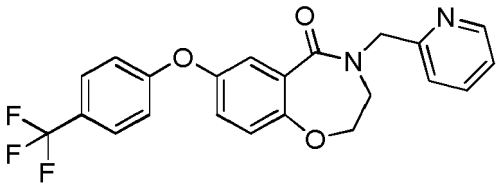
4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenoxy)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound XIII-5) MS m/z 431.1 (M+H)



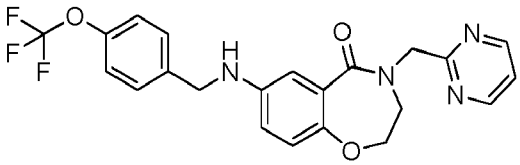
N-(5-oxo-4-(pyridin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)benzamide (Compound XIII-7) MS m/z 374.1 (M+H)



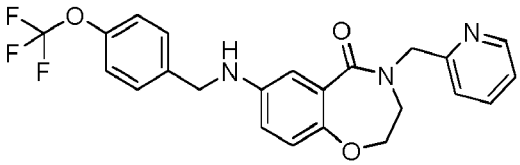
4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenoxy)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound XIII-8) MS m/z 415.1 (M+H)



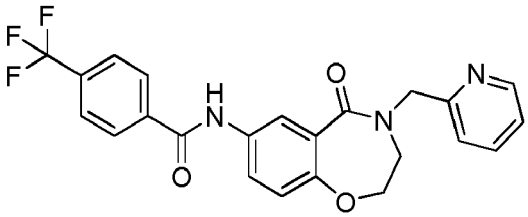
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)benzylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound XIII-9) MS m/z 445.1 (M+H)



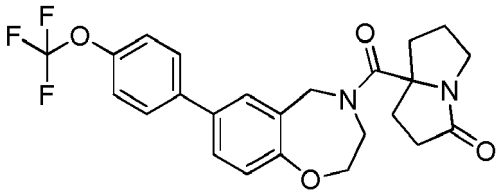
4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)benzylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound **XIII-11)** MS m/z 444.1 (M+H)



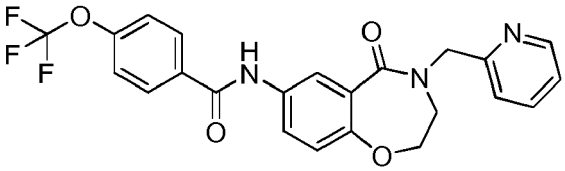
N-(5-oxo-4-(pyridin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)-4-(trifluoromethyl)benzamide (Compound XIII-13) MS m/z 442.1 (M+H)



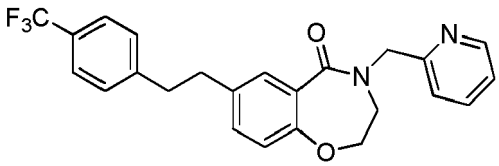
7a-(7-(4-(trifluoromethoxy)phenyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepine-4-carbonyl)tetrahydro-1H-pyrrolizin-3(2H)-one (Compound III-59) MS m/z 461.4 (M+H)



N-(5-oxo-4-(pyridin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)-4-(trifluoromethoxy)benzamide (Compound XIII-14) MS m/z 458.1 (M+H)



4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (Compound VIII-7) MS m/z 427.4 (M+H)



Example 252

[0954] Hard gelatin capsules containing the following ingredients are prepared:

Ingredient	Quantity (mg/capsule)
Active Ingredient	30.0
Starch	305.0
Magnesium stearate	5.0

[0955] The above ingredients are mixed and filled into hard gelatin capsules.

Example 253

[0956] A tablet Formula Is prepared using the ingredients below:

Ingredient	Quantity (mg/tablet)
Active Ingredient	25.0
Cellulose, microcrystalline	200.0
Colloidal silicon dioxide	10.0
Stearic acid	5.0

The components are blended and compressed to form tablets.

Example 254

[0957] A dry powder inhaler formulation is prepared containing the following components:

Ingredient	Weight %
Active Ingredient	5
Lactose	95

[0958] The active ingredient is mixed with the lactose and the mixture is added to a dry powder inhaling appliance.

Example 255

[0959] Tablets, each containing 30 mg of active ingredient, are prepared as follows:

Ingredient	Quantity (mg/tablet)
Active Ingredient	30.0 mg
Starch	45.0 mg
Microcrystalline cellulose	35.0 mg
Polyvinylpyrrolidone (as 10% solution in sterile water)	4.0 mg
Sodium carboxymethyl starch	4.5 mg
Magnesium stearate	0.5 mg
Talc	1.0 mg
Total	120 mg

[0960] The active ingredient, starch and cellulose are passed through a No. 20 mesh U.S. sieve and mixed thoroughly. The solution of polyvinylpyrrolidone is mixed with the resultant powders, which are then passed through a 16 mesh U.S. sieve. The granules so produced are dried at 50 °C to 60 °C and passed through a 16 mesh U.S. sieve. The sodium carboxymethyl starch, magnesium stearate and talc, previously passed through a No. 30 mesh U.S. sieve, are then added to the granules which, after mixing, are compressed on a tablet machine to yield tablets each weighing 120 mg.

Example 256

[0961] Suppositories, each containing 25 mg of active ingredient are made as follows:

Ingredient	Amount
Active Ingredient	25 mg
Saturated fatty acid glycerides to	2,000 mg

[0962] The active ingredient is passed through a No. 60 mesh U.S. sieve and suspended in the saturated fatty acid glycerides previously melted using the minimum heat necessary. The mixture is then poured into a suppository mold of nominal 2.0 g capacity and allowed to cool.

Example 257

[0963] Suspensions, each containing 50 mg of active ingredient per 5.0 mL dose are made as follows:

Ingredient	Amount
Active Ingredient	50.0 mg
Xanthan gum	4.0 mg
Sodium carboxymethyl cellulose (11%)	
Microcrystalline cellulose (89%)	50.0 mg
Sucrose	1.75 g
Sodium benzoate	10.0 mg
Flavor and Color	q.v.
Purified water to	5.0 mL

[0964] The active ingredient, sucrose and xanthan gum are blended, passed through a No. 10 mesh U.S. sieve and then mixed with a previously made solution of the microcrystalline cellulose and sodium carboxymethyl cellulose in water. The sodium benzoate, flavor and color are diluted with some of the water and added with stirring. Sufficient water is then added to produce the required volume.

Example 258

[0965] A subcutaneous formulation may be prepared as follows:

Ingredient	Quantity
Active Ingredient	5.0 mg
Corn Oil	1.0 mL

Example 259

[0966] An injectable preparation is prepared having the following composition:

Ingredients	Amount
Active ingredient	2.0 mg/mL
Mannitol, USP	50 mg/mL
Gluconic acid, USP	q.s. (pH 5-6)
water (distilled, sterile)	q.s. to 1.0 mL
Nitrogen Gas, NF	q.s.

Example 260

[0967] A topical preparation is prepared having the following composition:

Ingredients	grams
Active ingredient	0.2-10
Span 60	2.0
Tween 60	2.0
Mineral oil	5.0
Petrolatum	0.10
Methyl paraben	0.15
Propyl paraben	0.05
BHA (butylated hydroxy anisole)	0.01
Water	q.s. to 100

[0968] All of the above ingredients, except water, are combined and heated to 60°C with stirring. A sufficient quantity of water at 60°C is then added with vigorous stirring to emulsify the ingredients and water then added q.s. 100 g.

Example 261

[0969] Sustained Release Composition

Ingredient	Weight Range%
Active ingredient	50-95
Microcrystalline cellulose (filler)	1-35
Methacrylic acid copolymer	1-35
Sodium hydroxide	0.1-1.0
Hydroxypropyl methylcellulose	0.5-5.0
Magnesium stearate	0.5-5.0

[0970] The sustained release formulations of this disclosure are prepared as follows: compound and pH-dependent binder and any optional excipients are intimately mixed(dry-blended). The dry-blended mixture is then granulated in the presence of an aqueous solution of a strong base which is sprayed into the blended powder. The granulate is dried, screened, mixed with optional lubricants (such as talc or magnesium stearate) and compressed into tablets. Preferred aqueous solutions of strong bases are solutions of alkali metal hydroxides, such as sodium or potassium hydroxide, preferably sodium hydroxide, in water (optionally containing up to 25% of water-miscible solvents such as lower alcohols).

[0971] The resulting tablets may be coated with an optional film-forming agent, for identification, taste-masking purposes and to improve ease of swallowing. The film forming agent will typically be present in an amount ranging from between 2% and 4% of the tablet weight. Suitable film-forming agents are well known to the art and include hydroxypropyl methylcellulose, cationic methacrylate copolymers (dimethylaminoethyl methacrylate/ methyl-butyl methacrylate copolymers - Eudragit® E - Rohm. Pharma) and the like. These film-forming agents may optionally contain colorants, plasticizers and other supplemental ingredients.

[0972] The compressed tablets preferably have a hardness sufficient to withstand 8 Kp compression. The tablet size will depend primarily upon the amount of compound in the tablet. The tablets will include from 300 to 1100 mg of compound free base. Preferably, the tablets will include amounts of compound free base ranging from 400-600 mg, 650-850 mg and 900-1100 mg.

[0973] In order to influence the dissolution rate, the time during which the compound containing powder is wet mixed is controlled. Preferably the total powder mix time, i.e. the time during which the powder is exposed to sodium hydroxide solution, will range from 1 to 10 minutes and preferably from 2 to 5 minutes. Following granulation, the particles are removed from the granulator and placed in a fluid bed dryer for drying at about 60°C.

Example 262

[0974] Activity testing is conducted in the Examples below using methods described herein and those well known in the art.

Sodium current screening assays:

[0975] The late sodium current (Late INa) and peak sodium current (Peak INa) assays are performed on an automated electrophysiology platform, QPatch 16X (Sophion Bioscience, Copenhagen, Denmark), which uses the whole cell patch clamp technique to measure currents through the cell membrane of up to 16 cells at a time. The assay uses an HEK293 (human embryonic kidney) cell line heterologously expressing the wild-type human cardiac sodium channel, $hNa_v1.5$, purchased from Millipore (Billerica, MA). No beta subunits were coexpressed with the Na channel alpha subunit. Cells are maintained with standard tissue culture procedures and stable channel expression is maintained with 400 μg/mL Geneticin in the culture medium. Cells isolated for use on QPatch are incubated for 5 minutes in Detachin IX (Genlantis, San Diego, USA) at 37 °C to ensure that 80-90% of the cells are single and not part of a cell cluster. Experiments are carried out at 23-25 °C.

[0976] For both the Late INa and Peak INa assays, series resistance compensation is set to 100% and series resistance and whole-cell compensation are performed automatically. Currents are digitized at 25 kHz and low-pass filtered at 12 kHz and 10 kHz for the late and peak INa assays, respectively. Currents through open sodium channels are automatically recorded and stored in the Sophion Bioscience Oracle database (Sophion Bioscience, Copenhagen, Denmark). Analysis is performed using QPatch Assay and database software and data are compiled in Excel.

[0977] Compound stocks are routinely made by the Gilead Sample Bank in plastic vials to 10 mM in dimethyl sulfoxide (DMSO). In some cases, when compounds are not soluble in DMSO, they are made in 100% ethanol. Stocks are sonicated as necessary. The extracellular solution for screening Late INa is composed of: 140 mM NaCl, 4 mM KCl, 1.8 mM $CaCl_2$, 0.75 mM $MgCl_2$ and 5 mM HEPES with pH adjusted to 7.4 using NaOH. The intracellular solution used to perfuse the inside of the cells for both the Late INa and Peak INa assays contains: 120 mM CsF, 20 mM CsCl, 5 mM EGTA, 5 mM HEPES and pH adjusted to 7.4 with CsOH. Compounds are diluted in extracellular solution to 1 μM in glass vials and then transferred to glass well plates before robotic addition to the cells. The 0 mM Na extracellular solution (0Na-ECF) used at the end of each experiment for the Late INa and Peak INa assays to measure baseline current contains: 140 mM N-methyl-D-glucamine; 4 mM KCl; 1.8 mM $CaCl_2$; 0.75 mM $MgCl_2$; 5 mM HEPES and pH was adjusted to 7.4 with HCl.

Late INa Screening Assay:

[0978] For the Late INa assay, sodium channels are activated every 10 seconds (0.1 Hz) by depolarizing the cell membrane to -20 mV for 250 milliseconds (ms) from a holding potential of-120 mV. In response to a -20 mV voltage step, typical $hNa_v1.5$ sodium currents activate rapidly to a peak negative current and then inactivate nearly completely within 3-4 ms.

[0979] Compounds were tested to determine their activity in blocking the late sodium current. Late INa was generated by adding 10 μM Tefluthrin (pyrethroid) to the extracellular solution while recording Na currents. To confirm the block of late I_{Na} observed using the automated screening method, a second late I_{Na} enhancer (ATX-II) and the manual patch clamp method were used. ATX-II and tefluthrin occupy distinct, non-overlapping binding sites and modify Na^+ channel function differently to increase late I_{Na}. Compounds tested have been found generally to inhibit the enhanced late I_{Na} caused by either late I_{Na} enhancer. For the purposes of the screening, late INa is defined as the mean current between 225 ms and 250 ms after stepping to -20 mV to activate Na channels. After establishing the whole cell recording configuration, late INa activator is added to each well 4 times over a 16-17 minute period so that the late component of the Na current reaches a stable value. Compounds were then added (typically at 1 μM), in the presence of the late INa activator, with 3 additions over the course of 7 or 8 minutes. Measurements were made at the end of exposure to the third compound addition and values were normalized to the current level when all Na^+ was removed from the extracellular solution after two additions of 0Na-ECF.

[0980] Results are reported as percent block of late INa. When tested in the assay disclosed above with 10 μM Tefluthrin activating late INa, for example Compounds II-105 inhibited (or reduced) the late sodium current by 45% (see Table 1 for additional compound data). The inhibition of Late INa of the cardiac isoform hNa_v 1.5 support the use of the compounds of this disclosure to treat atrial arrhythmias, ventricular arrhythmias, heart failure (including congestive heart failure, diastolic heart failure, systolic heart failure, acute heart failure), Prinzmetal's (variant) angina, stable angina, unstable angina, exercise induced angina, congestive heart disease, ischemia, recurrent ischemia, reperfusion injury, myocardial infarction, acute coronary syndrome, peripheral arterial disease, pulmonary hypertension and intermittent claudication.

Peak INa Screening Assay:

[0981] Compounds were also evaluated for their effect in several other assays, including their effect on Peak INa. Good separation between the concentrations of test compound to reduce late and peak I_{Na} is beneficial to enable

separation of the desired effect to reduce late I_{Na}-induced electrical and mechanical dysfunction from the undesired effect to reduce peak I_{Na}, which can lead to slowing or block of conduction of electrical excitation in the heart. It is contemplated that the compounds of Formula I avoid significant block of peak INa. Since the peak INa in the cells used herein can be very large, introducing artifacts in the recording, the concentration of Na^+ in the bath can be reduced to 20 mM and a nonpermeant cation added to compensate for the Na^+ that was removed to maintain the osmolarity and ionic strength of the solution (see solution details below). Analysis of peak INa generally requires correction for rundown before determining the % block of peak current by the tested compound.

[0982] A separate Peak INa screening assay was developed to allow assessment of the effect of compounds on peak INa at both low and high stimulation frequencies in order to identify compounds that are highly selective for block of late INa but do not block peak INa. A low stimulation frequency of 0.1 Hz was used to determine the effect of the test compound when the channel spent most of the time in the resting (closed) state and provides information about Tonic Block (TB). A higher stimulation frequency (3Hz) was used to measure block of the channel when it spent more time in the activated and inactivated states and provided a measure of Use-Dependent Block (UDB). Use-dependent block refers to the accumulation of block with increased frequency of channel activation. Block of cardiac peak I_{Na} by compounds of this disclosure is increased with an increase in the frequency of stimulation from 0.1 to 1-5 Hz (frequencies encountered either in the normal heart or during tachycardia). It is therefore expected that reduction of peak I_{Na} by compounds of this disclosure will be greater at high heart rates, such as those during tachyarrhythmias, than at normal heart rates. As a consequence, compounds of this disclosure may reduce Na^+ and Ca^{2+} overload due to late INa and abnormal electrical activity and electrical conduction in myocardium that is arrhythmic, especially during ischemia.

[0983] The -100 mV holding potential and the 3 Hz stimulation frequency were chosen so that the benchmark compound would have a small but detectable effect under experimental conditions, allowing for direct comparison of new compounds with the benchmark. The extracellular solution for screening Peak INa is composed of: 20 mM NaCl, 120 mM N-methyl-D glucamine, 4 mM KCl, 1.8 mM $CaCl_2$, 0.75 mM $MgCl_2$ and 5 mM HEPES with pH adjusted to 7.4 using HCl. The intracellular solution used for the Peak INa assay is the same as outlined for the Late INa assay (see above).

[0984] For the peak INa assay, Na^+ channels were activated by depolarizing the cell membrane to 0 mV for 20 ms from a holding potential of -100 mV. After establishing the whole cell recording configuration, channels were stimulated to open with low frequency stimulation (0.1 Hz) for 7 minutes so that the recording can be monotered and the extent to which the recording has stabilized can be assessed. After this stabilization period the stimulation frequency was increased to 3 Hz for 2 minutes and then returned to 0.1 Hz. Since 3 Hz stimulation causes a small decrease in the peak current even in the absence of compound, this internal control was used for each cell, when no compound is present, to correct the results from 3 Hz stimulation when compound is present. Following 3 Hz stimulation under control conditions, the cell is allowed to recover for 200 seconds before compound is added. The test compound tested at 1 or 3 μM (depending on the % block of late INa at 1 μM) was added 3 times at 60 second intervals, while stimulating the channels to open at 0.1 Hz to monitor the progression of TB. After the third compound addition, a 320 second wait period was imposed to allow for equilibration before the second period of 3 Hz stimulation begins. TB was measured before the second period of 3 Hz stimulation. Both TB and UDB were analyzed by incorporating rundown correction for the peak INa and UDB as calculated by compensating for the small use-dependent effect of the stimulation protocol on peak INa in the absence of compound. Compound II-105 exhibited peak INa TB of 9% and peak INa UDB of 11%, both measured at 1 μM.

[0985] The above data demonstrates the selectivity of Compound II-105 to block late INa compared to peak INa (45% versus 9% for peak INa TB; and 45% versus 11% for peak INa UDB) and suggests that Compound II-105 should show minimal to no effects on conduction through the heart (which is driven by peak INa) at concentrations that effectively block late INa.

hERG Screening Assay:

[0986] Compounds were also tested for their effect to block the hERG K^+ channel. At least a 3-5-fold separation, preferably 10 fold separation, of IC_{50} values for compounds to inhibit late I_{Na} (more potent) and hERG (less potent) indicates that a compound is unlikely to cause QT prolongation and/or proarrhythmic effects at concentrations needed to reduce late I_{Na}.

[0987] Compounds were screened to test their activity in blocking the hERG potassium channel at AVIVA Biosciences (San Deigo, CA, USA). The hERG channel is heterologously expressed in a CHO (Chinese Hamster Ovary) cell line. Cells were maintained with standard tissue culture procedures and stable channel expression was maintained with 500 μg/mL G418 in the culture medium. Cells were harvested for testing on the PatchXpress 7000A automated patch clamp with Accumax (Innovative Cell Technologies, San Diego, CA) to isolate single cells.

[0988] The following solutions were used for electrophysiological recordings. The external solution contained: 2 mM $CaCl_2$; 2 mM $MgCl_2$; 4 mM KCl; 150 mM NaCl; 10 mM Glucose; 10 mM HEPES (pH 7.4 with 1M NaOH; osmolarity, ~310 mOsm). The internal solution contained: 140 mM KCl, 10 mM $MgCl_2$, 6 mM EGTA, 5 mM HEPES, 5 mM ATP (pH adjusted to 7.25 with KOH; osmolarity, ~295 mOsm).

[0989] hERG channels were activated when the voltage was first stepped to -50 mV for 300 ms from the -80 mV holding potential and then stepped to +20 mV for 5 seconds. At +20 mV the channels open and then largely inactivate, so the currents are relatively small. Upon returning to - 50 mV from +20 mV, hERG currents transiently become much larger as inactivation is rapidly removed and then the channel closes. The first step to -50 mV for 300 ms was used as a baseline for measuring the peak amplitude during the step to -50 mV after channel activation. The peak tail current at -50 mV was measured both under control conditions and after addition of compound, each cell serving as its own control.

[0990] All compounds were prepared as 10 mM DMSO stocks in glass vials. Stock solutions were mixed by vigorous vortexing and sonication for about 2 minutes at room temperature. For testing, compounds were diluted in glass vials using an intermediate dilution step in pure DMSO and then further diluted to working concentrations in external solution. Dilutions were prepared no longer than 20 minutes before use.

[0991] For the electrophysiological recordings, after achieving the whole-cell configuration, cells were monitored for 90 seconds to assess stability and washed with external solution for 66 seconds. The voltage protocol described above was then applied to the cells every 12 seconds and throughout the whole procedure. Only cells with stable recording parameters and meeting specified health criteria were allowed to enter the compound addition procedure.

[0992] External solution containing 0.1% DMSO (vehicle) was applied to the cells first to establish the control peak current amplitude. After allowing the current to stabilize for 3 to 5 minutes, 1 μM and then 10 μM test compounds were applied. Each compound concentration was added 4 times and cells were kept in test solution until the effect of the compound reached steady state or for a maximum of 12 minutes. After addition of test compound, a positive control (1μM Cisapride) was added and must block >95% of the current for the experiment to be considered valid. Washout in the external solution compartment was performed until the recovery of the current reached steady state. Data were analyzed using DataXpress software and its associated SQL server database, Clampfit (Molecular Devices, Inc., Sunnyvale, USA) and Origin 7 (Originlab Corp.) When tested in the assay disclosed above, Compound II-105 inhibited (or reduced) the activity of the hERG potassium channel by <10% at 1 μM (see Table 1 for additional compound data).

[0993] Compounds were tested using the above described assay methods. Data are obtained by testing the listed compounds at 1 μM concentration in the late and peak INa assays (and other concentrations as needed) and at 1 μM and 10 μM for the hERG channel assay.

Table 1: Late I_{Na} Assay results

No.	Late I_{Na} 1μM	Peak TB 1μM	Peak UDB 1μM
II-1	25		
II-3	15		
II-4	30		
II-5	26		
II-6	16		
II-7	34		
II-8	21		
II-10	43	9	2
II-11	23		
II-12	21		
II-13	18		
II-14	47	7	6
II-15	48	8	8
II-16	19		
II-17	59	47	46
II-19	21		
II-21	18		
II-22	30		
II-23	25		

(continued)

No.	Late I_{Na} 1μM	Peak TB 1μM	Peak UDB 1μM
II-24	**23**		
II-25	**25**		
II-31	**51**	9	8
II-33	**46**	10	13
II-35	**25**		
II-39	**16**		
II-41	**17**		
II-42	**34**		
II-43	**23**		
II-44	**39**		
II-45	**27**		
II-46	**25**		
II-47	**60**	13	45
II-48	**47**	13	53
II-49	**63**	28	44
II-50	**48**	5	19
II-51	**20**		
II-54	**51**	13	20
II-57	**55**	50	41
II-59	**15**		
II-61	**41**		
II-62	**49**	10	14
II-64	**55**	12	19
II-65	**19**		
II-67	**22**		
II-68	**17**		
II-69	**33**		
II-70	**37**		
II-71	**12**		
II-72	**60**	22	34
II-73	**42**		
II-74	**12**		
II-75	**68**	45	59
II-77	**21**		
II-83	**31**		
II-87	**22**		
II-88	**41**		
II-89	**28**		

(continued)

No.	Late I_{Na} 1μM	Peak TB 1μM	Peak UDB 1μM
II-91	**54**	8	11
II-92	**34**		
II-95	**19**		
II-97	**36**		
II-98	**39**		
II-102	**21**		
II-104	**21**		
II-105	**45**	9	11
II-106	**18**		
II-107	**18**		
II-110	**35**		
II-113	**27**		
II-115	**21**		
II-117	**37**		
II-122	**19**		
II-123	**21**		
II-124	**17**		
II-129	**33**		
II-133	**23**		
II-134	**69**	38	34
II-135	**32**		
II-136	**30**		
II-137	**54**	28	26
II-138	**47**	16	23
II-139	**31**		
II-140	**32**		
II-141	**73**	40	40
II-142	**19**		
II-143	**65**		
II-144	**68**	34	41
II-145	**19**		
II-146	**36**		
II-147	**54**	13	6
II-148	**17**		
II-150	**27**		
II-151	**51**	13	14
II-152	**23**		
II-153	**56**	15	13

(continued)

No.	Late I_{Na} 1μM	Peak TB 1μM	Peak UDB 1μM
II-154	**25**		
II-155	**38**	13	11
II-156	**48**	23	13
II-157	**43**	13	16
II-158	**58**	34	26
II-159	**28**		
II-160	**48**		
II-162	**20**		
II-163	**28**		
II-164	**75**		
II-165	**56**	15	30
II-166	**53**	20	34
II-167	**56**	20	25
II-168	**44**	36	47
II-169	**65**	23	23
II-170	**66**	36	31
II-171	**24**		
II-172	**33**		
II-174	**48**	7	18
II-175	**53**	21	16
II-176	**68**	45	44
II-177	**22**		
II-178	**19**		
II-179	**21**		
II-186	**55**	20	30
II-187	**62**	9	21
II-189	**53**	23	28
II-190	**18**		
II-191	**25**		
II-192	**15**		
II-193	**70**		
II-194	**63**		
II-195	**66**		
III-1	**33**		
III-4	**35**		
III-10	**29**		
III-11	**20**		
III-12	**39**	10	17

(continued)

No.	Late I_{Na} 1μM	Peak TB 1μM	Peak UDB 1μM
III-15	**50**	19	18
III-23	**26**		
III-24	**17**		
III-29	**48**	11	14
III-30	**16**		
III-32	**22**		
III-33	**37**		
III-37	**41**		
III-38	**28**		
III-40	**22**		
III-50	**24**		
III-58	**26**		
IV-4	**14**		
V-1	**24**		
V-3	**23**		
V-5	**49**	5	5
VI-4	**36**		
VI-11	**19**		
VI-26	**28**		
VI-30	**40**		
VI-31	**61**	50	42
VI-32	**66**	28	26
VI-36	**47**		
VI-37	**48**		
VIII-4	**61**	12	19
VIII-5	**32**		
VIII-6	**38**		
VIII-7	**59**		
VIII-8	**47**		
VIII-9	**50**		
VIII-10	**25**		
VIII-11	**42**		
IX-2	**22**		
IX-3	**27**		
X-8	**50**	6	10
X-11	**48**	17	20
X-12	**26**		
XII-1	**53**	25	21

(continued)

No.	Late I_{Na} 1μM	Peak TB 1μM	Peak UDB 1μM
XII-2	**57**	45	64
XII-3	**44**	51	79
XII-5	**25**		
XII-8	**36**		
XII-9	**22**		
XII-10	**45**	13	20
XII-11	**55**	25	24
XII-14	**26**		
XIII-1	**16**		
XIII-2	**19**		
XIII-3	**17**		
XIII-4	**51**	8	9
XIII-6	**60**	8	8
XIII-10	**22**		

[0994] The assay results shown in the above table establishes that compounds tested showed activity as modulators of late sodium current, for example by inhibiting (or reducing) the late sodium current.

[0995] In some embodiments the effects of a compound of Formula I are specific for the late sodium current and show little or no activity with respect to one or more other ion channels. Thus, in some embodiments, a compound having an activity of reducing late sodium current will also exhibit little or no activity with regard to the peak sodium current. In particular embodiments, a compound having an activity of reducing late sodium current will also exhibit little or no activity with regard to the hERG potassium channel.

[0996] Table 2 is a summary comparing compound II-73 and ranolazine ability to block late and peak hNa_v 1.5 Na^+ current and hERG K^+ current. The data in Table 2 were obtained in similar but not necessarly contemporaneous experiments.

Table 2

	IC_{50} μM			IC_{50} Ratio (fold)	
	Late INa	**Peak INa**	**hERG**	**Peak INa/Late INa**	**hERG/Late INa**
11-73	0.6 ± 0.1	52 ± 5	5.7 ± 0.6	87	10
Ranolazine	6.7 ± 1.4	428 ± 33	13.4 ± 0.5	64	2

[0997] The above data suggests that the compound of Example II-73 exhibits comparable or improved properties with respect to the tested paramaters.

L-type Ca2+ Channel Assay - ChanTest:

[0998] Selected compounds were screened for block of the cardiac L-type Ca^{2+} channel (hCav1.2, encoded by the human CACNA1C gene and coexpressed with the beta 2 subunit, encoded by the human CACNB2 gene and alpha2delta1, encoded by the CACNA2D1 gene). The Ca^{2+} channel is heterologously expressed in a CHO (Chinese Hamster Ovary) cell line. Cells are maintained following standard tissue culture procedures and stable channel expression is maintained with appropriate selection antibiotics in the culture medium. Cells are harvested for testing on the Patch-Xpress automated patch clamp (Model 7000A, Molecular Devices, Sunnyvale, CA) by washing twice with Hank's Balanced Salt Solution, treating the cells with trypsin and resuspending cells in culture medium (4-6 $x10^6$ cells in 20 mL). Cells in suspension are allowed to recover for 10 minutes in a tissue culture incubator set at 37°C in a humidified 95% air, 5% CO_2 atmosphere.

[0999] The following solutions are used for electrophysiological recordings. The external solution contains (mM): 137 NaCl, 4 KCl, 1.8 $CaCl_2$, 1 $MgCl_2$, 10 Glucose, 10 HEPES (pH 7.4 with NaOH). The internal solution contains (mM): 130 Cs Aspartate, 5 $MgCl_2$, 10 EGTA, 4 ATP, 0.5 GTP, 10 HEPES, (pH adjusted to 7.2 with N-methyl-D-glucamine).

[1000] Vehicle is applied to naive cells ($n \geq 2$, where n = the number cells), for a 5-10 minute exposure interval. Each solution exchange is performed in quadruplicate. At the end of each experiment, a saturating concentration of nifedipine (10 μM) is added to block hCav1.2 current. Leak current is digitally subtracted from the total membrane current record.

[1001] Test compound stock solutions are prepared by addition of dimethyl sulfoxide (DMSO) and stored frozen. Each test compound DMSO stock is sonicated (Model 2510/5510, Branson Ultrasonics, Danbury, CT), at ambient room temperature for at least 20 minutes to facilitate dissolution. Test compound concentrations are prepared fresh daily by diluting stock solutions into the standard extracellular physiological saline solution (see above). The maximum percent of DMSO added with compound is 0.1%. All test compound and control solutions are placed in a glass-lined 96-well compound plate before loading on PatchXpress.

[1002] Two concentrations (1, 10 μM) of each test compound are applied at five (5) minute intervals via disposable polyethylene micropipette tips to naïve cells ($n \geq 2$, where n = the number cells/concentration). Each test compound concentration is added to the cell in quadruplicate. Total duration of exposure to each test compound concentration is 5 minutes.

[1003] Onset and steady state block of hCav1.2 (α1C/β2/α2δ□ channels is measured using a stimulus voltage pattern consisting of a depolarizing test pulse (duration, 200 ms; amplitude, 10 mV) at 10 s intervals from a -80 mV holding potential. Peak current is measured during a step to 10 mV.

[1004] When tested in the assay disclosed above, Compound II-73 blocked the hCav1.2 late current by 14% and peak current by 32% at 1 μM concentration. At 10 μM concentration the compound II-73 blocked the hCav1.2 late current by 47% and the peak current by 79%.

Example 263

[1005] Compounds of this disclosure that block cardiac late I_{Na} may also mediate UDB of other Na^+ channel isoforms including the major Na^+ channel isoforms in peripheral nervous system pain fibers, $Na_v1.7$ and 1.8. Compounds of this disclosure that block these channels may also be useful to decrease neuropathic pain.

[1006] In particular embodiments, a compound will exhibit a high selectivity for the late sodium current modulatory activity as compared to the activity in one or more other ion channels. The selectivity of a compound may be determined by determining the percentage reduction in late sodium current due to the compound, as measured by the assay described above. The percentage reduction in one other ion channel activity, such as the hERG potassium channel, due to the compound is determined as described above. The selectivity is determined by taking the ratio of (percentage reduction in late sodium current) to (percentage reduction in one other ion channel activity). The assays conducted to measure activities in this regard should be performed as described above, with the compound at a concentration of 10 μM (or at the upper limit of solubility, if less). In particular embodiments, the selectivity of a compound of the disclosure will be at least 5:1, e.g. at least 6:1, at least 7:1, at least 8:1, at least 9:1, at least 10:1, at least 12:1, at least 15:1, at least 20:1, or at least 25:1, when comparing the percentage reduction in late sodium current versus percentage reduction of one of the peak sodium current, the hERG potassium channel current. Selectivity data can be calculated based on the values provided in the Examples above.

[1007] Evidence supports a role for the tetrodotoxin-sensitive $Na_v1.7$ in the pathogenesis of pain. In this assay, using whole-cell patch-clamp technique, the effects of compounds of the disclosure on $hNa_v1.7$ ($hNa_v1.7$+β1 subunits) peak Na^+ current (I_{Na}) are tested as described previously (Rajamani et al, 2009). Cells are continuously maintained using MEM (Gibco-Invitrogen, Carlsbad, CA) supplemented with 10% heat inactivated fetal bovine serum, 1% penicillin-streptomycin, 600 μg/mL geneticin (Gibco-Invitrogen), 2 μg/mL blastocydin (Calbiochem, NJ, USA), and are incubated at 37°C in an atmosphere of 5% CO_2 in air. For recording $hNa_v1.7$ I_{Na}, HEK293 cells are superfused with an extracellular solution containing (in mM): 140 NaCl, 3KCl, 10 HEPES, 10 glucose, 1 $MgCl_2$, 1 $CaCl_2$, pH 7.4 (with NaOH). Patch pipettes are filled with an internal solution containing (in mM): 140 CsF, 10 NaCl, 1 EGTA, 10 HEPES, pH 7.3 (with CsOH).

[1008] Whole-cell I_{Na} are recorded as described previously (Rajamani et al, 2009) using an Axopatch 200B amplifier (Molecular Devices, Sunnyvale, USA). Signals are filtered at 5 kHz and sampled at 20 kHz. Patch pipettes are formed using borosilicate glass (World Precision Instruments, Sarasota, USA) using a micropipette puller (Dagan Corporation, Minneapolis, USA). The offset potential is zeroed before the pipette is attached to the cell and the voltages are not corrected for the liquid junction potential. In all recordings, 75-80% of the series resistance compensation will be achieved, thus yielding a maximum voltage error of ~5 mV and leak currents are cancelled by P/4 subtraction. pCLAMP 10.0 software (Molecular Devices) will be used to generate voltage clamp protocols and acquire data. The membrane potential is held at -100 or -120 mV and the cell dialyzed with the pipette solution for 5-7 minutes before current is recorded, to avoid time-dependent shifts in Na^+ channel gating within the first several minutes after patch rupture. In all experiments, the temperature of experimental solutions will be maintained at 20±1°C using a CL-100 bipolar temperature controller

(Warner Instruments, Hamden, USA).

[1009] Data are analyzed using Clampfit and Microcal Origin (MicroCal, Northampton, USA) software.

[1010] When tested in the assay disclosed above, Compound II-73 blocked the hNa_v 1.7 sodium channel isoform with IC_{50} of 5.2 μM at a frequency of 10 Hz. Compound II-73 blocked the hNa_v 1.8 sodium channel isoform with a IC_{50} of >10 μM at a 10 Hz frequency. At higher frequency of 25 Hz, compound II-73 blocked both hNa_v 1.7 and hNa_v 1.8 isoforms with IC_{50} of 1.1 and 1.5 μM respectively. The inhibition of either hNa_v 1.7 and hNa_v 1.8 isoforms or the inhibition of both channels when stimulated at these frequencies support the use of compounds of this disclosure to decrease neuropathic pain.

Example 264

Expression of human Na_v1.1 cDNA

[1011] All experiments with human Na_v1.1 are conducted as described (Kahlig, et al., PNAS, 105: 9799-9804). Briefly, expression of hNa_v1.1 is achieved by transient transfection using Qiagen Superfect reagent (5.5 μg of DNA is transfected at a plasmid mass ratio of 10:1:1 for α_1:β_1:β_2). The human β_1 and β_2 cDNAs are cloned into plasmids containing the marker genes DsRed (DsRed-IRES2-hβ_1) or eGFP (eGFP-IRES2-hβ_2) flanking an internal ribosome entry site (IRES).

Electrophysiology

[1012] Whole-cell voltage-clamp recordings are used to measure the biophysical properties of WT and mutant Na_v1.1 channels, as described previously (Kahlig, 2008). For recording hNa_v1.1 I_{Na}, HEK293 cells are superfused with solution containing (in mM): 145 NaCl, 4 KCl, 1.8 $CaCl_2$, 1 $MgCl_2$, 10 dextrose, 10 HEPES, with a pH of 7.35 and osmolarity of 310 mOsmol/kg. The pipette solution contains (in mM): 110 CsF, 10 NaF, 20 CsCl, 2 EGTA, 10 HEPES, with a pH of 7.35 with an osmolarity of 300 mOsmol/kg. Cells are allowed to stabilize for 10 min after establishment of the whole-cell configuration before current is measured. Series resistance is compensated 90% to assure that the command potential is reached within microseconds with a voltage error <2 mV. Leak currents are subtracted by using an online P/4 procedure and all currents are low-pass Bessel filtered at 5 kHz and digitized at 50 kHz.

[1013] For use-dependent studies, cells are stimulated with depolarizing pulse trains (-10 mV, 5 ms, 300 pulses, 10 and 25Hz) from a holding potential of -120 mV. Currents are then normalized to the peak current recorded in response to the first pulse in each frequency train. For tonic block studies, peak and persistent (late) currents are evaluated in response to a 200 ms depolarization to -10 mV (0.2 Hz) following digital subtraction of currents recorded in the presence and absence of 0.5 μM tetrodotoxin (TTX). The sodium current termed Late INa in the periphery is commonly called persistent INa in the CNS. Persistent current is calculated during the final 10 ms of the 200 ms step. Data analysis is performed using Clampfit 9.2 (Axon Instruments, Union City, CA, U.S.A), Excel 2002 (Microsoft, Seattle, WA, U.S.A.), and OriginPro 7.0 (OriginLab, Northampton, MA, U.S.A) software. Results are presented as mean ± SEM.

In vitro Pharmacology

[1014] A stock solution of 10mM compound of Formula I is prepared in 0.1 M HCl or DMSO. A fresh dilution of the compound of Formula I in the bath solution is prepared every experimental day and the pH is readjusted to 7.35 as necessary. The final DMSO concentration was kept at 0.1% in all solutions. Direct application of the perfusion solution to the clamped cell is achieved using the Perfusion Pencil system (Automate, Berkeley, CA). Direct cell perfusion is driven by gravity at a flow rate of 350 μL/min using a 250 micron tip. This system sequesters the clamped cell within a perfusion stream and enables complete solution exchange within 1 second. The clamped cell is perfused continuously starting immediately after establishing the whole-cell configuration. Control currents are measured during control solution perfusion. Where appropriate, concentration inhibition curves are fit with the Hill equation: $I/I_{max} = 1/[1+10^{(\log IC_{50}-I)*k}]$, where IC_{50} is the concentration that produces half inhibition and k is the Hill slope factor.

[1015] Solutions containing the compounds of the disclosure are perfused for three minutes prior to current recordings to allow equilibrium (tonic) drug block. Tonic block of peak current is measured from this steady-state condition. Use-dependent block of peak current is measured during pulse number 300 of the pulse train, (-10 mV, 5 ms, 300 pulses, 10Hz) from a holding potential of -120 mV. Two sequential pulse train stimulations are averaged to obtain mean current traces for each recording condition.

In vivo pharmacology

[1016] Jugular vein cannulated male Sprague Dawley rats (250 - 350g, Charles River Laboratories, Hollister, CA) are used to study brain penetration of the compounds of the disclosure in vivo. Animal use is approved by the Institutional

Animal Care and Use Committee, Gilead Sciences. Three rats per group are infused intravenously with the compound of the disclosure in saline at 85.5 μg/kg/min. After 1, 2.5 or 5 h the animals are sacrificed for plasma and brain collection, and concentrations of the compound of the disclosure are measured by liquid chromatography coupled with tandem mass spectrometry (LC-MS/MS). Brain tissue is homogenated in 1% 2N HCl acidified 5% sodium fluoride (final homogenate is diluted 3-fold). Plasma and brain homogenate samples (50 μl) are precipitated along with deuterated D3-Formula I as an internal standard, vortexed and centrifuged. The supernatant (50 μL) is transferred and diluted with water (450 μl) prior to injection (10 μl). High performance liquid chromatography was performed using a Shimadzu LC-10AD liquid chromatograph and a Luna C18(2), 3 μm, 20 x 2.0 mm column with a mobile phase consisting of water containing 0.1% formic acid (solution A) and acetonitrile (solution B) carried out under isocratic conditions (75% solution A, 25% solution B; flow rate 0.300 ml/min). Mass spectrometric analyses are performed using an API3000 mass spectrometer (Applied Biosystems, Foster City, CA) operating in positive ion mode with MRM transition 428.1 > 98. Brain-to-plasma ratios are calculated for each sample as ng compound/g brain divided by ng compound/ml plasma.

Example 265

Expression of human $Na_v1.2$ cDNA

[1017] Wild-type (WT) cDNA stably transfected in Chinese hamster ovary (CHO) cells is used to record I_{Na}. Unless otherwise noted, all reagents are purchased from Sigma-Aldrich (St Louis, MO, U.S.A.).

Electrophysiology

[1018] Whole-cell voltage-clamp recordings are used to measure the biophysical properties of WT. Briefly, the pipette solution consists of (in mM) 110 CsF, 10 NaF, 20 CsCl, 2 EGTA, 10 HEPES, with a pH of 7.35 and osmolarity of 300 mOsmol/kg. The bath (control) solution contains in (mM): 145 NaCl, 4 KCl, 1.8 $CaCl_2$, 1 $MgCl_2$, 10 dextrose, 10 HEPES, with a pH of 7.35 and osmolarity of 310 mOsmol/kg. Cells are allowed to stabilize for 10 min after establishment of the whole-cell configuration before current is measured. Series resistance is compensated 90% to assure that the command potential is reached within microseconds with a voltage error <2 mV. Leak currents are subtracted by using an online P/4 procedure and all currents are low-pass Bessel filtered at 5 kHz and digitized at 50 kHz.

[1019] For clarity, representative ramp currents are low pass filtered off-line at 50 Hz. Specific voltage-clamp protocols assessing channel activation, fast inactivation and availability during repetitive stimulation are used. Results are presented as mean ± SEM.,.

[1020] Tonic block of peak current is measured using a step to -10mV (20ms) from a holding potential of -120mV (0.2Hz). Use-dependent block of peak current is measured during pulse number 300 of a pulse train (-10 mV, 5 ms, 300 pulses, 10Hz or 25Hz) from a holding potential of -120 mV. Two sequential pulse train stimulations are averaged to obtain mean current traces for each recording condition, which are then used for offline subtraction and analysis.

[1021] For use-dependent studies, cells are stimulated with depolarizing pulse trains (-10 mV, 5 ms, 300 pulses, 10 and 25Hz) from a holding potential of -120 mV. Currents are then normalized to the peak current recorded in response to the first pulse in each frequency train. For tonic block studies, peak current is evaluated in response to a 20 ms depolarization to -10 mV (0.2 Hz). Data analysis is performed using Clampfit 9.2 (Axon Instruments, Union City, CA, U.S.A), Excel 2002 (Microsoft, Seattle, WA, U.S.A.), and OriginPro 7.0 (OriginLab, Northampton, MA, U.S.A) software. Results are presented as mean ± SEM.

In vitro Pharmacology

[1022] A stock solution of 10mM compound of Formula I is prepared in 0.1 M HCl or DMSO. A fresh dilution of the compound of Formula I in the bath solution is prepared every experimental day and the pH is readjusted to 7.35 as necessary. The final DMSO concentration was kept at 0.1% in all solutions. Direct application of the perfusion solution to the clamped cell is achieved using the Perfusion Pencil system (Automate, Berkeley, CA). Direct cell perfusion is driven by gravity at a flow rate of 350 μL/min using a 250 micron tip. This system sequesters the clamped cell within a perfusion stream and enables complete solution exchange within 1 second. The clamped cell is perfused continuously starting immediately after establishing the whole-cell configuration. Control currents are measured during control solution perfusion.

[1023] Solutions are perfused for three minutes prior to current recordings to allow equilibrium (tonic) drug block. Tonic block of peak currents is measured from this steady-state condition. Three sequential current traces are averaged to obtain a mean current for each recording. The mean current traces are utilized for offline analysis. Use-dependent block of peak current is measured during pulse number 300 of the pulse train, (-10 mV, 5 ms, 300 pulses, 10Hz) from a holding potential of -120 mV. Two sequential pulse train stimulations are averaged to obtain mean current traces for each

recording condition, which are then used for offline subtraction and analysis Where appropriate, concentration inhibition curves are fit with the Hill equation: $I/I_{max} = 1/[1+10^{(\log IC_{50}-I)*k}]$, where IC_{50} is the concentration that produces half inhibition and k is the Hill slope factor.

Results

[1024] Using the above methods it may be demonstrated that the compounds of the disclosure are selective for inhibiting cardiac Late Ina current without inhibiting peak and low frequency currents of brain isoforms NaV 1.1 and 1.2. The compounds of the disclosure may inhibit the very high frequency firing of $Na_v1.1$ and $Na_v1.2$ or demonstrate voltage dependent block of mutant $Na_v1.1$ and $Na_v1.2$ observed with epilepsy patients. In addition compounds of this disclosure may show activity for inhibition of a panel of $Na_v1.1$ mutant channels associated with the epilepsy and headache (migraine) syndromes GEFS+, SMEI and FHM3 suggesting the ability of the compounds of the disclosure to preferentially block the abnormal increased persistent current carried by these mutant channels. disclosure

[1025] When tested in the assay disclosed above for hNa_v 1.1 and hNa_v 1.2 sodium channel isoforms, Compound II-73 blocked the hN_av 1.1 sodium channel isoform peak INa with IC_{50} value of >100 μM at a frequency of 10 Hz and the hN_av 1.2 sodium channel isoform peak I_{Na} with IC_{50} value of > 30 μM at the same frequency. At higher frequency of 25 Hz the compound II-73 blocked both hNa_v 1.1 and hNa_v 1.2 isoforms with IC_{50} of 3.4 μM and 10.1 μM respectively. The inhibition of either hN_av 1.1 and hNa_v 1.2 isoforms or the inhibition of both channels when stimulated at these frequencies support the use of compounds of this disclosure to treat patients with epilepsy.

Table 3: Late I_{Na} Assay results

No.	Late I_{Na}*	NAV1.1* UDB-10HZ	NAV1.2* UDB-10HZ	hERG	RHEART MAPD90_ATX*
II-7	**34**	0	13		-10
II-10	**43**	-4	9		
II-14	**47**	16	19		
II-17	**59**			<10	
11-22	**30**	3	15	16	
II-42	**34**	2	12		-27
II-46	**25**	2	16		
II-61	**41**	9	25	<10	-62
II-73	**42**	10	19	18	-56
II-75	**68**	35	52		
II-83	**31**	-2	10	21	
II-88	**41**	-10	-1	26	-69
II-91	**54**	-9	-3		
II-98	**39**	-1	-8	<10	-50
II-105	**45**	-17	1	<10	
II-110	**35**	-4	-2	26	
II-117	**37**	-11	-18	<10	
II-129	**33**	8	7	17	-49
II-138	**47**	21	40		
II-143	**65**	29	44		
II-156	**48**				-23
III-1	**33**	-1	-3	<10	-47
V-5	49	-18	3		
VIII-4	**61**	5	18	30	-25

(continued)

No.	Late I_{Na}*	NAV1.1* UDB-10HZ	NAV1.2* UDB-10HZ	hERG	RHEART MAPD90_ATX*
VIII-6	**38**	6	20	<10	-49
X-8	**50**	-12	-14	<10	
XII-1	**53**	-1	-4		
XII-8	**36**	11	11		-34
*** %Inhibition at 1 uM**					

Example 266

Ischemia-induced ST segment elevation in anesthetized rabbits

[1026] This study was undertaken to determine the anti-ischemic effects of compounds of the present disclosure in an *in vivo* rabbit model.

Methods:

[1027] Female New Zealand rabbits (3.0-4.0 kg) were purchased from Western Oregon Rabbitry. Animals were housed on a 12-h light and dark cycle and received standard laboratory chow and water. All experiments were performed in accordance with the Guide for the Care and Use of Laboratory Animals published by The National Research Council and with the experimental protocol approved by the Institutional Animal Care Committee of Gilead Sciences, Inc.

[1028] Rabbits were anesthetized with ketamine (35 mg/kg) and xylazine (5 mg/kg) intramuscular injection (im). A tracheotomy was performed and the trachea was intubated with an endotracheal tube. The animal was ventilated with room air supplemented with oxygen using a pressure control animal ventilator (Kent Scientific Corp., Torrington, CT) at a respiratory rate of 40 strokes/min and peak inspiration pressure of 10 mmH_2O, which was adjusted to keep blood gases and pH within the physiological range (iSTAT clinic analyzer, Heska Corp.; Waukesha, WI). The left femoral artery was cannulated for the measurement of blood pressure (BP). Blood samples were also withdrawn from femoral artery. The right external jugular vein was cannulated for drug/vehicle administration. Needle electrodes were inserted subcutaneously into the limbs for recording of the surface electrocardiogram (ECG). The heart was exposed via an incision in the 4th intercostal space (4th and /or 5th ribs were cut for a clear surgical vision). The chest was opened and a pericardial cradle was formed using 4 retractors. A coronary artery occluder, comprised of a snare made of 5 cm PE-10 tubing with a 6-0 Prolene polypropylene suture in it, was placed loosely around the left anterior descending artery (LAD) at its origin. Two unipolar electrodes, made with teflon coated silver wire attached to a small patch of filter paper, were attached on the surface of the ischemic and normal regions of the left ventricle to record epicardial electrocardiogram. Reference electrodes were placed in the open incision of the neck. The body temperature of the animal was monitored via a rectal thermometer and maintained at 37-40°C by adjusting the surface temperature of the surgical table. Regional ischemia (15 min) was induced by ligating the LAD followed by 15 min of reperfusion caused by releasing the ligation. The heart was excised at the end of the experiment and the LAD was re-ligated. The ischemic area was visualized by perfusing the heart with 1% Evans blue in saline and calculated as a percentage of total ventricular weight. Rabbits with ischemic area less than 10% or larger than 25% were excluded from the analysis. Animals were randomly assigned to vehicle and test compound groups. Test compounds was dissolved in 5% NMP, 30% PG, 45% PEG 400 and 20% de-ionized water (dH_2O). Test compound was given as an iv bolus at 0.1, 0.2 and 0.4 mg/kg. After 30 min of dosing, the heart was subjected to 15 min of ischemia followed by 15 min of reperfusion.

Results:

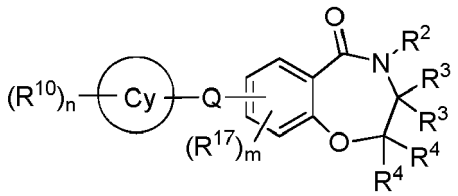
[1029] The compound of Example II-61 dose-dependently prevented the ischemia-induced ST elevation. The area under curve (AUC) for the ST segment height was reduced (vs. control) by 38% and 88% at 0.28 and 0.52 μM plasma concentration of compound of Example II-61. At the plasma concentration levels studied, compound of Example II-61 had no significant effect on blood pressure (BP), heart rate (HR) and ECG intervals prior to the ischemia. The data suggests the compound of Example II-61 prevents ischemia-induced myocardial electrical dysfunction in a dose-dependent manner.

[1030] Similarly, compound of Example II-73 dose-dependently prevented the ischemia-induced ST elevation. The area under curve (AUC) for the ST segment height was reduced (vs. control) by 55% and 93% at 0.25 and 0.5 μM

respective plasma concentration of compound of Example II-73. At the plasma concentration levels studied, compound of Example II-73 had no significant effect on blood pressure (BP), heart rate (HR) and ECG intervals prior to the ischemia. The data suggests the compound of Example II-73 prevents ischemia-induced myocardial electrical dysfunction in a dose-dependent manner.

[1031] Aspects of the invention are set forth in the numbered clauses below:

1. A compound of Formula IA:

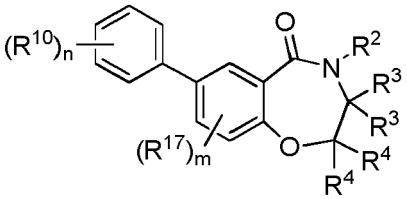


IA

wherein: Cy is aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl; Q is a covalent bond, -O-C_{0-2} alkylene, -NR^{11}-C_{0-2} alkylene, C_2 alkylene, C_2 alkenylene or C_2 alkynylene; m is 0, 1, 2 or 3; n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, -NO_2,-CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}),-N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6}alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}. R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; L is -O-, -S-, -C(O)-, -NHS(O)$_2$- -S(O)$_2$NH-, -C(O)NH- or -NHC(O)-; provided that when R^2 is - L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, -NHS(O)$_2$- or -NHC(O)-; and each R^3 is independently hydrogen, deuterium, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, - N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20},-C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, -O-R^{20}, -N(R^{20})(R^{22}), -N(R^{20})-C(O)-OR^{20} and -C(O)-OR^{20}; and wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, - C(O)-OR^{26}, -C(O)-N(R^{26})(R^{26}), cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{26})(R^{22}), - C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and - O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20},-C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents inde-

pendently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{17} is halo, $-O-R^{20}$ or C_{1-6} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof; provided that when each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl, Q is a bond and Cy is phenyl or morpholinyl, then n is 1, 2, 3, 4 or 5.

2. A compound of Formula II:



II

wherein: m is 0, 1 or 2; n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5; L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH-or -NHC(O)-, provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-; each R^3 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl; each R^4 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$,-C(0)-N(R^2o)(R22), -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{17} is halo, $-O-R^{20}$ or C_{1-6} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, het-

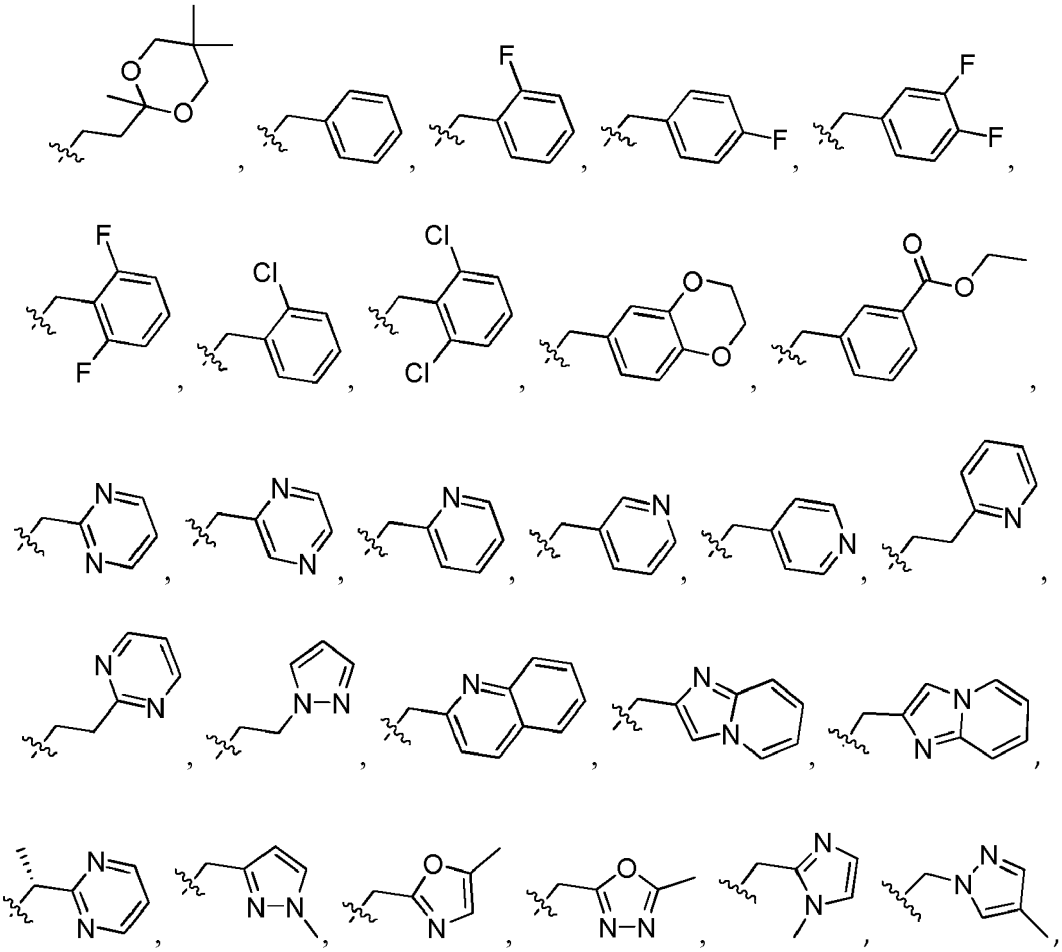
eroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

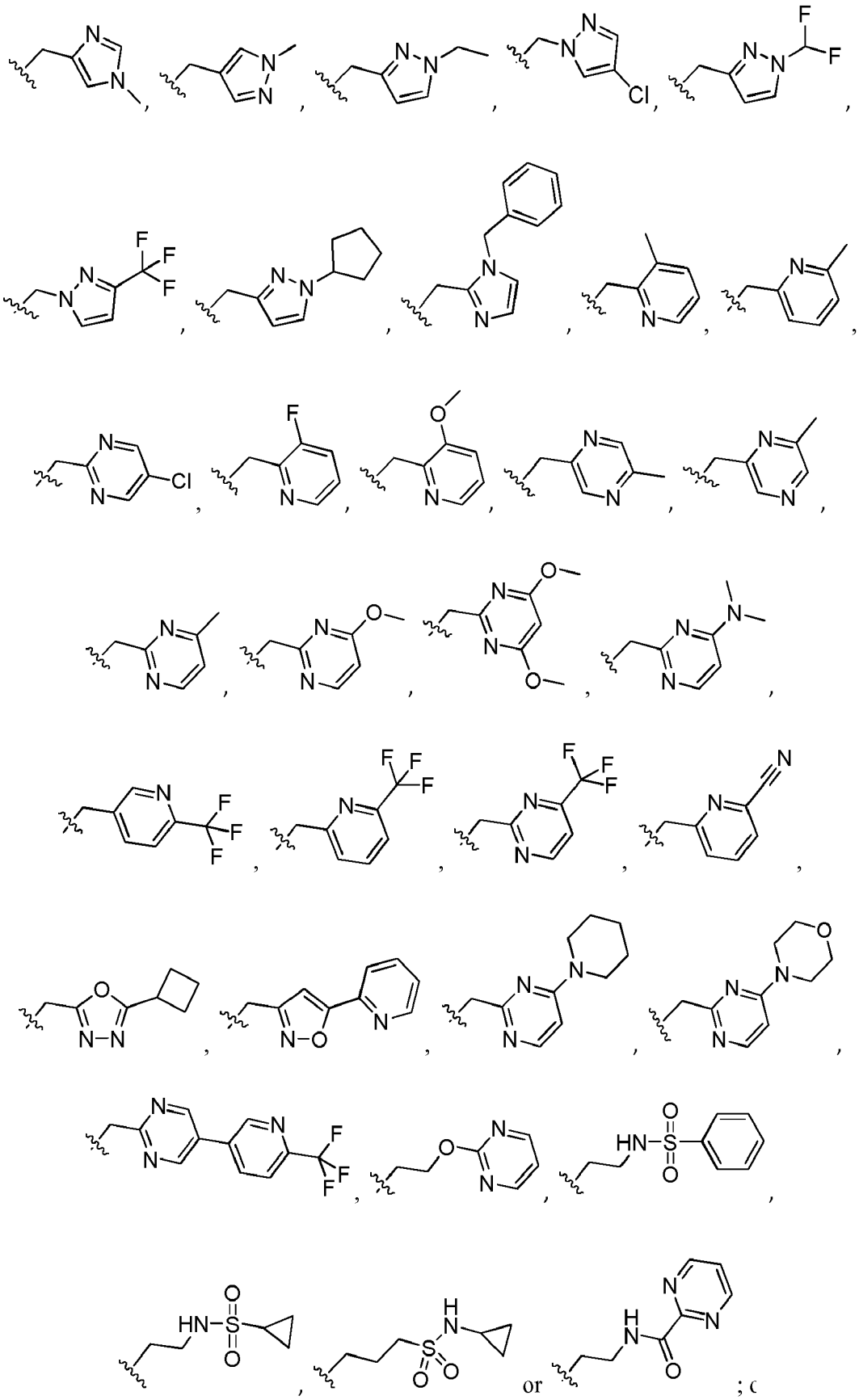
3. The compound of clause 1 or 2, wherein R^2 is $-C_{1-6}$ alkylene-R^5 or $-C_{1-6}$ alkylene-L-R^5.

4. The compound of clause 1 or 2, wherein R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, halo, cycloalkyl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-OR^{20}$, -CN and $-O-R^{20}$; wherein said C_{1-6} alkyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, C_{1-6} alkyl and aryl; and wherein said C_{1-6} alkyl is optionally further substituted with one, two or three halo.

5. The compound of clause 1, wherein R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, $-O-R^{20}$, $-N(R^{20})(R^{22})$ and $-C(O)-OR^{20}$; and wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl.

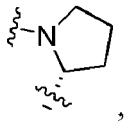
6. The compound of clause 1 or 2, wherein R^2 is

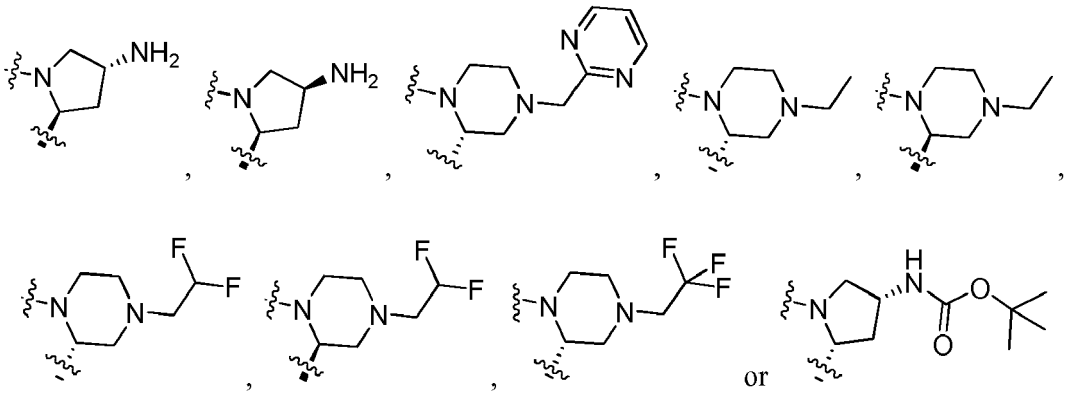




or

R^2 and one of R^3 together with the carbon atoms to which they are attached form a





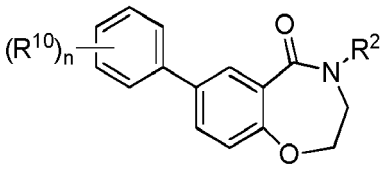
7. The compound of clause 2, wherein n is 1, 2 or 3; and each R^{10} is independently selected from the group consisting of halo, -O-R^{20}, -O-S(O)-R^{20}, C_{1-4} alkyl and cycloalkyl; and wherein said alkyl and cycloalkyl are optionally substituted with one, two or three halo or -CN; and R^{20} is independently selected from the group consisting of C_{1-6} alkyl, cycloalkyl and aryl; and wherein the alkyl and aryl are optionally substituted with one, two or three halo or cycloalkyl.

8. The compound of clause 2, wherein n is 1, 2 or 3; and each R^{10} is independently 2-fluoro, 3 fluoro, 4-fluoro, 2-chloro, 4-chloro, 2-methyl, 4-methyl, 4-ethyl, 4-isopropyl, 4-tert-butyl, 4-difluoromethyl, 4-trifluoromethyl, 4-cyclopropyl, 4-isobutoxy, 4-difluoromethoxy, 4-trifluoromethoxy, 4-(2,2,2-trifluoroethoxy), 4-trifluoromethylsulfoxyl, 4-(2,2,2-trifluoroethyl), 4-cyclopropoxy, 4-cyclobutylmethoxy, 4-fluorophenoxy, 4-phenoxy or 3-phenoxy.

9. The compound of clause 1 or 2, wherein R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl and heteroaryl.

10. The compound of clause 2, wherein each R^3 is independently hydrogen, deuterium, methyl, isopropyl or pyridin-2-ylmethyl; m is 0 or 1; and R^{17} is halo.

11. The compound of clause 1 or 2, wherein the compound is represented by Formula IIB:



IIB

wherein: n is 0, 1, 2 or 3; each R^{10} is independently selected from the group consisting of halo, - NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)-R^{20}, -O-S(O)-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -C_{1-6} alkylene-R^5; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and

-O-R^{20}; and wherein said C_{1-6} alkyl is optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, - NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; and wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3 and - C(O)-NH_2; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO_2, --S(O)R^{26}, -CN, C_{1-3} alkoxy, -CF_3 and -OCF_3; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, -CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

12. A compound selected from the group consisting of:

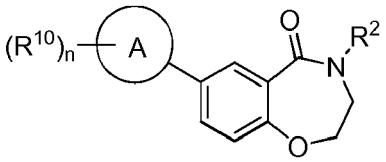
4-((3-methyloxetan-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-1);
4-(2-(pyrrolidin-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-3);
4-((5-cyclobutyl-1,3,4-oxadiazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-4);
4-((2,3-dihydrobenzo[b][1,4]dioxin-6-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-5);
4-(quinolin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-7);
(R)-2-(pyrimidin-2-ylmethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-8);
4-(cyclopropylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-10);
(S)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-12);
(R)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f] [1,4]oxazepin-5(2H)-one (II-13);
6-((5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methyl)picolinonitrile (II-14);
7-(4-(trifluoromethoxy)phenyl)-4-((6-(trifluoromethyl)pyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-15);
7-(4-(trifluoromethoxy)phenyl)-4-((6-(trifluoromethyl)pyridin-3-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-16);
4-((6-methylpyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-17);
(2R,11aS)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-21);
(R)-2-(2,2-difluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-22);
(R)-2-ethyl-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-23);
(S)-2-(2,2-difluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-24);
(S)-2-ethyl-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-25);
4-(pyrazin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-31);
4-((5-methyloxazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-33);
7-(4-(trifluoromethoxy)phenyl)-4-(2-(2,5,5-trimethyl-1,3-dioxan-2-yl)ethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-35);
tert-butyl (2R,11aR)-5-oxo-7-(4-(trifluoromethyl)phenyl)-1,2,3,5,11,11a-hexahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-2-ylcarbamate (II-39);
4-((5-(pyridin-2-yl)isoxazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-

5(2H)-one (II-41);
4-((4,6-dimethoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-42);
ethyl 3-((5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methyl)benzoate (II-43);
4-(2-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-44);
4-(3,4-difluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-45);
4-(2-chlorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-47);
4-(2,6-dichlorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-48);
4-(2,6-difluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-49);
4-(2-(1 H-pyrazol-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-50);
(2S,11 aS)-2-amino-7-(4-(tnf[uoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-51);
4-(2-(pyridin-2-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-54);
4-(2-fluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-57);
(R)-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-59);
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-61);
4-(4-fluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-62);
4-((1-methyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-64);
4-((5-chloropyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-65);
4-(pyridin-4-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-67);
4-((5-cyclopropyl-1,3,4-oxadiazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-68);
4-(2-(pyrimidin-2-yloxy)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-69);
4-(pyridin-3-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-70);
4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-72);
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-73);
4-((3-methylpyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-75);
(R)-2-(2,2,2-trifluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-83);
4-(pyrimidin-2-ylmethyl)-7-p-tolyl-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-87); 7-(4-chlorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-88);
7-(4-isopropylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-89);
7-(4-ethylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-91);
7-(4-cyclopropylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-92);
(R)-4-(1-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-95);
7-(4-isobutoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-97);
7-(4-tert-butylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-98);
7-(4-cyclopropoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-102);
7-(4-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-104);
7-(2-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-105);
7-(3-fluoro-4-(2,2,2-trifluoroethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-106);
4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-107);
7-(2-chloro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-110);
7-(4-(trifluoromethoxy)phenyl)-4-((4-(trifluoromethyl)pyrimidin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-113);
7-(4-(trifluoromethoxy)phenyl)-4-((5-(6-(trifluoromethyl)pyridin-3-yl)pyrimidin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-115);

7-(4-chloro-2-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-117);
1-(4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)phenyl)cyclopentanecarbonitrile (II-122);
7-(4-ethoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-123);
7-(4-(difluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-124);
4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-129);
4-((4-morpholinopyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-133);
4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-134);
4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-135);
7-(3-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-136);
4-((4-methoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-137);
4-((4-methylpyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-138);
4-((4-(piperidin-1-yl)pyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-139);
4-((4-(dimethylamino)pyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-140);
4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-141);
4-((3-methoxypyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f] [1,4]oxazepin-5(2H)-one (II-143);
7-(4-(cyclobutylmethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-144);
7-(2-methyl-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-145);
7-(2-methyl-4-(trifluoromethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-146);
4-((1-(difluoromethyl)-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-147);
7-(4-(trifluoromethoxy)phenyl)-4-((3-(trifluoromethyl)-1H-pyrazol-1-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-148);
4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-150);
4-(pyridin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethyl)phenyl)-3,4-dihydrobenzo[f] [1,4]oxazepin-5(2H)-one (II-151);
4-((1-cyclopentyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-152);
4-((1-ethyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f] [1,4]oxazepin-5(2H)-one (II-153);
4-((1-methyl-1H-imidazol-4-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-154);
4-((4-methyl-1H-pyrazol-1-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-155);
4-((4-chloro-1H-pyrazol-1-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-156);
7-(4-(difluoromethyl)phenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-157);
7-(4-chloro-3-fluorophenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-158);
7-(4-(difluoromethoxy)phenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-159);
4-((1-methyl-1H-pyrazol-4-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-160);
4-(pyrimidin-2-ylmethyl)-7-(2,3,4-trifluorophenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-162);
7-(3,4-difluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-163);
4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-164);
4-benzyl-9-fluoro-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-165);
4-benzyl-9-fluoro-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-166);

4-benzyl-8-fluoro-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-167);
4-benzyl-8-fluoro-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-168);
7-(4-chloro-3-fluorophenyl)-4-((3-fluoropyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-169);
7-(2-fluoro-4-(trifluoromethyl)phenyl)-4-((3-fluoropyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-170);
4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)phenyl trifluoromethanesulfonate (II-171);
4-((5-methylpyrazin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-172);
2,2,3,3-tetradeutero-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-174);
4-((6-methylpyrazin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-175);
4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-176);
N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)benzenesulfonamide (II-177);
N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)cyclopropanesulfonamide (II-179);
4-((1-methyl-1H-imidazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-186);
4-((1-benzyl-1H-imidazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-187);
4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-189);
N-cyclopropyl-3-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)propane-1-sulfonamide (II-190);
N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)pyrimidine-2-carboxamide (II-192);
7-(4-(4-fluorophenoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f] [1,4]oxazepin-5(2H)-one (II-193);
7-(4-phenoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-194); and
7-(3-phenoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-195);
or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

13. A compound of Formula V:

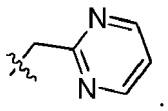


V

wherein: A is cycloalkenyl; n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5; L is -O-, -S-, -C(O)-,$-NHS(O)_2$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and -O-

R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$,$-C(0)-N(R^2o)(R22)$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

14. The compound of clause 13, wherein R^2 is

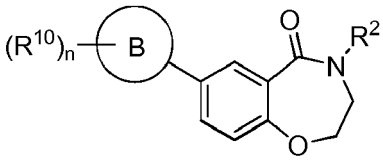


15. The compound of clause 13, wherein A is cyclohex-1-enyl; n is 0 or 1; and R^{10} is 4-methyl or 4-tert-butyl.

16. A compound selected from the group consisting of:

7-(4-tert-butylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (V-1);
7-cyclohexenyl-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (V-3); and
7-(4-methylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (V-5);
or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

17. A compound of Formula VI:



VI

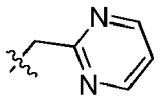
wherein: B is heterocyclyl or heteroaryl; n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5; L is -O-, -S-, -C(O)-,$-NHS(O)_2$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl,

heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20},-C(0)-N(R^2o)(R22), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20}; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, -CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

18. The compound of clause 17, wherein B is heteroaryl.

19. The compound of clause 17, wherein B is 2-oxo-1,2-dihydropyridin-4-yl, pyridin-4-yl, pyridin-2-yl, thiazol-4-yl or thiophen-2-yl.

20. The compound of clause 17, wherein R^2 is



.

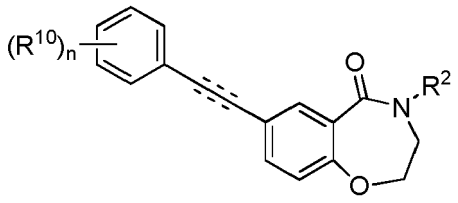
21. The compound of clause 17, wherein n is 1; R^{10} is cycloalkyl, -O-R^{20} or C_{1-4} alkyl; wherein said C_{1-4} alkyl is optionally substituted with one, two or three halo; and R^{20} is C_{1-6} alkyl.

22. The compound of clause 17, wherein B is 2-oxo-1,2-dihydropyridin-4-yl, pyridin-4-yl, 5-(trifluoromethyl)pyridin-2-yl, 2-isopropylthiazol-4-yl, 5-(trifluoromethyl)thiophen-2-yl or 5-cyclopropylthiophen-2-yl.

23. A compound selected from the group consisting of:

7-(2-tert-butoxypyridin-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-4);
7-(1-methyl-2-oxo-1,2-dihydropyridin-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-12);
4-(pyridin-2-ylmethyl)-7-(5-(trifluoromethyl)pyridin-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-26);
7-(2-isopropylthiazol-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-30);
4-(pyridin-2-ylmethyl)-7-(5-(trifluoromethyl)thiophen-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-31);
7-(5-cyclopropylthiophen-2-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-32);
7-(5-cyclopropylthiophen-2-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-36); and
4-(pyrimidin-2-ylmethyl)-7-(5-(trifluoromethyl)thiophen-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-37);
or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

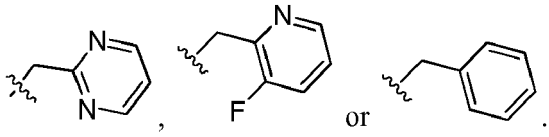
24. A compound of Formula VIII:



VIII

wherein: n is 0, 1, 2, 3, 4 or 5; ⩸ represents a single, double or triple bond; each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, $-C_{1-6}$ alkylene-L-R^5 or $-C_{1-6}$ alkylene-L-C_{1-6} alkylene-R^5; L is -O-, -S-, -C(O)-,$-NHS(O)_2$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$,-C(0)-N(R^2o)(R22), -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

25. The compound of clause 24, wherein R^2 is

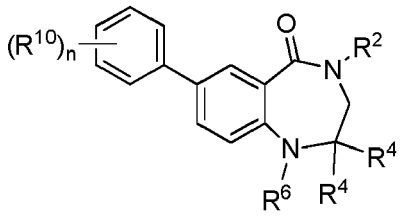


26. The compound of clause 24, wherein n is 0 or 1; and R^{10} is 4-trifluoromethyl or 4-trifluoromethoxy.

27. A compound selected from the group consisting of:

4-(pyrimidin-2-ylmethyl)-7-((4-(trifluoromethoxy)phenyl)ethynyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-4);
7-(phenylethynyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-5);
4-(pyrimidin-2-ylmethyl)-7-((4-(trifluoromethyl)phenyl)ethynyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-6);
4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-7);
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-8);
4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-9);
(E)-4-benzyl-7-(4-(trifluoromethyl)styryl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-10); and
4-benzyl-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-11);
or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

28. A compound of Formula X:

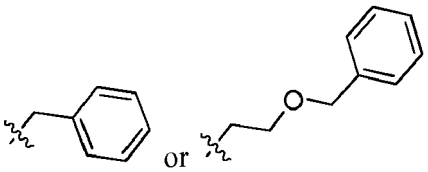


X

wherein: n is 0, 1, 2, 3, 4 or 5; R^{10} is independently selected from the group consisting of halo, - NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S$(O)_2$-R^{26}, -S$(O)_2$-R^{20}, -O-S$(O)_2$-R^{20}, -S$(O)_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; L is -O-, -S-, -C(O)-, -NHS$(O)_2$-, -S$(O)_2$NH-, -C(O)NH- or -NHC(O)-, provided that when R^2 is-L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, -NHS$(O)_2$- or -NHC(O)-; each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{26}), cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -OR^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, - NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; or two R^4 together with the carbon atom to which they are attached form an oxo; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S$(O)_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S$(O)_2$-R^{20} and -O-R^{20}; R^6 is hydrogen or C_{1-6} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, -

NO_2, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

29. The compound of clause 28, wherein R^2 is



30. The compound of clause 28, wherein R^{10} is 4-trifluoromethyl or 4-trifluoromethoxy.

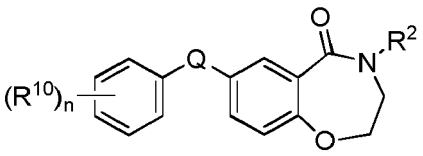
31. The compound of clause 28, wherein each R^4 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl, or two R^4 together with the carbon atom to which they are attached form an oxo.

32. The compound of clause 28, wherein R^6 is hydrogen or methyl.

33. A compound selected from the group consisting of:

4-(2-(benzyloxy)ethyl)-1-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (X-7);
4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (X-8);
4-benzyl-1-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (X-11); and
5-benzyl-8-(4-(trifluoromethyl)phenyl)-4H-benzo[f]imidazo[1,2-a][1,4]diazepin-6(5H)-one (X-12);
or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

34. A compound of Formula XIII:

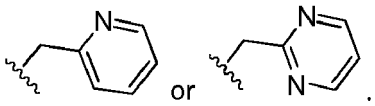


XIII

wherein: Q is a $-O-C_{0-2}$ alkylene- or $-NR^{11}-C_{0-2}$ alkylene-; n is 0, 1, 2, 3, 4 or 5; R^{10} is halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^2 is $-C_{1-6}$ alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5; L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is-$L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo,

$-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^{11} is hydrogen or C_{1-4} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

35. The compound of clause 34, wherein R^2 is



36. The compound of clause 34, wherein R^{10} is 4-trifluoromethoxy.

37. A compound selected from the group consisting of:

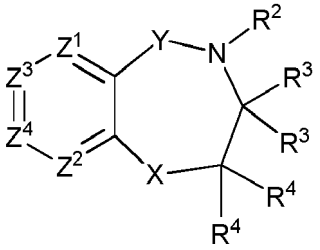
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-1);
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenoxy)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-2);
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-3);
4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-4);
4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-6); and
7-(methyl(4-(trifluoromethoxy)phenyl)amino)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-10);
or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

38. A compound selected from the group consisting of:

4-(2,2-difluoroethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-6);
4-(2-methoxyethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-11);
(R)-3-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-19);
4-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-46);
(S)-3-isopropyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-77);
3-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-142);

N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)ethanesulfonamide (II-178); and
4-(3-(azetidin-1-ylsulfonyl)propyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f] [1,4]oxazepin-5(2H)-one (II-191);
or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

39. A compound of Formula I:



I

wherein: Z^1 and Z^2 are each independently selected from the group consisting of CR^7 and N; Z^3 and Z^4 are each independently selected from the group consisting of CR^7, C-Q-R^1 and N, provided that one of Z^3 and Z^4 is C-Q-R^1 and the other of Z^3 and Z^4 is CR^7 or N and further provided that only one of Z^1, Z^2 and Z^4 is N; X is -O- or -NR^6-; Y is -C(O)-; Q is a covalent bond, -O-C_{0-2} alkylene-, -NR^{11}-C_{0-2} alkylene-, C_2 alkylene-, C_2 alkenylene- or C_2 alkynylene; R^1 is aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl; wherein said aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl are optionally substituted with one, two, three, four or five substituents independently selected from the group consisting of halo, -NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; wherein each -C_{1-6} alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, -NO_2, -CN, -O-R^{20}, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -o-R^{20}; L is -O-, - S-, -C(O)-, -NHS(O)$_2$-, -S(O)$_2$NH-, -C(O)NH- or -NHC(O)-; provided that when R^2 is -L-R^5 or-L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, -NHS(O)$_2$- or -NHC(O)-; and each R^3 is independently hydrogen, deuterium, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, - N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, - NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, -O-R^{20}, -N(R^{20})(R^{22}), -N(R^{20})-C(O)-OR^{20} and -C(O)-OR^{20}; and wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{26}), cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein

said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$,$-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$; R^6 is hydrogen, C_{1-6} alkyl or cycloalkyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^7 is hydrogen, halo, $-O-R^{20}$ or C_{1-6} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof; provided that when X is -O-, each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl and Q is a bond, then R^1 is not unsubstituted phenyl or morpholinyl.

40. The compound of clause 39, wherein R^1 is aryl, cycloalkyl, cycloalkenyl or heteroaryl; wherein said aryl, cycloalkenyl or heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-O-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, C_{1-6} alkyl, cycloalkyl and heterocyclyl; and wherein said C_{1-6} alkyl or cycloalkyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -CN and $-O-R^{20}$.

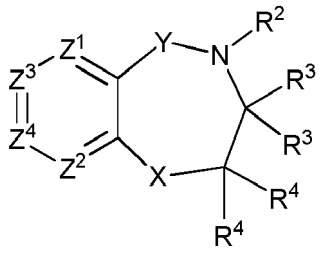
41. The compound of clause 39, wherein each R^3 is independently hydrogen, deuterium or C_{1-6} alkyl.

42. The compound of clause 39, wherein each R^4 is independently hydrogen, deuterium or C_{1-6} alkyl.

43. The compound of clause 39, wherein R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, halo, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, C_{1-6} alkyl, aryl, heterocyclyl and heteroaryl; and wherein said C_{1-6} alkyl is optionally further substituted with one, two or three halo.

44. The compound of clause 39, wherein R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, $-O-R^{20}$, $-N(R^{20})(R^{22})$ and $-C(O)-OR^{20}$; and wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl.

45. A compound of Formula I:

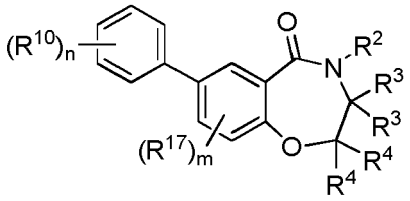


I

wherein: Z^1 and Z^2 are each independently selected from the group consisting of CR^7 and N; Z^3 and Z^4 are each independently selected from the group consisting of CR^7, C-Q-R^1 and N, provided that one of Z^3 and Z^4 is C-Q-R^1 and the other of Z^3 and Z^4 is CR^7 or N and further provided that only one of Z^1, Z^2 and Z^4 is N; X is -O- or -NR^6-; Y is -C(O)-, -$C(R^{11})_2$- or -$S(O)_2$-; Q is a covalent bond, -O-C_{0-2} alkylene, -NR^{11}-C_{0-2} alkylene, C_2 alkylene, C_2 alkenylene or C_2 alkynylene; R^1 is aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl; wherein said aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -CN, -SF_5,-$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-$S(O)_2$-R^{26}, -$S(O)_2$-R^{20}, -O-$S(O)_2$-R^{20}, -$S(O)_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}),-C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; wherein each -C_{1-6} alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, -NO_2, -CN, -O-R^{20}, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{20})(R^{22}), -N(R^{20})-$S(O)_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; L is -O-, -S-, -C(O)-, -NHS$(O)_2$-,-$S(O)_2$NH-, -C(O)NH-, or -NHC(O)-; provided that when Y is -$C(R^{11})_2$-, then R^2 is -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5 and L is not -C(O)-; and when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, -NHS$(O)_2$- or -NHC(O)-; each R^3 is independently hydrogen, deuterium, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, - N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, - NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; or when Y is - C(O)-, then R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, -O-R^{20}, -N(R^{20})(R^{22}), -N(R^{20})-C(O)-OR^{20} and -C(O)-OR^{20}; and wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{26}), cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}),-C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and - O-R^{20}; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-$S(O)_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20},

-C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and -O-R^{20}; wherein said C$_{1-6}$ alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO$_2$, C$_{1-6}$ alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20},-C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C$_{1-6}$ alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO$_2$, -CF$_3$, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20}; R^6 is hydrogen, C$_{1-6}$ alkyl or cycloalkyl; wherein said C$_{1-6}$ alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO$_2$, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^7 is hydrogen, halo, -O-R^{20} or C$_{1-6}$ alkyl; R^{11} is hydrogen or C$_{1-4}$ alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C$_{1-6}$ alkyl, C$_{2-6}$ alkenyl, C$_{2-6}$ alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C$_{1-6}$ alkyl, C$_{2-6}$ alkenyl, C$_{2-6}$ alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C$_{1-4}$ alkyl, acylamino, oxo, -NO$_2$, -S(O)$_2$R^{26}, -CN, C$_{1-3}$ alkoxy, -CF$_3$, -OCF$_3$, -OCH$_2$CF$_3$, -C(O)-NH$_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C$_{1-4}$ alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C$_{1-4}$ alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO$_2$, -S(O)$_2$R^{26}, -CN, C$_{1-3}$ alkoxy, -CF$_3$, -OCF$_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C$_{1-4}$ alkyl, aryl and cycloalkyl; wherein the C$_{1-4}$ alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C$_{1-4}$ alkoxy, -CF$_3$ and -OCF$_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof; provided that when Y is -C(O)-, X is -O-, each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl and Q is a bond, then R^1 is not unsubstituted phenyl or morpholinyl; and that when Y is -S(O)$_2$-, X is -O-, R^2 is benzyl, each R^3 is hydrogen, Z^4 is C-Q-R^1, Q is a bond and R^1 is aryl or heteroaryl, then both R^4 are hydrogen.

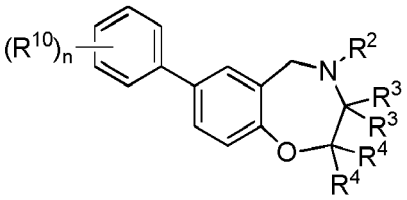
46. The compound of clause 45, wherein the compound of Formula I is represented by Formula II:



II

m is 0, 1, 2 or 3; n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, -NO$_2$, -CN, -SF$_5$, -Si(CH$_3$)$_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C$_{1-6}$ alkyl, C$_{2-4}$ alkenyl, C$_{2-4}$ alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; wherein said C$_{1-6}$ alkyl, C$_{2-4}$ alkenyl, C$_{2-4}$ alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO$_2$, aryl, heterocyclyl, heteroaryl, C$_{1-6}$ alkyl, C$_{1-3}$ haloalkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^{17} is halo, -O-R^{20} or C$_{1-6}$ alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C$_{1-6}$ alkyl, C$_{2-6}$ alkenyl, C$_{2-6}$ alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C$_{1-6}$ alkyl, C$_{2-6}$ alkenyl, C$_{2-6}$ alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C$_{1-4}$ alkyl, acylamino, oxo, -NO$_2$, -S(O)$_2$R^{26}, -CN, C$_{1-3}$ alkoxy, -CF$_3$, -OCF$_3$, -OCH$_2$CF$_3$, -C(O)-NH$_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C$_{1-4}$ alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C$_{1-4}$ alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO$_2$, -S(O)$_2$R^{26}, -CN, C$_{1-3}$ alkoxy, -CF$_3$, -OCF$_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C$_{1-4}$ alkyl, aryl and cycloalkyl; wherein the C$_{1-4}$ alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C$_{1-4}$ alkoxy, -CF$_3$ and -OCF$_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

47. The compound of clause 45, wherein the compound of Formula I is represented by Formula III:



III

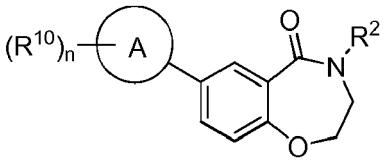
R^2 is -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5; wherein each -C_{1-6} alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, -NO_2, -CN, -O-R^{20}, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{26},-C(O)-N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; and wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; L is -O-, -S-, -NHS(O)$_2$-, -S(O)$_2$NH-,-C(O)NH- or -NHC(O)-, provided that when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-,-S-, -NHS(O)$_2$- or -NHC(O)-; R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20}; n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, -NO_2, -CN, -SF_5, -Si(CH_3)$_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, -CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

48. A compound selected from the group consisting of:

pyrimidin-2-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-1);
phenyl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-4);
(1-methylcyclopropyl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-10);
(3,3-difluorocyclobutyl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-11);
(1-methyl-1H-pyrazol-4-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-12);

(1H-pyrazol-3-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-15);
pyrazin-2-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-23);
pyridazin-3-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-24);
2-(pyridin-2-yl)-1-(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethanone (III-29);
2-(pyrimidin-2-yl)-1-(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethanone (III-30);
(1-methyl-1H-imidazol-5-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-32);
(1H-imidazol-2-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-33);
(1-methyl-1H-imidazol-2-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-37);
(R)-(2-methyl-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)(pyrimidin-2-yl)methanone (III-38);
tert-butyl 2-(7-(4-(trifluoromethyl)phenyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepine-4-carbonyl)-5,6-dihydroimidazo[1,2-a]pyrazine-7(8H)-carboxylate (III-40);
(1H-1,2,4-triazol-3-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-50); and
(1,5-dimethyl-1H-pyrazol-3-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-58);
or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

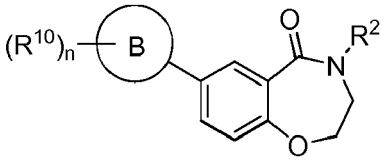
49. The compound of clause 45, wherein the compound of Formula I is represented by Formula V:



V

A is cycloalkenyl; n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

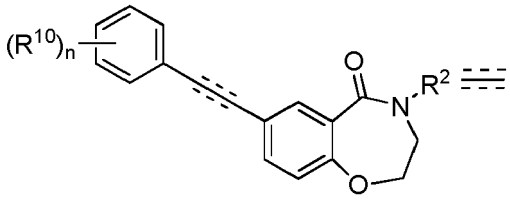
50. The compound of clause 45, wherein the compound of Formula I is represented by Formula VI:



VI

B is heterocyclyl or heteroaryl; n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

51. The compound of clause 45, wherein the compound of Formula I is represented by Formula VIII:



VIII

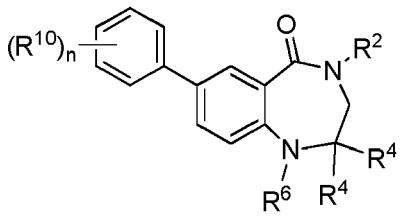
represents a single, double or triple bond; n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of

hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

52. A compound selected from the group consisting of:

2-((pyrimidin-2-yl)methyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (IX-2); and
2-((5-chloropyrimidin-2-yl)methyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (IX-3);
or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

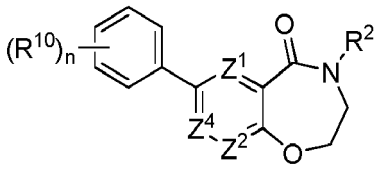
53. The compound of clause 45, wherein the compound of Formula I is represented by Formula X:



X

n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, $-NO_2$,-CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

54. The compound of clause 45, wherein the compound of Formula I is represented by Formula XII:

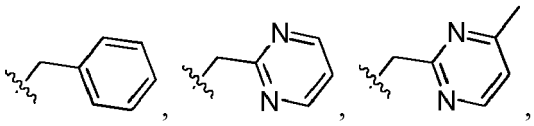


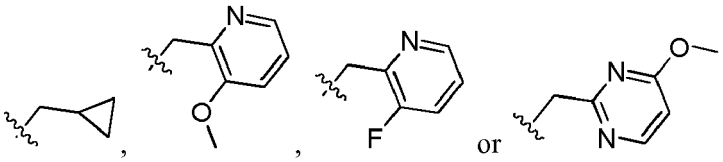
XII

Z^1 and Z^2 are each independently selected from the group consisting of CR^7 and N; Z^4 is CR^7 or N; provided that only one of Z^1, Z^2 and Z^4 is N; n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6}

alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-3} haloalkyl, C_{1-6} alkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^7 is hydrogen, halo or C_{1-6} alkyl; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

55. The compound of clause 54, wherein R^2 is



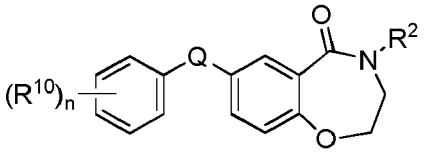


56. The compound of clause 54, wherein n is 0 or 1; and R^{10} is 4-trifluoromethyl or 4-trifluoromethoxy.

57. A compound selected from the group consisting of:

4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-1);
4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[2,3-f][1,4]oxazepin-5(2H)-one (XII-2);
4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydropyrido[2,3-f][1,4]oxazepin-5(2H)-one (XII-3);
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-5);
4-((4-methylpyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-8);
4-(cyclopropylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-9);
4-((3-methoxypyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-10);
4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-11); and
4-((4-methoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-14);
or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

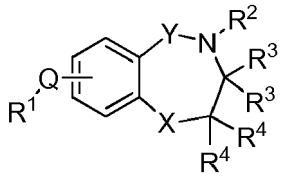
58. The compound of clause 45, wherein the compound of Formula I is represented by Formula XIII:



XIII

Q is a -O-C_{0-2} alkylene or -NR^{11}-C_{0-2} alkylene; n is 0, 1, 2, 3, 4 or 5; each R^{10} is independently selected from the group consisting of halo, -NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -O-S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, -CF_3 and -OCF_3; or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

59. A compound of Formula IB:



IB

wherein: R^1 is aryl, cycloalkenyl, heterocyclyl or heteroaryl; wherein said aryl, cycloalkenyl, heterocyclyl or heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -CN, -SF_5, -$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-S(O)$_2$-R^{26}, -S(O)$_2$-R^{20}, -S(O)$_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; R^2 is hydrogen, C_{1-15} alkyl, -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{28}), -N(R^{20})-S(O)$_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and-O-R^{20}; Q is a covalent bond or C_2 alkynylene; Y is -C(O)-, -CH_2-, -C(NR^5)- or -S(O)$_2$-; X is -O- or -NR^6-; each R^3 is independently hydrogen, C_{1-15}alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2,

cycloalkyl, aryl, heterocyclyl, heteroaryl, - $N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, - NO_2, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl; wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-15} alkyl, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-OR^{20}$ and$-C(O)-OR^{20}$; and wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; each R^4 is independently hydrogen, C_{1-15}alkyl, C_{1-4} alkoxy, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{28})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo; R^5 is hydrogen, C_{1-15} alkyl, C_{1-4} alkoxy, $-C(O)-O-R^{26}$, $-C(O)-N(R^{26})(R^{28})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; or R^2 and R^5 can join together with the atom to which they are attached to form a heterocyclyl or heteroaryl; wherein said heterocyclyl or heteroaryl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-15} alkyl, cycloalkyl, heteroaryl, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-OR^{20}$ and $-C(O)-OR^{20}$; and wherein said C_{1-15}alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl; R^6 is hydrogen, C_{1-15}alkyl, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; wherein said C_{1-15}alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl; wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and R^{26} and R^{28} are in each instance independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$; or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

60. The compound of clause 59, wherein when Y is -C(O)-, X is -O-, each R^4 is hydrogen, R^2 and R^3 together with

the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl and Q is a bond, then R^1 is not unsubstituted phenyl or morpholinyl; and that when Y is $-S(O)_2-$, X is -O-, R^2 is benzyl, each R^3 is hydrogen, Z^4 is C-Q-R^1, Q is a bond and R^1 is aryl or heteroaryl, then both R^4 are hydrogen.

61. A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a therapeutically effective amount of the compound of any one of clauses 1 to 60 or a pharmaceutically acceptable salt, thereof.

62. A method of treating a disease state in a mammal that is alleviable by treatment with an agent capable of reducing late sodium current, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound of any one of clauses 1 to 60.

63. The method of clause 62, wherein the disease state is a cardiovascular disease selected from one or more of atrial arrhythmias, ventricular arrhythmias, heart failure (including congestive heart failure, diastolic heart failure, systolic heart failure, acute heart failure), Prinzmetal's (variant) angina, stable angina, unstable angina, exercise induced angina, congestive heart disease, ischemia, recurrent ischemia, reperfusion injury, myocardial infarction, acute coronary syndrome, peripheral arterial disease, pulmonary hypertension and intermittent claudication.

64. The method of 62, wherein the disease state is diabetes or diabetic peripheral neuropathy.

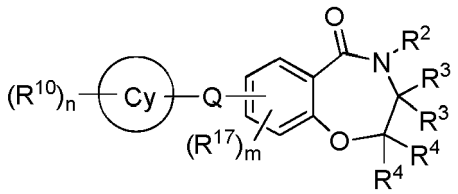
65. The method of 62, wherein the disease state results in one or more of neuropathic pain, epilepsy, migraine, seizures or paralysis.

66. Use of a compound according to any one of clauses 1 to 60 in therapy.

67. Use of a compound according to any one of clauses 1 to 60 in the manufacture of a medicament for treating one or more diseases selected from atrial arrhythmias, ventricular arrhythmias, heart failure (including congestive heart failure, diastolic heart failure, systolic heart failure, acute heart failure), Prinzmetal's (variant) angina, stable angina, unstable angina, exercise induced angina, congestive heart disease, ischemia, recurrent ischemia, reperfusion injury, myocardial infarction, acute coronary syndrome, peripheral arterial disease, pulmonary hypertension and intermittent claudication.

Claims

1. A compound of Formula IA:



IA

wherein:

Cy is aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl;
Q is a covalent bond, -O-C_{0-2} alkylene, -NR^{11}-C_{0-2} alkylene, C_2 alkylene, C_2 alkenylene or C_2 alkynylene;
m is 0, 1, 2 or 3;
n is 0, 1, 2, 3, 4 or 5;
each R^{10} is independently selected from the group consisting of halo, $-NO_2$,-CN, $-SF_5$, $-Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-$S(O)_2$-R^{26}, -$S(O)_2$-R^{20}, -O-$S(O)_2$-R^{20}, -$S(O)_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl;

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^2 is $-C_{1-6}$ alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5;
L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-; provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-; and
each R^3 is independently hydrogen, deuterium, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$,$-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl;

wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-OR^{20}$ and $-C(O)-OR^{20}$; and

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl;

each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{26})$, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

R^{17} is halo, $-O-R^{20}$ or C_{1-6} alkyl;
R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy,$-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

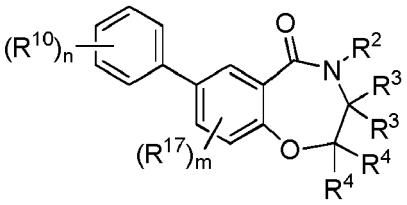
wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and
each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof; provided that when each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl, Q is a bond and Cy is phenyl or morpholinyl, then n is 1,2, 3, 4 or 5.

2. A compound of Formula II:



II

wherein:

m is 0, 1 or 2;
n is 0, 1, 2, 3, 4 or 5;
each R^{10} is independently selected from the group consisting of halo, $-NO_2$,-CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl;

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^2 is $-C_{1-6}$ alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5;
L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$ or -NHC(O)-;
each R^3 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl;

each R^4 is independently hydrogen, deuterium or C_{1-6} alkyl optionally substituted with heteroaryl;
R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl,$-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and$-O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

R^{17} is halo, $-O-R^{20}$ or C_{1-6} alkyl;
R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy,$-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and
each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

3. A compound selected from the group consisting of:

4-((3-methyloxetan-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-1);
4-(2-(pyrrolidin-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-3);
4-((5-cyclobutyl-1,3,4-oxadiazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-4);
4-((2,3-dihydrobenzo[b][1,4]dioxin-6-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-5);
4-(quinolin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-7);
(R)-2-(pyrimidin-2-ylmethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-8);
4-(cyclopropylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-10);
(S)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-12);
(R)-3-methyl-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-13);
6-((5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methyl)picolinonitrile (II-14);

7-(4-(trifluoromethoxy)phenyl)-4-((6-(trifluoromethyl)pyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-15);
7-(4-(trifluoromethoxy)phenyl)-4-((6-(trifluoromethyl)pyridin-3-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-16);
4-((6-methylpyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-17);
(2R,11aS)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-21);
(R)-2-(2,2-difluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-22);
(R)-2-ethyl-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-23);
(S)-2-(2,2-difluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-24);
(S)-2-ethyl-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-c][1,4]oxazepin-6(2H)-one (II-25);
4-(pyrazin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-31);
4-((5-methyloxazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-33);
7-(4-(trifluoromethoxy)phenyl)-4-(2-(2,5,5-trimethyl-1,3-dioxan-2-yl)ethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-35);
tert-butyl (2R,11aR)-5-oxo-7-(4-(trifluoromethyl)phenyl)-1,2,3,5,11,11a-hexahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-2-ylcarbamate (II-39);
4-((5-(pyridin-2-yl)isoxazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-41);
4-((4,6-dimethoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-42);
ethyl 3-((5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methyl)benzoate (II-43);
4-(2-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-44);
4-(3,4-difluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-45);
4-(2-chlorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-47);
4-(2,6-dichlorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-48);
4-(2,6-difluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-49);
4-(2-(1H-pyrazol-1-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-50);
(2S,11aS)-2-amino-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-51);
4-(2-(pyridin-2-yl)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-54);
4-(2-fluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-57);
(R)-7-(4-(trifluoromethyl)phenyl)-2,3,11,11a-tetrahydrobenzo[f]pyrrolo[2,1-c][1,4]oxazepin-5(1H)-one (II-59);
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-61);
4-(4-fluorobenzyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-62);
4-((1-methyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-64);
4-((5-chloropyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-65);
4-(pyridin-4-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-67);
4-((5-cyclopropyl-1,3,4-oxadiazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-68);
4-(2-(pyrimidin-2-yloxy)ethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-69);
4-(pyridin-3-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-70);
4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-72);
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-73);
4-((3-methylpyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-75);
(R)-2-(2,2,2-trifluoroethyl)-8-(4-(trifluoromethyl)phenyl)-3,4,12,12a-tetrahydro-1H-benzo[f]pyrazino[2,1-

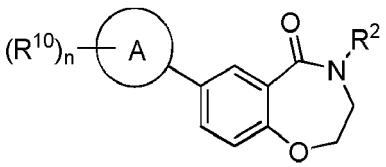
c][1,4]oxazepin-6(2H)-one (II-83);
4-(pyrimidin-2-ylmethyl)-7-p-tolyl-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-87);
7-(4-chlorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][[1,4]oxazepin-5(2H)-one (II-88);
7-(4-isopropylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-89);
7-(4-ethylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-91);
7-(4-cyclopropylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-92);
(R)-4-(1-(pyrimidin-2-yl)ethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-95);
7-(4-isobutoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-97);
7-(4-tert-butylphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-98);
7-(4-cyclopropoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-102);
7-(4-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-104);
7-(2-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-105);
7-(3-fluoro-4-(2,2,2-trifluoroethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-106);
4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-107);
7-(2-chloro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-110);
7-(4-(trifluoromethoxy)phenyl)-4-((4-(trifluoromethyl)pyrimidin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-113);
7-(4-(trifluoromethoxy)phenyl)-4-((5-(6-(trifluoromethyl)pyridin-3-yl)pyrimidin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-115);
7-(4-chloro-2-fluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-117);
1-(4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][1,4]oxazepin-7-yl)phenyl)cyclopentanecarbonitrile (II-122);
7-(4-ethoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (11-123);
7-(4-(difluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-124);
4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-129);
4-((4-morpholinopyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-133);
4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-134);
4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-135);
7-(3-fluoro-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-136);
4-((4-methoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-137);
4-((4-methylpyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-138);
4-((4-(piperidin-1-yl)pyrimidin2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-139);
4-((4-(dimethylamino)pyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-140);
4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-141);
4-((3-methoxypyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-143);
7-(4-(cyclobutylmethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-144);
7-(2-methyl-4-(trifluoromethyl)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-145);
7-(2-methyl-4-(trifluoromethoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-146);
4-((1-(difluoromethyl)-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-147);
7-(4-(trifluoromethoxy)phenyl)-4-((3-(trifluoromethyl)-1H-pyrazol-1-yl)methyl)-3,4-dihydrobenzo[f][1,4]ox-

azepin-5(2H)-one (II-148);
4-(pyrimidin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-150);
4-(pyridin-2-ylmethyl)-7-(4-(2,2,2-trifluoroethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-151);
4-((1-cyclopentyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-152);
4-((1-ethyl-1H-pyrazol-3-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-153);
4-((1-methyl-1H-imidazol-4-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-154);
4-((4-methyl-1 H-pyrazol-1-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-155);
4-((4-chloro-1H-pyrazol-1-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-156);
7-(4-(difluoromethyl)phenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-157);
7-(4-chloro-3-fluorophenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-158);
7-(4-(difluoromethoxy)phenyl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-159);
4-((1-methyl-1 H-pyrazol-4-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-160);
4-(pyrimidin-2-ylmethyl)-7-(2,3,4-trifluorophenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-162);
7-(3,4-difluorophenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-163);
4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-164);
4-benzyl-9-fluoro-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-165);
4-benzyl-9-fluoro-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-166);
4-benzyl-8-fluoro-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-167);
4-benzyl-8-fluoro-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-168);
7-(4-chloro-3-fluorophenyl)-4-((3-fluoropyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-169);
7-(2-fluoro-4-(trifluoromethyl)phenyl)-4-((3-fluoropyridin-2-yl)methyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-170);
4-(5-oxo-4-(pyrimidin-2-ylmethyl)-2,3,4,5-tetrahydrobenzo[f][l,4]oxazepin-7-yl)phenyl trifluoromethanesulfonate (II-171);
4-((5-methylpyrazin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-172);
2,2,3,3-tetradeutero-4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-174);
4-((6-methylpyrazin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-175);
4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-176);
N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)benzenesulfonamide (II-177);
N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)cyclopropanesulfonamide (II-179);
4-((-methyl-1H-imidazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-186);
4-((1-benzyl-1H-imidazol-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-187);
4-(imidazo[1,2-a]pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-189);
N-cyclopropyl-3-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)propane-1-sulfonamide (II-190);
N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)pyrimidine-2-carboxamide (II-192);
7-(4-(4-fluorophenoxy)phenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-193);
7-(4-phenoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-194); and
7-(3-phenoxyphenyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-195);
7-(4-tert-butylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (V-1);

7-cyclohexenyl-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (V-3); and
7-(4-methylcyclohex-1-enyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (V-5);
7-(2-tert-butoxypyridin-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-4);
7-(1-methyl-2-oxo-1,2-dihydropyridin-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-12);
4-(pyridin-2-ylmethyl)-7-(5-(trifluoromethyl)pyridin-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-26);
7-(2-isopropylthiazol-4-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-30);
4-(pyridin-2-ylmethyl)-7-(5-(trifluoromethyl)thiophen-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-31);
7-(5-cyclopropylthiophen-2-yl)-4-(pyridin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-32);
7-(5-cyclopropylthiophen-2-yl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-36); and
4-(pyrimidin-2-ylmethyl)-7-(5-(trifluoromethyl)thiophen-2-yl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VI-37);
4-(pyrimidin-2-ylmethyl)-7-((4-(trifluoromethoxy)phenyl)ethynyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-4);
7-(phenylethynyl)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-5);
4-(pyrimidin-2-ylmethyl)-7-((4-(trifluoromethyl)phenyl)ethynyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-6);
4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-7);
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-8);
4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-9);
(E)-4-benzyl-7-(4-(trifluoromethyl)styryl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-10); and
4-benzyl-7-(4-(trifluoromethyl)phenethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (VIII-11);
4-(2-(benzyloxy)ethyl)-1-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (X-7);
4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione (X-8);
4-benzyl-1 -methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydro- 1H-benzo[e][1,4]diazepine-2,5-dione (X-11); and
5-benzyl-8-(4-(trifluoromethyl)phenyl)-4H-benzo[f]imidazo[1,2-a][1,4]diazepin-6(5H)-one (X-12);
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XII-1);
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenoxy)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-2);
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethyl)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-3);
4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-4);
4-(pyridin-2-ylmethyl)-7-(4-(trifluoromethyl)phenylamino)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-6); and
7-(methyl(4-(trifluoromethoxy)phenyl)amino)-4-(pyrimidin-2-ylmethyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (XIII-10);
4-(2,2-difluoroethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-6);
4-(2-methoxyethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-11);
(R)-3-methyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-19);
4-methyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-46);
(S)-3-isopropyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-77);
3-(pyridin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-142);
N-(2-(5-oxo-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethyl)ethanesulfonamide (II-178); and
4-(3-(azetidin-1-ylsulfonyl)propyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydrobenzo[f][1,4]oxazepin-5(2H)-one (II-191);
4(5H)-yl)methanone (III-1);
phenyl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-4);
(1-methylcyclopropyl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-10);
(3,3-difluorocyclobutyl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-11);
(1-methyl-1H-pyrazol-4-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-12);

(1H-pyrazol-3-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-15);
pyrazin-2-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-23);
pyridazin-3-yl(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-24);
2-(pyridin-2-yl)-1-(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethanone (III-29);
2-(pyrimidin-2-yl)-1-(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)ethanone (III-30);
(1-methyl-1H-imidazol-5-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-32);
(1H-imidazol-2-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-33);
(1-methyl-1H-imidazol-2-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-37);
(R)-(2-methyl-7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][[1,4]oxazepin-4(5H)-yl)(pyrimidin-2-yl)methanone (III-38);
tert-butyl 2-(7-(4-(trifluoromethyl)phenyl)-2,3,4,5-tetrahydrobenzo[f][[1,4]oxazepine-4-carbonyl)-5,6-dihydroimidazo[1,2-a]pyrazine-7(8H)-carboxylate (III-40);
(1H-1,2,4-triazol-3-yl)(7-(4-(trifluoromethyl)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-50); and
(1,5-dimethyl-1H-pyrazol-3-yl)(7-(4-(trifluoromethoxy)phenyl)-2,3-dihydrobenzo[f][1,4]oxazepin-4(5H)-yl)methanone (III-58);
2-((pyrimidin-2-yl)methyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (IX-2); and
2-((5-chloropyrimidin-2-yl)methyl)-8-(4-(trifluoromethyl)phenyl)-3,4-dihydro-2H-benzo[b][1,4,5]oxathiazepin-sulfone (IX-3);
4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-1);
4-benzyl-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[2,3-f][1,4]oxazepin-5(2H)-one (XII-2);
4-benzyl-7-(4-(trifluoromethyl)phenyl)-3,4-dihydropyrido[2,3-f][1,4]oxazepin-5(2H)-one (XII-3);
4-(pyrimidin-2-ylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-5);
4-((4-methylpyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-8);
4-(cyclopropylmethyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-9);
4-((3-methoxypyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-10);
4-((3-fluoropyridin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-11); and
4-((4-methoxypyrimidin-2-yl)methyl)-7-(4-(trifluoromethoxy)phenyl)-3,4-dihydropyrido[4,3-f][1,4]oxazepin-5(2H)-one (XII-14);
or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

4. A compound of Formula V:



V

wherein:

A is cycloalkenyl;
n is 0, 1, 2, 3, 4 or 5;
each R^{10} is independently selected from the group consisting of halo, $-NO_2$,-CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^2 is $-C_{1-6}$alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5;
L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$afkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2$-or -NHC(O)-;
R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl,$-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and$-O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy,$-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

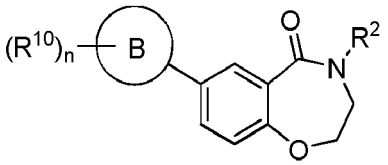
wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and
each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

5. A compound of Formula VI:



VI

wherein:

B is heterocyclyl or heteroaryl;

n is 0, 1, 2, 3, 4 or 5;
each R^{10} is independently selected from the group consisting of halo, $-NO_2$,-CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^2 is $-C_{1-6}$ alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5;
L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2$-or -NHC(O)-;
R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxoand $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl,$-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and$-O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3}alkoxy,$-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

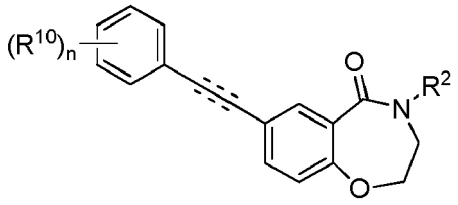
wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and
each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

6. A compound of Formula VIII:



VIII

wherein:

n is 0, 1, 2, 3, 4 or 5;

represents a single, double or triple bond;
each R^{10} is independently selected from the group consisting of halo, $-NO_2$,-CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, -O-S(O)2-R^{20}, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^2 is $-C_{1-6}$alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5;
L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2$-or -NHC(O)-;
R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxoand $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl,$-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and$-O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy,$-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

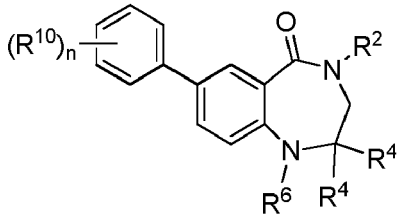
wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and
each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

7. A compound of Formula X:



X

wherein:

n is 0, 1, 2, 3, 4 or 5;
R^{10} is independently selected from the group consisting of halo, $-NO_2$, -CN,$-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})_5$ -CN and $-O-R^{20}$;

R^2 is $-C_{1-6}$ alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5;
L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2$-or -NHC(O)-;
each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{26})$, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$,$-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$,$-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo,$-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

or two R^4 together with the carbon atom to which they are attached form an oxo;
R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with

one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl,$-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and$-O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

R^6 is hydrogen or C_{1-6} alkyl;
R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy,$-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

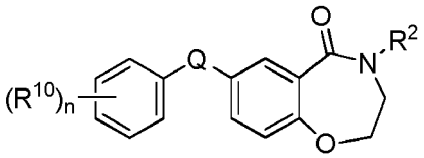
wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and
each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

8. A compound of Formula XIII:



XIII

wherein:

Q is a $-O-C_{0-2}$ alkylene- or $-NR^{11}-C_{0-2}$ alkylene-;
n is 0, 1, 2, 3, 4 or 5;
R^{10} is halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^2 is $-C_{1-6}$alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5;
L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-, provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$or -NHC(O)-;
R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, $-N(R^{20})-C(O)-R^{22}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, oxo and $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl,$-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and - $O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and $-O-R^{20}$;

R^{11} is hydrogen or C_{1-4} alkyl;
R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy,$-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

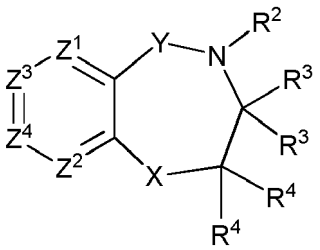
wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and
each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof.

9. A compound of Formula I:



I

wherein:

Z^1 and Z^2 are each independently selected from the group consisting of CR^7 and N;
Z^3 and Z^4 are each independently selected from the group consisting of CR^7, C-Q-R^1 and N, provided that one of Z^3 and Z^4 is C-Q-R^1 and the other of Z^3 and Z^4 is CR^7 or N and further provided that only one of Z^1, Z^2 and Z^4 is N;
X is -O- or $-NR^6-$;
Y is -C(O)-;
Q is a covalent bond, $-O-C_{0-2}$ alkylene-, $-NR^{11}C_{0-2}$ alkylene-, C_2 alkylene-, C_2 alkenylene- or C_2 alkynylene;
R^1 is aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl;

wherein said aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl are optionally substituted with one, two, three, four or five substituents independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)2-R^{26}$, $-S(O)_2-R^{20}$, $-O-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^2 is $-C_{1-6}$ alkylene-R^5, $-L-R^5$, $-L-C_{1-6}$ alkylene-R^5, $-C_{1-6}$ alkylene-$L-R^5$ or $-C_{1-6}$ alkylene-$L-C_{1-6}$ alkylene-R^5;

wherein each $-C_{1-6}$ alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, $-NO_2$, -CN, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl; and

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

L is -O-, -S-, -C(O)-, $-NHS(O)_2-$, $-S(O)_2NH-$, -C(O)NH- or -NHC(O)-; provided that when R^2 is $-L-R^5$ or $-L-C_{1-6}$ alkylene-R^5, then L is not -O-, -S-, $-NHS(O)_2-$or -NHC(O)-; and
each R^3 is independently hydrogen, deuterium, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, - $N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, - NO_2, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl;

wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-OR^{20}$ and $-C(O)-OR^{20}$; and

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl;

each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{26})$, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, - $C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl,

heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, - NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo;
R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and -O-R^{20};

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, - N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and - O-R^{20}; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20};

R^6 is hydrogen, C_{1-6} alkyl or cycloalkyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

R^7 is hydrogen, halo, -O-R^{20} or C_{1-6} alkyl;
R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, -OCH_2CF_3, -C(O)-NH_2, aryl, cycloalkyl and heteroaryl; and

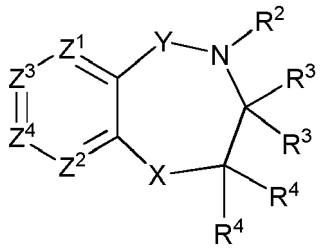
wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, -NO_2, -S(O)$_2$$R^{26}$, -CN, C_{1-3} alkoxy, -CF_3, -OCF_3, aryl, heteroaryl and cycloalkyl; and
each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, -CF_3 and -OCF_3;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof;
provided that when X is -O-, each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl and Q is a bond, then R^1 is not unsubstituted phenyl or morpholinyl.

10. A compound of Formula I:



I

wherein:

Z^1 and Z^2 are each independently selected from the group consisting of CR^7 and N;
Z^3 and Z^4 are each independently selected from the group consisting of CR^7, C-Q-R^1 and N, provided that one of Z^3 and Z^4 is C-Q-R^1 and the other of Z^3 and Z^4 is CR^7 or N and further provided that only one of Z^1, Z^2 and Z^4 is N;
X is -O- or -NR^6-;
Y is -C(O)-, -$C(R^{11})_2$- or -$S(O)_2$-;
Q is a covalent bond, -O-C_{0-2} alkylene, -NR^{11}-C_{0-2} alkylene, C_2 alkylene, C_2 alkenylene or C_2 alkynylene;
R^1 is aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl;

wherein said aryl, cycloalkyl, cycloalkenyl, heterocyclyl or heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -CN, -SF_5,-$Si(CH_3)_3$, -O-R^{20}, -S-R^{20}, -C(O)-R^{20}, -C(O)-OR^{20}, -N(R^{20})(R^{22}), -C(O)-N(R^{20})(R^{22}), -N(R^{20})-C(O)-R^{22}, -N(R^{20})-C(O)-OR^{22}, -N(R^{20})-$S(O)_2$-R^{26}, -$S(O)_2$-R^{20}, -O-$S(O)_2$-R^{20}, -$S(O)_2$-N(R^{20})(R^{22}), C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, aryl, heterocyclyl, heteroaryl, C_{1-6} alkyl, C_{1-3} haloalkyl, cycloalkyl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

R^2 is -C_{1-6} alkylene-R^5, -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5;

wherein each -C_{1-6} alkylene is optionally substituted by one substituent independently selected from the group consisting of C_{2-4} alkynyl, halo, -NO_2, -CN, -O-R^{20}, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{26}, -C(O)-N(R^{20})(R^{22}), -N(R^{20})-$S(O)_2$-R^{20}, cycloalkyl, aryl, heteroaryl or heterocyclyl; and

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

L is -O-, -S-, -C(O)-, -$NHS(O)_2$-, -$S(O)_2$NH-, -C(O)NH-, or -NHC(O)-; provided that

when Y is -$C(R^{11})_2$-, then R^2 is -L-R^5, -L-C_{1-6} alkylene-R^5, -C_{1-6} alkylene-L-R^5 or -C_{1-6} alkylene-L-C_{1-6} alkylene-R^5 and L is not -C(O)-; and when R^2 is -L-R^5 or -L-C_{1-6} alkylene-R^5, then L is not -O-, -S-, -$NHS(O)_2$-or -NHC(O)-;

each R^3 is independently hydrogen, deuterium, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, - N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl,

heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, - NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

or when Y is -C(O)-, then R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl;

wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, -O-R^{20}, -N(R^{20})(R^{22}), -N(R^{20})-C(O)-OR^{20} and -C(O)-OR^{20}; and

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl;

each R^4 is independently hydrogen, deuterium, C_{1-6} alkyl, -C(O)-OR^{26}, -C(O)-N(R^{26})(R^{26}), cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}),-C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20}; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, - NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo;
R^5 is cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, -NO_2, cycloalkyl, aryl, heterocyclyl, heteroaryl, -N(R^{20})(R^{22}), -N(R^{20})-S(O)$_2$-R^{20}, -N(R^{20})-C(O)-R^{22}, -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, oxo and -O-R^{20};

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, - N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and - O-R^{20}; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, aryl, -NO_2, -CF_3, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN, -S(O)$_2$-R^{20} and -O-R^{20};

R^6 is hydrogen, C_{1-6} alkyl or cycloalkyl;

wherein said C_{1-6} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, -NO_2, -N(R^{20})(R^{22}), -C(O)-R^{20}, -C(O)-OR^{20}, -C(O)-N(R^{20})(R^{22}), -CN and -O-R^{20};

R^7 is hydrogen, halo, -O-R^{20} or C_{1-6} alkyl;
R^{11} is hydrogen or C_{1-4} alkyl;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-6} alkyl,

C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, oxo, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

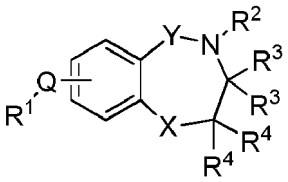
wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and
each R^{26} is independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl;

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, stereoisomer, mixture of stereoisomers or tautomer thereof; provided that when Y is -C(O)-, X is -O-, each R^4 is hydrogen, R^2 and R^3 together with the atom to which they are attached form a piperazine which is optionally substituted with tert-butoxycarbonyl and Q is a bond, then R^1 is not unsubstituted phenyl or morpholinyl; and that when Y is $-S(O)_2-$, X is -O-, R^2 is benzyl, each R^3 is hydrogen, Z^4 is C-Q-R^1, Q is a bond and R^1 is aryl or heteroaryl, then both R^4 are hydrogen.

11. A compound of Formula IB:



IB

wherein:

R^1 is aryl, cycloalkenyl, heterocyclyl or heteroaryl;
wherein said aryl, cycloalkenyl, heterocyclyl or heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, -CN, $-SF_5$, $-Si(CH_3)_3$, $-O-R^{20}$, $-S-R^{20}$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-N(R^{20})(R^{22})$, $-C(O)-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-R^{22}$, $-N(R^{20})-C(O)-OR^{22}$, $-N(R^{20})-S(O)_2-R^{26}$, $-S(O)_2-R^{20}$, $-S(O)_2-N(R^{20})(R^{22})$, C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl; and

wherein said C_{1-6} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, phenyl, heterocyclyl, heteroaryl, C_{1-6} alkyl, cycloalkyl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

R^2 is hydrogen, C_{1-15} alkyl, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{28})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl are optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-6} alkyl, C_{2-4} alkynyl, halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6}

alkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, - $N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-CF_3$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN, $-S(O)_2-R^{20}$ and - $O-R^{20}$;

Q is a covalent bond or C_2 alkynylene;
Y is -C(O)-, $-CH_2-$, $-C(NR^5)-$ or $-S(O)_2-$;
X is -O- or $-NR^6-$;
each R^3 is independently hydrogen, C_{1-15} alkyl, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, - $N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, - NO_2, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

or R^2 and one of R^3 can join together with the atom to which they are attached to form a heterocyclyl;

wherein said heterocyclyl is optionally substituted with one, two or three substituents independently selected from the group consisting of C1-15 alkyl, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-OR^{20}$ and $-C(O)-OR^{20}$; and

wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl;

each R^4 is independently hydrogen, C_{1-15} alkyl, C_{1-4} alkoxy, $-C(O)-OR^{26}$, $-C(O)-N(R^{26})(R^{28})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, - $N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, - NO_2, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

or two R^3 or two R^4 together with the carbon atom to which they are attached form an oxo;
R^5 is hydrogen, C_{1-15} alkyl, C_{1-4} alkoxy, $-C(O)-O-R^{26}$, $-C(O)-N(R^{26})(R^{28})$, $-N(R^{20})-S(O)_2-R^{20}$, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, - $N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two

or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

or R^2 and R^5 can join together with the atom to which they are attached to form a heterocyclyl or heteroaryl;

wherein said heterocyclyl or heteroaryl is optionally substituted with one, two or three substituents independently selected from the group consisting of C_{1-15} alkyl, cycloalkyl, heteroaryl, $-O-R^{20}$, $-N(R^{20})(R^{22})$, $-N(R^{20})-C(O)-OR^{20}$ and $-C(O)-OR^{20}$; and

wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo and heteroaryl;

R^6 is hydrogen, C_{1-15} alkyl, $-C(O)-R^{20}$, $-C(O)-OR^{26}$, cycloalkyl, aryl, heteroaryl or heterocyclyl;

wherein said C_{1-15} alkyl is optionally substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$;

wherein said cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl, heteroaryl, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$, -CN and $-O-R^{20}$; and

wherein said C_{1-6} alkyl, aralkyl, cycloalkyl, aryl, heterocyclyl or heteroaryl are optionally further substituted with one, two or three substituents independently selected from the group consisting of halo, $-NO_2$, $-N(R^{20})(R^{22})$, $-C(O)-R^{20}$, $-C(O)-OR^{20}$, $-C(O)-N(R^{20})(R^{22})$,-CN and $-O-R^{20}$;

R^{20} and R^{22} are in each instance independently selected from the group consisting of hydrogen, C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl;

wherein the C_{1-15} alkyl, C_{2-15} alkenyl, C_{2-15} alkynyl, cycloalkyl, heterocyclyl, aryl and heteroaryl are optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, $-OCH_2CF_3$, $-C(O)-NH_2$, aryl, cycloalkyl and heteroaryl; and

wherein said heteroaryl is optionally further substituted with C_{1-4} alkyl or cycloalkyl; or

when R^{20} and R^{22} are attached to a common nitrogen atom R^{20} and R^{22} may join to form a heterocyclic or heteroaryl ring which is then optionally substituted with one, two or three substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkyl, aralkyl, aryl, aryloxy, aralkyloxy, acylamino, $-NO_2$, $-S(O)_2R^{26}$, -CN, C_{1-3} alkoxy, $-CF_3$, $-OCF_3$, aryl, heteroaryl and cycloalkyl; and
R^{26} and R^{28} are in each instance independently selected from the group consisting of hydrogen, C_{1-4} alkyl, aryl and cycloalkyl; and

wherein the C_{1-4} alkyl, aryl and cycloalkyl may be further substituted with from 1 to 3 substituents independently selected from the group consisting of hydroxyl, halo, C_{1-4} alkoxy, $-CF_3$ and $-OCF_3$;

or a pharmaceutically acceptable salt, ester, hydrate, solvate, stereoisomer, mixture of stereoisomers, tautomer, polymorph and/or prodrug thereof.

12. A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a therapeutically effective amount of the compound of any one of claims 1 to 11 or a pharmaceutically acceptable salt, thereof.

13. A compound of any one of claims 1 to 11 for use in the treatment of a disease state in a mammal that is alleviable by treatment with an agent capable of reducing late sodium current, comprising administering to a mammal in need thereof a therapeutically effective dose of the compound .

14. A compound according to any one of claims 1 to 11 for use in therapy.

15. A compound according to any one of claims 1 to 11 for use in the treatment of one or more diseases selected from atrial arrhythmias, ventricular arrhythmias, heart failure (including congestive heart failure, diastolic heart failure, systolic heart failure, acute heart failure), Prinzmetal's (variant) angina, stable angina, unstable angina, exercise induced angina, congestive heart disease, ischemia, recurrent ischemia, reperfusion injury, myocardial infarction, acute coronary syndrome, peripheral arterial disease, pulmonary hypertension and intermittent claudication.

Europäisches Patentamt
European Patent Office
Office européen des brevets

EUROPEAN SEARCH REPORT

Application Number
EP 16 16 9386

DOCUMENTS CONSIDERED TO BE RELEVANT

Category	Citation of document with indication, where appropriate, of relevant passages	Relevant to claim
X	US 2010/240635 A1 (CORDI ALEXIS [FR] ET AL) 23 September 2010 (2010-09-23) * claims 1,2 *	9,10
X	WO 93/00095 A2 (SMITHKLINE BEECHAM CORP [US]) 7 January 1993 (1993-01-07) * claim 1 *	9,10
X	WO 99/41246 A1 (DU PONT PHARM CO [US]) 19 August 1999 (1999-08-19) * claim 1 *	9,10
X	WO 93/08174 A1 (GENENTECH INC [US]) 29 April 1993 (1993-04-29) * claim 1 *	1-15
X	WO 2006/020959 A2 (AMGEN INC [US]; CHEN XI [US]; CHEN XIAOQI [US]; CONNORS RICHARD VICTOR) 23 February 2006 (2006-02-23) * claim 1 *	1-15
X	WO 2008/144483 A2 (ARMGO PHARMA INC [US]; GAO HONGWU [CN]; BELVEDERE SANDRO [US]; WEBB YA) 27 November 2008 (2008-11-27) * claim 1 *	9,10
X	WO 2010/118208 A1 (EXELIXIS INC [US]; ANAND NEEL KUMAR [US]; ARCALAS ARLYN [US]; BLAZEY C) 14 October 2010 (2010-10-14) * claim 1 *	9,10
X	US 5 565 449 A (BLACKBURN BRENT [US] ET AL) 15 October 1996 (1996-10-15) * claim 1 *	1-15
X	US 5 939 412 A (BONDINELL WILLIAM EDWARD [US] ET AL) 17 August 1999 (1999-08-17) * claim 1 *	9,10

-/--

CLASSIFICATION OF THE APPLICATION (IPC)

INV.
C07D267/14
C07D413/04
C07D413/12
C07D413/14
C07D498/04
A61K31/553
A61P9/10

TECHNICAL FIELDS SEARCHED (IPC)

C07D
A61K
A61P

The present search report has been drawn up for all claims

Place of search	Date of completion of the search	Examiner
Munich	6 July 2016	Bareyt, Sébastian

CATEGORY OF CITED DOCUMENTS

X : particularly relevant if taken alone
Y : particularly relevant if combined with another document of the same category
A : technological background
O : non-written disclosure
P : intermediate document

T : theory or principle underlying the invention
E : earlier patent document, but published on, or after the filing date
D : document cited in the application
L : document cited for other reasons
& : member of the same patent family, corresponding document

EPO FORM 1503 03.82 (P04C01)

Europäisches Patentamt
European Patent Office
Office européen des brevets

EUROPEAN SEARCH REPORT

Application Number
EP 16 16 9386

DOCUMENTS CONSIDERED TO BE RELEVANT

Category	Citation of document with indication, where appropriate, of relevant passages	Relevant to claim	CLASSIFICATION OF THE APPLICATION (IPC)
A,P	WO 2012/019071 A1 (UNIV COLUMBIA [US]; MARKS ANDREW R [US]) 9 February 2012 (2012-02-09)	1-15	
A,P	WO 2012/019076 A1 (UNIV COLUMBIA [US]; UNIV MONTPELLIER [FR]; MARKS ANDREW R [US]; LACAMP) 9 February 2012 (2012-02-09)	1-15	
A,P	WO 2012/037105 A1 (UNIV COLUMBIA [US]; MARKS ANDREW R [US]; SHELANSKI MICHAEL L [US]) 22 March 2012 (2012-03-22)	1-15	
X,P	WO 2012/071509 A2 (EXELIXIS INC [US]; RICE KENNETH [US]) 31 May 2012 (2012-05-31) * claim 1 *	9,10	
X	US 2010/113449 A1 (ABELMAN MATTHEW [US] ET AL) 6 May 2010 (2010-05-06) * claim 1 *	1-15	

TECHNICAL FIELDS SEARCHED (IPC)

The present search report has been drawn up for all claims

Place of search	Date of completion of the search	Examiner
Munich	6 July 2016	Bareyt, Sébastian

CATEGORY OF CITED DOCUMENTS

X : particularly relevant if taken alone
Y : particularly relevant if combined with another document of the same category
A : technological background
O : non-written disclosure
P : intermediate document

T : theory or principle underlying the invention
E : earlier patent document, but published on, or after the filing date
D : document cited in the application
L : document cited for other reasons
.....
& : member of the same patent family, corresponding document

EPO FORM 1503 03.82 (P04C01)

ANNEX TO THE EUROPEAN SEARCH REPORT ON EUROPEAN PATENT APPLICATION NO. EP 16 16 9386

This annex lists the patent family members relating to the patent documents cited in the above-mentioned European search report.
The members are as contained in the European Patent Office EDP file on
The European Patent Office is in no way liable for these particulars which are merely given for the purpose of information.

06-07-2016

Patent document cited in search report	Publication date	Patent family member(s)	Publication date
US 2010240635 A1	23-09-2010	AP 3050 A	30-11-2014
		AR 075892 A1	04-05-2011
		AT 513822 T	15-07-2011
		AU 2010200815 A1	07-10-2010
		CA 2696705 A1	20-09-2010
		CN 102361860 A	22-02-2012
		CO 6361956 A2	20-01-2012
		CR 20110484 A	24-10-2011
		CU 20110169 A7	15-02-2012
		CY 1111807 T1	07-10-2015
		DK 2246339 T3	10-10-2011
		EA 201101334 A1	30-04-2012
		EC SP11011340 A	31-10-2011
		EP 2246339 A1	03-11-2010
		ES 2368691 T3	21-11-2011
		FR 2943342 A1	24-09-2010
		HK 1167404 A1	14-08-2015
		HN 2011002458 A	19-05-2014
		HR P20110626 T1	31-10-2011
		IL 215016 A	29-08-2013
		JO 2780 B	15-03-2014
		JP 5437473 B2	12-03-2014
		JP 2012520858 A	10-09-2012
		KR 20110128209 A	28-11-2011
		MA 33131 B1	01-03-2012
		MY 154001 A	30-04-2015
		NZ 595082 A	20-12-2013
		PE 01132012 A1	24-02-2012
		PT 2246339 E	01-08-2011
		RS 51919 B	29-02-2012
		SG 174274 A1	28-10-2011
		SI 2246339 T1	30-09-2011
		TN 2011000469 A1	27-03-2013
		TW 201036615 A	16-10-2010
		UA 100477 C2	25-12-2012
		US 2010240635 A1	23-09-2010
		UY 32475 A	30-09-2010
		WO 2010106249 A1	23-09-2010
WO 9300095 A2	07-01-1993	AT 228115 T	15-12-2002
		AU 666318 B2	08-02-1996
		CA 2112360 A1	23-12-1993
		DE 69232854 D1	02-01-2003
		DE 69232854 T2	04-09-2003
		EP 0593603 A1	27-04-1994
		ES 2190428 T3	01-08-2003

EPO FORM P0459

For more details about this annex : see Official Journal of the European Patent Office, No. 12/82

ANNEX TO THE EUROPEAN SEARCH REPORT ON EUROPEAN PATENT APPLICATION NO. EP 16 16 9386

This annex lists the patent family members relating to the patent documents cited in the above-mentioned European search report.
The members are as contained in the European Patent Office EDP file on
The European Patent Office is in no way liable for these particulars which are merely given for the purpose of information.

06-07-2016

Patent document cited in search report	Publication date	Patent family member(s)	Publication date
		IE 922087 A1	30-12-1992
		JP 3497164 B2	16-02-2004
		JP H06509074 A	13-10-1994
		NZ 243326 A	26-10-1995
		PT 100631 A	30-09-1993
		TW 218018 B	21-12-1993
		US 5693636 A	02-12-1997
		WO 9300095 A2	07-01-1993
		ZA 9204760 A	31-03-1993
WO 9941246 A1	19-08-1999	AU 2594799 A	30-08-1999
		CA 2319173 A1	19-08-1999
		EP 1054877 A1	29-11-2000
		JP 2002503657 A	05-02-2002
		US 6455522 B1	24-09-2002
		WO 9941246 A1	19-08-1999
WO 9308174 A1	29-04-1993	AT 133412 T	15-02-1996
		AU 673501 B2	14-11-1996
		CA 2119745 A1	29-04-1993
		DE 69207916 D1	07-03-1996
		DE 69207916 T2	17-10-1996
		DK 0610334 T3	03-06-1996
		EP 0610334 A1	17-08-1994
		ES 2085651 T3	01-06-1996
		FI 941222 A	02-06-1994
		GE P20032957 B	10-01-2003
		GR 3019517 T3	31-07-1996
		JP 3789468 B2	21-06-2006
		JP H07500341 A	12-01-1995
		JP 2003300962 A	21-10-2003
		NO 941378 A	20-06-1994
		US 5250679 A	05-10-1993
		US 5403836 A	04-04-1995
		WO 9308174 A1	29-04-1993
WO 2006020959 A2	23-02-2006	AU 2005272627 A1	23-02-2006
		CA 2577060 A1	23-02-2006
		EP 1784390 A2	16-05-2007
		US 2006199796 A1	07-09-2006
		WO 2006020959 A2	23-02-2006
WO 2008144483 A2	27-11-2008	AR 067845 A1	28-10-2009
		TW 200902026 A	16-01-2009
		WO 2008144483 A2	27-11-2008

EPO FORM P0459

For more details about this annex : see Official Journal of the European Patent Office, No. 12/82

ANNEX TO THE EUROPEAN SEARCH REPORT ON EUROPEAN PATENT APPLICATION NO. EP 16 16 9386

This annex lists the patent family members relating to the patent documents cited in the above-mentioned European search report.
The members are as contained in the European Patent Office EDP file on
The European Patent Office is in no way liable for these particulars which are merely given for the purpose of information.

06-07-2016

Patent document cited in search report	Publication date	Patent family member(s)	Publication date
WO 2010118208 A1	14-10-2010	AR 076271 A1	01-06-2011
		TW 201103926 A	01-02-2011
		US 2010305093 A1	02-12-2010
		WO 2010118208 A1	14-10-2010
US 5565449 A	15-10-1996	US 5565449 A	15-10-1996
		US 5663166 A	02-09-1997
		US 5674863 A	07-10-1997
		US 5674865 A	07-10-1997
US 5939412 A	17-08-1999	US 5939412 A	17-08-1999
		US 6127359 A	03-10-2000
WO 2012019071 A1	09-02-2012	NONE	
WO 2012019076 A1	09-02-2012	NONE	
WO 2012037105 A1	22-03-2012	NONE	
WO 2012071509 A2	31-05-2012	EP 2643316 A2	02-10-2013
		US 2014024637 A1	23-01-2014
		WO 2012071509 A2	31-05-2012
US 2010113449 A1	06-05-2010	AR 074020 A1	15-12-2010
		TW 201028371 A	01-08-2010
		US 2010113449 A1	06-05-2010
		WO 2010056527 A2	20-05-2010

EPO FORM P0459

For more details about this annex : see Official Journal of the European Patent Office, No. 12/82

REFERENCES CITED IN THE DESCRIPTION

This list of references cited by the applicant is for the reader's convenience only. It does not form part of the European patent document. Even though great care has been taken in compiling the references, errors or omissions cannot be excluded and the EPO disclaims all liability in this regard.

Patent documents cited in the description

- US 3845770 A **[0324]**
- US 4326525 A **[0324]**
- US 4902514 A **[0324]**
- US 5616345 A **[0324]**
- US 5023252 A **[0324]**
- US 4992445 A **[0324]**
- US 5001139 A **[0324]**
- US 20100056536 A **[0345]**
- US 20110183990 A **[0345]**
- US 20090203707 A **[0358]**

Non-patent literature cited in the description

- Pathophysiology and Pharmacology of the Cardiac ''Late Sodium Current. *Pharmacology and Therapeutics,* 2008, vol. 119, 326-339 **[0003]**
- **FOSTER.** Deuterium Isotope Effects in Studies of Drug Metabolism. *Trends Pharmacol. Sci.,* 1984, vol. 5 (12), 524-527 **[0099]**
- **Y. NING et al.** *J Pharmacol Exp Ther.,* 2011, vol. 337 (1), 50-8 **[0317]**
- Remington's Pharmaceutical Sciences. Mace Publishing Co, 1985 **[0318]**
- Modern Pharmaceutics. Marcel Dekker, Inc, **[0318]**
- **T. W. GREENE ; G. M. WUTS.** Protecting Groups in Organic Synthesis. Wiley, 1999 **[0365]**
- Fieser and Fieser's Reagents for Organic Synthesis. John Wiley, and Sons, 1991, vol. 1-15 **[0367]**
- Rodd's Chemistry of Carbon Compounds. Elsevier Science Publishers, 1989, vol. 1-5 **[0367]**
- organic Reactions. John Wiley, and Sons, 1991, vol. 1-40 **[0367]**
- March's Advanced Organic Chemistry. John Wiley, and Sons, 2001 **[0367]**
- Larock's Comprehensive Organic Transformations. VCH Publishers Inc, 1989 **[0367]**
- **KAHLIG et al.** *PNAS,* vol. 105, 9799-9804 **[1011]**

摘要

本發明涉及鈉通道抑制劑的化合物，並且涉及它們在各種病狀的治療中的用途，所述病狀包括心血管疾病和糖尿病 。